

AMENDED BYLAWS OF THE KIWANIS CLUB OF SUN CITY WEST, ARIZONA

KIWANIS FOUNDATION

(An Arizona Non- Profit Corporation)

ARTICLE I

NAME AND MEMBERSHIP

Section 1. Name. The corporation shall be known as SUN CITY WEST KIWANIS FOUNDATION, hereinafter referred to as the "Foundation". The sponsoring organization is the KIWANIS CLUB OF SUN CITY WEST, ARIZONA, INC., a not-for-profit corporation, organized under the laws of the State of Arizona.

Section 2. Membership. The membership in this Foundation shall be limited to and shall consist of all members in good standing of the Kiwanis Club of Sun City West of the State of Arizona, hereinafter referred to as the "Club".

ARTICLE II

MEETINGS

Section 1. Annual Meeting. The annual meeting of this Foundation shall be held at a regular meeting during the month of April each year. Notice of the time and place for holding such meeting shall be given to the members not less than two (2) weeks prior to the holding of such meeting.

Section 2. Board Meetings. Regular meetings of the Foundation may be called by the President or a majority of the board of directors. The board shall meet at least quarterly. Special meetings of the board of directors may be called by or at the request of the President, a majority of the board of directors, or by written request of fifteen (15%) of the members. Notice of the time, place and object of such meetings shall be given the members in such manner as the President or the board of directors may order. One or two members of the Club Board of Directors should be present at the Foundation Board meetings. Also, members of the Foundation Board should be present at the Club Board meetings. This will help to keep the lines of communication open between the two organizations.

Section 3. Quorum. A majority of the number of directors then serving shall constitute a quorum for the transaction of business at any meeting of the board of directors. A quorum for the holding of any special meeting of the club members shall be one-third (1 / 3) of those members in good standing at the time of the meeting.

Section 4. Adjournment. Any 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.

Section 5. Conference Meeting. Meetings of the board of directors, regular or special, may be held either within or without the state, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and their participation in such meeting shall constitute presence in person.

Section 6. Manner of Acting. The act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these bylaws. Each member of the board of directors, including the director presiding at the meeting of the board of directors, shall be entitled to one vote.

Section 7. Presumption of Assent. A director who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation before 5:00 o'clock of the afternoon of the next day which is not a holiday or a Saturday after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE III

NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

Section 1. Number and Term. The board of directors (currently seven (7)) shall not be less than five (5) nor more than eleven (11). The term of office of the directors shall be three (3) years, and they shall serve until their successors shall have been elected and qualified, or until terminated by earlier death or resignation. All directors shall be members in good standing of the Club. The board of directors shall be divided into three classes and a certain number, as nearly equal as possible, shall be elected each year. The number of directors may be increased or decreased from time to time by amendment of these bylaws, but no decrease in number may have the effect of shortening the term of any incumbent director.

Section 2. Nomination. At a regular meeting of the Club, at least five (5) weeks prior to the annual meeting, the President of the Foundation shall appoint a committee to be known as the Nominating Committee. This committee shall consist of three (3) members in good standing. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations, with the consent of those nominated, and to prepare a ballot for

the election of such directors. A director may be re-nominated for a second three (3) year term after which a one-year lapse must occur before additional terms may be served.

Section 3. Election of Directors. Each year one class of directors shall be elected by members in good standing of the Club at the annual meeting. Voting shall be by ballot and shall not be cumulative. Only members in good standing who are present may vote. There shall be no voting by proxy. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the board.

Section 4. Officers. The Officers shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as the board of directors may establish from time to time. Officers shall be nominated by the existing nominating committee.

Section 5. Election of Officers. The Foundation board of directors currently serving shall meet within two (2) weeks after the annual meeting to elect the officers of the Foundation for the next year starting October 1st. The officers shall serve for a term of one (1) administrative year. The officers and new board members shall be installed at the same time as the Club officers.

ARTICLE IV

VACANCIES IN OFFICE

Section 1. Resignation. Any director of the Foundation may resign at any time, by giving written notice thereof to the president. Such resignation shall take effect at the time specified thereof and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 2. Vacancy. Any vacancy occurring in the board of directors by reason of death or resignation and any directorship to be filled by reason of increase in the number of directors, shall be filled by the Club at a regular meeting, upon two (2) weeks' notice of nomination(s) by the Foundation Nominating Committee. A director elected to fill a vacancy occurring in the board of directors shall be elected for the unexpired term of his predecessor in office. Upon completion of less than two-thirds (2 /3) of that term he/she may be nominated to a full three (3) year term without interruption. A vacancy of an officer of the Foundation shall be filled by the board of directors of the Foundation. Such replacement officer shall fill the remainder of the administrative term.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Term. All directors shall enter upon their official duties on the first day of October in the year in which they are elected and shall serve a three (3) year term, or until their successors shall be duly elected and qualified.

Section 2. Business. The business and affairs of the Foundation shall be managed and controlled by its Board of Directors, subject to the laws of the State of Arizona, Articles of Incorporation and Bylaws of the Foundation, or from time to time, by vote of the members who are in good standing. The board of directors shall do and perform whatever acts it deems necessary, expedient and advisable to carry out the purposes of this Foundation.

Section 3. Committees. The President may authorize committees to carry out the functions and to achieve the purposes of the Foundation as necessary, and shall provide for their appointment, functions and duties.

Section 5. Expenses. The Directors shall serve as such without salary. Expenses incurred in connection with the performance of their official duties may be reimbursed to Directors upon approval of the Board of Directors.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. President. The President shall preside over all meetings of this Foundation and the Board of Directors and shall perform such other duties as usually pertain to the office of President. The President shall sign all contracts, notes and all instruments in writing for and on behalf of this Foundation.

Section 2. Vice President. The Vice President, in the absence of the President, shall preside at all meetings of this Foundation and the Board of Directors, and shall perform all the duties of the president during his/her absence. In the absence of the President and the Vice President, the board of directors shall elect one of their number to preside at meetings until the President and / or the Vice President return. The Vice President shall also perform such other duties as usually pertain to the office or as may be assigned to him/her by the President or the Board of Directors.

Section 3. Secretary. The Secretary shall keep a record of all meetings of this Foundation and of the Board of Directors, and shall have custody of all Foundation records, except those of the Treasurer. In the absence or incapacity of the Secretary, the duties of this office are delegated to such officers or directors as shall be so authorized by the President. The Secretary shall also

perform such other duties as usually pertain to the office or as may be assigned to him/her by the President or the Board of Directors.

Section 4. Treasurer. The Treasurer shall have charge of all funds of this Foundation and shall disburse the same under the direction of the Board of Directors. The Treasurer, or other authorized officers shall sign all checks and drafts for and on behalf of the Foundation. Checks and drafts in the amount of five hundred (\$500.00) or more shall have the signatures of two properly registered signers. The Treasurer shall make a report at the meeting of the Foundation, at the club meetings quarterly, and at such other times as the President and Board of Directors require. The Treasurer shall maintain all Foundation records pertaining to the financial and fiscal responsibilities and shall file income tax returns and other related reports in a timely manner. The Treasurer shall have an audit performed on the books and records before the annual tax forms are completed.

ARTICLE VII

REVENUE AND FINANCE

Section 1. The administrative and fiscal year of this Foundation shall begin on the first of October of each year.

Section 2. This Foundation receives, manages, and disburses funds generated by the Club, through fund raising projects in which the public participates, or from donations, or bequeaths of club members or others. These funds are specifically for service projects activities performed or sponsored by the Club. They shall be segregated from the administrative funds of the Club, and shall be used only for charitable, educational, and eleemosynary activities of the Club.

Section 3. The Board of Directors shall determine the official depository(ies), and shall designate those who are authorized to sign checks and other documents or Instruments.

Section 4. The annual budget of this Foundation, known as the Kiwanis Club of Sun City West Grant Budget, shall provide for the performance and accomplishment of the Club's service projects and activities. The budget of estimated income and expenditure for the year and the proposed grants to other entities shall be adopted by the Board of Directors not later than the April meeting of the Board of Directors. The Foundation President will notify, in writing, the Club President of the dollar amount of funds available as well as the proposed individual grant schedule for the next administrative year beginning October first. The Club Board will review the proposed grants and approve or object to any specific items in the budget. If there is an objection, it shall be presented in writing to the Foundation Board by August first. Any discrepancies or objections must be resolved between the Boards by October first (the beginning of the new administrative year for which this budget was prepared). If the Foundation Board and the Club Board do not agree, the Club Board shall have the final decision.

ARTICLE VIII
RULES OF ORDER

Section 1. "Roberts Rules of Order, Newly Revised" shall be the parliamentary authority for all matters or procedures not specifically covered by these bylaws.

ARTICLE IX
AMENDMENTS

Section 1. These bylaws may be amended, upon proposal of a two-thirds (2/3) affirmative vote of the Board of Directors, and by a two-thirds (2/3) affirmative vote of those members in good standing present at any regular meeting, or at any special meeting called for that purpose, quorum required, provided that written notice of such meeting shall have been given the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy.

Section 2. Neither these bylaws nor any amendments thereto shall become effective until approved by Kiwanis International.

ARTICLE X
POLICIES OF KIWANIS INTERNATIONAL

Section 1. The Foundation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter adopted, insofar as any provision of such Constitution and Bylaws may be applicable.

Section 2. The Foundation 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 Foundation may dissolve or change its form of organization, as may from time to time be requested by said Board.

Rewritten Bylaws approved by Club Board on August 13, 2020, Foundation Board on August 18, 2020 and Club membership on September 15, 2020. Changes to the Bylaws approved by membership at their May 3, 2016 meeting. Amended on October 21, 2014 by the membership to correct spelling errors and other housekeeping issues. Amended by letter dated January 17, 2008 and approved by Kiwanis International on January 31, 2008.

Certified this _____ day of _____, 2020

_____, Secretary