

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

**ARTICLE I - NAME**

The name shall be Florence Kiwanis Foundation, Inc., hereafter **FKF**. This document shall be the bylaws **of FKF**.

**ARTICLE II - PURPOSE**

The purpose of **FKF** is to expend funds directly, or through the Kiwanis Club of Florence, Oregon, for civic and charitable activities which are not in conflict with Article II of the Articles of Incorporation of FKF.

**ARTICLE III - MEMBERSHIP**

**Section 1. Qualification.** Membership in **FKF** shall consist of all members, in good standing, of the Kiwanis Club of Florence.

**Section 2. Rights.** The membership shall have no voting or other rights except those exercised through their duly elected Kiwanis Club Board of Directors.

**Section 3. Dues and Assessments.** The membership shall not be subject to any dues or assessments as a condition of membership in **FKF**.

**ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. Duties.** The Board of Directors shall have general control over the administration, activities, and funds of FKF.

**Section 2. Composition.** The Board of Directors shall normally consist of eleven (11) members and in no case less than five (5) members. No member shall receive compensation for service.

**Section 3. Appointment.** The President of the Kiwanis Club of Florence shall appoint the Board of Directors, subject to the advice and consent of the Board of Directors of the Kiwanis Club of Florence. Appointees shall be active, senior, or privileged member of the Kiwanis Club of Florence.

**Section 4. Removal.** The President of the Kiwanis Club of Florence may remove a director, with or without cause, but such removal shall be with the advice and consent of the Board of Directors of the Kiwanis Club of Florence.

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

**Section 5. Term of Office.** Nine Directors shall be appointed for a term of three (3) years except when appointed to replace a director in mid-term. Then such appointment shall be to complete the remainder of the vacating director's term of office. The three-year terms shall be staggered so that three (3) director terms expire each year. In addition, there shall be two (2) Directors appointed for a term of one (1) year. The one-year terms shall be filled by the appointment of the Kiwanis Club President-Elect and the Kiwanis Club Vice-President.

**Section 6. Meetings.**

- a) **Regular Meetings.** The Board shall hold not less than four (4) regular meetings each year. The President must provide the date, time, and location of these meetings to all members of the Board at least 24 hours before any meeting.
- b) **Special Meetings.** Special Meetings may be called by the President with at least 24 hours' notice or by any four (4) Board members with at least five (5) days written notice. The notice must include a statement of the purpose, date, time, and location of the meeting.
- c) **Quorum.** A quorum is present to conduct business when a majority of the Board members are present.
- d) **Voting.** Each Board member has one vote on all questions. The President will determine the method. A Board member shall cast each vote while physically present at a duly called meeting of the Board.

**ARTICLE V - OFFICERS**

**Section 1. Officers.** The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer.

**Section 2. Election, Term and Vacancies.** The Board shall elect officers for a term of one year. Vacancy of an officer position shall be filled by the Board at the next regular meeting. A majority of a quorum present shall be sufficient to elect officers.

**Section 3. Duties**

**President.** The President shall be the principal officer of FKF, shall preside at all Board Meetings and shall be a member ex-officio of all committees. The

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

President shall be the representative of **FKF** in all matters before the Kiwanis Club, the public and the news media, except where the Board of Directors specifically provide otherwise. Such representation shall be in accordance with expressed desires and policies of the Board. The President shall be authorized to countersign any check properly issued by the Treasurer.

**Vice-President.** The Vice-President shall perform the duties of the President in the absence of the President and such other duties as may be assigned from time to time by the President.

**Secretary.** The Secretary shall be custodian of all permanent records of **FKF**. Records shall at all times be open to inspection by the President, the Board of Directors and such other persons as may be authorized by the Board of Directors. The Secretary shall keep minutes for all meetings of the Board of Directors and committees, shall submit to the proper **FKF** officials all correspondence received by **FKF**, shall present all bills to the Board of Directors for approval, shall be authorized to countersign any check properly issued by the Treasurer, and shall prepare and submit all reports properly required by the agencies outside **FKF**. The Secretary shall promptly turn over to the Treasurer any **FKF** funds received. The Secretary shall maintain records of all pledges made to **FKF** and shall send timely reminders to pledgees and shall perform such other duties as may be assigned by the Board of Directors.

**Treasurer.** The Treasurer shall receive all funds paid to **FKF**, shall deposit same in the official depositories, shall sign and obtain an authorized countersignature for all checks issued by **FKF**, and shall maintain such records as are required by good accounting procedures and are approved by the Board. The Treasurer's accounts and books shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. The Treasurer shall make a report at the annual meeting of **FKF** and at such other times as the President or the Board of Directors may require.

**ARTICLE VI - COMMITTEES**

**Section 1. Standing and Special Committees.**

- (a) **Standing and Special Committees**, consisting of three or more persons, may be appointed or dissolved by the President. However, his decision may be overturned if a motion, duly presented at a regular Board meeting, is passed by two-thirds of the Board members present.

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

- (b) **Committee Chairman** shall be a member of the Board, but additional committee members need not be.

**Section 2. Advisory Committee**

- (a) **Advisory Committee.** As set forth more particularly below in Article VII, **FKF** may establish, at the discretion of **FKF**, certain "dedicated funds". The Board may, at its discretion, appoint a special "advisory" committee to make recommendations and suggestions as to how these funds should be managed, disbursed, etc. The President of the Board of Directors shall nominate members to serve on these special "advisory" committees. Members shall be elected to or removed from these special "advisory" committees by a majority vote of the Board of Directors.
- (b) **Advisory Committee Membership.** At least one member of each "advisory" committee shall be a member of the **FKF** Board of Directors. Other committee members need not be members of the Board of Directors, nor members of any Kiwanis Club.

**ARTICLE VII - CONTRIBUTIONS AND DEPOSITORIES**

**Section 1. Contributions.** All contributions, bequests or gifts made to **FKF** shall be accepted, collected or immediately deposited only in a manner approved by the Board.

**Section 2. Depositories.**

- (a) The Board shall designate depository (ies), to be used by **FKF** that will give the maximum return of the **FKF** investments with the minimum of risk. All checks and orders for money paid from said depository (ies) shall bear the signature of the Treasurer and the co-signature of either the President or Secretary. The Board may from time to time appoint another Board member to be a signer on **FKF** accounts.
- (b) The Board may establish, at its discretion, special "dedicated funds". Should **FKF** receive money, specifically contributed for these "dedicated funds" said money shall be deposited therein and expended only for the specific purpose or purposes to which the dedicated fund is limited.
- (c) All other funds received by **FKF** shall be placed in **FKF**'s general account, and distributed to projects which are compatible with the limitations place upon a

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

Nonprofit corporation and will not endanger FKF's nonprofit or tax-exempt status.

- (d) Unrestricted monies received by FKF will be added to an investment account used to produce future earnings. FKF will be allowed to disburse funds from this investment account up to a maximum three (3) percent of the prior thirteen (13) quarters average market value of the account annually. No disbursement however will be allowed if the trailing twelve (12) months yield is negative. Disbursed funds to be used for only Foundation approved projects. No more than three (3%) percent may be advanced from the Foundation Investment account during any fiscal year unless and until FKF is dissolved.

**ARTICLE VIII - CONTRACTS AND DEBTS**

All contracts and evidence of debt must be executed only as directed by the Board. The President and Secretary shall execute, in the name of FKF, all written instruments obligating the corporation, after approval by a majority of the Board.

**ARTICLE IX - FINANCIAL EXAMINATION**

An annual examination of the accounts of FKF shall be made by a committee comprised of at least two persons not serving on the board and appointed by the President and approved by a majority of the Board.

**ARTICLE X- FISCAL YEAR**

FKF shall operate on a fiscal year commencing October 1<sup>st</sup> and ending on September 30<sup>th</sup> the following year.

**ARTICLE XI - PARLIMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, shall resolve all matters and procedures not specifically dealt with herein or in the Articles or special rules adopted by the Board.

**ARTICLE XII - AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the Board at any regular or special meeting, duly called.

**BYLAWS OF FLORENCE KIWANIS FOUNDATION**  
**Revised January 8, 2018**

**ARTICLE XIII - POLICIES OF KIWANIS INTERNATIONAL**

**Section 1. Control.** The FKF 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 and Bylaws may be applicable.

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

**Section 3. Dissolution or Change.** Whenever requested by the Board of Trustees of Kiwanis International, the FKF shall dissolve or change its form of organization, as may from time to time be requested by said Board.

**IN WITNESS WHEREOF** we, the undersigned officers of FKF, attest that these bylaws were adopted by a two-thirds majority at a regular meeting of the FKF Board of Directors held on the \_\_\_\_ day of \_\_\_\_\_, 2018, and replaces in their entirety those Bylaws revised, dated, and adopted in December 2002.

/s/ Robert Sneddon  
Robert Sneddon, Secretary

/s/ Lonnie Iholts  
Lonnie Iholts, President