



**Wisconsin-Upper Michigan District  
Key Club International  
BYLAWS**

**Article I**

Name and Territorial Limits

Section 1

The name of this organization shall be Wisconsin-Upper Michigan District of Key Club International, hereby known as WI-UM Key Club. It shall be sponsored and supervised by, but not a part of, Kiwanis International. It shall operate under the responsibility of the WI-UM Kiwanis District Board of Trustees under which it functions.

Section 2

The boundaries within which it will function shall be coextensive with the boundaries of the Wisconsin-Upper Michigan District 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 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 Key Club International.
- To accept and promote the Constitutional Objects of Kiwanis International.
- To strengthen the WI-UM Kiwanis Family relations.

**Article III**

Divisions

Section 1

The territory of this District shall be divided into Divisions with the boundaries of said Divisions being those approved by the Wisconsin-Upper Michigan District Board of Trustees of Kiwanis International.

**Article IV**

Membership

Section 1

Each Key Club in this District shall be a member of this District.

Section 2

Any member club more than sixty (60) days with outstanding debts 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 in this District.

Section 4

Clubs of this District shall not assess membership requirements in excess of those set forth in the Key Club International Bylaws. Additional requirements include, but are not limited to, a minimum grade-point average, mandatory service at a club event, and/or selective application processes. Should it be required by school policy, clubs shall be allowed to assess additional membership requirements after notifying the Board of Trustees in writing.

**Article V**  
Officers

Section 1

The Officers of this District shall be a Governor, a Secretary/Treasurer, a Bulletin Editor; Director of Committees, Outreach Coordinator, and a Lt. Governor for each Division where there are two (2) clubs or more.

Section 2

Each Officer shall be an active member in good standing in a club in good standing in the District. Each Lt. Governor shall be a member of a club in good standing in the Division from which they are elected. No member shall be elected to office that is eligible for graduation before the next succeeding District Leadership Conference (DCON). No District Officer shall be eligible to be a club officer at their home Key Club for the term in which they are elected to office.

Section 3

All officers shall enter upon their official duties on the last day of the District Leadership Conference (DCON) each year and shall serve for one term until the last day of the next District Leadership Conference (DCON).

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. They shall be an ex-officio member of all standing and special committees. It shall be their duty to attend all conferences of Key Club International. Specific duties and responsibilities are outlined in the signed Service Agreement.
- b. The Lt. Governor shall assist the Governor in the work of the District, and shall conduct one training conference for all club officers and members in their respective Division following the District Leadership Conference (DCON) at which they were inducted. Specific duties and responsibilities are outlined in the signed Service Agreement.
- c. The Secretary/Treasurer shall:
  - Keep records and submit reports of the District Leadership Conference (DCON) and of the meetings of the Board of Trustees. They will be responsible for the compiling and distribution of a District directory listing all Key Clubs, their officers, and their respective Kiwanis and Faculty advisors. Distribution of said directory to District Board of Trustees and to clubs requesting a copy shall be prior to November 1<sup>st</sup>.
  - In charge of all correspondence pertaining to the collection of dues and other financial matters. They will work closely and within the supervision of the District Administrator, or their designate. They shall assume any and/or all responsibilities given by the District Administrator, or their designate, and the Governor.
  - The Secretary/Treasurer shall make a report at each official meeting and at such times as the Governor or the Board of Trustees may require. Specific duties and responsibilities are outlined in the signed Service Agreement.
- d. The District Bulletin Editor shall compile, edit, and distribute a minimum of four (4) issues of the District Bulletin. They shall appoint the members that are necessary for the completion of these duties, "The Key to Caring". Specific duties and responsibilities are outlined in the signed Service Agreement.
- e. The Director of Committees shall recommend appointment of each of the District Committee Chairpersons, and oversee the workload of the District Committees. Specific duties and responsibilities are outlined in the signed Service Agreement.
- f. The Outreach Coordinator shall develop partnerships to benefit clubs and the membership by raising awareness of current partnerships and exploring opportunities for new partnerships. Specific duties and responsibilities are outlined in the signed Service Agreement.
- g. All Officers, with the exception of the District Administrator, their Assistants, and Adult Committee member(s), will be elected at the Annual District Leadership Conference. The Governor-Elect of the Wisconsin-Upper Michigan Kiwanis District shall appoint the Key Club District Administrator. The Key Club District Administrator shall appoint Assistant Administrator(s) and Adult Committee member(s).

### Section 5

Each Division shall hold a Division Council Meeting (DCM) at the District Leadership Conference (DCON), for the election of their Lieutenant Governor. Two (2) delegates from each club in the division will vote for a Lieutenant Governor for their own division.

In the event of a tie in the election of a Lieutenant Governor by the votes of a specific division, the victor shall be determined by the vote of that division's Lieutenant Governor, unless the current Lieutenant Governor is running for that specific division again, and in the event of a tie in that election, the candidates must re-caucus in front of the entire House of Delegates, and the House will then be considered the tie-breaker.

### Section 6

All District Officers must complete a service agreement, which shall outline the minimum requirements of office. The form must be submitted with the required signatures to the District Administrator no more than two (2) weeks after election or appointment.

## **Article VI** Board of Trustees

### Section 1

The Board of Trustees shall consist of the District Officers, District Key Club Administrator and Assistant(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 and the Board of Trustees of Key Club International.

### Section 3

Executive Officers and the District Key Club Administrator must approve all official actions of the Board of Trustees between District Leadership Conferences (DCON).

### Section 4

With the exception of emergency meetings, the Governor shall notify each member of the Board of Trustees in writing of the time, place, and date of meeting, at least two (2) weeks in advance.

### Section 5

In the absence of the Governor from a meeting, the Governor shall designate a member of the Board of Trustees to act as chairperson.

### Section 6

A quorum of the Board of Trustees shall be set at a majority (one more than half) of the total members of the Board of Trustees present at any meeting not counting the Administrator or their Assistant(s). Voting on all motions shall be by members present and voting, and shall decide all questions on the Board of Trustees except where Bylaws or parliamentary authority may require greater numbers.

### Section 7

Within twenty-one (21) days after any special or regular meeting of the Board of Trustees, the Secretary/Treasurer shall make a report of the proceedings of the meeting, comprising a complete analysis of all actions taken and shall transmit a copy thereof to the District Board of Trustees. The Secretary/Treasurer shall transmit a summary of the proceedings of the meeting to all Club Secretaries who so request.

### 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/Treasurer and/or the District Administrator, 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 Board of Trustees. The Board of Trustees shall designate the duties of the committee at the time of authorizing any committee. The Governor shall have, in emergencies, power to authorize and designate the duties of temporary committees.

**Article VIII**  
District Leadership Conference (DCON)

Section 1

A Leadership Conference (DCON) of the Key Clubs of this District shall be held once in each calendar year at such time and place approved by the Board of Trustees of the Key Club District.

Section 2

The District Secretary/Treasurer shall transmit to each club and the Administrator of Key Club International, an Official Call to the Annual District Leadership Conference (DCON) at least thirty (30) days prior to the date of the conference. The Board of Trustees shall have full management of all conferences under the supervision of the District Key Club Administrator and the Wisconsin-Upper Michigan Kiwanis District. Key Clubs may be assigned responsibilities in conducting the conference.

Section 3

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

Section 4

The District Officers shall be delegates-at-large at the District Leadership Conference.

Section 5

Each accredited delegate shall be entitled to one (1) vote on each issue submitted. There shall be no voting by proxy.

Section 6

In the absence of the Governor from the District Leadership Conference, the Governor shall appoint a member of the Board of Trustees to act as chairperson.

Section 7

A quorum at the District Leadership Conference shall be comprised of the official delegates in attendance representing no less than one-third (1/3) of the total number of clubs within the District.

Section 8

Within fourteen (14) days after the District Leadership Conference, the Secretary/Treasurer shall make a report of the proceedings of the conference, including complete synopsis of all action taken, and shall submit a copy thereof to the Administrator of Key Club International and to the members of the District Board of Trustees.

Section 9

A nominating conference is held at the District Leadership Conference in order to narrow the field of candidates for each office where there are more than two (2) candidates. The nominating conference shall nominate to the House of Delegates two (2) candidates for each office. The conference shall be comprised of three (3) members selected from each Division and all District Officers.

Section 10

The House of Delegates shall elect the Governor, Secretary/Treasurer, Bulletin Editor, Director of Committees, and Outreach Coordinator at the District Leadership Conference for the following term. The House of Delegates must also endorse all candidates

running for International Office. The House of Delegates shall have the power to amend this District's Bylaws and enact resolutions pertaining to this organization. The Elections Committee and Credentials Committee shall be enacted at the District Leadership Conference to assist in the election of said officers. Caucusing is provided so that the members of the District have the opportunity to question and evaluate the candidates' performance and qualifications to serve as an officer for this District.

#### Section 11

The candidates for any executive office "who are not elected to an executive office" shall have the option to become a candidate for the position of Lieutenant Governor of their home division or that of an otherwise vacant division's Lieutenant Governor.

### **Article IX**

#### **Discipline and Vacancies in District Office**

#### Section 1

In the event of a vacancy in the office of Governor, between conventions, the Board of Trustees shall elect a member of the Board of Trustees, or a former member of the Board of Trustees, who is an active member in good standing of a club in the District, to serve as Governor for the un-expired term.

#### Section 2

In the event of a vacancy in the office of Lt. Governor, between conventions, the Governor shall appoint, with the approval of the Board of Trustees, a qualified member in good standing of a club in the District to fill the office for the un-expired term. Candidates of that same Division shall be given first consideration.

#### Section 3

Whenever it shall appear to the Governor that any Lieutenant Governor, District Secretary/Treasurer, District Bulletin Editor, Director of Committees, or Outreach Coordinator is failing to perform the duties of their office, the Governor shall give such District officer(s) immediate notice of the fact and shall set a reasonable date not more than twenty-one (21) days thereafter that said officer must comply with the requirements specifically stated. If the said officer shall refuse to comply with the aforementioned requirements and if it shall appear that the alleged facts are true, then the Governor shall have the power, with approval of the District Administrator and the Executive Committee, to remove said officer and to appoint a duly qualified replacement for them to serve the duration of the removed officer's term.

#### Section 4

Whenever it shall appear to the Governor that any District Chairperson, whereas they were appointed by the Governor, and are serving at his/her leisure, is failing to perform the duties of their office, the Governor, with the approval of the District Administrator, has the power to immediately remove said officer, or put the officer on probation, following the same procedure as that which applies to any Lieutenant Governor, District Secretary/ Treasurer, or District Bulletin Editor. Once said officer has been removed, the Governor may then appoint a duly qualified replacement for him/her to serve the duration of the removed officer's term.

#### Section 5

Whenever it shall become apparent to the District Administrator or the Board of Trustees that the Governor is failing to perform their duties, it shall be the responsibility of the District Administrator with the approval of the Kiwanis District Governor, to call a special meeting of the Board of Trustees to consider all facts and any reason(s) 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 the allegations are found true and a resignation is not voluntarily offered, the District Board of Trustees shall, and with the approval of the Kiwanis District Governor, declare the office vacant and the vacant office shall be filled in accordance with the provisions contained in these bylaws.

#### Section 6

In the unlikely event that both the Key Club District Governor and the Key Club Board of Trustees act in concert to the detriment of the Key Club District, the Key Club District Administrator and the Governor of the Wisconsin-Upper Michigan District of Kiwanis are empowered to declare the office of the Key Club Governor to be vacant. Such vacancies shall be filled according to the procedure set forth by these bylaws.

**Article X**  
Revenue

Section 1

Each member club shall pay for each and every member, the sum of seven dollars (\$7) per annum as District dues. Collection for dues shall begin October 1. All dues shall be sent to Key Club International no later than December 1 of each year. The date for the District's Early Bird Dues Award shall coincide with the Key Club International Early Bird Dues Award.

Section 2

The amount of District dues shall be determined by the Board of Trustees, subject to the approval of the delegates and the Key Club District Administrator at the next District Leadership Conference. In no case, shall the District dues exceed the International dues.

Section 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 District Leadership Conference, or by two-thirds (2/3) vote of the clubs in the District between the District Leadership Conference.

Section 4

All dues shall be paid within sixty (60) days or by December 1st of each year or the club shall be declared delinquent and not in good standing.

Section 5

Members of clubs who are inducted into the club after club dues have been paid will not be considered official members until their dues have been paid and their names have been added to the official club roster at Key Club International.

**Article XI**  
Rules of Order

Section 1

The latest edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedures not specifically covered in these Bylaws.

**Article XII**  
Amendments

Section 1

Amendments to these Bylaws shall be made only at the District Leadership Conference by a two-thirds (2/3) vote of the House of Delegates present, provided however, no amendments shall be represented for adoption without the approval of the District Key Club Administrator present at the conference.

**Article XIII**  
Approval

These Bylaws and all amendments or additions shall not become effective until the Wisconsin-Upper Michigan Key Club Board of Trustees, the Wisconsin-Upper Michigan Kiwanis District Board, and Key Club International have approved them.

As approved:	March 30, 1957	Wisconsin Dells, WI
As amended:	April 20, 1967	Green Bay, WI
	April 13, 1968	Green Bay, WI
	April 26, 1970	Appleton, WI
	April 04, 1976	Stevens Point, WI
	March 25, 1982	Madison, WI
	March 24, 1984	Madison, WI
	March 31, 1985	Oconomowoc, WI
	March 26, 1995	Oconomowoc, WI
	March 23, 1997	Green Bay, WI
	March 24, 1998	Green Bay, WI

April 01, 2001	Green Bay, WI
March 24, 2002	Green Bay, WI
March 11, 2007	Green Bay, WI
March 4, 2012	Green Bay, WI
March 2, 2013	Green Bay, WI
March 14, 2015	Green Bay, WI
March 4, 2017	Green Bay, WI
March 17, 2019	Green Bay, WI
May 8, 2020	Virtual Vote - Canceled DCON
February 6, 2021	Virtual DCON - via Zoom
February 5, 2022	Green Bay, WI and Virtual vote