

Bylaws of the Georgia District Kiwanis Foundation, Inc.
Revised August 15, 2019

ARTICLE I
Nomenclature and Purpose

GEORGIA DISTRICT KIWANIS FOUNDATION, INC.

This corporation is organized and at all times shall be operated for charitable and humanitarian purposes. It may raise and collect funds and perform all other functions lawful, necessary, desirable, and useful to achieve these purposes. It may also conduct service projects in conjunction with the Georgia District of Kiwanis International as long as such projects are permitted under a 501(c)(3) classification, or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes.

ARTICLE II
Administrative and Fiscal Year

The Administrative and fiscal years of The Georgia District Kiwanis Foundation, Inc., shall commence on October 1 of each year and end on September 30 of the following year.

ARTICLE III
Membership/Dues

3.0 Membership

The membership of the Georgia District Kiwanis Foundation, Inc. shall be limited to and consist of all members who are in good standing within their Kiwanis

Clubs and within the Georgia District of Kiwanis International.

3.1 Meetings

3.1a Annual Meetings

An annual business meeting of the members of the Foundation shall be held during or prior to the House of Delegates session at the annual District Convention of the Georgia District of Kiwanis International. Proper notice of the time and place of the Foundation's annual meeting shall be noted within the official publication of the notice of the time and place of the annual District Convention of the Georgia District of Kiwanis International.

3.2 Quorums

A quorum for the transaction of business at the Annual Business Meeting of the members shall be no less than fifty (50) members.

3.3 Dues

There shall be no Georgia District Kiwanis Foundation, Inc. membership dues.

ARTICLE IV **BOARD OF TRUSTEES**

4.0 Membership of Board

The Board of Trustees will be made up of five (5) Officers plus six (6) Trustees, plus the Governor of the Georgia District of Kiwanis International as an ex officio voting member making a total of twelve (12) members.

4.1 Meetings

4.1a Regular Scheduled Meetings

The Board of Trustees of the Foundation shall meet three times a year.

4.1b Special Meetings

Special meetings of the Foundation Board of Trustees may be held at the direction of the President or by order of the majority of the Foundation Board of Trustees. Notice of the time, place, and purpose of such meetings shall be given to the Board members in the most efficient and timely manner as allowed by law as the President or the majority of the Foundation Board of Trustees may order, but not fewer than ten (10) days prior to the date of the Special meeting. Meetings may be held by Phone Conference Call or authenticated electronic communications (e-mail). Any action taken in these meetings must be ratified by the Foundation Board of Trustees at its next regular meeting.

4.2 Quorums

A quorum for the Foundation Board of Trustees meetings shall be no less than a majority of members.

4.3 Nominating Committee

The nominating Committee will consist of the Governor of the Georgia District of Kiwanis International, and the President of the Georgia District Kiwanis Foundation, Inc. and they will choose one other to serve on the committee.

In considering candidates for election to the Board, every effort should be made to attain geographic representation from throughout the district.

4.4 Officers

The Officers shall consist of five (5) members: President, President-Elect, Secretary, Treasurer, and Immediate Past President. The Officers shall be elected by a majority vote of the Board of Trustees of the Foundation at the Board's regular meeting during the Georgia District Convention. Each elected officer must be a member of the Foundation at the time of the election.

4.5 Trustees

The Trustees of the Foundation Board shall be members of the Georgia District Kiwanis Foundation at the annual convention of the Georgia District of Kiwanis International except where otherwise noted in these Bylaws.

4.6 Term Limitations

4.6a Officers:

Each officer will serve a one year term. Persons elected as Treasurer or Secretary may be reelected for additional one year terms by a majority vote of the Foundation Board of Trustees.

4.6b Trustees:

Each Trustee shall serve a term of three years unless elected to be an officer of the Board or elected to fill the unexpired term of a Trustee that is being vacated. Members of the Georgia District

Foundation at the Georgia District Convention will elect two (2) Trustees each year.

4.6c A Trustee must remain off the Foundation Board of Trustees for at least one year before being eligible again for election to the Board as a Trustee. Upon election to an officer, the Trustee must resign from their position as a Trustee.

4.6d Trustee Emeritus:

The Board may appoint, by majority vote, no more than five (5) Trustee Emeritus positions to the Board at any time. A Trustee Emeritus is a non voting advisor to the Board and shall have been a previous member of the Board. The appointment is for a term of three (3) years and the Trustee Emeritus may be reappointed.

4.7 Vacancies

4.7a If the position of any officer of the Foundation Board of Trustees becomes vacant for any reason the Foundation Board of Trustees shall fill the vacancy for the unexpired term by nominating and electing by majority vote at a meeting.

4.7b If the position of any trustee of the Foundation Board of Trustees becomes vacant for any reason the Foundation Board of Trustees shall fill the vacancy for the unexpired term by nominating and electing by majority vote at a meeting.

4.8 Duties of the Officers and the Foundation Administrator

4.8a President:

4.8a(1) The President shall be the principal executive officer of the Foundation and shall

generally supervise and control all of the business of the Foundation. The President shall preside at all of the meetings of the Board of Trustees of the Foundation.

4.8a(2) Committees may be appointed by the President with the exception of the Nominating Committee which is set by these Bylaws.

4.8a(3) President shall serve as the preclearance officer for the purpose of reviewing applications for grant money. This review shall be to determine if the application(s) comply with the instructions/qualifications of the Foundation Board. If the President finds the application(s) do not comply then the President will return the application(s) with instructions as to how to bring the application(s) into compliance. If the President finds the application(s) meet the criteria then the President will forward the application(s) to the Board of the Foundation for consideration and action.

4.8b President-Elect:

The President-Elect, in the absence of the President, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees of the Foundation.

4.8c Secretary:

The Secretary shall keep the minutes of all meetings of the Board of Trustees of the Foundation and see that all notices are duly given

in accordance with the provisions of these Bylaws or as required by law, and in general perform all of the duties incidental to the Office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Trustees of the Foundation. The Secretary shall distribute the Minutes of the Board Meetings to the Board of Trustees of the Georgia District of Kiwanis International and to the Board of Trustees of the Foundation within thirty (30) days of the date of the meeting.

4.8d Treasurer:

The Treasurer will receive all funds paid to the Foundation and shall deposit the same in the official depository. The Treasurer will disperse such funds in the manner authorized by the Board of Trustees of the Foundation. The books and the accounts shall, at all times, be open for inspection by the President, the Foundation Board, the Georgia District Kiwanis Board of Trustees, and their authorized auditor or accountant. The Treasurer will make a report at the Annual Meeting and at such times as the President or the Foundation Board of Trustees may require. The Treasurer shall give and execute a good and sufficient bond for the faithful performance of the duties of Treasurer and the proper accounting of all funds, such bond to be approved and provided by the Board of Trustees of the Foundation.

4.8e Immediate Past President:

The Immediate Past President shall give council to the Board and perform such duties as requested by the President. The Immediate Past President, in the absence of both the President and President Elect, shall perform the duties of the President,

and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

4.8f Foundation Administrator

The duties of the Foundation Administrator shall be as follows: (1) Keep all Foundation records; (2) Receive all grant applications and distribute them appropriately; and (3) Handle the purchase and distribution of all Foundation awards such as the Heinz Award.

4.9 Directors and Officers Liability Insurance shall be provided by the Foundation for the Officers and Trustees of the Foundation.

4.10 The parliamentary authority for all matters of substance or procedures shall be the current Edition of "Robert's Rules of Order Newly Revised".

ARTICLE V
Finance

5.1 The Board of Trustees of the Foundation will control all policy matters of the Foundation. The Officers will control all administrative functions. The Board of Trustees shall determine, if necessary, whether a matter is administrative or policy.

5.2 The Board of Trustees of the Foundation may accept on behalf of the Foundation any contributions, gifts, bequests, or devises to the Foundation. All funds given to or disbursed from the Foundation shall be approved by the Board of Trustees of the Foundation.

5.3 The Foundation shall have a minimum of two accounts in which funds are received and disbursed.

5.3a Endowment Funds

5.3a(1) *The Henry Heinz Fellowship Endowment*

The Foundation shall place 80% of the funds received into the Unrestricted funds account, 10% of the funds received into the Reserve funds account, and 10% into the Disaster Relief funds account.

5.3a(2) *Designated Endowment or Reserve Funds*

The Foundation shall hold all funds given to the Foundation by designated endowments, including but not limited to the Georgia District of Kiwanis Foundation, in a guarded corpus subject to the terms of the endowment.

5.3a(3) *Georgia District Projects Gifts*

The Foundation shall place 85% of the funds received into the Unrestricted funds account, 10% of the funds received into the Reserve funds account, and 5% into the Disaster Relief funds account.

5.3b *Unrestricted Funds*

1. 80% from each "Heinz" Award.
2. Individual Gifts unless designated
3. 85% of the Georgia District Project Gifts given to the Foundation
4. Administrative Funds
5. All interest from Unrestricted and Reserve Funds.

- 5.4 A three Board member audit committee shall be appointed by the Board prior to the close of each fiscal year in accordance with Section 5.4 of the Bylaws. The books of accounts of the Foundation shall be reviewed at least once each administrative year by the committee. Upon completion, the report shall be rendered to the full Board. Upon a change in the Board Treasurer, Foundation Administrator, or upon the request of a majority of the members of the Board an Independent Audit by a CPA may be authorized. A report of such a review shall be provided to each member of the Foundation Board of Trustees and the Georgia District of Kiwanis International Board of Trustees.
- 5.5 There shall be a year-end report prepared of the finances of the Foundation and published in the official publication of the Georgia District as well as being placed on The Georgia District website. A monthly report of the finances shall be provided by postal service or by electronic mail to the members of the Foundation Board of Trustees and the Georgia District of Kiwanis International Board of Trustees. Every attempt shall be made to show the business of the Foundation as transparently as possible.
- 5.6 Foundation funds shall be invested in accordance with the foundation investment policy statement which will be reviewed and adopted by the foundation board annually.

ARTICLE VI
Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two thirds (2/3) vote of the Foundation Board of Trustees.

ARTICLE VII
**Approval by Kiwanis International and the
Georgia District of Kiwanis International**

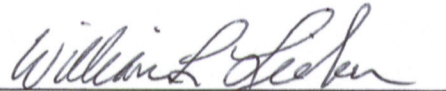
Neither these Bylaws nor any Amendments will become effective until approved by the Georgia District of Kiwanis International Board and the Kiwanis International Board. The Corporation and its members will at all times abide by and be governed and controlled by the bylaws and policies and procedures of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such documents may be applicable. If requested by the Kiwanis International Board, the corporation will dissolve or change its form of organization.

These Bylaws upon being amended shall be signed by the current President and Secretary of the Georgia District Kiwanis Foundation, Inc.

BYLAWS adopted this the 15th day of August, 2019.



Charles Staples, President



William Lieber, Secretary