

Circle K International Bylaws

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Circle K International Bylaws

As approved by KI January 2008

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 Representatives 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 Representatives, 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 aggressive 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, aggressive, 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 is the organization that holds the promise of today's 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 friendship. Circle K's potential lies in its ability to positively influence those in our society who are facing ultimate personal decisions, and those who will one day create the vision of mankind for generations to come. Circle K is the embodiment of those qualities necessary to shape the future, realized in the colleges and universities of today. Circle K International is dedicated to the realization of mankind'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.

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 mankind's potential".

ARTICLE 3. POWERS

Section 1. Powers of Circle K International. The powers of Circle K International shall be:

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

Section 2. Control and Regulation by Kiwanis International. All policies and actions of Circle K International shall be subject to control and regulation 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 clubs or chapters which have been accepted by the CKI Board of Representatives and certified in the manner prescribed in these Bylaws. Wherever the terms "club" or "clubs" are used, "chapter" or "chapters" may be substituted.

Section 2. Club Name. The name of a club shall be that 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. Dues and Membership Roster. Prior to the beginning of each fiscal year, the Circle K International Director shall send to the president of each Circle K club a dues invoice and accompanying membership roster requesting the necessary pertinent information for office records, including permanent mailing address and student membership names and mailing addresses. Such forms are to be completed by the Circle K club and returned directly to Circle K International with applicable International and district membership 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 Representatives. 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. For cases in which two or more local "small" institutions are unable to charter Circle K clubs, the Board of Officers of the district, with approval of the Director of Circle K International, shall grant permission for one club to be chartered. "Small" institutions are defined as enrollment of less than 1000 students as defined in Peterson's Guide to Colleges or its non-U.S. equivalent of the current administrative year. This multiple-school club may only be formed if this is permitted by the institutions affected, prescribed in the bylaws of the Circle K club, and provided that at least 10% of the club membership comes from each institution.

Section 3. Re-Chartering to a Multiple-School Club. For cases in which one Circle K club is already chartered, the Board of Officers of the district, with approval of the Director of Circle K International, shall grant permission for the club to allow students from local "small" institution(s) to become members of said club. "Small" institutions are defined as enrollment of less than 1000 students as defined in Peterson's Guide to Colleges or its non-U.S. equivalent of the current administrative year. This multiple-school club may only be formed if this is permitted by the institutions affected, prescribed in the bylaws of the Circle K club, and provided that at least 10% of the club membership comes from each institution.

Section 4. Minimum Charter Strength for Multiple-School Clubs. For all multiple-school clubs, the clubs must adhere to the minimum club charter strength of clubs with an enrollment of 1000 or more as outlined in Article XIII, Section 3 of the Policy Code.

Section 5. Incorporation of Club. If permitted by state, provincial or national law, a Circle K club after receiving its charter may incorporate as a non-profit corporation subject to the approval of the Circle K International Board of Representatives, but only by the name designated in its Charter, such as the "Circle K 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 for students seeking membership shall include:

- a. payment of all club, district and International dues;
- b. club meeting attendance requirements;
- c. Circle K education seminar attendance requirements;
- d. attendance requirements for Circle K sponsored service, personal leadership development, and fellowship activities;
- e. fulfillment of any other requirement as set forth by the club, provided that these requirements do not violate the provisions of these Bylaws.

The criteria for a student to retain active membership shall include:

- a. payment of all club, district and International dues as specified in the International Policy Code;
- b. club meeting attendance requirements;
- c. Circle K education seminar attendance requirements;
- d. attendance requirements for Circle K sponsored service, personal leadership development, and fellowship activities;
- e. maintain the minimum grade point average as set forth by the institution for graduation;
- f. fulfillment of any other requirement as set forth by the club, provided that these requirements do not violate the provisions of these Bylaws.

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 or discriminates on the grounds of race, gender, creed, nationality, challenged abilities or sexual orientation.

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 dues or 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. No person shall be eligible for membership in a club who holds membership (other than honorary) in any other Circle K club, or other Kiwanis-family organization.

Section 4. Active Member Compliance to Requirements. An active member of a chartered club shall meet all minimum membership requirements adopted by said club as outlined in these Bylaws, and shall be entitled to all club privileges. Minimum membership requirements may not discriminate on the grounds of race, gender, creed, nationality, challenged abilities or sexual orientation. The Board of Officers of said club, as defined in these Bylaws, shall review periodically the compliance of each member to the club's established minimum membership requirements.

Section 5. 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 6. Time to Meet Requirements and Graduation. If a member has not graduated, he or she has thirty (30) days to meet enrollment, academic, or minimum membership requirements before his or her membership will cease. In the event of a member's graduation, membership will cease on September 30 of the same Circle K administrative year.

Section 7. 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 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 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 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, however, shall have the power to appoint such special committees when needed as shall be determined by the president in consultation with the faculty advisor and/or Kiwanis advisor and the club board of officers.

Section 3. 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.

ARTICLE 9. DISCIPLINE, RESIGNATION, AND TERMINATION OF CLUBS

Section 1. Club in Arrears. 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 by action of the CKI Board of Representatives, 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 Representatives may restore such club to membership upon payment of its indebtedness.

Section 2. Failure to Conform. Any member club that fails to conform to the provisions of these Bylaws or to the policies for clubs established by the CKI Board of Representatives 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 Representatives.

Section 3. Notice Of Hearing. A copy of the charges with a notice of the hearing thereof before the CKI Board of Representatives 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 Representatives meeting or via teleconference meeting and the subject 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 Representatives.

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 Representatives, 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 Representatives 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 Representatives, for the purposes of promoting the best interests of Circle K, shall create, supervise, and assist Circle K districts, which are regional associations of clubs.

Section 2. 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 Sub-regions
- 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 our district Kiwanis family counterparts
- 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 3. Alignment with Kiwanis International Districts.

- a. Each Circle K district shall be co-extensive with one of the districts of Kiwanis International and shall be divided into divisions as approved by the sponsoring Kiwanis district.
- 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 Circle K district being divided into divisions and having a Circle K administrator.

- c. 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 Representatives and approved by the Board of Trustees of Kiwanis International.

Section 4. 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 5. Sponsoring Kiwanis District. Each sponsoring Kiwanis district shall be responsible for the proper operation and functioning of its Circle K clubs.

Section 6. 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. Any district officer will serve under the membership requirements as outlined in the governing documents considered active at the time of election or appointment. Instead of electing lieutenant governors, a district may choose to operation 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 7. 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. 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 convention.

Section 8. 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 for one (1) year or until their successors are duly elected.

Section 9. Officer Transfers to a New School. When a district officer transfers to a school within the district they serve where a Circle K club does not exist, the officer must be enrolled for at least part time status at the new institution, and the officer is allowed a 90 day grace period to start said club. When a district officer transfers to a school within the district they serve where a Circle K club does exist, the officer shall join that club within 30 days of transfer. In the event that a club's minimum membership requirements prevent said officer from joining the club within the grace period, the club president shall notify the affected district or International board of such date when the officer may be eligible to join. Said officer must join the club no later than fourteen (14) days after

the stated date. If the officer has not joined by the expiration of the allowed time, said officer shall be removed from office by action of the affected district or International Board. When a district officer transfers to a school outside of the district they serve, they forfeit their position on the District Board. The ensuing vacancy will be filled in accordance to the procedure outlined in each district's bylaws.

Section 10. Standing Committees. The Standing Committees of the district, and the duties of the Standing Committees, shall be prescribed in the district bylaws. The district governor shall appoint chairpersons and assign members of these committees within (30) days after the district convention.

Section 11. Special Committees and 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, that their responsibilities have been fulfilled.

Section 12. Annual District Convention

- a. **Time, Place, and Official Call.** Each district shall hold an annual convention after the second weekend in February and before the first full weekend in April. 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 Board of Representatives 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 Director of Circle K International, in conjunction with the president of Circle K International and the Kiwanis Counselor to Circle K International, 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 mail 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 of Trustees, and the CKI Board of Representatives. At the request from the district and so far as it is practical and purposeful, the president shall assign official representatives 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 Representatives, 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 Convention.** Each member club of a district, in good standing, shall be entitled to two (2) delegates or three (3) and two (2) or three (3) alternates in any convention 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.

- e. **Appointment of Convention Committees.** The governor shall appoint a Credentials 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.
- f. **Report of Official Action.** Within thirty (30) days of the completion of the annual district convention, the secretary or secretary-treasurer 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 counsel said district.

Section 13. 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 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 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 if generating over US\$500 is communicated to International liaison and the Director of Circle K International for records and reference for other districts.
- e. **Dues Notification.** At the beginning of each school year, but no later than October 1, the governor, in cooperation with the district secretary-treasurer (or district treasurer) will notify all clubs of the amount of established dues. These dues are due October 1, and shall be considered past due on the same day International dues are past due.
- f. **Fiscal Year.** The fiscal year of each Circle K district shall be determined by the sponsoring Kiwanis district.

Section 14. Operating Procedures. The governor may, with the advice and consent of the Kiwanis District Board, 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 15. 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 shall 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 shall become effective only after the approval of (1) the district house of delegates, (2) the Kiwanis District Board, and (3) Circle K International, as prescribed in the Policy Code, in that order.

Section 16. 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 as a corporate body, abide by the Bylaws of the district and the Bylaws of Circle K International.

ARTICLE 11. REGIONS AND SUB-REGIONS

Section 1. Purpose. The CKI Board of Representatives, for the purpose of promoting the best interests of Circle K, shall create, supervise, and assist Circle K International Regions, which are cultural associations of the member nations of Circle K International. Each Region shall co-exist with the Regions of Kiwanis International.

Section 2. Club's Membership in Region. Each club situated within the territorial limits of a member nation belonging to a specific Region shall be a member of said Region, so long as such club continues to comply with the Bylaws of Circle K International.

Section 3. Sub-regions. Circle K International (North America) is an organization of Circle K clubs in Region I (United States) and Region II (Canada and the Caribbean). There will be sub-regions of Regions I and II and shall be defined in the Policy Code. Districts cannot be divided into two or more sub-regions within the regional structure.

ARTICLE 12. OFFICERS

Section 1. Officers. The officers of Circle K International shall be a president, a vice-president, a representative for each sub-region, the Director of Circle K International, and the district governors.

Section 2. Membership Requirements. Any International officer will serve under the membership requirements as outlined in the governing documents 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 where a Circle K club does not exist, the officer must be enrolled for at least part time status at the new institution, and the officer is allowed a 90 day grace period to start said club. When an International officer transfers to a school where a Circle K club does exist, the officer shall join that club

within 30 days of transfer. In the event that a club's minimum membership requirements prevent said officer from joining the club within the grace period, the club president shall notify the affected district or the CKI Board of Representatives of such date when the officer may be eligible to join. Said officer must join the club no later than fourteen (14) days after the stated date. If the officer has not joined by the expiration of the allowed time, said officer shall be removed from office by action of the Board of Representatives. When a Representative transfers to a school outside of the sub-region they serve, they forfeit the position of Representative. The ensuing vacancy will be filled in accordance to the procedure outlined in Article 13, Section 15 of these bylaws.

Section 5. Concurrent Service. No office shall be combined in one person and no officer shall serve concurrently in any other elected office within this organization.

Section 7. 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 8. 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 13. NOMINATION AND ELECTION OF OFFICERS

Section 1. Election of Officers. The president and vice-president shall be elected by the voting delegates at the annual International convention in the manner prescribed in these Bylaws. The representatives shall be elected by the voting delegates from the region they represent. All officers will be elected 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, the vice-president for the coming administrative year of Circle K International.

The district governors shall be elected at their respective district conventions in the manner prescribed in their district bylaws.

No person may be elected to fill the vacancy to the offices of President, Vice-President, or Representative who has received fewer votes than no confidence when running solely against the option of no confidence.

Section 2. Term of Office; Administrative Year. The president, vice-president, and representatives shall assume office on the first day of the administrative year immediately following their election and shall serve for a term of one (1) year or until their successors are duly elected.

The administrative year of Circle K International 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 administrative year shall begin on September 1 and end on the final day of the next annual convention. If the International Convention is not held in consecutive years, then the year shall end on August 31 of the following year.

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.

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 and of the printing, the distribution, the collecting, and the counting of ballots.

Section 6. Voting. All voting shall be done by written ballot. The election of the president, vice-president, and representatives shall

be conducted separately and using separate ballots. The election of the president shall be completed first and results announced to the House of Delegates. Any unsuccessful candidate for president may be nominated for the position of vice-president. The House of Delegates shall then proceed with the election of the vice-president and the results announced to that body. Any unsuccessful candidate for president or vice-president may be nominated for the position of representative. No ballot shall be counted whereon it appears that a delegate has voted for a greater number of nominees for the said office than there are vacancies to be filled. Cumulative voting, absentee voting, and voting by proxy shall not be allowed.

Section 7. Procedures for Presidential Election. A candidate for the office of president must receive a majority of the votes cast to be elected. A "No Confidence" option will appear on every ballot. Delegates should select the "No Confidence" option if the delegates believe no candidate is qualified to hold the position. In the event that the "No Confidence" option receives a majority of votes cast on any ballot, the office of president shall be declared vacant and the newly elected Board of Circle K International shall elect a president in accordance with Article XIII, Section 11 of these Bylaws.

- a. When the number of candidates for the office of International President shall exceed two (2), the following procedure shall be followed:
 - i. In the event that one candidate receives a majority of those votes cast on the first ballot, that candidate shall be elected.
 - ii. In the event that no one (1) candidate receives a majority of those votes cast on the first ballot, those two (2) candidates receiving the highest number of votes, whose combined total constitutes a majority of those votes cast on the first ballot, shall appear on a second ballot.
 - a. If on the second ballot, a candidate receives a majority of votes cast, that candidate shall be elected.
 - b. If on the second ballot, no candidate receives a majority of votes cast, the candidate receiving the highest number of votes cast shall appear on a final ballot with the "No Confidence" option. The candidate shall be elected only if he/she receives a majority of votes cast on the final ballot.
 - iii. In the event that no one (1) candidate receives a majority of those votes cast on the first ballot, and the combined total of those two (2) candidates receiving the highest number of votes does not constitute a majority of those votes cast, the candidate receiving the lowest number of votes shall be eliminated. This procedure shall be continued until two (2) candidates have a combined total, which constitutes a majority of those votes cast. Those two (2) candidates shall appear on another ballot.
 - a. If on that ballot, a candidate receives a majority of votes cast, that candidate shall be elected.
 - b. If on that ballot, no candidate receives a majority of votes cast, the candidate receiving the highest number of votes cast shall appear on a final ballot with the "No Confidence" option. The candidate shall be elected only if he/she receives a majority of votes cast on the final ballot.
- b. When the number of candidates for the office of International President shall equal two (2), the candidates shall appear on a ballot with the "No Confidence" option.
 - i. If on that ballot, a candidate receives a majority of votes cast, that candidate shall be elected.
 - ii. If on that ballot, no candidate receives a majority of votes cast, the candidate receiving the highest number of votes

cast shall appear on a final ballot with the "No Confidence" option. The candidate shall be elected only if he/she receives a majority of votes cast on the final ballot.

c. When there is only one (1) candidate for the office of International President, the candidate shall appear on a ballot with the "No Confidence" option. The candidate shall be elected if he/she receives a majority of votes cast.

Section 8. Procedures for Vice-Presidential Election. The election of International Vice-President shall follow the same procedures as the election of International President, as outlined in Article 13, Section 7 of these Bylaws.

Section 9. Procedures for Representative Election. Each region shall elect a representative and the election shall follow the same procedures as the election of International President, as outlined in Article 13, Section 7 of these Bylaws.

Section 10. 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 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 11. Vacancy in Office of President. In the event of a vacancy in the office of president between conventions, the CKI Board of Representatives shall elect one of the representatives 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 succeeding administrative year. No person who received fewer votes than no confidence for International President at the preceding international convention may be elected to fill the vacancy to this office.

Section 12. Vacancy in Office of Representative or Vice-President. In the event of a vacancy in one of the offices of representatives or the office of vice-president between conventions and before April 1, the CKI Board of Representatives shall elect an active member in good standing of a club within a Sub-region 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 Representatives may vote to leave the office vacant until the next succeeding convention of Circle K International or International Council meeting should an International Convention not be held that year. No person who received fewer votes than no confidence for International Vice-President and/or representative at the preceding international convention may be elected to fill the vacancy to that or any higher office.

Section 13. 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 14. 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 Representatives duly elected and serving at the time. Whenever there appears to be sufficient cause for such action, the president shall give such officer of the CKI Board of Representatives 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 Representatives shall find the alleged facts to be true, the CKI Board of Representatives 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 14. 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 provide direction for the organization and support, aid and guidance to each member of the CKI Board of Representatives.
- c. The president shall serve as the presiding officer at the annual convention of Circle K International and at meetings of the CKI Board of Representatives, the Executive Committee of the CKI Board of Representatives and the International Council. 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 Representatives. 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.
- d. The president shall assign a representative to each district from among the membership of the CKI Board of Representatives and shall maintain effective communications with the Board.

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 Representatives; the Executive Committee of the CKI Board of Representatives 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 Representatives.
- 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 by publishing a quarterly newsletter and maintaining any other supportive correspondence. It shall be understood, however, that each district's respective International liaison 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.

Section 3. Duties of the Representatives.

- a. In the event of the inability of the vice-president to perform the duties of the office of vice-president, the CKI Board of Representatives shall elect one of the representatives to perform the duties of and have the same authority as the vice-president.
- b. Each representative shall represent any districts, as assigned by the president. The representative 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 representative for, as is agreed upon with the district governors.
- c. They shall attend the annual convention of Circle K International, as well as meetings of the CKI Board of Representatives and the International Council. They shall represent the CKI Board of Representatives at the district conventions, for the districts they serve as a representative for when practical, but as assigned by the president. The representative 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 representative for, and they shall serve as the official representative of this organization at such functions as the president may determine.
- d. Representatives shall also serve on one or more of the committees listed in Article XII of these Bylaws. Each representative shall have such other duties as usually pertain to the office or as may be assigned by the CKI Board of Representatives.
- e. They shall be from a member club within the sub-region they represent and act as an official delegate for that sub-region.

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 Representatives (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 Representatives, 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 his/her district. He/she 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. He/she 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 Representatives.

ARTICLE 15. BOARD OF REPRESENTATIVES

Section 1. Composition. The CKI Board of Representatives shall consist of the president, the vice-president, and the representatives from each sub-region; 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 Representatives. The Board of Representatives, in conjunction with the Director, shall develop and maintain the Circle K International and convention budgets. The Board of Representatives shall also perform such administrative duties and exercise such administrative authority including the governance and finances of Circle K International.

Section 3. Authority. The CKI Board of Representatives 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 Representatives 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 Representatives 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 Representatives, by call of the president, or by written request from a majority of the Board of Representatives. The Board of Representatives 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 Representatives 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 Representatives 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 Representatives 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 Representatives.

Section 6. Telephone Conference Meetings. The CKI Board of Representatives may, without meeting together, transact business by a telephone conference, provided that:

- a. The matter to be voted upon shall have been communicated by telephone, cable, certified or electronic mail, to each member of the CKI Board of Representatives by the Director of Circle K International at least forty-eight (48) hours in advance of the telephone conference.
- b. Each member of the CKI Board of Representatives 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 and time of the telephone conference at least forty-eight (48) hours in advance of the actual telephone conference.
- c. No fewer than quorum of the CKI Board of Representatives shall have participation in the telephone conference.
- d. The vote on any matter shall be by a call of the roll of the CKI Board of Representatives 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 Representatives.

Section 7. Discussion of Business Without a Meeting. The CKI Board of Representatives 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 XV, Sections 4, 5, or 6 of these Bylaws.
- b. Each member of the CKI Board of Representatives 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 Representatives shall have participation in the Internet chat room meeting.

Section 8. Quorum. A majority of the members of the CKI Board of Representatives, other than ex-officio members, and not including any vacant positions, shall constitute a quorum for the transaction of all business.

ARTICLE 16. EXECUTIVE COMMITTEE

Section 1. Composition. The president, with the advice and consent of the CKI Board of Representatives, shall appoint an Executive Committee consisting of the president, the vice-president, and at least two (2) representatives. The president shall preside over the Executive Committee. In the absence of the president, the committee shall elect a chairperson.

Section 2. Duties of Executive Committee. 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 Representatives. 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 Representatives which includes the governance and finances of Circle K International, and grievances of parties in regards to elections

ARTICLE 17. INTERNATIONAL COUNCIL

Section 1. Composition. The International Council of Circle K International shall be established and consist of the officers of Circle K International, as defined in Article 12, Section 1 of these Bylaws. 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 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 and elected officers shall be invited to observe all Council meetings.

Section 3. Meetings; Notice of Meeting. Meetings of the International Council shall be held in any year in which no International convention is held. Meetings of the International Council may also be held on the opening day of the annual International convention, and at such other times and places as shall be determined by the CKI Board of Representatives, 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, 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 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 representatives for the coming administrative year of Circle K International. In all years, the Council shall confer with and advise the CKI Board of Representatives 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 Council, upon recommendation of the CKI Board of Representatives, shall elect one of the representatives to preside.

ARTICLE 18. 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 Representatives 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 Representatives and as a liaison between the CKI Board of Representatives 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 Representatives 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 19. 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 Representatives, with the concurrence of the Kiwanis Counselor to Circle K International and/or the Circle K Director, such determination to be effected not less than one (1) year prior to the date of said convention, unless in any year the CKI Board of Representatives and the Board of Trustees of Kiwanis International shall determine that the holding of such annual convention would be inadvisable.

Section 2. Supervision of the Convention. The CKI Board of Representatives 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 Representatives, 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. At the request of the Board of Trustees, 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 member Circle K club is expected to have representation at each Circle K International convention.
- b. Each member 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 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 Representatives.
- 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 XVII, 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-fifty (150) 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 Representatives 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 Representatives 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 "undebatable" 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 20. COMMITTEES

Section 1. Standing Committees. The president shall appoint Board members to the following standing committees:

- a. Membership Development and Benefits, Marketing and Kiwanis Family Relations, and Service.
- b. The Membership Development and Benefits Committee shall focus on membership development and education, member benefits, awards, club building, and leadership development.
- c. The Marketing and Kiwanis Family Relations Committee shall focus on the Kiwanis family and the marketing presence and public relations issues related to Circle K International.
- d. The Service Committee shall focus on the Service Initiative of Circle K International, the Large Scale Service Project, the Tomorrow Fund, and partnerships with outside service programs.

Such committees will consist of Representatives and members in good standing in Circle K International. Members will be eligible for such appointment for the purpose of assisting in the development of policies, programs and procedures. Representatives only are eligible for the position of chair.

Section 2. Special Committees. Special Committees shall be appointed by the president, with the advice and consent of the CKI Board of Representatives and the Director. Such committees shall consist of International Representatives and members. The terms of such committees shall expire coincident with the term of the CKI Board of Representatives.

Section 3. Special Committees. The president may appoint special committees for the purpose of studying or investigating various issues of importance to Circle K International, or for developing specific programs or policies deemed necessary by the CKI Board of Representatives. The nature and duties of such committees shall be determined by the CKI Board of Representatives. Such committees shall consist of members and an International Board Liaison. The terms of such committees shall expire at the discretion of the president, with the advice and consent of the CKI Board of Representatives and the Director.

Section 4. Chair Assignment. The International 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.

Section 5. Reporting; Call; Budget. All committees, standing or special, shall report to the president and the CKI Board of Representatives. 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 6. 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 21. REVENUE

Section 1. International Dues. Each Circle K club shall submit to Circle K International, or its designated fiscal agent, annual dues being membership dues, and membership information for every member, but not including honorary members. All clubs are encouraged to send dues via traceable means, i.e. certified mail. Clubs must submit payment by check, money order or credit card; cash will not be accepted. A club roster or 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 amount of dues shall be determined according to the per capita gross national income defined by the World Bank for the nation of the Circle K club and as follows:

- Each member of a Circle K club in a nation with a per capita gross national income of US\$10,000, or more, shall pay dues of US\$25.00;
- Each member of a Circle K club in a nation with a per capita gross national income of less than US\$10,000, but more than US\$5,000, shall pay dues of US\$16.00; and
- Each member of a Circle K club in a nation with a per capita gross national income of less than US\$5,000, shall pay dues of US\$10.00.

Dues shall be payable during a period of at least sixty (60) days according to a schedule set forth in Circle K International Policies and defined for each nation taking into account academic calendar and financial practices of the nation. There shall be no other fees or assessments of clubs.

Section 2.

Each Circle K club that is a member of a Circle K district shall pay Circle K International, or its designated fiscal agent, annual district dues defined within the district's bylaws and not exceeding Circle K International dues, for every member, but not including honorary members. Dues shall be payable during the same period set forth for payment of Circle K International dues and as defined in Section 1 of this Article. There shall be no other district fees or assessments of clubs by Circle K International.

ARTICLE 22. 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 and the Treasurer 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 Representatives.

ARTICLE 23. OFFICIAL PUBLICATION

Section 1. Publication Policy. The Board of Trustees of Kiwanis International shall have full control of all questions of policy of the official publication.

Section 2. Editor. The Director of Circle K International, as editor, shall have complete charge of, and responsibility for, the issuance of the official publication, subject to the direction and control of the Board of Trustees of Kiwanis International.

Section 3. Editorial Content. The CKI Board of Representatives shall work closely with the Director of Circle K International and the Executive Editor in the selection of the news and editorial content of the official publication, advising the Director of the needs and desires of the Circle K membership relating to the content of the official publications.

ARTICLE 24. MOTTO

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

ARTICLE 25. 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 26. 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 Representatives.

ARTICLE 27. 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 28. 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 Representatives, 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 district convention.

Section 6. Submission by District Boards. Proposed amendments submitted by District Boards of districts in good standing must be endorsed by a majority of 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 majority 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 then 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 CKI Board of Representatives and 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. 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.