

**Minutes of the Special Meeting of the General Membership of the  
San Diego Kiwanis Club Foundation, Inc.  
November 15, 2016**

I. CALL TO ORDER/DETERMINATION THAT A QUORUM IS PRESENT

The meeting was called to order at 12:45 p.m., by President Norma Trost.

A quorum of members (34/67) was determined to be present.

II. APPROVAL OF MINUTES – President Trost

The following Minutes were unanimously approved by the Members present, following a motion and second:

- June 16, 2015, Annual Meeting of the General Membership  
The Minutes of the June 16, 2015, Annual Meeting were unanimously approved by the Members present, following a motion and second.
- August 9, 2016 Annual Meeting of the General Membership  
The Minutes of the August 9, 2016, Annual Meeting were unanimously approved by the Members present, following a motion and second.

III. AMENDMENT OF THE BYLAWS – President Trost

The following amendment of the Bylaws of the San Diego Kiwanis Club Foundation, Inc. was unanimously approved by the Members present, following a motion and second:

Article VI, Sections 4 through 6, which shall read as follows:

Section 4. Number of Trustees. The Board of Trustees shall consist of:

- a. Nine ~~(15)~~ (9) persons elected as Trustees at large,
- b. All officers of the Foundation, and
- c. One (1) officer of the Kiwanis Club of San Diego, as provided in Section 6(c) herein.

Section 5. Qualifications. Each Trustee shall be a member in good standing of the Kiwanis Club of San Diego, California.

Section 6. Election and Term of Office. The term of office of said Trustees and the manner of their selection shall be as follows:

- a. In each of the prior years of this Foundation, five (5) Trustees were elected

for a term of office of three (3) years and, when appropriate, for terms of two (2) years or one (1) year, in order to fill any vacancies in any one of the three classes of Trustees, so that the term of office of only five (5) of the elected Trustees expires in each year. **In order to reduce the number of Trustees from fifteen (15) to nine (9), at a regular meeting of the membership hereafter on the third Tuesday in June of each succeeding year or as soon thereafter as may be necessary, three (3) Trustees shall be elected for a term of three (3) years. In addition, any vacancies occurring in any of the already-elected-classes, which exceed the three-per-class desired limit, will not be filled until there are less than three Trustees in that class.** All Trustees elected by the membership on the third Tuesday in June shall enter upon their official duties on the first day of October of the year in which they are elected.

- b. Those persons elected as officers of this Foundation under Article VII of these Bylaws shall be Trustees of the Foundation, and said Trustees shall serve during their respective terms of office, as the named officers of the Foundation, or until their successors shall be duly elected and qualified. If in any year the Immediate Past President of the Foundation ceases to be a Trustee, the member who served as President of the Foundation most recently prior to the Immediate Past President shall automatically become Immediate Past President within the meaning of this provision.
- c. One (1) of the Trustees shall be the President of the Kiwanis Club of San Diego, and said Trustee shall serve during his or her respective term of office as the named officer of the Kiwanis Club of San Diego or until his or her successor shall be duly elected and qualified.

The nomination and election of Trustees shall be conducted in accordance with the provisions of Article VIII herein.

#### IV. ADJOURNMENT

The meeting was adjourned at 12:49 p.m.

Respectfully submitted,

Marguerite P. Battersby  
Secretary