



New York District

Bylaws

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Table of Contents

| Article | Page |
|--|-------------|
| I Name and Territorial Limits | 3 |
| II Objects | 3 |
| III Divisions | 3 |
| IV Membership | 3 |
| V Officers | 4 |
| VI Board of Officers | 6 |
| VII Committees | 8 |
| VIII Conferences and Conventions | 10 |
| IX Vacancies in Office between Conventions | 11 |
| X Revenue | 12 |
| XI Incorporation | 12 |
| XII Parliamentary Authority | 13 |
| XIII Amendments | 13 |
| XIV District Policy Code | 13 |

Article I Name and Territorial Limits

Section 1. The name of this organization shall be the New York District of Circle K International and shall also be known by its initials "NYCKI."

Section 2. The territorial limits within this District shall be co-extensive with the territorial limits of the New York District of Kiwanis International unless other territorial limits are petitioned by the Kiwanis and Circle K District Boards and such petition is approved by the Circle K International Board and the Kiwanis International Board of Trustees.

Article II Objects

Section 1. The objects of this District shall be: to accept and promote the Objects of Circle K International as outlined in the CKI Bylaws; to coordinate the projects of member Circle K Clubs; to strengthen and extend Circle K in the District; to increase the fellowship and cooperative efforts of the clubs within the District; to provide the goods and services necessary for the welfare of the clubs and individual members; to promote participation of clubs within the District in the general objects, programs and policies of the District and of Circle K International; and to accept and promote the CKI Bylaws and the Policy Code of Circle K International.

Article III Divisions

Section 1. The territory of this District shall be divided into regional divisions.

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

Article IV Membership

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

Section 2. Any chartered club overdue in their financial obligations to the New York District, Circle K International or its sponsoring Kiwanis Club shall be considered "not in good standing". This club may have its charter and membership suspended or revoked as provided for in the International and District Bylaws.

Article V

Officers

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

Section 2. The Officers of this District, as defined above, except the Lieutenant Governor, shall be elected at the annual District Convention. Lieutenant Governors shall be elected at divisional caucuses held no less than fourteen (14) days and no more than sixty (60) days prior to the annual District Convention provided a one-half (1/2) quorum of the division's active Circle K Clubs are represented. Under special circumstances, the District Governor may grant permission for the division to hold the election within fourteen days prior to the convention. Lieutenant Governors must be a member of a club in good standing with this District and Circle K International within his/her division. Each club in good standing shall be entitled to two voting delegates. If a quorum is not achieved, the procedures for filling a vacancy between conventions, as outlined in these bylaws shall be followed.

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

Section 4. When a District or International Officer transfers schools, the procedure set forth in the Circle K International Bylaws shall be followed.

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

- a. The Governor shall have the duty of furthering the objects of Circle K International and promoting the interests of Circle K Clubs within his/her District. He/she shall work closely with other International and District offices to strengthen and expand Circle K. He/she shall serve as a close liaison to the Kiwanis and Key Club District Governors and Advisors. The Governor shall be the chief executive of the District, shall appoint all standing and special District committees, serve as an ex-officio member of all District committees and shall preside at the District Convention, all District conferences, 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 the leadership training of club officers, for workshops which will be held at New York Speaking and the District Convention and for developing all communication with clubs for the purpose of bringing administrative aid to said clubs. The Governor shall be responsible for contacting all presidents at least twice a month, and individually contacting each president in the District at least three times throughout the service year. The 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. The Governor may appoint, in consultation with the District Administrator and with the approval of the Board of Officers, an interim counselor to maintain contact with divisions which have no Lieutenant Governor. The

- District Governor is required to sign a Service Agreement upon the taking of their office and adhere to the terms of said Service Agreement.
- b. The Lieutenant Governor shall assist the Governor in the work of the District. He/she shall represent the Governor and have full responsibility under the direction of the Governor in supervising the District executive work in his/her respective division. The Lieutenant Governor shall be charged with encouraging clubs within the division to increase their membership, complete worthwhile service projects, and remain up-to-date on the condition of the clubs. The Lieutenant Governor shall also work with the Governor, District Administrator and his/her committee, District Committees, Kiwanis Lieutenant Governors and area Kiwanis clubs on the building of new clubs and the rebuilding of inactive clubs. He/she shall attend all meetings of the District Board of Officers. The Lieutenant Governors are responsible for finding at least one candidate to succeed them and holding a Divisional Election as outlined in Article V, Section 2. Each Lieutenant Governor is required to sign a Service Agreement upon the taking of their office and adhere to the terms of said Service Agreement. He/she shall also perform such other duties as may be assigned by the Governor or the District Board of Officers.
 - c. The District Secretary shall keep minutes of the District Convention and of all meetings of the District Board of Officers. Within fourteen (14) days past any special or regular board meeting, he/she shall distribute a complete synopsis of all actions taken, meeting minutes, and notices to the members of the District Board of Officers, the District Administrator, the International Counselor, the District Kiwanis Governor, District Kiwanis Secretary, and all New York District Circle K Club Presidents. He/she shall keep the official District records; shall keep all official club records including collecting all club Monthly Report Forms (MRFs); keep the Governor and Board of Officers informed of club reporting and service hours status, and district goal progress if such goals are adopted. The District 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. He/she shall submit to the proper officials and committees all official communications received from Circle K International. He/she shall maintain the records of all correspondence to the District. He/she shall cooperate with the Governor in forwarding all official reports required by Circle K International. He/she shall also perform such other duties as may be assigned by the Governor or the District Board of Officers. The District Secretary is required to sign a Service Agreement upon the taking of their office and adhere to the terms of said Service Agreement.
 - d. The Treasurer shall, under the supervision of the District Administrator, receive all District dues, other District income and District reimbursement vouchers. The Treasurer shall disburse 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, Kiwanis District Board of Trustees, and any authorized auditor. The Treasurer shall attend all meetings of the Board of Officers, submit a financial report at the annual convention, at all meetings of the Board of Officers and at such other times as the Governor, the Board of Officers, or the Kiwanis District Board of Trustees may require. The Treasurer shall also perform such other duties as may be assigned by the Governor or the

Board of Officers. The District Treasurer is required to sign a Service Agreement upon the taking of their office and adhere to the terms of said Service Agreement.

- e. The District Editor shall collect, edit, and arrange all articles for each issue of the District publication, the number of which is specified by the District Governor. He/she shall publish all directories and addendums as deemed necessary by the Governor or the Board of Officers. He/she shall attend all meetings of the District Board of Officers. The District Editor shall submit a report to the annual convention and at such other times as the Governor and the District Board of Officers may require. He/she shall also perform other duties as may be assigned by the Governor or the Board of Officers. The District Editor is required to sign a Service Agreement upon the taking of their office and adhere to the terms of said Service Agreement.

Section 6. A District officer may be removed from office for just cause by a vote of two-thirds (2/3) of all members of the Board of Officers duly elected, serving at the time, and present at the Board meeting. 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 will be filled in accordance with provisions contained in Article IX of these bylaws.

Section 7. No member of the District Board of Officers may hold an International office or club office in addition to his/her District Office.

Section 8. A candidate for the office of Governor must receive a majority of the votes cast to be elected.

- 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 lowest number of votes shall be eliminated. This procedure shall be continued until one receives a majority of the votes cast.

Section 9. The elections of District Secretary, District Treasurer and District Editor shall follow the same procedures as the election of Governor, as outlined in Article V, Section 8 of these Bylaws.

Article VI

Board of Officers

Section 1. The Executive Officers of this District shall consist of the Governor, the District Secretary, the Treasurer, the District Editor. The District Board of Officers shall consist of the Executive Officers and the Lieutenant Governors. The District Administrator and his/her

committee, International Counselor, Immediate Past Governor (providing that he/she is a member of a club in good standing with the New York District and Circle K International) and other appointed Administrative personnel shall serve as non-voting, ex-officio members of the District Board.

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

Section 3. The District Board of Officers shall hold a minimum of seven (7) meetings annually. Board members who are unable to be physically present for a board meeting may, at the discretion of the District Board and Kiwanis committee, attend a meeting via voice and/or video communication.

Section 4. The District Governor shall notify each member of the Board of Officers, the Kiwanis Governor, the District Administrator, members of the Kiwanis District Committee on Circle K, and the presidents of all Circle K Clubs in the District of the time, place (including directions), and date of all regular meetings of the Board of Officers not less than fourteen (14) days prior to each meetings. The time, location, and date of a regular meeting of the District Board of Officers may be changed under extenuating circumstances at the discretion of the District Governor with consultation by the Kiwanis Committee.

Section 5.

- a. A special meeting of the Board of Officers may be called by the Governor, or two-thirds (2/3) of the members of the District Board of Officers.
- b. The District Board of Officers may, without meeting together, transact business by voting on proposals mailed sent to them by the District Administrator.
 - i. For proposals in which a simple majority is permissible, if within fourteen (14) days thereafter, a majority of the members of the Board of Officers shall send to the District Administrator, 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.
 - ii. For proposals in which a two-thirds (2/3) majority is required, if within fourteen (14) days thereafter, two-thirds of the members of the Board of Officers shall send to the District Administrator their vote in favor of any proposal, said proposal shall be deemed carried; otherwise, it shall fail.
 - iii. No such affirmative action shall go into effect until seven (7) days after the District Administrator shall have sent to each member of the Board a report of the tabulated results of the vote, the ballots of which shall be produced at the next meeting of the Board of Officers.
- c. The District Board of Officers may, without physically meeting together, transact business by Internet chat room or telephone conference, provided that:

- i. The vote on any matter discussed in the Internet chat room or telephone conference shall be by a call of the roll of the District Board tallied by the District Governor and Administrator, who shall announce immediately the result of the vote and preserve the tally sheet, to be produced at the next meeting of the District Board of Officers. The vote on any matter involved in the chat room or telephone conference will follow the directives in Article VI, Section 5b.
- ii. Each member of the District Board of Officers shall have been informed by the District Governor or Administrator of the day, time, and method of online meetings at least forty-eight (48) hours in advance of the actual meeting.
- iii. Quorum of the District Board of Officers is required to transact business in the Internet chat room meeting or telephone conference.

Section 6. The District Governor shall be responsible for sending a tentative agenda for these meetings to each member of the Board of Officers, the presidents of all Circle K Clubs in the District, the Kiwanis Governor, the Kiwanis District Secretary, 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 a recommendation of the Governor and/or the District Administrator. An executive officer, in the order specified in Article VI, Section 1, shall preside during that selection process.

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

Article VII

Committees

Section 1. All standing, special, ad-hoc, and other committee chairs shall be appointed by the District Governor and approved by the District Board of Officers at the next meeting of the District Board of Officers. All committee members must be approved by the District Governor and committee chair.

Section 2. The titles and duties of District standing committees shall be as follows:

- a. The Executive Committee shall consist of the elected Executive Board members, Executive Assistant, and Webmaster, if appointed. It shall be chaired by the Governor and shall make recommendations regarding the District policy for adoption by the Board of Officers.
- b. The Awards Committee shall judge the awards for New York Speaking and establish the criteria for New York Speaking and District Convention awards as delegated by the District Board of Officers.

- c. The Club Building and Resources Committee shall oversee all new club building activities and efforts for strengthening existing clubs. It shall develop new club building targets and strategies for new club building and reactivation. It shall update, oversee, and organize all district resources to be distributed to and made available to the New York District, Circle K International, and Kiwanis Foundation.
- d. The Conferences and Conventions Committee shall work to develop and produce all District conferences and conventions. It shall be responsible for working with the Governor to develop service, leadership, and fellowship opportunities. The Committee shall develop the program for the District Conferences and Conventions especially aspects set forth in Article VIII, Section 9.
- e. The Laws and Regulations Committee shall be responsible for maintaining the District Bylaws and Policy Codes. It shall provide support in all questions of parliamentary procedure and policy.
- f. The Marketing Committee shall work to support and lead all marketing efforts at various levels of the district to increase awareness among the internal and external public.
- g. The Alumni & Kiwanis Family Relations Committee shall work to improve the relationship between all Kiwanis Sponsored organizations and the New York District Circle K Alumni Foundation. It shall be responsible for developing projects and programs to expand and strengthen the bonds between these organizations.
- h. The Membership Development and Education Committee shall cooperate with all clubs in this District to assist them in the maintenance of an adequate membership. This includes the development and attainment of minimum membership requirements, proper education and induction of new members, and the promotion of regular attendance at club meetings. The committee shall also be responsible for the proper education of District members and promotion of Circle K International and its Service Partners.
- i. On to International Convention Taskforce shall promote attendance at International Convention within the New York District. This includes assistance in making travel arrangements, room arrangements, fundraising, and promoting district spirit.
- j. The Service Initiative Committee shall be responsible for promoting and educating members on the District Project(s), Governor's Project, New York District Kiwanis Foundations, and other service projects taken on by the New York District.
- k. The Technology Committee shall be responsible for the creation and management of the District website and the management of all other technologies deemed necessary by the Executive Committee. The technology committee shall be overseen by the District Webmaster, if appointed.

Section 3.

- a. The Governor may establish all other committees, special committees, and ad hoc committees deemed necessary as prescribed in Article X of the Circle K International Bylaws.
- b. All committees shall report to the Governor and the Board of Officers. All committees shall meet at the call of the Governor or the respective Committee Chair with the approval of the Governor and the Administrator.

Section 4.

- c. The District Governor may split or re-allocate the duties of any standing committee between one or more standing, ad-hoc, or special committees as he/she see necessary.

Article VIII **Conferences and Conventions**

Section 1. The District Convention shall be held at the time and place mutually agreed upon by the Board of Officers, the Kiwanis District Board of Trustees and the Circle K International Board. The dates and site of the convention shall be submitted to Circle K International no less than sixty (60) days prior to the proposed convention dates. The Director, acting for the Circle K International Board, may approve the dates and site.

Section 2. The Board of Officers shall have full supervision and management of all conferences and conventions, in consultation with the District Administrator. The District Administrator, or representative of the Administrator selected by the Kiwanis District Board of Trustees, shall handle any contractual agreements necessary for all District conferences and conventions.

Section 3. The Conferences and Conventions Committee shall send to each club, the District Board of Officers, the Circle K International Director, the Kiwanis Governor, the Kiwanis District Secretary, the Key Club Governor and any other such persons the Board of Officers shall invite, an official call to any conference or convention no less than thirty (30) days prior to the established dates.

Section 4. The Governor shall appoint a Credentials Committee, an Elections Committee, a Sergeant-at-Arms committee, and other such convention committees as deemed necessary.

Section 5. Each member club in good standing shall be entitled to two (2) voting delegates and two (2) alternates at the House of Delegates. The delegates and their alternates shall be active members in good standing of the chartered clubs they represent. The Governor and other elected District officers shall be Delegates-at-Large. International officers shall not be considered delegates unless certified by their home clubs.

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

Section 7. In the absence of the Governor from any District conference or convention, the Board of Officers shall designate a member of the Board of Officers to act as presiding officer of the convention. An executive officer, in the order specified in Article VI, Section 1, shall preside during the selection of that designated member.

Section 8. Quorum for any District conference or convention shall be established when one-half (1/2) of the total member clubs in good standing with the District are represented by at least one official delegate.

Section 9. Each District Convention program shall include, but not be limited to, the following:

- a. A State of the District Address will be presented by the Governor;
- b. An address by the Governor of the sponsoring Kiwanis District or a representative of the Governor;
- c. An address by the Governor of the Key Club District or a representative of the Governor;
- d. An address by the International Counselor, if present;
- e. Workshops for the purpose of stimulating enthusiasm, motivating and educating membership, training newly elected club officers, developing leadership potential, increasing awareness of current International topics, and increasing service activities;
- f. Nomination and election of officers for the upcoming year;
- g. Installation and training of the newly-elected District officers;
- h. Incoming-Outgoing Board of Officers meeting, including the exchange of files;
- i. A presentation promoting attendance at the upcoming CKIx; and
- j. Presentation of club and District awards.

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

Article IX **Vacancies in Office between Conventions**

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

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

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, after consultation with the Club President(s) or a designee(s), appoint a qualified member of a club in good standing, in the same division, to

serve for the remainder of the unexpired term. Such approval from the Board of Officers must be made, at the next meeting of the Board of Officers or, in writing, within fourteen (14) days of the appointment, whichever is sooner.

Section 4. In the event that a vacancy in the office of Lieutenant Governor cannot be filled, the Governor shall, with the approval of the Board of Officers, appoint a District Board Liaison from the Board of Officers, or District Committee Chairs, to assist the division and to be responsible for the duties of a Lieutenant Governor, as outlined in Article V, Section 5b. The District Board Liaison shall serve for the remainder of the unexpired term or until a qualified member of a club in good standing, in the same division, is elected Lieutenant Governor, with the approval from the Board of Officers.

Article X

Revenue

Section 1. Each member club shall pay to the District for every active member annual dues of \$8.00, becoming due no later than November 30. Any club which has not paid its District dues by November 30, shall be considered not in good standing in accordance with Article IV, Section 2 of these Bylaws.

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 Kiwanis District Board of Trustees shall determine the official depository for the Circle K District.

Section 4. Each check shall carry the signature of the District Administrator, or other individuals designated by the Kiwanis District Board, in consultation with the Treasurer, or other individuals 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 not directly or indirectly engage in any activity which may impugn or reflect unfavorably on the good name of Circle K or Kiwanis.

Article XI

Incorporation

Section 1. The New York District shall be incorporated under the name "New York District Circle K International, Inc." as allowed by the laws of the State of New York. As a condition of this corporation, this District will, as a corporate entity, abide by these Bylaws and the Bylaws of Circle K International in force, or hereafter amended.

Article XII

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 and the Bylaws of Circle K International.

Article XIII

Amendments

Section 1. These Bylaws may be amended by a vote of two-thirds (2/3) of the delegates present and voting at any conference or 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 conference or convention at which the proposals will be considered. All such amendments must be consistent with the Bylaws of Circle K International and shall become effective only after the approval of the New York District Kiwanis District Board of Trustees and the Circle K International Board.

Section 2. Amendments to these bylaws may be proposed by any club in good standing within the New York Circle K District, the District Board of Officers, or the District Administrator.

Section 3. Any proposed amendments to the Circle K District Bylaws shall have been forwarded to the District Laws & Regulations Committee no less than sixty (60) days prior to the conference or convention at which the proposals will be considered. The District Laws & Regulations Committee shall review any proposed amendments to the Circle K District Bylaws to insure conformity with the Bylaws of Circle K International, suggest revisions, make approval recommendations to the District Board of Officers and the House of Delegates, and forward approved Bylaws changes to the Kiwanis District Office and the Circle K International Office for final approval.

Section 4. The District Board of Officers is authorized to make non-substantive corrections in terminology, grammar, numbering and cross-references which cause unintentional conflicts or inconsistencies within the New York District Bylaws.

Article IX

District Policy Code

Section 1. The New York District Policy Code will contain the established procedures for this District and will define a course or method of action to guide and determine future and present decisions, policies, and procedures.

Section 2. The District Policy Code, consistent with the Circle K International Bylaws, shall be enacted and amended from time to time by a two-thirds majority (2/3) vote of the District Board of Officers for approval.

Section 3. The New York District Board of Officers and all members of the District are to adhere to the procedures set forth in the New York District Policy Code.

Section 4. Proposed amendments to the District Policy Code may be submitted in writing by Circle K clubs in good standing to the District Board for approval.