

BYLAWS OF THE FLORIDA DISTRICT OF KEY CLUB INTERNATIONAL, INC.

As amended April 6, 2019

ARTICLE I NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization shall be the Florida District of Key Club International, Inc.

Section 2. The boundaries within this District shall be coextensive with the boundaries of the Florida District of Kiwanis International. This District shall be sponsored by, but not a part of, Kiwanis International. This District shall operate under the responsibility and control of the Board of Trustees of the Florida District of Kiwanis International.

ARTICLE II OBJECTS

The objectives of this District shall be:

- a. To promote the objects of Key Club International,
- b. To coordinate the projects of member clubs,
- c. To strengthen and extend the Key Club movement,
- d. To increase the fellowship and cooperation effort of the clubs within the District,
- e. To promote the participation of the clubs within this District in the general objectives, programs and policies of this District and of Key Club International.
- f. To accept and promote the Constitutional objectives of Kiwanis International.
- g. To promote Kiwanis Family relations.

ARTICLE III DIVISIONS

Section 1. The territory of this District shall be divided into divisions and, when practical as determined by the Board of Trustees, the boundaries of which shall be coextensive with the boundaries of the divisions of the Florida District of Kiwanis International. Exceptions for geographic alignment may be made at the Winter Board Meeting of the Florida District of Key Club International Board of Trustees to be approved by the Florida Kiwanis District Board of Trustees, to be effective for the following Key Club administrative year.

Section 2. The territory of this District shall be divided into Zones which shall consist of divisions geographically aligned for the purpose of organization and the dissemination of information.

Section 3. The District Administrator shall designate divisions constituting any given zone.

ARTICLE IV MEMBERSHIP

Section 1. The membership of individual Key Clubs in this District shall consist of students from the upper four classes of the high school in which they are enrolled, interested in service, qualified scholastically, of good character, possessing leadership potential and having such other qualifications as shall be established by the sponsoring Kiwanis Club in cooperation with the proper school officials. A Key Club in a coeducational high school may not exclude persons from membership based on their gender. Also, membership may not be denied on the basis of race, color, religion, national origin, socioeconomic status, disability, or sexual orientation.

Section 2. Each Kiwanis sponsored Key Club in this District shall be a member of this District.

Section 3. Any member club with 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.

ARTICLE V OFFICERS

Section 1. The elected officers of this District shall be a District Governor, a Lieutenant Governor for each Division, a District Secretary, and a District Treasurer. No such District Officers shall be eligible to serve on the board of directors of his/her own Key Club for the year for which he/she was elected to District Office.

Section 2. The District Governor shall appoint individuals from member Key Clubs to the office of District Webmaster, District Editor, and District Executive Assistant within thirty (30) days of the election of the District Governor. No appointed District Officer shall be eligible to serve on the board of directors of his/her own Key Club for the year for which he/she was appointed to District Office.

- a. Applications for the office of District Webmaster, District Editor, and District Executive Assistant shall be made available to all member clubs at least sixty (60) days prior to the date of the District Education and Leadership Conference (District Conference). Applications may be made available by electronic means.
- b. The District Governor, with the advisement of the District Administrator and with the consent of the District Board of Trustees, shall select and appoint a District Webmaster, District Editor, and District Executive Assistant from among the qualified applicants for office.
- c. The District Governor, with the advisement of the District Administrator and with the approval of the District Board of Trustees, may also appoint different members to the District Board of Trustees to serve as Standing Committee Chairs.

Section 3. Each District Officer and appointed board member shall be an active member of a club in good standing in the District. Each Lieutenant Governor shall be

an active member of a club in the division from which he/she is elected. No District Officer shall be elected to office who will graduate before the next succeeding District Conference.

Section 4.

- a. Each Lieutenant Governor shall be elected at a Divisional Caucus held as a part of the spring rally. If a valid election cannot be held at the spring rally, a Lieutenant Governor may be elected at a Divisional Council Meeting (DCM) at which the Assistant Administrator or his/her designee is present. If a tie results, or a quorum is not attained, the Division shall reconvene at the District Conference to elect the Lieutenant Governor. A quorum shall be defined as one-third (1/3) of the Division's dues paid clubs. The District Governor shall appoint the Lieutenant Governor, with the approval of the District Board of Trustees, if no Lieutenant Governor has been elected by the close of the annual District Conference.
- b. The District Governor, the District Secretary, and the District Treasurer shall be elected at the annual Florida District Education and Leadership Conference.
- c. All members in good standing shall be eligible to run for any District Office and to have their names placed in nomination from the floor during the first general session of the annual District Conference. Upon the conclusion of the first general session, nominations shall be permanently closed. All candidates so nominated shall have the same privileges of participating in caucuses, preparing and displaying campaign literature, and speaking before the House of Delegates.
- d. No candidate shall be permitted to publish campaign literature or distribute items which will support their campaign. No money may be spent on one's campaign. All other election and campaign rules shall be established by the Florida District Board of Trustees no later than the Fall Board Meeting.

Section 5. The District Governor, the District Secretary, and the District Treasurer shall be installed in office during the annual District Conference at which they are elected. The Lieutenant Governors shall be installed in the office during the next annual District Conference following their election. All District Officers shall serve a term of one (1) Key Club year from their installation during one District Conference to their retirement at the following District Conference.

Section 6.

- a. The District Governor shall be the executive officer of the District and shall preside at all meetings of the Florida District Board of Trustees. The District Governor shall be a non-voting ex-officio member of all standing and special committees of the Florida District. It shall be the duty of the District Governor to attend any Convention of Key Club International.
- b. The Lieutenant Governors shall assist the District Governor in the work of the District in their respective Divisions. Each Lieutenant Governor shall follow the terms of their service agreement he/she signed upon election/ appointment.

- c. The District Treasurer shall be responsible for all programs to encourage clubs to pay their dues on time, promote membership growth, promote the Florida Opportunity Fund (FLOF), and promote the District Endowment Fund. The District Treasurer shall submit a report at each meeting of the Board of Trustees and at such other times as the District Governor or the District Board may require. The District Treasurer shall be responsible for presiding over FLOF Committee and all other duties concerning the grant monies. The District Treasurer shall perform such other duties as may be assigned to him/her by the District Governor or the District Board of Trustees.
- d. The District Secretary shall keep all records of the District Conference and the meetings of the District Board of Trustees and the meetings of the Executive Committee of the District Board. The District Secretary shall submit a report at each meeting of the District Board and at such other times as the District Governor or the District Board may require. The District Secretary shall be responsible for tracking service hours performed by members of the District and reporting such hours monthly. The District Secretary shall perform such other duties as may be assigned to him/her by the District Governor or the District Board of Trustees.
- e. The District Webmaster shall be responsible for the development and maintenance of the Florida District Website. The District Webmaster shall cooperate with District Governor and members of the District Board of Trustees and shall perform other duties as may be assigned him/her by the District Governor or the District Board of Trustees.
- f. The District Editor shall be responsible for editing and publishing the official Florida District publication with approval of the District Administrator. The District Editor shall cooperate with members of the District Board of Trustees to highlight activities occurring throughout the Florida District of Key Club International and share said knowledge.
- g. The District Executive Assistant shall cooperate with the District Administrator, District Governor, District Treasurer, and District Secretary to assure all responsibilities and/or assignments may be easily and timely completed. They shall actively assist the aforementioned officers when requested and be available to receive such requests.

ARTICLE VI BOARD OF TRUSTEES

Section 1. The District Board of Trustees shall consist of the District Officers, members appointed by the District Governor and approved by the District Board of Trustees, the Key Club District Administrator and any other person designated by the District Administrator to serve as a non-voting member. All members of the Board of Trustees, except as otherwise defined in these Bylaws, shall have voting rights.

Section 2. The management and control of the affairs of the District not otherwise provided for in these Bylaws shall be vested in the District Board of Trustees, subject to

the direction of the Key Club District Administrator, the Board of Trustees of the Florida District of Kiwanis and the board of Trustees of Key Club International.

Section 3. All official actions of the District Board of Trustees shall be recorded in the minutes of the District Board of Trustees or in the minutes of the Executive Committee of the District Board of Trustees.

Section 4. Either the District Governor or the District Secretary shall notify each member of the District Board of Trustees, the Director of Key Club International, the representatives of the Board of Trustees of Key Club International to the District Board and the officers of the Florida District of Kiwanis, in writing, of the time, place and date of any meeting at least thirty (30) days in advance of the date of such meeting.

Section 5. In the absence of the District Governor from a meeting of the District Board of Trustees, the District Secretary shall serve as Chair. In the absence of the District Governor and the District Secretary, the District Treasurer shall serve as Chair.

Section 6

One half (1/2) of the total members of the District 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 fifteen (15) days after any special or regular meeting of the District Board of Trustees, the District Secretary shall make a report of the proceedings of the meeting, and shall transmit a copy thereof to all members of the District Board of Trustees, the Director of Key Club International, the District Administrator, the Governor and the Executive Director of the Florida District of Kiwanis.

Section 8. Any candidate wishing to be endorsed by the District for any Key Club International office, if endorsement by the delegates at District Conference is not sought, must request endorsement by the Board of Trustees no later than the closing of the first official Board of Trustees Meeting.

ARTICLE VII COMMITTEES

Section 1. There shall be such standing and special committees as shall be proposed by the District Governor in consultation with the District Administrator and approved by the District Board of Trustees. The District Governor in consultation with the District Administrator will designate the duties of each committee.

Section 2. The District Governor shall have the power to assign members of the District Board of Trustees as chairperson and members of any approved committees.

Section 3. The Executive Committee of the Florida District Board of Trustees of Key Club International shall consist of the District Governor, the District Secretary, the District Treasurer, and the District Administrator. The Executive Committee also shall include the appointments of a District Editor, a District Webmaster, and a District Executive Assistant.

- a. The Executive Committee shall at all times consist of officers from the Florida District Board of Trustees.
- b. The Governor of the Florida District Board of Trustees shall be Chair of the Executive Committee.
- c. The presence of 1/2 of the members of the Executive Committee shall constitute a quorum.
- d. The Executive Committee shall meet at the call of the Governor or the Chair of the Board of Trustees and minutes shall be kept by the Secretary. All action taken shall be reported to the next meeting of the Board of Trustees for approval.
- e. The Executive Committee shall have, and may exercise, all powers and authority of the Board of Trustees when said Board is not in session.

ARTICLE VIII DISTRICT EDUCATION AND LEADERSHIP CONFERENCE

Section 1. A District Education and Leadership Conference (District Conference) of the Key Clubs in this District shall be held once in each calendar year at such place and date as negotiated by the Executive Director of the Florida District of Kiwanis in consultation with the District Administrator.

Section 2. The District Secretary shall send to each club and to the Director of Key Club International an official call to the annual District Conference at least sixty (60) days prior to the date of District Conference. The official call may be made by electronic means. The District Board of Trustees shall have full supervision and management of all District Conferences under the supervision of the Key Club District Administrator and the Florida Kiwanis Board of Trustees.

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

Section 4. The members of the District Board of Trustees who have voting rights on the board 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 District Conference. There shall be no voting by proxy.

Section 6. In the absence of the District Governor from any District Conference of the District, the District Secretary shall serve as Chair.

Section 7. A quorum at any District Conference 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 designated as being in Active status by Key Club International.

Section 8. Within thirty (30) days after any District Conference, the District Secretary shall make a report of the proceedings of the District Conference including a synopsis of all actions taken and shall transmit a copy thereof to the members of the District Board of Trustees, the Director of Key Club International, and the Governor and Executive Director of the Florida District of Kiwanis.

Section 9. Each annual District Conference Program shall include the following:

- a. The nomination and election of officers for the ensuing year.
- b. An address by the Governor of the Florida District of Kiwanis or a designated representative.
- c. Contests subscribing to the rules set by the Key Club District Board of Trustees.
- d. Appropriate awards presented to the various clubs and/or individuals in all District Conference contests.

Section 10. Delegates to any District Conference may endorse candidates for the offices of Key Club International to conform to policies of the Board of Trustees of Key Club International.

ARTICLE IX VACANCIES IN OFFICE BETWEEN DISTRICT CONFERENCES

Section 1. If between District Conferences a vacancy occurs in the office of District Governor, a Board of Trustees member shall serve as District Governor for the unexpired term. The appointment of a Board of Trustees member to serve as District Governor will be selected by the Executive Committee and approved by the Board of Trustees.

Section 2. If between District Conferences a vacancy occurs in the office of District Secretary, District Treasurer, District Webmaster, District Editor, or District Executive Assistant the District Governor shall appoint a replacement with the consultation of the District Administrator and consent of the District Board of Trustees.

Section 3. The District Governor may make interim appointments between meetings of the District Board of Trustees to fill vacancies occurring in the office of District Secretary, District Treasurer, District Webmaster, District Editor, or District Executive Assistant. Such appointments shall be submitted to the District Board of Trustees for approval at the next succeeding meeting.

Section 4

- a. Whenever it shall appear to the District Governor that a member of the Board of Trustees is not performing his/her duties, or has conducted himself/herself in a manner unbecoming of a member of the Kiwanis Family in apparent violation of the District Key Club policies, the District Governor, in consultation and with consent of the Executive Committee and the District Administrator, may place the said District Officer on probation. In the event that the non-performance and/or misconduct are by the District Governor, the Executive Committee, with the consent of the District Administrator, may place him/her on probation. The conditions of this probation shall be written and provided to said District Officer, with a copy to the District Administrator.
- b. Should the District Officer fail to meet the terms of this probation within a reasonable and agreed upon time, the District Governor, or the Executive

Committee in the case of the District Governor, may suspend such District Officer from the position, with the approval upon a majority vote of the remaining Executive Committee members. Following the suspension of such District Officer, the District Governor, with majority consent of the Executive Committee, may make an interim appointment to the position, pending the results of any appeal of the suspension from office. In the event that the suspension is of the District Governor, the District Secretary shall act as the interim District Governor, pending the results of any appeal of the suspension from office.

- c. The suspended District Officer may give notice of an appeal of the suspension to the District Board of Trustees no later than fourteen (14) calendar days from the date of the written notice of suspension. In the event of such notice of an appeal, the suspension shall be considered at the next official meeting of the Executive Committee in accordance with the Official Procedures of the District Board in such cases. Such notice of an appeal shall be in writing and shall be given to the District Governor and the District Administrator.

Section 5. Replacements for Lieutenant Governors shall not be usually made after the official Leadership Training Conference. The administration of division without a Lieutenant Governor shall be arranged by the District Governor in consultation with the District Administrator and upon approval by the District Board of Trustees.

Article X Revenue

Section 1. Each member shall pay annual District dues of five dollars and fifty cents six dollars (\$6.00)

Section 2. One dollar (\$1.00) of each District dues shall be designated for the Florida Key Club Endowment Fund, whose purpose is to provide college scholarships and funds to reduce the cost of the annual District Education and Leadership Conference (DCON).

Section 3. One dollar (\$1.00) of each District dues shall be designed for the Florida Opportunity Fund (FLOF).

- a. It will be the primary purpose of the Florida Opportunity Fund to provide grants to clubs in good standing with the District and with Key Club International to assist in covering the cost of service projects, except as otherwise provided for in these Bylaws.
- b. All FLOF funds shall be segregated in an interest-bearing account.
- c. Lieutenant governors may also apply for FLOF grants to fund divisional projects. In the case of a lieutenant governor applying for a grant, the respective zone administrator shall fill out the part of the application that is intended for the lieutenant governor's comments.
- d. The FLOF grant cycle shall begin October 1st and end September 30th in accordance with the Kiwanis year.
- e. Funds remaining in the FLOF account at the end of the fiscal year may be designated by the Key Club District Board of Trustees for any one or more of the following:
 - i. College scholarships.

- ii. Reduction of registration costs of the annual District Conference.
- iii. Establishment of an endowment whose purpose shall be defined by the Florida District of Key Club Board of Trustees and consistent with the district's mission.
- iv. Contributions to such established endowment(s).

f. The District Governor will appoint a committee that will decide how money is allocated. The Florida Opportunity Fund shall be otherwise governed by policies and procedures approved by the Board of Trustees at their Fall Board Meeting.

Section 4. Fifty cents (\$0.50) will go towards zone expenses.

- a) The money will be distributed proportionately across all zones in accordance with the number of dues paid members from each zone.
- b) Zone expenses may include:
 - I. Zone wide events
 - II. Expenses related to division council meetings
- c) Money expended for these and any other purposes described outside of this section must be approved by the District Administrator in consultation with the Executive Committee.

Section 5 4. The House of Delegates meeting at an annual District Conference may increase the dues per member with a two-thirds (2/3) vote of the delegates present. Any increase shall be limited to the maximum amount for District Dues permitted by Key Club International.

Section 6 5. A minimum level of District Conference reserves as directed by the Florida Kiwanis District Board of Trustees will be maintained each year in an interest bearing account.

Section 7 6. The Key Club District Board of Trustees shall determine in their annual budgets how any surplus revenue from District Conference or prior year's unused operating funds shall be allocated. No surplus funds from any source, except as otherwise defined in these Bylaws, shall be restricted from being used in any part of the Key Club District's budgets.

ARTICLE XI RULES OF ORDER

Robert's Rules of Order, Latest Edition shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE XII AMENDMENTS

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

present at the District Conference. All proposed amendments must be submitted to the District Administrator sixty (60) days prior to the opening of District Conference. If a Board of Trustee endorsement is requested for a proposed amendment, then it must be submitted to the District Administrator at least fourteen (14) days prior to the first meeting of the Board of Trustees after January 1 of that Key Club year, for review and decision. The District Administrator shall then send a copy of all proposed amendments to the presidents of each club no later than thirty (30) days prior to the opening of District Conference.

Section 2. All amendments or additions shall not become effective until they have been approved by the Board of Trustees of the Florida District of Kiwanis and by the Board of Trustees of Key Club International.

ARTICLE XIII ADMINISTRATIVE YEAR

The administrative year for this District shall compromise the period beginning with the first day following the annual District Conference to the last day of the next succeeding annual District Conference.

AMENDED by Vote of the House of Delegates at the eighty- first (81st) annual District Conference of the Florida District of Key Club on April 6, 2019.