

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, all the active, privileged and senior 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. 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 President or the Foundation Board of Directors may order.
- Sec. 3. A quorum for holding of any meeting shall consist of those members present and voting.

ARTICLE V: OFFICERS

- Sec. 1. The officers shall consist of the President, the Immediate Past President, the Secretary, and such other officers as the Foundation Board of Directors may establish from time to time. The Kiwanis District Executive Director shall serve as the Executive Director of the District Foundation. The Secretary shall be appointed annually by the President of the District Foundation, subject to approval by a majority of the Foundation Board of Directors, and will assume office with the President and Foundation Board Members. 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. 2. The Foundation Board of Directors shall elect its own officers immediately following the election of the new board members during the annual meeting.
- Sec. 3. Officers shall serve a term of one year, and may be eligible for re-election at any time during their term on the board of directors.
- Sec. 4. 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 signed by the Executive Director.
- Sec. 5. The Foundation Board of Directors may at its discretion, confer an honorary title upon a member so recommended, and such member shall have a vote.

ARTICLE VI: BOARD OF DIRECTORS

- Sec. 1. The Foundation Board of Directors shall consist of the nine elected members, the Immediate Past District Governor, the Immediate Past President of the District Foundation, the Secretary, and two current Lieutenant Governors appointed by the current Governor, all of whom shall be voting members. The Executive Director shall also serve as the Treasurer of the District Foundation and shall be a non-voting member of the Board of Directors. The appointed Lieutenant Governors, the Immediate Past Governor and the Immediate Past President of the District Foundation Board of Directors shall assume office with the President and the new board. The editor of the Kiwanis District Bulletin shall serve as a non-voting ex-officio member to the Foundation Board of Directors.
- Sec. 2. There shall be at least one (1) director elected from each of the three (3) states in the District.
- Sec. 3. The nine elected directors shall be elected to serve a term of three years in duration, and shall be staggered so that three directors shall be elected each year.
- Sec. 4. 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. 5. 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. 6. 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. 7. 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. 8. 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, interested candidates, to be presented to the Foundation Board of Directors for review and presentation to the Board.

- (c) The Nominating Committee, in order to obtain an order of succession and maintain Board continuity, shall solicit a President-Elect from Board Members completing the first year of their current three-year term.
 - (d) The Nominating Committee shall present the list of potential nominees to the Foundation Board of Directors not later than the Board Meeting held just prior to the District Convention.
 - (e) The District Foundation Board of Directors shall nominate no more than two (2) names more than the number of pending vacant seats to be filled.
 - (f) The nominees selected by the District Foundation Board of Directors shall be submitted as the candidates for election to the membership of the foundation during the annual meeting of the foundation.
 - (g) When the number of candidates nominated exceed the number to be elected, a written ballot shall be provided to all voting members present at the Annual Meeting by the District Foundation Secretary so that a secret ballot may be taken.
 - (h) The candidate(s) receiving the largest number of votes shall get the three-year term(s).
 - (i) Nothing contained in this Article shall be construed as limiting the right to make further nominations from the floor during the annual meeting of the foundation.
- Sec. 2. Each elected member of the foundation board may serve two (2) consecutive three-year (3-year) terms of the board, and thereafter, must wait at least one year before being qualified to run for a position of this board.
- Sec. 3. A vacancy on the Foundation Board of Directors may be filled by the District Foundation Board of Directors, for the unexpired term.
- Sec. 4. 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. 5. In case of a vacancy of the office of the Immediate Past President, that office may 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.