

**BYLAWS**  
**Of**  
**The Kiwanis Club of Greater Parsippany Foundation, Inc.**

**Article I. Official Name**

**Section I.** This foundation shall be known as the Kiwanis Club of Greater Parsippany Foundation, Inc. The name shall not be changed except by recommendation and approval of the full board of the Kiwanis Club of Greater Parsippany Foundation, Inc.

**Article II. Objects**

**Section 1. Mission Statement:** To give assistance to children and community through education, financial aid and service.

**Section 2. Vision:** To aid people in need via the Objects of Kiwanis:

- a. To give primacy to the human and spiritual, rather than to the material values of life.
- b. To encourage the daily living of the golden rule in all human relationships.
- c. To promote the adoption and application of higher social, business, and professional standards.
- d. To develop, by precept and example, a more intelligent, and serviceable citizenship.
- e. To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.
- f. To cooperate in creating and maintaining that sound public opinion and high idealism, which make possible the increase of righteousness, justice, patriotism, and goodwill.

**Article III. Board of Trustees**

**Section 1.** The Board of Trustees of the Foundation shall be:

- a. President – Immediate Past President of the Kiwanis Club of Greater Parsippany.
- b. President Elect – Presiding President of the Kiwanis Club of Greater Parsippany.
- c. Vice President – Presiding President Elect of the Kiwanis Club of Greater Parsippany. This officer shall be a non-voting member.
- d. Second Vice President – Presiding Vice President of the Kiwanis Club of Greater Parsippany.
- e. Treasurer – Presiding Treasurer of the Kiwanis Club of Greater Parsippany.
- f. Secretary – Presiding Secretary of the Kiwanis Club of Greater Parsippany.
- g. Directors – Presiding Directors of the Kiwanis Club of Greater Parsippany. As per the present by laws of the Kiwanis Club of Greater Parsippany, there are 5 (five) Directors.

**Section 2.** All officers shall enter upon their official duties on the first day of October each year and shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.

**Section 3. Nominating Committee**

- a. The president shall, with the advice and consent of the board, appoint a nominating committee of one or more trustees. The nominating committee shall recommend to the board the names of persons to be submitted for election as trustees as prescribed in Article III. The trustees shall be elected by the members at the annual meeting of the board.

**Section 4. The President has the following duties and responsibilities:**

- a. Be the executive officer of this foundation.
- b. Preside over all meetings of the Foundation Board.
- c. Present all workings of the Foundation Board to the membership of the Kiwanis Club of Greater Parsippany.
- d. The President may delegate to any other officer any or all of these duties and authority.
- e. Perform such other duties and responsibilities as pertain to such office.

**Section 5. The President Elect will perform the duties of the President in the absence of the President of the Foundation.**

**Section 6. The Vice Presidents shall perform such duties and responsibilities as pertain to such office or as may be assigned by the President or the Board of Directors of the Foundation.**

**Section 7. The Treasurer has the following duties and responsibilities:**

- a. Receive all funds for the service account from the fund raising arm of the Kiwanis Club of Greater Parsippany and promptly deposit them in the official depository.
- b. Disburse funds according to the budget of the Foundation or on order of the vote of the Foundation Board of Directors.
- c. Maintain the Foundation financial accounts and records.
- d. At all times, make available for inspection by the President, the Board of Directors of the Foundation or any authorized auditors, the financial accounts and records of the Foundation.
- e. Make a financial report at the meetings of the foundation, the annual meeting of the Kiwanis club of Greater Parsippany, and at such other times as the President or the Foundation Board of Directors may require.
- f. Perform such other duties and responsibilities as pertain to such office or as may be assigned by the President or the Foundation Board of Directors.

**Section 8. The Secretary has the following duties and responsibilities:**

- a. Keep the Foundation books and records, including officer listing and attendance.
- b. Keep minutes of the meetings of the Foundation.
- c. Submit to the proper officers all communications received. Promptly reply to all correspondence.
- d. Perform such duties and responsibilities as pertain to such office or as may be assigned by the President or Foundation Board of Directors.

**Section 9. The Directors shall perform such duties as pertain to such office or as may be assigned by the President or the Foundation Board of Directors.**

## Article IV. Members

Section 1. The Foundation shall not have any members.

## Article V. Voting and Account Disbursement

Section 1. The Trustees listed, of the Foundation, shall have the voting power, by a quorum vote of the full Foundation Board, of the funds for expenditures of the Foundation account budget of the Kiwanis Club of Greater Parsippany Foundation, Inc.

Section 2. The Foundation account budget shall be set up by a budget committee of the Kiwanis Club of Greater Parsippany Foundation Board by August, with two (2) months (June) prior notice to the general membership of the Kiwanis Club of Greater Parsippany. New or updated submissions to the Foundation will be made before publicizing the budget in August to the Kiwanis Club of Greater Parsippany.

Section 3. Donation request procedure:

- a. All donation requests shall come before the Foundation Board on a donation request form, which can be obtained from the Foundation Treasurer.
- b. A quorum vote of the Foundation Board is required for approval, if it is not an itemized Budgetary item
- c. The regular membership will not have to approve request donation
- d. The membership of the Kiwanis Club of Greater Parsippany shall be kept informed of all donation requests via newsletter or bulletin and by announcements at the regular meeting of the club.
- e. The checks of the Foundation shall be signed by two (2) officers, one being the Treasurer and the other being one of the Foundation officers.

## Article VI. Meetings

Section 1. Quorum

- a. A majority of the trustees shall constitute a quorum for the transaction of business. The act of the majority of the trustees at a meeting at which a quorum is present shall be the act of the meeting [except that the act of a majority of the entire board shall be required with respect to any amendment to these bylaws or the certificate of incorporation, or the making of any grant or distribution of funds].

Section 2. The Foundation Board shall meet every other month, starting in October of each year.

Section 3. The Foundation Board will hold other meetings as the President, the Foundation Board of Directors or the membership of the Kiwanis Club of Greater Parsippany may desire/request.

Section 4. The annual meeting of the board for the election of trustees and officers and other business that may come before the meeting shall be held at a time and place designated by the President

**Section 5. Waivers of Notice of Board Meetings and Adjournments**

- a. Notice of a meeting need not be given to any trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to that trustee of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice or waiver of the notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in anyone adjournment.

**Section 6. Special meetings of the board for any purpose or purposes may be called at any time by the president or by any one (1) of the trustees. Special meetings of the trustees shall be held upon not less than two days' notice given personally or by telephone, fax or e-mail, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. This notice shall specify the time and the place of the meeting.**

**Section 7. The board or any committee of the board may act without a meeting if, prior or subsequent to the action, each trustee or committee member shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting.**

**Section 8. The board or a committee of the board may participate in a meeting of the board or a committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.**

**Article VII. Revenue**

**Section 1. A fundraiser committee of the Kiwanis Club of Greater Parsippany Foundation, Inc. shall be formed.**

**Section 2. This committee will be comprised of officers of the Foundation Board. The Foundation may add leaders from the Community with renewable one (1) year terms.**

**Article VIII. Finance**

**Section 1. The Foundation Board and the membership of the Kiwanis Club of Greater Parsippany shall review the budget, no later than August 15<sup>th</sup>.**

**Section 2. The Foundation Board shall approve and adopt the budget, no later than September 30<sup>th</sup>.**

**Section 3. The Foundation Board books of account shall be audited at least once a year by November 1<sup>st</sup>. The auditors shall be named by the Foundation Board. The auditors may be Kiwanis Club of Greater Parsippany or Foundation Board members but not the Treasurer or Secretary. Copy shall be provided to the Foundation Board and at the request of any member of the Kiwanis Club of Greater Parsippany. The Secretary of the Foundation will retain copy on file.**

## Article IX. Compensation

Section 1. Neither trustees, or officers shall receive any fee, salary, or remuneration of any kind for their services as trustees and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the board upon presentation of vouchers.

## Article X. Parliamentary Authority

Section 1. Robert's 'Rules of Order Newly Revised' shall be the Parliamentary Authority for all matters of substance or procedure not specifically covered in these by laws.

## Article XI. Amendments

Section 1. These by-laws may be altered, amended, or repealed by the members or the board, provided that bylaws made by the board may be altered or repealed by the members and new by-laws may be made by the members.

Section 2. Any amendment of these by laws, may be adopted by quorum vote of the Foundation Board at a regular meeting, provided written notice of the proposed amendment 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.

## Article XII Force and Effect of By-laws


Section 1. These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act), and the certificate of incorporation of this corporation, as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

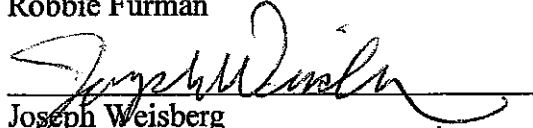
## Article XIII Dissolution of Organization

Section 1. In the event the organization dissolves, the trustees will distribute the remaining funds, if any, to the Kiwanis International Foundation or similar non-profit organization.

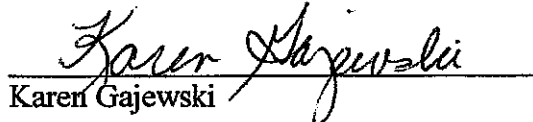
Adopted this 3 day of JUNE, 2004

  
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Michael Mulhaul Trustee, President

  
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Robbie Furman Trustee, President Elect

  
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Joseph Weisberg Trustee, Vice president

  
\_\_\_\_\_  
Steve Dickens Trustee, Treasurer

  
\_\_\_\_\_  
Karen Gajewski Trustee, Secretary

Doreen Trevanon 6-3-04  
Jack Dolan 6-3-04  
Jeane Belene 6-3-04