

## **The Pennsylvania District of Key Club International Bylaws**

*(As amended through the 2015 Pennsylvania District Convention House of Delegates.)*

### **Article I**

#### **Name and Territorial Limits**

**Section 1.** The name of this organization shall be the Pennsylvania District of Key Club International.

**Section 2.** The boundaries within which it shall function shall be coextensive with the boundaries of the Pennsylvania 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 Kiwanis District Board under which it functions.

### **Article II**

#### **Approval of Key Club International**

**Section 1.** These bylaws and all amendments or additions shall not become effective until the sponsoring Kiwanis Board, the Key Club International Administrator, and/or the Key Club International Board have approved them.

### **Article III**

#### **Objects**

##### **Section 1.**

The objectives of this district shall be:

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

### **Article IV**

#### **Divisions**

##### **Section 1.**

The territory of this district shall be divided into divisions, each of which shall be determined by the Key Club District Board of Trustees, pending approval from the Kiwanis District Board of Trustees. The Key Club District Board of Trustees is defined as the current Governor, Secretary/Treasurer, Bulletin Editor and Lieutenant Governors of the Pennsylvania District of Key Club International.

### **Article V**

#### **Membership**

##### **Section 1.**

Each Kiwanis sponsored Key Club in the 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 this district shall not be considered in good standing.

##### **Section 3.**

Any member club not in good standing with Key Club International shall be not in good standing with the 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 direct the district Secretary/Treasurer to send notice that such club is not in good standing and the reasons therefore to the president of the sponsoring Kiwanis Club, and to the Administrator of Key Club International.

##### **Section 5.**

Each Key Club within the district shall abide by the bylaws for Key Clubs as promulgated by Key Club International for its organizational structure and membership.

##### **Section 6.**

Every member club shall submit a monthly report according to the Pennsylvania District Policy Code.

## **Article VI**

### **Divisional Election Process**

- Section 1.** To run for Lieutenant Governor, a Key Club member must be an active member of his/her home club in the division to be served, must be eligible at least one (1) more year in Key Club, and submit the completed Statement of Candidacy for District Office to the District Administrator before the election.
- Section 2.** At least thirty (30) days before the election, the current Lieutenant Governor will notify each of the clubs in the division, in writing of the time, place, and procedure for the election meeting. The current Lieutenant Governor is also responsible for submitting the properly certified election results.
- Section 3.** Each candidate shall deliver a speech and each candidate will be allotted an equal time for a question and answer period.
- Section 4.** To constitute a quorum for the election of Lieutenant Governor, no less than one third (1/3) of the clubs in the division must be represented. Each club is entitled to two (2) voting delegates. The voting is to be executed by secret ballot; with the candidate receiving a majority vote awarded the position of Lieutenant Governor. The current Lieutenant Governor shall vote in the election only in the case of a tie. If a majority does not exist, the candidate who receives the least amount of votes is dropped from the election, and a run-off is held between the remaining candidates. This process is continued until a majority consensus is reached.
- Section 5.** In the case of inclement weather or adverse traveling conditions (i.e. snow, long distance, etc.), a mail-in ballot election will be allowed. In order to have valid results the Lieutenant Governor must receive ballots from 1/3 of the clubs in the division by a set date. Only in case of a tie will the Lieutenant Governor vote. This procedure is to be used in place of and only as a last resort should an election meeting be impossible to hold. Use of mail-in ballots needs to be approved by both the District Governor and the District Administrator. All other divisional election procedures are to be followed in the event of a mail-in election.

## **Article VII**

### **Officers**

- Section 1.** The officers of this district shall be a Governor, a Secretary/Treasurer and a Bulletin Editor elected at the annual District Convention. One Lieutenant Governor will be elected in each division of the district. The Lieutenant Governors shall be elected at meetings of their respective division in accordance with Article VI, Divisional Elections Procedure. The Board of Trustees of the Pennsylvania District of Kiwanis International shall designate the District Key Club Administrator.
- Section 2.** Candidates may not run for district office unless all required documents including the Statement of Candidacy for District Office are submitted to the District Administrator prior to the District Convention.
- Section 3.** All officers shall enter upon their official duties immediately following installation, and shall serve for a term of one (1) year, or until their successors shall be duly elected and qualified.
- Section 4.** (a) The Governor shall be the executive officer of the district and shall preside at all conventions, conferences, and meetings of the Board of Trustees. The Governor shall be an ex-officio member of all standing and special committees. It shall be the duty of the Governor to attend any convention of Key Club International. In addition, the Lieutenant Governors are responsible for all duties and tasks outlined in the Pennsylvania District Policy Code.  
(b) The Lieutenant Governors shall assist the Governor in the work of the district within their respective division and shall attend all conventions, conferences, and meetings of the Board of Trustees. Each Lieutenant Governor shall preside at all divisional meetings and shall hold a minimum of two (2) such meetings during the term in office. One divisional meeting shall be held in January or February for the purpose of electing a successor to the office of Lieutenant Governor. In addition, the Lt. Governors are responsible for all duties and tasks outlined in the policy code.  
(c) The District Secretary/Treasurer shall be endowed with all the duties and responsibilities of the District Secretary and District Treasurer. The District

Secretary/Treasurer is responsible for all records and reports and, therefore should understand how Key Club functions at the district and club level and be able to keep up-to-date and accurate records. This includes updated district bylaw and policy codes, district monthly reports, monitoring dues collections, and submitting all official and committee documents to Key Club International. In addition, the Secretary/Treasurer is responsible for all duties and tasks outlined in the Pennsylvania District Policy Code.

(d) The District Bulletin Editor is to produce and update all communication documents produced by the Pennsylvania District to ensure proper messages are being communicated to the members and advisors on division, district, and international events and activities. This includes publishing online editions of the "The Keystonean" (the official publication of the Pennsylvania District) as well as updating the District Website. In addition, the Bulletin Editor is responsible for all duties and tasks outlined in the Pennsylvania District Policy Code.

## **Article VIII**

### **Board of Trustees**

- Section 1.** The Board of Trustees shall consist of the officers and the District Key Club Administrator and/or his designee(s).
- 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 District Key Club Administrator, the sponsoring Kiwanis District Board, and the Trustees of Key Club International.
- Section 3.** All official actions of the Board of Trustees between meetings must be approved by two thirds (2/3) of all voting district officers and the District Key Club Administrator.
- Section 4.** The Governor shall notify each member of the Board of Trustees, the Administrator of Key Club International, the International Board Representative, the Pennsylvania Kiwanis Key Club Committee, and the officers of the Pennsylvania District of Kiwanis International, 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.
- Section 5.** In absence of the Governor from a meeting, the Board of Trustees shall designate one of their members, with the exception of the Key Club Administrator to act as chairman.
- Section 6.** One half (1/2) of the total voting members of the Board of Trustees shall constitute a quorum. 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 fourteen (14) days after any regular or special meeting of the Board of Trustees, the Secretary/Treasurer shall make a report of the proceedings, comprising a complete synopsis of all action taken, and shall transmit a copy thereof to the members of the District Key Club Board of Trustees, International Board Representative, Pennsylvania Kiwanis Executive Director, Pennsylvania Kiwanis District Governor, Pennsylvania Kiwanis Key Club Committee, and the Administrator of Key Club International.
- 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 District Secretary/Treasurer, or two thirds (2/3) of the Board of Trustees.

## **Article IX**

### **District Convention**

- Section 1.** A convention of the Key Clubs in this district shall be held once per calendar year at such place and date, as shall be mutually agreed upon by the District Board of Trustees and the Pennsylvania District Kiwanis Board of Trustees. The Administrator of Key Club International shall be informed of the location and the date of each District Convention. In determining the location of a given annual District Convention, the Board of Trustees may be guided and advised by a majority vote of the qualified delegates present with voting preceding the annual District Convention.

- Section 2.** The Pennsylvania Kiwanis Executive Director shall mail to each club president, faculty advisor, sponsoring Kiwanis advisor, Pennsylvania Kiwanis Key Club Committee, and to the Administrator of Key Club International an official call to the annual District Convention at least forty-five (45) days prior to the date of the convention. The Board of Trustees shall have full supervision and management of all conventions under the supervision of the District Key Club Administrator, Pennsylvania Kiwanis Key Club Committee, and the Pennsylvania District of Kiwanis International.
- Section 3.** Each club in good standing shall be entitled to two (2) delegates and two (2) alternates in any District Convention.
- Section 4.** The members of the Board of Trustees shall be delegates-at-large at any District Convention.
- Section 5.** Each accredited delegate shall be entitled to vote on each question submitted at any District Convention. There shall be no voting by proxy.
- Section 6.** In the absence of the Governor from any convention/conference of the District, the Board of Trustees shall designate a Lieutenant Governor to act as a chairperson.
- Section 7.** A quorum at any convention/conference of the District shall comprise of the official delegates present, and representing not less than one third (1/3) of the total number of clubs in the District.
- Section 8.** Within fourteen (14) days after any District Convention, the Secretary/Treasurer shall make a report of the proceedings of the convention/conference, including a complete synopsis of all action taken, and shall submit a copy thereof to the Administrator of Key Club International and the members of the District Board of Trustees.
- Section 9.** Each District Convention program shall include the following:  
 (a) Address by the Governor of the Pennsylvania District of Kiwanis International, and the Governor of the Pennsylvania District of Circle K International.  
 (b) The judging and awarding of the following awards under the rules prescribed by the Board of Trustees and Key Club International and the Pennsylvania District. The judging and awarding of all contests, awards, recognitions, and scholarships by Key Club international and the Pennsylvania District will be awarded under the rules prescribed through the Key Club International Guidebook and the Pennsylvania District Policy Code.  
 (c) The nomination and election of officers for the ensuing year.  
 (d) Such other activities as may be specified in the Pennsylvania District Policy Code.
- Section 10.** Proposed amendments to the Pennsylvania District Key Club Bylaws may be submitted by any Pennsylvania District Key Club in good standing, and must be received in writing by the Pennsylvania District Key Club Administrator at least ~~forty~~ forty-five (45) days prior to the call to order of the Annual House of Delegates. The Pennsylvania District Key Club Administrator shall have a copy of the proposed amendments on the district website no later than thirty days prior to the call to order of the Annual House of Delegates.

**Article X**

**Vacancies in Office Between Conventions**

- Section 1.** In the event, between District Conventions, of a vacancy in the office of the Governor, a member of the District Board of Trustees shall fill the vacancy. The District Key Club Administrator, pending approval of the District Board of Trustees, shall designate the replacement. The term shall consist of the remaining months until the next District Convention, when, at that time, elections to choose a Governor will be held.
- Section 2.** In the event, between District Conventions, of a vacancy in the office of Lieutenant Governor, the Governor, District Key Club Administrator, and the

respective Zone Administrator shall designate a qualified member of a club in the same division or designate another current Lt. Governor(s) from a surrounding division(s) to fill the office for the unexpired term.

**Section 3.** If a vacancy occurs in the office of the Secretary/Treasurer or Bulletin Editor between District Conventions, the District Governor and District Key Club Administrator shall designate a qualified member of a club to fill the office for the non-expired term.

**Section 4.** Whenever it shall appear to the Governor that any Lieutenant Governor, District Secretary/Treasurer or the Bulletin Editor is failing to perform the duties of the office stated in the signed "Statement of Candidacy", the Governor shall give the district officer immediate notice of the fact, and shall set a meeting no more than twenty-one (21) days thereafter with such officer(s), District Key Club Administrator, and the respective Zone Administrator (if applicable), to consider any such facts and reasons why the office shall not be declared vacant. If the said officer shall refuse to attend, 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 the said officer, and to nominate a duly qualified replacement for him/her to serve the duration of his/her term. The Governor shall report such recommendations and all facts immediately to the District Board of Trustees by e-mail, and shall simultaneously ballot the District Board of Trustees for ratification of the said suspension and said nomination, a majority vote being required. In the event that a regularly scheduled meeting of the Board of Trustees is to be held within a reasonable time, the Governor shall submit his/her recommendations at the meeting, and action shall be taken. In any such action, neither the officer nor his/her suggested replacement shall be allowed to vote.

**Section 5.** Whenever it shall become apparent to the Board of Trustees and the District Administrator that the Governor is failing to perform his/her duties, it shall be the responsibility of the District Secretary/Treasurer, with the approval of the Kiwanis Governor and District Administrator, to call a special meeting of the Board of Trustees to consider all facts and any reason why the office shall not be declared vacant. In the event that the Board of Trustees shall find the alleged facts to be true, the District Board of Trustees will request the resignation of the said District Governor. In the event that a resignation is not voluntarily offered, the District Board of Trustees shall, with the approval of the Kiwanis District Governor and District Administrator, declare the office vacant. The vacancy shall be filled in accordance with the provision as contained in these bylaws.

## **Article XI**

### **Committees**

**Section 1.** The Pennsylvania Key Club District Committees shall be those as specified in the District Policy Code or as organized by the District Governor. At the same time of authorizing any committee, the Board of Trustees, upon the advice of the Governor, shall designate the duties of such committees. The duties of the standing committees shall be those specified in the District Policy Code.

**Section 2.** The Executive Committee shall consist of the Governor, Secretary/Treasurer, Bulletin Editor, the Key Club District Administrator and/or his designee(s). The Executive Committee shall perform such administrative duties, and shall exercise such administrative power as may be delegated to it by the Board of Trustees. The Executive Committee shall report its actions to the next meeting of the Board of Trustees.

## **Article XII**

### **Club Election Procedures**

- Section 1.** All clubs within the Pennsylvania District must conduct officer elections not more than two (2) months prior to the District Convention, and no fewer than fifteen (15) days prior to the District Convention.
- Section 2.** The elected officers may not officially dispense the duties of their respective offices until at least one day after District Convention. All club officers for the following Key Club year are recommended to take office on April 1<sup>st</sup>. As of April 1<sup>st</sup>, the new club officers are responsible for office responsibilities including the submission of the district monthly reports.

**Article XIII**

**Revenue**

- Section 1.** Each member club shall pay to the District for each and every member the sum \$6.50 per annum as district dues. In addition, each club shall pay Key Club International for each and every member the sum of \$7.00 per annum as international dues for a sum of \$13.50 per each and every member per annum. These shall accrue on October 1<sup>st</sup> and shall be remitted to the Key Club International Office by the individual club not later than December 1<sup>st</sup> of each year.
- Section 2.** The amount of district dues shall be determined by the Board of Trustees, and subject to approval at the next District Convention. In no case shall the District dues exceed \$6.50 per annum per member.
- Section 3.** Assessment in excess of the annual dues may be made only upon a two thirds (2/3) vote of all delegates attending an Annual District Convention. Such assessments shall be for the duration of one year. But each succeeding convention may, by a two thirds (2/3) vote of all the delegates in attendance, renew the assessment. In addition, the Pennsylvania Kiwanis District Board, Key Club International, and the Kiwanis International Board must approve all such assessments for extraordinary items, not normally covered by dues.
- Section 4.** The dues to be paid to the district by International for any new club admitted to membership during any fiscal year shall be the dues for each and every member of that year.
- Section 5.** The dues to be paid to the district by any new club admitted to membership during any fiscal year shall be the dues for each and every member of that year.

**Article XIV**

**Rules of Order**

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

**Article XV**

**Key Club Year**

- Section 1.** The Pennsylvania District Key Club Administrative Year shall be from the conclusion of the annual District Convention to the conclusion of the next annual District Convention
- Section 2.** The Fiscal Year shall be from April 1<sup>st</sup> through March 31<sup>st</sup>.
- Section 3.** The Key Club Administrative Year shall be as specified by Key Club International.
- Section 4.** All club officers for the following Key Club year are required to take office on April 1<sup>st</sup>. As of April 1<sup>st</sup>, the new club officers are responsible for office responsibilities including the submission of district monthly reports.

**Article XVI**

**District Board Policy Code**

- Section 1.** The Board of Trustees shall establish standard district board policies in the District Board Policy Code for the execution of the provisions of these bylaws and the Bylaws of Key Club International.
- Section 2.** These policies shall be compiled in a District Policy Code and may be modified by majority vote by the Board of Trustees at any regular or special meeting.

**Article XVII**

**Amendments**

**Section 1.**

Amendments to these bylaws shall be made only by a two thirds (2/3) vote of the delegates present provided that no amendments shall be presented for adoption without the approval of the District Key Club Administrator present at the District Convention.