

# **SOUTHWEST DISTRICT KIWANIS FOUNDATION BYLAWS**

## **ARTICLE I. MEMBERS**

The membership of the Southwest District Kiwanis Foundation (the "Corporation" or "Foundation") shall be limited to, and shall consist of, all the active and senior Members in good standing of the Kiwanis Clubs of Southwest District of Kiwanis International, (the "District").

## **ARTICLE II. MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The Annual Meeting of all Foundation Members shall be held during the Annual Convention of the District. The Annual Meeting shall be a general meeting of Members and open for transaction of any business within the powers of the Corporation without special notice unless required by law, by the Articles of Incorporation, or by these Bylaws.

**Section 2. Special Meetings.** Special meetings of the Foundation Members may be held at any time upon (a) a call of the President, or (b) a written request by not less than twenty-five (25) Members, or (c) a resolution of the Board of Directors.

**Section 3. Place of Meetings.** All meetings of Foundation Members shall be held at such places within the boundaries of the District as specified in notices of such meetings.

**Section 4. Notice of Meetings.** Notifications of scheduled meetings of Foundation Members are included in schedules for Annual Meetings of Southwest District Kiwanis International. Notice of special meetings of the Foundation Members shall be initiated by the Secretary of the Foundation twenty (20) to thirty (30) days prior to the scheduled meetings. The Foundation Secretary shall use the U. S. Postal Service or email to distribute notification of special meetings of Foundation Members to all Lt. Governors, Foundation Directors, and Kiwanis club Presidents and Secretaries in Southwest District Kiwanis. If mailed, such notices shall be sent to individuals at his or her mailing address as it appears in the records of the Foundation.

**Section 5. Quorum.** Fifty-one percent (51%) of the registered Members at the Annual Convention of the District shall constitute a quorum for an Annual Foundation Member Meeting. Fifty (50) Members representing Kiwanis clubs from at least two-thirds (2/3) of the Divisions of the District shall constitute a quorum for any special meeting.

**Section 6. Voting.** At meetings, all matters shall be decided by a majority of votes cast by Members except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws. No Member may vote by proxy. If any votes taken verbally are unclear, they shall be re-taken by roll call.

## **ARTICLE III. FOUNDATION BOARD OF DIRECTORS.**

**Section 1. Management.** The affairs and property of the Foundation shall be managed by the Board of Directors (hereinafter sometimes referred to as the "Board"). The Directors shall act only as a Board and individual Directors shall have no power as such.

**Section 2. Members of Board.** The Board shall consist of Division Directors and At-Large Directors (defined in Article III, Section 9 of these Bylaws), Officers (defined in Article IV, Section 1 of these Bylaws), and Ex-Officio Directors. The District Governor, District Governor-Elect, District Vice-Governor, Immediate Past District Governor, and the Immediate Past President of the Foundation Board of Directors shall be the Ex-Officio Directors. An Ex-Officio Director shall serve as such only for the term during which he or she holds the office of District Governor, District Governor-Elect, District Vice-Governor, Immediate Past District Governor, or Immediate Past President of the Foundation. All members of the Board must have a current background check from Kiwanis International, which must be renewed every two (2) years to remain current.

**Section 3. Annual Meeting.** The Annual Meeting of the Board for transaction of such business as properly shall come before the Board shall be held in the same city immediately before or during the Annual Convention of the District. The Annual Meeting shall be a general meeting of the Board and open for transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law, by the Articles of Incorporation, or by these Bylaws.

**Section 4. Board Meeting During Southwest District Kiwanis Mid-Year Conference.** In addition to the Annual Meeting of the Board, the Board shall schedule a meeting immediately before, during, or after the Southwest District Kiwanis Mid-Year Conference in the same facility as used for the Mid-Year Conference.

**Section 5. Special Meetings.** Special meetings of the Board may be held at any time upon (a) a call of the President or (b) a written or oral request from no less than twenty-five percent (25%) of the Foundation Board of Directors. To the extent permitted by New Mexico law, meetings may be conducted by conference telephone call or email.

**Section 6. Place of Meetings.** All meetings of the Board shall be held at such places within or out of the States of Arizona, New Mexico, and Texas as shall be specified in respective notices of such meetings. Subject to the laws of New Mexico, the Board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other, or as otherwise allowed by law. Participation constitutes attendance and normal Board meeting rules apply.

**Section 7. Notice of Meetings.** Notice of ensuing regular meetings shall be given at each meeting of the Board and in minutes of Board meetings. Notice of special meetings shall be delivered personally, by email, or by the U. S. Postal Service to each Director not less than ten (10) days before the meeting. Notices of special meetings must state the purpose or purposes for which the meeting is called and the time and place where it is to be held. If mailed, such notices shall be sent to each Director at his or her mailing address as it appears in the records of the Foundation.

**Section 8. Quorum.** At meetings of the Board a quorum will consist of at least fifty-one percent (51%) of the Directors (defined in Article III, Section 9 of these Bylaws) and Officers (defined in Article IV, Section 1 of these Bylaws). Vacant Director positions and vacant Officer positions are excluded from the calculation of a quorum. Ex-Officio Officers (defined in Article III, Section 2 of these Bylaws) are voting Members of the Board but are not included in the calculation for a quorum. The action of a majority of the Directors, Officers, and Ex-Officio Directors present at the Board Meeting shall be the action of the Board.

**Section 9. Number of Directors; Term.** The Board shall include up to three (3) At-Large Directors elected at the Annual Meeting of the Foundation Members and as many additional Division Directors, who are elected by Kiwanis Clubs in their Divisions, as there are Divisions in Southwest District Kiwanis International. Division Directors and At-Large Directors shall serve for three (3) year terms commencing on October 1 following his or her election, except as otherwise provided in these Bylaws. If a Director shall become an Ex-Officio Director, his or her seat as an Elected Director shall be deemed vacant as if by resignation.

At-Large and Division Directors shall be elected only from among the Foundation Members and not more than two (2) Elected Directors may be from any Division of the District at any one time. The limit of two (2) Directors per division does not apply to Directors who are also serving as Foundation Officers or Ex-Officio Directors. An At-Large Director or Division Director who has served two consecutive three (3) year terms may not serve again as an Elected Director until one year has elapsed. Each Elected Director shall continue in office until his or her term expires or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in accordance with these Bylaws.

The Foundation President may assign At-Large Directors to facilitate communications between Southwest District Kiwanis Divisions that (a) have Director vacancies, (b) have Directors on temporary leave for personal or medical reasons, or (c) are large Divisions that have a Director but need help with communicating between the Foundation and Southwest District Divisions.

No Division Director or At-Large Director may serve more than two consecutive three (3) year terms as such. However, an At-Large Director or Division Director who has been elected Foundation President, President-Elect, or Vice-President prior to the end of his or her second term as a Director may continue as a Director for a full second term so long as he or she holds one of the offices of President, President-Elect or Vice-President.

**Section 10. Election of Directors.** At-Large Directors shall be elected at the Annual Meeting of Foundation Members from among candidates nominated in accordance with Article V, Section 2 of these Bylaws. At-Large Directors shall be elected by a plurality of votes cast by Foundation Members present. In the event of a tie vote for any vacancy, a run-off election shall be held among the tied candidates.

Elections of Division Directors to fill vacancies expected to exist for the ensuing year are as follows. Prior to Division annual meetings, Lt. Governors of Divisions needing a replacement Division Director for the ensuing year shall solicit qualified interested Members from Kiwanis Clubs in their Divisions. Each Division shall be encouraged to conduct competitive elections at its Annual Meeting held no earlier than the first week in April or later than the second week in May. The Lt. Governor will be asked to advise the Board no later than June 1 of the name of the Division Director who will represent his or her Division as a Member of the Foundation Board.

**Section 11. Resignation or Removal of Elected Directors.** If a Division Director other than an At-Large Director ceases to be a member of a Kiwanis club in the Division from which he or she was elected, such Director shall be deemed to have resigned. In addition, unexcused absence from two consecutive Regular Board Meetings shall constitute cause for removal of the Director. An Elected Director may be removed for cause by 2/3 majority vote of the Board at an annual, regular, or special meeting of the Board.

**Section 12. Replacement of Deceased, Resigned, and Removed Directors.** After death, resignation, or removal of an Elected Director, other than an At-Large Elected Director, the Lt. Governor for the affected Southwest District Kiwanis Division shall appoint a replacement Director to serve for the remainder of the term of the Elected Director who died, resigned, or was

removed from the Board. A Director from the affected Division for the ensuing three (3) year term shall be elected in accordance with Article III, Section 10 of these Bylaws.

After the death, resignation, or removal of an At-Large Elected Director, a replacement At-Large Elected Director shall be nominated by the Chairman of the Nomination Committee (defined in Article V, Section 2 of these Bylaws) from the Foundation Membership and shall be on the agenda to be elected by a simple majority vote of the Foundation Members at the next Annual Foundation Member Meeting.

**Section 13. Compensation.** In order to remove the possibility of a conflict of interest, no Officer or Director shall be employed by the Board or compensated by the Foundation in any way other than by reimbursement of authorized expenses. Also, no Officer or Director will be entitled to vote in any case that would directly or indirectly involve remuneration for himself or herself, any family member, or any business associate of the said Director or Officer. An exception to the foregoing may be allowed in a case where purchases of goods and/or services is done through competitive bidding with the affected Director or Officer abstaining from discussion or voting in relation to such purchase. The Board by majority vote may at its discretion provide for reimbursement of out-of-pocket expenses incurred by any Officer or Director in the discharge of his or her duties as such. For purposes of this section, Officers shall mean the Officers described in Article IV, Section 1 of these Bylaws.

**Section 14. Indemnification.** Any person made a party to any action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Director, Officer, or employee of the Foundation or of any corporation which such person served as such at the request of the Foundation, shall be indemnified by the Foundation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer, or employee is liable for negligence or misconduct in the performance of his or her duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such Director, Officer, or employee may be entitled as a matter of law.

## **ARTICLE IV. FOUNDATION OFFICERS**

**Section 1. Officers; Qualification.** The Officers of the Foundation shall be a President, President-Elect, Vice-President, Secretary, and Treasurer. One person may hold the offices of Secretary and Treasurer. All Officers shall be Members of the Foundation. The Secretary and the Treasurer may, but need not, be Directors. No Director shall be eligible to be elected Vice-President or President-Elect unless he or she will have served at least one year on the Board at the time his or her term as such Officer commences. No Director shall be eligible to be elected President unless he or she will have served at least one year as President-Elect or Vice-President at the time his or her term as President commences.

**Section 2. Selection of Officers; Term.** The Foundation Officers shall be elected at annual meetings of the Foundation Members by a plurality of votes cast by Foundation Members present and may succeed themselves in office subject to the following limitations: The term of office for the President, President-Elect and the Vice-President shall be two (2) years with a one (1) term limit. The term of office of the

Secretary and Treasurer shall be two (2) years with a three (3) term limit unless extended by a two-thirds vote of the Foundation Members present. Each person elected as an Officer shall continue in office until the end of his or her term or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in accordance with Foundation Bylaws. Vacancies in the offices of Treasurer or Secretary caused by death, resignation, or removal may be filled for the remainder of the term of the Treasurer or Secretary by a majority vote of the Foundation Board at a special meeting called for that purpose or at any regular meeting. However, a vacancy in the office of President shall be filled by the President-Elect and a vacancy in the office of President-Elect shall be filled by the Vice-President. If the offices of President, President-Elect and Vice-President are vacant, the Board may appoint one of its Members to serve as President until the next Annual Meeting of the Foundation Members.

**Section 3. Additional Officers.** The Board at any meeting may by resolution appoint subordinate officers, agents, or employees and determine their terms of office and compensation, if any, as it may deem advisable. The Board may delegate to any Officer or committee the power to appoint such subordinate officers or agents and to determine their terms of office and compensation, if any.

**Section 4. Removal of Officers.** Any Officer may be removed by the Foundation Board at any time for cause. Such individual shall be entitled to a hearing before the Board. He or she may be represented by counsel at his or her option. Dismissal will require 2/3 majority vote of the Directors

**Section 5. President.** The President shall be the Chief Executive Officer of the Foundation and shall have general supervision over the affairs and property of the Foundation and over its several Officers. He or she shall generally do and perform all acts incident to the Office of President and shall have such additional powers and duties as may be assigned to him or her by the Board. When authorized by the Board, the President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Foundation.

**Section 6. The President-Elect and the Vice-President.** At the request of the President, or in his or her absence or disability, the President-Elect, or in his or her absence or disability, the Vice-President, shall perform the duties of the President and, when so acting, shall have the powers, and be subject to all the restrictions upon the President. When authorized by the Board, either the President-Elect or the Vice-President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Foundation. The President-Elect and the Vice-President shall perform such other duties as may be assigned to them by the Board or the President.

**Section 7. The Secretary and the Treasurer.** The Board shall elect from the Foundation Membership a Treasurer and a Secretary. The Treasurer and the Secretary shall act under the Supervision of the Board. The Treasurer shall have charge of all financial matters, records, and submitting reports as necessary to the Internal Revenue Service and to the New Mexico Attorney General, Office of Charitable Organizations. The Secretary shall attend to and keep minutes of all Foundation Board Meetings and in general perform duties customarily attendant to such office or as may be assigned by the Board of Directors. The Secretary shall be the Corporate Secretary and perform all duties attendant thereto. Both shall have voting privileges as Members of the Board.

## **ARTICLE V. COMMITTEES**

**Section 1. Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President, District Governor, District Governor-Elect, and District Vice-Governor. Vacancies on the Committee shall be filled by the successor of the Officer involved. The Executive Committee shall meet only when the Board is not in session and will only meet to resolve issues that are necessary to resolve before the next scheduled Board Meeting. The President or any two (2) other Board Members may call a meeting of the Executive Committee. Its actions shall be considered the actions of the Board when passed by a 2/3 majority vote of the whole Executive Committee. To the extent permitted by New Mexico law, meetings may be conducted by conference telephone call or email.

**Section 2. Nominating Committee.** The Nominating Committee shall consist of the President, Immediate Past-President, and two other Board Members who shall be current or former Directors. The Nominating Committee shall be appointed not later than the regular Foundation Board Meeting held at the District Mid-Year Conference and shall be confirmed by the Board at that meeting. The President or Immediate Past-President shall serve as Chairman of the Committee. The Nominating Committee shall be responsible for selecting candidates for Officer and At-Large Elected Director positions of the Foundation Board.

Qualifications of Officers are presented in Article IV, Section 1 of the Foundation Bylaws. The Nominating Committee will identify potential Officers and encourage them to submit their names and qualifications to the Nominating Committee not later than May 1 of the year in which these positions will be filled by the Foundation Members at the Annual Meeting of Southwest District Kiwanis.

Qualifications of At-Large Directors are presented in Article III, Section 9 of the Foundation Bylaws. With respect to nominations of At-Large Directors, the Committee shall encourage interested Foundation Members to submit their names and qualifications to the Nominating Committee no later than May 1 of each year in which At-Large Directors will be elected or re-elected. Also, the Foundation Secretary will communicate with all Lt. Governors, club Presidents, and club Secretaries in Southwest District Kiwanis when an At-Large Director position is vacant or will become vacant and needs to be filled and ask them to encourage interested Foundation Members to submit their names and qualifications to the Nominating Committee not later than May 1 of the year in which At-Large Directors will be elected or re-elected.

The Nominating Committee shall meet not later than June 1 of election years to nominate a number of candidates for At-Large Director positions equal to the number of vacancies expected to exist at the time of the next Annual Meeting of Foundation Members. The names of At-Large Elected Director candidates selected by the Nominating Committee shall be sent by the Foundation Secretary to all Foundation Board Members for distribution to Kiwanis clubs in their Divisions and Kiwanian associates and will be posted on the Foundation website by July 1. The Chairman of the Nominating Committee shall place the names of candidates selected by the Nominating into nomination at the Annual Meeting of Foundation Members. Additional nominations may be made from the floor prior to the election of the At-Large Elected Directors. No Member may be nominated by the Committee or from the floor without such Member's consent.

**Section 3. Standing Committees.** The Board shall maintain the following Standing Committees: Finance and Budget; Fund Raising; Publicity; Kamp Kiwanis; and Strategic Planning. The President shall appoint from the Board Members a Chairman of each Standing Committee. Each Chairman shall select no less than two (2) Board Members for his or her committee. All Standing Committees shall develop plans and budgets as necessary to carry out their duties. Any Standing Committee chairman may also submit reports to the President with recommendations that he or she believes may be necessary. Any Standing Committee may be requested by the Board to provide support for any project undertaken by the Foundation that

would apply to the Committee's particular area of responsibility. The following responsibilities are assigned to the respective Standing Committees:

**A. Finance and Budget Committee:** This Committee shall review current fund investments and recommend to the Board the form, time, and manner in which funds shall be invested. This Committee shall also recommend to the Board an annual Budget for Foundation projects, programs, and Kamp Kiwanis operations. The Foundation Treasurer shall be a Member of this Committee.

**B. Fundraising Committee:** This Committee shall recommend methods of raising money for use by the Foundation.

**C. Publicity Committee:** This Committee shall recommend to the Board programs to enhance the Foundation's image and publicize programs and achievements through use of public media and Kiwanis International media. Each year it shall provide articles to the Board for publication in the official publication of the Southwest District. Communications to Kiwanis clubs shall be submitted so as to be coordinated with the Southwest District mailings to Kiwanis club Presidents and Secretaries.

**D. Kamp Kiwanis Committee:** This Committee shall supervise the operation of Kamp Kiwanis and make recommendations related to changes in procedures, fees, and short-term and long-term maintenance of Kamp Kiwanis facilities. The Committee shall also provide the Publicity Committee with any requests that should be made to the Foundation membership for possible support of Kamp Kiwanis by individual Kiwanians or Kiwanis clubs.

This Committee shall also study and make recommendations to the Board for long-range planning, expansion and improvement of facilities at Kamp Kiwanis. This effort should include but not be restricted to facilities needing renovation, new facilities or infrastructure, estimated costs, construction schedules, and a prioritized list of the recommendations.

Additionally, this Committee shall monitor working agreements with the Kamp Kiwanis Manager and coordinate actions required to maximize use of the facility. The Kamp Kiwanis Manager shall be a Member of this Committee. The Committee shall recommend to the Board changes and additions to procedures to be discussed with the Kamp Kiwanis Manager at an annual review meeting each year.

The Committee shall also monitor operation of Kamp Kiwanis during the non-camping season and make such recommendations to the Board regarding this issue as deemed necessary.

This Committee shall coordinate and recommend actions to the Board concerning the health and welfare of persons using Kamp Kiwanis facilities. The Committee will coordinate with outside agencies as required and make recommendations to the Board

that result from interactions and recommendations that result from these coordinated interactions.

**E. Strategic Planning Committee:** This Committee shall develop a strategic plan for the Foundation that includes a vision with strategies and objectives. The plan shall be created and updated in concert with the Kamp Kiwanis Committee.

**Section 4. Other Committees and Programs.** Other committees and programs as required may be approved by the Board.

## ARTICLE VI. FUNDS AND ACCOUNTING

**Section 1. Official Depositories of Foundation funds.** The Foundation Board shall determine the official depository, or depositories, of Foundation funds and shall designate the person(s) authorized to pay Foundation charges.

**Section 2. Use of Foundation Funds.** The use of Foundation funds is restricted to charitable, scientific, educational, or purposes consistent with section 501(c)(3) of Internal Revenue Code and necessary administrative expenses. Administrative expenses shall be kept as low as reasonably possible.

**Section 3. Annual Budget.** The Board shall adopt an annual budget of estimated income and expenses.

**Section 4. Audits.** The Foundation's financial records shall be examined annually by either (a) a qualified accounting firm; or (b) a standing Financial Review Committee, as provided in Foundation policy. The Foundation's accounting records will be available for inspection by the accounting firm or the Financial Review Committee and, upon request, by the Foundation President or Board. A written report of the annual financial audit will be submitted to the Board.

If a Financial Review Committee is used for the review, it shall be composed of two (2) or more individuals with financial or accounting experience, as well as one (1) Foundation Board Member. Selection of the committee members shall be determined by a vote of the Board. The term for Members of the financial review committee will be one year each, from October 1-September 30. No member of this committee shall serve more than three (3) consecutive terms. The financial review shall include, but not be limited to, examination of bank reconciliations, income, disbursements, budgets, balance sheets, income and expense statements for Foundation bank accounts, and any other financial records or reports of the Foundation.

**Section 5.** If the Foundation ceases operations for any reason, the Foundation Board shall provide for proper distribution of Foundation funds and any other assets in accordance with its Articles of Incorporation and applicable law. Funds or assets not otherwise designated will be transmitted to the Kiwanis Children's Fund.

## ARTICLE VII. MISCELLANEOUS PROVISIONS

**Section 1. Offices.** The Board may establish one or more offices of the Foundation at any place or places within or out of the States of Arizona, New Mexico, and Texas and may maintain such office or offices for such period or periods as it may deem necessary.

**Section 2. Fiscal Year.** The fiscal year of the Foundation shall end on September 30 each year.



**Section 3. Execution of Contracts.** The President, acting with the Secretary, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Foundation, unless the Board shall determine otherwise. The Board may authorize any Officer, employee or agent, in the name of and on behalf of the Foundation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless authorized by these Bylaws or by the Board, no Officer, employee, or agent shall have any power to bind the Foundation by any contract or engagement, or to pledge its credit, or to render it liable financially for any purpose or in any amount.

**Section 4. Loans.** No loan shall be contracted on behalf of the Foundation unless authorized by a 2/3 majority vote of the Board.

**Section 5. Commercial Paper.** All checks, drafts, and other orders for payment of money out of funds of the Foundation, and all notes or evidences of indebtedness of the Foundation, shall be executed on behalf of the Foundation by such Officer or Officers, or employee or employees, as the Board may, by resolution determine.

**Section 6. Deposits.** All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select or as may be selected by any Officer or employee of the Foundation to whom such authority may be delegated by the Board. For the purpose of such deposit, any Officer, or any employee to whom such authority may be delegated by the Board, may endorse, assign, and deliver checks, drafts, and other payments of money that are payable to the Foundation.

**Section 7. Purchases.** Any purchase of goods or services in excess of \$2,000.00 must be authorized by the Board, or the Executive Committee, by inclusion in the annual Budget, or otherwise authorized by the President, President-Elect, or Vice-President. Any purchase involving an expenditure in excess of \$5,000 shall be made only after receipt of at least two sealed bids, or after the Executive Board decides that a sole-source bid is acceptable and reasonable. Two additional exceptions to a requirement for sealed bids are the annual down payment of the insurance premium and the deposit required K-Family Southwest facilitators, if applicable. The sealed bids shall be opened in the presence of a committee consisting of the Treasurer and two other Members appointed by the President. Such committee shall recommend to the Board or Executive Committee which bid, if any, to accept. The foregoing bid requirements may be waived only if the immediate purchase of goods or services is required to prevent or avoid imminent injury to any person, or the imminent destruction or dissipation of assets of the Foundation.

**Section 8. Notices.** Except as may otherwise be required by law or by these Bylaws, any notice required to be given under these Bylaws other than a notice to Members given in the Official publication of the District, shall be in writing and signed by the President or Secretary. Any notice so required shall be

deemed to be sufficient if given by depositing in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his or her last post office address appearing on the records of the Foundation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing, whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

## ARTICLE VIII. AMENDMENT OF FOUNDATION BYLAWS

These Bylaws or any part of them may be altered, amended, or repealed, or new Bylaws may be made, only by 2/3 majority vote of the Board at an annual, regular, or special meeting. A copy of both the red-line and finalized version of altered or amended Bylaws shall be sent to all Southwest District Lt. Governors, club Presidents, and club Secretaries at least thirty (30) days prior to the Foundation Board Meeting where action will be taken to forward the altered or amended Bylaws to Kiwanis International for approval. The recipients will be asked to share these documents with their Kiwanis associates who will have the opportunity to send questions, comments, suggestions, or concerns related to the Bylaws to the Foundation Secretary for consideration by the Board. Also, notification will be included in the Southwest District Kiwanis agenda for the Foundation Board Meeting where action will be taken to approve forwarding the Bylaws to Kiwanis International.

Bylaws adopted or amended by the Board and Foundation Members shall not be subject to alteration for a period of three (3) years except as set forth in Article IX below. All amendments approved by the Board or Foundation Members shall be submitted to the Kiwanis International Board for approval and shall not become effective until approved by Kiwanis International.

## ARTICLE IX. COMPLIANCE TO POLICIES

**Section 1:** The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws, and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution, Bylaws, and Policies may be applicable to the extent allowed by law and not inconsistent with the charitable purpose of the Foundation.

**Section 2:** The Corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

**Section 3:** Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; to the extent such action is allowed by law and not inconsistent with the charitable purpose of the Foundation.

These Bylaws, as *amended*, adopted by the Board of Directors on August 2, 2019

*Marge Carrithers*

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President

Southwest District Kiwanis Foundation

Kiwanis International Approval

Date: \_\_\_\_\_

By: \_\_\_\_\_