

BYLAWS of the ALAMEDA KIWANIS FOUNDATION
A California Public Benefit Corporation

ARTICLE 1. OFFICIAL NAME

This corporation shall be known as the Alameda Kiwanis Foundation.

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Foundation for the transaction of its business is located in Alameda County, California.

ARTICLE 3. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of October and end on the 30th day of September in each year.

ARTICLE 4. OBJECTS

The Objects of this Foundation shall be the Objects of Kiwanis International, which are:

- To give primacy to the human and spiritual, rather than to the material values of life.
- To encourage the daily living of the Golden Rule in all human relationships.
- To promote the adoption and application of higher social, business, and professional standards.
- To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.
- To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.

ARTICLE 5. MEMBERSHIP

Membership in this Foundation shall be limited to and consist of all the active and senior members in good standing of the Kiwanis Club of Alameda.

ARTICLE 6. OFFICERS

The officers of the Foundation shall be the same as those of the Kiwanis Club of Alameda and shall serve with the same responsibilities and duties.

ARTICLE 7. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers and not less than five (5) elected Directors. The Directors of the Foundation shall be the same as those of the Kiwanis Club of Alameda and shall serve with the same responsibilities and duties.

Section 2. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Foundation, the activities and affairs of this Foundation shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

Section 3. The Board of Directors shall meet regularly at least once each month and hold additional meetings at the call of the President or a majority of the Board. At the discretion of the Board, the committee chairmen shall meet in joint session with the Board.

Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of all business, except in cases where a larger vote of the entire Board is required under these bylaws.

ARTICLE 8. CONTINUING OR LONG-TERM PROJECTS

The Foundation may adopt or discontinue a project that may last more than one (1) year, by the approval of a two-thirds (2/3) vote of the members present at any regular meeting, provided written notice of the proposed adoption or discontinuance shall have been given to the members at least two (2) weeks prior to the meeting. One-third (1/3) of the members shall constitute a quorum. There shall be no voting by proxy or absentee ballot.

ARTICLE 9. RECONSIDERATION OF BOARD ACTION

Whenever a petition signed by a majority of the entire membership alleges that a decision of the Board of Directors should be reconsidered by the membership, the secretary shall give at least fourteen (14) days written notice to the entire membership of a special meeting to reconsider the decision of the Board of Directors in question. Such a meeting shall be held within thirty (30) days of the date of the petition. At this meeting, the decision of the Board of Directors may be reversed by a two-thirds (2/3) vote of those members present.

ARTICLE 10. COMMITTEES

Section 1. The basic standing committee structure should include separate committees that address community services, sponsored youth, Young Children: Priority One, human and spiritual values, Foundation administration, public relations, and finance and fundraising. This structure, along with the duties and responsibilities of standing committees, shall be included in district officer guidebooks and/or manuals.

Section 2. Where desired, there shall be the option of expanding the committee structure by creating other standing committees which would enable the Foundation to function more effectively in terms of its own needs and interests. The duties of such committees shall be determined at the time they are created.

Section 3. Each standing committee shall be composed of three (3) or more members and shall serve for a term of one (1) year, commencing on the first day of October. All members of a committee are appointed by and are subject to removal by the President. Each committee shall be responsible to the President and shall make such reports as the President or Board of Directors may direct.

Section 4. Subject to the approval of the Board of Directors, special committees may be appointed by the President and shall perform such duties as may be defined in their creation.

Section 5. Each committee shall cooperate with the appropriate Kiwanis International or district committee(s) to promote, when practical, programs suggested by such committee(s).

ARTICLE 11. MEETINGS

Section 1. The Foundation shall hold its regular meetings in conjunction with the regular meetings of the Kiwanis Club of Alameda.

Section 2. The Foundation may hold such other meetings as the Board of Directors or membership may desire.

Section 3. The annual meeting of this Foundation shall be held at the same time as the annual meeting of the Kiwanis Club of Alameda. The membership shall be given at least two (2) weeks notice of the date and place of the annual meeting. One-third (1/3) of the members of the Foundation shall constitute a quorum.

ARTICLE 12. ELECTION OF OFFICERS AND DIRECTORS

Section 1. The election of officers and Directors, except the Secretary, shall be held at the annual Foundation meeting, held in conjunction with the annual meeting of the Kiwanis Club of Alameda.

Section 2. The slate of officers and Directors of the Foundation shall be the same as the officers and Directors of the Kiwanis Club of Alameda.

Section 3. Voting shall be by ballot and shall be conducted in conjunction with the voting for the officers and Directors of the Kiwanis Club of Alameda.

Section 4. The Secretary shall be elected within one (1) week after the annual meeting by the officers and Directors who comprise the Board of Directors for the succeeding year.

ARTICLE 13. PUBLIC ACTIVITIES

This Foundation shall not be used in any way for political purposes, nor shall it actively participate in the political candidacy of any person.

ARTICLE 14. REVENUE

Section 1. Revenue may be raised as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the members present at any regular meeting, provided written notice shall have been given the members at least two (2) weeks prior to the meeting.

Section 2 Monies received from fund-raising projects in which the public participates, or from members or others, for the service activities sponsored by this Foundation, shall be segregated from the administrative funds and shall be used only for charitable, educational, religious, and eleemosynary activities.

ARTICLE 15. FINANCE

Section 1. No later than October 15, separate budgets of estimated income and expenditures for the year (October 1 - September 30) for the administrative and community service funds shall be adopted by the Board of Directors.

Section 2. The Foundation books of account shall be audited at least once each year. The Board of Directors shall name the auditors. The auditors should be familiar with financial statements and should reconcile bank statements (if necessary) and conduct tests of income and expenditures for the past year. The auditors may be Foundation members, but shall not be the Secretary or the Treasurer. A copy of the auditor's report shall be provided to the current Board of Directors and, upon request, to any Foundation member.

Section 3. The Board of Directors shall determine the official depository or depositories and shall designate those persons who shall sign checks.

Section 4. If the Foundation is dissolved or otherwise ceases operations, and if there are funds or other Foundation assets

remaining after Foundation obligations are paid for which the last Board of Directors has made no provision, then the Treasurer shall pay such funds to and donate such assets to the Kiwanis International Foundation.

ARTICLE 16. OTHER AUTHORITIES

For authority on all matters not specifically covered by these bylaws, the following documents, current or as amended in the future, shall be consulted in order of priority to determine such matters:

First--Kiwanis International Bylaws;

Second--Kiwanis International Policies and Procedures;

Third--District Bylaws.

ARTICLE 17. SEVERABILITY

In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

ARTICLE 18. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these bylaws.

ARTICLE 19. AMENDMENTS

Section 1. Any amendment of these bylaws, if in conformity with the Kiwanis International Bylaws, may be adopted by two-thirds (2/3) vote of the members present at any regular meeting, provided written notice of the proposed amendment shall have been given to the members at least two (2) weeks prior to the meeting. One-third (1/3) of the members shall constitute a quorum. There shall be no voting by proxy or absentee ballot.

Section 2. If these bylaws are in conflict with the Kiwanis International Bylaws, current or as amended in the future, this Foundation shall amend these bylaws to bring them into conformity with the International Bylaws.

ARTICLE 20. SERVICE OF NOTICE

For purposes of these Bylaws, "notice" or "written notice" shall be deemed given when one of the following events occurs:

- a. notice is personally delivered to the recipient; or
- b. notice is deposited in a post office, mailbox, substation, or mail chute, or other like facility regularly maintained by the United States Postal Service, in a sealed envelope with postage paid, addressed to the recipient; or
- c. notice is actually transmitted by the person giving notice, by facsimile, email, or any other electronic means, to the recipient.

ARTICLE 21. APPROVAL OF KIWANIS INTERNATIONAL

These bylaws and all amendments or additions shall not be effective unless approved by Kiwanis International.

ADOPTED BY THE FOUNDATION MEMBERSHIP

Date: _____

By _____
Al Wright, President

By _____
Kristy Perkins, Secretary

APPROVED BY KIWANIS INTERNATIONAL

Date: _____

By _____