

# Pennsylvania Kiwanis Foundation Bylaws

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Originally adopted in 1980. This edition includes all amendments adopted through February 3, 2013.

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## Article I - Purpose

The Purpose of the Pennsylvania Kiwanis Foundation shall be to conduct, aid, foster and promote charitable, educational and other eleemosynary programs serving the public interest with specific emphasis upon serving the needs of children and youth.

## Article II - Members

The membership (hereafter referred to as members or membership) in this Foundation shall be limited to, and shall consist of, all the active, privileged and senior members in good standing of the Kiwanis Clubs of the Pennsylvania District of Kiwanis International, Inc.

## Article III - Meetings

**Section 1.** The Annual Meeting for the transaction of such business as may be necessary or advisable shall be held in conjunction with the Annual Convention of the Pennsylvania District of Kiwanis, Inc. The membership shall be notified of the date, time and place of the Annual Meeting via the Pennsylvania Kiwanis Foundation's website or by such means as may seem reasonable to the Board that would insure notification at least one week prior to the meeting.

**Section 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 one percent (1%) of the total membership. Notice of the time, place and object of such meetings shall be given to the members in such manner as the President or the Board of Directors may order.

**Section 3.** A quorum of the holding of any meeting shall be ten (10) members.

**Section 4.** A meeting may be adjourned from time to time until its business is completed; and the members present at any meeting or any adjourned meeting, if less than a quorum, may adjourn from time to time until a quorum is present.

## Article IV - Officers

**Section 1.** The Officers shall consist of a president and vice-president and such other officers as the Board of Directors may establish from time to time.

**Section 2.** Annually, the Directors shall appoint a Secretary, who shall be a non-voting member (unless duly elected as a board member) responsible for providing the meeting minutes of the Foundation at each duly called meeting of the Board. The Secretary shall, within thirty-days (30) subsequent to all meetings, provide the Directors with meeting minutes and reports for their review. In addition, the Secretary shall with the approval of the president, advertise the date, time and place of each meeting to the membership through the Pennsylvania Kiwanis Foundation's website or by such means as may seem reasonable to the Board that would insure notification at least one week prior to the meeting..

**Section 3.** Annually, the Directors shall appoint a Treasurer, who shall be a non-voting member (unless duly elected as a board member) responsible for providing the financial statements of the Foundation at each duly called meeting of the Board. The Treasurer shall, within thirty-days (30) subsequent to all meetings, provide the Directors with statements and reports for their review.

**Section 4.** The positions of Secretary and Treasurer may be combined as Secretary-Treasurer.

**Section 5.** The Board of Directors shall elect all officers annually. All terms of office shall begin on October 1st of each year, following the election.

**Section 6.** 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.

**Section 7.** The Treasurer or the Secretary-Treasurer shall be bonded in such amount as shall be fixed by the Board of Directors. The premium shall be paid by the Foundation.

## **Article V - Board of Directors**

**Section 1.** Number: Effective October 1, 2007, the Board of Directors shall consist of fifteen (15) directors elected in accordance with Articles III and V of these Bylaws and the Immediate Past District Governor, who shall be a non-voting, ex officio member.

**Section 2.** Term: A term shall be defined as a period of three (3) consecutive years as elected during the Foundation's annual meeting. A director shall be eligible for election to membership on the Board of Directors for not more than two (2) consecutive terms not exceeding six years. A director who is appointed to serve part of an unexpired term may be elected to serve two (2) additional full three (3) year terms.

Nothing in this section shall prohibit a person from being elected to serve another full three (3) year term on the Board after a period of one year has lapsed before a member is again eligible for re-election to the Board of Directors or appointment to fulfill an unexpired term. A member of the Board of Directors shall not serve as a member of the Board of Trustees of the Pennsylvania District of Kiwanis at the same time and must submit a written letter of resignation effective prior to the first day of service as a member of the Board of Trustees of the Pennsylvania District of Kiwanis. An elected term shall begin October 1st following the Pennsylvania District Convention. Five (5) Directors shall be elected from the membership at each annual meeting.

**Section 3.** A quorum for holding a meeting of the Board of Directors shall be a simple majority of the members of the Board of Directors.

**Section 4.** The Board of Directors shall have the entire and complete control and management of the Foundation, subject to approval of the Board of Trustees of the Pennsylvania District of Kiwanis International.

**Section 5.** The Board may authorize such 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.

**Section 6.** Whenever any vacancy shall occur among the fifteen (15) directors elected by the membership, the unexpired term of such vacancy shall be filled from the membership upon recommendation of the majority of the remaining directors and appointed by the President of the Foundation.

**Section 7.** Whenever a member of the Board of Directors shall miss three consecutive meetings of the Board, as provided for in Article III of these Bylaws, upon a minimum of 30 days written notice to said member, the Board, upon proper motion and second, may remove said member from the Board of Directors upon a two-thirds affirmative vote of all directors present at the next lawfully called meeting of the Board. The member subject to removal shall have the right to speak on their own behalf and to cast a vote.

**Section 8.** The nomination of candidates for the Foundation Board of Directors shall be in accordance with the District Bylaws, Article VII Section 3 (h), and the number of candidates

nominated should be at least three more than the number of directors to be elected at the Foundation’s Annual Meeting.

**Article VI - Amendments**

**Section 1.** These bylaws may be amended by a majority vote of those members present at any regular or any special meeting called for that purpose.

**Section 2.** Neither these bylaws nor any amendments thereto shall become effective until approved by the Board of Trustees of the Pennsylvania District of Kiwanis.

**Article VII - Compliance with Kiwanis International**

**Section 1.** No amendments to the foundation’s articles of incorporation or bylaws shall be made without the consent of the Kiwanis International Board.

**Section 2.** The foundation and its members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted or amended, as well as all conditions and requirements by Kiwanis International.

**Section 3.** If so requested by the Kiwanis International Board, the foundation shall dissolve or change its form of organization.

Bylaws originally adopted:	August 18, 1980 in Erie, Pennsylvania
Amended:	September 15, 1981 in Pittsburgh, Pennsylvania
Amended:	August 12, 1983 in Wilkes-Barre, Pennsylvania
Amended:	August 23, 1985 in Hershey, Pennsylvania
Amended:	August 19, 1995 in Harrisburg, Pennsylvania
Amended:	August 13, 1999 in Erie, Pennsylvania
Amended:	August 15, 2003 in Harrisburg, Pennsylvania
Amended:	August 24, 2007, State College, Pennsylvania
Amended:	August 22, 2009, Erie, Pennsylvania
Reviewed:	March 6, 2010, Hershey, Pennsylvania
Amended:	August 13, 2011, Pittsburgh, Pennsylvania
Amended:	February 3, 2013, Bedford, Pennsylvania