

## MICHIGAN DISTRICT OF KEY CLUB BYLAWS

### **Article I NAME AND TERRITORIAL LIMITS**

**Section 1.** The name of this organization shall be the Michigan District of Key Club International, hereinafter called "The District"

**Section 2.** The boundaries within which it shall function shall be coextensive with the boundaries of the Michigan District of Kiwanis International. It shall be sponsored by, but not be a part of, the Michigan District of Kiwanis International. It shall operate under the responsibility and control of the Michigan District of Kiwanis International Board of Directors.

### **Article II OBJECTS**

The objects of this District shall be:

- To accept and promote the objects of Key Club International
- To coordinate the District Projects for the member Key Clubs
- To strengthen and extend Key Club Awareness
- To increase fellowship and cooper effort of the clubs within the District
- To promote participation of the clubs within the District in the general objectives, programs, and policies of the District and Key Club International
- To accept the Constitutional Objectives of Key Club International

### **Article III DIVISIONS**

The territory of this District shall be divided into divisions. The boundaries of said divisions being prescribed by the Key Club Board of Trustees and approved by the Michigan District of Kiwanis International.

### **Article IV MEMBERSHIP**

**Section 1.** Each Kiwanis-sponsored Key Club in the District shall be a member of the District.

**Section 2.** Any member club more than sixty (60) days in arrears for any indebtedness to Key Club International, or the District, shall be considered not in good standing.

**Section 3.** Any member club not in good standing with Key Club International shall be considered not in good standing with this District.

**Section 4.** The District Governor shall report the name of any member club not in good standing with the District at each meeting thereof, and shall request that the Lieutenant Governor of the Division(s) to send notice that such club is not in good standing to the President of such Key Club, the President of the sponsoring Kiwanis Club, the Key Club District Administrator, Key Club International Administrator, and the Key Club International Trustee and to state in the notice, the reasons that the club is not in good standing.

### **Article V OFFICERS**

**Section 1.** The officer of the District shall be a District Governor, a District Secretary, a District Treasurer, and a District Bulletin Editor, and a Lieutenant Governor from each division of the District.

*\*\*Note: "He", "His", and "Him" is used in this document for convenience and in no way shall be construed to be gender specific.*

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**Section 2.** Each officer shall be an active member in good standing in a club of the District, and each Lieutenant Governor shall be an active member of a club in the division from which he is elected. No member shall be elected or appointed to an office which will graduate before the next succeeding convention.

**Section 3.** The District officers shall be elected in the manner prescribed in these District bylaws. They shall begin their official duties immediately following their induction and shall serve for one (1) year or until their successors are duly elected or appointed.

**Section 4.** The duties of the officers shall be as follows:

- (a) The District Governor shall be the executive officer of the District and shall preside at District Convention and at all meeting of the Board of Trustees. He shall be an ex-officio member of all standing and special committees. It shall be his duty to attend any function of Key Club International.
- (b) The Lieutenant Governor shall be the executive officer of the division and shall preside of division conferences or meetings. He shall carry out the programs and policies of the District Governor and of Key Club International in his division. He shall perform his assigned responsibilities and be a member of the Board of Trustees.
- (c) The Treasurer, under the supervision of the Kiwanis Key Club District Administrator or Kiwanis Key Club District Assistant Administrator, shall receive all District dues and other income. He shall distribute funds in the manner authorized by the Board of Trustees. The Treasurer's accounts and books shall be, at all times, open to inspection by the Governor, the Board of Trustees, the District Key Club Administrator, the District Key Club Assistant Administrator, the Treasurer of the Michigan District of Kiwanis International, and any authorized auditor. The Treasurer shall submit a report at the annual meetings of the Board of Trustees and at another times that the Governor or the Board of Trustees may require.
- (d) The Secretary shall keep all records of District Convention and of all meetings of the Board of Trustees. He shall submit a report at the annual board meetings and at other such times that the Governor or Board of Trustees may require. He shall submit to the proper officials and committees all official reports required by Key Club International. He shall compile a District directory of all member clubs and other important information. He shall perform such other related duties as assigned to him by the Governor or the Board of Trustees.
- (e) The Bulletin Editor shall compile and edit at least four (4) issues of The Wolverine Key, the official publication of the Michigan District. It shall be his job to write articles and encourage articles to be sent to him from other to fill the publication. The Wolverine Key shall present information pertaining to Key Club International and other pertinent issues in a professionally legible format. He shall also be responsible for the upkeep and maintenance of the District website. He shall perform other duties as may be assigned to him by the Governor or the Board of Trustees.

### Article VI BOARD OF TRUSTEES

**Section 1.** The voting members of the Board of Trustees shall consist of the officers of the District.

**Section 2.** Non-voting members of the Board of Trustees shall consist of the five (5) standing committee chairs as defined in Article VII, the Kiwanis Key Club District Administrator, Kiwanis Key Club Assistant District Administrator, Kiwanis Key Club Associate Administrator for Conferences and Meetings, and Zone Advisors.

**Section 3.** The management and control of the affairs of this District not otherwise provided for in these bylaws shall be vested in the Board, subject to the direction of the Kiwanis Key Club District Administrator, sponsoring Kiwanis District Board, and the Board of Trustees of Key Club International.

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**Section 4.** An executive committee shall consist of the Governor, Secretary, Treasurer, Bulletin Editor and Lieutenant Governor Chair. It shall also include the Kiwanis Key Club District Administrator, Kiwanis Key Club Assistant District Administrator, Kiwanis Key Club Associate District Administrator for Conferences and Meetings as non-voting members. All official actions of the Board of Trustees between meetings shall require two-thirds (2/3) of the committee, and shall be subject to the approval of the Kiwanis Key Club District Administrator.

**Section 5.** Each Lieutenant Governor Chair candidate must submit an application provided by the Governor and approved by the Kiwanis Key Club District Administrator before the stated deadline. Selection of the Lieutenant Governor Chair shall be vested in the Governor and Kiwanis Key Club District Administrator.

**Section 6.** The Governor shall notify each member of the Executive Committee of the time, place, and date of such Executive Committee meeting.

**Section 7.** In the absence of the Governor from a meeting, the Board shall designate a member to preside over the Board of Trustees to act as chairman. The same shall apply in the absence of the Governor from Convention.

**Section 8.** Two-Thirds (2/3) of the total members of the Board of Trustees shall constitute a quorum and a majority vote of those present shall decide any question (with the exception of those questions which require a greater proportion is specifically required in the bylaws).

**Section 9.** Within fifteen (15) days after any regular or special meetings of the Board of Trustees, the Secretary shall make a report of the proceedings of the meeting, comprising a complete synopsis of all actions taken, and shall submit a copy thereof to the District Board of Trustees and the Key Club International Trustee.

**Section 10.** In the event the Governor is in any way incapacitated and unable to perform duties, a special meeting of the Board of Trustees may be called by the Secretary or two-thirds (2/3) of the voting members of the Board of Trustees.

**Section 11.** The Board authorizes its meetings to be held through electronic means as set forth in this policy. Such electronic means may include communications by telephone, telecommunications, computer, or similar methods of remote communication. Unless specifically stated by this policy, other policies governing Board Meetings (related to notice and other matters) also apply to Board Meetings held through electronic means.

### A. Definitions

1. Primary Location: A designated physical location from which the electronic meeting originates or to which participants are connected.
2. Electronic Notice: Electronic mail (e-mail) or fax.

### B. Electronic Meeting Request

1. Board meetings may be held as an electronic meeting only upon the request of a member of the Board and approval of a minimum of three (3) members of the Board. This request must be made at least three (3) days prior to the time that the Board meeting is scheduled, so that the necessary arrangements can be made for the electronic meeting.

### C. Meeting Location

1. The Primary location for the electronic meeting shall be in a facility that can provide proper connections to communication means and shall specify the Primary location.
2. The Board shall post notice at least 24 hours prior to convening of electronic meeting. This shall be by approved communications means and shall specify the Primary location.

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3. The Board is responsible for the security of the network through which the electronic meeting is conducted. This includes, but is not limited to, securing proper electronic credentials of those signed to the network for the purposes of participating in the meeting.

### Article VII COMMITTEES

**Section 1.** The Governor, upon approval of the Kiwanis Key Club District Administrator, shall appoint all standing committee chairs and members. The number of committees shall not exceed five (5).

**Section 2.** The standing committees of the District shall be as follows:

- (a) The committee on Projects shall concern itself with the creation and implementation of the Michigan District theme and implementation of the Key Club International theme. The committee shall assist the District and local clubs in effectively applying the two (2) themes throughout the year. It shall perform other duties as requested by the Governor or Board of Trustees.
- (b) The committee on Kiwanis Family Relations shall deal with the matters relating to the relationship of Kiwanis and its sponsored K-Family organizations. It will be responsible for developing projects and programs to strengthen the relations between these organizations. It shall perform other duties as requested by the Governor or Board of Trustees.
- (c) The committee on Membership Development shall concern itself with informing the local clubs on new methods of membership development through various forms of correspondence. It shall perform other duties as may be assigned by the Governor or Board of Trustees.
- (d) The committee on New Clubs shall deal with the matters related to building of new Key Clubs. It shall seek to recruit Kiwanis Clubs to sponsor Key Clubs and be responsible for developing the clubs. It shall perform other duties as requested by the Governor or Board of Trustees.
- (e) The committee on Service Leadership Conference shall be responsible for planning and executing all matters related to the annual Service Leadership Conference held in the spring under the direction of the District Board. It shall develop workshops, work with the theme selected by the District Board and work to ensure the conference is beneficial to all who attend. It shall perform other duties as requested by the Governor or Board of Trustees.

### Article VIII CONVENTIONS

**Section 1.** A convention of the Key Clubs in the District shall be held once in each calendar year at such place and date as mutually agreed upon by the Board of Trustees of the District, and the Secretary and Treasurer of the Michigan District of Kiwanis. The Administrator of Key Club International shall be informed of the location and date of each District Convention. The convention shall take place no later than April of each calendar year.

**Section 2.** The Secretary shall notify to each club and the Administrator of Key Club International an official call to the annual convention at least thirty (30) days prior to the date of the convention. The Board of Trustees shall have full supervision and management of all conventions under the direction of the Kiwanis Key Club District Administrator, and the Secretary and Treasurer of the Michigan District of Kiwanis.

**Section 3.** All officers shall be elected at the annual District Convention. Each Lieutenant Governor shall be elected by the delegates of his respective division in attendance at the annual District Convention. A simple majority is required to win any office. If no majority is achieved, there shall be a run-off election between the top two (2) vote getting candidates to decide the outcome of the election.

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**Section 4.** Should there be no candidates for any particular office or Lieutenant Governor's position, the executive committee shall appoint a duly qualified individual from the District or respective division, after getting prior approval for said person from the Kiwanis Key Club District Administrator.

**Section 5.** Each club in good standing shall be entitled to two (2) voting delegates and two (2) alternate delegates at each convention.

**Section 6.** The voting members of the Board of Trustees shall be delegates-at-large at the convention.

**Section 7.** Each certified delegate shall be entitled to vote on each question submitted at convention. There shall be no voting by proxy.

**Section 8.** The expenses of each delegate shall be paid by the individual and/or the club represented by him.

**Section 9.** A quorum at any convention of the District shall be comprised of the official delegates present and representing not less than one-third (1/3) of the total number of clubs within the District.

**Section 10.** Within thirty (30) days of any convention, the Secretary shall make a report of the proceedings of the convention, including a complete synopsis of all actions taken and shall submit a copy thereof to the members of the Board of Trustees and the Administrator of Key Club International.

**Section 11.** Each District Convention schedule of events shall include the following:

- a) Address by the Governor of the Michigan District of Kiwanis or his representative
- b) Address by the Governor of the Michigan District of Circle K or his designee
- c) Keynote Address
- d) An oratorical contest on the subject selected by the Board of Trustees of Key Club International conducted under the rules prescribed by the said board
- e) The submitting and judging of entries in the Scrapbook Contest
- f) The nomination and election of officer for the subsequent year
- g) Talent Contest
- h) A meeting of the House of Delegates; at least one voting session of the delegates shall be held

**Section 12.** Each club in good standing attending District Convention must submit a current year completed Annual Achievement Report to be judged at convention. Any club not submitting a report shall forfeit their opportunity to compete in all other contests and will lose their voting delegate privileges. This will rule will not apply to those clubs chartered on or after February 1 of that year.

### Article IX VACANCIES IN OFFICES BETWEEN CONVENTIONS

**Section 1.** In the event the Governor is in anyway incapacitated and/or unable to perform his duties, a special meeting of the Board of Trustees may be called by the Secretary, or two-thirds (2/3) of the Board of Trustees to elect a qualified member of the Board of Trustees to become Governor for the unexpired term. In the event that a qualified member of the Board of Trustees cannot be elected, the Board of Trustees may elect a qualified member of a club in the District to serve as Governor for the unexpired term.

**Section 2.** In the event between conventions of a vacancy in the office of Lieutenant Governor, the District Governor, subject to approval of the Kiwanis Key Club District Administrator, shall appoint a qualified member of a club within that division to fill the office of the unexpired term. In the event that a qualified member from a club in the division cannot be appointed, District Governor may appoint a qualified member of a club in the District to serve as Lieutenant Governor of the unexpired term, subject to approval of the Kiwanis Key Club District Administrator.

**Section 3.** If a vacancy occurs in the office of the Secretary, Treasurer, or Bulletin Editor between conventions, the District Governor, with approval of the Kiwanis Key Club District Administrator, shall appoint a qualified member of a club in the District to fill the officer for the unexpired term.

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### Article X DISCIPLINE

**Section 1.** Whenever it shall appear to the Governor that any Lieutenant Governor, District Secretary, District Treasurer, or District Bulletin Editor is failing to perform the duties of his office, the Governor shall give such District officer(s) immediate notice of the fact and shall set a reasonable date not more than twenty-one (21) days thereafter that said officer must comply with the requirements specifically stated. If the said officer shall refuse to comply with the aforementioned requirements and if it shall appear that the alleged facts are true, then the Governor shall have the power, with approval of the Kiwanis Key Club District Administrator, to remove the said officer and to appoint a duly qualified replacement for him to serve the duration of the removed officer's term.

**Section 2.** Whenever it shall appear to the Governor that any District Chairperson, whereas they were appointed by the Governor, and are serving at his leisure, is failing to perform the duties of his office, the Governor, with the approval of the Kiwanis Key Club District Administrator, has the power to immediately remove said officer or put the officer on probation, following the same procedure as that which applies to any Lieutenant Governor, District Secretary, District Treasurer, or District Bulletin Editor. Once said officer has been removed, the Governor may then appoint a duly qualified replacement for him to serve the duration of the removed officer's term.

**Section 3.** Whenever it shall become apparent to the District Administrator or the Board of Trustees that the Governor is failing to perform his duties, it shall be the responsibility of the Kiwanis Key Club District Administrator with the approval of the Kiwanis District Governor, to call a special meeting of the Board of Trustees to consider all facts and any reason(s) why the office shall not be declared vacant. In the event that the District Board of Trustees shall find the alleged facts to be true, the District Board of Trustees will request the resignation of said Governor. In the event that the allegations are found true and a resignation is not voluntarily offered, the District Board of Trustees shall, and with the approval of the Kiwanis District Governor, declare the office vacant and the vacant office shall be filled in accordance with the provisions contained in these bylaws.

**Section 4.** In the unlikely event that both the Key Club District Governor and the Board of Trustees act in concert to the detriment of the Key Club District, the Kiwanis Key Club District Administrator and the Michigan District of Kiwanis Board of Trustees are empowered to declare the officers of the Key Club District to be vacant. Such vacancies shall be filled according to the procedure set forth by these bylaws.

### Article XI REVENUES

**Section 1.** Each Key Club shall pay to the District for each and every member the sum of \$13.00 per annum as Michigan District dues (\$6.00) Key Club International Dues (\$7.00) and for both Michigan District and Key Club International publication subscription fees (Amount subject to change if Key Club International dues change). These shall be due on October 1 and shall be remitted to the Key Club International by the individual clubs not later than December 1 of each year. These dues are pro-rated at \$6.50 for any new member joining after February 1.

**Section 2.** The amount of District dues and subscription fees shall be submitted by the District Board of Trustees, with approval of the Key Club District Administrator and subject to approval at the next District Convention/Service Leadership Conference. In no case shall the total District dues and subscription fees exceed the maximum amount paid for each in International dues.

**Section 3.** Assessments in excess of the annual fees are to be made only upon two-thirds (2/3) vote of all delegates attending an annual Convention/Service Leadership Conference. Such assessments shall be for the duration of one year, but each succeeding Convention/Service Leadership Conference may, by two-thirds (2/3) vote of all delegates in attendance, renew the assessment. All such assessments, in addition, must be for extraordinary items not normally covered by dues and must be approved by the Kiwanis District Board.

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**Article XII  
RULES OF ORDER**

*Roberts Rules of Order* (Newly Revised) shall be the parliamentary authority of all matters of procedure not specifically covered in these bylaws.

**Article XIII  
AMENDMENTS**

Amendments to these bylaws shall be made only at conventions by a two-thirds (2/3) vote of delegates present, except that no amendment shall be presented for adoption without the prior approval of the Key Club District Administrator present at Convention/Service Leadership Conference.

**Article XIV  
APPROVAL**

These bylaws and all amendments or additions shall not become effective until they have been approved by the sponsoring Kiwanis District Board and the Key Club International Administrator and/or the Key Club International Board.

*These bylaws were amended and approved by the Michigan District of Key Club Board of Trustees January 8, 2016 with adoption by the House of Delegates March 13, 2016. The Michigan District of Kiwanis Board of Trustees approved these changes May 14, 2016.*

*Amanda Spivey*  
Key Club International Director

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