



The 2023-2024 LaMissTenn Kiwanis District Foundation Board of Directors is proposing the following amendment to the Foundation Bylaws. The proposed changes are shown as **highlighted in BLUE**; items to be deleted are shown in **RED with a strikethrough**.

**Proposed Bylaw Amendment No. 1:** The Foundation Board of Directors proposes administrative changes to Article V, VI, and VII.

### ARTICLE V: OFFICERS

- Sec. 1. The officers shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and such other officers as the Foundation Board of Directors (**“Board”**) may establish from time to time.
- Sec. 2. The ~~Foundation~~ Board ~~of Directors~~ shall elect the President and President-Elect **from among the current Regional Directors at the meeting of the Board at the annual District Convention to be approved by the Board at the first meeting of the new administrative year. The President and President-Elect must have served at least one (1) year as a Regional Director.**
- Sec. 3. ~~The most recent~~ **Upon completion of the term as** President ~~willing and able to serve~~ **the member** shall automatically assume the office of Immediate Past President **for the following year. The Immediate Past President need not be a current Regional Director to serve on the Board. The President and President-elect must have served at least one (1) year as a Foundation Director.**
- Sec. 4.** The Kiwanis District Executive Director shall serve as the Executive Director and Treasurer of the Foundation.
- Sec. 5.** The Foundation Secretary shall be nominated annually by the President-Elect, subject to approval of the Board. The Secretary-appointee need not be a current member of the Board or a current officer of the Board, but must be a member in good standing of a chartered club in the Louisiana-Mississippi-West Tennessee District of Kiwanis International (“LaMissTenn Kiwanis District”).
- Sec. ~~46~~. Officers shall serve a term of one year, beginning October 1 after election, and may be eligible for re-election to additional terms.
- Sec. ~~57~~. The officers shall perform such duties as are ordinarily and customarily incumbent upon their positions, and such other duties as may from time to time be determined by the Board. All checks and drafts shall be handled in line with the procedures of the LaMissTenn Kiwanis District.

### ARTICLE VI: BOARD OF DIRECTORS

- Sec. 1. The Board shall consist of President, President-Elect, Immediate Past President, Secretary,

Executive Director/Treasurer, and elected directors as provided in Article VII. The Governor, Governor-Elect, and Immediate Past Governor of the Louisiana- Mississippi-West Tennessee of Kiwanis International shall also be ex officio members of the board with the right to participate in discussion and vote but shall not be taken into account for any quorum calculations. All Board members except the Executive Director/Treasurer shall have voting rights **and the President, as presiding officer, shall only vote in the case of a tie.**

- Sec. 2. There shall be two (2) Regional Directors elected from each of the seven (7) regions in the District.
- Sec. 3. The fourteen (14) elected Regional Directors shall each serve a term of three (3) years. Their elections shall be staggered so that no more than five (5) directors shall be elected each year. Directors may serve ~~no more than~~ two (2) consecutive **three (3) year** terms **and, after a hiatus of two (2) years, any former director can apply to serve on the board for two (2) additional terms.**
- Sec. 4. The Board shall have the entire and complete control and management of the corporation, except as to such matters as by statute must be submitted to the members.
- Sec. 5. The Board shall hold such meetings, either regular or special, at such time and place as it shall determine, and upon such notice as it may provide.
- Sec. 6. The Board may seek out members of the district, to serve on committees, and be assigned specific tasks. These members should be uniquely qualified in various areas.
- Sec. 7. The Board may authorize other committees to carry on the functions and to achieve the purposes of the Foundation as it may desire, and may provide for their appointment, functions and duties.
- Sec. 8. A quorum for the Board shall be a majority of the voting members of the board.

## **ARTICLE VII: ELECTION OF BOARD AND VACANCIES IN OFFICE**

- Sec. 1. The elected Regional Directors shall be elected through the following process:
- A Nominating Committee shall be appointed by the Foundation President.
  - The Nominating Committee of the District Foundation shall solicit and maintain a list of potential candidates.
  - Elections **for Regional Directors** shall be conducted by ~~region~~ **the Board at the Board meeting held at the annual District Convention.**
  - The voting shall be by ballot only where there are two (2) or more candidates for the same office.
  - The newly elected Regional Directors shall be presented to the membership during the annual meeting of the **F**oundation.
- Sec. 2. A vacancy on the Board due to death, illness, resignation, or for any other reason shall be appointed by the Board, for the unexpired term, except the office of Executive Director. A vacancy in a Director position shall be filled from the same region where the vacancy occurred.
- Sec. 3. The Board may declare the office of a Director vacated if the particular Director misses (3) consecutive Board meetings, unless such absences are excused by action of the Board.
- Sec. 4. In case of a vacancy of the office of the Immediate Past President, that office ~~may~~ **shall** remain vacant until the next administrative year.