

BYLAWS FOR THE GATEWAY REGION KIWANIS FOUNDATION

ARTICLE I

Official Name

Section 1. The name of this organization shall be the Gateway Region Kiwanis Foundation (hereinafter "Foundation").

Section 2. The area served by the Foundation shall be that portion of the state of Missouri consisting of the City of St. Louis and the Missouri Counties of Franklin, Jefferson, Lincoln, St. Charles, St. Louis, and Warren.

ARTICLE II

Objects

The objects of the Foundation shall be:

Section 1. To raise and secure funds through donations, bequests, subscriptions, and other suitable and appropriate means, and to dispense such funds in support of the objects hereinafter stated, in a manner consistent with the provisions of the Articles of Incorporation.

Section 2. To support the objects and programs of Kiwanis International and the Missouri-Arkansas District thereof in those areas that cannot be supported practically by various clubs of the District. These areas include, but are not limited to, youth services, projects for the elderly, scholarships for advanced education and such other worthy purposes as the officers of the Foundation may determine. Projects of the Foundation shall not duplicate or interfere with existing Kiwanis Club projects.

Section 3. To operate exclusively for religious, charitable, scientific, literary or educational services, and for the prevention of cruelty to children, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 4. Among the literary and educational objects, to assist in the indoctrination and training of Kiwanians and members of Kiwanis sponsored affiliates, including the preparation and distribution of publications, in order to further the community programs and projects undertaken thereby to the betterment of communities where these organizations exist and serve.

ARTICLE III

Membership

Section 1. All active, privileged and senior members of every chartered and participating Kiwanis Club within the territorial area of the Foundation, or such other participating Kiwanis Club outside the territorial area which is accepted by the Foundation Board of Trustees and approved by the Kiwanis District of such area, shall be considered members of the Foundation.

Section 2. Members as such have no voting rights.

Section 3. To be a member in good standing, an individual must be a member in good standing in a participating Kiwanis Club as defined in Section 1, which has paid all voluntary contributions, as determined by the Foundation Board of Trustees, owing to the Foundation.

ARTICLE IV

Board of Trustees

Section 1. The business of this organization shall be managed by a Board of Trustees consisting of the foundation officers and one person from each participating club who is designated as a foundation trustee by such club.

Section 2. The term of office for Trustees from the Clubs shall be for one (1) year. Prior to his or her election, each Trustee shall give assent to his or her nomination. The terms of all Trustees shall begin on the first day of the Administrative Year for which they are elected.

Section 3. The Board of Trustees shall hold an Annual Meeting and such other meetings as may be called by the President for orderly transaction of the Foundation's business. The Annual Meeting shall be held at such place and date, between the 1st day of August and the 15th day of September, as shall be determined by the Board of Trustees.

Section 4. The office of any Trustee who fails to perform his duties may be declared vacant by the Board of Trustees. Absence from two or more successive meetings of the Board unexplained prior to such meetings shall constitute failure to perform duties.

Section 5. Whenever any vacancy on the Board of Trustees occurs, such vacancy shall be filled by appointment by the President of the Foundation, with the advice of the Lieutenant Governor in whose Division the vacancy has occurred.

Section 6. A quorum shall consist of one-fourth (1/4) of the Board of Trustees. The act of the majority of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these Bylaws. No voting by proxy will be recognized, to vote a Trustee must be present.

Section 7. The Board of Trustees may create an Executive Committee to conduct such business as may be specified, for a period certain, and subject to such limitations as the Board may specify. Such Executive Committee shall include the officers of the Foundation and at least three (3) trustees representing clubs. A copy of the minutes of any meeting of the Executive Committee shall be distributed to the entire Board promptly, and shall be reviewed by the Board at the next following meeting.

Section 8. Meetings shall be conducted subject to the Roberts Rules of Order Newly Revised.

Section 9. The terms "Trustee" and "Board of Trustees" as used herein shall in all respects be synonymous with, and have the same legal powers of, the terms "Director" and "Board of Directors," respectively, as those terms are used and defined in the Not-For-Profit Corporations Act of the State of Missouri, and each Trustee, acting individually, and/or the Board of Trustees, acting collectively, shall be authorized, where necessary, to act for and in behalf of the Foundation as a "Director" and/or as the "Board of Directors," as the case may be.

ARTICLE V

Officers

Section 1. The officers of the Foundation shall be a President, a First Vice President, a Second Vice President, the Immediate Past President, a Secretary, and a Treasurer. No offices other than those of Secretary and Treasurer may be combined in one person.

Section 2. Each officer shall be a member in good standing of the Foundation as defined in Article III.

Section 3. All officers shall be elected by the Board of Trustees at the Annual Meeting of the Trustees for terms of office of one year (except as noted in Section 4), said terms of office beginning with the first day of the Administrative Year concerned. All officers may be re-elected. However, the President shall be limited to a maximum of three (3) years for any individual (consecutive or cumulative).

Section 4. The duties of officers shall be as follows:

(A) The President shall be a past Lieutenant Governor of a division including a participating Club as defined in Article III, Section 1. He or she shall be the executive officer of the Foundation; and shall preside at all meetings of the Board of Trustees, and meetings of the Executive Committee if and when one should be appointed. He or she shall appoint only the committees and the chair thereof as are hereinafter defined, or as he or she may deem necessary. He or she may be an ex-officio member of these committees. The President has no powers or duties over the committees appointed by the Board of Trustees. He or she shall perform other duties as are ordinarily and customarily incumbent in such office and as set forth hereinafter.

(B) The First Vice President and the Second Vice President shall be a past Lieutenant Governor of a division including a participating Club as defined in Article III, Section 1. The First Vice President, and in his or her absence, the Second Vice President shall assume the duties of the President in the absence of the President. The First Vice President will be the Chair of the Committee on Grants and perform such other duties as may be assigned by the President.

(C) The Immediate Past President shall perform such duties as may be assigned by the President.

(D) The Secretary shall keep all records of the Foundation, shall prepare and distribute promptly to all Officers and Trustees the Minutes of all meetings of the Board of Trustees, and the Executive Committee. He or she shall collect all funds for the Foundation, and shall promptly turn them over to the Treasurer.

(E) The Treasurer shall receive from the Secretary all funds paid to the Foundation, and shall deposit them in the official depository. He or she shall make a report to the Board of Trustees of each meeting of the Board, and at other times as the President may require. He or she shall serve as a member of the Finance Committee.

(F) The President, Vice-Presidents, Secretary and Treasurer shall all give valid and sufficient bond(s) for the faithful discharge of the duties of such office in such amount and with such sureties as are required by the Board of Trustees at the cost of the Foundation.

Section 5. Vacancies in the offices of President, Vice-President, Secretary, or Treasurer shall be filled by election by the Board of Trustees at its next scheduled meeting. A vacancy in the office of the Immediate Past President shall be filled by the member who served as President most recently prior to the Immediate Past President.

Section 6. All checks shall be signed by the Treasurer and countersigned by the President or Vice-President or Secretary.

ARTICLE VI

Committees

Section 1. The following committees, whose duties are set out herein shall be appointed by the President with the exception of the nominating committee. The President shall also designate the Chair of these committees with the exception of the nominating committee. Members of a committee may participate in a meeting by means of a telephone, which shall constitute presence in person at the meeting. The Chair of each committees shall be a member of the Board of Trustees.

Section 2. The Nominating Committee, including a Chair, shall consist of five (5) members. The nominating committee shall be elected by the Board of Trustees at a regular meeting held on or before the 1st day of July. This committee shall elect its own Chair. The President shall not serve on this committee. This Committee shall submit recommendations for the following year's officers prior to the annual meeting of the Board of Trustees. Three (3) members of the committee shall constitute a quorum and a majority vote.

Section 3. The Committee of Grants shall be composed of five (5) members, at least three (3) of whom shall represent a separate club. The committee shall meet at the call of the Chair and not later than 90 days prior to the Annual Meeting. Three (3) members of the committee shall constitute a quorum and a majority vote.

The Committee's report and recommendation on requests or recommendation for funds shall be sent, along with supporting documents to the Finance Committee and to all Officers and Trustees of the Foundation not later than 45 days prior to the Annual Meeting.

The Committee may at its discretion accomplish the funding of designated projects at any time by the donation of designated funds (Article VIII (A)) if said funds have been first approved for designated purposes by the Board of Trustees.

Section 4. The Finance Committee shall be composed of five (5) members including a Chair. The Treasurer shall serve as a member but not as Chair. At least three (3) of the committee members shall represent a different club. The committee shall prepare an annual budget, review the books, accounts, and records of the Foundation from time to time, but not fewer than once a year to include a year end audit. It shall advise the Board of Trustees on the investment of all funds of the Foundation. It shall submit a report to the Board of Trustees for approval at the Annual Meeting. Three (3) members of the committee shall constitute a quorum and a majority vote.

Section 5. The Public Relations Committee, including a Chair, shall consist of five (5) members, at least three (3) of whom shall represent a separate club. The committee shall meet at the call of the Chair. Three (3) members of the committee shall constitute a quorum and a majority vote.

ARTICLE VII

Special Committees

Section 1. The President may appoint such special committees and assign to them such duties as he or she may consider necessary and advisable.

ARTICLE VIII

Funds

Section 1. Each participating Kiwanis Club shall pay voluntary contributions to the Foundation for each of its members, with the exception of honorary members, in such amount per member as is determined from time to time by the Board of Trustees. Such voluntary contributions shall be due annually on October 1 of each year and payable not later than sixty (60) days thereafter, and are to be based upon the membership of the respective clubs as shown by the semi-annual report to Kiwanis International as of September 30.

Section 2. The Foundation shall maintain an account in a bank or other financial institution which offers deposit insurance up to the amount of the federal limit.

Section 3. Moneys received from fund raising projects in which the public participates and/or from members or clubs for sponsored projects in which the Foundation is a participant or designated beneficiary shall be used only for the charitable, educational, religious, and eleemosynary activities of the Foundation.

ARTICLE IX

Miscellaneous Provisions

Section 1. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the Foundation, dispose of all assets of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the

Internal Revenue Code of 1954 and which is created or organized in the State of Missouri as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Section 4. The administrative year of the Foundation shall be the twelve month period beginning each October 1.

ARTICLE X

Amendments

Section 1. These Bylaws may be amended by a two-thirds vote of those members of the Foundation Board of Trustees present at any regular meeting, or at any special meeting called for that purpose, upon 30 days prior written notice.

Section 2. These Bylaws and all amendments or additions thereto shall not become effective unless approved by the Missouri-Arkansas District and by Kiwanis International.

The foregoing Bylaws are amended this 14th day of September, 2000.

IN WITNESS WHEREOF, the undersigned officers of the Gateway Region Kiwanis Foundation have hereunto set their hands and seals the day and year last above written.

President

Secretary