

Pacific Northwest District  
of  
Circle K International

**Bylaws**

**Article I**

*NAME AND TERRITORIAL LIMITS*

**Section 1.** The name of this organization shall be the Pacific Northwest District of Circle K International.

**Section 2.** The boundaries within which the district shall function shall be coextensive with the boundaries of the Pacific Northwest District of Kiwanis International and shall be divided into divisions as approved by the Pacific Northwest District of Kiwanis International.

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**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 Constitution;
- To coordinate the projects of member Circle K clubs;
- To increase the fellowship and cooperative efforts of the Clubs within the District;
- To strengthen and extend Circle K in the district;
- To provide the goods and services necessary for the welfare of the clubs and individual members;
- To promote participation of the 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 Constitution and Bylaws and Policy Code of Circle K International.

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**Article III**

*DIVISIONS*

**Section 1.** The territory of this district shall be divided into 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.

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**Article IV**  
*MEMBERSHIP*

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

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

**Section 3.** Any member club must be in good standing with both Circle K International and this district to be considered in good standing with this district.

**Section 4.** If the board of officers rules that a club is not in good standing with the district, the club and the Kiwanis Club which sponsors it shall be notified of this action and why it was taken.

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**Article V**  
**OFFICERS**

**Section 1.** The elected officers of the Pacific Northwest District shall be the governor, the secretary, the treasurer, an editor, a lieutenant governor for each division, and a Lt. Governor at Large.

**Section 2.** The officers of this district, as defined above, shall be elected at the annual district convention. Each officer shall be an active member of a Circle K Club, which is in good standing with the district and with Circle K International; and each lieutenant governor shall be a member of a Circle K Club in the division from which each is elected. The election of the governor shall be completed first and the results announced to the House of Delegates. The House of Delegates shall then proceed with the election of secretary, treasurer, and editor. Nothing contained herein shall prevent an unsuccessful gubernatorial candidate from being a candidate for secretary, treasurer, or editor. In the same manner, an unsuccessful secretary candidate shall not be prevented from being a candidate for treasurer, or editor. Nor shall an unsuccessful treasurer be prevented from being a candidate for editor. No unsuccessful candidate shall be prevented from running for or being elected as a Lt. Governor.

**Section 3.** Lt. Governors from each division will be elected at the District Convention following the election in the Lt. Governor at Large and will follow the procedure set forth in the Policy Code IX, Section 4 and the following guidelines:

- (a) Any paid member from a club in good standing within a particular division in the Pacific Northwest District of CKI may run for Lieutenant Governor to represent their respective division of the Pacific Northwest District.
- (b) Only delegates from clubs within a particular division may vote for that particular division's Lt. Governor. Delegates at Large are not eligible to vote for a divisional Lt. Governor

**Section 4.** The Lt. Governor at Large will be elected during the House of Delegates following the election of the Executive Board and International Endorsements. All Delegates, including Delegates at Large, are eligible to vote for the Lt. Governor at Large.

**Section 5.** All officers shall assume their official duties as outlined in the International Constitution and Bylaws and the District Bylaws and Policy Codes.

**Section 6.** 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. S/he 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. S/he shall attend the international convention and all meetings of the international council. The governor shall be responsible for the leadership training of club officers, coordinating workshops which will be held at the district convention and for developing all communications with clubs for the purpose of bringing administrative aid to said clubs. The governor shall develop and work 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.

- (b) The lieutenant governor shall assist the governor in the work of the district. S/he 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. S/he shall be charged with increasing the number of service projects and the condition of his/her clubs at all times. S/he will also work with the governor, district administrator, and the club building chair on the building of new clubs and the rebuilding of inactive clubs. S/he shall also perform such other duties as maybe assigned by the governor or the district board of officers.
- (c) The secretary shall keep all records of the district convention and of all meetings of the district board. The secretary shall submit a report to the annual convention and at such other times as the governor and the district board may require. S/he shall submit to the proper officials and committees all communications received from Circle K International. S/he shall be responsible for gathering and recording all club officer and district board contact information and distributing copies to the Board and clubs. S/he shall perform all other duties as necessary or required by the district governor.
- (d) The treasurer shall, under the supervision of the district administrator, be responsible for the solicitation and recording of all district dues. The treasurer shall implement such incentive plans as necessary to encourage clubs to submit dues in a timely manner. The treasurer shall work in close connection with the district governor and district administrator in preparing the operating budget for the administrative year. 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, Kiwanis district board of trustees, and any authorized auditor. The treasurer shall submit a financial report at the annual district convention and at such other times as may be required by the governor, the board of directors, the district administrator, or the Kiwanis district board of trustees. The treasurer shall also perform such other duties as may be assigned by the governor or the board of officers.
- (e) The editor shall edit, publish, and distribute the district newsletter. The editor shall also perform such other duties as may be assigned by the governor or board of officers.
- (f) The Lt. Governor at Large shall be primarily responsible for aiding clubs that do not have a Lt. Governor. In addition, he/she shall assist all Lt. Governors in their duties. The Lt. Governor at Large shall also perform such other duties as may be assigned by the Governor or board of officers. For more details see Lt. Governors list of duties.

**Section 7.** 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 and serving at the time. 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 the provisions for filling vacancies in office as contained in Article IX of these Bylaws.

**Section 8.** No elected district officer may hold an international office or club office in addition to his/her district office with the exception of divisional Lt. Governors being able to hold club office – except for club President - so long as it is agreed to by two thirds (2/3) of both the district board and the club officer board; they may, however, hold an appointed international committee position in addition to their district office.

**Section 9.** The District Governor may choose a Lieutenant Governor, Council of Presidents, or a hybrid (lieutenant governors and council of presidents) structure, with approval from the District Administrator, to represent and enhance the member and club experience.

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**Article VI**  
*BOARD OF OFFICERS*

**Section 1.** The Board of officers of the Pacific Northwest District shall consist of the governor, the secretary, the treasurer, the editor, and the lieutenant governors, as voting members. The board as a whole shall include the board of officers as well as the following, who shall serve as nonvoting ex-officio members: the international liaison, the district administrator, appointed administrative personnel, and all district committee chairs.

**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 through the district policy code, subject to direction and approval of the Kiwanis district board of trustees, 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 summer months.

**Section 4.** The secretary shall notify each member of the board officers, the Kiwanis governor, and the district administrator and his/her working committee, in writing, of the time, place, and date of all meetings of the board of officers.

**Section 5.** A special meeting of the board may be called by the governor, the secretary, 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 the persons listed in the previous section.

**Section 7.** In the absence of the governor from 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 vote of those present shall decide any question, with the exception of those questions for which a greater proportion is specifically required by these Bylaws or by the Policy Code.

**Section 9.** Within thirty (30) days after any special or regular meeting of the board of officers, the secretary shall make a 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 international administrator, the international counselor, the Kiwanis district governor, the Kiwanis district secretary, and posted on the District Website.

**Section 10.** If, due to inclement weather or other extenuating circumstances (as determined by the Governor and District Administrator) the Board of Officers is unable to convene at the previously scheduled time and location, the board meeting may be held via alternative methods. All board members in the conference must be afforded an opportunity to speak, and the governor shall be responsible for the meeting management. Roberts Rules of Order shall maintain its parliamentary authority.

**Section 11.** If action is taken by the Board of Officers on the basis of individual approval, such action must be ratified by the Board at its next meeting in order to become an official act.

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**Article VII**  
**COMMITTEES**

**Section 1.** Definition of Committee Structure:

- (a) The committee system will include standing committees, in addition to those listed in Section 2, and any special committees, all to be determined by the district board of officers.
- (b) Chairpersons will be appointed and approved by the board of officers. The chairperson cannot be a district officer or an international officer. Committee chairs will be members in good standing in their home club and Circle K International. Committee co-chairs are acceptable. Club officers are not recommended to be appointed as a district chair.
- (c) Each committee will include the chair and committee members as deemed necessary by discretion of committee chair and governor.

**Section 2.** Standing committees shall be defined in the PNW Policy Code. The duties and responsibilities of all the committees shall be defined in the District Policy Code VI, Section 5.

**Section 3.** The Governor shall be empowered to appoint assistants, individuals, or special committees to help him/her with the administrative operation of the district. All appointments shall be approved by the board of officers in consultation with the district administrator. The governor shall clearly define the responsibilities of these appointments, and their terms shall expire at the end of the administrative year, or at such time during the year when the governor determines their responsibilities have been fulfilled. In no way may a special committee interfere with, or be substituted for, a standing committee.

**Section 4.** The governor shall also appoint, with the approval of the Board of Officers, a parliamentarian to serve in an advisory capacity to the Governor on all matters of parliamentary procedure. In the case that the Board of Officers enacts an ad-hoc or special committee regarding the district's governing documents, it shall be the duty of the parliamentarian to chair that committee. All other duties of the parliamentarian shall be outlined in the District Policy Code VI, Section 7.1.

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**Article VIII**  
*CONVENTIONS*

**Section 1.** A convention of the Circle K clubs in the district shall be held after the second weekend in February and before the first full weekend in April, the exact time and place of which shall be agreed upon by the board of officers and the district administrator, with approval of the Kiwanis district board of trustees, and the Circle K International board of trustees. So far as it is practical, the international president shall designate a member of the international board of trustees as the official representative to the annual convention. The dates and site of the convention shall be announced not less than one-hundred twenty (120) days prior to the proposed convention dates.

**Section 2.** The governor shall appoint convention committees as outlined in the Constitution and Bylaws.

**Section 3.** The Convention Committee shall email to each club, the district board of officers, the international liaison, the Kiwanis district governor, the Kiwanis district governor-elect, the Kiwanis district secretary, and the Key Club district governor an official call to the annual convention not less than sixty (60) days prior to the dates of the convention.

**Section 4.** The board of officers shall have full supervision and management of all 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 arrangements necessary for the district convention.

**Section 5.** Each member club in good standing shall be entitled to two (2) voting delegates and two (2) alternates at the district convention. The delegates and their alternates shall be active members in good standing of the chartered clubs they represent. The governor, immediate past governor, and other elected

district officers shall be delegates-at-large at the district convention. International officers shall not be considered delegates unless certified as representatives of their home club.

**Section 6.** Each accredited delegate shall be entitled to vote on each question submitted at any convention except in the case of the election of lieutenant governors as specified in Article V, Section 2. There shall be no voting by proxy.

**Section 7.** In the absence of the governor from any convention of the district, the board of officers shall designate a member of the board of officers to act as presiding officer of the convention.

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

**Section 9.** Each district convention shall include the following:

- (a) An address by the governor of the sponsoring Kiwanis district or a representative of the governor;
- (b) An address by the governor of the Key Club district or a representative of the governor;
- (c) An address by the international officer in attendance;
- (d) Workshops for the purpose of stimulating enthusiasm, motivating and educating membership, training newly elected club officers, leadership development, increasing awareness of international service initiative, and increasing service activities;
- (e) Nomination and election of officers for the upcoming year;
- (f) Installation of the newly elected district officers;
- (g) Transitional board of officers meeting, including the exchange of fliers;
- (h) A presentation promoting attendance at the upcoming international convention; and
- (i) Presentation of club and district awards;
- (j) A land acknowledgement recognizing the indigenous peoples who inhabited the land which the district convention is being held on.

**Section 10.** The secretary shall submit a report of the district convention as outlined in the Constitution and Bylaws.

**Section 11.** In order for a candidate to have his or her name included on the official ballot distributed at the House of Delegates, each candidate must submit his or her declaration of candidacy two (2) weeks prior to district convention. Each candidate must submit biographical information by the same deadline in order for that information to be included on any materials related to the election, which the district may distribute.

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**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 the secretary in writing to the international

administrator. 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 secretary, treasurer, or 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 may be acquired at a District officers meeting by a majority vote or must be made, in writing by each District Officer (including a signature), 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 approval of the board of officers, appoint a qualified member of a club in good standing, in the same division, to serve for the remainder of the unexpired term.

**Section 4.** Any officer elected to an international office must immediately resign his/her district office, as provided for in Article V, Section 6, of these bylaws.

**Section 5.** The administrative year of the Pacific Northwest District shall begin April 1 and end March 31.

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**Article X**  
*REVENUE*

**Section 1.** Each member club shall pay to the district for every active member and annual dues of ten dollars (\$10.00). The amount of the district dues shall be determined by a two-thirds (2/3) vote of all delegates at the district convention.

**Section 2.** Each member club chartered or reactivated between July 15 and September 30 shall pay for every active member dues of ten dollars (\$10.00) US and shall be in good standing for the remainder of the current administrative year and the following administrative year.

**Section 3.** 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.

**Section 4.** The Pacific Northwest Kiwanis district office shall be the official depository of the Pacific Northwest District of Circle K.

**Section 5.** Following his/her election, the governor, in conjunction with the district administrator and the treasurer shall develop a proposed income and expense budget and present the budget to the board of officers for approval. The budget shall then be presented to the sponsoring Kiwanis board of trustees for approval. The expenditures shall include provisions for district officer expenses, district committee expenses, district convention overhead expenses, and other such items as deemed necessary or appropriate by the board of officers.

**Section 6.** At the beginning of each administrative year, the treasurer, in cooperation with the governor, shall notify all clubs of the amount of established dues. The dues become payable October 1, and shall be considered delinquent if not paid within sixty (60) days thereafter. Any club located in the United States which has not paid its district dues by December 1 and any club located in Canada which has not paid district dues by February 1, shall be considered "not in good standing" with this district.

**Section 7.** The fiscal year of the district, the period of time during which membership is valid before dues must be paid again, shall extend from October 1 to September 30 of the following year.

**Section 8.** 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 trustees. Such approval so granted does not constitute official endorsement of such activities by Circle K International or by Kiwanis International. Any lottery, raffle, drawing, or game of chance so approved must not contravene any laws, mores, customs or traditions of the country, state or province in which the 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 International or of Kiwanis International.

**Section 9.** One dollar shall be one U.S. dollar.

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**Article XI**  
*INCORPORATION*

**Section 1.** If permitted by state, provincial or national law, this district may incorporate as a non-profit entity under the name given on its Charter of Organization, such as *The Pacific Northwest District of Circle K International*. This district shall agree, as a condition of incorporation, that it will, as a corporate entity, abide by these Bylaws and the Constitution and Bylaws of Circle K International then enforce or thereafter amend.

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**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 designated in these Bylaws or in the Constitution and Bylaws of Circle K International.

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**Article XIII**  
*AMENDMENTS*

**Section 1.** The Bylaws of this district may be amended by a vote of two-thirds (2/3) of the delegates present and voting at any annual convention of this district, provided that written notice of any proposed amendments shall have been distributed to each club in this district at least thirty (30) days prior to the annual convention at which the proposals are to be considered.

**Section 2.** All such amendments must be consistent with the Constitution and Bylaws of Circle K International and shall become effective only after the approval of the sponsoring Kiwanis board of trustees and the Circle K International board of trustees.

**Section 3.** Proposed amendments, which shall be submitted only by a club in good standing or by the District Board, following the International Bylaws procedures in Article 28, shall be received by the District Secretary at least (60) days prior to the date of the convention. The Secretary shall make a copy of all proposed amendments publicly posted on the District Website and notice of this posting shall be sent electronically to all district clubs not less than thirty (30) days prior to the date of the convention.

**Section 4.** The District Board is authorized to make non-substantive corrections in terminology, grammar, numbering, and cross-references, which cause unintentional errors or inconsistencies within the PNW Bylaws.

**Section 5.** The District Board is Authorized to make temporary emergency amendments to these PNW Bylaws by a  $\frac{3}{4}$  vote of the District Board, with unanimous consent from the PNW District Administrator, PNW Assistant Administrator, the PNW Kiwanis Governor, and the PNW Kiwanis Secretary. A minimum of 7 days must be held between the proposal and notification to clubs, and the vote. Any amendments made using this process must be immediately sent to all member clubs, the PNW Kiwanis District Board, the Circle K International Board, and brought up at the next House of Delegates, where they must be approved, otherwise they will revert.

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Changes to PNW District of Circle K International Bylaws were approved at the 2021 PNW Circle K District Convention, House of Delegates, February 20th, 2021