

BYLAWS OF THE KIWANIS CAL-NEV-HA FOUNDATION

a California Non-Profit Corporation

ARTICLE I

PRINCIPAL PLACE OF BUSINESS

Section 1. The principal office of this Corporation for the transaction of business shall be the same as the principal office of the California-Nevada-Hawaii District of Kiwanis International.

Section 2. The purpose of this Corporation (Foundation) is expressly set forth in the Articles Of Incorporation, together with the recorded subsequent revisions thereof as filed with the California Secretary of State.

ARTICLE II

MEMBERS

Section 1. There shall be two (2) classes of MEMBERS, to wit: (1) REGULAR MEMBERS and (2) SPECIAL MEMBERS.

Section 2. Regular members shall consist of all KIWANIS Clubs which are duly chartered and in good standing within the California-Nevada-Hawaii District of Kiwanis International, represented by their respective presidents. These members shall be non-voting members.

Section 3. SPECIAL MEMBERS shall consist of the duly elected and actively serving members of the Board of Trustees of the California-Nevada-Hawaii District of Kiwanis International. These members shall be voting members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Wherever the word "Board" shall appear in these Bylaws it shall be deemed to refer to "The Board of Directors of the Kiwanis Cal-Nev-Ha Foundation."

Section 2. The Board shall consist of the District Governor of the California-Nevada-Hawaii District of Kiwanis International, the District Governor-elect of said District, the President of this Foundation, the Immediate Past President of this Foundation, the Secretary/Treasurer of this Foundation and fifteen (15) individuals who are members in good standing of a Kiwanis Club in good standing in the California-Nevada-Hawaii District of Kiwanis International, hereinafter referred to as "elected directors." No less than nine (9) of the elected directors shall be Past District Officers of said District.

Section 3. (A) Elected directors shall serve a three (3) year term and may not serve more than two (2) consecutive terms; unless (1) said director serves an additional term as District Governor, District Governor-elect, President and/or as Immediate Past President, or (2) fills a vacancy on the Board which has a remaining term of less than eighteen (18) months, in which case such director may serve two (2) full three (3) year terms in addition to the unexpired term for which such director was elected. Directors shall take office on October 1 in the year of their election. Elected directors shall be elected on staggered terms with a minimum of five (5) directors to be elected each year; at least three (3) of whom shall be Past District Officers.

The Governor and the Governor-elect of the California-Nevada-Hawaii District of Kiwanis International shall each serve one (1) year terms on the Board and then may be subsequently elected to serve as an elected director.

(B) The maximum time an elected director may serve on the Board of Directors of the Cal-Nev-Ha Foundation is six (6) consecutive years, except for such additional periods described in the preceding paragraphs of this Section. There must be a break in Board membership of a minimum of one year before a person may apply for reelection to the Board.

Section 4. (A) The Board shall have the entire, exclusive, and complete control and management of the Foundation, except as to matters which, by statute or provisions of these Bylaws or the Articles of Incorporation, require submission to the Regular Members or to the Special Members.

(B) The Board may appoint an Executive Director to handle the day-to-day management of the Foundation. The Executive Director shall serve as a non-voting member of the Board, and shall be invited to all committee meetings.

Section 5. Resignations shall be effective upon receipt in writing by the Secretary of the Foundation, unless a later effective date is specified in the resignation. Any elected director missing two (2) regular meetings of the Board within the administrative year without proper excuse, shall be considered to have resigned and shall be so notified in writing within thirty (30) days of the second missed meeting by the President. Reinstatement may be granted by the Board upon receipt of a written request from the director received by the Secretary within sixty (60) days after the second missed meeting.

Section 6. Vacancies in elected directors on the Board shall be filled by a majority vote of the Board members present at the next meeting of the Board.

Section 7. The Foundation President-designate or President will conduct an indoctrination/training session for all new Board members before they take office.

Section 8. A two-thirds majority of the directors then in office may remove any director at any time, with or without cause.

Section 9. The Board may authorize, by resolution, a payment to a director of a reasonable amount for expenses after attending meetings of the Board.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board shall meet by June 15 of each year to select the nominees for the office of Director for the following fiscal year, and nominees' names shall be submitted to the SPECIAL MEMBERS for their determination and selection at the next meeting of said SPECIAL MEMBERS. Each nominee shall have given prior approval to their nomination before being considered and voted upon by the Board.

Section 2. There shall be at least three regular meetings of the Board. Notice of the time and place for the meeting shall be in writing to each director at least thirty (30) days prior to such meeting. An agenda of the meeting shall be mailed to all directors at least ten (10) days prior to such meeting.

Section 3. The Annual Meeting to elect officers and organize the Board for the following fiscal year shall be held at a regular meeting of the board no later than June 15th of each year.

Section 4. Special Meetings of the Board may be called by the President, or by written notice by one third of the Directors. Notice of the time and place for said meeting shall be given each Director in writing at least fifteen (15) days prior to such meeting.

Section 5. A quorum for any meeting of the Board of Directors shall be eleven (11) Directors present and a quorum shall be required at any meeting to ratify and approve any action taken. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain financial transactions between corporations having common directorships, (c) and indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Foundation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 7. Notice of a meeting need not be given to any director who, either, before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest the lack of notice to him or her, before or at the commencement of the meeting.

Section 8. There shall be no voting by proxy at any meeting of the Board of Directors of this Foundation.

ARTICLE V OFFICERS

Section 1. The officers shall consist of the President, Immediate Past President, Vice President, and Secretary/Treasurer.

Section 2. All officers, except the Immediate Past President and the Secretary/Treasurer shall be elected from the current board by the Board at the annual meeting. The President and the Immediate Past President shall each serve for a term of two (2) years. The Vice-President shall serve for a term of one (1) year. The Secretary/Treasurer shall be appointed by the President for a term of one (1) year and approved by the current Board. All officers shall take office on October 1 following their election or appointment.

Section 3. In the event of a vacancy in the office of Immediate Past President, the person who served as President most recently prior to the Immediate Past President who is willing to assume the office shall automatically become the Immediate Past President.

Section 4. The officers shall perform such duties as are ordinarily and customarily incumbent upon their positions, as well as such other duties as may be assigned by the Board.

(A) The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board. In the absence of the President, the Vice President shall preside, or in the Vice-President's absence, the Board shall select a chairman to preside at the meeting from its membership in attendance.

(B) The Secretary/Treasurer shall keep the minutes of the meetings of the Board and thereafter distribute copies of the minutes to the Directors and shall receive, collect and deposit all funds belonging to the Foundation. The Secretary/Treasurer shall, in accordance with the direction of the Board and these Bylaws, make such financial reports and make disbursements as necessary.

ARTICLE VI COMMITTEES

Section 1. The Executive Committee of the Board shall consist of the President, Immediate Past President, Vice President, Secretary/Treasurer and two (2) members of the Foundation Board of Directors who have previously served at least one (1) year on the Board. The two (2) Directors shall be elected annually by the Board from the eligible members to serve a one (1) year term on the Executive Committee. The Executive Committee shall have power to act for the Foundation in the absence of the Board. The Executive Committee shall have the power to take such action as is delegated to it by the Board, and shall have the power to make such other decisions that may in the due consideration of the committee require immediate action before a regular or special board meeting can be held. Actions thus taken by the Executive Board Committee shall be submitted for approval to the Board at the next meeting thereof and if said action is approved by a majority of the Directors present at that meeting, the action in question shall be deemed the action of the Board. The Executive Committee cannot modify any action previously taken by the Board.

Section 2. The title, structure and duties of standing committees shall be those defined by the Board and set forth in the Policies and Procedures Manual of the Foundation.

Section 3. Subject to the approval of the Board, special committees may be appointed by the President and shall perform such duties as may be defined in their creation.

Section 4. All committee members shall be subject to removal by the President.

Section 5. All ex-officio members of the board shall be eligible for appointment to Foundation committees.

Section 6. (A) Any standing committee or special committee created by these bylaws, by the Policies and Procedures Manual of this Foundation, or by action of the Board of Directors of this Foundation, may meet and conduct business by teleconference providing that the meeting is conducted as hereinafter set forth.

(B) All persons participating in such meeting by teleconference must be able to hear each other at the same time and the technology used shall allow simultaneous communication.

(C) The committee chairman, or temporary chairman in the absence of the chairman, shall preside over the meeting the same as in face-to-face deliberations of the committee.

(D) Persons desiring to speak shall first be recognized by the chairman, or temporary chairman, by directing their request substantially as follows: "Mr./Madam Chairman, this is (state your name), I would like to be recognized." If the chairman deems the request to be appropriate, the response of the chair should be, "the chair recognizes _____."

(E) Votes on committee business shall be by roll call of those members present with the roll call to be conducted by the chairman or other person designated by the chairman.

(F) The quorum requirements of a meeting by teleconference shall be the same as a face-to-face meeting and minutes of the meeting shall be kept in the same manner as a face-to-face meeting.

(G) In all other respects, not inconsistent herewith, the parliamentary authority for such teleconference meetings shall be as set forth in ARTICLE XIII, Section 1 of these Bylaws.

ARTICLE VII MEETINGS OF SPECIAL MEMBERS

Section 1. The ANNUAL MEETING OF THE SPECIAL MEMBERS OF THE FOUNDATION shall be held at the next regularly scheduled meeting of the California-Nevada-Hawaii District Board of Trustees which is held after the Board of Directors of the Foundation has met as provided in Section 1 of ARTICLE IV above. The purpose of this meeting shall be the election of Directors of the Foundation for the following fiscal year and such other business as shall properly come before the SPECIAL MEMBERS. The time and place for said meeting shall be set by the President of the Foundation with the approval of the District Governor. Notice for said meeting shall be duly given by the Foundation Secretary/Treasurer to each SPECIAL MEMBER at least thirty (30) days prior to such meeting.

ARTICLE VIII PROHIBITED TRANSACTIONS

Section 1. Loans: Without the approval of the Attorney General of California, this Foundation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Foundation may advance money to a director or officer of the Foundation for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions: Except as provided in Section 3 below, the Board shall not approve, or permit the Foundation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Foundation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5253(b).

Section 3. Approval: This Foundation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Foundation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Foundation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Foundation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity: To the fullest extent permitted by law, this Foundation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or for the right of the Foundation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity: On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses: To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 above in defending any proceeding covered by those Sections shall be advanced by the Foundation before final disposition of the proceeding, on receipt by the Foundation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Foundation for those expenses.

Section 4. Insurance: The Foundation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X FINANCES

Section 1. The chairman of the Finance Committee shall convene the committee for the purpose of preparing the budget for the ensuing year; and this action shall be taken at a time between the meeting to organize and the first regular meeting of the Board of Directors in October of each year. The Vice President and Secretary/Treasurer shall be members of the Finance Committee.

Section 2. The Finance Committee may review and make recommendations to the Board of Directors for the adoption of the budget or for changes and adjustments in an adopted budget.

Section 3. Foundation moneys shall only be expended in keeping with the budget presented to and adopted by the Foundation Board of Directors except when approved by the Board of Directors.

Section 4. Foundation moneys shall be expended on the presentation of proper documentation.

Section 5. Auditors shall be designated by the Board of Directors prior to the close of business in each fiscal year, who shall audit and examine the books and records of the Foundation, and shall certify to the Board of Directors and Special Members, the findings and recommendations. No Director, Officer or Special Member and no individual, firm or corporation of which such Officer or Director or Special Member is a member shall be eligible to discharge the duties of auditor. The compensation of the auditor shall be fixed by the Board of Directors.

ARTICLE XI FISCAL YEAR

Section 1. The Fiscal Year of the KIWANIS CAL-NEV-HA FOUNDATION shall begin on the first day of October of each year.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended by a majority of those SPECIAL MEMBERS present at any annual meeting thereof, or at any special meeting called for that purpose, provided such Amendments have previously been approved by a majority vote of the Board.

Section 2. Neither these Bylaws, nor any Amendment hereto, shall be or become effective without approval of KIWANIS International.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

Section 1. "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these Bylaws.

Approved by the Kiwanis Cal-Nev-Ha
Foundation Board of Directors

Adopted by the Board of Trustees of the
Cal-Nev-Ha District of Kiwanis International

Date

Date

Secretary/Treasurer

District Secretary

Approved by Kiwanis International

Date

Signature

Title