



**BYLAWS  
of the  
EASTERN CANADA  
AND THE  
CARIBBEAN DISTRICT  
OF  
KIWANIS INTERNATIONAL**

# **BYLAWS of the EASTERN CANADA AND THE CARIBBEAN DISTRICT OF KIWANIS INTERNATIONAL**

## **I N D E X**

Article I Name and Territorial Limits	2
Article II Objects	2
Article III Divisions	2
Article IV Membership	2
Article V Officers	3
Article VI Board of Trustees	4
Article VII Committees	5
Article VIII Standing Committees	5
Article IX District Conventions	7
Article X Convention Procedure	9
Article XI Nomination and Election of Officers other than Lieutenant Governors	10
Article XII Nomination and Election of Lieutenant Governors and Lieutenant Governors-elect	10
Article XIII Vacancies in Office	11
Article XIV Removal of Officers	12
Article XV Public Activities	12
Article XVI Revenue	12
Article XVII Finance	13
Article XVIII Other Authorities	14
Article XIX Parliamentary Authority	14
Article XX Bylaw Amendments	14
Article XXI Languages of the District	14
Article XXII Severability	15
Article XXIII Approval of Kiwanis International	15

## **ARTICLE I - NAME AND TERRITORIAL LIMITS**

**Section 1:** The name of this organization shall be the EASTERN CANADA AND THE CARIBBEAN DISTRICT OF KIWANIS INTERNATIONAL, which may be abbreviated to "E.C. & C. District".

**Section 2:** The territorial limits of this District shall be confined to Eastern Canada, exclusive of the part of Ontario west of the 85th Meridian, and including French Guiana, Guyana, Suriname, Belize and the islands in the Bahamas, West Indies and Caribbean areas, exclusive of any coastal islands belonging to South American or Central American nations not part of the district. Neither the district name nor territorial limits shall be changed unless permission shall first have been obtained from the Board of Trustees of Kiwanis International.

## **ARTICLE II - OBJECTS**

**Section 1:** The objects of this District shall be:

- (a) to seek within the District and through the clubs of the District the attainment of the Objects of Kiwanis International as set forth in the Constitution;
- (b) to increase the fellowship and cooperative effort of clubs within the District;
- (c) to cooperate with Kiwanis International in building new clubs and membership in existing clubs, educating club members, and strengthening club services within the District; and,
- (d) to promote participation of clubs in the general objectives, programs, and policies of the District and Kiwanis International.

## **ARTICLE III - DIVISIONS**

**Section 1:** The District Board of Trustees shall have power to set up divisions, from time to time, for administrative purposes and to name or number the same and to allocate clubs now existing or hereafter organized to said divisions.

**Section 2:** Whenever any change in divisions is made, notice of such change shall be given forthwith by the District Board of Trustees to all clubs in each division affected.

**Section 3:** Any club desiring to be assigned to a division, other than that to which it is assigned by the District Board of Trustees, shall have the right to request to be reassigned by applying to the District Board of Trustees in writing, and/or by appearing, by not more than five (5) representatives, at a meeting of the District Board of Trustees and, if dissatisfied with the action of the District Board of Trustees, to the Delegate body at the next District Convention. The decision of the Delegate body on such appeal, as determined by majority vote, shall be final and binding.

#### **ARTICLE IV. MEMBERSHIP**

**Section 1:** Every chartered Kiwanis club in this District shall be a member of this District.

**Section 2:** Any member club who is more than sixty (60) days in arrears for any indebtedness to Kiwanis International or to this District shall be considered to be "not in good standing".

**Section 3:** Any member Club that fails for two (2) successive years to have at least one (1) delegate at the Annual District Convention and, if requested by the District Board of Trustees, fails to furnish, within forty-five (45) days, a satisfactory excuse for non-attendance, then said club shall be considered "not in good standing".

**Section 4:** To retain the privileges of district membership, a club must be "in good standing," as defined from time to time by the Kiwanis International Board of Trustees.

#### **ARTICLE V - OFFICERS**

**Section 1:** District Officers.

(a) The officers of the District shall be the Governor, Governor-elect, Immediate Past Governor, Secretary-Treasurer, and a Lieutenant Governor for each division.\*

\*Note: After their election and before their assumption of office, all officers shall be known by the titles of the offices to which they have respectively been elected, followed by the term "designate."

(b) No offices other than those of Secretary and Treasurer may be combined in one (1) person.

(c) If in any year the Immediate Past Governor ceases to be an active, senior, or privileged member in a club of the district, the active, senior, or privileged member who served as Governor most recently prior to the Immediate Past Governor shall automatically become the Immediate Past Governor.

**Section 2:** The terms of all district officers shall begin on the first day of October of each year and continue for one (1) year, or until their successors shall be duly elected and qualified.

**Section 3:** Each district officer shall be an active, senior, or privileged member in good standing in a club of the district and each Lieutenant Governor shall be an active, senior, or privileged member in good standing in a club in the division from which elected.

**Section 4:** Each district officer has the duty and responsibility to:

- (a) promote the Objects and objectives of Kiwanis International; and
- (b) promote the interests of the clubs within the district.

**Section 5:** The Governor has further duties and responsibilities, namely to:

- (a) be the chief executive officer of the District;
- (b) under the direction and supervision of the International Board of Trustees, further the Objects of Kiwanis International and promote the interests of the clubs within the district;
- (c) preside at all conventions and meetings of the District Board of Trustees;

(d) attend all Conventions, Conferences, and Council Meetings of Kiwanis International;  
(e) be a member of the Executive and Finance committees and an ex-officio member of all standing and special committees; and,  
(f) perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Kiwanis International bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws.

**Section 6:** The Governor-elect has further duties and responsibilities, namely, to:

(a) attend the training conferences for Governors-elect;  
(b) be responsible for the training of district officers-designate;  
(c) be responsible for the training of club officers and members at the District Convention;  
(d) perform such duties and responsibilities as are currently prescribed or as may be amended in the future in the Kiwanis International bylaws, the Kiwanis International Board Policies and Procedures, or the district bylaws; and,  
(e) carry out such other duties and responsibilities as are from time to time assigned by the District Board of Trustees.

**Section 7:** The Immediate Past Governor has further duties and responsibilities, namely, to:

(a) remain a member of the District Board of Trustees;  
(b) assist the Governor whenever called upon to do so; and,  
(c) carry out such other duties and responsibilities as are, from time to time, assigned by the District Board of Trustees.

**Section 8:** The District Secretary-Treasurer has further duties and responsibilities; namely, to:

(a) keep all records of the district;  
(b) assist the Governor and the District Board of Trustees in conducting the business of the District;  
(c) be a member of the Executive, Finance and District Convention Committees;  
(d) be the Executive in charge of the District Office and its departments and, subject to the direction and control of the District Board of trustees, select and supervise the staff and employees;  
(e) submit to the proper officers, committees, or persons, all communications received from Kiwanis International, and cooperate with the Governor in forwarding all reports required by Kiwanis International;  
(f) attend and keep the minutes of the meetings of the District Board of Trustees and the district conventions;  
(g) attend all Conventions of Kiwanis International, and if invited, attend meetings of the International Council;  
(h) keep the financial accounts and records and be responsible for proper internal control procedures, including the receipt, deposit, and disbursement of district and sponsored organization funds in the manner authorized and prescribed by the District Board of Trustees;  
(i) regularly review and advise the District Board of Trustees on the financial condition of the District and its sponsored organizations;  
(j) at all times, make available for inspection by the Governor, the District Board of Trustees, or any authorized auditors, the financial accounts, records, and books of the district and its sponsored youth organizations;  
(k) make a report to the District at its Annual Convention and such other reports as directed by the Governor or the District Board of Trustees;  
(l) carry out such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or the District Board of Trustees; and,  
(m) give bond for the faithful discharge of the duties of such office, in such amount and with such sureties as are required by the District Board of Trustees.

**Section 9:** The Lieutenant Governors have further duties and responsibilities, namely, to:

(a) assist the Governor in the work of the District;  
(b) represent the Governor and, under the direction of the Governor, supervise the district executive work in their respective divisions; and,  
(c) perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Governor or District Board of Trustees.

## **ARTICLE VI - BOARD OF TRUSTEES**

**Section 1:** The District Board of Trustees shall consist of the Governor, Governor-elect, Immediate Past Governor, Secretary- Treasurer, and Lieutenant Governors.

**Section 2:** The management and control of the affairs of the District not otherwise provided for in these bylaws shall be vested in the District Board of Trustees, subject to the supervision and control of the International Board of Trustees.

**Section 3:** The District Board of Trustees shall hold at least two (2) meetings during each year, in connection with the District Conventions and another if deemed necessary at such time and place as shall be determined by the District Board of Trustees. If the first meeting of the District Board of Trustees is held prior to October 1<sup>st</sup>, any action taken shall become effective on October 1<sup>st</sup>.

**Section 4:** A special meeting of the District Board of Trustees may be called by the Governor or two thirds (2/3) of the members of the entire Board.

**Section 5:** The District Secretary-Treasurer, or if he is unable to do so, the person designated by the Governor, shall notify each member of the District Board of Trustees and the International Executive Director in writing of the time, place, and date of any meeting at least three (3) weeks in advance of the date of such meeting.

**Section 6:** In the absence of the Governor (or Acting Governor) from a meeting, the District Board of Trustees shall designate one of its members to act as chair.

**Section 7:** One-half (1/2) of the total members of the District Board of Trustees shall constitute a quorum, and a majority vote of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required in these Bylaws.

**Section 8:** Within thirty (30) days after any special or regular meeting of the District Board of Trustees, the District Secretary-Treasurer shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and transmit the report to the International Executive Director. A copy of the report, if requested, shall be transmitted to the secretary of each chartered club within the district.

**Section 9:** In situations of urgency or emergency, the District Board of Trustees may, without meeting together, transact business by mail and/or telecommunications, by voting upon matters transmitted to them by the District Secretary-Treasurer, with the approval of the Governor and/or the District Executive Committee, as the case may be. If within twenty (20) days thereafter, a majority of the members of the Board of Trustees send via mail and/or telecommunications, to the District Secretary-Treasurer, their vote in favour of such a matter, then said matter shall be deemed carried, otherwise it shall fail. The District Secretary-Treasurer shall forthwith report the result to the members of the District Board of Trustees and shall retain the ballots for presentation at the next meeting of the District Board of Trustees, before being destroyed. This Section shall apply, mutatis mutandis, to the nomination and election of officers by the District Board of Trustees as the Board is so authorized by these By-laws.

**Section 10:** The District Secretary-Treasurer shall not have the right to move motions and to vote on motions debated by the Board of Trustees.

## **ARTICLE VII – COMMITTEES**

**Section 1:** The titles, structure, and duties of district standing committees shall be those defined by the International Board of Trustees and set forth in appropriate documents of Kiwanis International and the Eastern Canada and the Caribbean District of Kiwanis International.

**Section 2:** Each standing committee shall at all times cooperate with the appropriate Committee of Kiwanis International and promote programs suggested by the Committee among the Clubs of the District.

**Section 3:** Subject to the approval of the District Board of Trustees, special committees may be appointed by the Governor and shall perform such duties as may be defined in their creation.

**Section 4:** All committee members shall be subject to removal by the Governor.

## **ARTICLE VIII – STANDING COMMITTEES**

**Section 1:** The committee structure shall include the following:

Section 2	Executive Committee
Section 3	Finance Committee
Section 4	Laws, Regulations and Resolutions Committee
Section 5	Past Governors Committee
Section 6	Strategic and Long Range Planning Committee
Section 7	Past Lieutenant Governors Committee
Section 8	Translations Committee
Section 9	Conventions Committee

### **Section 2:**

(a) The Executive Committee shall consist of the Governor, Governor Elect, Immediate Past Governor, Chairperson of the Past Lieutenant Governors Committee, Chairperson of the District Committee on Finance, Chairperson of the Class of the incumbent Lieutenant Governors, and Chairperson of the Class of the Immediate Past Lieutenant Governors. The District Secretary-Treasurer shall also be a member of the Executive Committee but shall not have the right to move motions and to vote on motions debated by the Committee.

(b) The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the Board of Trustees. The Governor shall preside at all meetings of the Executive Committee. In the Governor's absence, the committee shall elect a chairperson.

(c) The Executive Committee shall meet at the call of the Governor, or when a written request is received from three (3) of its members. The District Secretary-Treasurer shall notify each member of the Committee in writing of the time, place and date of any meeting at least four (4) days in advance of the date of such meeting. Five (5) members of the Executive Committee shall constitute a quorum provided that two (2) of the following Officers are present at the meeting: the Governor, Governor Elect, Immediate Past Governor, and the District Secretary-Treasurer.

(d) On a vacancy occurring in the office of Governor or on his incapacity, the Executive Committee shall be empowered to conduct the affairs of the District until such time as the Board of trustees shall elect a new Governor or appoint an Acting Governor as provided for in ARTICLE XIII hereof.

(e) The District Secretary-Treasurer shall obtain the approval of a majority of the Executive Committee for dismissing the staff of the District.

(f) The Executive Committee, where it has taken action under this Section, shall make report of such action at the next meeting of the Board of Trustees for ratification.

### **Section 3:**

(a) The Finance Committee shall consist of the Chairperson of the Committee, the Governor, the Governor Elect, a member of the current Board who is knowledgeable in Accounting and Finance, and a member of the Immediate Past Board who is knowledgeable in Accounting and Finance. The District Secretary-Treasurer shall also be a member of the Finance Committee but shall not have the right to move motions and to vote on motions debated by the Committee.

(b) The Finance Committee shall prepare a budget of estimated income and expenditures for submission to the Board of Trustees, and shall submit such other recommendations as may be requested by the Board of Trustees.

© The Chairperson of the committee shall preside at all meetings of the committee. In the Chairperson's absence, the Committee shall elect a chairperson.

### **Section 4:**

(a) The Governor Elect, by and with the consent of the Board of Trustees, shall appoint the five members of the Laws, regulations and Resolutions Committee, of whom at least one (1) shall be a Past Governor.

(b) The Committee on Laws, regulations and resolutions shall examine the District Bylaws, and shall submit any recommendation concerning revisions thereof to the Board of Trustees, and shall cooperate with the Board of Trustees in drafting proposed amendments authorized by the said Board, and shall report on all properly proposed amendments to the District Bylaws to be acted upon by any District Convention. The Committee shall also cooperate with the Board of Trustees in interpreting the spirit of the District Bylaws and in securing proper observance and obligations, standards and practices arising there under including the adjustment of any grievances.

#### **Section 5:**

(a) All the Past Governors of the District, who are active or senior members of clubs within the District, are members of the Past Governors Committee.

(b) The Past Governors shall elect their own chairperson.

(c) The Past Governors Committee shall consider and report to the District Board of Trustees its conclusions on all matters referred to it by the Governor or by the Board of Trustees. It shall suggest other topics for consideration to the Governor or the Board of Trustees and seek their approval to have them studied and a report prepared. A summary of its proceedings shall be provided to each member of the Committee, to the District Governor and to the District Secretary-Treasurer.

(d) The Committee shall meet at the time of the District Convention and may hold other meetings at the call of the Chairperson.

#### **Section 6:**

(a) The Governor Elect, Immediate Past Governor, District Secretary-Treasurer, and the Chairperson of the Past Lieutenant Governors Committee are ex-officio members of the Strategic and Long Range Planning Committee. The Governor Elect, by and with the consent of the Board of Trustees, shall appoint the other three (3) members of the Committee.

(b) The Strategic and Long Range Committee shall study, and make recommendations to the Governor and to the District Board of Trustees, such matters as it deems expedient and advise on all matters and questions referred to it by the Governor or the District Board of Trustees and shall report thereon to the Governor and the District Board of Trustees when required and from time to time.

(c) The Committee shall meet at the time of the District Convention and may hold other meetings at the call of the Chairperson.

#### **Section 7:**

(a) The Past Lieutenant Governors Committee shall consist of at least twenty (20) members who are Past Lieutenant Governors of a Division in the District and who also are active or senior members of a club in the District.

(b) The Past Lieutenant Governors Committee shall elect its own Executive Officers consisting of a Chairperson, Vice-Chairperson, Secretary and Immediate Past Chairperson.

(c) The Committee of Past Lieutenant Governors shall consider and report to the District Governor on all matters referred to it by the Governor or by the Board of Trustees. It shall suggest other topics for consideration to the Governor or the District Board of Trustees and seek their approval to have them studied and a report prepared.

(d) The Committee shall meet at the time of the District Convention and may hold other meetings at the call of the Chairperson.

#### **Section 8:**

(a) The Governor Elect, by and with the consent of the Board of Trustees, shall appoint the Chairperson of the Committee on Translations, and the Chairperson shall nominate the members of the Committee.

(b) The Committee on Translations shall concern itself with the translation of the necessary material for the District and the proper functioning of those clubs in the District whose members are predominantly French speaking. The amount of material to be translated shall depend on the sums allocated for this purpose in the District budget. It shall consider, study and execute, where and when possible, all request by the Governor, District Secretary-Treasurer, or the Board of Trustees.

**Section 9:**

(a) The Governor Elect, by and with the consent of the Board of Trustees, shall appoint the Chairperson of the District Conventions Committee, and the Chairperson shall nominate the members of the Committee.

(b) The District Conventions Committee shall have the responsibility of receiving, reviewing and recommending for approval, applications to host District Conventions and to ensure that all necessary documentation has been received. The Committee shall meet with the various delegations and make necessary recommendations to the Board of Trustees for the selection of cities and sites for future conventions.

(c) The District Conventions Committee shall be responsible for the preparation of basic criteria which will need to be met before a club can apply to host a District Convention.

(d) The District Conventions Committee shall have the responsibility for examining the format, structure and programming of District Conventions and to make the recommendations it deems appropriate and necessary to the Board of Trustees.

**ARTICLE IX - DISTRICT CONVENTIONS**

**Section 1:** The Annual Convention of the District shall be held at such place and date, between the first day of August and the fifteenth day of September, or such other time as shall be mutually agreed upon by the District Board of Trustees and the International Board of Trustees, except that no district convention shall be held within the period of thirty (30) days prior to, during, or thirty (30) days following the Convention of Kiwanis International.

**Section 2:**

Location of the Annual Convention shall be determined in the following manner:

(a) The selection of the location for an Annual Convention of the District shall be made by the District Board of Trustees, considering the recommendation of the District Convention Committee, not later than four (4) years prior to such Convention, provided that; where at a later time the District Board of Trustees considers circumstances that make a change of location necessary or advisable, the District Board of Trustees, in consultation with the District Convention Committee, shall have the power to substitute a different location at such later time.

(b) A club wishing to extend an invitation for the holding of an annual convention of the District shall deliver to the District Secretary-Treasurer, in writing, such invitation not later than the opening of the Annual Convention held during the fifth year preceding the Annual Convention for which the invitation is extended; provided that neither the order of receipt of invitation nor the act of extending an invitation shall bind the District Board of Trustees in the selection of a location or substitute location.

© In selecting a location for an Annual Convention of the District, the District Board of Trustees, on the recommendation of the District Convention Committee, may seek the guidance of a vote of the delegates at an annual convention held prior to the selection of a location or substitute location, provided that any such vote shall not bind the District Board of Trustees in the selection of a location or substitute location.

**Section 3:** Special conventions of the District shall be called by the Governor upon the request of a majority of the chartered clubs "in good standing," or upon the request of three-fourths (3/4) of the members of the District Board of Trustees.

**Section 4:** The District Secretary-Treasurer, or if he/she be unable to do so, the person designated by the Governor, shall transmit by mail and/or telecommunications to the Executive Director of Kiwanis International and to each chartered club, or publish in the District Bulletin, an official call to the Annual Convention at least sixty (60) days prior to the date of the convention, and an official call for any special convention at least thirty (30) days prior to the date of the same.

**Section 5:** Supervision & Management of the Annual Convention shall be carried out in the following manner:

(a) The District Board of Trustees shall have full supervision and management of all conventions.

(b) In order that the District Board of Trustees may exercise effectively its responsibility for all conventions, all local convention committees hosting an annual convention, shall forward to the District Secretary-Treasurer, to the Chairperson of the District Convention Committee and to the Chairperson of the Host Committee for the next District Convention, the minutes of each of their meetings within thirty (30) days of each such meeting, beginning two (2) full years prior to convention time.

© At each convention, or prior thereto, the Governor shall appoint a Committee on Credentials and a Committee on Elections, each to consist of five (5) members; provided that three (3) members of each committee shall constitute a quorum to exercise the duties and power of the Committees. All members of the Committee on Elections shall be delegates or delegates-at-large and the Chair of the Committee shall be the Immediate Past Governor.

**Section 6:** At any convention, each chartered club "in good standing" in the District shall be entitled to seat up to three (3) delegates. Two (2) of the delegates should be the club president and president designate. To assure proper representation, each chartered club may choose up to three (3) alternate delegates.

**Section 7:** Official delegates of a newly organized Kiwanis club shall be granted full privileges at district conventions if the charter has been issued by Kiwanis International, whether or not it has been formally presented to such club.

**Section 8:** The delegates and their alternates shall be active, senior, or privileged members in good standing of the chartered clubs they represent, and further provided that one (1) delegate may be a past or current Lieutenant Governor who is a member in good standing of a club in the same division. All delegates shall be elected by such clubs not less than thirty (30) days prior to the date of the annual convention or less than fifteen (15) days prior to the date of any special convention. The Club Secretary or Designate shall advise the District Secretary Treasurer of the names of the delegates at least two (2) weeks prior to the convention. Should any chartered club fail to so certify the election of its delegates and alternates, or should the need arise for a change of the elected Delegates and their Alternates, then the Committee on Credentials shall have the right to determine the seating of the qualified delegates or alternates for such chartered club provided the Lt. Governor for the Division or the Governor signs the appropriate Delegate Accreditation Forms.

**Section 9.** All officers, Lieutenant Governors designate, Past Governors of the District, and Past Lieutenant Governors duly elected in conformity with SECTION 10 of this Article, who are active, senior, or privileged members of a Kiwanis club of the district shall be delegates-at-large to all district conventions.

**Section 10.** Each Division of the District may appoint three (3) Past Lieutenant Governors who are active, privileged or senior members of a Kiwanis Club in good standing in the Division, duly elected at a Divisional Council prior to that next District Convention, who shall have the privilege and right to vote as delegates-at-large at that said District Convention.

**Section 11.** Each accredited delegate and delegate-at-large present shall be entitled to vote on each question submitted to any convention. There shall be no voting by proxy or absentee ballot. To be accredited, a delegate or delegate-at-large must be certified according to the provision of these bylaws and must have paid a convention registration fee, if such fee is required.

**Section 12.** The District Board of Trustees may establish uniform convention registration fees to be paid by all persons attending any convention of the District. The proceeds derived from such registration fee shall be expended solely upon approval of the Board.

**Section 13.** 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.

**Section 14.** In the absence of the Governor (or Acting Governor) from any convention of the district, the District Board of Trustees shall designate the Governor-elect, Immediate Past Governor, or a Lieutenant Governor to act as chairman.

**Section 15.** A quorum at any convention of the district shall comprise the official delegates present, and must represent not less than one-third (1/3) of the total number of clubs within the district.

**Section 16.** Within thirty (30) days after any convention, the District Secretary shall make a written report, as approved by the Governor, providing a synopsis of the actions taken and shall transmit the report to the International Secretary. A copy of the report shall either be sent to the secretary of each chartered club within the district or be published in the next district bulletin.

**Section 17:** In the event that in any year the District Board of Trustees shall determine by resolution that there exists a condition of emergency in the District that compels cancellation of the Annual Convention, the Board shall then establish procedures to transact any and all business that would normally be transacted by and at such convention. The preference will be to call a council meeting to be held during the period provided for district conventions. Such council shall be comprised of the District Board of Trustees and other persons having the status of delegates-at-large to all district conventions.

## **ARTICLE X - CONVENTION PROCEDURE**

**Section 1:** The official program of a convention as approved by the District Board of Trustees shall be the order of the day for all sessions. Changes in the program may be made from time to time by a majority vote of the delegates and delegates-at-large present and voting.

### **Section 2: Resolutions**

(a) Proposed resolutions may be submitted by majority vote of a club's board of directors to the District Secretary-Treasurer not less than 90 days prior to the date of the district convention. Proposed resolutions may also be submitted by the District Board of Trustees or originated by the Committee on Resolutions.

(b) All proposed resolutions shall be referred to the Committee on Resolutions for its consideration and recommendation to the Convention. No resolutions other than those so submitted to, or originated by, the Committee on Resolutions shall be considered, unless consideration thereof shall be recommended by two-thirds (2/3) vote of the District Board of Trustees. Debate on such resolutions shall not be in order until they have been reported on, to the House of Delegates, by the Committee on Resolutions and/or by the District Board of Trustees.

**Section 3:** Reports of committees, resolutions and all motions, except those that are "undebatable" under Robert's Rules of Order Newly Revised, may be debated upon the floor of the Convention, unless, by a two-thirds (2/3) vote, the House of Delegates decides to dispose of them without debate.

**Section 4:** In the absence of the Governor (or Acting Governor), the District Board of Trustees shall designate the Governor-elect, the Immediate Past Governor or a current Lieutenant Governor to preside over the deliberations of the House of Delegates and the District Secretary/Treasurer shall be the recording secretary, provided that the Chair may call upon a Parliamentarian for rulings of all meetings at the House of Delegates.

## **ARTICLE XI - NOMINATION AND ELECTION OF OFFICERS OTHER THAN LIEUTENANT GOVERNORS**

**Section 1:** The election of officers, except the Lieutenant Governors and the Secretary-Treasurer shall be held at the Annual Convention.

**Section 2:** The District Secretary-Treasurer, who is to assume office on October 1<sup>st</sup>, shall be appointed by the Governor-designate, with the approval of the District Board of Trustees-designate.

**Section 3:** The official program of the Annual Convention shall indicate the time and place of the election of officers.

**Section 4:** The nominating and election procedure for officers to be elected at the Annual Convention shall be as follows:

- (a) The Governor-elect shall be the sole candidate for the office of Governor.
- (b) All candidates for the offices of Governor and Governor-elect must submit written notice of candidacy to the District Secretary-Treasurer no later than the beginning of the first business session of the Annual Convention. At that session, the Secretary-Treasurer shall make a report of the candidates giving such notice.
- (c) No person shall be nominated as a candidate for the office of Governor or Governor-Elect unless he/she has completed one full term as a Lieutenant Governor. Further, no person currently serving as Lt. Governor may be nominated as a candidate for the office of Governor or Governor-Elect during the year they are serving.As well, no person shall be nominated as a candidate without the consent of said person being first obtained nor without the assurance from said person that he/she will attend the training held by Kiwanis International.
- (d) The voting shall be by ballot only where there are two (2) or more candidates for the same office. Only accredited delegates or delegates-at-large shall be allowed to vote. There shall be no voting by proxy or absentee ballot.
- (e) Cumulative voting shall not be permitted.

**Section 5:** Nothing in this Article shall be construed as limiting the right to make further nominations from the floor of the Convention.

**Section 6:** Committee on Elections

- (a) Before the election, the District Secretary-Treasurer shall make available to the Committee on Elections a list of the delegates and delegates-at-large as shown by the report of the Committee on Credentials.
- (b) The Committee on Elections shall have general charge of the election and of distributing and counting the ballots.
- (c) The Committee on Elections shall report promptly to the convention the results of the balloting and the report shall be signed by a majority of the committee.

## **ARTICLE XII - NOMINATION AND ELECTION OF LIEUTENANT GOVERNORS AND LIEUTENANT GOVERNORS-ELECT**

**Section 1:** The Lieutenant Governor of each division shall hold, not later than the second week in April, a conference for the purpose of electing a Lieutenant Governor and a Lieutenant Governor-elect. The time and place of this Conference shall be designated by the Lieutenant Governor. Written notice shall be sent, not later than twenty (20) days prior to the Conference, to the president of each club in the Division and to all Past Governors and Past Lieutenant Governors of that division who are active, senior, or privileged members of a club in that division.

**Section 2:** The personnel of the Conference shall be the President and Immediate Past President of each club in the Division, or their duly elected alternates, the Lieutenant Governor of the Division, and all Past Governors and Past Lieutenant Governors of that division who are still active, senior, or privileged members of a club in that division.

**Section 3:** The representatives present, representing not less than two-thirds (2/3) of the clubs of the Division, shall constitute a quorum at the Conference, and each club shall have one (1) vote for each representative present. The Lieutenant Governor and the Past Governors and Past Lieutenant Governors in attendance at the Conference shall have the privilege of the floor without the right to vote, except in the event of a tie vote, in which case the current Lieutenant Governor shall be entitled to vote.

**Section 4:** The Immediate Past Lieutenant Governor shall be chair of the Conference or, if absent, the immediate predecessor, and so on. In the absence of a Past Lieutenant Governor, the Conference shall elect one of its members as chair. The Conference shall elect one of its number as secretary, and such tellers as may be necessary.

**Section 5:** Upon completion of organization as above outlined, the Conference shall proceed to elect a Lieutenant Governor and a Lieutenant Governor-elect. The current Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude the right of further nominations from the floor.

**Section 6:** A majority of all valid votes cast for each office shall be necessary for elections. In the event that no candidate receives a majority of valid votes cast, a new election shall take place immediately, and the person receiving the fewest number of votes shall be eliminated. This procedure shall be followed until one (1) person receives a majority vote.

**Section 7:** No person shall be submitted to the Conference as a candidate for the office of Lieutenant Governor or Lieutenant Governor-elect unless he/she has completed one full term as President of a club. Further, no person currently serving as Club President may be nominated as a candidate for the office of Lieutenant Governor or Lieutenant Governor-Elect during the year they are serving. As well, no person shall serve as a candidate without the consent of said person first being obtained and each candidate for Lieutenant Governor shall give assurances, in writing, of a willingness and ability to carry out the duties and responsibilities of the office of Lieutenant Governor, to attend all the leadership training and education conferences held by the District and the Division and to officially visit the clubs of his/her Division.

**Section 8:** The Lieutenant Governor-elect shall be a member of a club in the Division from which he/she is elected.

**Section 9:** A Lieutenant Governor-elect is not a district officer. However, the Lieutenant Governor-elect shall perform such duties as may, from time to time, be delegated by the District Board of Trustees or by the Lieutenant Governor.

**Section 10:** The Division Conference shall be guided by the principles, traditions, and precedents of Kiwanis International in its election of officers, and particularly consider the ability, service, and experience in Kiwanis of a proposed candidate.

**Section 11:** The Lieutenant Governor shall certify the results of the election to the District Secretary- Treasurer and Kiwanis International immediately following the Conference.

### **ARTICLE XIII - VACANCIES IN OFFICE**

**Section 1:** In the event of a vacancy in the office of Governor, during an administrative year, by a two thirds (2/3) vote of the entire District Board of Trustees, the Board shall elect a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the District to become Governor for the unexpired term.

**Section 2:** In the event of a vacancy in the office of Governor-elect during an administrative year, the vacancy for the unexpired term shall be filled by the District Board of Trustees, by a two-thirds (2/3) vote of the entire Board, from the Lieutenant Governors or Past Lieutenant Governors who are active, senior, or privileged members of Kiwanis clubs in the District.

**Section 3:** In the event of a vacancy in the office of Secretary-Treasurer during an administrative year, the Governor shall appoint a qualified member of a chartered club of the District to fill that office for the unexpired term. This appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 4:** In the event of a vacancy in the office of Lieutenant Governor during an administrative year, the Governor shall notify the presidents of the affected division that a replacement Lieutenant Governor may be elected by a conference of the division within thirty (30) days from

the date of such vacancy. In the absence of a replacement being elected by a division conference, the Governor shall appoint a qualified member of a chartered club in the same division to fill the office for the unexpired term, which appointment shall be subject to the approval of the District Board of Trustees at its next meeting.

**Section 5:** In the event, after election and before October 1<sup>st</sup>, of disability or inability of the district officer to serve for the year for which elected, the District Board of Trustees-designate for said year shall proceed forthwith to appoint or elect the successor in the manner provided for filling vacancies in office during the administrative year. The Governor-designate shall give reasonable notice of the time and place of such election and, if absent or disabled, the Governor of the District shall act.

**Section 6:** In the event that the Governor is temporarily incapacitated and is unable to discharge the duties of the office, the District Board of Trustees shall elect, by a two-thirds (2/3) vote of the entire District Board, a Past Governor, Lieutenant Governor, or Past Lieutenant Governor who is an active, senior, or privileged member of a Kiwanis club in the District to become Acting Governor until the Governor is able to resume the duties of the office. While the Governor is incapacitated, the Acting Governor shall be the Executive Officer of the District and shall have all the duties, responsibilities, and authority given to the Governor by these Bylaws and the Bylaws of Kiwanis International. If, after a period of sixty (60) days, it appears to the Board that the Governor continues to be incapacitated and is not able to resume the duties and responsibilities of office, the District Board of Trustees may declare the office of Governor vacant and the vacancy shall be filled in accordance with the provisions for filling vacancies in such office as contained in these Bylaws.

#### **ARTICLE XIV - REMOVAL OF OFFICERS**

**Section 1:** Whenever it shall appear to the Governor or a majority of the District Board of Trustees that an officer may be engaging in conduct unbecoming a Kiwanian or is failing to perform the duties of that office, the District Board of Trustees shall give written notice of the alleged facts to that officer within thirty (30) days.

**Section 2:** A special meeting of the District Board of Trustees to consider the alleged facts shall be held within thirty-five (35) days thereafter, with at least twenty-one (21) clear days written notice being given to all members of the Board of such meeting. Service of such notice shall be deemed effective ten (10) days after such notice is mailed and/or transmitted by telecommunications. In the event that the District Board of Trustees, by two-thirds (2/3) vote of the entire Board, finds the officer has engaged in conduct unbecoming or is not performing the duties of such office and declares such office vacant, a new officer to fill such vacancy shall be elected or appointed forthwith as provided in these Bylaws.

#### **ARTICLE XV - PUBLIC ACTIVITIES**

**Section 1:** The District may, from time to time, express by proper means its attitude on questions of public importance and any proposed legislation affecting communities within the territory of the district, provided that no Kiwanis clubs outside the District are affected by the same.

**Section 2:** When Kiwanis clubs outside the District are affected by any such public question or proposed legislation, before expressing an opinion, the District shall refer the matter, with its recommendation, to the International Board of Trustees. Upon approval of the recommendation by the International Board, the District may publicly express its opinion through legal and proper means.

**Section 3:** The District shall not be used in any way for political purposes, nor shall it, as a district, actively participate in the political candidacy of any person.

#### **ARTICLE XVI – REVENUE**

**Section 1:** Each member club shall pay to the District for each of its members, with the exception of its Honorary members, the sum of \$36.00 per annum in Canadian funds. This shall include all district charges, other than the registration fees for district conventions or conferences..

**Section 2:** The said sum of \$36.00 in Canadian funds shall be payable in one annual payment and annual payments will be based upon membership of the respective club. Each club shall submit to Kiwanis International an annual Membership Statement Report eighty (80) days prior to the due date for their club's annual payment. Annual dues payment shall be due and payable according to the club's organization date as follows:

- Payment for clubs organized between September and December shall be due on December 31;
- Payment for clubs organized between January and April shall be due on March 31;
- Payment for clubs organized between May and August shall be due on May 31

**Section 3:** Of the said dues in the amount of \$36.00, \$5.00 shall be allocated to a special fund called "Sponsored Organizations and Programs Fund" provided that any amount not required for such purposes in any one year, shall be accumulated and used for such purposes in the subsequent years. Each club, at its option, may pay the 'Sponsored Organizations and Programs' allocation from its Trust or Service account.

**Section 4 :** If a club achieves a net growth greater than or equal to 25% at the end of a given Kiwanis year, the club shall be relieved, in the following year, of any obligation to pay District dues for any club member over and above the club membership of the previous Kiwanis year. The financial obligations to said member's local club and Division, the contribution to the special fund called «Sponsored Organizations and Programs Fund» prescribed in these bylaws shall remain payable.

**Section 5:**

(a) New members, shall be charged a new member fee of \$15 (fifteen) per member payable on Membership registration with Kiwanis International. This will be the only fee payable to EC&C by the club for a new member during the current Kiwanis year, no matter when the member joins.

(b) A club shall be relieved of any obligation to pay District dues for any club member, for a period of two (2) years from the date of joining that club, provided that upon joining the member is under the age of twenty-seven (27) years and provided that such member was a former member of the Kiwanis International Sponsored program.

**Section 6:** The dues payable by any new club upon being organized shall be \$15 (fifteen) per member for all new members of the club on the date of organization and this will be the only fee payable to EC&C by the club for a new member during the current Kiwanis year, no matter when the member joins.

**Section 7** No mandatory financial obligation other than the revenues provided for in this Article shall be placed upon clubs by the District, except:

- (a) by a two-thirds (2/3) vote of the delegates at a annual convention; or
- (b) by a two-thirds (2/3) vote upon a referendum submitted to all clubs within the District; and with the approval of the International Board of Trustees.

**ARTICLE XVII- FINANCE**

**Section 1:** The fiscal year of the District shall begin on the first day of October and terminate on the last day of September of the following year.

**Section 2:** Not later than fifteenth (15) day of October, the District Board of Trustees shall approve a budget of estimated revenues and expenses, including capital expenditures, if any, for the fiscal year.

**Section 3:** All disbursements shall be made by recognised instruments of financial transfer of funds. Total disbursements in any fiscal year shall not exceed the gross amount of the budget, or amended budget, adopted by the District Board of Trustees in that year.

**Section 4:** The books of account of the District shall be audited at least once each administrative year by an independent auditing firm selected by the District Board of Trustees. A copy of the audit report shall be sent to the International Executive Director by the last day of March and to all members of the current District Board of Trustees.

**Section 5:** The depository or depositories of district funds shall be determined by the District Secretary- Treasurer, subject to the approval of the District Board of Trustees.

**Section 6:** The District Board of Trustees shall designate the official or officials who shall sign cheques, and in case the District Secretary-Treasurer is unable to countersign cheques, shall designate one who shall act as a substitute.

**Section 7:** The necessary travel expenses of all District Officers attending any district convention or regularly called meeting of the District Board of Trustees shall be paid by the District. The necessary traveling expenses of the Governor and Lieutenant Governors when engaged in the business of the District shall be paid by the District in accordance with the provisions of the budget and appropriate documents of the Eastern Canada and the Caribbean District of Kiwanis International.

#### **ARTICLE XVIII - OTHER AUTHORITIES**

**Section 1:** For authority on all matters not specifically covered by these Bylaws, the following documents; current, or as amended in the future, shall be consulted in the following order of priority; firstly, the Kiwanis International Bylaws and secondly, the Kiwanis International Policies and Procedures.

#### **ARTICLE XIX - PARLIAMENTARY AUTHORITY**

**Section 1:** *Robert s Rules of Order Newly Revised* shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these Bylaws.

#### **ARTICLE XX - BYLAW AMENDMENTS**

**Section 1:** 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 delegates-at-large voting at any convention. Proposed amendments, which shall be submitted only by a club "in good standing" or by the District Board of Trustees, shall be received by the District Secretary-Treasurer at least ninety (90) days prior to the date of the convention. The Secretary-Treasurer shall send a copy of all proposed amendments to the secretary of each chartered club not less than forty-five (45) days prior to the date of the convention.

**Section 2.** If these Bylaws are in conflict with the Kiwanis International Bylaws, current, or as amended in the future, this District shall amend these Bylaws to bring them into conformity with the Kiwanis International Bylaws.

#### **ARTICLE XXI - LANGUAGES OF THE DISTRICT**

**Section 1:** Written material produced by the District and which relates to the administration of the District or of clubs in the District shall be available in both the English and French languages.

**Section 2:** The Bylaws and amendments from time to time thereto shall be published in a format containing both the English and French texts thereto.

**Section 3:** Both the English and French texts of the Bylaws and amendments thereto shall be of equal status within the District.

#### **ARTICLE XXII – SEVERABILITY**

**Section 1:** In the event that any provision of these Bylaws is held invalid, all other provisions shall remain in effect.

**ARTICLE XXIII - APPROVAL OF KIWANIS INTERNATIONAL**

**Section 1:** These Bylaws and all amendments or additions, including any districting, redistricting, or grouping of clubs, shall not be effective unless approved by the International Board of Trustees.

Adopted by the Eastern Canada and the Caribbean District of Kiwanis International.  
August 11, 2007

*Sheron Cameron Dunn* \_\_\_\_\_

District Governor Sheron Cameron-Dunn

*Madelane Riley* \_\_\_\_\_

District Secretary-Treasurer Madelane Riley

Approved by Kiwanis International

Date \_\_\_\_\_

Signature \_\_\_\_\_

Adopted by the House of Delegates on May 21, 1999 to become in force on Oct. 1, 1999. Approved by K.I. on Jan. 10, 2000.  
Amended on July 27, 2001 to become in force on Oct. 1, 2001. Approved by K.I. Sept. 28, 2001 Amended Aug. 3, 2002  
Amended on August 11, 2007 to become in force on Oct. 1, 2006  
Amended on August 7, 2009 to become in force on Oct 1, 2009