

**BYLAWS of the**  
**CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.**  
[May 26, 2001]

**ARTICLE I: Name**

The name of this corporation shall be the Capital City Kiwanis Club Foundation, Inc. (Foundation).

**ARTICLE II: Membership**

Membership shall consist of all the active, privileged, and senior members in good standing of the Capital City Kiwanis Club of Tallahassee.

**ARTICLE III: Objects**

The objects of the Foundation are to (1) secure funds by donation, bequests, subscriptions, and other suitable and appropriate means, and to expend such funds in support of the objects hereafter stated, in a manner consistent with the provisions of the Articles of Incorporation. (2) To support of objects of Kiwanis International and the service programs provided by the Capital City Kiwanis Club.

**ARTICLE IV: Officers**

Section 1: The Officers of the Foundation shall consist of a president, vice president, immediate past president, and secretary/treasurer. These four officers shall constitute the Executive Committee of the Foundation. The secretary/treasurer of the Capital City Kiwanis Club shall serve ex officio as the secretary/treasurer of the Foundation.

Section 2: Each officer shall be a member of the Foundation as defined in Article II.

Section 3: The Executive Committee shall manage the affairs of the Foundation on an ongoing basis, as directed by the Board of Directors, and as set forth hereinafter. The Executive Committee shall meet on a regular and periodic basis to ensure that the business of the Foundation is managed in accordance with the Articles of Incorporation, these bylaws, and its fiduciary responsibilities. Such meetings may be virtual or face-to-face.

Section 4: The president and vice president shall be elected or re-elected by the membership at the annual meeting, and shall serve for the ensuing administrative year.

Section 5: The duties of the offices shall be as follows:

- (a) The president shall be the executive officer of the Foundation, and shall preside at all meetings of the Board of Directors, the Executive Committee, and the annual membership meeting; shall appoint such committees and chairpersons thereof; shall be an ex officio member of all committees; and shall perform such duties as are ordinarily and customarily incumbent upon a president or as may be set forth hereinafter.
- (b) The vice president shall diligently prepare himself/herself for the duties of president, shall assume the duties of the president in his/her absence; and in the event of a vacancy should occur in the office of the president he/she shall assume the duties of that office for the unexpired term. The vice president shall perform such other duties as may be assigned by the president or as may be set forth hereinafter.
- (c) The immediate past president shall perform such duties as may be assigned by the president, and shall act as president in the absence of the president and vice president. He/she shall counsel and advise the president during his/her term in office. The immediate past president shall chair the nominating committee.
- (d) The secretary/treasurer shall keep all records of the Foundation, shall prepare and distribute to all officers and directors the minutes of annual meetings of the membership, of the Board of Directors, and of the Executive Committee. He/she shall give timely notice of all meetings to all interested parties, and shall be a member of the Budget committee.
- (e) As treasurer, the secretary/treasurer shall receive from every source funds paid to the Foundation; shall deposit such funds in appropriate accounts; and shall account for such funds in a prudent and safe manner and as directed by the Board of Directors. He/she shall make regular and periodic reports on fund status to the Board of Directors.

Section 5: Vacancies in the office of vice president shall be filled by election by the Board of Directors at its next meeting following the vacancy's occurrence.

## **ARTICLE V: Board of Directors**

Section 1: The Board of Directors shall consist of the officers and five to eight Directors. Directors shall be elected by the membership at the annual meeting.

Section 2: No more than one-half of the non-officer Directors shall be non-Kiwanians.

Section 2: Term of office shall be for two years; with staggered terms so half of the Directors on the initial board shall serve a one-year term.

Section 3: The Board of Directors shall meet no less often than semi-annually and shall meet within 30 days prior to the Annual Meeting. The Board shall meet in regular or special sessions, as may be required for orderly transaction of the Foundation's business. There shall be no voting by proxy.

Section 4: At the meeting of the Board of Directors prior to the Annual Meeting the Board shall prepare the agenda for the Annual Meeting, ensure that the nominating committee has completed its slate of officers and Directors, and plan for notice to all members of the time and place of the Annual Meeting.

Section 5: The Board of Directors may declare the office of any Director who fails to perform his/her duties vacant. Lack of prior notice of intended absence from meetings of the Board may constitute failure to perform.

Section 6: Whenever any vacancy shall occur such vacancy shall be filled by appointment by the President of the Board of Directors on the recommendation and advice of the President of the Capital City Kiwanis Club.

Section 7: Fifty percent of the total Board of Directors must be present to constitute a quorum. In the absence of a quorum, urgent business of the Foundation may be discussed and acted upon. Ratification of action taken shall be made at the next meeting of the Board. The Executive Committee shall conduct such business as may be necessary to fulfill the urgent matter confronting the Board.

Section 8: Business of the Board may be conducted by electronic means, so long as decisions do not constitute changes in these bylaws, are properly noticed to all Directors, a written record of the electronic vote is maintained by the Secretary, and the Board includes the vote as a matter of record in the minutes of the next called meeting of the Board. Such electronic voting does not replace the requirement for semi-annual face-to-face meetings.

## **ARTICLE VI: Annual Meeting**

Section 1: Members of the Foundation shall be provided with notice of the Annual Meeting and an agenda of the meeting. This notice may be provided by electronic means.

Section 2: The annual meeting of the Foundation shall be held on or about September 1 of each year and shall be held in conjunction with a regularly scheduled Capital City Kiwanis Club luncheon meeting.

Section 3: The members shall have presented to them the nominating committee's nominees for election or re-election of officers each year, and for those Director offices that will be terminating at the end of the current administrative year. Election shall be by majority vote of those members present.

Section 4: Upon presentation of the slate of officers and directors, a call for nominations from the floor shall be made. Nominations from the floor must be made for specific offices and prior permission from the person being nominated must have been obtained.

Section 5: The secretary/treasurer shall provide a status report on all funds of the Foundation and such other information as directed by the Board of Directors.

Section 6: The Chairperson of the Foundation Budget Committee shall present the proposed budget for the ensuing administrative year.

Section 7: Any member of the Foundation may place an item on the agenda of the Annual Meeting by providing the agenda item to the President of the Foundation or any officer or Board member. Such item should be offered to the Board of Directors on or before their meeting within 30 days prior to the Annual Meeting.

Section 8: Special meetings of the membership may be called by the president or by any three members. Written notice must be given 15 days prior to such meeting. Electronic means of notice is adequate notice.

## **ARTICLE VII: Standing Committees**

The following standing committees, whose duties are set out herein, shall be appointed by the president:

- (a) The Nominating Committee, whose chairperson shall be the immediate past president of the Foundation, and whose members shall be appointed by the president; shall consist of no fewer than two additional Officers/Directors. The committee shall submit nominees, one for each office to be filled, for the following administrative year's officers and Directors whose terms will end with termination of the administrative year to the Board in time to be included on the agenda and notice of the Annual Meeting.
- (b) The Development Committee shall be appointed by the President, and shall be responsible for the organization of fund-raising plans to be carried out on a continuing basis. The Chairperson, to be designated by the President, shall submit an annual outline of the funds development plan to the Board for its approval and presentation to the membership at the Annual Meeting. The committee shall not accept any designated funds, outside the fund categories set forth hereinafter without prior approve of the Directors.

The Development Committee shall include in its annual development plan an element addressing preparation and implementation of an endowment plan for the benefit of the Foundation and to develop a gift-giving program.

- (c) The Budget and Audit Committee, including the Chairperson, shall be appointed by the President. The duties will include preparation of the year's budget in accordance with Article VII, to review the financial records, accounts and reports of the Foundation from time to time, but no less than once a year to include a year-end audit and to submit a report to the Board for approval at the last Board meeting of the year. The treasurer shall be a member of this committee, but shall not be appointed as it chair.

A budget for the forthcoming administrative year shall be prepared by the Committee and presented to the Board of Directors and included on the agenda of the Annual Membership Meeting.

A year-end audit may be provided by members of the Budget and Audit Committee or by any other member or by an outside agency as determined by the Committee.

- (d) The Bylaws Committee, including a chairperson, shall be appointed by the President to review the Bylaws of the Foundation from time to time, or as requested by the President, and submit such

recommendations as it may deem necessary or advisable to the Board of Directors.

- (e) The Investment Committee, including a Chairperson, shall be appointed by the President to advise the Board on an investment plan for all funds.

#### **ARTICLE VIII: Special Committees**

Section 1: The president may appoint such special committees and assign to them such duties as he may consider necessary and advisable.

Section 2: The Board may create a special Board of Honorary Directors; whose membership is unlimited and whose members are not required to be Kiwanians. The purpose of this Board is to actively assist the Foundation in short and long-range fund raising through financial leadership, support, solicitation, fund-raising and service. All members of this Board shall be nominated to and approved by the Board of Directors. The Executive Committee shall organize, implement, and oversee the operations of this Board.

#### **ARTICLE VI: Maintenance of Funds**

Section 1: The Foundation shall receive and manage all funds in accordance with the Articles of Incorporation and these bylaws.

Section 2: The Foundation shall establish a corpus account that shall be maintained into perpetuity. The earnings of such account shall be either returned to the corpus account or transferred to the Service Account of the Capital City Kiwanis Club, less any operating expenses. Any earnings that have not been transferred within three years of being placed in the corpus account shall be non-transferable and will become a permanent part of the corpus account.

Section 3: Designated funds may be received by the Foundation and disbursed according to the instructions of the benefactor so long as such disbursement does not violate the Articles of Incorporation and these bylaws, and receipt of such funds is approved of the Board of Directors.

Section 4: Customary expenses of the Foundation shall be paid from earnings of the corpus account before distribution of the funds shall take place. Designated funds may also be used for administrative expenses.

**ARTICLE VII: Amendments**

Section 1: These bylaws may be amended upon approval of the Board of Directors and a majority vote of the members present at an Annual Meeting or a special meeting called for that purpose upon 15 days prior written notice. Electronic means of notice is adequate notice.

Section 2: These bylaws may be amended without the approval of the Board of Directors, but with a 60 percent affirmative vote of the members present at an Annual Meeting or a special meeting called for that purpose.

Approved \_\_\_\_\_ by vote of the Foundation members.

By: \_\_\_\_\_  
Foundation President                      Date

By: \_\_\_\_\_  
Foundation Secretary                      Date