

BYLAWS

of the

KIWANIS CLUB OF LOS ALTOS FOUNDATION

A California Nonprofit Public Benefit Corporation

ARTICLE I - MEMBERS

The membership in the Kiwanis Club of Los Altos Foundation shall be limited to, and shall consist of, all of the active and senior members in good standing of Kiwanis Club of Los Altos, which is located in Los Altos, California.

ARTICLE II - MEETINGS

Section 1. The annual meeting for the transaction of such business as may be necessary or advisable shall be held no earlier than the first meeting in April and no later than the second week in May of each year (at the same time as the annual meeting of the Kiwanis Club of Los Altos). Notice of the time and place for holding such meeting shall be given to the members not less than one week prior to the holding of such meeting, in such manner as the board of directors may order.

Section 2. Special meetings may be held at any time on the call of the President or by order of the board of directors, or on the written request of five (5) members. Notice of the time, place, and object of such meetings shall be given to the members in such manner as the President or the board of directors may order.

Section 3. A quorum for the holding of any meeting shall be one-third (1/3) of the active and senior members of the Kiwanis Club of Los Altos.

Section 4. Any meeting may be adjourned from time to time until its business is completed; and the members present at any meeting or any adjourned meeting, if less than a quorum, may adjourn from time to time until a quorum is present.

ARTICLE III - OFFICERS

The officers of this corporation shall consist of the President, Immediate Past President, President-elect, Vice President, Secretary and Treasurer of the Kiwanis Club of Los Altos, and such other officers as the board of directors may establish from time to time.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The President shall preside over all meetings of this corporation and the board of directors.

Section 2. The President-elect, in the absence of the President, shall preside at all meetings of this corporation and the board of directors. In the absence of the President and the President-elect, the Vice President shall preside at the meetings of this corporation and the board of directors. The President-elect and the Vice President shall also perform such other duties as usually pertain to those officers or as may be assigned them by the President or the board of directors.

Section 3. The Treasurer shall have charge of all funds of this corporation and shall disburse the same under the direction of the board of directors. The Treasurer shall sign all checks, drafts, contracts, notes and all instruments in writing for and in behalf of this corporation. The Secretary shall keep a record of all meetings of this corporation and the board of directors and shall have custody of all corporate records. In the absence or incapacity of the Secretary and/or Treasurer, the duties of this office are to be delegated to such officer as shall be so authorized by the board of directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The board of directors of this corporation shall consist of the officers (as defined in Article III above) and the directors of the Kiwanis Club of Los Altos.

Section 2. The board of directors shall have full authority to supervise the affairs and conduct the business of this corporation, subject only to such restrictions and limitations as may be fixed by law, by these bylaws, or from time to time by vote of the membership.

Section 3. The board of directors shall meet regularly (at least once a month in conjunction with the meeting of the board of directors of the Kiwanis Club of Los Altos) and at the call of the President, or by call of a majority of the board of directors. A quorum of the board of directors shall be a majority.

Section 4. The board of directors may authorize such committees to carry on the functions and to achieve the purposes of this corporation as it may desire and may provide for their appointment, functions and duties.

ARTICLE VI - ELECTON OF OFFICERS AND DIRECTORS

Because the officers and directors of this corporation are the officers and directors of the Kiwanis Club of Los Altos, such officers and directors shall be elected in the manner prescribed in the bylaws of the Kiwanis Club of Los Altos.

ARTICLE VII - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of those members present at any regular meeting of this corporation, or at any special meeting called for that purpose,

provided written notice of such a meeting shall have been given to the members at least (2) weeks prior to the meeting. There shall be no voting by proxy.

Neither these bylaws nor any amendments thereto shall become effective until approved by Kiwanis International.

ARTICLE VIII - POLICIES OF KIWANIS INTERNATIONAL

Section 1. This corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution, Bylaws and Policies may be applicable.

Section 2. This corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

Section 3. Whenever requested by the Board of Trustees of Kiwanis International, this corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

The undersigned officer of Kiwanis Club of Los Altos Foundation, hereby certifies that the foregoing Bylaws were duly adopted this 11th day of April, 2001.

Paul B. Van Buren, Treasurer