



# Kiwanis®

## **BYLAWS** ***Capital District Kiwanis Foundation***

### **ARTICLE 1. NAME AND PURPOSE**

- 1.1 This foundation is the Capital District Kiwanis Foundation, which exists by the permission of Kiwanis International.
- 1.2 The purpose of the foundation, as stated in the Articles of Incorporation, is to:
  - a. Aid and promote community service through financial assistance to the Kiwanis clubs of the Capital District.
  - b. Expend funds to care for, treat and rehabilitate individuals with disabilities, particularly children experiencing trauma; and
  - c. Assist Kiwanis Service Leadership Programs with scholarships and grants.

### **ARTICLE 2. COMPLIANCE WITH KIWANIS INTERNATIONAL**

- 2.1 This foundation and its board, officers, and members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted or amended, and will comply with all conditions and requirements regarding the use of the Kiwanis names and marks.
- 2.2 In the event this foundation does not comply with these conditions and if so, requested by the Kiwanis International Board, the foundation will dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks.

### **ARTICLE 3. MEMBERS**

- 3.1 The members of the foundation will be all Kiwanis clubs in good standing of the Capital District of Kiwanis International (hereinafter referred to as “the Capital District”).

### **ARTICLE 4. OPERATIONS**

- 4.1 The administrative and fiscal year of the foundation will be the same as Kiwanis International, which is from October 1-September 30.
- 4.2 The foundation will hold an annual meeting of the membership at the annual convention of the Capital District for the presentation of the financial report, the amendment of bylaws, election of officers, and any other business to come before the members. At least 30 days’ previous notice of the annual meeting will be given to members.
- 4.3 Special meetings of the membership may be called by the foundation board or a majority of foundation members, at such time and place as determined by the foundation board, provided at least three (3) days previous notice of any special meeting will be given to members.

- 4.4 Subject to the laws of local jurisdiction, foundation members 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. Normal meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
- 4.5 Delegates from at least one-third (1/3) of the district's clubs shall constitute a quorum at any annual or special meeting. No less than a majority vote of the members present and voting is required to approve all business unless otherwise provided in these bylaws. At least fourteen (14) days previous notice of any meeting and any pending vote must be given to the foundation members.
- 4.6 The foundation may have committees as determined by the foundation board, with their purpose, term, and duties defined upon creation. The president will appoint all committee chairs and members, subject to the approval of the board. A committee quorum shall be a majority of its members. A majority vote of the members present and voting is required to approve the committee's business. Committees will be governed in other aspects by foundation policies.

## **ARTICLE 5. OFFICERS, REGIONAL DIRECTORS, AND COORDINATORS**

- 5.1 The officers of the foundation shall be a president, immediate past president, president-elect, vice president, treasurer, and executive secretary. Officers duties are as defined below and as may be additional provided in foundation policies:
- a. The president acts as the foundation's executive officer; presides at all meetings of the membership and the board; and regularly reports to both groups. In absence of the president from a meeting, either the immediate past president or the president-elect shall preside, in that order.
  - b. The executive secretary keeps the foundation's records; keeps minutes of the meetings of the foundation membership and board; files required reports (if any) with local, national, and other government authorities; and regularly reports to the foundation membership and board.
  - c. The treasurer handles and accounts for all foundation funds on the authority of the board; maintains foundation financial records; and regularly reports to the foundation membership and board.
  - d. The president-elect, vice-president and immediate past president have such duties as usually pertain to the office or as may be assigned by the president or board.
- 5.2 The foundation shall also have a regional director corresponding to each region of the Capital District, who are not officers. Regional directors have such duties as usually pertain to the office or as may be assigned by the foundation president or board or as provided in foundation policies.
- 5.3 The foundation shall also have a coordinator representing each division of the Capital District. Coordinators have the following duties: provide support and assistance for the foundation to the clubs in their division; assist the foundation president and foundation board in communicating and implementing the plans and goals of the foundation in their divisions; visit each club in their division as many times as required by the foundation board; serve on foundation committees if appointed to do so; communicate with their respective regional director at least bi-monthly.

- 5.4 All officers, regional directors, and coordinators will be active members in good standing of a Kiwanis club within the Capital District.
- 5.5 All officers' terms will be 1 year, and all regional directors' and coordinators' terms will be 3 years. Each term will begin on October 1 after the election. No elected officer will serve more than one consecutive term in the same office. No regional director or coordinator will serve more than two consecutive terms in the same office. Regional directors and coordinators shall be elected so the approximately one third of the total number of each type of position are elected each year.

## **ARTICLE 6. NOMINATIONS, ELECTIONS, AND VACANCIES**

- 6.1 Each nominee for an officer, regional director or coordinator must be a member in good standing of a Kiwanis club within the Capital District.
- 6.2 The immediate past president is the most recent president willing and able to serve.
- 6.3 Delegates to the annual convention of the Capital District shall also serve as delegates at the foundation's annual meeting. Delegates from at least one-third (1/3) of the clubs in the district shall constitute a quorum.
- 6.4 All officers with new terms beginning the next administrative year will be elected by the foundation delegates at its annual meeting, by a majority vote. The election process will follow these rules:
  - a. The sitting president-elect shall be the sole candidate for the office of president.
  - b. The sitting vice president shall be the sole candidate for the office of president-elect.
  - c. However, in any year in which the president-elect or vice-president was not previously elected by foundation delegates at the annual meeting or is no longer qualified to hold the office, other qualified candidates shall be permitted.
  - d. Qualified, consenting members may be nominated either in advance or from the floor.
  - e. Ballots are only necessary when there are more nominees for an office than offices to be filled. If any ballot does not reflect a majority vote for one nominee, the nominee receiving the fewest votes will be dropped, and a new vote taken for the remaining nominees. The same process will be followed until one nominee receives a majority of the votes.
- 6.5 If permitted by the laws of local jurisdiction, electronic balloting may be used for the election of officers, regional directors, and coordinators. Secure website balloting should be used whenever possible to ensure privacy and accuracy.
- 6.6 Cumulative voting is not allowed. Absentee ballots and proxy ballots are not allowed.
- 6.7 Election of Regional Directors
  - a. The Regional Director of each region shall hold, not earlier than the first week of the administrative year and not later than the foundation's annual meeting, preceding the expiration of the Regional Director's term, a meeting to elect a new Regional Director for the next term. The time and place of this meeting shall be designated by the Regional Director. The president of each club in the region shall be notified at least thirty (30) days prior to the meeting. If possible, these elections should be held in conjunction with the District Trustee elections.

- b. Each club in the region is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members. Past Governors, current and past Trustees, and past Lieutenant Governors of the Capital District who are active members of a club in the region, as well as non-delegate club members, shall also be invited to the meeting, but shall be without vote.
- c. Delegates from at least one-third (1/3) of the clubs in the region shall constitute a quorum.
- d. The current Regional Director shall conduct the elections unless he/she is a candidate for election. If the current Director is absent or ineligible to serve, the most recent past Director present and willing shall serve, or in the absence of a past Director, the meeting shall elect a delegate to conduct the elections.
- e. Candidates may be nominated in advance or from the floor.
- f. Voting shall be by ballot only where there are two (2) or more candidates. A majority of all valid votes cast shall be necessary for elections. If no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the presiding officer shall be entitled to vote.
- g. The presiding officer shall report the election results immediately to the foundation Executive Secretary.

#### 6.8 Election of Coordinators

- a. The current Coordinator of each division shall hold, not earlier than the first week of the administrative year and not later than the foundation's annual meeting preceding the expiration of the coordinator's term, a meeting to elect a Coordinator for the next term. The time and place of this meeting shall be designated by the coordinator. The president of each club in the division shall be notified at least 10 days prior to the meeting. If possible, these elections should be held in conjunction with the Division Lt. Governor elections.
- b. Each club in the division is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members. Past Governors, current and past Trustees, and past Lieutenant Governors of the Capital District who are active members of a club in the division, as well as non-delegate club members, shall also be invited to the meeting, but shall be without vote.
- c. Delegates from at least a majority of the clubs in the division shall constitute a quorum.

- d. The current Coordinator shall conduct the elections unless he/she is a candidate for election. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections.
  - e. Candidates may be nominated in advance or from the floor.
  - f. Voting shall be by ballot only where there are two (2) or more candidates. A majority of all valid votes cast shall be necessary for elections. If no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the coordinator shall be entitled to vote.
  - g. The presiding officer shall report the election results immediately to the Foundation Executive Secretary.
- 6.9 Additional nomination and election processes for officers, regional directors, and coordinators may be adopted by the foundation board and stated in foundation policies.
- 6.10 The executive secretary and treasurer shall be appointed by the board from qualified candidates recommended by the Nominating Committee. The executive secretary and treasurer serve at the pleasure of the board.
- 6.11 Vacancies in any office will be filled in accordance with Article 6 of these bylaws. For a vacancy in any regional director's or coordinator's term, new elections will be held within 60 days, conducted in accordance with Section 6.7 and 6.8 of these bylaws respectively, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to foundation members.
- 6.12 In the event of a vacancy in the office of President, President-elect, or Vice-President, the vacancy for the unexpired term shall be filled by majority vote of the foundation board from among the qualified members of the foundation board. In the event of a vacancy in the office of regional director or coordinator, the vacancy shall be filled as follows:
- a. If the term has one year or less remaining, a qualified member shall be elected by a majority vote of the foundation board to serve the remaining term.
  - b. If the term has more than one year remaining, the foundation shall notify the clubs in the affected division or region that a replacement regional director or coordinator may be elected at a division or regional meeting to be held within sixty (60) days from the date of such vacancy. In the absence of a replacement being elected by the division or region, a qualified member shall be elected by a majority vote of the foundation board.

## **ARTICLE 7. BOARD OF DIRECTORS**

- 7.1 The foundation board consists of all officers and all regional directors. The Capital District Governor and the Capital District Executive Director shall also be ex-officio members of the foundation board, with vote. In the Governor's absence from a foundation board meeting, the

Governor-elect may attend instead, with like privileges.

- 7.2 The foundation board has the following responsibilities:
- a. Provide general management of the foundation not otherwise delegated to the membership in these bylaws.
  - b. Assure the foundation complies with applicable governmental rules and regulations.
  - c. Perform other duties as provided in these bylaws.
- 7.3 The foundation board shall hold four (4) regular meetings each fiscal year. The annual meeting of the board shall be held at the Capital District Convention. At least three (3) additional meetings shall be held at locations and times determined by the president. The board may also hold special meetings at the call of the president. The executive secretary shall notify each member of the board no less than two weeks prior to the holding of regular meetings and forty-eight (48) hours prior to any special meeting in such manner as the board may order. Subject to the laws of local jurisdiction, 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. Normal board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
- 7.4 A majority of the members of the entire foundation board constitute a quorum. A majority vote of the board members present and voting is required for all business unless otherwise provided in these bylaws.
- 7.5 Neither members of the foundation board nor coordinators will receive any compensation for their services. However, this will not preclude the reimbursement of expenses incurred for performing their duties.
- 7.6 The foundation board may take no action in conflict with an action of the foundation membership. Other than disciplinary measures, an action of the board may be rescinded or amended by two-thirds (2/3) vote of the foundation members present and voting at a meeting, provided at least fourteen (14) days previous notice is given to the foundation members.
- 7.7 Any member of the foundation board or a coordinator may be removed by the board from their office or position, with or without cause, at any time, if, in the board's judgment, the best interest of the foundation would be served thereby. Removal requires a vote of two-thirds (2/3) of the entire board except for any board member whose removal is being considered. Any person to be removed from their office or position, must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

## **ARTICLE 8. CONFLICTS OF INTEREST**

- 8.1 The foundation will maintain a conflict-of-interest policy to protect the foundation's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or regional director. Such a policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

## **ARTICLE 9. INDEMNIFICATION**

- 9.1 The foundation board of directors may provide, through insurance or otherwise, indemnification to the past and present Trustees, officers, employees, or agents of the Capital District Foundation to the extent permitted by the laws of the Commonwealth of Virginia applicable to

not-for-profit corporations.

#### **ARTICLE 10. FUNDS AND ACCOUNTING**

- 10.1 The use of foundation funds is restricted to charitable purposes and necessary administrative expenses. Administrative expenses shall be kept as low as reasonably possible.
- 10.2 The foundation board will adopt an annual budget of estimated income and expenses.
- 10.3 The foundation's financial records shall be examined at the end of each fiscal year by a qualified individual(s) or company selected by the foundation board in accordance with Kiwanis International standards. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the annual financial examination shall be sent to Kiwanis International by March 31 and to the District Board and shall be made available to clubs and members in the district.
- 10.4 The foundation board determines the official depository/ies of foundation funds and designates the person(s) authorized to pay foundation charges.
- 10.5 If this foundation ceases operations for any reason, the foundation board will provide for proper distribution of foundation funds or 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 or another 501(c)(3) foundation.

#### **ARTICLE 11. AUTHORITIES**

- 11.1 The foundation's bylaws and policies will comply with all applicable laws in its local jurisdiction.
- 11.2 For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:
  - a. First—Kiwanis International bylaws.
  - b. Second—Kiwanis International policies and procedures.
  - c. Third—*Robert's Rules of Order Newly Revised* (latest edition) for matters of parliamentary procedure

#### **ARTICLE 12. BYLAWS AND POLICIES**

- 12.1 This foundation will incorporate or register as required by law with the proper government authority(ies) upon formation and maintain such incorporation or registration.
- 12.2 These bylaws will be amended to comply with the District Foundation Bylaws Template, as approved in the future by Kiwanis International. They may also be amended as necessary to comply with the laws of local jurisdiction(s). Amendments may be adopted by two-thirds (2/3) vote of the foundation members present and voting, provided at least fourteen (14) days previous notice is given to the members. These bylaws and any amendments thereto are not effective unless approved by Kiwanis International.
- 12.3 If any provision of these bylaws is determined to be invalid, all other provisions will remain in effect.
- 12.4 The foundation board will adopt and maintain the mandatory policies required by Kiwanis International. The foundation board may adopt additional policies, provided they are not in contravention of the laws of local jurisdiction, these bylaws, Kiwanis International Bylaws or

Policies, and any district or regional bylaws that may apply. Policies may be adopted by at least a majority vote of the foundation board members present and voting, provided at least fourteen (14) days previous notice is given to the board members.

**CERTIFICATION OF BYLAWS APPROVAL**

These bylaws were adopted or last amended at the annual meeting of the Capital District Kiwanis Foundation held on August 24, 2024, in accordance with Article 12 of the Foundation bylaws.

<b>DISTRICT FOUNDATION BYLAWS ADOPTION</b>	<b>KIWANIS INTERNATIONAL APPROVAL</b>
Date adopted by the foundation:	Date approved by Kiwanis International
_____	_____
Foundation President:	By:
_____	_____
Foundation Executive Secretary:	By:
_____	_____