

**CONSTITUTION AND BYLAWS OF THE
MISSOURI-ARKANSAS DISTRICT OF
KEY CLUB INTERNATIONAL**

Up-dated-March 2018

ARTICLE I

NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization shall be the Missouri-Arkansas District of Key Club International.

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

ARTICLE II

OBJECTS

Section 1. The objects of this district shall be:

To promote the objects of Key Club International.

To coordinate the projects of the member Key Clubs.

To strengthen and extend the Key Club movement.

To increase the fellowship and co-operative 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 of Key Club International.

To accept and promote the Constitutional Objectives of Kiwanis International.

ARTICLE III

DIVISIONS

Section 1. The territory of this district shall be divided into such divisions as determined by the Missouri-Arkansas Key Club District Board with the consent and approval of the Missouri-Arkansas Kiwanis District.

ARTICLE IV

MEMBERSHIP

Section 1. Each Kiwanis sponsored Key Club (or orphan 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 not in good standing with Key Club International shall be considered not in good standing with this district.

ARTICLE V

OFFICERS

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

Section 2. Each officer shall be an active member in good standing in a club in the division from which he/she is elected. No member shall be elected to office who is eligible for graduation before the next succeeding District Leadership Conference. No member, after having been elected or appointed as a District Board Officer, shall be an elected or appointed club or International Officer.

be designated by the Governor upon approval of the Board. The Key Club District Administrator shall be designated by the Board of Trustees of the Missouri-Arkansas Kiwanis District.

G. Each Lieutenant Governor shall be elected at the annual district leadership conference at a divisional caucus of at least two (2) clubs from the division or a one third (1/4) quorum of the delegates present. If such a quorum is not achieved at the annual district leadership conference, the lieutenant governor shall be elected by the sitting board of trustees at the district leadership conference.

H. The officers shall be expected to attend all board meetings and the district leadership conference during their term. Any officer who is absent from any of these meetings shall be subject to replacement by the District Governor with the advice of the Key Club District Administrator and approval of the District Board of Trustees.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the officers, Key Club District Administrator, and the Editor of the "KEYWAY", the district publication.

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

Section 3. The official actions of the Board of Trustees between conferences must be signed by the Governor and the Kiwanis Key Club District Administrator.

Section 4. The Secretary shall notify each member of the Board of Trustees, the Administrator of Key Club International, and the Governor 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 meeting.

Section 5. In the absence of the Governor from a meeting, the Board of Trustees shall designate a member of the District Board to act as chairman.

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

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

A. The Governor shall be the executive officer of the district and shall preside at all conferences and at all meetings of the Board of Trustees. This person shall be an ex-officio member of all standing and special committees with the exception of the Convention Planning Committee during his/her term in office. It shall be the governor's duty to attend the annual Key Club International Convention and the Key Club District Convention during his/her term in office.

B. The Lieutenant Governor shall be the executive officer of the division and shall provide for all division conferences or meetings. He/she shall carry out the programs and policies of the District Governor and shall perform his/her assigned responsibilities as a member of the District Board.

C. The Treasurer, under the supervision of the Key Club District Administrator, shall distribute dues notices and other financial statements and maintain complete and accurate records of all income and disbursements. The Treasurer shall faithfully execute these and any other duties assigned him/her by the Key Club Governor or the Key Club District Administrator. The Treasurer's accounts and books shall, at all times, be open to the inspection of the Governor, the Key Club District Administrator, the Board of Trustees authorized auditors. The Treasurer shall make a report of the annual convention and at other such times as the Governor, the Board of Trustees and the Key Club District Administrator may require.

D. The Secretary shall keep all records of the District Leadership Conference and of the meeting of the Board of Trustees. He/she shall submit a report to the annual District Leadership Conference and at such other times as the Governor or the Board of Trustees may

require. He/she shall submit to the proper officials and committees, all communication received from Key Club International. He/she shall cooperate with there perform such other duties as may be assigned to him/her by the Governor or the Board of Trustees.

E. The Bulletin Editor shall be responsible for the publication of the official bulletin in a manner prescribed by and under the direction of the Board of Trustees. The Governor, Secretary and Treasurer shall be elected at the annual District Leadership Conference. The Bulletin Editor of the official district publication, the "KEYWAY", shall be appointed by the Governor and the Key Club District Administrator, and be a district officer and a voting member of the Board of Trustees. Other special officers may

Section 2. The Secretary shall notify to each club and to the Administrator of Key Club International an official call to the annual leadership conference at least thirty (30) days prior to the date of the convention leadership conference. The Board of Trustees shall have full supervisory and management of all convention leadership conferences under the supervision of the Key Club District Administrator and the Missouri-Arkansas Kiwanis District.

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

Section 4. The elected and appointed members of the Board of Trustees shall be delegates-at-large at all district conferences.

Section 5. Each accredited delegate shall be entitled to vote on each question submitted in any conference. There shall be no voting by proxy.

Section 6. In the absence of the Governor from any conference of the district, the Board of Trustees shall designate a board member to act as chairman.

Section 7. A quorum at any conference of the district shall comprise the official delegates present and representing not less than one-fourth (1/4) of the total number of clubs within the district.

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

★ **Section 9.** Each district conference program should include the following:

- A. Address by the Governor of the Missouri-Arkansas Kiwanis District or his representative.
- B. Recognition of the winning achievement reports, judged from those received from clubs.
- C. An oratorical contest on a subject selected by the Board of Trustees of Key Club International, conducted under rules prescribed by the said board.
- D. The submitting and judging of entries in the scrapbook contest.

E. Recognition of the winning single service activity reports, judged from those received from each club.

F. The nomination and election of officers for the ensuing year. Only two (2) individuals from any club may run for the executive board.

Section 6. One half (1/2) 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 for which a greater proportion is specifically required in these Bylaws.

Section 7. Within thirty (30) days after any special or regular meeting of the Board of Trustees, the Secretary shall make a report of the proceedings of the meeting, comprising a complete synopsis of all action taken, and shall transmit a copy thereof, to the District Board of Trustees, the Administrator of Key Club International, the International Board counselor, the Governor-elect, Kiwanis District Administrator, Kiwanis District Governor, Kiwanis District Secretary and the "KEYWAY" Editor for publication in the next issue printed.

Section 8. In the event the Governor is in any way incapacitated, a special meeting of the Board of Trustees may be called by the Secretary or two thirds (2/3) of the Board of Trustees.

ARTICLE VII

COMMITTEES

Section 1. There shall be such standing and special committees as shall be authorized by the Governor with the advice of the Key Club District Administrator and the approval of the Board of Trustees.

ARTICLE VIII

CONVENTIONS LEADERSHIP CONFERENCES

Section 1. Leadership Conferences of the key clubs in this district shall be held once in each calendar year at such place and date as shall be mutually agreed upon by the Board of Trustees of the Missouri-Arkansas District of Kiwanis International and Board of Trustees of Key Club International. The site of the District Convention shall be determined and dates not three (3) years in advance by the Board of Trustees acting upon advice and information furnished by the Key Club District Administrator.

G. Not less than one training session for new Lieutenant Governors; said session to be the responsibility of the Key Club District Administrator assisted by the Kiwanis District Committee and the on-going District Board.

H. The submitting and judging of entries in a talent contest, conducted under the rules prescribed by the Missouri-Arkansas District Board of Trustees.

I. The submitting and evaluation of nominations for Distinguished Club President, Vice President, Secretary, and Treasurer awards. Nominations will be accepted from each District officer and evaluated by the District Board Administrator and Key Club local secretary and evaluated by the district-appointed representative.

J. The recommendation to the District Board of Trustees of the time and place for holding the next District Leadership Conference.

K. The deadline for the submission of all applications for any award shall be set by the Key Club District Administrator on an annual basis.

ARTICLE IX

VACANCIES IN OFFICE BETWEEN LEADERSHIP CONFERENCES

Section 1. In the event between conventions conferences of a vacancy in the office of Governor, the Board of Trustees shall elect a member of the Board of Trustees who is an active member in good standing of a club in the district to become Governor for the unexpired term.

Section 2. In the event of a vacancy in the office of Lieutenant Governor between conferences:

A. the Governor shall appoint, with the approval of the Kiwanis Key Club District Administrator and the District Board of Trustees a qualified member in good standing of a club in the same division within twenty-one (21) days of his vacancy to fill the unexpired term.

B. In the event a qualified member in good standing of a club in the same division cannot be found or none is willing to accept the position, the Governor, with the approval of the Key Club District Administrator and the Board of Trustees, may appoint a Division Lieutenant governor at large to serve as the person to represent that division. They shall be responsible for maintaining a line of communication between the division and the district, and they shall encourage the division to attend the next district conference with the full intent of electing a Lieutenant Governor.

Section 3. If a vacancy occurs in the office of the Secretary between conventions conferences, the Board of Trustees shall elect a qualified member of a club in the district to fill the office for the unexpired term.

Section 4. If a vacancy occurs in the office of the Treasurer between conventions conferences, the Board of Trustees shall elect a qualified member of a club in the district to fill the office for the unexpired term.

Section 5. Whenever it shall appear to the Governor or Key Club District Administrator, that any Lieutenant Governor, District Secretary, District Treasurer, or District bulletin Editor is failing to perform his/her office duties, the Governor shall call a special meeting (in person, electronic or some other media), of the District Board of Trustees. Notice to call a special meeting (in person, electronic or some other media) shall be given to the District Administrator and the District Board of Trustees within twenty-one

(21) days to consider any facts and if it shall appear that the alleged facts are true, then the Governor shall have the power, with the approval of the District Administrator, to recommend the suspension of said officer and to report such recommendations and all facts immediately to the District Board for ratification of said suspension and all facts immediately to the District Board for ratification of said suspension and all facts immediately to the District Board. The Governor shall then, at a regularly scheduled meeting of the Board of Trustees, a majority vote being required. In the event time, the Governor shall present his recommendations at the meeting, to be held within a reasonable time, the Governor shall present his recommendations at the meeting. No action shall be taken In any such action, neither the officer in question nor his/her suggested replacement shall be allowed to vote. Should the officer's offense be so egregious as to damage the reputation of the adult staff.

Section 6. Whenever it shall become apparent to the Board of Trustees and Key Club District Administrator that the Governor is failing to perform his/her duties, it shall be the responsibility of the District Secretary, with the approval of the Key Club District Administrator, to call a special meeting (in person, electronic or some other media), of the Board of Trustees within twenty-one (21) days to consider any facts and if it shall appear that the alleged facts to be true, the District Board of Trustees will request the resignation of the Governor. In the event that the Governor's resignation is not voluntarily offered, the District Board of Trustees shall, with the approval of the Key Club District Administrator, declare the office vacant and the vacancy shall be filled in accordance with the provisions as contained in these Bylaws. Should the governor's offense be so egregious as to impugn the reputation of the District, the Key Club Administrator may remove the officer immediately with the advice of the adult staff.

ARTICLE X

REVENUE

Section 1. Each member club shall pay to the district for each and every member a sum equal to International dues as the district dues. The payment of these dues shall include a subscription to the District bulletin, the said bulletin to be printed and mailed to each member in good standing. The district dues shall accrue on October 1 and shall be remitted to the international office by the individual clubs no later than November 1 of each year.

Section 2. The amount of district dues shall be determined by the District Board of Trustees, subject to approval at the next district conference. In no case shall district dues exceed the maximum amount paid for each member to International dues.

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

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

ARTICLE XI

RULES OF ORDER

Section 1. "Robert's Rules of Order" (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in the Bylaws.

ARTICLE XII
AMENDMENTS

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

ARTICLE XIII
APPROVAL OF KEY CLUB INTERNATIONAL

Section 1. These Bylaws and all amendments or additions shall not become effective until they have been approved by Key Club International and the Board of Trustees of Missouri-Arkansas District of Kiwanis International.