

**BY-LAWS OF THE
SOUTHWEST DISTRICT KIWANIS FOUNDATION**

ARTICLE I. MEMBERS

The membership of the Southwest District Kiwanis Foundation (the "Corporation" or "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 Southwest District of Kiwanis International, (the "District").

ARTICLE II. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Foundation for transaction of such business as may properly come before the meeting shall be held during the Annual Convention of the District. The Annual Meeting shall be a general meeting of Members and open for transaction of any business within the powers of the Corporation without special notice as required by law, by the Articles of Incorporation, or by these By-Laws.

Section 2. Special Meetings. Special meetings of the Foundation may be held at any time upon (i) a call of the President, or (ii) a written request by not less than 100 Members, or (iii) upon resolution of the Board of Directors.

Section 3. Place of Meetings. All meetings of the Foundation shall be held at such places within the boundaries of the District or as shall be specified in notices of such meetings or waivers thereof.

Section 4. Notice of Meetings. The official publication of the District will serve as the meeting notification vehicle for scheduled meetings of Foundation Members. Notice of regular meetings shall be posted in the official publication of the District not more than fifty (50) days prior to the meeting. Notice of special meetings of the Foundation Members shall be posted by publication in the official publication of the District not more than fifty (50) days prior to the meeting or by mail to Members not less than ten (10) days before the meeting. Notice of time, place, and purpose of any meeting need not be given to any Member who in writing, executed, and filed with the records of the Corporation a waiver of such notice.

Section 5. Quorum. Fifty-one percent (51%) of the registered Members at the Annual Convention of the District, but no less than 100 Members, shall constitute a quorum for an Annual Meeting. One hundred Members representing Kiwanis clubs from at least two-thirds (2/3) of the Divisions of the District shall constitute a quorum for any special meeting.

Section 6. Voting. At meetings, all matters shall be decided by a majority of votes cast except as otherwise required by law, by the Articles of Incorporation, or by these By-Laws. No Member may vote by proxy. Any action that, under law, may be taken at a meeting may be taken without a meeting by a written vote of a majority of the Members filed by mail or by telegram with the Secretary of the Foundation.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Management. The affairs and property of the Foundation shall be managed by the Board of Directors (hereinafter sometimes referred to as the "Board"). The Directors shall act only as a Board and individual Directors shall have no power as such.

Section 2. Members of Board. The Board shall consist of Elected Directors (defined in Article III, Section 9 of these By-Laws), Officers (defined in Article IV, Section 1 of these By-Laws), and Ex-Officio Directors. The District Governor, District Governor-Elect, Immediate Past District Governor, and the Immediate Past President of the Board shall be the Ex-Officio Directors. An Ex-Officio Director shall serve as such only for the term during which he or she holds the office of District Governor, District Governor-Elect, Immediate Past District Governor, or Immediate Past President of the Board.

Section 3. Annual Meeting. The Annual Meeting of the Board for transaction of such business as properly shall come before the Board shall be held in the same city immediately before or during the Annual Convention of the District. The Annual Meeting shall be a general meeting of the Board and open for transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law, by the Articles of Incorporation, or by these By-Laws.

Section 4. Regular Meetings. In addition to the Annual Meeting of the Board, the Board shall hold regular meetings at the following times:

- (i) Between October 1 and December 31;
- (ii) Between January 1 and March 31;
- (iii) Between April 1 and June 30.
- (iv) Not more than two (2) days prior to, or two (2) days after, and in the same city as the Annual Meeting of the District.

Section 5. Special Meetings. Special meetings of the Board may be held at any time upon (i) call of the President or (ii) written or oral request of no less than one-quarter of the Directors.

Section 6. Place of Meetings. All meetings of the Board shall be held at such places within or out of the States of Arizona, New Mexico, and Texas as shall be specified in respective notices of such meetings or waivers thereof. To the extent permitted by New Mexico law, meetings may be conducted by conference telephone call.

Section 7. Notice of Meetings. Notice of ensuing regular meetings shall be given at each meeting of the Board and in minutes of board meetings. Notice of special meetings shall be delivered personally or by mail to each Director not less than five days before the meeting. Notices need not state the purpose or purposes for which the meeting is called but shall state the time and place where it is to be held. If mailed, such notices shall be sent to each Director at his or her address as it appears in the records of the Foundation. No notice of the time, place, or purpose of any meeting need be given to any Director who attends such meeting or to any Director who in writing, executed and filed with the records of the Foundation, either before or after the holding of such meeting, waives such notice.

Section 8. Quorum. At meetings of the Board the presence of one-half of the Directors shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by these By-Laws, the action of a majority of the Directors present shall be the action of the Board.

Section 9. Number of Directors; Term. The Board shall include up to three (3) at large Elected Directors elected at the Annual Meeting of the Foundation and as many additional Elected Directors, who are elected, as there are Divisions in the District. An Elected Director shall serve for a three (3) year term commencing on October 1 following his or her election, except as otherwise provided in these By-Laws. If an Elected Director shall become an Ex-Officio Director, his or her seat as an Elected Director shall be deemed vacant as if by resignation. No Elected Director may serve more than two consecutive three (3) year terms as such, provided that an Elected Director who has been elected President, President-Elect, or Vice-President prior to the end of his or her second term as an Elected Director may continue as an Elected Director so long as he or she holds one of the offices of President, President-Elect or Vice- President. Elected Directors shall be elected only from among the Foundation Members and not more than two (2) Elected Directors may be from any Division of the District at any one time. The limit of (2) Two Directors per division does not apply to elected Directors who are also serving as officers or to Ex-Officio Directors. An Elected Director who has served two consecutive terms may not serve again as an Elected Director until one year has elapsed. Each Elected Director shall continue in office until his or her term expires or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in accordance with these By-Laws.

Section 10. Election of Directors. The at large Elected Directors shall be elected at the Annual Meeting of Foundation Members from among candidates nominated in accordance with Article V, Section 2 of these By-Laws. At large Elected Directors shall be elected by a plurality of votes cast. In the event of a tie vote for any vacancy, a run-off election shall be held among the tied candidates. Nominations of Elected Directors to fill vacancies expected to exist for the ensuing year, other than at large Elected Directors, are as follows. Prior to Division annual meetings, Lt. Governors of Divisions needing a replacement Elected Director for the ensuing year shall solicit qualified interested Members from Kiwanis Clubs in their Divisions. Each Division shall be encouraged to conduct competitive elections at its Annual Meeting held no earlier than the first week in April or later than the second week in May. The Lt. Governor will advise the Board no later than June 1 of the name of the Elected Director who will represent his or her Division as a

Member of the Board.

Section 11. Resignation or Removal of Directors. If an Elected Director other than an at large Elected Director ceases to be a member of a Kiwanis club in the Division from which he or she was elected, such Elected Director shall be deemed to have resigned. In addition, unexcused absence from two consecutive Board meetings or from three Board meetings in any administrative year shall constitute cause for removal of an Elected Director. An Elected Director may be removed for cause by 2/3 majority vote of the whole Board at an annual, regular, or special meeting of the Board.

Section 12. Replacement of Deceased, Resigned, and Removed Directors. After death, resignation, or removal of an Elected Director, other than an at large Elected Director, the Lt. Governor for the affected Southwest District Kiwanis Division shall appoint a replacement Director to serve for the remainder of the term of the Director who died, resigned, or was removed from the Board. Following that term, an Elected Director from the affected Division shall be elected in accordance with Article III, Section 10 of these By-Laws. After the death, resignation, or removal of an at large Elected Director, a replacement at large Elected Director shall be nominated by the Chairman of the Nominating Committee (defined in Article V, Section 2 of these By-Laws) from the Foundation membership and shall be elected by a simple majority vote of the Board at an annual, regular, or special meeting of the Board.

Section 13. Compensation. In order to remove the possibility of a conflict of interest, no Officer or Director shall be employed by the Board nor compensated by the Foundation in any way other than by reimbursement of authorized expenses, nor shall any Officer or Director be entitled to vote in any case that would directly or indirectly involve remuneration for himself or herself, any family member, or business associate of the said Director or Officer. An exception to the foregoing may be allowed in a case where purchases of goods and/or services is done through competitive bidding with the affected Director or Officer abstaining from discussion or voting in relation to such purchase. The Board by majority vote may at its discretion provide for reimbursement of out-of-pocket expenses incurred by any Officer or Director in the discharge of his duties as such. For purposes of this section, Officers shall mean the Officers described in Article IV, Section 1 of these By-Laws.

Section 14. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a Director, Officer, or employee of the Foundation or of any corporation which such person served as such at the request of the Foundation, shall be indemnified by the Foundation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer, or employee is liable for negligence or misconduct in the performance of his or her duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such Director, Officer, or employee may be entitled as a matter of law.

ARTICLE IV. OFFICERS

Section 1. Officers; Qualification. The Officers of the Foundation shall be a President, President-Elect, Vice-President, Secretary, and Treasurer. One person may hold the offices of Secretary and Treasurer. All Officers shall be Members of the Foundation. The Secretary and the Treasurer may, but need not, be Directors. No Director shall be eligible to be elected Vice-President or President-Elect unless he or she will have served at least one year on the Board at the time his or her term as such Officer commences. No Director shall be eligible to be elected President unless he or she will have served at least one year as President-Elect or Vice-President at the time his or her term as President commences.

Section 2. Selection of Officers; Term. The Officers shall be elected at annual meetings of the Board by a plurality of votes cast by Foundation Members and may succeed themselves in office subject to the following limitations: The term of office for the President, President-Elect and the Vice-President shall be two (2) years with a one (1) term limit. The term of office of the Secretary and Treasurer shall be two (2) years with a three-(3) term limit unless extended by a two-thirds vote of the Board. Each person elected as an Officer shall continue in office until the end of his or her term or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation, or removal in accordance with Foundation By-Laws. Vacancies in office caused by death, resignation, removal, or increase in the number of Officers may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting. However, a vacancy in the office of President shall be filled by the President-Elect and a vacancy in the office of President-Elect shall be filled by the Vice-President.

Section 3. Additional Officers. The Board at any meeting may by resolution appoint subordinate officers, agents, or employees and determine their terms of office and compensation, if any, as it may deem advisable. The Board may delegate to any Officer or committee the power to appoint such subordinate officers or agents and to determine their terms of office and compensation, if any.

Section 4. Removal of Officers. Any Officer may be removed at any time for cause. Such individual shall be entitled to a hearing before the Board. He or she may be represented by counsel at his or her option. Dismissal will require 2/3 majority vote of all the Directors.

Section 5. President. The President shall be the chief executive officer of the Foundation and shall have general supervision over the affairs and property of the Foundation and over its several Officers. He or she shall generally do and perform all acts incident to the office of President, and shall have such additional powers and duties as may be assigned to him or her by the Board. When authorized by the Board, the President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other

Officer or agent of the Foundation.

Section 6. The President-Elect and the Vice-President. At the request of the President, or in his or her absence or disability, the President-Elect or in his or her absence or disability, the Vice-President shall perform the duties of the President and, when so acting, shall have the powers, and be subject to all the restrictions upon the President. When authorized by the Board, either the President-Elect or the Vice-President may sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws to some other Officer or agent of the Foundation. The President-Elect and the Vice-President shall perform such other duties as may be assigned to them by the Board or the President.

Section 7. The Secretary and the Treasurer. The Board shall elect from the Foundation Membership a Secretary and a Treasurer to serve at the pleasure of the Board and for such time as the Board shall determine. The Secretary and the Treasurer shall act under the Supervisor of the Board. The Treasurer shall have charge of all financial matters and records. The Secretary shall attend to and keep minutes of all meetings and in general perform duties customarily attendant to such office or as may be assigned by the Board of Directors. The Secretary shall be the Corporate Secretary and perform all duties attendant thereto. Both shall have voting privileges as Members of the Board.

ARTICLE V. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past-President, District Governor, and District Governor-Elect. Vacancies on the Committee shall be filled by the successor of the officer involved. The Executive Committee shall meet only when the Board is not in session. The President or any two (2) other Members may call a meeting of the Committee. Its actions shall be considered the actions of the Board when passed by a 2/3 majority vote of the whole Committee. To the extent permitted by New Mexico law, meetings may be conducted by conference telephone call.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, Immediate Past-President, and two other Members who shall be current or former Directors. The Nominating Committee shall be appointed not later than the regular meeting held at the District Mid-Year Conference and shall be confirmed by the Board at that meeting. The President or Immediate Past-President shall serve as Chairman of the Committee. The Nominating Committee shall be responsible for selecting candidates for Officer and at large Elected Director positions of the Foundation. Qualifications of Officers are presented in Article IV, Section 1 of the Foundation By-Laws. With respect to nominations of at large Elected Directors, the Committee shall encourage interested Foundation Members to submit their names and qualifications to the nominating Committee not later than May 1 of each year. The Committee shall meet not later than June 1 of each year to nominate a number of candidates for at large Elected Director equal to the number of vacancies expected to exist at the time of the next Annual Meeting of Foundation Members. The names of at large Elected Director candidates selected by the Nominating Committee shall be published in the July 1 issue of the official publication of

the District. The Chairman of the Nominating Committee will place the names of candidates selected by the Committee into nomination at the Annual Meeting of Foundation Members and additional nominations may be made from the floor prior to the election of the at large Elected Directors. No Member may be nominated by the Committee or from the floor without such Member's consent.

Section 3. Standing Committees. The Board shall maintain the following Standing Committees: Finance and Fund Raising; Publicity; Kamp Maintenance and Operations; Long Range Facilities Planning; Budget; Kamp Scheduling Coordination and Utilization; and Health and Welfare. The President shall appoint from the Members a Chairman of each Standing Committee and may request approval of the Board. Each Chairman shall select no less than two (2) Members for his or her committee. The following responsibilities are assigned to the respective Standing Committees:

A. Finance: This committee shall review current fund investments and recommend to the Board the form, time, and manner in which funds shall be invested. The Treasurer shall be an ex-officio Member of this Committee.

B. Publicity: This Committee shall recommend to the Board programs to enhance the Foundation's image and program through use of public media and Kiwanis International media. They shall provide the Board at least six (6) articles for publication in the official publication of the District each year. Communications to Kiwanis clubs shall be submitted so as to be coordinated with the District mailings to Kiwanis club Presidents and Secretaries.

C. Kamp Maintenance and Operations: This Committee shall supervise the operation of Kamp Kiwanis and make recommendations as to changes of procedures, fees, and short and long-term maintenance of the facility. They shall provide the Publicity Committee with any requests that should be made to the Membership for possible support by individuals or clubs.

EXAMPLE: Spring clean up prior to the summer camping season.

D. Long-Range Facilities Planning. This Committee shall study and make recommendations to the Board for long-range planning for expansion and improvement of facilities at Kamp Kiwanis. This shall include but not be restricted to types of facilities or improvements, estimated costs, construction times, and priorities for these recommendations.

E. Operating Budget: This Committee shall recommend to the Board an annual Budget for Foundation projects, programs, and Kamp Kiwanis operations. The Treasurer shall be a Member of this Committee.

F. Kamp Scheduling, Coordination and Utilization: This Committee shall monitor working agreements with the Kamp Kiwanis Manager and coordinate actions required to obtain the maximum utilization of the facility. The Committee shall recommend to the Board changes and additions to procedures to be brought up with the Kamp Kiwanis Manager at the annual review meeting each year. The Committee shall also monitor the operation of the facility during the non-camping season and make such recommendation to the Board as necessary. Such recommendations shall be reviewed with the Kamp Kiwanis Manager.

G. Health and Welfare. This Committee shall coordinate and recommend actions to the Board concerning the health and welfare of persons using the Kamp Kiwanis facility. They will coordinate with outside agencies as required and make their recommendations to the Board.

H. Fund Raising: This Committee shall recommend methods of raising money for use by the Foundation.

All Standing Committees shall develop plans and budgets as necessary to carry out their duties and shall submit an annual report to the Board, in writing, at least 60 days prior to the Annual Meeting of Members. Any Standing Committee chairman may also submit reports to the President with recommendations that he or she believes may be necessary. Any Standing Committee may be requested by the Board to provide support for any project undertaken by the Foundation that would apply to the Committee's particular area of responsibility.

Section 4. Other Committees. Other committees may be appointed by the Board as required.

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Offices. The Board may establish one or more offices of the Foundation at any place or places within or out of the States of Arizona, New Mexico, and Texas and may maintain such office or offices for such period or periods as it may deem necessary.

Section 2. Fiscal Year and Audit. The fiscal year of the Foundation shall end on September 30 each year. The Board shall cause an audit of the financial affairs of the Foundation to be performed as soon as practicable following the end of each fiscal year.

Section 3. Execution of Contracts. The President, acting with the Secretary or any Assistant Secretary, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Foundation, unless the Board shall determine otherwise. The Board may authorize any Officer, employee or agent, in the name of and on behalf of the Foundation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless authorized by these By-Laws or by the Board, no Officer, employee, or agent shall have any power to bind the Foundation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 4. Loans. No loan shall be contracted on behalf of the Foundation unless authorized by a 2/3 majority vote of the Board.

Section 5. Commercial Paper. All checks, drafts, and other orders for payment of money out of funds of the Foundation, and all notes or evidences of indebtedness of the Foundation, shall be executed on behalf of the Foundation by such Officer or Officers, or employee or employees, as the Board may, by resolution determine.

Section 6. Deposits. All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or employee of the Foundation to whom such authority may be delegated by the Board. For the purpose of such deposit, any officer, or any employee to whom such authority may be delegated by the Board, may endorse, assign, and deliver checks, drafts, and other orders the payment of money that is payable to the order of the Foundation.

Section 7. Purchases. Any purchase of goods or services in excess of \$1,000.00 must be authorized by the Board, or the Executive Committee, by inclusion in the annual Budget, or otherwise authorized by the President, President-Elect, or Vice-President. Any purchase involving an expenditure in excess of \$2,500 shall be made only after receipt of at least two sealed bids, or after the Executive Board decides that a sole-source bid is acceptable and reasonable. Two additional exceptions to a requirement for sealed bids are the annual down payment of the insurance premium and the deposit required for weekend of a Lifetime and K-Family Southwest facilitators, if applicable. The sealed bids shall be opened in the presence of a committee consisting of the Treasurer and two other Members appointed by the President. Such committee shall recommend to the Board or Executive Committee which bid, if any, to accept. The foregoing bid requirements may be waived only if the immediate purchase of goods or services is required to prevent or avoid imminent injury to any person, or the imminent destruction or dissipation of assets of the Foundation.

Section 8. Notices. Except as may otherwise be required by law or by these By-Laws, any notice required to be given under these By-Laws other than a notice to Members given in the Official publication of the District, shall be in writing and signed by the President or Secretary. Any notice so required shall be deemed to be sufficient if given by depositing in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last post office address appearing on the records of the Foundation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these By-Laws may be waived by the person entitled thereto in writing (including telegraph, cable, telex or facsimile), whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

ARTICLE VII. SEAL

The seal of the Foundation shall be circular in form and shall have inscribed around its border the name of the Foundation and in its center the words "Corporate Seal State of New Mexico 1972." The seal shall be kept in the custody of the Secretary. If and when so directed by the Board, a duplicate of the seal may be kept and used by such other Officer or

employee of the Foundation as may be designated by the Board.

ARTICLE VIII. AMENDMENT OF BY-LAWS

These By-Laws or any part of them may be altered, amended or repealed, or new By-Laws may be made, only by a 2/3 majority vote of the Board at an annual, regular, or special meeting, or by the vote of a majority of the Members at an annual or special meeting, provided that notice of such alteration, amendment, or repeal shall be published in the official publication of the District or included in the notice of such meeting published or given at least fifty (50) days prior to such meeting. By-Laws passed or amended by the Members shall not be subject to alteration by the Board for a period of three (3) years. All amendments approved by the Board shall be submitted to the Kiwanis International Board for approval and shall not become effective until approved by the Kiwanis International Board.

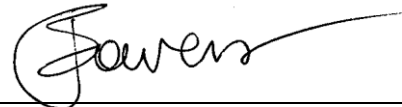
ARTICLE IX. COMPLIANCE TO POLICIES

Section 1: The corporation and its members will at all times abide and be governed and controlled by the Constitution, By-Laws, and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution, By-Laws, and Policies may be applicable to the extent allowed by law and not inconsistent with the charitable purpose of the Foundation.

Section 2: The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

Section 3: Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board, to the extent such action is allowed by law and not inconsistent with the charitable purpose of the Foundation.

These By-Laws, *as amended*, adopted by the Board of Directors effective March 3, 2013.



Jim Sowers

President

Southwest District Foundation