

BYLAWS
OF
KIWANIS CLUB OF WINCHESTER VIRGINIA FOUNDATION, INC.

ARTICLE I – Name and Location

- 1.1 The name of the corporation is KIWANIS CLUB OF WINCHESTER VIRGINIA FOUNDATION, INC.
- 1.2 The principal office of the Corporation shall be located within Winchester, Frederick County, Virginia.

ARTICLE II- Purposes

- 2.1 The purpose for which the Corporation is formed is for charitable, religious, educational, or scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, including without limitation, the purposes of assisting needy persons, particularly young people; assisting worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by furnishing of funds to other organizations organized for charitable, scientific research or educational purposes, or the prevention of cruelty to children. The specific purposes are: Fundraising and delivery of funds for local community charities, children's services for underprivileged children and their families, community projects benefiting the greater good of the health, welfare and environment, and educational and support needs for children and their families, and any and all services that the Board of Directors sees fit.

ARTICLE III- Members

- 3.1 The membership in this Corporation shall be limited to, and shall consist of, all active members in good standing of the Kiwanis Club of Winchester, Virginia.

ARTICLE IV- Meetings

- 4.1 The annual meeting for the transaction of such business as may be necessary or advisable shall be held on or about October 1 of each year. Notice of the date, time and place for holding such meeting shall be given to the members not less than ten (10) nor more than sixty (60) days prior to the holding of such meeting, in such manner as the board of directors may order.

- 4.2 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 any members. Notice of the date, time, place, and object of such meetings shall be given to the members not less than ten (10) nor more than sixty (60) days prior to the holding of such meeting, in such manner as the president or the board of directors may order. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.
- 4.3 A quorum for the holding of any meeting shall be a majority of active members.
- 4.4 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.

ARTICLE V- Officers

- 5.1 The officers shall consist of President, President-elect, Vice President, Secretary, and Treasurer selected from the general membership of the Kiwanis Club of Winchester, Virginia, and such other officers as the board of directors may establish from time to time. No officer/director position may be combined except that of the secretary and treasurer position.

ARTICLE VI- Duties of Officers

- 6.1 The President, unless he or she is absent, shall preside over all meetings of this Corporation and the Board of Directors.
- 6.2 The President-elect, in the absence of the President, shall preside at all meetings of this Corporation and the Board of Directors. In the absence of the President and the President-elect, the Vice President shall preside at the meetings of this Corporation and the Board of Directors. The President-elect and the Vice President shall also perform such other duties as usually pertain to those officers or as may be assigned them by the President or the Board of Directors.
- 6.3 The Treasurer shall have charge of all funds of this Corporation and shall disburse the same under the direction of the Board of Directors. The Treasurer shall sign all checks, drafts, contracts, notes and all instruments in writing for and on behalf of this Corporation. In the absence or incapacity of the Treasurer the duties of this office are to be delegated to such officer as shall be so authorized by the Board of Directors.
- 6.4 The Secretary shall keep a record of all meetings of this Corporation and the Board of Directors and shall have custody of all corporate records. In the absence or incapacity of the

Secretary the duties of this office are to be delegated to such officer as shall be so authorized by the Board of Directors.

ARTICLE VII- Board of Directors

- 7.1 The Board of Directors shall consist of the Officers as defined in Article V, and five (5) directors of the Corporation elected by majority vote of active members.
- 7.2 The Board of Directors shall have full authority to supervise the affairs and conduct the business of this Corporation subject only to such restrictions and limitation as may be fixed by law, by these bylaws, or from time to time by vote of the membership.
- 7.3 The Board of Directors shall meet regularly (at least once a month) and at the call of the President, or by call of a majority of the Board of Directors. A quorum of the Board of Directors shall be a majority.
- 7.4 The Board of Directors 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.

ARTICLE VIII- Election of Officers and Directors

- 8.1 The terms of the initial directors of the Corporation expire at the first members' meeting at which directors are elected. At the first members meeting at which directors are elected, the directors of the Corporation are to be elected by majority vote of the members.
- 8.2 At the first members meeting at which directors are elected, elections will take place based on a slate of officers and directors who are in good standing in the Kiwanis Club of Winchester, Virginia.
- 8.3 The term of the officers and directors will be two years for directors and one year for officers rotating annually from Vice President, to President-elect, to President, in accordance with the bylaws of the Kiwanis Club of Winchester, Virginia as revised in October of 2012.

ARTICLE IX- Amendments

- 9.1 These bylaws may be amended by a two-thirds (2/3) vote of those members present at any regular meeting, or at any special meeting called for that purpose, provided written notice of

such a meeting shall have been given to the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot.

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

ARTICLE X- Policies of Kiwanis International

- 10.1 The Corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.
- 10.2 The Corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.
- 10.3 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.