

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 2 – 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 Regulations there under, and any future amendments to such Code section and corresponding provisions of future Internal Revenue laws.

Section 2. The Specific Purposes are of the Capital district Kiwanis foundation are:

- (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 crippled or otherwise handicapped persons, particularly children.
 - (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 such crippled or otherwise 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 any appropriate means.
- (f) To support the major emphasis programs of Kiwanis International.
- (g) To raise funds to provide scholarships to needy students, and to make such scholarships available either as gifts or as loans.

ARTICLE 3—MEETINGS

Section 1. The Board of Directors shall hold four meetings each Fiscal Year. The Annual meeting of the Board of Directors shall be held at the Capital District Convention.

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.

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.

ARTICLE IV—OFFICERS AND POSITIONS

Section 1. (a) The officers of the foundation shall be a President, President-Elect, Vice President, Treasurer, and Executive Secretary. All officers shall be elected in accordance with this Article.

(b) Officers of the Foundation shall be elected by the Board of Directors at the annual Meeting and shall assume office on the following October 1. If the election of officers is not held at the annual meeting, the election shall be held as soon thereafter as may be convenient. 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 from members of the Board elected from each Division for a one-year term. No individual may serve more than two consecutive terms.

(d) The Executive Secretary and Treasurer shall be elected from qualified candidates recommended to the Board. The Executive Secretary and Treasurer serve at the pleasure of the Board. They will be evaluated annually by the nominations committee.

(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 be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors. He shall 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 in general he shall 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 his 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

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 to him 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 post office address 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 to him 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 to him by the President or by the Board of Directors.

ARTICLE V—BOARD OF DIRECTORS

Section 1. (a) The Board of Directors of the Foundation shall consist of the following members: one elected member from each division of the Capital District, Kiwanis International, elected by the Kiwanians of that Division in accordance with the same procedure applicable to the election of the lieutenant governor-elect as provided in the Bylaws of the Capital District, Kiwanis International; the Executive Secretary of the Foundation, the Treasurer of the Foundation, the Governor of the Capital District, Kiwanis International; Governor-Elect of the Capital District, Kiwanis International; Immediate past Governor of the Capital District, Kiwanis International; the Secretary—Treasurer of the Capital District, Kiwanis International; and the Immediate past President of the Foundation.

(b) One-fourth of the elected members of the Board shall be elected by their divisions each year for a four-year term at the annual division caucus when the division elects its Lieutenant Governor; and thereafter, all directors shall serve for four-years until their successors are elected and installed on a four-year rotating basis.

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. The Board with 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 at its discretion.

Section 4. If a Board member position is vacant because of death, resignation, removal for any reason, disqualification, expiration of his term, or otherwise, 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 VI - COMMITTEES

Section 1. Standing committees may be established by the Board of Directors of the Foundation. Committee membership and responsibilities shall be set forth in the Policy Statements, Capital District Kiwanis Foundation.

Section 2. Standing Committees of the Capital District Kiwanis Foundation shall be the Finance and Investment Committee, the Grants Review Committee, and a Fund-raising Committee.

Section 3. The President with the approval of the Board of Directors may establish additional committees 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, Kiwanis International, 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 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 XI —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 written notice is given of the proposed amendment, and written approval of the proposed amendment is obtained from the Board of Trustees of the Capital District, Kiwanis International, and from the Board of Trustees of Kiwanis International. 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 11, 2006

CAPITAL DISTRICT FOUNDATION

By _____
Henry G. Brodsky, President

Charles Adams, Secretary

Approved
CAPITAL DISTRICT, KIWANIS INTERNATIONAL

Approved
KIWANIS INTERNATIONAL
