

Circle K International Bylaws



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Governing
Documents of
Circle K
International

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ARTICLE 1. NAME AND EMBLEM

Section 1. Name.

The name of this organization shall be Circle K International and shall also be known by its initials "CKI."

Section 2. Authority to Adopt Emblem and Insignia.

The CKI Board of Trustees shall adopt an official emblem and other insignia.

Section 3. Club Use of Emblem and Insignia.

Any officially chartered club in good standing shall be entitled to use the emblem and insignia.

Section 4. Emblem and Insignia Used for Authorized Purposes.

The name, emblem, and insignia of Circle K International shall be used for only such purposes as shall be authorized by the CKI Board of Trustees, subject to the approval of the Circle K International Director. In no case shall they be used as a trade name or trademark, nor in a way or for a purpose that demeans or impugns the name of Circle K or Kiwanis.

ARTICLE 2. OBJECTS, MISSION, AND VISION

Section 1. Objects.

The objects of this organization shall be:

- To emphasize the advantages of the democratic way of life; To provide the opportunity for leadership training in service; To serve on the campus and in the community;
- To cooperate with the administrative officers of the educational institutions of which the clubs are a part; To encourage participation in group activities;
- To promote good fellowship and high scholarship;
- To develop a global citizenship and the spirit of service for improvement of all human relationships; To afford useful training in the social graces and personality development; and
- To encourage and promote the following ideals:
- To give primacy to the human and spiritual rather than to the material values of life; To encourage the daily living of the Golden Rule in all human relationships;
- To promote the adoption and the application of high social, business and professional standards;
- To develop, by precept and example, a more intelligent, a global, and serviceable citizenship;
- To provide through Circle K clubs a practical means to form enduring friendships, to render altruistic service, and to build better communities; and
- To cooperate in creating and maintaining that sound public opinion and high idealism, which make possible the increase of righteousness, justice, patriotism and goodwill.

Section 2. Mission and Vision.

Circle K International is the organization that holds the promise of college student becoming tomorrow's leader. It exists to meet the personal needs of the individual collegian through the qualities of leadership, the rewards of service, and the unique spirit of fellowship. Circle K's potential lies in its ability to positively influence those in society who are facing ultimate personal decisions, and those who will one day create the vision of humanity for generations to come. Circle K is the embodiment of those qualities necessary to shape the future, realized in the colleges and universities. Circle K International is dedicated to the realization of humanity's potential.

The Mission of Circle K International shall be: Circle K International develops college and university students into a global network of responsible citizens and leaders with a lifelong commitment to service.

The Vision of Circle K International shall be: to be the leading global community-service organization on college and university campuses that enriches the world one member, one child and one community at a time.

The Tenets of Circle K International shall be: Service, Fellowship and Leadership.

Section 3. Member Pledge.

The CKI Member Pledge shall be: "I pledge to uphold the Objects of Circle K International, to foster compassion and goodwill toward others through service and leadership, to develop my abilities and the abilities of all people, and to dedicate myself to the realization of humanity's potential".

ARTICLE 3. POWERS

Section 1. Powers of Circle K International.

The powers of Circle K International shall be:

- To direct, manage, supervise and control its business, property and funds; and
- To create, supervise, assist, and control chartered clubs and groups of chartered clubs in divisions, districts, and regions.

Section 2. Control and regulation by Kiwanis International.

All policies and actions of Circle K International shall be subject to the suggestions, recommendation, and regulations by the Board of Trustees of Kiwanis International.

ARTICLE 4. INTERNATIONAL OFFICE

The office and mailing address of Circle K International shall be at such place as may be selected and designated by the Board of Trustees of Kiwanis International.

ARTICLE 5. MEMBERSHIP OF CIRCLE K INTERNATIONAL

Section 1. Clubs.

The membership of Circle K International shall consist of Circle K International clubs which have been accepted by the CKI Board of Trustees and certified in the manner prescribed in these Bylaws.

Section 2. Club Name.

The name of a club shall be given on its Charter of Membership.

Section 3. Club Objects.

The objects of a club shall be the same as the Objects of Circle K International.

Section 4. Club Vision.

The vision of a club shall be the same as the Vision of Circle K International.

Section 5. International Fees, District Dues and Membership Roster.

Prior to the beginning of each fiscal year, the Circle K International Director, working with Kiwanis International Member Services, shall communicate to the advisor(s) and board of officers of each active Circle K club that the online membership reporting is available for submitting club rosters including member contact information for official records. Upon submission of a club roster, the Circle K club shall remit payment for applicable International and district dues.

Section 6. Club Bylaws.

Each club shall adopt the Standard Form for Club Bylaws, which may be modified only as approved by their district Board of Officers and the CKI Board of Trustees. The bylaws of a club may be amended by a vote at any regular meeting of the club, provided that written notice of such proposed amendments shall have been given the membership at least two (2) weeks prior to the meeting at which they are considered. All such amendments must be consistent with these Bylaws and shall become effective only after submission to and approval by the Director of CKI.

ARTICLE 6. CHARTERING OF CLUBS

Section 1. Granting of Charter.

Each prospective Circle K club meeting all requirements and obligations as listed in the Policy Code and agreeing to be bound by the Bylaws of Circle K International shall be granted an official Circle K Charter.

Section 2. Chartering of Multiple-School Club.

1. A multiple-school club (e.g., non-traditional or electronic club) is defined as a club that is composed of students from two (2) or more educational institutions that meet the following criteria:
 - a. All are within the same Circle K International District
 - b. All are standard degree-granting colleges, universities, junior colleges, and/or vocational technical schools that have been certified by the appropriate national, state, or provincial board(s) of education.
 - c. None of the associated educational institutions currently have a chartered and active CKI club.
2. Charters for multiple-school clubs will be governed by regular chartering rules, with the club enrollment being cumulative, based on the total enrollment of all associated educational institutions.
3. The name of the club will be determined by the club members, subject to approval by the CKI and KI districts.
4. All multiple-school clubs must be sponsored by that Kiwanis district or a Kiwanis club in good standing in the district.
5. The charter paperwork shall be submitted to the International Office and shall include the names of all educational institutions associated with the club.
6. The multiple-school club shall pay the same financial obligations as "traditional" single-school CKI clubs.

Section 3. A Single-School Club Re-Chartering to a Multi-School Club.

For cases in which one Circle K International club is already chartered, the Board of Officers of the district, with the approval of the Director of Circle K International, may grant permission for the club to allow students from other local institution(s) as defined elsewhere in this article to become members of said club, thus forming a multiple-school club.

Section 4. Club Satellites.

- a. A club satellite shall be a club formed as a subsidiary of an active Circle K International club (hence known as the host CKI club).
 - a. Agreement from the following parties must be obtained to form a satellite club.
 - a. The host CKI club
 - b. The sponsoring Kiwanis club(s) of the host CKI club
 - c. The district board of officers
 - d. The CKI Director in conjunction with the CKI Executive Committee
 - b. Both the host and satellite clubs are expected to honor all rules from their respective student governments.
- b. A club satellite must be within reasonable range of the host club and be within the same district.
- c. Club satellite members will count as additional members to the active CKI club and be treated as such, save for the following exceptions
 - a. Club satellite members shall not count towards membership numbers in awards.
 - b. Club satellite members shall not count towards the minimum membership for a club to be active.
 - c. Club satellite members may only hold an appointed, non-voting role within the host club.
 - d. Satellite club members that hold a position will remain a member of the host club in that position until their term has ended or a substitute has been elected.

- d. A club satellite recognition shall cease to exist either two years after the date of final approval or upon the chartering of a full CKI club at the institution.
 - a. A club satellite may renew its recognition with the approval of the parties in subsection 3.
- e. If at any point the host CKI club ceases to be active, the club satellite shall also be deemed inactive.
- f. In cases where there are conflicts between rules set by a student government and this text, the student government rules shall supersede this section of the bylaws.
- g. No CKI club may host more than two (2) club satellites at the same time.

Section 5. Electronic Clubs.

An electronic club (e-club) shall be a club formed of members who participate primarily by electronic means across a pre-determined geographic range that meets the following criteria:

- a. All members of the e-club must be enrolled in accredited degree-granting colleges, universities, junior colleges, and/or community colleges that have been certified by the appropriate national, state, or provincial board(s) of education which are within the area of the home district of the club.
- b. All e-clubs shall be assigned to a geographic area determined by CKI which does not currently have a chartered and active CKI club.
- c. All e-clubs must be approved by the Kiwanis and CKI district where the club is located and sponsored by that Kiwanis district or a Kiwanis club in good standing in the district.
- d. The e-club shall pay the same financial obligations as a traditional CKI club.
- e. The e-club may have members from multiple institutions.
- f. There may be more than one e-club within a district as long as those e-clubs do not overlap geographically.
- g. The geographic areas for e-clubs shall not extend across district boundaries.

Section 6. Incorporation of Club.

If permitted by state, provincial or national law, a Circle K International club after receiving its charter may incorporate as a non-profit corporation subject to the approval of the Circle K International Board of Trustees, but only by the name designated in its charter, such as the "Circle K International Club [insert name]" and said club shall agree, as a condition precedent to incorporation, that it will as an incorporated body abide by the Bylaws of Circle K International.

ARTICLE 7. MEMBERSHIP IN CLUBS

Section 1. Requirements for Seeking and Retaining Membership.

Each Circle K club shall adopt criteria which will serve as minimum membership requirements for all members and prospective members of CKI. Criteria shall be adopted by majority vote of the club board of officers. The criteria membership of a Circle K club shall include:

- a. payment of all club, district and International fees
- b. event and meeting attendance requirements as set forth by the club
- c. the minimum requirements to be eligible to participate in extracurricular activities as set forth by the host academic institution of the member

The club may set any additional requirements for membership, provided that these requirements do not violate the provisions of these bylaws. An individual who meets these criteria with a CKI club in good standing shall be considered a member "in good standing."

The above stated criteria shall be met within a specific time period as set forth by the club, not to exceed one administrative year. The district and Circle K International shall have the right to request changes in club criteria in the event it does not comply with this section.

Section 2. Honorary Membership.

Any person not otherwise eligible for active membership who has made a significant contribution to a club, campus, or community may be elected an honorary member of a club for a period of one (1) year and thereafter may be re-elected annually. Honorary members shall pay no district dues or international fees and shall be entitled to all privileges of membership in the club with the exception of voting and holding office. Honorary members shall not be obligated to attend club meetings.

Section 3. Dual Memberships.

A Circle K member shall be eligible for a dual membership in a Kiwanis club(s) following their graduation for the remainder of the Circle K administrative year in which they graduated. Otherwise, no person shall be eligible for membership in a Circle K club who holds membership (other than honorary) in any other Circle K club, or other Kiwanis-family organization.

Section 4. Vote Requirement.

The selection (election) and discipline of active and honorary members in any chartered club shall be by majority vote of the membership of the club, functioning under the rules of the institution and counsel of the sponsoring Kiwanis club, as authorized in the Standard Form for Club Bylaws.

Section 5. Time to Meet Requirements and Graduation.

If a member has not graduated, they have thirty (30) days to meet enrollment, academic, or minimum membership requirements before their membership will cease. In the event of a member's graduation, membership will cease on September 30th. The Circle K International Board shall have the authority to grant exceptions to these rules only in the event of special circumstances and upon written petition by the affected individual.

Section 6. Members Enrolled at Other Educational Institutions.

If an educational institution which is an institution of higher learning either vocational, technical or scholarly, has policies that prohibit the chartering of a Circle K club, any student of good character who is officially enrolled for at least part time status, as defined by the member's host institution, may be elected to active membership in a local Circle K club if it is permitted by the institution in which the Circle K club exists if applicable, and prescribed in the bylaws of the Circle K club.

ARTICLE 8. CLUB STRUCTURE

Section 1. Club Officers.

The officers of each Circle K club shall be a president, one or more vice-presidents, an optional recruitment & orientation officer and either a secretary/treasurer or a secretary and a treasurer. Additional officers may be elected to the board when requested by the local club and approved by its sponsoring Kiwanis club Board of Officers. These officers shall constitute the Board of Officers of the club and shall have such duties as shall be prescribed in the club bylaws. All officers shall be active members in good standing in their club.

Section 2. Club Committees.

Standing Committee structure and the duties of these committees shall be prescribed in the club bylaws. The president in consultation with the faculty and/or Kiwanis Advisor, shall have the power to appoint, with the approval of the club board of officers, such special committees when needed. When the majority of the club has voted to, the club may choose to elect committee chairs.

Section 3. Kiwanis Advisor.

The well-being and strength of the Circle K club shall be the responsibility of the sponsoring Kiwanis club. The Kiwanis club shall provide a Kiwanis Circle K Committee to advise and counsel the Circle K club while it is being formed and throughout its existence. The chairperson of the Kiwanis Circle K Committee shall serve as Circle K advisor and shall be responsible to the Kiwanis club for all Circle K activities.

Section 4. Faculty Advisor.

If the institution with which the Circle K club is affiliated requires a faculty/campus advisor or a club chooses to have one, one shall be designated by the Circle K Board of Officers with approval from the school administration to advise and counsel the Circle K club, attend all meetings of the club, and ensure the club abides by the regulations of the school and all other local, state/provincial, and/or federal laws. If a faculty/campus advisor is not mandated by the institution and/or chosen by the club, all communications from Circle K International will be sent to the Kiwanis Advisor as outlined above.

ARTICLE 9. DISCIPLINE, RESIGNATION, AND TERMINATION OF CLUBS

Section 1. Club in Arrears.

Any member club in arrears for any indebtedness to Circle K International, its district or its sponsoring Kiwanis club by December 1 of a given Circle K fiscal year shall be considered "not in good standing". If the club continues to be in arrears by February 1 of the same Circle K fiscal year, it will be suspended. If such club is still in arrears by the start of the next Circle K fiscal year, defined as October 1, it will be considered inactive. If this club still remains in arrears for one year following the date they were designated "inactive," it may have its charter and membership revoked by action of the CKI Board of Trustees, providing that notice of said indebtedness shall have been duly sent by the Director of Circle K International to the president of said club. The CKI Board of Trustees may restore such club to membership upon payment of its indebtedness.

Section 2. Failure to Adhere.

Any member club that fails to adhere to the provisions of these Bylaws or to the policies for clubs established by the CKI Board of Trustees may have its charter and membership in Circle K International suspended or revoked, or may otherwise be disciplined by action of the CKI Board of Trustees.

Section 3. Notice of Hearing.

A copy of the charges with a notice of the hearing before the CKI Board of Trustees shall have been sent by postal or electronic mail or by facsimile by the Director of Circle K International to the last reported president and secretary of said club at least fifteen (15) days before said hearing shall be held.

Section 4. Scheduling of Hearing & Right of Club to Present Its Case.

The hearing shall be held at the time of a regularly scheduled CKI Board of Trustees meeting or via teleconference meeting and the involved club shall be entitled to appear before the Board to present its case or send a written submission of facts to be considered by the CKI Board of Trustees.

Section 5. Resignation of Club.

Any member club may resign from this organization provided that all financial and other obligations of such club to this organization, and its sponsoring Kiwanis club, shall have been fulfilled. The remaining funds will be disbursed in accordance with Article IX, Section 8.

Section 6. Dissolution of Corporation.

If the club is incorporated, the corporation shall have been duly dissolved, and upon resolution of resignation, adopted and approved by a three-fourths (3/4) vote of the active membership of such club, the resolution shall be certified by the club's secretary and sent to the Director of Circle K International. Such resignation shall become effective when accepted by the CKI Board of Trustees, and by such action the club surrenders all rights to use the name, emblem, and other insignia of this organization.

Section 7. Reinstatement of Clubs.

The CKI Board of Trustees may, upon written application of such club, reinstate the club to membership in Circle K International.

Section 8. Forfeiture of All Rights and Interests.

Any Circle K club whose membership in Circle K International has been terminated in any manner shall forfeit all interest in any funds or other property and all right to the use of the name, emblem, or other insignia of this organization. All remaining funds of the former shall be turned over to the sponsoring Kiwanis club, if not otherwise delegated to another charity or program.

ARTICLE 10. DISTRICTS

Section 1. Purposes.

The CKI Board of Trustees, for the purposes of promoting the best interests of Circle K International, shall create, supervise, and assist CKI districts.

Section 2. District Formation

- a. In order to be formed a district shall include a minimum of 5 clubs in good standing within an established boundary.
- b. The member clubs of the district information shall vote to adopt governing documents and elect officers at a meeting of the member clubs.
- c. The district, and its governing documents shall be subject to the approval of the sponsoring district of Kiwanis International, Kiwanis International Board, Circle K International Council.
- d. Districts in formation will have the right to counsel by a representative of the International Board or Global Development Committee as determined by the International President and Vice President.

Section 3. Responsibilities.

The responsibilities of a district are as follows:

- To promote the Objects of CKI;
- To coordinate the projects of member CKI clubs;
- To strengthen and extend CKI in the districts and Subregions;
- To increase membership and cooperative efforts of the clubs in the district to provide necessary resources, services, and information to the clubs;
- To promote greater awareness of CKI among the district Kiwanis family counterparts; and
- To promote the participation of clubs within the general objectives, programs and policies of the district and of Circle K International to accept and promote the objectives of CKI

Section 4. Alignment with Kiwanis International Districts.

- a. The Circle K district shall be co-extensive with one or more of the districts of Kiwanis International and may be divided into divisions as approved by the sponsoring Kiwanis district(s).
- b. At the request of the sponsoring Kiwanis district and with the approval of the Board of Trustees of Kiwanis International, more than one Circle K district may be created within the boundaries of the sponsoring Kiwanis district. Each district must have its own CKI administrator.
- c. Each Circle K district may be divided into divisions as determined by the district Board of Officers.
- d. A change in the territorial limits of a district of Kiwanis International shall automatically, and to the same extent, change the territorial limits of the corresponding Circle K district(s), unless other territorial limits are petitioned by the corresponding district board(s) to the CKI Board of Trustees and approved by the Board of Trustees of Kiwanis International.

Section 5. Club's Membership in District.

Each club situated within the territorial limits of a Circle K district shall be a member of said district, so long as such club continues to comply with the Bylaws of Circle K International and the district Bylaws, as adopted and amended.

Section 6. Sponsoring Kiwanis District.

The sponsoring Kiwanis district(s) shall be responsible for the proper operation and functioning of its Circle K clubs.

Section 7. District Officers.

The Officers shall consist of the district governor, the district secretary-treasurer (or the district secretary and the district treasurer), the bulletin editor, lieutenant governors, and other elected district officers, all of whom shall comprise the District Board of Officers. A Circle K district may create a new elected position if deemed necessary and approved by the Circle K District Board of Officers and the Kiwanis District Board(s). District officers will serve under the membership requirements as outlined in the governing documents considered active at the time of election or appointment. Instead of electing a bulletin editor, the position may be an appointed committee chair position if a district deems appropriate. Instead of electing lieutenant governors, a district may choose to operate under a council of representatives system, subject to the approval of the House of Delegates of said district by a two-thirds (2/3) vote and as deemed essential by the Circle K District Board of Officers and the sponsoring Kiwanis District Board. In this system, each club shall have one representative with one vote.

Section 8. Election of Officers.

- a. The officers of a district, as defined in these Bylaws, shall be elected at the annual district convention. Each district officer shall be an active member of a Circle K club, which is in good standing with both said district and International. The basis nomination and election shall be their eligibility, then demonstration of leadership ability.
- b. In the event that the District Board of Officers and district administrator in conjunction with the CKI Director agree that the holding of such annual district convention would be inadvisable or a district would be unable to hold a district convention, clubs shall be notified immediately. If practical, the convention shall be rescheduled to another date and/or location. If not practical, the District shall follow their District Bylaws in electing the next Board of Officers. If such policy is not in place, the District Board of Officers for the upcoming terms of office shall be elected in a special House of Delegates to conduct the business of the district in a way prescribed by the acting District Board of Officers and district administrator.
- c. If the district bylaws so prescribe and provided that more than half of the clubs within the division have voting delegates present, lieutenant governors may be elected at divisional caucuses held prior to the annual district House of Delegates.

Section 9. Term of Office.

All officers shall assume their official duties the first day of April following the annual convention at which they are elected and shall serve until March 31st of the following year.

Section 10. Officer Transfers to a New School.

When a district officer transfers to a school inside or outside the district in which they serve, or has graduated, said district officer may finish their term by approval of the district board and district administrator until they are no longer a member of their Circle K district as outlined in Article 7.

Section 11. Standing Committees.

The Standing Committees of the district, the procedures regarding Standing Committees, and the duties of the Standing Committees, shall be prescribed in the district bylaws.

Section 12. Ad-hoc Help with Administrative Responsibilities.

The governors may appoint assistants, individuals, or special committees, to serve at the governor's discretion in helping in the governor's administrative responsibilities where it will improve the operation of the district in accordance with Article 10, Section 8 of these Bylaws and their district Bylaws. It will be the responsibility of the governor to outline the areas of work of such assistants or committees and their term shall expire at the end of each administrative year or at such time as the governor determines, for that year, their responsibilities have been fulfilled.

Section 13. Annual District Convention.

- a. **Time, Place, and Official Call.** Each district shall hold an annual convention after the first weekend in February and before the first full weekend in April, unless inadvisable as prescribed in Section 8. The exact time and place of which shall be determined by the District Board of

Officers in consultation with the district administrator. A district may petition the CKI Director to hold their annual convention at a later date; however, no convention shall be held after April 15 in any given year. If, in any year, the District Board of Officers and District Administrator, shall determine that participation in a regional meeting shall be more beneficial for any district, such regional meeting shall be held serving the same purposes of the district convention. The secretary or secretary/treasurer will send to each club, and to the Kiwanis Circle K district administrator, an official call to the annual convention at least thirty (30) days prior to the dates of said convention.

- b. **Approval of Dates and Site.** The annual convention of each district shall be held at the time and place mutually agreed upon by the Board of Officers of the Circle K district, the sponsoring Kiwanis District Board(s) of Trustees, and the CKI Board of Trustees. At the request from the district and so far as it is practical and purposeful, the president shall assign official trustees to attend official district events. The dates and site of the convention shall be submitted to the Director of Circle K International not less than sixty (60) days prior to the proposed convention dates, and the Director, acting for the CKI Board of Trustees, may approve the dates and site.
- c. **Convention Rules.** Before the official opening of each district convention, the Circle K District Board of Officers, with Kiwanis counsel, shall adopt and publicize rules of convention discipline. Infractions of convention rules shall be adjudicated by the Circle K District Board of Officers, with the advice of the district Circle K administrator.
- d. **Delegates to District House of Delegates.** Each member club of a district, in good standing, shall be entitled to two (2) or three (3) delegates and alternates in any House of Delegates of said district. The number of delegates a district decides to utilize must be determined by the district bylaws. The governor and other elected district officers shall be delegates-at-large. International officers shall not be considered delegates unless certified as representing their home club. Elections Committee, and such other committees as may be necessary for the conduct of said convention, each to consist of active members in Circle K clubs of the district.
- e. **Report of Official Action.** Within fourteen (14) days of the completion of the annual district convention, the District Governor or District Administrator of said district at the time of convention shall send a report containing all official action taken at the district convention to the Director and to the officer of Circle K International assigned by the president to represent said district. In the event that no district convention is held, the report shall follow completion of the special district House of Delegates as prescribed in Section 8.

Section 14. District Finances.

- a. **Budget.** Following the election, the district governor and district Secretary-Treasurer (or district treasurer), in conjunction with the district Circle K administrator, shall develop a proposed income and expense budget and present the budget to the Circle K District Board of Officers for approval. The budget shall then be presented to the sponsoring Kiwanis District Board(s) for approval.
- b. **Expenses.** The expense portion of the budget shall include provision for a district publication, necessary governor's and secretary-treasurer's (or secretary's and treasurer's) travel, and some allocation for district convention overhead expenses. It should include provisions for necessary and approved expenditures that lieutenant governors and any special committee or assistants might incur.
- c. **Funds from Kiwanis.** The Kiwanis District Board(s) may determine and provide an allocation from Kiwanis funds for Circle K operations. This allocation and the district dues will provide the funds to support the district operation.
- d. **Alternative Funding.** Alternative funding may be used to fund District operations, providing that: It is in accordance with the Circle K International Bylaws and Policy Code and approved by the Kiwanis District Board providing the alternative means generating over US\$500. Alternative funding over US\$500 must be communicated to the International liaison and the Director of Circle K International for records and reference for other districts.
- e. **District Per-Member Fee Notification.** At the beginning of each school year, but no later than October 1, the governor, in cooperation with the district treasurer will notify all clubs of the amount of established district per-member fee. These district dues are due as stated in Article D

Section 7 of the CKI Policy Code and shall be considered past due on the same day International fees are past due.

- f. **Fiscal Year.** The fiscal year of each Circle K district shall be determined by the sponsoring Kiwanis district(s).

Section 15. Operating Procedures.

The governor may, with the advice and consent of the Kiwanis District Board, or District Boards in the case of having multiple sponsoring Kiwanis Districts, establish operating procedures not specifically defined by these Bylaws. In all other cases, this article set forth in these Bylaws shall be the only and final regulations for this aspect of organizational structure.

Section 16. Amendment of Bylaws.

The bylaws of a district may be amended by a majority vote of the delegates present and voting at any annual convention of the district, provided that written notice of such proposed amendments have been given to each club in the district at least thirty (30) days prior to the annual convention at which the proposals will be considered. All such amendments must be consistent with the Bylaws and Policy Code of Circle K International and become effective only after the approval of (1) the district house of delegates, (2) the Kiwanis District Board(s), and (3) Circle K International, as prescribed in the Policy Code, in that order.

Section 17. Incorporation of District.

If permitted by state, provincial or national law, a district, after receiving its Charter of organization, may incorporate under the name given on said Charter of Organization, and said district shall agree, as a condition of incorporation, that it will serve as a corporate body and abide by the Bylaws of the district and the Bylaws of Circle K International.

Section 18. Assignment of International Trustee

Each district will be assigned an International Trustee to represent and communicate with them by the International President, Vice President, and Director of Circle K International.

Section 19. Provisional Districts

The CKI Board of Trustees may grant provisional district status to geographic areas that are seeking to become a district but do not yet meet the necessary requirements.

Section 20. Removal of District Status

Any district that does not maintain the minimum number of clubs for district status for three (3) consecutive administrative years shall automatically be designated as a provisional district. If a provisional district later meets the minimum requirements to be a district, it will automatically be designated as a district.

ARTICLE 11. OFFICERS

Section 1. Officers.

The officers of Circle K International shall be a president, a vice-president, international trustees, the Director of Circle K International, and the district governors.

The total number of trustees shall be based on the total number of club members within CKI clubs, as of March 1, with such changes implemented by the House of Delegates in the same administrative year.

- 4,999 members or fewer: Three (3) international trustees
- 5,000-6,999 members: Five (5) international trustees
- Greater than 7,000 members: Seven (7) international trustees

Section 2. Membership Requirements.

Any International officer, except the Director of Circle K International will serve under the membership requirements as outlined in the Circle K International Policy Code considered active at the time of election or appointment.

Section 3. Club Membership.

Each officer, except the Director of Circle K International, shall be an active member of a club in good standing during the term of office.

Section 4. Officer Transfer to a New School.

When an International officer transfers to a school inside or outside the district in which they serve, or has graduated, said international officer may finish their term by approval of the international board and Circle K international director until they are no longer a member of Circle K International as outlined in Article 7.

Section 5. Concurrent Service.

An individual serving as an officer on the CKI board may not simultaneously hold any other elected office of the CKI organization.

Section 6. The Director of Circle K International.

The Director of Circle K International shall be appointed by the Executive Director of Kiwanis International, who shall have the power to fix the Director's salary and appoint and fix the compensation of such other administrative officers as may be deemed necessary. The Kiwanis International Executive Director shall also have the power to remove from office any person so appointed, including the Director of Circle K International. The Director of Circle K International shall not have the right to vote.

Section 7. Compensation.

All officers, except the Director of Circle K International, shall serve without compensation and accept no remunerative employment from Circle K International, Kiwanis International, or any district.

ARTICLE 12. NOMINATION AND ELECTION OF OFFICERS

Section 1. Election of Officers.

The president, vice-president, and international trustees shall be elected by the voting delegates at the annual International convention in the manner prescribed in these Bylaws.

In any year in which no Circle K International convention is held, the International Council shall have the responsibility of electing the president and the vice-president for the coming administrative year of Circle K International.

Section 2. Term of Office & Administrative Year.

The president, vice-president, and trustees shall serve for a term of one (1) year or until their successors are duly elected, and/or begin their term.

The term of the international officer shall begin on the day following the close of the annual International convention and shall end on the final day of the next annual convention. In any year in which no annual Circle K International convention is held, the term of the international officer shall begin not later than August 1st.

Section 3. Schedule of Nominations and Elections.

The official program of the annual International Convention shall indicate the days and the hours for the nomination and election of officers and shall be subject to change only in accordance with the rules of convention procedure. Additional candidates may "run off the floor" after the convention has started. These candidates shall be required to submit all necessary paperwork and comply with any additional requirements as set by the Director.

Section 4. Nominations.

When the program of any annual convention shall specify nomination of officers to be the order of business, the president of Circle K International shall receive nominations for the offices to be filled at the convention. All such nominees shall be from eligible districts and shall be in attendance at such convention, and shall certify in writing, prior to election, that they will carry out the duties and responsibilities of such officers.

Section 5. Duties of Committee on Elections.

The Committee on Elections of the convention shall have general charge of the election, including, the distribution, and the tabulating of the ballots.

Section 6. Voting.

Voting shall be conducted as prescribed in the International Policy Code.

Section 7. Report of Committee on Elections.

The Committee on Elections shall report promptly to the convention the results of the balloting, and the report shall be signed by a majority of the Committee. After the Committee has so reported, the chairperson shall deliver all ballots to the Director of Circle K International, to be kept by the Director for a period of ninety (90) days after the close of the convention, when the ballots shall be destroyed. The report presented to the House of Delegates may or may not include percentages of votes ascertained by each candidate. This will be discretionary of the current CKI President, guided by the CKI Director.

The procedure set forth in this section may be changed or modified if a majority of the voting delegates and voting delegates-at-large approve such change and if such change has the approval of the Kiwanis Counselor to Circle K International or the Director of Circle K International.

Section 8. Vacancy in Office of President.

In the event of a vacancy in the office of president between conventions, the CKI Board of Trustees shall elect one of the trustees to serve in the capacity for the unexpired term, except that in any year

in which no annual convention is held, the International Council shall elect a qualified member of a club to serve for the remainder of the term.

Section 9. Vacancy in Office of Trustee or Vice-President.

In the event of a vacancy in one of the offices of trustees or the office of vice-president between conventions and before April 1, the CKI Board of Trustees shall elect an active member in good standing of a club within a district as soon as possible after the creation of the vacancy, to serve in that capacity for the unexpired term. In the event a vacancy occurs after April 1, the CKI Board of Trustees may vote to leave the office vacant until the next succeeding convention of Circle K International of International Council meeting should an International Convention not be held that year.

Section 10. Vacancy in Office of District Governor.

In the event of a vacancy in the office of district governor for any district between district conventions, the position of governor shall be filled by a member of the District Board of Officers, or by a qualified member of a club in the district, elected by the District Board of Officers. In any year in which no district convention is held, the District Board of Officers shall elect a qualified member of a club in the district to serve for the succeeding administrative year.

Section 11. Removal from Office.

An International officer may be removed from office for just cause by affirmative vote of two-thirds (2/3) of all members of the International CKI Board of Trustees duly elected and serving at the time, with the exception of the member in question. Whenever there appears to be sufficient cause for such action, the president shall give such officer of the CKI Board of Trustees immediate notice of said cause and shall indicate that consideration shall be given to such facts and reasons why the office should be declared vacant. The officer shall be afforded the opportunity to explain or refute the allegations. In the event that the CKI Board of Trustees shall find the alleged facts to be true, the CKI Board of Trustees, with the exception of the member in question, shall have the power to declare such office vacant, and the vacancy shall be filled in accordance with the provisions for filling vacancies in office as contained in these Bylaws.

ARTICLE 13. DUTIES OF OFFICERS

Section 1. Duties of the President.

- a. The president shall be the chief executive officer of Circle K International and shall exercise general supervision over the organization.
- b. The president shall attend the annual convention of CKI as well as meetings of the CKI board of Trustees, the executive committee of the CKI Board of Trustees, meetings of the international council, or other requested events schedule permitting at the decision of the CKI Director.
- c. The president shall provide direction for the organization and support, aid and guidance to each member of the CKI Board of Trustees.
- d. The president shall serve as the presiding officer at the annual convention of Circle K International and at meetings of the CKI Board of Trustees, the Executive Committee of the CKI Board of Trustees and the International Council.
- e. The president shall serve as the official representative of Circle K International and shall perform such other duties as usually pertain to the office of president, or as may be assigned to this person by the CKI Board of Trustees.
- f. The president shall work to maintain good public relations between this organization, Kiwanis International, Key Club International, the sponsored programs of Kiwanis International, and the general public.
- g. The President shall adhere to all responsibilities as set forth by the signed service agreement.

Section 2. Duties of the Vice-President.

- a. The vice-president shall attend the annual convention of Circle K International as well as meetings of the CKI Board of Trustees, the Executive Committee of the CKI Board of Trustees and the vice-president shall record the minutes of all official meetings of the Board, the Executive Committee, the Council and of the House of Delegates.
- b. This officer shall serve as the official representative of this organization at such functions as the president may determine; and shall perform additional responsibilities as assigned by the president or International CKI Board of Trustees.
- c. The vice-president shall also perform such other duties as usually pertain to the office. In addition, the vice-president shall act as secondary counselor to the district secretaries and treasurers, or district secretary/treasurer by publishing a quarterly newsletter and maintaining any other supportive correspondence. It shall be understood, however, that each district's respective International trustee shall be their primary source of support.
- d. In the event of the inability of the president to perform the duties of the office of president, the vice-president shall perform the duties of and have the same authority as the president.
- e. The Vice President shall adhere to all responsibilities as set forth by the signed service agreement.

Section 3. Duties of International Trustees.

- a. They shall be from a club in good standing within Circle K International and act as an official counselor to their assigned districts.
- b. In the event of the inability of the vice-president to perform the duties of the office of vice-president, the CKI Board of Trustees shall elect one of the trustees to perform the duties of and have the same authority as the vice-president.
- c. The trustee shall communicate by correspondence throughout the year with the governors and districts they are assigned to and shall relieve the president of routine detail related to the administration with the governors and other district officers they serve as a trustee for, as is agreed upon with the district governors.
- d. They shall attend the annual convention of Circle K International, as well as meetings of the CKI Board of Trustees and the International Council. They shall represent the CKI Board of Trustees at the district conventions, for the districts they serve as a trustee for when practical, but as assigned by the president. The trustee shall assist the governor and other district officers in establishing and maintaining tangible involvement of the clubs within the district in the affairs of this organization and shall evaluate the overall effectiveness of the programs of the clubs in those districts. They shall be responsible for the collection of program sharing materials from the

districts they serve as a trustee for, and they shall serve as the official trustee of this organization at such functions as the president may determine.

- e. Trustees shall also serve on one or more of the committees listed in Article 20 of these Bylaws. Each trustee shall have such other duties as usually pertain to the office or as may be assigned by the CKI Board of Trustees.
- f. The Trustee shall adhere to all responsibilities as set forth by the signed service agreement.

Section 4. Duties of the Director.

- a. The Director of Circle K International shall exercise general supervision, subject to the approval of Kiwanis International, over its operation.
- b. The Director shall be in executive charge of the headquarters of Circle K International under the supervision of the Executive Director of Kiwanis International, and shall be responsible for the selection and supervision of the office personnel of Circle K International, subject to direction and control by the Executive Director and Board of Trustees of Kiwanis International.
- c. The Director shall sign all documents issued by Circle K International, shall affix the corporate seal of the organization when required, and shall be responsible for the training of the Circle K International president the CKI Board of Trustees (as may be appropriate) in so doing.
- d. The Director shall oversee the planning and execution of the agenda of the annual International Convention. This person shall ensure the development of publications and programs for this organization, and shall be responsible for such other administrative duties as may be assigned by the Executive Director of Kiwanis International.
- e. The Director shall keep all accounts, receive all monies paid to Circle K International, and deliver all funds to the controller within thirty (30) days after receipt thereof.
- f. The records and books of the Director shall be open to the inspection of the president, Executive Director, and Board of Trustees of Kiwanis International, the CKI Board of Trustees, as well as any auditors named by the Board of Trustees of Kiwanis International.
- g. The Director shall give bond for faithful discharge of the duties in a sum and with such sureties as shall be required by the Board of Trustees of Kiwanis International.
- h. Necessary administrative expenses, as established within the policies and procedures of Kiwanis International, shall be included in the annual budget of Circle K International.

Section 5. Duties of the District Governors.

- a. Each governor shall have the duty of furthering the objects of Circle K International and promoting the interests of Circle K clubs within their district. They shall work closely with other International and district officers to strengthen and expand Circle K.
- b. Each district governor shall be the chief executive of the district, shall appoint all standing and special district committees, and shall preside at the district convention and all meetings of the District Board of Officers.
- c. They shall attend the International convention and all meetings of the International Council.
- d. Each district governor shall be responsible for the leadership training of club officers, for workshops which will be held at the district convention; and for developing all communication with clubs for the purpose of bringing administrative aid to said clubs.
- e. Each governor shall develop and work within an established income and expense budget, and shall work closely with the Kiwanis district Circle K administrator on all matters dealing with the operation of the district.

Section 6. Duties of Other District Officers.

The duties of all other district officers are as prescribed in their respective district Bylaws as approved by the CKI Board of Trustees.

ARTICLE 14. BOARD OF TRUSTEES

Section 1. Composition.

The CKI Board of Trustees shall consist of the president, the vice-president, and the international trustees; in addition, the Kiwanis Counselor to Circle K International and the Director of Circle K International shall serve as non-voting ex-officio members.

Section 2. Duties of the Board of Trustees.

The Board of Trustees, in conjunction with the Director, shall develop and maintain the Circle K International and convention budgets. The Board of Trustees shall also perform such administrative duties and exercise such administrative authority including the governance and finances of Circle K International.

- a. The current annual budget and the proposed annual budget for the upcoming year for Circle K International and convention must be published and made available for Circle K Members to review throughout the year in an online format.

Section 3. Authority.

The CKI Board of Trustees shall define the policies and shall have full administrative authority in all matters concerning Circle K International, within the bounds of the established policies of Kiwanis International concerning the establishment and operation of Circle K International and Circle K clubs.

Section 4. Power to Interpret Bylaws.

The CKI Board of Trustees shall interpret the scope and meaning of the Bylaws of Circle K International, subject to review by the Board of Trustees of Kiwanis International whose decisions shall be final and binding.

Section 5. Meetings; Notice of Meetings.

The CKI Board of Trustees shall meet to complete the business of the organization as outlined in these Bylaws and at such times and places as shall be determined by the CKI Board of Trustees, by call of the president, or by written request from a majority of the Board of Trustees. The Board of Trustees shall meet at least two (2) times annually, once each semester to conduct the business of the organization, to develop programs for implementation, to serve as a committee on conventions and laws and regulations, and to assess the health of clubs and districts.

The call for meetings, as noted in this section, other than the two (2) quarterly meetings and the International convention meetings, shall require the endorsement of the Kiwanis Counselor to Circle K International. A notice of the time and place of each Board meeting shall be sent to the members of the CKI Board of Trustees by the Director of Circle K International not less than ten (10) days prior to the meeting.

Section 6. Action without a Meeting.

The CKI Board of Trustees may, without meeting together, transact business by voting on proposals mailed or electronically sent to them by the Director of Circle K International. If within ten (10) days thereafter, a majority of the members of the CKI Board of Trustees shall send to the Director of Circle K International, by mail, facsimile or electronically scanned document, and having been received, their written vote in favor of any proposal, said proposal shall be deemed carried; otherwise, it shall fail. No such affirmative action shall go into effect until seven (7) days after the Director, shall have sent to each member of the Board a report of the tabulated result of the vote, the ballots of which shall be produced at the next meeting of the CKI Board of Trustees.

Section 7. Virtual Conference Meetings.

The CKI Board of Trustees may, without meeting together, transact business by any remote method permitted by law where CKI is incorporated, provided that:

- a. The matter to be voted upon shall have been communicated to each member of the CKI Board of Trustees by the Director of Circle K International at least forty-eight (48) hours in advance.

- b. Each member of the CKI Board of Trustees shall have been informed by of the Director of Circle K International, of the day and time of the meeting at least forty-eight (48) hours in advance.
- c. A quorum of the CKI Board of Trustees must be present during the meeting.
- d. The vote on any matter shall be by a call of the roll of the CKI Board of Trustees tallied by the President and Director of Circle K International, who shall announce immediately the result of the vote and preserve the tally sheet, to be produced at the next meeting of the CKI Board of Trustees.

Section 8. Discussion of Business without a Meeting.

The CKI Board of Trustees may, without meeting together, discuss business by Internet chat room, provided that:

- a. Only discussion on business will occur in the Internet chat room. The vote on any matter discussion in the Internet chat room shall conform to Article 15, Sections 4, 5, or 6 of these Bylaws.
- b. Each member of the CKI Board of Trustees shall have been informed by or at the behest of the Director of Circle K International, by telephone, cable, certified or electronic mail, of the day, time and the Internet address of the Internet chat room meeting at least forty-eight (48) hours in advance of the actually meeting.
- c. No fewer than quorum of the CKI Board of Trustees shall have participation in the Internet chat room meeting.

Section 9. Quorum.

A majority of the members of the CKI Board of Trustees, other than ex-officio members, and not including any vacant positions, shall constitute a quorum for the transaction of all business.

ARTICLE 15. INTERNATIONAL COUNCIL

Section 1. Composition.

The International Council of Circle K International shall be established and consist of the president, vice-president, trustees, and district governors. In addition, the Kiwanis Counselor to Circle K International shall serve as advisor to and as a non-voting ex-officio member of the Council. The Director of Circle K International shall also serve as a non-voting ex-officio member. Past presidents of Circle K International who are active members of Circle K clubs in good standing shall also be non-voting ex-officio members of the International Council.

Section 2. Quorum & Alternates& Observers.

A majority of the Council shall constitute a quorum. In case any district governor cannot be present at a meeting of the Council, the governor may, with the approval of the International Board of Trustees, appoint an elected official of that district to attend in the governor's stead with like powers. The Circle K district administrators shall be invited to observe all Council meetings.

Section 3. Meetings & Notice of Meeting.

A meeting of the International Council shall be held in any year in which no International convention is held. In years in which an International convention is held, the International Council shall meet at International convention before the beginning of the House of Delegates, and at such other times and places as determined by the CKI Board of Trustees, with the concurrence of the Board of Trustees of Kiwanis International. For all meetings of the International Council, notice shall be sent to each member of the Council at least fourteen (14) days prior to the beginning of the meeting.

Section 4. Purpose.

In any year in which no Circle K International convention is held, the International Council shall have the right to amend the Bylaws of Circle K International in accordance with the procedure set forth in these Bylaws, Article 28, and shall have the responsibility of electing the president, the vice-president and trustees for the upcoming terms of office. The Council shall also have the responsibility of approving any proposed enactment or amendment to the Policy Code by the CKI Board of Trustees as defined in Article 26, Section 1. In all years, the Council shall confer with and advise the CKI Board of Trustees on matters relating to Circle K International.

Section 5. Presiding Officer.

The president of Circle K International shall preside over meetings of the International Council. In the president's absence, the Vice President shall preside over the International Council. If both are absent, the Council, upon recommendation of the CKI Board of Trustees, shall elect one of the trustees to preside.

ARTICLE 16. INTERNATIONAL COUNSELOR

Section 1. Representative of Kiwanis International.

The Kiwanis Counselor to Circle K International shall be the official representative of Kiwanis International at all meetings of the CKI Board of Trustees of Circle K International, at all meetings of the Circle K International Council, and at the Circle K International Convention. The Counselor shall be a member of the Board of Trustees of Kiwanis International, appointed to serve as Counselor by the President of Kiwanis International.

Section 2. Duties.

The International Counselor shall serve as advisor to the CKI Board of Trustees and as a liaison between the CKI Board of Trustees and the Board of Trustees of Kiwanis International. The Counselor shall also perform such other duties as may be assigned by the President or the Board of Trustees of Kiwanis International. The Counselor shall assist the CKI Board of Trustees in their studies and deliberations to the extent permitted by the policies of Kiwanis International and the directives of the Kiwanis International Board of Trustees.

ARTICLE 17. INTERNATIONAL CONVENTIONS

Section 1. Time and Place of Annual Convention.

There shall be an annual convention of Circle K International at such time and place as shall be determined by the CKI Board of Trustees, with the concurrence of the Kiwanis Counselor to Circle K International and/or the Circle K Director. Such determination is to be effected not less than one (1) year prior to the date of said convention. In the event that the CKI Board of Trustees and the Board of Trustees of Kiwanis International agree that the holding of such annual convention would be inadvisable in any year, clubs shall be notified immediately. If practical, the convention shall be rescheduled to another date and/or location. If not practical, the CKI Board of Trustees for the upcoming terms of office shall be elected by the International Council as provided in Article 16.

Section 2. Supervision of the Convention.

The CKI Board of Trustees shall have supervision over the management of the annual convention of Circle K International with the assistance of such local convention committees as shall have been appointed by the president of Circle K and/or the governor of the host Circle K district. The Director of Circle K International shall have general oversight of the planning and conducting of the annual convention, conveying such information and directives as shall have been received from the Kiwanis International Board of Trustees, and arbitrating whatever conflicts or differences arise in the planning or conduct of the convention.

Section 3. Registration Fees.

The CKI Board of Trustees, in conjunction with the International Director, shall conservatively estimate convention attendance and shall establish a uniform registration fee, to be paid to Circle K International by all persons attending the convention, sufficient to cover all estimated expenses. No voting delegate shall be entitled to vote unless the registration fee has been paid. All proceeds derived from registration fees shall be expended solely in defraying the costs of this or subsequent conventions.

Section 4. Official Call.

The Director of Circle K International shall send to each member club an official call to the annual convention at least one-hundred-twenty (120) days prior to the opening of the convention.

Section 5. Club Delegates and Alternate Delegates.

- a. Each Circle K club is expected to have representation at each Circle K International convention.
- b. Each Circle K club in good standing with Circle K International and its respective district (if applicable) shall be entitled at any Circle K International convention to two (2) voting delegates, two (2) alternate voting delegates and as many non-voting delegates as may be allowed by the Director and the Board of Trustees.
- c. Delegates shall be international fees and district dues paid members as verified by the club.
- d. An elected officer of the club shall promptly certify to the Director of Circle K International the names for those elected to serve. In case any club fails to certify the names of its voting delegates and alternate voting delegates, or in case there is any question concerning the seating of delegates, the Committee on Credentials for the convention shall determine who shall be seated, subject to review by the CKI Board of Trustees.
- e. A lieutenant governor, or immediate past lieutenant governor, for a club in that division, or any other current elected district officer for any club in the district, may represent, by vote, a club not otherwise represented by two (2) voting delegates at the International convention, providing that person has the authority to do so in writing from the club to be represented. The status of the immediate past lieutenant governor as an immediate past lieutenant governor or other officer as a current elected district officer may need certification by the district governor or Circle K district administrator.
- f. If the club does not have any delegates designated at the start of the convention and a current elected member of the club or district is present, the club may have two delegates

seated if the officer validates the paperwork and returns it prior to the first session of the House of Delegates.

- g. If only two members of a club in good standing are present, those members may be the voting members of the club providing they file the necessary paperwork.

Section 6. Delegates-At-Large.

The official members of the Circle K International Council, as set forth in Article 17, Section 1 of these Bylaws and the immediate past governors of all districts who are active members of a Circle K club shall be delegates-at-large to all Circle K International Conventions. Any past international officers, who are active members of a Circle K club, have served at least five (5) months in office, and served to the last day of their term in office shall also be delegates-at-large to all Circle K International conventions.

Section 7. Officers of the Convention.

The officers of Circle K International shall be the officers of each International convention. The president shall preside at all general sessions, unless the official program designates otherwise.

Section 8. Quorum.

The quorum of any convention of Circle K International shall consist of not less than one-hundred (100) delegates and delegates-at-large.

Section 9. Voting.

Each certified voting delegate and voting delegate-at-large present at a Circle K International convention shall be entitled to vote on each question submitted to that convention. There shall be no cumulative voting, absentee voting or voting by proxy.

Section 10. Convention Procedure.

- a. Prior to each duly called convention the president, with the approval of the Board of Trustees, shall appoint the chairpersons, members and advisors for such convention committees, conference committees, and contest judging committees, as may be deemed appropriate or advisable.
- b. The official program of a convention, as approved by the CKI Board of Trustees and the Director of Circle K International, shall be the order of the day for all convention sessions. Changes in the program may be made from time to time, with the consent of the Director and the CKI Board of Trustees by majority vote of the voting delegates and voting delegates-at-large present and voting.
- c. Any resolution to be introduced to the House of Delegates must be submitted to the International Convention Committee on Resolutions by the time specified by the Board of Trustees prior to the meeting of the House of Delegates. Debate on any resolution shall not be in order until it has been reported out by the Committee on Resolutions. Nothing contained herein will preclude amendments to a resolution, or a substitute resolution, being offered from the floor.
- d. Reports of committees, communications to the convention, resolutions submitted by the Committee on Resolutions, proposed amendments to the Bylaws, and all motions except those known as "un-debatable" may be debated on the floor of the convention, unless by a two-thirds (2/3) vote, the convention decides to dispose of them without debate. No voting delegate or voting delegate-at-large shall speak in convention longer than five (5) minutes at one time, except as provided in the order of the day or by majority vote.

ARTICLE 18. COMMITTEES

Section 1: Executive Committee.

The president, with the advice and consent of the CKI Board of Trustees, shall appoint an Executive Committee consisting of the president, the vice-president, and at least two (2) trustees. The president shall preside over the Executive Committee. In the absence of the president, the committee shall elect a chairperson.

The Executive Committee, in conjunction with the Director, shall develop and maintain the Circle K International and convention budget for submission to the CKI Board of Trustees. The Executive Committee shall also perform such administrative duties and exercise such administrative authority as may be delegated to it by the CKI Board of Trustees which includes the governance and finances of Circle K International, and grievances of parties in regards to elections.

Section 2. Standing Committees.

The President and Vice-President, in consultation with the Circle K International Director, may appoint other committees. Committees shall serve concurrently with the President's term. The President and Vice-President shall appoint committee chairs and shall consult the chairs to determine committee members. Members shall be in good standing with their clubs. All committees, duties, chairs, and members are subject to approval by the CKI Board. The Vice President shall be responsible for ensuring that the committees remain on task.

Section 3. Chair Assignment and Responsibilities.

- a. The International President and International Vice President shall assign a chairperson or facilitator, with the advice and consent of the Board, for each Board and Ad-hoc committee and Task Force.
- b. All Committee Chairs will convene in no less than four (4) meetings per CKI year to be overseen by the International Vice President.
- c. All other duties of the International Committee Chairs will be assigned by the International President and Vice President in consultation with the CKI Director and International Board of Trustees and outlined in the application agreement.

Section 4. Reporting Call; Budget.

All committees, standing or special, shall report to the president, vice president and the CKI Board of Trustees. These groups shall meet at the call of the president, or the chairperson with the approval of the president and the International Director of Circle K International, with at least fifteen (15) days notice being given to all concerned. Any costs accruing to the operation of such groups shall be budgeted in accordance with normal budgeting procedure.

Section 5. Correspondence.

Correspondence originating in any committee addressed external to Circle K International shall have the prior approval of the Circle K International Director before release.

ARTICLE 19. REVENUE

Section 1. International Dues.

Each Circle K International club shall submit to Circle K International or its designated fiscal agent, annual dues as stated below for each member, with the exception of honorary members. All members and clubs are encouraged to send dues electronically or via traceable means, i.e. certified mail. Payment must be submitted by check, money order or credit card; cash will not be accepted. Club roster information and dues invoice must be submitted at time of payment. Clubs that fail to follow the guidelines for dues payment will be placed into a special handling group that will delay the processing of dues.

The Circle K International Board shall be responsible to analyze all budgetary matters on an ongoing basis and may recommend adjustments in dues, subject to a vote by the Circle K International House of Delegates.

The Amount of Circle K International fees shall be determined according to the per capita gross national income defined by the World Bank for the nation of the CKI club, as follows:

Tier A: Clubs in countries with per capita income US\$10,000 or more shall pay CKI international dues per member of:

- US\$32 for administrative year 2024-25
- US\$36 for administrative year 2025-26
- US\$44 for administrative year 2026-27 and beyond

Tier B: Clubs in countries with per capita income US\$5,000 to US \$9,999 shall pay CKI international dues per member of:

- US\$13 for administrative year 2024-45
- US\$15 for administrative year 2025-26
- US\$18 for administrative year 2026-27 and beyond

Tier C: Clubs in countries with per capita income US\$4,999 or less shall pay CKI international dues per member of:

- US\$7 for administrative year 2024-45
- US\$8 for administrative year 2025-26
- US\$9 for administrative year 2026-27 and beyond

PROVISO 1: If the total number of club members in Circle K International meets or exceeds at least 7,500 by April 1, 2025, the dues for the 2025-26 and 2026-27 administrative years shall be as follows:

Tier A:

- US\$32 for administrative year 2025-26
- US\$40 for administrative year 2026-27 and beyond

Tier B:

- US\$13 for administrative year 2025-26
- US\$17 for administrative year 2026-27 and beyond

Tier C:

- US\$7 for administrative year 2025-26
- US\$8 for administrative year 2026-27 and beyond

PROVISO 2: If the total number of club members in Circle K International meets or exceeds at least 9,000 by April 1, 2026, the dues for the 2026-27 administrative year shall be as follows:

Tier A:

- US\$36 for administrative year 2026-27 and beyond

Tier B:

- US\$15 for administrative year 2026-27 and beyond

Tier C:

- US\$7 for administrative year 2026-27 and beyond

All international annual dues shall be payable during a period of at least sixty (60) day after billing according to a schedule set forth in Circle K International policies. There shall be no other fees or assessments of clubs by Circle K International.

Section 2. District Dues.

Each Circle K International club shall pay Circle K International, or its designated fiscal agent, annual district dues per member as defined within the district's bylaws. District fees shall not exceed the Circle K International dues stated in Section 1. District dues shall be submitted to Circle K International along with International dues, and CKI shall remit the district dues payments to the districts. There shall be no other district fees or assessments of clubs by Circle K International districts.

ARTICLE 20. FINANCE, ACCOUNTING, AND AUDITING

Section 1. Fiscal Year.

The fiscal year of Circle K International shall begin on October 1 and shall end on September 30 of each year.

Section 2. Disbursements.

All disbursements shall be made solely by voucher check, which shall show the payee, the items of service rendered or material purchased, and the amount of payment. Disbursements shall not exceed the gross amount of the annual budget.

Section 3. Authorization to Execute and Perform Financial Acts.

The Board of Trustees of Kiwanis International shall have power to authorize such officers and employees as in its judgment may seem advisable to execute and countersign the voucher checks aforesaid, and to do and perform such other acts as will carry out the purpose and objects of this article.

Section 4. Designation of Depositories.

The Board of Trustees of Kiwanis International shall designate the depositories of all funds of Circle K International.

Section 5. Audit.

The Board of Trustees of Kiwanis International shall also provide for the audit of the books of account of Circle K International by certified public accountants annually, or at more frequent periods. The Director of Circle K International shall submit their books and vouchers for audit whenever required by the Board of Trustees of Kiwanis International. The Director and the Treasurer shall submit such periodic financial reports as may be requested by the Board of Trustees of Kiwanis International and/or the CKI Board of Trustees.

ARTICLE 21. MOTTO

The Motto of Circle K International shall be "Live to Serve, Love to Serve."

ARTICLE 22. AUXILIARY BODIES

Circle K Alumni Associations may be officially associated with and recognized by Circle K International. There shall be no other auxiliary bodies created or organized within or officially associated with this organization.

ARTICLE 23. NONDISCRIMINATION CLAUSE

The club, district, and Circle K International shall not discriminate based upon race, color, creed, socioeconomic status, ability, national origin, age or sex, including sexual orientation and gender identity, when considering membership or during any of their activities or operations.

The CKI Board shall have the right to mandate changes in club and district criteria in the event it does not comply.

ARTICLE 24. POLICY CODE

A Policy Code, containing all established procedures of the organization, consistent with these Bylaws, shall be enacted and amended from time to time by the CKI Board of Trustees.

Section 1. Approval.

Any policy enacted or amended by the CKI Board of Trustees, shall, before it becomes adopted, be presented to the International Council. The policy shall be adopted if:

- a. The council votes to adopt it by a majority vote; or,
- b. The council fails to approve the policy, the Board of Trustees shall reconsider it. If, after considering the policy, two-thirds of the Board of Trustees still approves it, it shall be adopted.

Section 2. Effective Date.

The Policy shall go into effect upon being approved by the International Council or upon being approved after the reconsideration by the Board of Trustees.

- a. In extenuating circumstances, a policy may be temporarily adopted and go into immediate effect if:
 - i. the Board of Trustees deems it absolutely necessary, and
 - ii. express permission is granted by the Director of Circle K International
- b. Any policy approved this way must be brought up for a vote at the succeeding International Council meeting following its temporary adoption. Once brought before the Council it will lose its temporary adoption and will be subject to the process outlined in Article 26, Section 1.

ARTICLE 25. PARLIAMENTARY AUTHORITY

The current edition of "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically designed by the Bylaws of Circle K International or outlined in the special rules of order of this organization.

ARTICLE 26. AMENDMENT OF BYLAWS

Section 1. Vote Requirement.

These Bylaws may be amended by a two-thirds (2/3) vote as deemed necessary by the voting delegates and voting delegates-at-large present and voting at any convention of Circle K International.

Section 2. Approval & Effective Date.

No such action shall become effective until approved by the Board of Trustees of Kiwanis International.

Section 3. General Requirements for Submission.

Only Circle K clubs in good standing, Circle K districts in good standing, district boards of Circle K districts in good standing, the International Council, the CKI Board of Trustees, or the Director of Circle K International may propose amendments to these Bylaws. Proposed amendments shall be submitted in writing and be received by the Director at least sixty (60) days prior to the opening of the convention.

Section 4. Submission by Clubs.

Proposed amendments submitted by clubs in good standing must be endorsed by a majority vote of the members present at a regularly scheduled club meeting. All such amendments must be sent to the club membership at least two (2) weeks before the vote is to take place.

Section 5. Submission by Districts.

Proposed amendments submitted by districts in good standing must be endorsed by a majority vote of the district's House of Delegates. All such amendments must be sent to each club at least thirty (30) days prior to the start of the annual House of Delegates.

Section 6. Submission by District Boards.

Proposed amendments submitted by District Boards of districts in good standing must be endorsed by a majority vote of the District Board. All such amendments must be sent to each district board member at least two (2) weeks before the vote is to take place.

Section 7. Submission by the International Council.

Proposed amendments by the International Council must be endorsed by a two-thirds (2/3) vote of the International Council members present. All such amendments must be sent to the International Council members at least two (2) weeks before the vote is to take place.

Section 8. Notice.

The Director shall send a copy of the proposed amendments to every club and every district officer not less than thirty (30) days prior to the International convention and to convention registrants from each chartered club not less than fifteen (15) days prior to the convention.

Section 9. Amendments in Years without a Convention.

In years in which no International convention is held, the International Council, by a three-fourths (3/4) vote of the members present, may enact or amend these bylaws, provided that no bylaws enacted or amended shall be effective unless and until approved by the Board of Trustees of Kiwanis International. The bylaws may be amended at one Council meeting during the year. Any amendment enacted in a year without a convention may be brought up for reconsideration by any voting delegate at the succeeding convention following its approval.

Section 10. Changes to the CKI Bylaws.

The CKI board is authorized to make non-substantive corrections in terminology, grammar, numbering, and cross-references, which causes unintentional conflicts or inconsistencies within the CKI Bylaws.

Section 11. Referring to Committee.

When amendments are sent to committee, the newly elected board shall have the responsibility of creating a task force to address those amendments or addressing them internally. The research done on deferred amendments must be sent out in a report following the CKI winter board meeting.