

BYLAWS
of the
Louisiana-Mississippi-West Tennessee Kiwanis
District Foundation, Inc.

ARTICLE I: NAME

- Sec. 1. The name of this organization shall be the Louisiana-Mississippi-West Tennessee Kiwanis District Foundation, Inc.

ARTICLE II: MISSION STATEMENT

- Sec. 1. The Mission Statement for the Foundation shall be as follows:
To provide financial assistance for Kiwanis projects and programs within our District.

ARTICLE III: MEMBERS

- Sec. 1. The membership in this Foundation shall be limited to, and shall consist of the active members in good standing of the chartered Kiwanis Clubs in the Louisiana-Mississippi-West Tennessee District.

ARTICLE IV: MEETINGS

- Sec. 1. The annual meeting for the transaction of such business as may be necessary or advisable shall be held at an appropriate time during the District Convention of each year. In the event that the district convention is cancelled due to emergency conditions, the Foundation shall conduct its annual meeting at such place and time and in generally the same manner as the District Board determines for the conduct of district business. Notice of the time and place for holding such meeting shall be given the members not less than one week prior to the holding of such meeting, in such manner as the Foundation Board of Directors may order.
- Sec. 2. Special meetings may be held at any time on the call of the President or by order of the Board of Directors, or on the written request of a majority of the members. Notice of the time, place, and object of such meetings shall be given to the members in such manner as the Foundation Board of Directors may order.
- Sec. 3. A quorum for holding of any meeting of the general membership shall consist of those members present and voting.

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 Board 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. Upon completion of the term as President 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.
- Sec. 4. The most recent President willing and able to serve shall automatically assume the office of Immediate Past President. The President and President-elect must have served at least one (1) year as a Foundation Director.
- Sec. 5. The Kiwanis District Executive Director shall serve as the Executive Director and Treasurer of the Foundation.
- Sec. 6. The Foundation Secretary shall be nominated annually by the President-Elect, subject to approval of the Foundation Board of Directors. The Secretary-appointee need not be a current member of the Foundation Board of Directors or a current officer of the District Foundation Board, but must be a member in good standing of a chartered club in the Louisiana-Mississippi-West Tennessee District of Kiwanis International.
- Sec. 7. Officers shall serve a term of one year, beginning October 1 after election, and may be eligible for re-election to additional terms.
- Sec. 8. 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 of Directors. 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 Foundation Board of Directors shall consist of President, President-Elect, Immediate Past President, Secretary, Executive Director/Treasurer, and elected directors as provided in Article
- Sec. 2. 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. 3. There shall be two (2) directors elected from each of the seven (7) regions in the District.
- Sec. 4. The fourteen (14) elected 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 two (2) consecutive terms 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. 5. The Foundation Board of Directors 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. 6. The Board of Directors 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. 7. The Foundation Board of Directors 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. 8. The Board of Directors may authorize such 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. 9. A quorum for the Foundation Board of Directors shall be a majority of the voting members of the board.

ARTICLE VII: ELECTION OF BOARD AND VACANCIES IN OFFICE

- Sec. 1. The elected foundation board members shall be elected through the following process:
- (a) A Nominating Committee shall be appointed by the Foundation President.
 - (b) The Nominating Committee of the District Foundation shall solicit and maintain a list of potential candidates.
 - (c) Elections for Regional Directors shall be conducted by the Board at the Board meeting held at the annual District Convention.
 - (d) The voting shall be ballot only where there are two (2) or more candidates for the same office.
 - (e) The newly elected regional representatives shall be presented to the membership during the annual meeting of the Foundation.
- Sec. 2. A vacancy on the Foundation Board of Directors due to death, illness, resignation, or for any other reason shall be appointed by the Foundation Board of Directors, 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 Foundation Board of Directors 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 Foundation Board of Directors.
- Sec. 4. In case of a vacancy of the office of the Immediate Past President, that office shall remain vacant until the next administrative year.

ARTICLE VIII: AMENDMENTS

- Sec. 1. These bylaws may be amended by a simple majority vote of those District Foundation members present at the Annual Meeting, or at any Special Meeting called for that purpose once a quorum has been obtained, provided that written notification of any proposed amendments is mailed to the membership of the District Foundation through the Secretary of each chartered club in the District, at least thirty (30) days in advance of the meeting.
- Sec. 2. Neither these bylaws nor any amendments thereto shall become effective until approved by Kiwanis International.

Original Bylaws adopted the 31st day of December, 1980; as amended the 27th day of July 2024.