

<p style="text-align:center"><b>OFFICIAL BYLAWS</b> <b>of the</b> <b>LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT of</b> <b>KEY CLUB INTERNATIONAL</b></p>
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**Article I: NAME AND TERRITORIAL LIMITS**

- Sec. 1. The name of this organization shall be the Louisiana-Mississippi-West Tennessee District of Key Club International.
- Sec. 2. The boundaries within which it shall function be co-extensive with the boundaries of the Louisiana-Mississippi-West Tennessee 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.

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**Article II: OBJECTIVES**

- Sec. 1. The objectives of this district shall be:
- To promote the objects 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 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; and
  - To accept and promote the Constitutional Objects of Kiwanis International.

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**Article III: DIVISIONS**

- Sec. 1. The District shall be divided into sections called divisions. The number of Divisions and the boundaries shall be determined by the District Key Club Board of Trustees, with the approval of the Kiwanis District Board of Trustees.

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**Article IV: MEMBERSHIP**

- Sec. 1. Each Kiwanis-sponsored Key Club in this district shall be a member of this district.
- Sec. 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 with this district.
- Sec. 3. Any member club not in good standing with Key Club International shall not be considered in good standing with this district.
- Sec. 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 to send notice that such club in not in good standing and the reasons therefore to the president of such club, to the president of the sponsoring Kiwanis Club, and to the District Administrator.

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**Article V: OFFICERS**

- Sec. 1. The officers of the district shall be the District Governor, one a Lieutenant Governor of each division of the district, and the Secretary-Treasurer. The governor, with the approval of the Board of Trustees and the District Administrator may appoint a Bulletin Editor and/or a corresponding secretary, to serve as a non-voting member(s).
- Sec. 2. Each officer shall be an active member in good standing in a club in good standing of the district, and each Lieutenant Governor shall be a member of a club in the division from which they are elected. No member shall be elected to office who will graduate before the next succeeding convention.
- Sec. 3. The district officers shall be elected in the manner prescribed by the district bylaws. They shall begin their official duties immediately following induction and shall serve for one (1) year or until their successors are duly elected.
- Sec. 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 conventions and at all meetings of the Board of Trustees. The Governor shall be an ex-officio member of all standing and special committees. It shall be the Governor's duty to attend any convention of Key Club International.
  - (b) The Secretary shall keep all records of the district convention and of the meetings of the Board of Trustees. They shall submit a report to the annual convention and at such other times as the Governor or the Board of Trustees may require. They shall submit to the proper officials and committees all communications received from Key Club International. They shall cooperate with the Governor in forwarding all official reports required by Key Club International. They shall perform such other duties as may be assigned to their by the governor or the Board of Trustees.
  - (c) The Treasurer, under the supervision of the District Administrator and the Kiwanis District Secretary-Treasurer, shall be responsible for the collection of all district dues, convention registration fees, and other district income. They shall approve disbursement of these funds in the manner of the inspection of the Governor, the Board of Trustees, the District Administrator, the Secretary-Treasurer of the Louisiana-Mississippi-West Tennessee District of Kiwanis International and any authorized auditor. The Treasurer shall make a report at the annual convention and at such other times as the Governor or Board of Trustees may require.
  - (d) The Lieutenant Governor shall be the executive officer of the division and shall preside over all division conferences or meetings. The Lieutenant Governor shall carry out the programs and policies of the district and of Key Club International in their divisions. The Lieutenant Governor shall perform their assigned responsibilities as a member of the District Board of Trustees.
- Sec. 5. The officers shall be elected by the House of Delegates at the annual district convention, and shall serve for terms of one year or until their successors are elected. The Lieutenant Governor of each division shall be elected by the delegates of their division. In any year which there shall be no district convention, the officers shall be elected as provided by the Board of Trustees.
- Sec. 6. (a) There shall be a District Officer Service Agreement for each of the District Officers established in Section 1 of this Article. These service agreements shall set forth the minimum required duties of each of the respective offices. The Board of Trustees and the District Administrator shall determine the form and specific content of each Service Agreement and shall amend each agreement as they deem proper. These Service Agreements shall be signed by the officer, the District Administrator and such other persons as shall be determined by the Board of Trustees and the District Administrator.
- (b) Any officer who fails to fulfill any of the duties of their office as set forth in their service agreement and/or in these Bylaws, shall be immediately subject to disciplinary action, including removal from office.

## **Article VI: BOARD OF TRUSTEES**

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- Sec. 1. The Board of Trustees shall consist of the officers of the district.

- Sec. 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 Administrator, the Kiwanis District Board and the Key Club International Board of Trustees.
- Sec. 3. The Secretary shall notify each member of the Board of Trustees, the District Administrator, the International Board Counselor and the Kiwanis District Governor, in writing, of the time, place, and date of any district meeting. at least two (2) weeks in advance of the date of such meeting.
- Sec. 4. In the absence of the Governor from a meeting, the Board of Trustees shall designate one of their members to act as chairman.
- Sec. 5. 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 for which a greater proportion is specifically required in these bylaws.
- Sec. 6. Within thirty (30) days after any special or regular meetings 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 District Administrator, and to the International Board Counselor.
- Sec. 7. 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**

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- Sec. 1. The Key Club District committees shall be the Committee on Finance and Membership Development, the Committee on Public Relations, the Committee on K-Relations, and other various committees as may be established by the Board of Trustees.
- Sec. 2. The duties of the standing committees shall be as follows:
- (a) The Committee on Finance and Membership Development shall report on the financial and membership status of the Key Club District at the District Convention and at all regular meetings of the Board of Trustees and shall perform such other duties as may be assigned by the Board of Trustees.
  - (b) The Committee on Public Relations shall concern itself with the development of methods to assist the district and local clubs in effectively informing the public of the ideals, objectives, programs, and achievements of the Key Club organization. It shall perform other duties as may be assigned by the Board of Trustees.
  - (c) The Committee of K-Relations shall deal with the matters relating to the relationship between Kiwanis and its sponsored K-Family organizations. It will be responsible for developing projects and programs to expend and strengthen the relations between these organizations.

## **Article VIII: CONVENTIONS**

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- Sec. 1. A convention of the Key Clubs in this district shall be held once each Calendar year at such place and date as determined by the District Administrator and approved by the Board of Trustees.
- Sec. 2. The Secretary shall mail to each club in the district 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 supervision of the District Key Club Administrator.
- Sec. 3. Each club in good standing shall be entitled to two (2) delegates and two (2) alternates in any convention.
- Sec. 4. The members of the Board of Trustees shall be delegates-at-large at all conventions.
- Sec. 5. Each accredited delegate shall be entitled to vote on each question submitted in any convention. There shall be no voting by proxy.

- Sec. 6. The expenses of each delegate should be paid by the individual and/or the club represented by the delegate.
- Sec. 7. In the absence of the Governor from any convention of the district, the Board of Trustees shall designate a member of the District Board to act as chairman.
- Sec. 8. 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.
- Sec. 9. Within thirty (30) days after any 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 members of the Board of Trustees and to the District Administrator.
- Sec. 10. Each district convention program shall include the following:
- (a) Address by the Kiwanis District Governor or their representative.
  - (b) Awarding of the winning Achievement Reports.
  - (c) Awarding of the winning Single Service Activity Reports.
  - (d) An Oratorical Contest on a subject selected by the Board of Trustees of Key Club International, conducted under rules prescribed by the said Board.
  - (e) The submitting and judging of entries in the Scrapbook Contest.
  - (f) The nomination and election of officers for the ensuing year.

## **Article IX: VACANCES IN OFFICE BETWEEN CONVENTIONS**

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- Sec. 1. In the event between conventions of a vacancy in the office of Governor, the Board of Trustees shall elect a qualified member of a club in the district, to become Governor for the unexpired term.
- Sec. 2. In the event between conventions of a vacancy in the office of Lieutenant Governor, the Board of Trustees shall elect a qualified member of a club of the same division to fill the office for the unexpired term.
- Sec. 3. If a vacancy occurs in the office of the Secretary-Treasurer between conventions, the Board of Trustees shall elect a qualified member of a club to fill the office for the unexpired term.
- Sec. 4. Whenever it shall appear to the Governor that any Lieutenant Governor, District Secretary-Treasurer is failing to perform the duties of their office, the Governor shall give such district officer immediate notice of the fact and shall set a meeting not more than twenty-one days thereafter with such officer and the District 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 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 nominate a duly qualified replacement for him to serve the duration of their term. The Governor shall report such recommendation and all facts immediately to the District Board of Trustees for ratification of 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 their recommendation at the meeting, and action shall be taken.
- Sec. 5. Whenever it shall become apparent to the Board of Trustees and the District Administrator that the Governor is failing to perform their 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 District Board of Trustees to consider all facts and any reasons 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 a resignation is not voluntarily offered, the District Board of Trustees shall, with the approval of the Kiwanis Governor, declare the office vacant and the vacancy shall be filled in accordance with the provisions as contained in these bylaws.

## **Article X: REVENUE**

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- Sec. 1. Each member club shall pay to the district for each and every member the sum of \$7.00 per annum as district dues and district publications and subscription fees, of which no less than \$2.00 will be dedicated to supporting the district's annual convention. These dues and subscription fees shall accrue on October 1 and shall be remitted to the Kiwanis International Office, 3636 Woodview Trace, Indianapolis, Indiana 46268, by the individual club not later than December 1 of each year.
- Sec. 2. The amount of district dues and subscription fees shall be determined by the District Board of Trustees, with the approval of the District Administrator, and subject to approval at the next district convention by the district convention delegates. In no case shall the total district dues and subscription fees exceed the maximum amount paid for each member in International dues.
- Sec. 3. Assessments in excess of the annual dues may be made only upon a two-thirds (2/3) vote of all delegates attending an annual convention. Such assessments shall be for a duration of one year, but each succeeding convention may by a 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 or subscription fees, and must be approved by the Kiwanis District Board of Trustees, by the Key Club International Board and by the Kiwanis International Board.
- Sec. 4. All dues shall be paid within sixty (60) days after the same shall become payable.
- Sec. 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 for that year.

#### **Article XI: RULE OF ORDER**

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

#### **Article XII: AMENDMENTS**

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- Sec. 1. Amendments to these bylaws shall be made only at District Convention by a two-thirds (2/3) vote of delegates present, except that no amendment shall be presented for adoption without the approval of the District Administrator present at the convention.

#### **Article XIII: APPROVAL**

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- Sec. 1. 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.

**These bylaws were adopted (or amended) by the Louisiana-Mississippi-West Tennessee Key Club District House of Delegates on April 6, 2024.**