

BY-LAWS OF GLENDALE KIWANIS YOUTH INC.

AS AMENDED & ADOPTED

MAY 3, 2002

ARTICLE I

PRINCIPAL OFFICE

The Principal Office of the Corporation for its transaction of business shall be located in the City of Glendale, County of Los Angeles, California. The Board of Directors may, from time to time, change the Principal Office of the Corporation from one location to another, and any such change of location shall not constitute an amendment to these By-Laws.

ARTICLE II

PURPOSE

2.1 The purpose of the Glendale Kiwanis Youth Inc. Corporation is to operate as a non-profit public benefit corporation, organized and authorized to exist pursuant to the non-profit Public Benefit Corporation Law of the State of California, California Corporations Code §5110 et seq., and as may be amended from time to time. Therefore, in keeping with this purpose and the purposes of the Corporation as set forth in the Articles of Incorporation, no Officer, Director, or Member of the Corporation shall take any action that is in any way in derogation of such purposes of the Corporation; nor take any action that would in any manner jeopardize the status of the Corporation with the Internal Revenue Service as a qualified 501(c)(3) Corporation.

ARTICLE III

MEMBERS

3.1 The Corporation shall have one class of members only, and each member shall have equal voting rights. No person may hold more than one membership in the Corporation. Membership in the Corporation shall consist of and be limited to those persons who are currently qualified as active members or senior members in the Kiwanis Club of Glendale, State of California.

3.2 There shall be no fee for membership in the Corporation. In addition, there shall not be charged any annual dues or assessments to any member of the Corporation.

3.3 Neither membership in the Corporation nor any rights in the membership may be transferred or assigned to any other person, for value or otherwise.

3.4 A member of the Corporation shall not be personally liable, solely because of membership, for the debts, obligations or liabilities of the Corporation.

3.5 Membership and all rights of membership shall automatically terminate for any person who fails to retain his or her status as a qualified active member or senior member of the Kiwanis Club of Glendale, State of California.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 Meetings of members shall be at such location and time, and within the County of Los Angeles, as may be designated from time to time by a resolution of the Board of Directors.

4.2 There shall be an annual meeting of the members for the transaction of such business as may be necessary and advisable, and shall be held on the second Friday of May of each year; and for the purpose of transacting such business as may come before the meeting, including the Election of Directors for the term as fixed by these By-Laws. Written notice of the time and place for holding such meetings shall be given to the members not less than one week prior thereto, and in such manner as the Board of Directors may determine.

4.3 Special meetings of members may be called by the President and Secretary of the Corporation, or by resolution of the Board of Directors, within the County of Los Angeles, California and at such times and places deemed reasonable and necessary therefor.

4.4 A quorum at any meeting of members shall consist of a majority of the total members. The members present at a duly called 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. In the absence of a quorum, any meeting of members may be adjourned from time to time by a vote of the majority of the votes represented, and until a quorum is present.

4.5 Each member is entitled to one vote on each matter submitted to a vote of the members. Cumulative voting is not authorized for the election of Directors or for any other purpose. In addition, members entitled to vote are not permitted to vote or act by proxy.

4.6 Any action that may be taken at any regular or special meeting of

members may be taken without a meeting, if a written ballot is distributed to every member entitled to vote on the matter. The written ballot must state the purposed action and provide an opportunity to specify approval or disapproval, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified, equals or exceeds the quorum required to be present at a meeting authorizing the action.

4.7 The President of the Corporation, or in his or her absences, any other person chosen by a majority of the voting members present, shall be Chairman of and preside over the meetings of the members. The Secretary of the Corporation shall act as the Secretary at all meetings of members. In the absence of the Secretary, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting. Robert's Rules of Order, as amended from time to time shall govern the meetings of members, and insofar as those rules are not inconsistent with or in conflict with these By-Laws or the Articles of Incorporation.

ARTICLE V

DIRECTORS

5.1 As provided in Article Fifth of the Articles of Incorporation, the Corporation may not have less than five Directors, and shall not have more than nineteen Directors. The number of Directors authorized by these By-Laws is nineteen, and shall remain fixed until changed by an amendment to these By-Laws duly adopted by approval of the members.

5.2 A Director of the Corporation must be a resident of the State of California and currently qualified as an active member or senior member, in good standing, of the Kiwanis Club of Glendale, State of California.

5.3 Each Director shall hold office for a term of one year, or until that Director's Successor is elected and qualified pursuant to these By-Laws. Any person qualified to be a Director by these By-Laws, may be nominated by a method of nomination authorized by the Board or by any other method authorized by law.

5.4 The Directors of this Corporation shall be elected at each annual meeting of the members of the Corporation, and as prescribed by these By-Laws. The Directors shall serve without compensation; and may be allowed and paid their actual and necessary expenses incurred, only if prior approval is received by majority vote of the Board of Directors.

5.5 Meetings of the Board of Directors may be called by the President, or any Vice-President, or the Secretary of the Corporation, or by majority of the Directors entitled to vote. All meetings of the Board shall be held at the principal office of the Corporation as determined from time to time. An annual regular meeting of the Board

shall be held, without prior notice, at the principal office of the Corporation, immediately following each annual meeting of the members of the Corporation. A majority of the authorized number of Directors entitled to vote shall constitute a quorum of the Board for the transaction of business, except as may be otherwise provided by these By-Laws.

5.6 Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote to the Directors.

5.7 A vacancy in the Board of Directors may be filled by approval of the Board of Directors, or if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office; or by the affirmative vote of a majority of Directors in office at a meeting held pursuant to notice.

ARTICLE VI

OFFICERS

6.1 The Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer, and such other officers with such titles and duties as the Board of Directors may from time to time determine. The Officers shall be chosen by the Board of Directors at the annual regular Meeting of the Board, and shall serve at the pleasure of the Board. Any Officer may resign at any time upon written notice to the Corporation.

6.2 The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and Committees of the Board. The Corporation shall also keep a record of its members, giving the names and addresses of each.

6.3 The fiscal year of the Corporation shall begin on October 1, of each year. The Board shall cause an Annual Report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The Annual Report must be furnished to all Directors, and to any member who requests a copy of the report. The report shall contain all of the information as required by California Corporations Code §6321, and as may be hereafter amended; and such report shall be certified by an authorized Officer of the Corporation that the statements therein are true and prepared without audit of the books and records of the Corporation. In addition, the Corporation shall furnish annually to its members a statement of any transaction or indemnification as described in California Corporations Codes §6322, if any such transaction or indemnification took place. This Annual Statement must be affixed to and sent with the Annual Report at the close of the Corporation's Fiscal Year.

ARTICLE VII

POLICIES OF KIWANIS INTERNATIONAL

7.1 The 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 and Bylaws may be applicable

7.2 The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

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

ARTICLE VIII

AMENDMENTS

8.1 These By-Laws may be amended by a majority vote of those members present at any regular meeting, or at any special meeting called for that purpose. Neither these By-Laws nor any amendments thereto shall become effective until approved by Kiwanis International.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of Glendale Kiwanis Youth Inc., a California non-profit public benefit corporation; and that the foregoing amended By-Laws comprising of eight pages, including this page, do constitute the By-Laws of this Corporation as duly adopted by the members of the Corporation, at a meeting called for that purpose, held on the 3rd day of May, 2002.

Secretary of the Corporation

Approved, Kiwanis International

Attest: _____
President of the Corporation

By: _____

Dated: _____

Dated: _____