

# BYLAWS OF THE FLORIDA KIWANIS FOUNDATION, INC

## Article I

### Organization

**Section 1.** The name of this organization shall be the Florida Kiwanis Foundation, Inc. (the Foundation). The Foundation is a Florida Corporation, organized in compliance with Section 501(c)(3) of the United States Internal Revenue Code.

**Section 2.** The Foundation has been established by the Articles of Incorporation for the Florida Kiwanis Foundation, Inc., which document was approved by the Secretary of State of Florida on April 27, 1971. In the event of any conflict between these Bylaws and any policies that may be adopted, these Bylaws shall prevail.

**Section 3.** The geographical boundaries of the Foundation shall be identical with the geographical boundaries of the Florida District of Kiwanis International (Florida District) and shall follow the same fiscal and administrative year observed by the Florida District.

## Article II

### Objectives

**Section 1.** It shall be an objective of the Foundation to secure funds by suitable and appropriate means, and to expend such funds in support of the objectives hereinafter stated.

**Section 2.** It shall be an objective of the Foundation to expend funds to support the children and communities of the Florida District. These activities include, but are not limited to the following:

- a) Improvements to the physical and mental well being of young people through programs such as “Young Children: Priority One.”
- b) Leadership development through support of Kiwanis Service Leadership programs

- c) Support for individual Kiwanis Club projects that benefit the communities that they serve.
- d) Support for Division-wide projects that benefit the communities that they serve.
- e) Support of District-wide projects that are proposed by the Governor and approved by the District Board.
- f) Support of the objectives and programs of the Florida District.

### **Article III**

#### **Membership**

**Section 1.** Membership in the Foundation shall be limited to, and shall consist of, all active and senior members in good standing of the Kiwanis Clubs of the Florida District.

**Section 2.** There shall be an Annual Membership Meeting of the Foundation held at the District Convention of the Florida District.

### **Article IV**

#### **Officers**

**Section 1.** The officers of the Foundation shall be a President, an Immediate Past President, a President-Elect, a Vice President, and a Treasurer. The officers also shall include a Secretary with compensation/contract (if any) to be determined by the Board and stated in Foundation policy and procedure. No person shall serve in more than one of these offices at the same time.

**Section 2.** Each officer shall be a member of the Foundation as defined in Article III.

**Section 3.** The officers of the Foundation shall be selected in the following manner:

- a) The candidates for President, President-Elect, Secretary, and Treasurer shall be elected by the Board of Trustees at the Board of Trustees meeting conducted during the Florida Kiwanis District

Convention (DCON) for terms of office of one year beginning with the first day of the administrative year following election.

- b) The Vice President shall be elected by the Board of Trustees at the Board of Trustees meeting conducted during the second quarter of the administrative year, from a slate of candidates who have formally applied, in writing, to serve as Vice President and have been approved by the nominating committee according to the guidelines set forth in the Florida Kiwanis Foundation Policy and Procedures manual.
- c) In the event a new President is not elected by the Board of Directors, the currently serving President shall continue in office until such time as a successor is duly elected.
- d) The position of Immediate Past President shall be filled by the retiring President upon the successful election of a new President, for an initial term of office of one year beginning the first day of the administrative year following election. The currently serving Immediate Past President shall continue in office until such time a new President is duly elected and assumes office according to these bylaws.

**Section 4.** The officers shall perform the duties prescribed in these bylaws and the Florida Kiwanis Foundation Policy and Procedure Manual or as may be from time to time assigned by the Board of Trustees. These duties include:

- a) The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Board of Trustees, the Executive Committee, and the Annual Membership Meeting. The President shall appoint the chairs of all committees and recommended members thereof, with the exception of the Nominating Committee chair and the Grants Committee chair and the members and chair of the Audit Committee. The President shall serve as an *ex-officio* member of all committees and shall perform such duties as are ordinarily and customarily incumbent upon the office of President or as set forth in these Bylaws.

- b) The Immediate Past President shall perform such duties as may be assigned by the President; shall act as the President in the absence of the President, the President-Elect, and the Vice President; and shall serve on the Nominating Committee. The Immediate Past President shall serve as chair of the Nominating Committee.
- c) The President-Elect shall diligently prepare for the duties of President; shall assume the duties of the President in the absence of the President; and shall perform other such duties as may be assigned by the President. In the event of a vacancy in the office of President the President-Elect shall assume the duties of the President for the unexpired term.
- d) The Vice President shall assume the duties of the President in the absence of the President and the President-Elect. The Vice President shall serve as the chair of the Grants Committee and perform other such duties as may be assigned by the President.
- e) The Secretary shall keep the records of the Foundation and prepare and distribute the minutes of the meetings of the Foundation. The Secretary shall be the executive in charge of the Foundation office and is responsible for the selection and supervision of any staff and employees, subject to the authorization, direction and control of the Board. The Secretary may receive a salary and reimbursement of certain expenses as determined by the Board.
- f) The Treasurer shall review the records of all funds paid to and expended by the Foundation and make a report to the Board of Trustees at each of its meetings, and at other such times as required by the President. The Treasurer shall perform a reconciliation of the various depository accounts to the general books of the Foundation on a quarterly basis or as required by the Board. The Treasurer shall be a member of but not the chair of the Finance Committee.

**Section 5.** The Board of Trustees at its next meeting following notice of such vacancy shall fill vacancies in the offices of President, President-Elect, Vice President, Secretary or Treasurer. Any notice of such vacancy shall be

immediately directed to the remaining most senior officer who will call an emergency session of the Executive Committee to announce the vacancy. The Executive Committee shall take actions to fill vacancies in the offices of President, President-Elect, Vice President, Secretary or Treasurer. The actions of the Executive Committee will be ratified or modified at the next possible meeting of the Board wherein a quorum is present.

## Article V

### Board of Trustees

**Section 1.** The Board of Trustees (the Board) shall consist of the following:

- a) all officers as provided in Article IV Section 1;
- b) one Trustee from each Division of the Florida District;
- c) the three most recent Past Governors willing and able to serve, shall serve as Trustees-at-Large;
- d) the District Governor, Governor-Elect, Treasurer, and the Executive Director/District Secretary of the Florida District shall serve as *ex-officio* Trustees.

**Section 2.** The Board shall have full management and control of the affairs of the Foundation not otherwise provided in these bylaws and shall have specific duties as identified in the Florida Kiwanis Foundation Policy and Procedure Manual.

**Section 3.** The Trustees-at-Large and the *ex-officio* Trustees shall provide counsel to the President and to the Board and shall serve as liaison between the Foundation and the Florida District.

**Section 4.** The term of office of a Trustee shall be two years or until his/her successor has been elected, with the term beginning on the first day of the administrative year following their election. Trustees from even numbered Divisions shall be elected in even numbered years and Trustees from odd numbered Divisions shall be elected in odd numbered years. Trustees shall be

elected no later than the second week of April by their respective Divisions in a manner determined by the Division.

**Section 5.** The Board will meet at various times and formats throughout the year for the orderly transaction of the business of the Foundation:

a) The Board shall hold an annual meeting at the District Convention prior to the Annual Membership Meeting of the District.

b) The Board of Trustees may meet and conduct business by any method that allows all participants to simultaneously communicate with one another, or as otherwise allowed by law. Participation by such methods constitutes attendance. Normal board meeting rules and processes apply unless otherwise determined by the Board. Any voice votes not clearly reflecting the necessary number for a motion to pass must be taken individually; however, only adoption or failure must be included in the minutes. If written votes are desired, they may be made by e-mail, fax, or postal mail within a designated period of time following the meeting, as determined by the board

**Section 6.** The Board of Trustees shall adhere to the Florida Kiwanis Foundation Policy and Procedure Manual in matters regarding complaints, investigations and removals of Board Members.

**Section 7.** In the event of a vacancy in the office of Trustee, the President shall fill the vacancy by appointment of a member from the Division in which the vacancy occurred, according to the guidelines spelled out in the Florida Kiwanis Foundation Policy and Procedure Manual.

**Section 8.** More than Fifty percent (50%) of the Board, as enumerated in Section 1 of this Article, present at a duly called meeting of the Board shall constitute a quorum. There shall be no voting by proxy.

## **Article VI**

### **Committees**

**Section 1.** The Board shall have the standing committees as specified in Sections 2 – 11 of this Article, with each committee to have duties determined by the Board of Trustees and defined in the Florida Kiwanis Foundation Policy and Procedure Manual.

**Section 2. Executive Committee.** The Board shall have an Executive Committee, which shall consist of the President, Immediate Past President, President-Elect, Vice President, Secretary and Treasurer, as well as one (1) Trustee-at-Large and three (3) Trustees who shall be determined at the Board's annual meeting. The Executive Committee may consider and act upon emergency matters in the interim between meetings of the Board and other matters as specifically authorized by the Board.

- a) For a matter to be considered an emergency, it must have an affirmative vote of five (5) members of the Executive Committee.
- b) The Secretary shall transmit to the Board a report of the proceedings of any meeting of the Executive Committee within ten (10) days of such meeting.
- c) Any action taken by the Executive Committee shall be placed on the agenda of the next duly called meeting of the Board for report and consideration of such action as may be appropriate.

**Section 3. Nominating Committee.** Appointed by the President and approved by the Board of Trustees, the Nominating Committee shall consist of the Immediate Past president, President-Elect, the Vice President, one (1) *ex-officio* Trustee and two (2) or more Trustees. The Immediate Past President shall serve as chair.

**Section 4. Grants Committee.** The Vice President shall chair the Grants Committee. The committee shall consist of three (3) or more members appointed by the President, with recommendations by the chair, and approved by the Board of Trustees.

**Section 5. Finance Committee.** The Finance Committee shall be chaired by a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees. The membership of the Finance Committee shall include the President-Elect, Treasurer and the Secretary, none of whom shall serve as chair.

**Section 6. Audit Committee.** The Audit Committee shall consist of five (5) or more members recommended by the Nominating Committee, pursuant to Article VI, Section 3 of these Bylaws, and approved by the Board of Trustees. The members shall include at least three (3) Trustees and two (2) Kiwanians in good standing who are not Trustees and shall not include Officers or members of the Finance Committee of the Foundation. The chair shall be selected by the members of the Audit Committee.

**Section 7. Investment Committee.** The Investment Committee shall be chaired by a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees.

**Section 8. Bylaws Committee.** The Bylaws Committee shall be chaired by an Officer or a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees.

**Section 9. Marketing Committee.** The Marketing Committee shall be chaired by an Officer or a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees.



**Section 10. Development Committee.** The Development Committee shall be chaired by an Officer or a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees.

**Section 11. Scholarship Committee.** The Scholarship Committee shall be chaired by an Officer or a Trustee appointed by the President and consist of three (3) or more members recommended by the chair, appointed by the President, and approved by the Board of Trustees.

**Section 12.** The chair and members of all committees shall serve for one (1) year beginning on the first day of the administrative year following their appointment and approval by the Board. In the event that a chair of a committee resigns or is unable to serve, the President-Elect shall serve as acting chair until a new chair can be designated in a manner consistent with the creation of the chair position according to the applicable section under Article VI of these Bylaws. All committee chairs and appointments expire at the completion of the administrative year.

**Section 13.** The Board may create special committee(s) at the request or recommendation of the President or any current committee chair. Such committee(s) shall have specific responsibilities as may be approved or assigned by the Board. Where appropriate such committee(s) may be subcommittee(s) of a standing committee. The existence of such committee(s) shall cease at such time as the assignment has been completed or at the end of the administrative year for which it was created or continued, but may be continued by the ensuing Board for its administrative year.

**Section 14.** Committees shall hold meetings, regular or special, whether in person, video conference, teleconference or combination of methods as may be required or requested. Said meetings, in any format, shall be construed as duly called meetings provided that all committee members, regular or ex-officio, are notified in writing by U.S. mail, courier, FAX, email, or other approved transmissions and provided that a quorum of members is in attendance or determined to be present by roll call count.

**Section 15.** - More than fifty percent (50%) of the members of the committee present at a duly called meeting of any committee shall constitute a quorum. There shall be no voting by proxy.

**Section 16.** At any time during the administrative year, the President may appoint additional members to those committees whose original members were appointed by the President, without additional approval from the Board. The President may not appoint members to the Executive or Audit committees.

## **ARTICLE VII**

### **Other Authorities**

**Section 1.** Robert's Rules of Order Newly Revisited shall be the parliamentary authority for all relevant matters not specifically covered by these bylaws or by the Florida Kiwanis Foundation.

**Section 2.** The Board of Trustees shall create and approve policies and procedures to which the Board of Trustees must adhere. Policies not specifically described in these bylaws shall be detailed in the Florida Kiwanis Foundation Policy and Procedure Manual. The Board of Trustees shall determine the effective date of any policy and procedure. The effective date of any revision of the Florida Kiwanis Foundation Policy and Procedure Manual shall be incorporated into the cover page of the manual and become a part of the manual.

**Section 3.** The adoption of and any change to the Florida Kiwanis Foundation Policy and Procedure Manual must be approved by at least a two-thirds affirmative vote of the Board present at any regular meeting or at any special meeting called for this purpose, whether in person, video conference, teleconference or combination of methods as may be required or requested, provided that a quorum is present or determined to be present by roll call count.

## **ARTICLE VIII**

### **Amendments**

**Section 1.** These Bylaws may be amended by at least a two-thirds affirmative vote of the Board present at any regular meeting or at any special meeting called for this purpose, whether in person, video conference, teleconference or combination of methods as may be required or requested, provided that a quorum is present or determined to be present by roll call count, and further provided the Board shall be notified in writing by U.S. mail, courier, FAX, email, or other approved transmissions, of any proposed amendment to these Bylaws not less than thirty (30) days prior to the meeting at which the proposed amendment is to be considered.

**Section 2.** These Bylaws may be amended without a thirty (30) day written notice by a unanimous vote of the Board present at any regular meeting or at any special meeting called for this purpose, whether in person, video conference, teleconference or combination of methods as may be required or requested, provided that a quorum is present or determined to be present by roll call count, and further provided the Board was called into session in writing by U.S. mail, courier, FAX, email, or other approved transmissions, not less than thirty (30) days prior to the meeting at which the proposed amendment is presented to be considered.

**Section 3.** In addition to the satisfaction of the requirements of Sections 1. and 2. of this Article, these Bylaws and any amendments thereto shall become effective upon approval by the Board of Trustees of the Florida District of Kiwanis International and by Kiwanis International. The dates of adoption and ratification of any amendments to these bylaws shall be incorporated into the bylaws.

Bylaws adopted this 25th day of April 2008

Bylaws Amended this 19th day of February, 2011

Bylaws Ratified by the District Board July 8, 2011

Bylaws partially approved December 20, 2011

Bylaws Officially approved by Kiwanis International October 26, 2012