

California-Nevada-Hawaii District Circle K International

District Bylaws

ARTICLE I **Name and Territorial Limits**

Section 1. The name of this organization shall be the California-Nevada-Hawaii District of Circle K International.

Section 2. The territorial limits within which this District shall function shall be coextensive with the territorial limits of the California-Nevada-Hawaii District of Kiwanis International unless other territorial limits are petitioned by the Kiwanis and Circle K District Boards and such petitions are approved by the Circle K International Board of Trustees and the Kiwanis International Board of Trustees.

ARTICLE II **Objects**

Section 1. The objects of the District shall be:

- To support and promote the Objects, Mission, and Vision of Circle K International as outlined in the International Bylaws;
- To coordinate District and divisional projects and events;
- To support the projects of member Circle K clubs;
- To strengthen and extend Circle K in the District;
- To increase the fellowship and cooperative efforts of the clubs within the District;
- To provide the resources and services necessary for the welfare of the clubs and individual members;
- To promote participation by member clubs in the objects and programs of the District and of Circle K International;
- To accept and promote the Bylaws and Policy Code of Circle K International.

ARTICLE III **Divisions**

Section 1. The territory of the District shall be divided into divisions by the District Board of Officers as specified in the District Operating Procedures, pending the approval of the Kiwanis District Board of Trustees.

Section 2. The territorial limits of these divisions, as approved by the Kiwanis District Board of Trustees, shall be delineated from time to time by the Circle K District Board of Officers as necessary.

ARTICLE IV

Membership

Section 1. Each Circle K club situated within the territorial limits of this Circle K District shall be a member of the District.

Section 2. Any member club more than thirty (30) days in arrears for any indebtedness to Circle K International, its District or its sponsoring Kiwanis club shall be considered "not in good standing" and may have its charter and membership suspended or revoked as provided for in the Constitution and Bylaws.

ARTICLE V

Officers

Section 1. The elected officers of the District Board shall consist of the following: the Governor, the Secretary, the Treasurer, and such Lieutenant Governors as defined in the District Policy Code.

Section 2. The Governor, Secretary, and Treasurer shall be elected at the annual District Convention. Each Lieutenant Governor shall be elected at a Division Election held no earlier than the first day of December and no later than the last day of February, provided a quorum of more than two-thirds ($\frac{2}{3}$) of the division's total dues-paid clubs are represented. Each dues-paid club shall be entitled to two (2) voting delegates and two (2) alternates. The delegates and their alternates shall be active members in good standing of the chartered, dues-paid clubs they represent. If a quorum is not achieved, the selection of the Lieutenant Governor shall be the responsibility of the outgoing District Board, who shall seek the advice of the club presidents within the respective Division, and prior to the annual District Convention.

Section 3. District officers must meet and maintain minimum membership requirements as defined by the Circle K International Bylaws for the length of their term of office.

Section 4. All officers shall assume their official duties the first day of April following the annual District Convention or Division Election at which they are elected and shall serve for one (1) year. If an officer has no successor after the first day of April, they shall continue their official duties until their successor(s) are duly elected or appointed in accordance with these Bylaws.

Section 5. The duties of the officers shall be as follows:

- a) The **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. The Governor shall be the chief executive of the District, shall appoint all standing, special District committees, serve as an ex-officio member of all committees with the approval of the District Board of Officers, and shall preside at the District Convention and all meeting of

the District Board of Officers. He/she shall attend the International Convention and all meetings of the International Council. The 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 communications with clubs for the purpose of bringing administrative aid to said clubs. The Governor shall develop and work closely with the Kiwanis District Circle K Administrator on all matters dealing with the operation of the District.

- b) The **Lieutenant Governors** shall assist the Governor in the work of the District. This person shall represent the division and have full responsibility under the direction of the Governor in supervising the District executive work in their respective division. The Lieutenant Governor shall be charged with encouraging clubs within the division to increase their membership, complete meaningful service projects, and be up-to-date on the state of the clubs. The Lieutenant Governor shall also work with the Governor, District Administrator, Kiwanis Lieutenant Governors, and area Kiwanis clubs on the building of new clubs and the rebuilding of inactive clubs. This person shall also perform such other duties as may be assigned by the Governor or the District Board of Officers.
- c) The **Secretary** shall keep all records of the District Convention and of all meetings of the District Board of Officers. The Secretary shall submit a report to the annual District Convention and at such other times as the Governor and the District Board of Officers may require. This person shall submit to the proper officials and committees all communications received for Circle K International. The Secretary shall cooperate with the Governor in forwarding all official reports required by Circle K International. This person shall also perform such other duties as may be assigned by the Governor or the District Board of Officers.
- d) The **Treasurer** shall, under the supervision of the District Administrator, keep records of all District dues, District Convention registration fees, and other District income. All revenue will be sent to the District office. The accounts shall at all times be open to inspection by the Governor, the District Board of Officers, the District Administrator, Kiwanis District Board of Trustees, and any authorized auditor. The Treasurer shall submit a financial report at the annual District Convention and at such times as the Governor, the District Board of Officers, or the Kiwanis District Board of Trustees may require, and also perform such other duties as may be assigned by the Governor or the District Board of Officers.

Section 6. A District officer may be removed from office for just cause by a vote of two-thirds (2/3) of all members of the District Board of Officers duly elected and serving at the time. Whenever there appears to be sufficient cause for such action, the Governor shall give said officer immediate notice that the matter shall be discussed at the next regular meeting of the District Board of Officers or at a special meeting called for that purpose. Consideration shall be given to the facts and reasons why the office should be declared vacant. The officer shall be afforded the opportunity at that meeting to explain or refute the allegations. In event that the District Board of Officers shall find the alleged facts to be true, by a vote of two thirds (2/3), the District Board of Officers shall have the power to declare such office vacant, and the vacancy will be filled in accordance with the provisions contained in these Bylaws.

Section 7. No District officer may hold an International office or club office in addition to their District office.

ARTICLE VI

District Board of Officers

Section 1. The District Board of Officers shall consist of the Governor, the Secretary, the Treasurer, and the Lieutenant Governors. Only the elected officers of the District Board shall be empowered to vote and determine District policies and actions. All questions of majority or quorum shall only apply to the elected officers of the District Board. The District Administrator, all standing committee chairs, and the Immediate Past Governor shall each serve as non-voting ex-officio members of the District Board of Officers.

Section 2.

- a) The management and control of the affairs of the District not otherwise provided for in these Bylaws shall be vested in the District Board of Officers, subject to the direction and approval of the Kiwanis Board of Trustees, through the District Administrator, and the Circle K International Board of Trustees.
- b) Standard operations, procedures, and policies for the District shall be specified and maintained in the District Operating Procedures.

Section 3. The District Board of Officers shall hold a minimum of five (5) regular meetings annually, one of which is to be held during the period between academic years. The District Administrator, or an official Kiwanis District representative, must attend all regular and special meetings.

Section 4. The Secretary shall notify each member of the District Board of Officers, the Kiwanis Governor, the District Administrator, member of the Kiwanis District Committee on Circle K, and the Presidents of all Circle K clubs in the District of the time, place (including directions), and the date of all meetings of the District Board of Officers in writing not less than thirty (30) days prior to each meeting.

Section 5. A special meeting of the District Board of Officers may be called by the Governor, the Secretary, District Administrator, or two-thirds (2/3) of the members of the District Board of Officers. A special meeting may only be called with the approval of the District Administrator. Notice of said special meeting shall be sent to each member of the District Board of Officers by the Secretary no less than ten (10) days prior to the date of the meeting and shall clearly state the purpose or purposes for which the meeting is called. Only business which is stated in said notice may be discussed at such meeting.

Section 6. After consulting with the District Administrator, the Governor shall be responsible for the preparation of a tentative agenda for all meeting of the District Board of Officers. The Secretary shall then be responsible for the distribution of said agenda to each member of the District Board of Officers, the Kiwanis Governor, the Kiwanis District Secretary, and members of the Kiwanis District Committee on Circle K no less than fourteen (14) days prior to each of these meetings.

Section 7. A closed executive session may only be called by two-thirds (2/3) majority of the elected District Board of Officers provided that just cause is given. This is subject to the approval of the District Administrator. No official business or actions shall be recorded during closed executive sessions nor shall any minutes be recorded. Official business or actions can only be conducted during open sessions.

Section 8.

- a) All meetings of the California-Nevada-Hawaii District Board of Officers shall be open to any member of the District who wishes to attend except as provided for in Section 7.
- b) Any member of the District present at a regular board meeting may submit (an) additional item(s) to the agenda, subject to the approval of the District Board.

Section 9. In the absence of the Governor from a meeting, the District Board of Officers shall designate a member of the District Board of Officers to act as a chairperson for that meeting upon recommendation of the Governor and/or the District Administrator.

Section 10. A majority of the voting members of the District Board of Officers shall constitute a quorum and a majority vote of those present shall decide any question with the exception of those questions for which a greater proportion is specifically required by these Bylaws.

Section 11. In the District mailing following, but no less than sixty (60) days after any special or regular meeting of the District Board of Officers, the Secretary shall make a report of the meeting. This report shall consist of a complete synopsis of all actions taken, and he/she shall distribute said report to members of the District Board of Officers, International Trustee, the Kiwanis District Governor, Kiwanis District Secretary, and the Presidents of the clubs in the District. In addition, the Secretary shall also record the official minutes for all board meetings. The official minutes will be the official record of all actions undertaken by the district board. Within thirty (30) days after approval by the District Board of Officers, the official minutes shall be signed by the Governor, the Secretary, and the District Administrator, and filed with supporting documents with the District office and the International office. Any Circle K member in good standing may request a copy of the official minutes of any board meeting from the District Office.

ARTICLE VII Committees

Section 1. Standing committees of the District Board of Officers shall be as follows:

- a) The **Communications & Marketing Committee** shall be responsible for all California-Nevada-Hawai'i District of Circle K International affiliated social medias, promotions of all California-Nevada-Hawai'i District of Circle K International events, The Sunspot, and The Sunburst.
- b) The **District Convention Committee** shall be responsible for the planning and execution of the annual District Convention.
- c) The **Fall Training Conference Committee** shall be responsible for the planning and execution of the annual District Fall Training Conference.

- d) The **Finance and Fundraising Committee** shall be responsible for the planning and execution of District fundraisers. It shall be responsible for organizing educational resources of the District Fundraising Initiatives for the District.
- e) The **Kiwanis Family and Foundation Committee** shall work to improve the relationship between all Kiwanis and Kiwanis sponsored organizations. It shall be responsible for developing projects and educational programs to expand and strengthen the bonds between these organizations.
- f) The **Laws and Regulations Committee** shall be responsible for enforcing, upholding, and editing of the California-Nevada-Hawai'i District of Circle K International Bylaws & Operating Procedures.
- g) The **Membership Development and Education Committee** shall cooperate with all the clubs in this District to assist them in the maintenance of an adequate membership of appropriate standards, in the proper education and induction of new members, in the utilization of all members, in the development and attainment of Minimum Membership Requirements, and in the promotion of the concept of regular attendance at club meetings.
- h) The **Member Recognition Committee** shall be responsible for recognizing clubs and members within the California-Nevada-Hawai'i District of Circle K International throughout the administrative year.
- i) The **Service Committee** shall be responsible for the planning and execution of any District level service programs as designated by the Governor. It shall be responsible for organizing educational resources of the District Service Initiatives for the District.

Section 2. Standing committee chairs' attendance at District board meetings shall be required. All committee chairs shall be required to submit written reports of their work to the District Board when they meet. Specific directives for each committee shall be provided by the Governor and the District Board of Officers. Standing committee chairs shall be appointed by the Governor and approved by the District Board of Officers.

Section 3. Special committees can be appointed by the Governor, pending the District Administrator's approval, and approved by the District Board of Officers. Special committees must have specific directives to follow and shall expire at the end of the administrative year or until such time as the Governor determines that they have fulfilled their purpose. Chairs for special committees shall be appointed by the Governor and approved by the District Board of Officers. Special committee chairs have no voting rights and shall make a report to the District Board upon the Governor's request. Special committee chairs shall participate in District board training sessions and meetings upon the request of the Governor and District Administrator.

Section 4. Committee members, sub-committees and their chairs may be appointed by the committee chair at the direction of the Governor without objection from the Governor or District Administrator. Sub-committees shall be considered an extension of the standing or special committee from which it was created.

ARTICLE VIII

Conventions

Section 1. The annual District Convention shall be held at the time and place mutually agreed upon by the District Board of Officers, the District Administrator, the sponsoring Kiwanis District Board

of Trustees, and the Board of Trustees of Circle K International. The dates and site of the convention shall be submitted to the Administrator of Circle K International no less than sixty (60) days prior to the proposed convention dates. The International Administrator, action for the International Board of Trustees, may approve the dates and site.

Section 2. The Governor shall appoint a Credential Committee and an 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.

Section 3. The Secretary shall send an official call to the annual District Convention no less than thirty (30) days prior to the dates of the convention in writing via mail or electronic mail to each club, the District Board of Officers, the International Administrator, the Kiwanis District Governor, the Kiwanis District Secretary, the Key Club District Governor, and the KIWIN'S District Governor an official call to the annual District Convention not less than thirty (30) days prior to the dates of the convention.

Section 4. The District Board of Officers shall have full supervision and management of all conventions, in consultation with the District Administrator. The Kiwanis District Office shall handle any contractual arrangements necessary for the District Convention.

Section 5. Each member club within the District and in good standing shall be entitled to two (2) delegates, and two (2) alternates at the District Convention. The delegates and their alternates shall be active members in good standing of the chartered clubs they represent. The Governor and other elected District officers shall be delegates at large at the District Convention. International officers shall not be considered delegates unless certified as representatives of their home club within the District.

Section 6. Each accredited delegate shall be entitled to vote on each question submitted at any convention. There shall be no voting by proxy.

Section 7. In the absence of the Governor from any District Convention, the District Board of Officers shall designate a member of the District Board of Officers to act as presiding officer of the convention.

Section 8. A quorum for any District Convention shall be the official delegates present and representing not less than one-half (1/2) of the total member clubs in good standing within the District.

Section 9. Each District Convention program shall include the following:

- a) An address by the Governor of the sponsoring Kiwanis District or a representative;
- b) An address by the Governor of the Key Club District or a representative;
- c) An address by the Governor of the KIWIN'S District or a representative;
- d) An address by the International representative(s) in attendance;
- e) Workshops for the purpose of motivating and educating the membership, training newly elected club officers, leadership development, increasing awareness of International theme and emphasis areas, and increasing service activities;

- f) Nomination and election of officers for the upcoming year;
- g) Installation of the newly elected District officers;
- h) A presentation promoting attendance at the upcoming International Convention;
- i) Presentation of club and District awards.

Section 10. The Secretary shall submit a report of the District Convention as outlined in the Circle K International Bylaws.

ARTICLE IX

Vacancies in Office Between Conventions

Section 1: Vacancy in District Governor.

- a) In the event of a vacancy in the office of Governor, a qualified member of a club in good standing with the District and Circle K International shall be elected by the District Board of Officers to serve for the remainder of the unexpired term. Such action shall be communicated by the Secretary in writing to the International Administrator.
- b) In any year in which a vacancy in the office of District Governor and the annual District Convention is not held, the District Council shall elect a qualified member of a club in good standing to serve for the upcoming administrative year. The Circle K District Secretary must send confirmation of the appointment to the Circle K District Board of Officers, the Kiwanis Executive Director/District Secretary, the District Administrator, and the Circle K International Administrator within ten (10) days after the approval of the appointment.

Section 2: Vacancy in District Secretary or District Treasurer.

- a) In the event of a vacancy in the offices of Secretary or Treasurer, the Governor shall, with approval of the District Board of Officers, appoint a qualified member of a club in good standing with the District and Circle K International to serve for the remainder of the unexpired term. Each member of the District Board of Officers must submit their written approval to the Circle K District Secretary within fourteen (14) days of the appointment. The Circle K District Secretary must send confirmation of the appointment to the Circle K District Board of Officers, the Kiwanis Executive Director/District Secretary, the District Administrator, and the Circle K International Administrator within ten (10) days after the approval of the appointment. If the position of Circle K District Secretary is vacant, the Circle K District Secretary designee, with the approval of the District Governor, must send confirmation of the appointment to the Circle K District Board of Officers, the Kiwanis Executive Director/District Secretary, the District Administrator, and the Circle K International Administrator within ten (10) days after the approval of the appointment.
- b) In any year in which a vacancy in the office of District Secretary or Treasurer and the annual District Convention is not held, the District Council shall elect a qualified member of a club in good standing to serve for the upcoming administrative year. The Circle K District Secretary must send confirmation of the appointment to the Circle K District Board of Officers, the Kiwanis Executive Director/District Secretary, the District Administrator, and the Circle K International Administrator within ten (10) days after the approval of the appointment.

Section 3: Vacancy in Lieutenant Governor.

- a) In the event of a vacancy in the office of Lieutenant Governor, the Governor shall, with approval of the District Board of Officers, appoint a qualified member of a club, in the same division, to serve for the remainder of the unexpired term. Each member of the District Board of Officers must submit their written approval to the Circle K District Secretary within fourteen (14) days of the appointment. The Circle K District Secretary must send confirmation of the appointment to the Circle K District Board of Officers, the Kiwanis Executive Director/District Secretary, the District Administrator, and the Circle K International Administrator within ten (10) days after the approval of the appointment.

ARTICLE X District Council

Section 1. Composition.

The District Council of the California-Nevada-Hawai'i District of Circle K International shall be established if the annual District Convention and House of Delegates are not held and consist of the officers of the California-Nevada-Hawai'i District of Circle K International, as defined in Article 6 Section 1 of these Bylaws and two (2) delegates from each club within the District. The delegates shall be active members in good standing of the chartered clubs they represent. In addition, the District Administrator and Parliamentarian to the California- Nevada-Hawai'i District of Circle K International shall serve as advisor to and as a non-voting ex-officio member of the Council. The Election Committee Chair of the California-Nevada- Hawai'i District of Circle K International shall also be non-voting ex-officio members of the District Council.

Section 2. Quorum & Alternates.

A majority of the Council, no less than one-half (1/2) of the total members in clubs with good standing within the district, shall constitute a quorum. Each member club within the District and in good standing shall be entitled to two (2) delegates, and two (2) alternates at the District Council. The delegates and their alternates shall be active members in good standing of the chartered clubs they represent.

Section 3. Meetings & Notice of Meeting.

Meetings of the District Council shall be held in any year in which no District Convention and House of Delegates are held. In years in which a District Convention and House of Delegates are held, the District Council shall not meet. For all meetings of the District Council, notice shall be sent to each member of the Council, said notice to be sent at least fourteen (14) days prior to the beginning of the meeting.

Section 4. Purpose.

In any year in which no District Convention and House of Delegates are held, the District Council shall have the right to:

1. amend the Bylaws of the California-Nevada-Hawai'i District of Circle K International in accordance with the procedure set forth in these Bylaws, Article 12, and
2. shall have the responsibility of electing the District Governor, District Secretary, District Treasurer, and Lieutenant Governors for the upcoming term of office.

Section 5. Presiding Officer.

The District Governor of the California-Nevada-Hawai'i District of Circle K International shall preside over meetings of the District Council. In the absence of the Governor from a meeting, the District Board of Officers shall designate a member of the District Board of Officers to act as a chairperson for that meeting upon recommendation of the Governor and/or the District Administrator.

Section 6: Voting.

In any year in which no District Convention and House of Delegates are held, the District Council shall vote via an online media, with the approval of the District Administrator, District Governor, and Parliamentarian. A voting member is defined as a delegate in good standing within their club and who is present within the District Council session.

**ARTICLE XI
Revenue**

Section 1. Each member club shall pay to the California-Nevada-Hawaii District annual dues of ten dollars (\$10.00 U.S.) for every active member, except honorary members. Members of new clubs chartered during the administrative year shall have their District dues waived for that administrative year. The amount of the District dues shall be determined by a two thirds (2/3) vote of all delegates at the District convention. In no case shall the District dues exceed ten dollars (\$10.00 U.S) per annum per member.

Section 2. Assessments in excess of the annual dues may be made only upon a two thirds (2/3) vote of all delegates attending the District Convention, or by a two thirds (2/3) vote of all clubs in the District between conventions and must be approved by the Kiwanis District Board and the Circle K International Board.

Section 3. The Kiwanis District Office shall be the official depository for the Circle K District.

Section 4. Each check should carry the signature of an individual designated by the Kiwanis District Office.

Section 5. Revenue may be derived from other sources in such a manner as may be determined by the District Board of Officers. The District shall never sponsor or participate in any manner in a lottery, raffle, drawing, or game of chance in connection with any fundraising activity unless the District has received the prior approval of the sponsoring Kiwanis Board of Trustees. Such approval so granted does not constitute official endorsement of such activities by Circle K International or by Kiwanis International. Any lottery, raffle, drawing, or game of chance so approved must not contravene any laws, mores, customs, or traditions of the country, state or province in which the fundraising activity is to be held. The District shall not directly or indirectly engage in any activity, which may impugn or reflect unfavorably on the good name of Circle K or Kiwanis.

**ARTICLE XII
Parliamentary Authority**

Section 1. The latest edition of "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically designated in these Bylaws or in the Constitution and Bylaws of Circle K International.

ARTICLE XIII

Amendments

Section 1. These Bylaws may be amended by a vote of two-thirds (2/3) of the delegates present and voting at any annual convention of the District, provided that written notice of such proposed amendments shall have been given to each club in the District at least thirty (30) days prior to the annual District Convention at which the proposals will be considered. All such amendments must be consistent with the Constitution and Bylaws of Circle K International and shall become effective only after the approval of the (1) Kiwanis District Board of Trustees and (2) the Board of Trustees of Circle K International, in that order.

Section 2. Amendments to these Bylaws may be proposed by any club in good standing within the California-Nevada-Hawaii Circle K District, the District Board of Officers, or the District Administrator.

ARTICLE XIV

Operating Procedures

Section 1. The District Board of Officers may, with the advice and consent of the Kiwanis District Policy Committee, establish an official District policy code for matters not specifically defined by the Circle K International Constitution and Bylaws, or these District Bylaws. Adoption and amendment of the District Policy Code shall require an affirmative vote of two-thirds (2/3) of the District officers present and voting, and the approval of the Kiwanis District Policy Committee. In all other cases, the articles set forth under district structure in the Circle K International Constitution and Bylaws shall be the only and final regulations for this aspect of organizational structure.