

**BYLAWS OF  
KIWANIS FAMILY HOUSE**  
A California Nonprofit Public Benefit Corporation

**ARTICLE I  
Purposes and Limitations**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The purpose of the corporation is to provide, promote and preserve one or more living facilities where families of persons receiving medical care at University of California, Davis Medical Center may be provided with living facilities. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section § 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE II  
Offices of the Corporation**

- 2.01 Principal Office.** The principal office for the transaction of the activities and affairs of the corporation (principal office) is currently located in Sacramento County, California. The board of directors (Board) may change the principal office from one location to another in Sacramento County. Any change of location of this principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.
- 2.02 Other Offices.** The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE III  
Kiwanis Club Membership**

- 3.01 Members.** Membership in the corporation shall be open to any Kiwanis Club or any other group, club, organization, or entity interested in this corporation's objectives who applies for membership, is approved by the Board of Directors and pays its \$500 initial fee and its annual dues (member). The Board of Directors shall set annual dues each year. If not, the annual dues shall be \$100.00. Each member shall conduct one fundraiser a year, with a portion of the proceeds of which shall be contributed to this corporation. **The Board of Directors may establish an annual recognition program for sponsoring Kiwanis Clubs which provide extraordinary financial or volunteer service contributions.**

**3.02 Transfer of Membership.** A membership in the corporation is transferable upon approval of the board.

**3.03 Annual Meeting of Members.**

- (a) The Annual Meeting of members of the corporation shall be held on such date or dates as shall be fixed from time to time by the board. Each Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be called by the board or the president.
- (b) Any annual or Special Meeting of members may be held at such place within or without the State as the board may from time to time fix. In the event the board shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

**3.04 Notice of Meeting of Members.**

- (a) Written notice of all annual and special meetings of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to vote. Such notice shall state the place, date and time of the meeting and (1) in case of a special meeting, the general nature of business to be transacted or (2) in the case of an annual meeting, those matters which the board of directors, at the time of the mailing of the notice, intends to present for action by the members.
- (b) Notice of a members' meeting or any written ballot or report shall be given either personally or by first class mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the of the corporation or given by the member to the corporation for the purpose of notice; or if no such address appears or is given, at the place where the principal office of the corporation is located. The notice, written ballot, or report shall be deemed to have been given when delivered personally or deposited in the mail or sent by other means of written communication.
- (c) No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the Bylaws of the corporation

adopted by the board, together with a concise statement of the changes made.

- 3.05 Quorum for Meetings of Members.** One third of the total number of members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members.
- 3.06 Vote of Members.** Each member shall be entitled to one vote in any election and the member shall designate an individual representative who shall vote on behalf of the member designated representative.
- 3.07 Member's Proxies.** Every member may authorize another person to act for that member by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or its attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.
- 3.08 Adjournment of Meetings.** Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the board of directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided.

#### **ARTICLE IV** **Individual Memberships**

- 4.01 Individual Membership.** Individuals may apply and be members of the Kiwanis Family House for the purpose of supporting KFH and its activities. Individual members must initially make application and pay a \$100 initial fee and \$100 annual dues thereafter unless set otherwise by the Board of Directors. Individual members exceeding these annual dues will be recognized annually by the KFH Board of Directors. The Board of Directors may establish a hierarchy of awards to reflect various levels and longevity of giving. The Board of Directors may also confer honorary membership upon individuals who routinely provide voluntary service at the KFH or its fundraisers.

- 4.02 Benefits and Rights of Individual Membership.** Individual members shall be kept fully informed of the KFH activities and volunteer opportunities through the KFH website and e-mailing. Individual members shall annually be invoiced for their member fees and invited to exceed the minimum. Receipts for membership and giving shall be provided to individual members.

**ARTICLE ~~IV~~-V**  
**Directors**

**~~4.01~~ 4.01 Number and Qualifications of Directors**

**4.01.1 Authorized Number and Qualification of Directors.** The authorized number of directors shall be eleven (11). Three (3) of the eleven directors must be Kiwanis Club members of Division 7 and three (3) must be Kiwanis Club members of Division 44 of the California-Nevada-Hawaii District of Kiwanis International and five (5) at-large voting members. There will be one liaison appointed by the University of California, Davis Medical Center.

**4.01.2 Election/Appointment of Directors.** The election of directors shall occur at the annual meeting of the Kiwanis Family House. The president shall appoint the members of the nominating committee each year, charged with the responsibility of notifying all member clubs of the annual elections and preparing the ballot for the election. Any member club, in good standing, may nominate a member of their club by providing a written notice as provided in 4.05.3 below. The Kiwanis Family House board may also nominate an at-large candidate by a majority vote of the board at any properly convened meeting. A quorum of the clubs from Division 7 and 44 must be present, or represented by written proxy, authorizing them to represent a club at the annual meeting. Each representative member club of Kiwanis Family House in good standing shall have one (1) vote, and the election will be conducted by the nominating committee. Board members will be elected by a majority vote. The University's liaison will be appointed by the University of California, Davis Medical Center and serve at their discretion.

**4.01.3 Terms.** The directors shall be elected to serve for three (3) years in staggered terms, and may serve for a maximum of two (2) consecutive full terms of office, with a mandatory one (1) year hiatus following two (2) consecutive full terms of office. A partial term shall not constitute a full term unless at least two (2) years are served under the partial term. All terms shall commence on July 1<sup>st</sup>.

**4.01.4 Confidentiality.** Directors must uphold the highest standards of confidentiality with respect to its internal operations and specifically to protect donor anonymity unless expressly authorized otherwise by the donor. The board will expect the same standard to apply to all employees, consultants and contractors as part of the terms of employment or engagement.

#### **4.02 Vacancies on Board.**

**4.02.1 Events Causing Vacancy.** A vacancy or vacancies on the board shall exist on the occurrence of the following:

- (a) The death or resignation of any director;
- (b) The declaration by resolution of the board of a vacancy in the office of a director who by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (c) At the discretion of the board, three (3) consecutive absences or six (6) unexcused and/or excused absences of a director from regularly scheduled board meetings within any consecutive one year period
- (d) (this subparagraph shall not apply to the University of California, Davis liaison); or
- (e) Upon the unanimous vote of all directors, at a duly noticed special meeting called for that purpose, with or without cause (not counting the vote of the affected director).

**4.02.2 Resignations.** Except as provided below, any director may resign by giving written notice to the chair of the board, or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

**4.02.3 Filling Vacancies.** Vacancies pursuant to paragraph 4.02 herein above on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director except that a vacancy of a University of California, Davis liaison shall be filled by University of California, Davis. The board may, in its absolute discretion, utilize the

nominating committee for the purpose of selecting a director to fill a vacancy of a director.

**4.02.4 No Vacancy on Reduction of Numbers of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### **4.03 Powers.**

**4.03.1 General Corporate Powers; Quorum.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporations' activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the board. Except where otherwise expressly set forth, all board decisions requiring the vote of a majority of the directors shall be made by a majority of a quorum of directors.

**4.03.2 Specific Powers.** Without prejudice to the general powers set forth in Article IV (4.03.1) of these bylaws, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove, at the pleasure of the board, all the corporation's officers, agents, employees and consultants, prescribe powers and duties for them that are consistent with law, with the articles or incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
- (c) Adopt and use a corporate seal and alter the forms of the seal.
- (d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered by the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

**4.03.3 Advisors.** The board may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in carrying out the corporation's purposes.

**4.03.4 Administrative Staff.** The board is authorized to engage such persons, including an executive director and assistants, attorneys, trustees and agents, as in its opinion are needed for the administration of the corporation and to pay reasonable compensation for the services and expenses thereof.

#### **4.04 Meetings.**

**4.04.1 Place of Meetings.** Meetings of the board shall be held at any place that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

**4.04.2 Meetings by Telephone.** Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such meeting.

**4.04.3 Annual Meeting.** The board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business during the month of June of each year.

**4.04.4 Other Regular Meetings.** Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

**4.04.5 Special Meetings.** Special Meetings of the board for any purpose may be called at any time by the president, vice president, the secretary or any two (2) directors.

- (a) Notice of the time and place of special meetings shall be given to each director by one of the following methods:
- (i) by personal delivery of written notice;
  - (ii) by first-class mail, postage prepaid;
  - (iii) by telephone, either directly to the director or to a person who would reasonably be expected to communicate that notice promptly to the director; or
  - (iv) by facsimile.

All such notices shall be given or sent to the director's address, telephone number or fax number as shown on the records of the corporation.

- (b) Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or facsimile shall be delivered, telephoned, or faxed at least forty-eight (48) hours before the time set for the meeting.
- (c) The notice shall state the time of the meeting, and the place, if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

- 4.04.6 Quorum.** Forty percent of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to;
- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,
  - (b) approval of certain transactions between corporations having common directorships,
  - (c) creation of and appointments to committees of the board, and
  - (d) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- 4.04.7 Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that director protesting.

- 4.04.8 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**4.04.9 Notice of Adjournment Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**4.04.10 Action without a Meeting.** Any action that the board is required or permitted to take may be taken without a meeting if all directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in §5233 of the California Corporations Code shall not be required for approval of the transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

#### **4.05 Committees.**

**4.05.1 Committees of the Board.** The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees. Except as otherwise provided in these bylaws, appointments to committees of the board shall be by majority vote of the directors then in office. Except to the extent otherwise provided in a board resolution, no actions taken by a committee shall be binding upon the corporation unless specifically approved by a majority of the directors.

**4.05.2 Meetings and Actions of Committees.** Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the committees may be determined informally without board resolution or resolution of the committee of the board. Minutes of each meeting of any committee of the board may be kept at the discretion of the committee. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

#### **4.05.3 Nominating Committee and Duties**

- (1) The president shall appoint the members of the Nominating Committee.
- (2) The date of election shall be during the annual meeting in June. The Nominating Committee shall notify the president and secretary of all the clubs of the Kiwanis Family House shareholders in good standing of the date, time and location of the annual meeting and election.
- (3) (a) The Nominating Committee shall select a slate of officers and directors. Each nominee shall send the Nominating Committee a written acceptance of the nomination.  
(b) Nominations can be made from the membership, must be done in writing and accompanied with written approval of the nominee and mailed to the committee twenty days before election.  
(c) The Kiwanis Family House board may also nominate an at-large candidate by a majority vote of the board at any properly convened meeting.
- (4) The Nominating Committee shall prepare a written ballot including those nominated by the committee and those nominated by the membership, to be given to the designated representative of each club. The name of the designate representative to be selected by the board of each club and sent to the Nominating Committee thirty days before election. The designated representative will sign the official roll before receiving an official ballot.
- (5) The Nominating Committee shall act as tellers, report the election results to members present at the annual meeting, and give a written report to the secretary.

## **ARTICLE V**

### **Officers**

- 5.01 Officers of the Corporation.** The officers of the corporation shall be the president, the vice president, the secretary and the treasurer. The corporation may also have, at the discretion of the board, one (1) or more other officers as may be appointed in accordance with the provisions of Section 5.05 of the Article V.
- 5.02 Election of Officers.** The officers of the corporation shall be elected by the board at the annual meeting and shall serve at the pleasure of the board.

- 5.03 Term of Office.** The term of the office shall begin July 1 and shall be for a term of one year.
- 5.04 Term Limits of Officers.** President and vice president shall serve no more than six consecutive years. Secretary and treasurer may serve without term limits.
- 5.05 Other Officers.** The board may appoint, and may authorize the president to appoint any other officer that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the directors.
- 5.06 Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by a majority of directors and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.
- 5.07 Resignation of Officers.** Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
- 5.08 Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular elections to that office.
- 5.09 Responsibilities of Officers.**
- 5.09.1 President.** The President shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned by the board or prescribed by the bylaws. The President must also be a director. The President shall serve as an advisor to the board for one year following the President's term (past president). The past president shall serve at the pleasure of the board.
- 5.09.2 Vice President.** In the absence or disability of the president, the Vice President shall perform all the duties of the president, and

when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the board or the president. The Vice President must also be a director of the corporation.

### **5.09.3 Secretary**

- (a) Book of Minutes. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board. The minutes of meetings shall include the time and place the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at board meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.
- (b) Notices, Seal and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such powers and perform such other duties as the board or the bylaws may prescribe.

### **5.09.4 Treasurer.**

- (a) Books of Account. The treasurer (also known as the Chief Financial Officer) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. No less than annually, the treasurer shall present all financial records to the Finance Committee for review.
- (b) Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president of the board and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as

the board or the bylaws may prescribe. Any corporation check totaling \$1,000.00 or more, shall require the signature of two designated officers, the treasurer and the president and if either the treasurer or the president is unavailable, the vice president or secretary may sign in the treasurer's or president's absence provided that at least the president or treasurer is one of the designated signatures.

- (c) **Bond.** If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office.

## **ARTICLE VI**

### **Indemnification and Insurance**

- 6.01 Right of Indemnity.** To the fullest extent allowed by §5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify advance expenses to its agents, in connection with any proceeding, and in accordance with §5238. For purposes of this Article, "agent" shall have the same meaning in §5238(a), including directors (Directors), officers, employees, other agents and persons formerly occupying such positions; "proceeding" shall have the same meaning as in §5238(a), including any threatened action or investigation under §5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in §5238(a), including reasonable attorneys' fees.
  
- 6.02 Approval of Indemnity.** On written request to the board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the board shall promptly authorize indemnification in accordance with §5238(d). Otherwise, the board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in §5238(b) or §5238(c), and if so, shall authorize indemnification.
  
- 6.03 Advancing Expenses.** To the fullest extent allowed by §5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the board in specific instances, the board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the board finds that:
  - (a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

**6.04 Insurance.** The board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## **ARTICLE VII Records and Reports**

**7.01 Maintenance of Corporate Records.** The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of the board.

**7.02 Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person. The right of inspection includes the right to copy and make extracts of documents.

## **ARTICLE VIII Amendments**

**8.01 Amendment by Board.** Subject to limitations contained in the articles of incorporation and to any provisions of law applicable to amendment of bylaws of nonprofit corporations, these by laws, and any of them, may be amended or repealed and new bylaws adopted by the vote or written consent of the majority of the directors of the corporation.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of THE KIWANIS FAMILY HOUSE, a California Nonprofit Public Benefit Corporation, that the above bylaws, consisting of fourteen (14) pages, are the bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, \_\_\_\_\_, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_, \_\_\_\_\_, at Sacramento, California

\_\_\_\_\_  
Lanelle Rogers - Secretary