

BYLAWS OF THE CAPITAL DISTRICT KIWANIS FOUNDATION

ARTICLE I – MEMBERS

The membership in the Capital District Kiwanis Foundation shall be divided into two classes: (1) non-voting members which shall consist of all the active, privileged, and senior members in good standing of the Kiwanis Clubs of the Capital District, Kiwanis International, Incorporated: and (2) voting members which shall consist of all members of the Board of Directors of the Foundation.

ARTICLE II – PURPOSE

Section 1. The general purposes of the Capital District Kiwanis Foundation are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence; and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, educational, scientific research, or educational purposes, or the prevention of cruelty to children, all within the preview of Section 501 (c) (3) of the 1954 Internal Revenue Code and the Regulation there under, and any future amendments to such Code section and corresponding provisions of future Internal Revenue laws.

Section 2. The specific purposes of the Capital District Kiwanis Foundation shall include but not be limited to:

- (a) To build, aid, foster, and promote the development of the Capital District Kiwanis International, and its program of community service.
- (b) To build and strengthen the Objects of Kiwanis International.
- (c) To expend its funds for the care, treatment, and rehabilitation of handicapped persons, particularly children, such as:
 - 1. To furnish funds to schools, hospitals, or other institutions, or to individuals, associations, or groups for the care, treatment, education and support of such persons, and for the purpose of research into such care, treatment, and education.
 - 2. To furnish to handicapped persons, such aids and appliances as may be necessary or advisable to assist them in carrying on their activities, and to furnish such aids and appliances either directly or through such institutions or others as named above.
 - 3. To pay the costs of transportation, care and treatment of such persons to and in such institutions as may be suitable to carry on programs of education, sports, hobbies, and other activities among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.
- (d) To assist Kiwanis sponsored youth activities.

(e) To combat juvenile delinquency by all appropriate means.

(f) To raise funds to provide scholarships to needy students.

ARTICLE III – BOARD OF DIRECTORS

Section 1

(a) The Board of Directors of the Foundation shall consist of one Director elected from each division in the Capital District as well as Executive Secretary and Treasurer; and the Governor, Governor-Elect, Immediate Past Governor, and Secretary-Treasurer of the Capital District.

(b) One Director shall be elected from each division of the Capital District in accordance with the same procedure applicable to the election of the Lieutenant-Governor-Elect as provided in the Bylaws of the Capital District. Each Director shall serve a term of four (4) years or until their successors are elected, with one fourth of the Directors elected by their respective divisions each year.

Section 2. The Board of Directors shall have the entire and complete control and management of the Foundation, except as to such matters as by statute must be submitted to all members.

Section 3. At its discretion, the Board by a two-thirds vote of the members present shall have authority to remove any Board member for failure to attend three (3) successive Board meetings.

Section 4. If a Director position is vacant, the Division having the vacancy shall be given 90 days written notice to elect a person to fill the vacancy. If the Division does not elect a person, the Board has the right to elect a member from that Division.

ARTICLE IV – MEETINGS

Section 1. The Board of Directors shall hold 4 regular meetings each fiscal year. The annual meeting of the Board of Directors shall be held at the Capital District Convention. Three (3) additional meetings shall be held in November, February, and May of the fiscal year on the second Saturday of that month or as determined by the Board, at locations and times determined by the President. The Executive Secretary shall notify each member of the Board of Directors no less than two weeks prior to the holding of regular meetings in such manner as the Board of Directors may order.

Section 2. Special meetings may be held at any time on the call of the President or by order of the Board of Directors, or on the written request of three (3) members of the Board of the Capital District Kiwanis Foundation. Notice of the time, place, and object of such meeting shall be given to the members in such manner as the President of the Board of Directors may order and in accordance with Virginia law.

Section 3. A quorum for the holding of any meeting shall be a majority of the duly elected members of the Board. A majority vote of those present shall decide any questions unless a higher vote is specifically required in these bylaws. There is no voting by proxy or absentee ballots.

Section 4. Any meeting may be adjourned from time to time until its business is completed; and the members present at any meeting or any adjourned meeting, if less than a quorum, may adjourn from time to time until

a quorum is present. The meetings of the Capital District Kiwanis Foundation Board of Directors and the Committees shall be conducted in accordance with the most recent edition of Roberts Rules of Order.

ARTICLE V – OFFICERS

Section 1.

- (a) The Officers of the Foundation shall be a President, President-Elect, Vice President, Immediate Past President, Treasurer and Executive Secretary.
- (b) Officers of the Foundation shall be elected by the Board of Directors once each administrative year at a board meeting and shall assume office on the following October 1. Each Officer shall hold office until the successor to that Officer is elected and qualified.
- (c) The President, President-Elect, and Vice President shall be elected shall be elected for a one-year term from among the Directors, by the members of the Board .The President, President-Elect, and Vice President may not serve more than two consecutive terms.
- (d) The Executive Secretary and Treasurer shall be elected from qualified candidates recommended to the Board by the Nominating Committee with such qualifications to be determined by the Board. However, additional nominations may be made from the floor. Candidates do not have to be a Director of a division of the Capital District. The Executive Secretary and Treasurer serve at the pleasure of the Board.
- (e) A vacancy in any office for any reason shall be filled as early as possible by the Board of Directors for the unexpired portion of the term.

Section 2. Any Officer elected or individual appointed by the Board of Directors may be removed by a two-thirds vote of the Board whenever in the judgment of the Board the best interest of the Foundation would be served thereby, but the removal shall be without prejudice to the contract right, if any, of the Officer or individual removed.

Section 3. The President shall:

- (a) Be the principal Executive Officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation;
- (b) Preside at all meetings of the Board of Directors;
- (c) Sign, with the Executive Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and

- (d) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. In the absence of the President or in event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall be a member of the Grants Review Committee. The President-Elect also shall perform such duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. The Vice-President shall be a member of the Fund Raising Committee and shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. The Executive Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents; the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the contact information of each Director, which shall be furnished to the Executive Secretary by such Directors; and in general perform all duties incident to the office of Executive Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever and deposit all monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; prepare a report for each meeting of the Board of Directors to include general financial statements and a listing of contributions to the Capital District Kiwanis Foundation from the clubs of the District, and, in general, perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees of the Capital District Kiwanis Foundation shall be the Finance and Investment Committee, the Grants Review Committee, a Fund-raising Committee, and a Nominating Committee.

A – Finance-Investment and Budget Committee

- (1) The membership of the Finance-Investment and Budget Committee shall consist of seven (7) members, which shall include the President, the President-Elect, the Treasurer and the Secretary, and three (3) to be appointed by the President, subject to the approval of the Board of Directors.
- (2) The President will appoint one committee member to serve as Chair for one fiscal year.

- (3) The Committee will review the investments of the Capital District Foundation as needed but not less than once each month.

B – Grants Review Committee

- (1) The membership of the Grants Review Committee shall consist of three (3) members, two (2) to be appointed by the President with the approval of the Board of Directors. The President-Elect shall automatically be a member of the Grants Review Committee.
- (2) The Grants Review Committee members will review the grants requests and submit their written comments to the Chair at least two (2) weeks prior to the meeting.
- (3) The President will appoint one committee member to serve as Chair for one fiscal year. The President-Elect shall not serve as Chair.

C – Fund Raising Committee

- (1) The Membership of the Fund Raising Committee shall consist of five (5) members appointed by the President (with the approval of the Board of Directors.)
- (2) The President will appoint one committee member to serve as Chair for one fiscal year.
- (3) The primary responsibility of the Fund Raising Committee will be to develop methods of increasing the income of the Capital District Kiwanis Foundation.
- (4) The Committee will appoint one Kiwanian to be in charge of each of the Capital District Foundation Fund Raisers such as Ducky Derby, Caring Corner, raffles, etc.

D – Nominating Committee

- (1) The Nominating Committee shall consist of five (5) Directors appointed by the president at the November Board meeting.
- (2) The Nominating Committee shall present a slate of Officers to the Board prior to elections: see Article V.
- (3) The Nominating Committee will also evaluate annually the performance of the incumbent Executive Secretary and Treasurer and report its findings and recommendation to the Board of Directors at the Board's annual meeting. Such review shall include the incumbent's performance of the duties as required.

Section 2. Additional committees may be established to carry out the functions and to achieve the purpose of the Foundation as the President may desire, provide for their function, and appoint the members and chairman of each of the committees.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of October of one year and end on the last day of September of the following year.

ARTICLE VIII – SEAL

The seal of the Foundation shall be a circular design and have inscribed thereon in circular forms the words “CAPITAL DISTRICT, KIWANIS FOUNDATION” and in the center shall be inscribed the date “1972” and the words “Incorporated Virginia.”

ARTICLE IX – KIWANIS GOVERNING POLICIES

Section 1. The Foundation and its members will at all times abide by and be governed and controlled by the Bylaws and Policies of Kiwanis International and the Capital District, now in force or hereafter from time to time adopted, insofar as any provision of the Bylaws and Policies may be applicable.

Section 2. The Foundation will comply with all conditions that Kiwanis International and the Capital District, Kiwanis International, may prescribe.

Section 3. When requested by the Board of Trustees of Kiwanis International or the Capital District, Kiwanis International, the Foundation shall dissolve or change its form of organization, as may from time to time be requested by either of those Boards.

ARTICLE X – AMENDMENTS

The Article of Incorporation of the Foundation and this Bylaws may be amended by a two-thirds vote of the members of the Board of Directors then holding office at any regular or special meeting of the Board, if at least thirty (30) days advance written notice is given by the Executive Secretary to the Board of Directors of the proposed amendment, and written approval of the proposed amendment is obtained from the Board of Directors of the Capital District, Kiwanis International, and from the Board of Trustees of Kiwanis International. No amendments to the articles or any Bylaws shall be made without the consent of the Kiwanis International Board. An amendment to the Bylaws is effective on the date of approval of Kiwanis International unless the amendment itself provides for a different, later effective date.

Adopted by the Board of Directors of the Capital District Kiwanis Foundation on November 10, 2012.

CAPITAL DISTRICT KIWANIS FOUNDATION

By:

H.L. Marks

President: *H.L. Marks*

Charles Adams

Executive Secretary: *Charles P. Adams*

Approved by:

CAPITAL DISTRICT, KIWANIS INTERNATIONAL, Date: November 10, 2012

Carolyn Richar

Governor *Carolyn Richar*

Thomas Varner

District Secretary-Treasurer *Thomas D. Varner*

Approved by:

KIWANIS INTERNATIONAL: October 5, 2013 per Diana O'Brien, KI Governance Specialist