

**Wisconsin-Upper Michigan District
of
Circle K International**

BYLAWS

ARTICLE I. NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization shall be the Wisconsin-Upper Michigan District of Circle K International.

Section 2. The territorial limits of this district shall be co-extensive with the territorial limits of the Wisconsin-Upper Michigan District of Kiwanis International, unless other territorial limits are petitioned for by the Kiwanis and Circle K District Boards and such petition is approved by the Circle K International Board of Trustees and the Kiwanis International Board of Trustees.

ARTICLE II. OBJECTS

Section 1. The objects of this district shall be:

- a. To accept and promote the Objects of Circle K International, as outlined in the Circle K International Constitution;
- b. To coordinate the projects of member Circle K clubs;
- c. To strengthen and extend Circle K in the district;
- d. To increase the fellowship and cooperative efforts of the clubs within the district;
- e. To provide the goods and services necessary for the welfare of the member Circle K clubs of the district and their individual members;
- f. To promote participation by member Circle K clubs within the district in the general objects, programs, and policies of the district and of Circle K International; and
- g. To accept and promote the Constitution, Bylaws and Policy Code of Circle K International.

ARTICLE III. DIVISIONS

Section 1. The territory of this district shall be divided into seven (7) divisions.

ARTICLE IV. MEMBERSHIP

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

Section 2. Any member Circle K club more than thirty (30) days in arrears for any indebtedness to Circle K International, this district or its own 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 Circle K International Constitution and Bylaws.

ARTICLE V. OFFICERS

Section 1. The officers of this district shall be the Governor, the Secretary, the Treasurer, the Bulletin Editor and such Lieutenant Governors as deemed necessary by the Circle K District Board of Officers and the Kiwanis District Board of Officers.

Section 2. The officers of this district, as defined above, shall be elected at the annual district convention.

Section 3. All officers shall assume their official duties as outlined in the Circle K International Constitution and Bylaws.

Section 4. 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 this district. He/she 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 and special district committees; and shall preside at the district convention and all meetings 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 having completed the leadership training of club officers, including an Officer's Training Conference within 45 days after taking office, for workshops which will be held at the district convention, and for developing all communication with member Circle K clubs for the purpose of bringing administrative aid to the clubs. The Governor shall develop and work within an established income and expense budget, and shall work closely with the Circle K District Administrator on all matters dealing with the operation of this district.

b. 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 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 from Circle K International. The Secretary shall cooperate with the Governor in forwarding all official reports required by Circle K International.

c. THE TREASURER shall, under the direct supervision of the District Administrator, receive all district dues, convention registration fees, and other district income. The Treasurer shall disperse these funds in the manner authorized by the Board of Officers. The accounts shall at all times be open to inspection by the Governor, the Board of Officers, the District Administrator, the Kiwanis District Board of Officers, and any authorized auditor. The Treasurer shall submit a financial report at the annual convention and at such other times as the Governor, the Board of Officers, or the Kiwanis District Board of Officers may require. The Treasurer shall also perform such other duties as may be assigned by the Governor, the District Administrator or the Board of Officers.

d. THE BULLETIN EDITOR shall promote and periodically create, compile, edit, publish and distribute the district bulletin to all member Circle K clubs within this district, as directed by the Governor and the District Board of Officers, a minimum of five (5) times during the administrative year. The Bulletin Editor shall also perform such other duties as may be assigned by the Governor, the District Administrator or the Board of Officers.

e. THE LIEUTENANT GOVERNORS shall assist the Governor in the work of the district. They shall represent the Governor and have full responsibility under the direction of the Governor in supervising the district executive work in their respective divisions. Lieutenant Governors shall be charged with encouraging member Circle K clubs within their divisions to increase membership, complete worthwhile service projects, and remain current on the condition of such member clubs.

The Lieutenant Governors shall also work with the Governor, the District Administrator, Kiwanis Lieutenant Governors and area Kiwanis clubs on the building of new Circle K clubs and the rebuilding of inactive clubs. They shall also perform such other duties as may be assigned by the Governor, the District Administrator or the District Board of Officers.

Section 5. A district officer may be removed from office for just cause by a vote of two-thirds (2/3) of all voting members of the Board of Officers. Whenever there appears to be sufficient cause for such action, the Governor shall give said officer immediate notice of the scheduled meeting of the Board of Officers. 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 the event

that the Board of Officers shall find the alleged facts to be true, by a vote of two-thirds (2/3), the Board of Officers shall have the power to declare such office vacant, and the vacancy shall be filled in accordance with the provisions contained in these Bylaws.

Section 6. No district officer may simultaneously hold an International office or club office in addition to his or her district office.

ARTICLE VI. BOARD OF OFFICERS

Section 1. The Board of Officers of this district shall consist of the Governor, the Secretary, the Treasurer, the Bulletin Editor and the Lieutenant Governors. The District Administrator and all standing committee chairpersons shall serve as non-voting ex-officio members of the board.

Section 2. The management and control of the affairs of this district not otherwise provided for in these Bylaws shall be vested in the Board of Officers, subject to the direction and approval of the Kiwanis District Board of Officers, through the District Administrator, and the Circle K International Board of Trustees.

Section 3. The District Board of Officers shall hold a minimum of five (5) meetings annually, one of which is to be held during the period between academic years (i.e. the summer).

Section 4. The Governor shall notify each member of the Board of Officers, the standing committee chairpersons, the Kiwanis Governor, the District Administrator, members of the Kiwanis District Committee on Circle K, Kiwanis District Secretary-Treasurer and the presidents of all member Circle K clubs in the district, in writing, of the time, place (including directions), and the date of any and all meetings of the Board of Officers not less than ten (10) days prior to each meeting.

Section 5. A special meeting of the Board of Officers may be called by the Governor or two-thirds (2/3) of the members of the Board of Officers.

Section 6. The Governor shall be responsible for sending a tentative agenda for these meetings to each member of the Board of Officers, the standing committee chairpersons, the Kiwanis Governor, the Kiwanis District Secretary-Treasurer, the District Administrator, and members of the Kiwanis District Committee on Circle K not less than seven (7) days prior to each meeting.

Section 7. In the absence of the Governor from a meeting, the Board of Officers shall designate a member of the Board of Officers to act as chairperson for that meeting, upon recommendation of the Governor and/or the District Administrator.

Section 8. A majority of the voting members of the Board of Officers shall constitute a quorum, and a majority of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required by these Bylaws or the specified Parliamentary Authority.

Section 9. Within twenty (20) days after any special or regular meeting of the Board of Officers, the Secretary shall make a detailed written report of the proceedings of the meeting, comprising a complete synopsis of all actions taken, and shall distribute said report to members of the Board of Officers, the Circle K International Administrator, the Circle K International Counselor assigned to the district, the Kiwanis Governor, the Kiwanis District Secretary-Treasurer, the District Administrator, the members of the Kiwanis District Committee on Circle K, and presidents of the member Circle K clubs in this district.

ARTICLE VII. COMMITTEES

Section 1. The standing committees of this district shall be: 1. Awards, Regulations & History; 2. District

Convention; 3. Executive; 4. K-Family Relations/Outreach; 5. Membership Development Growth; 6. Service and 7. Special Events. The duties of these committees shall be outlined in the current Policy Code for the district.

Section 2. The Governor shall appoint one chairperson to each of the standing committees of the district within twenty-one (21) days of election, or as soon as possible thereafter.

Section 3. Executive Committee

- a. The Executive Committee shall:
 - (1) Serve as a defacto "steering committee" for the District Board for the purpose of setting agendas, making recommendations to the Board on specific issues, and providing general direction and leadership to the Board;
 - (2) Exercise administrative authority as delegated to it by the District Board;
 - (3) Take necessary emergency action as defined and limited by these Bylaws;
 - (4) Provide a complete report of any and all of its recommendations and actions at each and every District Board meeting.
- b. The Executive Committee shall consist of the following members of the District Board: the Governor, the Secretary, the Treasurer, the Bulletin Editor, one Lieutenant Governor to be elected by all Lieutenant Governors within 30 days on District Convention, and the District Administrator as a non-voting member.
- c. A quorum at any meeting of the Executive Committee shall consist of seventy-five percent (75%) of the Executive Committee members plus the District Administrator thereof being present. Each member is accorded one vote on all matters.
- d. The Executive Committee shall meet prior to every board meeting and at the discretion of the Governor or four (4) Executive Committee members with proper notice. Guests may be asked to attend at the discretion of the Governor and Administrator and must be approved by a majority vote of the committee.
- e. During interim periods between the regularly-scheduled meetings of the District Board, if either an emergency situation arises requiring immediate Board action, or if the Board is faced with a critical and time-sensitive issue, for which there is a deadline beyond the control of the Board, and it is not feasible for the full Board to meet, then the Executive Committee is authorized to meet and take appropriate action on behalf of the Board, but only under the constraints and limitations of these Bylaws and the Policy Code.
- f. All emergencies are to be evaluated by the Governor and Administrator to determine if direct and immediate action is required.
- g. As a safeguard, and as a matter of procedure, any action taken by the Executive Committee shall be fully presented, reviewed, and ratified or rejected by the District Board at its next meeting.
- h. In no case shall the Executive Committee be authorized to act contrary to these Bylaws, the District Policy Code, the policies of Circle K International or Kiwanis International, or later act in contravention of any matter previously acted upon or decided by the Executive Committee and then reviewed and decided with finality by the District Board.

ARTICLE VIII. DISTRICT CONVENTION

Section 1. The annual convention of this district shall be held at such time and place mutually agreed upon by the District Board of Officers, the sponsoring Kiwanis District Board of Officers and the Board of Trustees of Circle K International. The dates and site of the District Convention shall be submitted to the Administrator of Circle K International not less than sixty (60) days prior to the proposed convention dates, and the Administrator, acting for the International Board of Trustees, may approve the dates and site.

Section 2. The Governor shall appoint convention committees as outlined in the Circle K International

Constitution and Bylaws and as designated in the Policy Code for this district.

Section 3. The District Convention Chairperson, or designated members of the District Convention Committee, shall mail to each member Circle K club, the District Board of Officers, the standing committee chairpersons, the Circle K International Administrator, the Circle K International Counselor assigned to this district, the Kiwanis Governor, the Kiwanis District Secretary-Treasurer, the District Administrator, and members of the Kiwanis District Committee on Circle K, an Official Call to the annual District Convention not less than sixty (60) days prior to the beginning of the District Convention.

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

Section 5. Elections of district officers:

a. Elections shall be held during the second session of the House of Delegates at the District Convention.

b. Each member Circle K club in good standing with this district shall be entitled to two (2) voting delegates and two (2) alternates at the district convention. Delegates shall be seated by division in the House of Delegates. To be certified, the delegates and their alternates shall be active members in good standing of the chartered Circle K clubs they represent, as determined by the Credentials Committee. 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 Circle K clubs.

c. Each certified delegate or delegate-at-large shall be entitled to vote on each question submitted at any convention. There shall be no voting by proxy. Only certified club delegates or alternates shall vote for district officers, unless there is a tie, at which time the votes of the delegates-at-large shall be counted.

d. Final elections for each district office shall be conducted by secret written ballot, except when there is only one candidate for a respective office, in which case a unanimous acclamation voice vote shall be appropriate. Secret ballot elections shall be conducted in the following manner:

- (1) the Elections Committee, consisting of at least one Kiwanian and one Circle K member in good standing with his or her home Circle K club, appointed by the Governor, shall distribute official ballots to all certified delegates and delegates-at-large;
- (2) delegates shall vote for the one candidate of their choice;
- (3) the Elections Committee shall collect all ballots immediately upon their completion by the delegates, keeping ballots of the delegates-at-large separate; and further, keeping the ballot of the Governor separate;
- (4) the Elections Committee shall then be permitted to leave the floor of the House of Delegates to tally the vote count as follows: In the case of a tie vote after tallying the ballots of the delegates, the ballots of the delegates-at-large (excluding the Governor) will secretly be tallied by the Elections Committee. If there is still a tie vote, the ballot of the Governor shall be tallied to break the tie. Immediately upon completion of tallying the ballots, the Elections Committee shall return to report the result of the election but shall not divulge specific vote tallies or count;
- (5) this process shall be repeated for each district officer position and in the following order:

(a) Governor;

- (b) Secretary;
- (c) Treasurer; and
- (d) Bulletin Editor.

e. In the event that there are more than two (2) candidates for any given office, a primary election must be held immediately preceding the final election, pursuant to section 5d above. If one of the candidates receives a fifty percent plus one (50% + 1) or better majority of the vote, then the candidate is duly elected. If no one candidate receives a fifty percent plus one (50% + 1) or better majority of the vote, then a final election between the two (2) top vote recipients shall immediately follow, as described above.

f. Once the election of the above district officers is complete, Lieutenant Governor elections shall be held alphabetically by division.

(1) Only certified club delegates from a respective division (not including the delegates-at-large) shall vote for a lieutenant governor for that division.

(2) In the event of a tie for any Lieutenant Governor, each candidate shall have the opportunity to address the House of Delegates for two (2) minutes each. All certified delegates shall vote to elect the Lieutenant Governor for that division.

Section 6. In the absence of the Governor from any district convention, the Board of Officers shall designate a member of the Board of Officers to act as presiding officer of the convention.

Section 7. 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 Circle K clubs in good standing with this district.

Section 8. Each District Convention program shall include, but not be limited to, the following:

- a. An address by the Governor or other designated representative of the sponsoring Kiwanis district;
- b. An address by the Governor or other designated representative of the Key Club district;
- c. An address by the Circle K International Counselor in attendance;
- d. Workshops for the purpose of stimulating enthusiasm, motivating and educating membership, training newly-elected club officers; developing leadership potential, increasing awareness of the Circle K International Service Initiative, and increasing service activities by member Circle K clubs and their individual members;
- e. Nomination and election of district officers for the upcoming administrative year;
- f. Installation of the newly-elected district officers;
- g. A presentation promoting attendance at the upcoming Circle K International Convention; and
- h. Presentation of club and district awards.

Section 9. The Secretary shall submit a detailed written report of the District Convention, as outlined in the Circle K International Constitution and Bylaws and the Policy Code for this district.

ARTICLE IX. VACANCIES IN OFFICE BETWEEN CONVENTIONS

Section 1. In the event of vacancy in the office of Governor, a qualified member of a Circle K club in good standing with this district and Circle K International, shall be elected by the Board of Officers to serve for the remainder of the unexpired term. Such action shall be communicated by the Secretary, in writing, to the Circle K International Administrator. In any year in which the District Convention is not held, the Board of Officers shall elect a qualified member of a Circle K club in good standing with this district to serve for the upcoming administrative year.

Section 2. In the event of a vacancy in the office of Secretary, Treasurer or Bulletin Editor, the Governor shall, with the approval of the Board of Officers, appoint a qualified member of a Circle K club in good standing with this district and Circle K International to serve for the remainder of the unexpired term. Such approval from the Board of Officers must be made, in writing, within fourteen (14) days of the appointment.

Section 3. In the event of a vacancy in the office of Lieutenant Governor, the Governor shall, with the approval of the Board of Officers, appoint a qualified member of a Circle K club in good standing with this district to serve for the remainder of the unexpired term.

ARTICLE X. REVENUE

Section 1. Each member Circle K club shall pay to this district for every active individual member an annual dues fee of \$10.00. For every new individual becoming a member of a Circle K club after April 15, the dues fee shall be \$5.00. The amount of district dues shall be determined by a two-thirds (2/3) vote of all delegates at the District Convention. In no case shall district dues exceed the price of international dues per year per individual 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 good standing in the district between conventions and must be approved by the Kiwanis District Board and the Circle K International Board.

Section 3. The District Administrator shall determine the official bank or depository for this Circle K district.

Section 4. Each check issued by this district shall carry both the signature of the District Administrator and the Treasurer, or other individual designated by the Board of Officers.

Section 5. Revenue may be derived from other sources in such a manner as may be determined by the 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 fund raising activity, unless the district has received the prior approval of the sponsoring Kiwanis District Board of Officers. 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 fund raising 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 of Kiwanis.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Section 1. The current edition of "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically outlined in these Bylaws, the current Policy Code for this district or in the Constitution and Bylaws of Circle K International.

ARTICLE XII. AMENDMENTS

Section 1. The Bylaws of this district may be amended as outlined in the Circle K International Constitution and Bylaws.