

**BYLAWS OF
KIWANIS CLUB OF THE HORSE HEAVEN HILLS FOUNDATION
Revised February 8, 2010**

Mission

The Kiwanis Club of the Horse Heaven Hills Foundation (the "Foundation") is a non-profit corporation organized for charitable and educational purposes. Its primary purpose is to assist and support the students of the Mid-Columbia region of Washington State through scholarships. The Foundation seeks to help create opportunities for students, regardless of sex, race, religion, national origin, or physical and mental abilities. A secondary purpose of the organization is to collect designated funds or other material resources for distribution directly to public schools as determined by the Foundation and within the Mid-Columbia region of Washington State to provide school supplies for students in need.

The Foundation shall provide funding through the use of tax exempt contributions and other authorized fund raising activities to fund student scholarships. On some fund raising projects, the Foundation shall collaborate with the Kiwanis Club of the Horse Heaven Hills (the "Club"). The Foundation will pursue other fund raising projects independent of the Club. Except for unsolicited donations, no fund raising activities may be engaged in by the Foundation without formal prior approval by the Foundation's Board of Directors.

The Foundation shall operate exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision.

**ARTICLE I
Board of Directors**

Section 1. *Numbers* The management of all the affairs, property, and interests of the Foundation shall be vested in a Board of Directors (the Board) consisting of five (5) persons elected to three (3) year terms and, in addition, the President and President-elect of the Club as ex-officio, voting members. The number of directors may at any time be increased or decreased by the Board of Directors who shall have the power to elect such additional directors to hold office until the next annual meeting of the members and until their successors are elected and qualified. Changes in number of directors shall not diminish the term of any incumbent director whose term may be diminished only as provided by law and these Bylaws. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Foundation's Articles of Incorporation, the Board may exercise all such powers of the corporation and do all such lawful acts as prescribed by the Bylaws and Articles of Incorporation. All members in good standing of the Club are also members of the Foundation and may present proposals to the Board for consideration or action.

Section 2. *Vacancies* All vacancies on the Board, whether caused by resignation, death, or otherwise, may be filled from among the members of the Club by the affirmative vote of a majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor until a successor is elected.

Section 3. *Election of Directors* No later than August 31 of each year, the Board shall nominate members of the Foundation for election to the Board. No later than September 15 of each year, at a regular meeting of the Club, all Foundation members shall elect members of the Foundation Board from among the recommended names and from Foundation members nominated by other Foundation members from the floor. At the time of adoption of these Bylaws, a new Board of Directors of the Foundation will be elected by Foundation's original Board. Of the five (5) initial Board members who are not ex-officio members, two (2) will be elected to serve until September 30th, 2009 and three (3) will be elected to serve until September 30th, 2010.

Section 4. *Honorary Life Membership* At the annual meeting, by a two-thirds vote, honorary life membership may be conferred upon any person who shall have rendered notable service to the Foundation. Honorary members who are not Club members shall have none of the obligations of membership in the Foundation, but shall be entitled to all of the privileges except holding office or serving on the Board. Honorary members who are not Club members are entitled to make motions and vote while present at a meeting, but their presence or absence counts neither for nor against a quorum.

ARTICLE II Meetings

Section 1. *Regular Meetings* Regular quarterly meetings of the Board shall be held at an appropriate place designated by the President.

Section 2. *Annual Meeting* The September meeting of the Board shall be the annual meeting for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. *Special Meetings* Special meetings of the Board may be called at any time by the President or upon written request by at least three (3) Board members. The purpose of the meeting shall be stated in the call. Except in the cases of emergency, at least three days' notice shall be given.

Section 4. *Notice of Meetings* Notice of all meetings of the Board shall be sent to each director twenty-one (21) days before the meeting. Such notice shall specify the business to be transacted.

Section 5. *Quorum* A majority of the Board, or of the remaining Board members in the event of vacancies, shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

Section 6. *Executive Committee* The officers of the Foundation shall constitute the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Foundation between Board meetings, fix the hour and place of meetings, make recommendations to the Board, and shall perform such other duties as are specified in these Bylaws. None of the acts of the Executive Committee shall conflict with action taken by the Board.

Section 7. *Committees* The Board may, from time to time, appoint committees consisting of two (2) or more persons. Each committee shall be vested with such powers as the Board may authorize. Committee members need not be members of the Board, but at least one member of the Board shall serve on each committee.

Section 8. *Remuneration* No member shall be paid a salary. Expenses incurred by a member may be reimbursed following approval by the Board.

Section 9. *Lending of Credit* No loans shall be made to any member nor shall the Foundation guarantee the obligation of a member.

Section 10. *Removal* Any director may be removed at any time with or without cause by a two-thirds (2/3) vote of the remaining directors.

ARTICLE III Officers

Section 1. *Designations* The officers of the Foundation shall be a President, a Secretary, and a Treasurer. At the annual meeting in even-numbered years, officers shall be elected for a term of two (2) years by the Board from among its members, or appointed until an election is held to fill the vacancy.

Section 2. *President* The President shall preside at all meetings of the Board, and shall perform such other duties as are incidental to the office. The President shall actively lead fund raising as a primary focus of the Foundation.

Secretary The Secretary shall attend all meetings of the Board. The Secretary shall keep minutes of the proceedings of the Board, and shall keep at its registered offices or principal place of business, a record giving the names and addresses of all directors. The Secretary shall ensure that minutes of all meetings are readily accessible by all Foundation members.

Treasurer The Treasurer shall attend all meetings of the Board, and shall keep correct and complete books and records of account. The Treasurer shall maintain cognizance of the Foundation funds and securities. The Treasurer shall oversee the keeping of a full and accurate account of receipts and disbursements in books belonging to the Foundation and shall ascertain that all the books and accounts of the organization be examined by a person who is neither an officer nor a director at least once a year. The Treasurer shall properly deposit all monies in the name of the Foundation in such bank, trust company and/or securities firm as the Board shall designate, and shall draw from such account only by check or other order for payment of money which may include electronic transfers, and signed or otherwise authorized by such persons and in such a manner as determined by the Board.

Section 3. *Delegation* If any officer is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of the Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer or any director, or any other person it may select.

Section 4. *Term and Removal* No member shall hold more than one office and no member shall be eligible to serve more than two consecutive terms in the same office. Officers shall hold

office until their successors are chosen and qualified. Officers may be removed at any time by a two-thirds vote of the Board.

ARTICLE IV Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of all Foundation meetings and in all cases in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

ARTICLE V Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing thirty (30) days prior to the meeting in which the amendments will be voted upon.

ARTICLE VI Limitations

Section 1. *No Monetary Benefits* The Foundation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any member of the Foundation.

Section 2. *Conflict of Interest* Officers and directors shall abstain from voting for any action of the Foundation which would provide any direct financial benefit to themselves, to any member of their immediate family or to anyone with whom they have a substantial business relationship.

Section 3. *Foreign Organizations* No direct distributions shall be made to foreign organizations.

Section 4. *Dissolution* No director, officer, or any private individual except for creditors, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation, or upon the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the Foundation shall be distributed by the Board of Directors to any other Kiwanis or similar organization that would then qualify for exemption under the provisions of Section 501(c) (3) of the Code, or any successor provision.

Section 5. *Apolitical* No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c) (3) organizations by the Internal Revenue Code. The Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 6. *Unauthorized Activities* Notwithstanding any other provisions of these Bylaws, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Code, or any successor provision, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Code, or any successor provision.

Section 7. Powers In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Foundation's Articles of Incorporation or Bylaws, the Foundation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporation's purpose.

Adopted by resolution of the Board of Directors on February 8, 2010
(date).


Secretary


President