

Article I. Name and Territorial Limits

Section 1. The name of this organization shall be the Capital District of Key Club International (hereafter called "Key Club")

Section 2. The boundaries within which it shall function shall be the same as the boundaries of the Capital District of Kiwanis International. It shall operate under the responsibility and control of the Capital District Kiwanis Board (hereafter called "Kiwanis board") under which it functions.

Article II. Objectives

Section 1. The Objectives of this district shall be:

1. To promote the objectives of Key Club International
2. To coordinate the projects of member Key Clubs
3. To strengthen and extend the Key Club movement
4. To increase the fellowship and cooperative effort of the clubs within the district
5. To promote participation of the clubs within the district in general objectives, programs and policies of the district and Key Club International
6. To accept and promote the Constitutional Objectives of Kiwanis International

Article III. Divisions

Section 1. The territory of this district shall be divided into divisions. The boundaries of said divisions being those approved by the Kiwanis Board.

Section 2. The office of the division shall be a Lieutenant Governor.

Article IV. Membership

Section 1. Each Kiwanis sponsored Key Club in this District shall be a member of this district.

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

Section 3. Any member club that fails for two (2) successive years to have present at least one (1) delegate at the annual convention of this and does not furnish a satisfactory excuse for such failure to the Key Club Board of Trustees (hereafter called "Key Club Board") within thirty (30) days after official request thereof, shall be considered not in good standing.

Section 4. Any member club not in good standing with Key Club International shall be considered not in good standing with this District.

Section 5. The Key Club Governor, Kiwanis Lieutenant Governor, and Key Club Lieutenant Governor shall report the name of any member club not in good standing with the district at each meeting thereof and shall direct the Key Club Secretary to send notice that such club is not in good standing and the reasons thereof to the president of such club, to the president of the sponsoring Kiwanis Club and to the Administrator of Key Club International.

Article V. Officers

Section 1. The officers of this district shall be a Governor, a Lieutenant Governor for each division, a Secretary, an Editor, and a Treasurer.

Section 2. Each officer shall be a member of good standing in a club of the district; and each Lieutenant Governor shall be a member of a club in the division from which he or she is elected. No member shall be elected to office who is eligible for graduation before the next succeeding convention.

Section 3. All officers enter upon their official duties immediately following induction, and shall serve a term of one (1) year or until their successors shall be duly elected and qualified.

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

- (A) The Governor shall be the chief executive officer of the district and shall preside at all conventions and at all board meetings of the Key Club Board. He or she shall be an ex-officio member of all standing committees. It shall be his or her duty to attend any convention of Key Club International.
- (B) The Lieutenant Governor shall be the executive officer of the division and shall preside over all division conferences or meetings. He or she shall carry out the programs and policies of the Key Club Governor and of Key Club International in his or her division. He or she shall perform his or her assigned responsibilities as a member of the Key Club Board.

- (C) The Secretary shall keep all minutes of the district convention and meetings of the Key Club board. He or she shall submit a report to the annual convention and at such time as the Key Club Governor or the Board may be require. He or she shall submit to the proper officials and committees all communications received from Key Club International. He or she shall perform such other duties as may be assigned by the Key Club Governor or the Board. (04.2009)
- (D) The Treasurer shall be responsible for the management of District Board Officer expense accounts and shall keep records of District Board Officer monthly duties. The Treasurer will develop a program to encourage clubs to pay dues and promote membership growth. The Treasurer shall submit a financial and membership report at each meeting of the District Board. (04.2009)
- (E) The Editor shall be responsible for producing the district publication four times during the year. He or she shall oversee the compilation and distribution of all necessary communications materials. He or she shall submit a report at each meeting of the District Board.
- (F) The Key Club Governor, Secretary, Treasurer, and Editor shall be elected at the annual district convention. The Kiwanis Capital District Governor shall appoint the District Administrator.
- (G) The current Lieutenant Governor of a division(s) shall hold an election for Lieutenant Governor-Elect at the Winter Rally. Each club can have no more than two (2) voting delegates. The Lieutenant Governor-Elect will attend a board training meeting prior to the District Convention. (04.2010)

Article VI. Board of Trustees

Section 1. The Key Club Board shall consist of the officers, and the District Key Club Administrator.

Section 2. The management and control of the affairs of the district, not otherwise provided for in these bylaws, shall be vested in the Key Club Board, subject to the direction of the District Key Club Administrator, the sponsoring Kiwanis District Board, and the Board of Trustees of Key Club International.

Section 3. All official action of the Key Club Board between conventions must be signed by all officers and a District Key Club Advisor.

Section 4. The Secretary shall notify each member of the Key Club Board, the Trustee of Key Club International, and the officers of the sponsoring Kiwanis

District, in writing, of the time, place and date of any meeting, at least two (2) weeks in advance of the date of such a meeting. (04.2010)

Section 5. In absence of the Key Club Governor from a meeting of the district board, the Key Club Board shall designate a Lieutenant Governor or elected Executive Board Officer to act as Chairperson. (03.2013)

Section 6. One-half (1/2) of the total members of the Key Club Board shall constitute a quorum, and a majority vote of those present shall decide any question, with exception of those questions for which a greater proportion is specifically required within these bylaws.

Section 7. Within thirty (3) days after any special regular meetings of the Key Club Board, the Secretary shall make a report of proceedings of the meeting comprising a complete synopsis of all actions taken and shall transmit a copy to all members of the Key Club Board.

Article VII. Committees

Section 1. There shall be such standing and special committees as shall be authorized by the Key Club Board. At the time of authorizing any committee, the Key Club Board shall designate the duties of that committee. Each Lieutenant Governor shall serve on a committee as a member or chair at the discretion of the District Governor. (04.2009)

Article VIII. Conventions

Section 1. A convention of the Key Club in this district shall be held once in each calendar year at such place and date as shall be mutually agreed upon by the Key Club Board of the District and the Board of Trustees of Key Club International.

Section 2. The Secretary shall mail to each club and to 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 Key Club Board shall have full supervision and management of all conventions under the supervision of the Key Club Administrator and the sponsoring Kiwanis District.

Section 3. Each club in good standing shall be entitled to two (2) delegates and two (2) alternates at any convention.

Section 4. The members of the Key Club Board shall be delegates-at-large to all conventions.

Section 5. Each accredited delegate shall be entitled to vote on any questions submitted to any convention. There shall be no voting by proxy.

Section 6. In the absence of the Key Club Governor from any convention of the District, the Key Club Board shall designate a Lieutenant Governor or elected Executive Board Officer to act as chairperson. (03.2013)

Section 7. A quorum at any convention of the district shall comprise the official delegates present and representing not less than one-third (1/3) of the total number of clubs within the district.

Section 8. Within thirty (30) days after the convention, the Secretary shall make a report of the proceedings of the convention including a complete synopsis of all action taken and shall transmit a copy thereof to the Administrator of Key Club International and the members of the Key Club Board.

Section 9. Each district convention program shall include the following:

- (A) Address by the Governor of the sponsoring Kiwanis District or his or her representative.
- (B) The presentation of awards and conducting of contests under the rules prescribed by the Key Club Board.
- (C) The nomination and election of district officers for the coming year.
- (D) The recommending to the Key Club Board of the time and place for holding the next district convention. (04.2011)

Article IX. Vacancies in Office between Conventions

Section 1. In the event between conventions of a vacancy occur in the office of Key Club Governor, the Key Club Board shall elect one of the Lieutenant Governors or elected Executive Board Officer who is an active member in a club in the district, to become Key Club Governor for the unexpired term. (03.2013)

Section 2. If a vacancy occurs in the office of Secretary, Treasurer or Editor between conventions, the Key Club Board shall elect a qualified member of a club to fill the office for the unexpired term. (03.2013)

Section 4. Whenever it shall appear to the Key Club Governor that any Lieutenant Governor, District Secretary, District Treasurer or District Bulletin Editor is failing to perform the duties of his or her office, the Key Club Governor shall give such district officer immediate notice of the fact and shall set a meeting not more than twenty-one (21) days thereafter with such officer and the

Key Club Administrator to consider any such facts and reasons why the office shall not be declared vacant. If the said officer shall refuse to attend and it shall appear that the alleged facts are true, then the Key Club Governor shall have the power, with the approval of the Administrator to recommend the suspension of said officer and nominate a duly qualified replacement to serve the duration of the term. The Key Club Governor shall report such recommendations and all facts immediately to the Key Club Board by mail and shall simultaneously ballot the Key Club Board for ratification of said suspension and said nomination, a majority vote being required. In the event a regularly scheduled meeting of the Key Club Board is to be held within a reasonable time, the Key Club Governor shall submit his or her recommendations at the meeting, and action shall be taken. In any such action, neither the officer in question nor his or her suggested replacement shall be allowed to vote.

Section 5. Whenever it shall become apparent to the Key Club Board and the Key Club Administrator that the Governor is failing to perform his or her duties, it shall be the responsibility of the District Secretary, with the approval of the Kiwanis District Governor, to call a special meeting of the Key Club Board to consider all the facts and any reasons why the office shall not be declared vacant. In the event that two-thirds (2/3) majority of the Key Club Board shall find the alleged facts to be true, the Key Club Board will notify the said Key Club Governor that, with the approval of the Kiwanis Governor, the office shall be declared vacant. The vacancy shall be filled in accordance with the provisions as contained in these bylaws. (03.2013)

Article X. Revenue

Section 1. Each club shall annually pay \$11.00 in dues per member to Key Club International during the period of October 1st to December 1st, of which \$4.50 shall be remitted to Capital District Key Club as district dues and district publication fee. (04.2009)

Section 2. The amount of district dues shall be determined by the Key Club Board, subject to approval at the next district convention. In no case shall the district dues and subscription exceed the amount of international dues per annum per member.

Section 3. Assessments in excess of the annual dues may be made only upon two-thirds (2/3) vote of all delegates attending an annual convention, or by two-thirds (2/3) vote of the clubs in between district conventions.

Section 4. All dues shall be paid within sixty (60) days after same became payable.

Section 5. The dues to be paid to the district by any new club admitted to membership during the fiscal year shall be the chartering fee for that year. (04.2010)

Article XL. Amendments

Section 1. Amendments to these bylaws shall be made only at conventions by two-thirds (2/3) vote of the delegates present, provided however, no amendment shall be presented for adoption without the approval of the Key Club Administrator present at the convention.

Article XII. Rules of Order

Section 1. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered in these bylaws.

Article XIII. Approval of Key Club International

Section 1. These bylaws and all amendments or additions, shall not become enacted until they have been approved by the sponsoring Kiwanis District Board and Key Club International.