

(Amended 05/21/2022 FINAL DRAFT)

**BYLAWS
OF
KIWANIS CLUB OF DEERFIELD BEACH CHARITABLE FOUNDATION, INC.**

**ARTICLE ONE
ORGANIZATION**

The name of the organization shall be:
KIWANIS CLUB OF DEERFIELD BEACH CHARITABLE FOUNDATION, INC.

**ARTICLE TWO
PURPOSE**

The following are the purposes for which this organization has been organized:

A: To accept, receive, hold and dispose of gifts, donations, devices and bequeaths of both real and personal property of any and every kind and character, and to sell, dispose of, invest, reinvest; loan or otherwise deal in said property.

B: To cooperate with the Kiwanis Club of Deerfield Beach and Kiwanis International, in obtaining and administering funds and properties for the use and benefit of the charitable purposes of the Kiwanis Club of Deerfield Beach Charitable Foundation, Inc.

**ARTICLE THREE
MEMBERSHIP**

The initial membership of this corporation shall be all the members in good standing of the Kiwanis Club of Deerfield Beach. Membership in the Kiwanis Club of Deerfield Beach and membership in this organization shall be concurrent and any person who is no longer a member of the Kiwanis Club of Deerfield Beach shall no longer be a member of this organization.

**ARTICLE FOUR
MEETINGS OF MEMBERSHIP**

The annual membership meeting of the organization shall be imbedded within a regular Deerfield Beach Kiwanis Club meeting during the month of January each year. In addition to the annual meeting there shall be a meeting on the second Thursday of May each year for the purposes of reporting the financial condition of the corporation and the past activities of the board of directors.

The presence of not less than a majority of the Foundation Board of Directors members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than one week from the date scheduled by these Bylaws and the secretary shall cause a notice of this scheduled meeting to

be sent to all those members who were not present at the meeting originally called. A quorum is herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such special meeting shall be mailed or emailed to all members at their addresses as they appear in the roll book at least seven (7) days, but not more than fifteen (15) days, before the scheduled date set for such a special meeting. Such notice shall state the reasons that such a meeting, and by whom called.

At the request of 2 members of the Board of Directors or of fifteen members of the organization the president shall cause a special meeting to be called. Such requests must be made in writing at least fifteen (15) days before the requested scheduled date.

No other business but that specified in the notice of special meeting may be transacted at such special meeting without consent of 75% of all Foundation Board of Directors at such meeting.

ARTICLE FIVE VOTING

At all meetings of the members and Board of Directors all votes shall be by voice. In addition, specific actions may be presented and voted by electronic medium such as email or text messaging. The secretary will be responsible to count results and report to the Board of Directors.

ARTICLE SIX ORDER OF BUSINESS

- 1 – Roll Call
- 2 – Reading of the minutes of the preceding meeting
- 3 – Report of Committees
- 4 – Report of Officers
- 5 – Old and Unfinished Business
- 6 – New Business
- 7 – Good of the Order and Welfare
- 8 – Adjournment

ARTICLE SEVEN BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members of this organization. Directors shall be elected to serve a term of three (3) years of which the terms shall be staggered. At least three of the Directors shall be Past Presidents of a Kiwanis Club.

The Directors to be elected shall be nominated from the floor and elected at the annual meeting of this organization and shall take office on the first day of January following their election at the annual meeting. They shall serve their term of three (3) years from January and until new Directors are elected to replace them. No Director shall serve more than two (2) consecutive three (3) year terms, unless an insufficient number of candidates are nominated. But may be selected again after an absence of one year from the Board.

The Board of Directors shall have control and management of the affairs and business of the organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all Directors of such meeting. A majority of members of the Board of Directors shall constitute a quorum. Each Director shall have one vote and such voting may not be done by proxy.

The president of the Kiwanis Club of Deerfield Beach shall automatically be appointed as one of the seven (7) Board members, attend all meetings of the Board of Directors, and shall be invited to express his/her opinion on any subject under discussion, and shall have one vote on all matters of the organization. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of the member whose vacancy is being filled.

A Director may be removed for any reason and without cause by a majority vote of at least 60% of the Foundation Board of Directors at a meeting called for the purpose of considering such removal of a member of the Board of Directors.

ARTICLE EIGHT OFFICERS

The officers of the organization must be members of the Board of Directors, shall be as follows, and shall be elected annually by the Board of Directors. President, Vice President, Secretary, Treasurer.

PRESIDENT

The President shall by virtue of his office be Chairman of the Board of Directors and he shall preside at all meetings of the membership and of the Board of Directors. He/She shall present at each annual meeting of the organization an annual report of the work of the organization. He/She shall appoint all committees, temporary or permanent. He/She shall see that all books, reports and certificates as required by law are properly kept or filed. He/She shall be one of the officers who may sign the checks or drafts of the organization. He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

VICE PRESIDENT

The Vice President shall, in the event of the absence or inability of the president to exercise his/her office, perform the duties of the president of the organization with all rights, privileges and powers as if he/she had been the duly elected president.

SECRETARY

The secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificates required by any statute, Federal and State. He/She shall be the official custodian of the records and seal of the organization. He/She shall present to the membership at any meetings any communication addressed to him/her as secretary of the organization.

TREASURER

The treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. He/She shall cause to be deposited and invested all funds of the organization, as instructed by the Board of Directors. He/She must be one of the Officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it. He/She shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors at such meeting. He/She shall exercise all duties incident to the office of treasurer.

ARTICLE NINE FINANCE

All withdrawals and expenditures of funds shall require the knowledge (strike "and signature") of at least two (2) officers.

The Board of Directors shall hire and fix compensation of any and all employees or agents including lawyers and accountants which they in their discretion may determine to be necessary to retain in the conduct of the business of the organization.

No officer shall for any reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Director from receiving any compensation from the organization for duties other than Director of officer. All net income of this organization shall be subject to be drawn periodically for its charitable purposes. Such withdrawals shall be for those purposes provided for in the annual budget of the organization. Net income funds remaining in the treasury and not drawn upon at the end of each fiscal year, shall be added to and become part of the principal assets of the organization.

No principal assets of this organization shall be paid out except upon a vote of 75% of the Foundation Board of Directors of this organization and a vote of 75% of the Board of Directors

of the Kiwanis Club of Deerfield Beach. The fiscal year of this organization shall end on September 30th.

**ARTICLE TEN
AMENDMENTS**

These bylaws may be altered, amended, repealed or added to by an affirmative vote of a majority of the members, of the Board of Directors and by a majority of the members, in a meeting of the membership specially called to amend these bylaws. Any bylaws adopted by the members may not be altered by the Board of Directors.

**ARTICLE ELEVEN
DUES**

There are no dues payable by the membership. All members of the Kiwanis Club of Deerfield Beach are also members of this organization.

**ARTICLE TWELVE
DISSOLUTION**

Upon the dissolution of this organization, any remaining funds shall be first used to pay any and all legitimate debts of the organization. Funds remaining after the payment of debts shall be donated to a qualified charitable organization with a similar mission to those of this organization.

All State and Federal laws regarding the distribution of funds upon the dissolution of this organization shall be followed.

Amendments approved at a Special Meeting of this organization on September 1, 2017

Attested by:

Tamra Davis, President _____

Timothy Sullivan, Secretary _____