

KI-E A.s.b.l.

4, rue Camille Mersch L-5860 Hesperange
Grand-Duchy of Luxembourg

PREAMBLE

KI-E is an international non-profit organization and an affiliate of Kiwanis International. “KI-E” continues the informal association KI-EF (civil society) at all levels and in all positions. KI-E will follow and honour the principles of Kiwanis International.

1. Name of the Organization

- 1.1. This non-profit organization shall bear the name KI-E, which stands for Kiwanis International-Europe, hereafter referred to in these bylaws as KI-E.
- 1.2. All written matters, documents, notifications and other vouchers issued by the organization shall bear after the words KI-E, “Association sans but lucratif” or abbreviation “A.s.b.l.”

2. Registered Office

- 2.1. The Organization has its place of registration in 4, rue Camille Mersch, L-5860 Hesperange, Grand-Duchy of Luxembourg.

3. Duration of the Organization

- 3.1. The organization is established for an unlimited duration.

4. Territorial Limits

- 4.1 The territorial limits of KI-E shall be the Kiwanis International region of Europe as defined by the Kiwanis International Board, hereafter referred to as “Europe.”

5. Purpose and Responsibilities of the Organization

- 5.1. The purpose and objectives of the Organization shall be to carry out activities of general interest for the pursuit on a non-profit basis, of civic, solidarity and socially useful purposes by: ~~the same as the Objects of Kiwanis International:~~
 - giving primacy to the human and spiritual rather than to the material values of life.
 - encouraging the daily living of the “Golden Rule” in all human relationships.
 - promoting the adoption and the application of higher social, business, and professional standards.
 - developing, by precept and example, a more intelligent and serviceable citizenship.
 - providing, through Kiwanis Districts and Nations (= Nondistricted Areas) and so to the Kiwanis clubs, a practical means to form enduring friendships, to render altruistic service, and to build better communities.

- cooperating in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.
 - promoting and encouraging the support of culture, education, and social interventions and services
 - promoting and encouraging humanitarian reception, charity, long distance-support, free transfer of food or products, disbursement of money in favor of disadvantaged persons.
 - promoting and protecting of human civil and social rights.
- 5.2. KI E shall be cooperate with Kiwanis International in achieving the organization’s strategic goals in Europe by:
- supporting growth and expansion of Kiwanis within the territorial limits of KI-E.
 - Delivering education and training sessions to clubs and members.
 - adhering to all Kiwanis standards for brand identity, graphics and marketing.
 - consulting with the Kiwanis International Board regarding policies and procedures to be implemented within the territorial limits of “KI E”.
 - implementing and supporting social projects, in particular with ‘the help and in cooperation with the Kiwanis Children’s Fund in Europe.
- 5.3. “KI E” and its members shall take no action on any political questions or proposed legislation.
“KI E” shall not be used in any way for political purposes, nor shall it as an Association actively participate in the political candidacy of any person.

6. Membership; Admission

- 6.1. The Organization cannot have less than three (3) members.
- 6.2. All organized and chartered Kiwanis clubs within Europe shall be members of the organization KI-E. The members remain as long as their status as Kiwanis Club has not been revoked by KI.
- 6.3. A Member List, which lists their names and their domicile and, where legal and public entities are concerned, also lists their legal form and place of business, is kept at the registered office of KI-E and is published once a year in the Luxembourg Business Register.
- 6.4. The board or its designee enters changes to membership in the Member List in accordance with the regulation of the charter without delay and amends the file of KI-E, to comply with the legal requirements.

7. Liability of Members

- 7.1. The financial liability to KI-E of each of its members is limited to the current annual

dues.

They are not liable for the liabilities of KI-E itself.

8. Membership Fees

- 8.1. Each club shall pay dues to KI-E for each active club member in an amount determined by a two-thirds (2/3) vote of the delegates at a general assembly, provided that the amount shall not be more than 10.00 € (Euros).
- 8.2. Dues shall be based on each club's annual membership report to Kiwanis International as of September 30 of each year and shall be due annually on October 1 and payable by November 30.
- 8.3. The KI-E Board may adjust the dues for members from these clubs:
 - Clubs in any country in Europe where the gross national income per capita is less than ten thousand dollars (US\$10,000), as reported by the World Bank;
 - Clubs for members under the age of 30.
- 8.4. Prorated KI-E dues shall be charged for each member of a newly-organized club on the same prorated schedule used by Kiwanis International.
- 8.5. No financial obligation other than the annual dues shall be placed upon the clubs by KI-E, and no voluntary contribution for any KI-E activity shall be requested from all clubs by KI-E, except with the approval of the KI-E Board and the Kiwanis International Board and by a two-thirds (2/3) vote of either the delegates at a general assembly or in response to a referendum submitted to all clubs in Europe.
- 8.6. A club whose charter has been revoked by Kiwanis International or who otherwise is not a member of KI-E shall have no right to any funds of KI-E nor to reimbursement of any dues paid.

9. Officers

- 9.1. The officers of KI-E shall be the President, the President- Elect, the Immediate Past President, the Vice-President, the Treasurer, and the Secretary.
- 9.2. The Secretary shall be appointed by the President, subject to the approval of the Board. All other officers shall be elected as provided elsewhere in these Bylaws.
- 9.3. No district shall have more than one elected office on the KI-E Board.
- 9.4. No officer of KI-E may simultaneously hold a Kiwanis International office.
- 9.5. Each officer shall be a member in good standing of a chartered club in Europe throughout his or her full term of office. Each officer except the Secretary shall have served a complete term as governor of a European district.

- 9.6. The term of all officers shall commence on the first day of October of each year and shall continue for one (1) year or until his or her successor shall be duly elected and qualified.
- 9.7. The President shall be the chief executive officer, exercising general supervision over the work and activities of KI-E, and shall perform such other duties as are specified or implied in these Bylaws or Kiwanis International governing documents or as usually pertain to the office.
The President shall preside at all KI-E conventions and at all meetings of the Board. The President shall be an ex officio member of all standing and special committees.
- 9.8. The President-Elect shall perform such duties as usually pertain to the office or as may be assigned by the Board.
- 9.9. The Immediate Past President shall perform such duties as usually pertain to the office or as may be assigned by the Board.
- 9.10. The Vice-President shall perform such duties as usually pertain to the office or as may be assigned by the Board.
- 9.11. The Secretary shall assist the President and the Board in conducting the administrative business of KI-E and shall perform such duties as are specified or implied in these Bylaws or as may be assigned by the Board.
- 9.12. The Treasurer shall assist the President and the Board in conducting the financial business of KI-E and shall perform such duties as are specified or implied in these Bylaws or as may be assigned by the Board.
- 9.13. All elected officers of KI-E shall serve without pay. No elected officer shall accept any remunerative employment from any Kiwanis International organizations.

10. Board of the Organization

- 10.1. The Board shall consist of the President, President-Elect, Immediate Past President, Vice-President, Treasurer, the governor of each European Kiwanis district, the Chair of Each Provisional District, and a representative of each Nation.
- 10.2. The management and control of the affairs of the organization not otherwise designated to the members in these bylaws, Policies or legal regulations, shall be exercised by the Board in accordance with Kiwanis International regulations.
The Board may define and adopt policies and procedures dealing with association matters.
- 10.3. These bylaws may be interpreted by the Board, subject to approval of the Kiwanis International Board. Within sixty (60) days, the Secretary shall notify all European club secretaries of any interpretation. Such interpretation, after approval, shall be final and binding, unless it is changed or rescinded by a majority of the valid votes cast by delegates at a subsequent general assembly.
- 10.4. The Board may assign an official representative to attend the district convention of

the districts within Europe.

- 10.5. The Board shall hold no less than four (4) meetings each year at such specific times and places as determined by the Board. However, the President shall designate the time and place of the first meeting of the newly elected Board.
- 10.6. Special meetings of the Board may be called by the President or by written request of six (6) members of the Board.
The date and place of any special meeting shall be determined by the President and designated in the meeting notice.
- 10.7. Notice of the time and place of all meetings shall be sent by the Secretary to each member of the Board and to the Executive Director of Kiwanis International, with no less than thirty (30) days' notice prior to regular meetings or 10 days' notice prior to special meetings.
- 10.8. In the absence of the President from any meeting, the Immediate Past President will act as chair-man (presiding officer), or in his/her absence, the Board shall designate another officer to act as chairman.
- 10.9. If a district governor cannot be present at a meeting of the Board, the governor may appoint the district governor-elect, or the immediate past governor or a past governor to attend the meeting. The Governor's representative has the right to vote.
- 10.10. A majority of the members of the Board shall constitute a quorum for the transaction of all business and a majority vote of those present shall decide any question, except in cases where a large vote is required under these bylaws.
If the vote is evenly divided, the vote of the President shall decide, provided he/she did not previously vote on the matter.
- 10.11. With the agreement of the President and the Treasurer, then the Board, without meeting together, may transact business by any method allowed by law in the nation where KI-E is registered (Luxembourg). Participation by such methods constitutes attendance.
Normal Board meeting rules and processes apply unless otherwise previously determined and announced by the Board.
Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes.
If written votes are desired, they may be made by email, fax, or postal mail within a designated period of time following the meeting, as determined by the Board.
However, no action shall go into effect for ten (10) days after the Secretary shall have sent to each member of the Board and to the Executive Director of Kiwanis International a report of the tabulated result of such vote.
The ballots, before being destroyed, are to be produced at the following meeting of the Board.
- 10.12. Within thirty (30) days after any regular or special meetings of the Board, the Secretary shall compose minutes of the meeting comprising a complete synopsis of all actions taken.

A copy of the minutes shall be sent to all members of the Board and the Executive Director of Kiwanis International and a copy shall be made available to clubs in Europe. These minutes shall be approved at the next Board meeting.

The original approved minutes shall be kept at the registered office.

11. Committees

- 11.1. There shall be a standing Executive Committee consisting of six (6) members from the Board, of whom five (5) shall be the President, President-elect, Immediate Past President, Vice President, and Treasurer. The President shall appoint the remaining member, subject to the approval of the Board.
- The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the Board.
 - The President shall preside all meetings of the Executive Committee. In the President's absence, the committee shall elect a chairman.
 - The Executive Committee shall meet at the call of the President or upon the written request of at least three (3) individual members of the committee. Notice of such meetings shall be sent by the Secretary to all members of the Board, to be received not later than three (3) days prior to the date of the meeting.
 - Four (4) members of the Executive Committee shall constitute a quorum.
- 11.2. There shall be a standing Finance Committee which shall include the Treasurer and not fewer than two (2) individual members from the Executive Committee, one (1) of whom shall be designated as chairman. The President shall appoint the members, subject to the approval of the Board. The Committee on Finance shall perform such administrative duties as may be defined by the Board.
- 11.3. There shall be a Standing Committee of Past European Presidents which shall be composed of all the Past Presidents of the former Kiwanis International-European Federation and KI-E and added thereto each year the retiring Immediate Past President of KI-E who shall act as the chairperson thereof.
- The quorum of the Committee of Past European Presidents shall be five (5).
 - The Committee of Past European Presidents shall consider and report to the Board its conclusions on all matters referred to it. It may initiate subjects for consideration and report its conclusions to said Board.
 - A summary of the Committee's proceedings shall be provided to each member of the Committee, and the KI-E President and Secretary.
 - The Committee shall meet at the annual KI-E convention, and may hold such other meetings as provided herein, provided that such other meetings shall not be held less than thirty (30) days prior to the convention.
- 11.4. There shall be a Standing Committee on Resolutions, which shall consist of seven (7) members from districts and Nations, at least one (1) of whom shall be a Past European President. The President shall appoint the members, subject to the approval of the Board.
- The quorum of the Committee on Resolutions shall be four (4).

- The Committee on Resolutions shall consider and make recommendations of resolutions properly submitted as provided in these bylaws for action at the annual KI-E Convention. The Committee shall also have the authority to originate resolutions and to modify, combine, edit, or not accept any resolution submitted to it.
- 11.5. The President, by and with the consent of the Board, shall appoint concurrent with his/her term in office a chair or committee responsible for Kiwanis laws and regulations. The chair or committee shall act as the advisor on these matters.
- 11.6. The President-elect, with the consent of the Board, shall appoint his/her term of office such European Program Committees to serve for the following administrative year as to make it possible to give direct and effective leadership in the areas of growth, education, communication and service programs.
- 11.7. The President may appoint for his/her term in office, such special committees as may be deemed necessary or advisable, subject to the approval by the Board. Any such committees shall perform such duties as may be authorized by the Board in their creation. Special committees may consist of only one (1) member.
- 11.8. Any Committee shall meet at the call of its chairman upon the approval of the President. Written notice of such meetings shall be received by the Secretary at least ten (10) days in advance of the date of the meeting. All Committees shall normally report to the President or, upon request, shall report to the Board.

12. Convention (General Assembly)

- 12.1. The annual General Assembly of the organization (KI-E Convention) shall be held between March 15th and September 15th, and if possible, shall take place between June 1st and 15th.
- KI-E shall not schedule its convention within the period of twenty (20) days prior to, during or twenty (20) days following the annual Kiwanis International Convention, unless such Convention is held within the territorial boundaries of KI-E or unless approved by the Kiwanis International Board.
- 12.2. The annual KI-E Convention shall not be held in the same European district or nation two years in a row and shall rotate as much as feasible, as determined by the Board, among different European districts and nations.
- 12.3. Special conventions shall be called by the President upon the request of one-fifth (1/5) of the chartered clubs in good standing or upon the request of three fourths (3/4) of the members of the Board.
- 12.4. In the event the KI-E Board shall determine by resolution that there exists a condition of emergency that compels cancellation of the annual KI-E convention,

the Board shall notify Kiwanis International and European clubs immediately and shall determine one of the following methods to transact any and all business that was to be transacted at the annual convention, as soon as practical. The preference will be to reschedule the convention, if possible, or, alternatively, to call a meeting of all persons having the status of delegates-at-large at KI-E conventions, a quorum of which shall be a majority.

- 12.5. The Secretary shall send to all KI-E officers, district governors, district secretaries, all representatives of the nations, each organized club and chartered club, and the Executive Director of Kiwanis International, an official call to the Convention with the Agenda no less than ninety (90) days prior to the date of the annual convention, and no less than thirty (30) days prior to the date of a special convention.
- 12.6. The Board shall have full supervision and management of all KI-E conventions.
- 12.7. For each annual or special convention, the President shall appoint a Committee on Credentials and a Committee on Elections, each to consist of at least five (5) members. All members of the Committee on Elections must be delegates or delegates-at-large. Three (3) members of each of the foregoing committees shall constitute a quorum.

A - The Credentials Committee shall determine whether the clubs of the delegates present are in good standing.

Should any club fail to certify the election of its delegates and alternates as provided in these Bylaws, the Credentials Committee shall determine the seating of the delegates or alternates for such club.

The Credentials Committee shall report the number of delegates and delegates-at-large to the House of Delegates, and upon request to the Elections Committee and the KI-E Secretary.

B - The Elections Committee shall have general charge of all elections, including the distribution and tabulation of the ballots, and shall report promptly to the convention the results of the balloting, with such report to be signed by a majority of the committee.

After the committee has so reported, the chairman shall deliver all ballots to the Secretary to be kept for a period of ninety (90) days after the convention, after which the ballots shall be destroyed.

The Elections Committee's duties also apply to the election of Guaranteed Trustees for the Kiwanis International Board.

- 12.8. For any convention, each club in good standing as defined by Kiwanis International shall be entitled to elect three (3) delegates, one (1) of whom should be the president, and three (3) alternates designated as alternates one, two and three. If any delegate is absent from the convention, the alternates will serve in the numerical order certified.
- 12.9. Each delegate or alternate shall be a member of the club represented and shall be elected by such club no less than thirty (30) days prior to the date of the annual

convention or no less than fifteen (15) days prior to any special convention. Their election shall be evidenced by a certificate to the Secretary duly authenticated by the president and the secretary of the club.

- 12.10. Official delegates of a newly organized club shall be granted full privileges at the KI-E convention after the charter has been approved by the Board of Trustees of Kiwanis International, and is thus chartered, even if the charter has not been formally presented to such club.
- 12.11. KI-E officers, past European Presidents, district governors and past district governors of districts in Europe who are members of a Kiwanis club in Europe, shall be delegates-at-large to all KI-E Conventions.
- 12.12. Cumulative, absentee or proxy voting shall not be permitted.
- 12.13. Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted in any convention.
On all matters put to a vote, an accredited delegate or delegate-at-large may abstain from voting; the outcome of any vote shall be determined by the actual valid votes cast, and abstentions, if any, shall be excluded.
- 12.14. The convention may propose, discuss and adopt resolutions, and recommend matters or concerns to Kiwanis International.
The convention shall also consider and act upon matters submitted to it by Kiwanis International.
- 12.15. In the absence of the President from the convention, the KI-E Board shall designate the Immediate Past President, or, in his absence, any officer to act as the chairman.
- 12.16. A quorum shall consist of no less than one hundred and fifty (150) delegates and delegates-at-large for any annual Convention and no less than fifty (50) delegates and delegates-at-large for any special or emergency Convention.
- 12.17. No less than a majority vote of the delegates present and voting is required to approve all business unless otherwise provided in these bylaws.
- 12.18. Within thirty (30) days after the close of any convention, the KI-E Secretary shall send a report to the KI-E officers, the district governors, the district secretaries, the presidents of clubs within KI-E, and the Executive Director of Kiwanis International.
- 12.19. The report shall summarize the proceedings of the convention, provide a synopsis of all actions taken, and include copies of all KI-E bylaw amendments, resolutions and official recommendations adopted at the convention.

13. Convention Procedure

- 13.1. The official program, as approved by the KI-E Board, shall be the order of the day for the Convention.
- 13.2. The agenda (order of the day) of the Annual General Assembly shall at least contain:
 - Determination of the quorum
 - Approval of the minutes of the last General Assembly
 - Report of the committees
 - Report of the auditors
 - Approval and possible resolution on the discharge of the Management Board
 - Approval of the Budget for the next period
 - Election of board members and auditors
 - Any other business
- 13.3. Changes in the agenda may be made at any time by a majority vote of the delegates and delegates at large present and voting.
- 13.4. The nomination and election of the President, the President-Elect, the Vice-President and the Treasurer shall be held at the annual Convention, and the official program of the Convention shall indicate the time and place which shall be subject to change only in accordance with the rules of Convention procedure.
- 13.5. Proposed resolutions may be submitted by the KI-E Board, the Kiwanis International Board, the board of a European district or a European club in good standing by a majority vote of club members. All proposals must be submitted to the Secretary by December 31st. Within ninety (90) days thereafter, the KI-E Board shall meet to support or oppose such proposed resolutions before submitting them to the General Assembly.
- 13.6. The Secretary shall send a copy of all resolutions, other than memorial and appreciation resolutions, to the secretary of each club within KI-E and to the Executive Director of Kiwanis International no less than sixty (60) days prior to the date of the annual Convention. No resolutions other than those so sent shall be considered by the Convention unless recommended by the KI-E Board by a two-thirds (2/3) vote.
- 13.7. Debate on any resolution shall not be in order until it has been reported out by the KI-E Board. At any time prior to the voting thereon by the delegate body, the KI-E Board shall be authorized to make editorial changes in any resolution provided the import of the resolution is not changed thereby.
- 13.8. Reports of Committees, communications to the Convention, resolutions and all motions may be debated during the House of Delegates, except those that are known in parliamentary practice as "undebatable," or if the Convention, by a two thirds (2/3) vote, decides to dispose of them without debate. No delegate shall speak in Convention longer than five (5) minutes at one time, except as provided in the order of the day or by a majority vote.

14. Amendments

- 14.1. Amendments to these Bylaws, consistent with the Bylaws of Kiwanis International, may be proposed by the European Board, the Kiwanis International Board, a European district board of trustees, a European district house of delegates, or a European club by a majority vote of club members and may be considered at any KI-E delegate assembly at which at least two-third (2/3) of the clubs are represented. If at least two thirds (2/3) of the members are not present or represented at that assembly, a second assembly regarding the question of the amendments is convened which may consider and adopt amendments, provided that at least thirty (30) days advance notice has been given and at least one hundred and fifty (150) delegates and delegates-at-large are present for the second assembly. Any such decision taken by the assembly must be approved by the Luxembourg Court as required by Luxembourg law.
- 14.2. Proposed amendments to these Bylaws shall be received by the Secretary no less than ninety (90) days prior to the date of the start of the Convention, except those initiated by the European Board. Amendments must be in the official language of KI-E.
- 14.3. No less than sixty (60) days prior to the date of the start of the Convention, the Secretary shall send a copy of all proposed amendments to the secretary of each European club, officers of KI-E, district governors, district secretaries, and the Executive Director of Kiwanis International.
- 14.4. Amendments to these Bylaws, if in conformity with the Bylaws of Kiwanis International, may be adopted by a two thirds (2/3) vote of the delegates and the delegates-at-large at the KI-E Convention.
- 14.5. Any amendment to these Bylaws shall become effective only upon approval thereof by the Kiwanis International Board.
- 14.6. If these bylaws are in conflict at any time with the Kiwanis International Bylaws, KI-E shall amend these bylaws to bring them into conformity with said documents.

15. Nomination and election of KI-E officers

- 15.1. No person shall be considered as a qualified candidate for any elected KI-E office until or unless the following requirements have been met:
 - Shall be an active member in good standing of a club in good standing;
 - Shall have given written consent to be a candidate;
 - Shall have given written assurance that said person, if elected, will fully fill the responsibilities of office;
 - Shall have completed a full term as a district governor prior to announcing his/her candidacy;
 - Shall have secured prior endorsement from his/her district house of delegates.If extenuating circumstances make it impossible for the district house of

delegates to endorse a candidate, he/ she may be endorsed instead by the district board in authority during the administrative year in which the election will take place.

Additionally, each candidate shall not hold any other officer position with Kiwanis International and no candidates other than the Vice-President and President-elect may hold any other officer position with KI-E.

- 15.2. No less than ninety (90) days prior to the date of the annual Convention, the secretary of the district shall submit in writing to the President the name of any qualified candidate from their district for the offices of President, President-Elect, Vice- President, or Treasurer, including documentation of district endorsement.
- 15.3. No new district shall nominate a candidate unless it has maintained full district status for three (3) consecutive years.
The district hosting the KI-E Convention may not nominate a candidate.
- 15.4. The President-Elect shall be the sole candidate for the office of President. The Vice-President shall be the sole candidate for the office of President-Elect. However, if the person holding the office of President-Elect or Vice-President at the time of nominations was placed in such office to fill a previous vacancy, then that person shall not be the sole candidate.
- 15.5. Nothing in this section shall be construed as limiting the right to make further nominations of qualified candidates from the floor of the Convention.
- 15.6. No less than sixty (60) days prior to the date of the annual Convention, the Secretary shall send to all district governors, district secretaries, and the secretaries of all clubs in Europe, the names of the candidates for the office of President, President-Elect, Vice-President, and Treasurer. A copy shall be sent to the Executive Director of Kiwanis International.
- 15.7. When nominations and elections become the order of business at the annual Convention, the President of KI-E shall inform the General Assembly of the nominees for each office and, if there are two (2) or more candidates for any office, an anonymous ballot shall be taken for such office.
- 15.8. A majority of all valid votes cast shall be necessary for election. In the event that any ballot cast does not show a majority for any nominee, the President shall designate a time and place for further balloting.
Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until one nominee shall have received a majority of all valid votes cast. There shall be no voting by proxy or absentee ballots. In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote.

16. Finance

- 16.1. The administrative and financial year of KI-E starts October 1st of each year and ends September 30th of the following year.
- 16.2. Each year the financial report for the preceding financial year and a budget for the coming year are to be compiled by the board before the annual general assembly and submitted to that meeting for approval. A copy of the annual budget shall be sent to the Executive Director of Kiwanis International prior to the annual general assembly.
- 16.3. The financial records of KI-E shall be audited at the end of each fiscal year in accordance with international auditing standards by an independent certified public accountant selected by the KI-E Board. The accountant should be qualified to perform such work. A copy of the auditor's report shall be sent to KI-E Board and the Executive Director of Kiwanis International by March 31 and shall be made available, upon request, to clubs and members in the districts.
- 16.4. KI-E will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.
- 16.5. KI-E shall report its financial status annually to clubs and to the Kiwanis International Board and at such other times and including such information as requested by the Kiwanis International Board.

17. Casual Vacancy

- 17.1. In the event of a vacancy in the office of President during the administrative year, the unexpired term shall be filled by the Immediate Past President.
- 17.2. In the event of a vacancy in the office of Immediate Past President the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.
- 17.3. In the event of a vacancy in the office of President-Elect during the administrative year, the unexpired term shall be filled by the Vice-President.
- 17.4. In the event of a vacancy in the office of Vice-President during the administrative year, the unexpired term shall be filled by the last outgoing Past President who is willing and able to assume the office.
- 17.5. In the event the President is temporarily incapacitated and unable to discharge the duties of the office, the Immediate Past President shall become Acting President until the President is able to resume those duties.
While the President is incapacitated, the Acting President shall be the chief executive officer of KI-E and shall have all the duties, responsibilities, and authority given to the President by these Articles.
If, after a period of sixty (60) days, it shall appear to the Board that the President continues to be incapacitated and is not able to resume the duties and

responsibilities of the office, the Board may declare the office of President vacant, and the vacancy shall be filled as prescribed in these Articles.

- 17.6. Whenever it shall appear to the President or a majority of the Board that any KI-E officer is failing to perform the duties of the office, the President shall give such member written notice of the facts within 30 days.
At the next regularly scheduled or special meeting of the Board, consideration shall be given to such facts and reasons why the office should be declared vacant.
The officer accused shall have the right to attend and provide a defense.
In the event that the Board, by a two-thirds (2/3) vote of the entire Board, finds the officer is not performing the duties of office and declares such office vacant, the vacancy shall then be filled as prescribed in these Articles.
- 17.7. In the event of a vacancy, between the election and October 1, in any office(s) of the Board designate, the Board designate shall proceed to appoint a successor for such office(s) for the administrative year in accordance with the provisions for filling vacancies in office as provided in this article.

18. Guaranteed Trustees on the Kiwanis International Board

- 18.1. At the beginning of the administrative year in which one of the Trustee offices on the Kiwanis International Board guaranteed to the Europe region will or may become available, the President shall inform the district governors and district secretaries that nomination of a candidate for said office will be held at the next annual KI-E convention, to provide for filling the office in the event that it becomes vacant at the next Kiwanis International Convention.
Each candidate for Kiwanis International Trustee must comply with the criteria for office and for candidacy as required by Kiwanis International. Additionally, each candidate for International Trustee shall not simultaneously hold a KI-E office.
No additional criteria shall be required of candidates for International Trustee by KI-E or any district of KI-E.
- 18.2. Any eligible district must submit the name of any qualified candidate to the Executive Director of Kiwanis International and the KI-E President no less than ninety (90) days prior to the date of the annual KI-E convention.
- 18.3. No less than sixty (60) days prior to the date of the annual KI-E convention, the secretary shall send to the secretary of clubs within KI-E the names of the candidates for the guaranteed office of International Trustee.
- 18.4. When the election of the candidate for International Trustee becomes the order of business at the annual convention, the President shall inform the general assembly of the nominees and, if there are two (2) or more candidates, an anonymous ballot shall be taken.
- 18.5. A majority of all valid votes cast shall be necessary for the election of the candidate. In the event that any ballot cast does not show a majority for any nominee, the President

shall designate a time and place for further balloting.

Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and on each succeeding ballot, the same procedure shall be followed until some nominee shall have received a majority of all valid votes cast.

There shall be no voting by proxy or absentee ballots.

In case of a tie vote, a new ballot shall be taken until one candidate receives a majority vote.

19. Other Authorities

19.1. All matters which are not expressly covered by these bylaws are governed by the provisions of the Luxembourg Law on Not for Profit Organizations and Foundations from 1928 as currently amended.

19.2. For interpretation of regulations on all matters not covered by Luxembourg law or these bylaws, the following sources will apply, in this order of priority:

- **First** - Luxembourg case law
- **Second** - Kiwanis International Bylaws
- **Third** - Kiwanis International Policies and Procedures
- **Fourth** - KI-E Policies or Procedures

19.3. KI-E undertakes to comply with the applicable provisions of European Union Law.

20. Severability

20.1. If any provision of these bylaws is determined to be invalid, all other provisions shall remain in effect.

21. Compliance with Kiwanis International

21.1. KI-E and its members will at all times abide and be governed by the Bylaws, Policies, and Procedures of Kiwanis International, provided that any such are not in conflict with Luxembourg and European Union law.

21.2. KI-E will comply with all conditions and requirements of Kiwanis International regarding use of the Kiwanis name and marks, provided that any such are not in conflict with Luxembourg and European Union law.

21.3. The word “Kiwaniis” and the name, emblem, and/or insignia of Kiwanis International shall not be used as a trade name or trademark by KI-E without the written consent of Kiwanis International or used for any purpose other than that authorized by the Kiwanis International Board. If the Kiwanis International Board provides notice to KI-E that the Board no longer authorizes KI-E to use the name “Kiwaniis”, KI-E shall stop using the name “Kiwaniis” on all projects, promotional materials, and in any way or fashion within ten (10) days of receiving notice from Kiwanis International. Notice shall be provided electronically to the KI-E Board and by mail at the address of KI-E.

- 21.4. That, in the event KI-E does not comply with these conditions, the Kiwanis International Board may request KI-E to dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks. Upon such request, the KI-E board shall convene a special convention for delegates to vote to dissolve or change its form.

22. Dissolution

- 22.1. KIE will incorporate or register with the proper authority(ies) and shall maintain such incorporation or registration as required by law.
- 22.2. The organization can be dissolved in accordance with formal statutory requirements, if so resolved by a vote of three-fourths (3/4) of the delegates and delegates-at-large at any convention of KI-E where a quorum is present.
- 22.3. In the event that the convention (general assembly) resolves to dissolve KI-E, the KI-E Board shall appoint one or more liquidators and defines the extent of their powers or remuneration.
- 22.4. After settlement of all accounts payable of KI-E, the residual net assets shall be placed at the disposal of one or more not-for-profit organizations with similar objectives by determination of the general assembly. If the general assembly does not decide, the liquidators will determine the recipients.

23. Final clauses

- 23.1. English shall be the official language of the organization.