

BYLAWS

OF

KIWANIS OF OCEANSIDE PACIFIC FOUNDATION, INC. a California Non-Profit Public Benefit Corporation

ARTICLE I

NAME, OFFICES AND PURPOSE

Section 1.01. Name. The corporation shall be named **KIWANIS OF OCEANSIDE PACIFIC FOUNDATION, INC..**

Section 1.02. Principal Office. The corporation's principal office for its transaction of business is located in the City of Oceanside, State of California.

Section 1.03. Change of Address. The Board of Trustees is hereby granted full power and authority to change by resolution the principal office of the Corporation from one location to another. Any such change shall be noted by the Secretary but shall not be considered an amendment to these By-Laws.

Section 1.04. Nature and Purposes of Corporation. The Corporation is established as a non-profit public benefit corporation under California Corporations Code §5060 and is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code.

(a) The Corporation's Articles of Incorporation provide that the specific purpose of this corporation is to receive from the public donations obtained through the efforts of members of the OCEANSIDE PACIFIC KIWANIS CLUB, or otherwise, for public or charitable purposes; to hold, manage, invest and reinvest those funds in real, personal or mixed property of every kind; and to disburse income and principal from those funds for public or charitable purposes to promote the welfare of residents of the community of Oceanside, San Diego County, California and others with special emphasis on supporting youth.

(b) The general purpose of the Corporation is to have and exercise all rights and powers conferred upon it under the laws of the State of California to pursue any and all charitable activities related to these specific purposes of the Corporation set forth above, including, but not limited to, the power to contract, rent, buy, or sell personal or real property, provided, however, that the Corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any power not in furtherance of the primary purpose of the Corporation.

Section 1.05. Limitations. The purposes for which this Corporation is organized are exclusively charitable within the meaning of §501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding any other provision of the Articles or these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE II

MEMBERS

Section 2.01. Membership Qualifications. Every active and senior member of OCEANSIDE PACIFIC KIWANIS, in good standing, is a member of the Corporation.

Section 2.02. Assessments. Memberships are nonassessable.

Section 2.03. Number of Members. There is no limit on the number of members the Corporation may admit.

Section 2.04. Transferability of Membership. Neither membership in the Corporation or any rights in the membership may be transferred or assigned for value or otherwise.

Section 2.05. Membership Book. The Corporation will keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.06 of these Bylaws.

Section 2.06. Inspection Rights of Members.

(a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 6332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.06(c) of these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business day's prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Trustees, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of (ten) 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

(b) The rights of inspection set forth herein may be exercised by the following:

(1) Any member, for a purpose reasonably related to that person's interest as a member;

(2) The authorized number of members for a purpose reasonably related to the members' interest as members; and

(c) The Corporation, within ten (10) business days after receiving a demand pursuant to these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in th demand without providing access to or a copy of the membership list. An alterative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.06(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to effect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.06(a) of these Bylaws.

Section 2.07. Nonliability of Members. A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

Section 2.08. Effect of Termination. Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

Section 2.09. Regular Meetings. The members will meet twice each year. An "annual" meeting for the purpose of transacting proper business as may come before the meeting will be held on the second Wednesday in January. An "election" meeting to

vote for Trustees for the terms as are fixed in Section 4.03 of these Bylaws will be held on the second Wednesday in November.

Section 2.10. Special Meetings. Special meetings of members will be called by the Board of Trustees or President and held at a place within the State of California and at such times that may be ordered by resolution of the Board of Trustees. Five percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Section 2.11. Notice of Meetings. The members shall be given at least three (3) weeks' notice of the date and location of the annual, election and special meetings by announcement at a regular meeting of the Oceanside Pacific Kiwanis Club and/or by publication in the Oceanside Pacific Kiwanis Club bulletin.

Section 2.12. Quorum. A Quorum at any meeting of members consists of one third (1/3) of the active members represented in person.

Section 2.13. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 2.14. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 2.15. Voting of Membership—One Vote Per Member. Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 2.16. No Proxy Voting. Members entitled to vote are not permitted to vote or act by proxy.

Section 2.17. Conduct of Meetings. The President of the Corporation or, in his or her absence, the Vice President, will be Chairperson of and preside over the meetings of the members. The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairperson will appoint another person to act as secretary of the meetings. The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

Section 2.18. Inspectors of Election

(a) Before any meeting of the members or any action by written ballot, the Board shall appoint any members other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the Chairman of the meeting may, and on request of any member must, appoint inspectors of election at the meeting. If inspectors of election are not so appointed for any action by written ballot, or if any person so appointed refuses to act, the President of the Corporation must appoint inspectors of election for that written ballot on request of any members. The number of inspectors will be either three, five or seven. If appointed at a meeting on the request of one or more members, the majority of members represented in person must determine whether either three, five or seven inspectors are to be appointed.

(b) The inspectors of election must perform the following duties:

(1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting and the existence of a quorum.

(2) Receive votes, ballots, or consents.

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.

(4) Count and tabulate all votes and consents;

(5) Determine when the polls shall close.

(6) Determine the result.

(7) Do any other acts that may be proper to conduct the election or vote with fairness to all members.

The Inspectors must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

(c) If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

ARTICLE III

TRUSTEES

Section 3.01. Powers. Subject to the limitations of the Articles of Incorporation

and the By-Laws, and of the Non-Profit Public Benefit Corporation Law of the State of California, and subject to the duties of Trustees as described by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by, the Board of Trustees. Without limiting the foregoing, the Board of Trustees shall have the power to select and remove all officers, agents, employees and contractors, and affix reasonable compensation therefor, to authorize and empower officers and agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents. The Board of Trustees may delegate the management of the day-to-day operation of the business of the Corporation to a Chief Executive Officer, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3.02. Number. The Corporation shall have not less than five (5) nor more than seven (7) Trustees. The exact number of Trustees shall be fixed from time to time by resolution approved by a majority of the Board of Trustees, as that term is defined in Section 5032 of the California Corporations Code.

Section 3.03. Qualifications. All members of the Board of Trustees shall be members of the Corporation in good standing.

Section 3.04. Terms of Office. Trustees shall hold office for terms of one (1) year each or until successor Trustees have been elected and qualified. The terms shall coincide with the calendar year. Each Trustee's term of office shall commence on the first day of January in the year following his or her election.

Section 3.05. Nomination. Any person qualified to be a Trustee under Section 3.03 of the By-Laws shall be nominated by the method of nomination in Section 3.06 of these By-Laws, or by any other method authorized by law.

Section 3.06. Election.

(a) The Trustees shall be elected by the members at a meeting to be held on the second Wednesday in November as prescribed by Section 3.08 of these By-Laws, or, if necessary to fill a vacancy on the Board, at a special meeting of the members called for such purpose.

(b) The Nominations Committee, as described in Section 5.03 of these By-Laws, shall nominate individuals to serve as Trustees for the next calendar year. The nominations shall be made no later than two (2) weeks before the date of the November election meeting, at which time the Nominating Committee, or its authorized representative, shall announce the nominees at a regular meeting of the Oceanside Pacific Kiwanis Club and/or by publication in the Oceanside Pacific Kiwanis Club bulletin. Additional nominations may be made by the membership at a regular meeting

of the Oceanside Pacific Kiwanis Club at least one (1) week before the November election meeting.

(c) The nominees receiving the highest number of votes up to the number of Trustees to be elected shall be elected.

(d) Trustees shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications set forth in Section 3.03 of these By-Laws.

Section 3.07 Compensation. The Trustees shall serve without compensation.

Section 3.08. Meetings.

(a) Meetings of the Board may be called by any officer, or any two (2) Trustees.

(b) All meetings of the Board shall be held at the principal office of the Corporation or at any place within San Diego County, California, as designated by resolution approved by a majority of the Board.

(c) **Time and Location of Meetings.**

(1) **Annual Meeting.** The annual meeting of the Board of Trustees shall be held on the third Wednesday of January of each year. The time and location of the annual meeting shall be determined by resolution of the Board. The date and time of the annual meeting may also be changed by Board resolution or by written consent of all the Trustees.

The purpose of the annual meeting may include, but is not limited to, the installation of the Trustees elected by the members at the November election meeting, approval of the Chairperson's nomination of members of other Board committees, ratification of specific acts performed by various persons and committees during the previous year, review of the Corporation's financial statements and assessments of its current status, review of reports to be filed with various governmental authorities, and the transaction of any other proper business before the Board.

(2) **Regular Meetings.** In addition to the annual meeting, meetings for any purpose other than the election of Trustees may be held at such a time and place, upon resolution of the Board, within the State of California, as shall be stated in the notice of the meetings.

(3) **Special Meetings.** Special meetings of the Board may be called by any officer, or Trustee, and may be held, on three (3) days' notice, at the principal office of the Corporation or any other place previously designated by resolution of the Board or by written consent of all the Trustees. Notice of the date and time of the special

meeting shall be delivered personally to each Trustee, sent to each Trustee's home address by postage prepaid first-class mail or via facsimile or e-mail address in the event the Trustee has access to facsimile or e-mail. The purpose or object for which any special meeting is called shall be stated in the notice and no business shall be transacted at such meeting except for that for which the meeting is called. Notice of the special meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

(d) **Quorum.** A majority of the actual number of Trustees holding office constitutes a quorum of the Board of Trustees for the transaction of business, except as hereinafter provided.

(e) **Transactions of Board.** Except as otherwise provided in the Articles of Incorporation, in these By-Laws, or by law, every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles or these By-Laws.

(f) **Conduct of Meetings.** The Chairperson, or in his or her absence, the Vice-Chairperson, or in the absence of both the Chairperson and the Vice-Chairperson, the Secretary of the Corporation or any other Trustee selected by the Trustees present, shall preside at the meetings of the Board of Trustees. Roberts' Rules of Order shall be used as a procedural guide in conducting meetings of the Board. The Secretary or, in the Secretary's absence, any person appointed by the Chair, shall act as Secretary of the Board. In unusual circumstances, Trustees may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating can hear one another. Such participation shall constitute personal presence at the meeting.

(g) **Adjournment.** A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Trustees who are not present at the time of the adjournment.

Section 3.09. **Action Without Meeting.** Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees individually or collectively consent in writing to such action. Such

written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees. Such action by written consent shall have the same force and effect as the unanimous vote of such Trustees.

Section 3.10. Removal of Trustees.

(a) **Removal for Cause.** The Board of Trustees may declare vacant the office of a Trustee on the occurrence of any of the following events:

(1) The Trustee has been declared of unsound mind by a final order of a court of competent jurisdiction; or

(2) The Trustee has been convicted of any felony; or

(3) The Trustee has missed the annual meeting and/or two (2) regular meetings in any one calendar year.

(b) **Removal Without Cause.** Any Trustee may be removed without cause if such removal is approved by an affirmative two-thirds (2/3) vote of the membership.

Section 3.11. Resignation of Trustee. Any Trustee may resign effective on giving written notice to the Chairperson of the Board, the Vice-Chairperson, the Secretary, or the Board of Trustees of the Corporation, unless such notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Trustee shall not resign where the Corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs.

Section 3.12. Vacancies on the Board.

(a) **Causes.** Vacancies on the Board shall exist on death, resignation, or removal, of any Trustee; whenever the number of Trustees authorized is increased; and on the failure in any election to elect the full number of Trustees authorized.

(b) **Filling Vacancies.** Vacancies on the Board of Trustees may be filled by vote of a majority of the members at a special meeting upon one (1) week's notice of nomination or nominations by the Board of Trustees. Nothing contained in this article shall be construed as limiting the right to make further nominations from the floor of the meeting.

Section 3.13. Non-liability of Trustees and Officers.

(a) **Volunteer Trustees.** Pursuant to §5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third

party on the part of a volunteer Trustee or volunteer President, Vice-President, Secretary or Treasurer or any other individual who serves in like capacity, of this Corporation caused by the Trustee's or officer's negligent act or omission in the performance of that persons' duties as a Trustee or officer, if all the following conditions are met:

- (1) The act or omission was within the scope of the Trustee's or officer's duties;
- (2) The act or omission was performed in good faith;
- (3) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (4) The Corporation has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer Trustee or volunteer officer does not limit the liability of the Corporation for any damages caused by acts or omissions of a volunteer Trustee or volunteer officer, nor does it eliminate the liability of a Trustee or officer provided in §5233 or §5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

(b) **Obtaining Liability Insurance.** In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Corporation and the Trustees endeavor to obtain liability insurance in the form of a general liability policy for the Corporation, or a Trustee's and officer's liability policy.

Section 3.14. Indemnity for Litigation. The Corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Trustee, officer, employee or other agent (as defined in §5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the Corporation, to the full extent allowed under the provisions of said §5238 relating to the power of a Corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Trustees determines and finds to be reasonable, or, if required by said §5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 3.15. Standard of Conduct. Pursuant to §5231 of the California Nonprofit Public Benefit Corporation law, a Trustee shall perform the duties of a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an

ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Trustee believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence. Provided that, in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 3.16. Self-Dealing Transactions. Pursuant to §5233 and except as provided in §5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Corporation shall not be a party to a transaction in which one or more of its Trustees has a material financial interest ("Interested Trustees") unless:

(a) The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

(b) Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Trustee's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Trustees then in office (without including the vote of the Interested Trustee):

(1) Resolves and finds that the transaction is in the Corporation's best interests and for the Corporation's own benefit, the transaction is fair and reasonable as to the Corporation, and after reasonable investigation under the circumstances as to alternatives, the Corporation could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and

(2) Approves the entire transaction; or

(c) If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this Section; and the Board, after determining in good faith that the Corporation entered into the transaction for its own

benefit and that the transaction was fair and reasonable as to the Corporation at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Trustees then in office, without counting the vote of the Interested Trustee.

ARTICLE IV **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Trustees, one or more Vice-Presidents, one or more Assistant Secretaries, or one or more Assistant Treasurers, as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Trustees may from time to time determine.

Section 2. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Trustees at its annual meeting in January, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified.

Section 3. Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Trustees, at any regular or special meeting to the Board, or, except in case of an officer chosen by the Board of Trustees, by any officer upon whom such power of removal may be conferred by the Board of Trustees.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to that office.

Section 5. President. The President shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and officers of the Corporation. He or she shall preside at all meetings of the Board of Trustees. The President shall be ex officio a member of all the standing committees and shall have the general powers and duties of management usually vested in the

office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees or the By-Laws.

Section 6. 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 for them respectively by the Board of Trustees or the By-Laws.

Section 7. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Trustees may order, of all meetings of Trustees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given and the names of those present at Trustees' meetings.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Trustees required by the By-Laws or by law to be given. He or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or by the By-Laws.

Section 8. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all reasonable times be open to inspection by any Trustee.

This officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, shall render to the President and Trustees, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the By-Laws.

ARTICLE V

COMMITTEES

Section 5.01. Standing Committees. The Board of Trustees shall have one (1) standing committee, a Nominating Committee. This committee shall not be disbanded or remain without members without approval of a two-thirds majority of the Board of Trustees and amendment of these By-Laws. The standing committee shall operate as

set forth in these By-Laws, and no such standing committee, regardless of Board resolution, may take action on any matter that under §5212 of the California Corporations Code requires approval of the Board of Trustees.

Section 5.02. Special Committees. Special committees may be appointed by the Chairperson and approved by the Board of Trustees as needed. The special committees shall consist of at least two (2) Trustees and may include persons not Trustees. Such special committees shall not exercise any powers of the Board. Any such special committee created by majority vote of the Board shall report to the Board of Trustees and all actions of such special committee shall be approved by the Board of Trustees. Notice of, and procedures for, meetings of the special committees shall be as prescribed by the Chairperson of each such special committee and meetings of each such special committee may be called by the Board, the Chairperson of the Board, or the Chairperson of each such special committee.

Section 5.03. Nominating Committee.

(a) At least five (5) weeks prior to the date of the meeting to elect Trustees, the President shall appoint a committee, to be known as the Nominating Committee. This committee shall consist of five (5) members. The President shall designate the chairperson of this committee. The duties of this committee shall be to make nominations, with consent of those nominated, and to prepare the ballot for the election of Trustees.

(b) At least two (2) weeks before the election meeting, the Nominating Committee shall submit a list of nominees for the Board of Trustees. At least one (1) week before the election meeting, nominations from the floor at a regular meeting of the Oceanside Pacific Kiwanis Club may be made for the Board of Trustees, and when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted for consideration at the election meeting.

ARTICLE VI

EXECUTION OF DOCUMENTS, CONSTRUCTION AND AMENDMENTS

Section 6.01. Execution of Documents. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Trustees, no officer, agent, or other person shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount whatsoever.

Section 6.02. Construction. Unless the context requires otherwise, the general provisions, rules of construction, and definitions contained in the California Corporations

Code shall govern the construction of these By-Laws.

Section 6.03. Amendments. These By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting, provided, however, that written notice of the proposed amendment was delivered

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of **KIWANIS OF OCEANSIDE PACIFIC FOUNDATION, INC.**, a California nonprofit public benefit Corporation, that the above By-Laws consisting of fifteen (15) pages are the By-Laws of this Corporation and were adopted on _____, 2004, and that they have not been amended or modified since that date.

Executed on _____, 2004, at Oceanside, California.

BLAIR BENJAMIN,
Secretary of the Corporation