

BYLAWS
OF
SUN CITY GEORGETOWN KIWANIS FOUNDATION
A TEXAS NON-PROFIT CORPORATION
504 Dawson Trail
Georgetown, TX 78633

ARTICLE I
NAME

The name of the organization shall be the **Sun City Georgetown Kiwanis Foundation** in all instances both public and private.

ARTICLE II
PURPOSE

Section 2.01: Purpose. As set forth in the Articles of Incorporation, the Sun City Georgetown Kiwanis Foundation is organized exclusively for charitable and educational purposes. These purposes include:

The mission of the Kiwanis Club of Sun City Georgetown (Club) is to provide charitable service to the children in Williamson County through its service projects. The Club generates revenue to fund its service projects through a number of activities such as the Holiday Home Tour and garage sales. In addition, the Club generates revenues from dues and dispenses the funds including annual Kiwanis International and Texas-Oklahoma District dues and the Club's administrative costs. Funds raised to support the Club's service projects are managed and disbursed by the **Sun City Georgetown Kiwanis Club (Foundation), a 501(c)(3) organization.** The purpose of the Foundation is to provide a non-profit, tax-exempt organization in accordance with Internal Revenue Service regulations to financially support the altruistic service projects of the Club.

ARTICLE III
OFFICES

Section 3.01: Principal Office. The principal office of the corporation in the State of Texas shall be located in the City of Georgetown, County of Williamson. The corporation may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

Section 3.02: Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent

whose office is identical with such registered office, as required by the Texas Non- Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE IV **BOARD OF TRUSTEES**

Section 4.01: General Powers. All purposes, policies and procedures of the corporation shall be determined by the Board of Trustees.

Section 4.02: Number, Tenure and Qualifications. The number of Trustees shall be established from time to time by the existing members of the Board of Trustees, but shall never be less than five (5). All Trustees must be members in good standing of the Kiwanis Club of Sun City Georgetown Texas and residents of the State of Texas. The initial Board of Trustees shall consist of seven (7) members, two (2) of whom shall serve for a term of one (1) year; two (2) of whom shall serve for a term of two (2) years; and three (3) of whom shall serve for a term of three (3) years beginning January 1 after their election or until their successors are elected and qualified. The term of each of the initial Trustees shall be determined by the Trustees at their organizational meeting. At the annual meeting of the Trustees each year, the Trustees shall elect the appropriate number of new Trustees to fill the positions of the Trustees whose terms then expire and the Trustees then elected shall serve for a term of three (3) years beginning October 1 after their election or until their successors are elected and qualified. The Trustees so elected each year shall be selected from a list of qualified members of the Kiwanis Club of Sun City Georgetown Texas nominated by the Board of Directors of said Club. The list of nominees shall contain a minimum of two (2) names for each vacancy. There is no limit to the number of terms a Trustee may serve.

Section 4.03: Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.04: Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4.05: Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by the Board itself. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.06: Compensation. Trustees as such shall not receive any stated salaries, but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.07: Action Without Meeting. Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Trustees.

Section 4.07.a: Electronic/Email Voting. If in the judgment of the chairman or two members of the Board, there is a need for a decision on a matter of importance, that is to come before the Board, and that decision is needed sooner than a meeting can legally be called in accordance with these bylaws, the chairman may request an electronic vote. Prior to sending the email request for a vote, the board secretary or chairperson will confirm the motion along with the mover and the second. The voting options will be included together with a voting deadline, usually five days. The votes should be returned to the secretary and to the chairperson. In accordance with Texas State Laws the decision will be passed by a simple majority. The Secretary will read the results of the vote at the next meeting and record the results into the minutes.

Section 4.08: Indemnification of Trustees and Officers. The corporation shall indemnify each person who acts as Trustee, officer or agent of the corporation against any loss, cost, expense or liability he may incur or have imposed upon him because of some action taken as Trustee, officer or agent of the corporation, or because of some failure or omission to act, to the fullest extent required or permitted by Texas law.

Section 4.09: Removal of Trustees. Any Trustee elected by the Board of Trustees may be removed by a majority vote of the Board whenever in its judgment the best interest of the corporation would be served thereby.

Section 4.11: Voting. There shall be no voting by proxy or absentee ballot.

Section 4.12: Conflict of Interest. See Conflict of Interest Policy and Procedure.

ARTICLE V **MEETINGS**

Section 5.01: Annual Meeting. An annual meeting of the Board of Trustees shall be held in September of each year, beginning in the year 2011, for the purpose of electing new Trustees and for the transaction of other business as may come before the meeting.

Section 5.02: Regular Meetings. Unless otherwise specified by the Board of Trustees, the annual meeting shall constitute the only regular meeting of the Board held each year. Other regular meetings may be set by the Board by resolution at its annual meeting. Such other regular meetings may be held without any other notice except the resolution.

Section 5.03: Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place of holding any special meetings of the Board called by them.

Section 5.04: Notice of Special Meetings. Notice of any special meeting of the Board of Trustees shall be given at least one (1) week prior thereto by written notice delivered personally or sent by mail or email to each Trustee at his address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail so addressed with the proper postage thereon prepaid. The notice shall designate the business to be transacted at the special meeting.

ARTICLE VI **OFFICERS**

Section 6.01: Officers. The officers of the corporation shall be a Chairman, a Vice-Chair/Secretary, a Treasurer, a Vice-Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Trustees.

Section 6.02: Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. New offices may be created and filled at any meeting of the Board of Trustees.

Section 6.03: Removal. Any officer elected or appointed by the Board of Trustees may be removed by a majority vote of the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 6.04: Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6.05: Chairman of the Board. The Chairman shall be the principal executive officer of the business and affairs of the corporation. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, or alone if so authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6.06: Vice-Chair/Secretary. The Vice-Chair/Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Trustee which shall be furnished to the Vice-Chair/Secretary by each Trustee; and, in general, perform all duties incident to the office of Vice-Chair/Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Trustees. The Vice-Chair/Secretary shall preside in the absence of the Chairman.

Section 6.07: Treasurer and Vice-Treasurer. The Treasurer and the Vice-Treasurer shall be responsible for financial record-keeping, the development of financial reports, the placement and tracking of investment funds, and the payment of invoices. The Treasurer and the Vice-Treasurer shall see that an annual examination of Foundation finances is made and a report made to the Board of Trustees.

ARTICLE VII **COMMITTEES**

Section 7.01: Standing Committees. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing committees, each of which shall consist of two or more Trustees who shall be elected by a majority vote of a quorum of the Board of Trustees. Said committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation. However, no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Trustees or officer of the corporation; amending the Articles of Incorporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him by law.

Section 7.02: Ad Hoc Committees. Ad hoc committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated as needed by the Chairman of the Board, and the Chairman shall appoint the members thereof.

Section 7.03: Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Trustees of the corporation and until his successor is appointed, unless the committee shall be sooner terminated.

Section 7.04: Chairman. Each committee shall select its own chairman from among its members.

Section 7.05: Rules. Each committee may adopt rules for its own government which are not inconsistent with these Bylaws.

ARTICLE VIII **CONTRACTS AND FINANCIAL ADMINISTRATION**

Section 8.01: Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 8.02: Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. No check will be issued without the submittal of the appropriate form with an acceptable authorizing signature.

Section 8.03: Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 8.04: Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, or bequest for the general purposes or for any special purpose of the corporation.

Section 8.05: Annual Financial Examination. An Annual Examination of the Foundation finances shall be made by a qualified person as determined and appointed by the Trustees. Said examination shall be made as of September 30th each year, or at the discretion of the Board, at more frequent intervals. The Annual Examination is planned to be completed within 90 days of the end of the fiscal year. A copy of the Annual Examination shall be provided to each Trustee within (15) days of its completion and reviewed at the next regular Foundation meeting.

Section 8.06: Disbursement of Foundation Funds. Disbursement of foundation funds in the amount of *Two Thousand (\$2,000) or less* may be approved by the Foundation

Chairman and Secretary/Vice-Chairman. Disbursement of Foundation funds *in excess of Two Thousand (\$2,000) but less than Five Thousand (\$5,000)* shall be made upon vote of a majority of the Board of Trustees. Disbursement of Foundation funds *in excess of Five Thousand (\$5,000)* shall be made with approval of five (5) members of the Board of Trustees. All checks in the amount of Five Thousand (\$5,000) or more require a co-signature of a designated Trustee. The funds of the Foundation shall be placed in a depository designated by the Board of Trustees and be subject to checks as made in the Foundation name and signed by Trustees designated by the Board of Trustees.

ARTICLE IX **FOUNDATION CORPUS**

Section 9.01: Foundation Corpus. The Corpus is the main body of a fund as distinct from income or interest. In financial usage, the Corpus means a collection of bonds, stocks, other holdings, which form the principal of a fund. The Foundation is to establish a Corpus, i.e. a fund or trust established to provide funds to support future service projects. Monies can be continually added to the corpus from unrestricted funds, i.e. funds *not designated for a specific purpose*, such as scholarships.

Section 9.02: Corpus Goals. The Trustees shall annually establish a goal, develop a plan, and raise monies specifically designed to build the Corpus. Revenue of the Foundation shall be from voluntary contributions and from monies derived from fund-raising activities for the benefit of the Foundation, such as the planned giving project. All monies in the corpus, including any interest and growth, shall be retained therein until the Corpus reaches a specified Corpus Established Goal. The **Corpus Established Goal** of the Foundation shall be \$500,000. In order to reach the Corpus Established Goal, the Trustees shall establish specific **Annual Contribution Goals**. Monies designated for the Kiwanis Club Annual Service Project Budget are not considered as corpus funds.

Section 9.03: Dissolution of the Corpus. A unanimous vote of the Foundation Board of Trustees is required to dissolve the Foundation corpus. In the event the Foundation should elect to dissolve the corpus, all funds therein shall be transferred to local **501(c)(3)** non-profit service project(s) involved in serving the children of Williamson County chosen by the Kiwanis Foundation Board of Trustees.

Section 9.04: Disbursement of Funds. The Foundation does not plan that the Corpus be spent for any purpose. Exception to the corpus non-disbursement policy of any funds from the Foundation Corpus prior to its reaching the Corpus Established Goal requires unanimous approval of the Foundation Board of Trustees. Upon achieving the Corpus Established Goal, income generated by the Foundation Corpus in excess of the Corpus Established Goal, may be expended by the Trustees in accordance with the Foundation By-Laws.

ARTICLE X

ANNUAL PLAN AND REPORTING

Section 10.01: Foundation Annual Plan. The Foundation will develop a Foundation Annual Plan. The Foundation Annual Plan is to be confirmed and approved annually by the Foundation Board of Trustees.

Section 10.02: Annual Contribution Goal. A component of the Foundation Annual Plan will be Annual Contribution Goals. The Foundation will conduct activities to reach the Annual Contribution.

Section 10.03: Annual Corpus Growth Plan. The Foundation Trustees shall develop an Annual Corpus Growth Plan which shall define projects and plans to achieve the Annual Contribution Goal. The Annual Corpus Growth Plan shall be a component of the Foundation Annual Plan.

Section 10.04: Administrative Budget. The Foundation Treasurer and Vice-Treasurer shall identify potential administrative costs and develop an annual administrative budget. An administrative budget shall be considered as a component of the Foundation Annual Plan.

Section 10.05: Foundation Reporting. The Trustees will provide the Kiwanis Club Board with a copy of the Foundation Annual Plan. The Trustees will provide the Club Board with a Semi-annual and Annual Report, which include status of the Foundation and the Foundation Corpus. The Annual Report shall include the status of the Foundation and the Foundation Corpus, its overall financial condition, the status of achieving its annual goals, the Annual Summary Audit, and the Club members and others who contributed to the Foundation Corpus.

ARTICLE XI BOOKS AND RECORDS

Section 11.01: Books and Records. The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of its proceedings. The corporation shall keep at its registered or principal office a record giving the names and addresses of the Trustees entitled to vote. All books and records of the corporation may be inspected by any Trustee or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII FISCAL YEAR

Section 12.01: Fiscal Year. The fiscal year of the corporation shall begin on the first day of October and end on the last day of September of the following year.

ARTICLE XIII
SEAL

Section 13.01: Seal. The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, 2002, Not for Profit, Texas”.

ARTICLE XIV
WAIVER OF NOTICE

Section 14.01: Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
AMENDMENTS TO BYLAWS

Section 15.01: Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least one week’s written notice is given of an intention to alter, amend or repeal these Bylaws or adopt new Bylaws at such meeting.

Section 15.02: Voting by Proxy. There shall be no voting by proxy or absentee ballot.

ARTICLE XVI
TRUSTEE LIABILITY

Section 16.01: Trustee Liability. A Trustee of the corporation shall not be personally liable to the corporation for monetary damages for an act or omission in such Trustee’s capacity as a Trustee, except for (a) a breach of a Trustee’s duty of good faith or a breach that involves intentional misconduct or a knowing violation of the law; (b) a transaction from which a Trustee received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Trustee’s office; or (c) an act or omission for which the liability of a Trustee is expressly provided by statute. If the laws of the State of Texas are hereafter amended to authorize action further eliminating or limiting the

personal liability of a Trustee of the corporation, then the liability of a Trustee of the corporation shall thereupon automatically be eliminated or limited to the fullest extent permitted by such laws. No repeal or modification of this article XII shall adversely affect any right or protection of a Trustee existing at the time of such repeal or modification with respect to events or circumstances occurring or existing prior to such time.

BYLAWS amended this 22 day of November, 2011

(Chairman)

(Vice-Chair/Secretary)

Adopted January 14, 2003
Amended March 25, 2003
Amended January 18, 2005
Amended December 18, 2007
Amended November 30, 2010
Amended June 14, 2011
Amended August 23, 2011
Amended November, 22, 2011