



Kiwaniis

MEMORANDUM

From: René E. Booker, Member Services

Subject: Procedure for the Incorporation of a Kiwanis Club

Kiwanis International **requires all clubs** to be incorporated, and we would like to take this opportunity to stress the importance of incorporating your club to protect the individual members from potential claims.

Enclosed is **Procedure for Incorporation of a Kiwanis Club as a Not-For-Profit Corporation in the United States**, along with the **Agreement (Form C)** and **Resolution (Form A)**. If your state prefers that a standard form is used for incorporating a not-for-profit organization, you may obtain the form from the office of your Secretary of State.

As soon as we have received and approved a copy of your **proposed Articles of Incorporation**, we will issue **Consent (Form B)** authorizing you to file the articles with your state.

If we may be of further assistance or should you have any questions, please feel free to contact us.

Remember to provide us with a copy of the proposed articles BEFORE filing them with the state.

REB

Enclosures:

Procedure for Incorporating a Kiwanis Club

Agreement (Form C)

Resolution (Form A)

AGREEMENT (FORM "C")

Not-for-profit corporation (U.S.)

THIS AGREEMENT made this _____ day of _____, 20_____, on behalf of the members of the
KIWANIS CLUB OF _____ a corporation under the laws of the State
of _____, party of the first part hereinafter known as "the club," and KIWANIS INTERNATIONAL, a
corporation under the laws of the State of Indiana, party of the second part hereinafter known as "the corporation."

THAT WHEREAS, the corporation has been incorporated to protect its name and organization and to promote its purposes;

AND WHEREAS, the club has been incorporated with the consent of the corporation, which consent was conditional upon the club's agreeing to observe and to be bound by the name, organization, and purposes thereof:

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements herein contained, it is hereby agreed as follows:

1. The club hereby specifically acknowledges and agrees that it is affiliated with the corporation and intends to continue such affiliation, and that it and its members will at all times recognize, abide by, and observe as effectively binding upon itself and its members the Bylaws of Kiwanis International now in force or as hereafter amended, and that it will from time to time, upon request of the corporation, amend its bylaws to conform to those of Kiwanis International.
2. The club further covenants and agrees that whenever required by the corporation, it will dissolve or change its form of organization, and that no amendments to the articles of incorporation or change in the purposes of the club will be made without the consent of the corporation.
3. The corporation covenants and agrees that it will not at any time seek to enforce against the club any obligations, duties, or liabilities inconsistent with the Bylaws of Kiwanis International.

IN WITNESS, WHEREOF the parties hereto have caused these presents to be signed by their duly signed by their duly authorized officers, and their respective corporate seals to be hereunto affixed.

KIWANIS CLUB OF

By _____
PRESIDENT

Attest _____
SECRETARY

KIWANIS INTERNATIONAL

By _____
PRESIDENT

Attest _____
RENÉ E. BOOKER, MEMBER SERVICES

Dated this _____ day of _____



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RESOLUTION (FORM "A")

The following resolution is to be adopted by a two-thirds (2/3) vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present.

WHEREAS, the Kiwanis Club of _____ is affiliated as a club with Kiwanis International and it is the expressed desire of two-thirds (2/3) of the members to incorporate the club,

NOW THEREFORE BE IT RESOLVED that two-thirds (2/3) of the majority membership who are members of this club in good standing, be and they hereby are authorized as incorporators to take such steps as may be necessary to organize a corporation without stock and not for profit, under the laws of the State of _____, which will continue in corporate form the Kiwanis Club of _____ with all its present rights and privileges, and

BE IT FURTHER RESOLVED that prior to undertaking such incorporation, this club and said incorporators will procure consent to such a corporation from Kiwanis International and, as a condition thereof, agrees that the proposed corporation will continue its affiliation with Kiwanis International; that the proposed corporation and its members will at all times abide by the Bylaws of Kiwanis International now in force or as hereafter amended, and will comply with all conditions and requirements which Kiwanis International may prescribe; and

BE IT FURTHER RESOLVED that whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation will be made without the consent of Kiwanis International, and

BE IT FURTHER RESOLVED that upon incorporation (approval/confirmation from the state), the officers of this club are hereby authorized and directed forthwith to cause the incorporated club to enter into an agreement with Kiwanis International as set forth in Form "C" attached hereto (Form C to be submitted with State confirmation).

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by vote of at least two-thirds of the active, privileged, and senior members present at a meeting on _____ at which a quorum was present and that notice of this proposed action was given the membership at least two weeks in advance.

SECRETARY



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GIGR-xx-xx

PROCEDURE FOR INCORPORATION

of a Kiwanis Club as a Not-For-Profit Corporation in the United States

This document is for information only and is not a form.

STEP 1

- 1. Adopt the Resolution (Form A).** This must be done by a two-thirds vote of the active members of the club in attendance at a meeting at which a quorum is present (at least two weeks' written notice must be given prior to the meeting). The resolution authorizes the members of the club, named in the copy, to incorporate the club. One copy of the **Resolution (Form A)** is attached.
- 2. Draft the proposed Articles of Incorporation** or other documents required by local statutes to secure incorporation (see How to Write your Proposal on page 2). Incorporation documents must be obtained through the Secretary of State or local government agency handling incorporations.
- 3. Send Kiwanis International:**
 - a. one completed and signed copy of the **Resolution (Form A)**
 - b. one photocopy of the proposed Articles of Incorporation
 - c. any other documents required by local statutes to secure incorporation.

*These documents must be sent to Kiwanis International for review **prior** to filing with the Secretary of State or other Governmental Agency processing not-for-profit corporations.)*

Kiwanis mailing address:

Kiwanis International
Attn: Member Services
3636 Woodview Trace
Indianapolis, Indiana 46268

STEP 2

- 1. Your club will receive a Consent (Form B)** once Kiwanis International approves your club's proposed Articles of Incorporation. **Consent (Form B)** authorizes your club to file your Proposed Articles of Incorporation with your state or appropriate governmental agency.
- 2. Send to your state or appropriate governmental agency:**
 - a. one photocopy of **Consent (Form B)**
 - b. one photocopy of your proposed Articles of Incorporation
 - c. any other documents required by local statutes to secure incorporation

STEP 3

- 1. Your club will receive a certified copy of your Articles of Incorporation** showing the date of filing with the appropriate state or governmental agency once your state or appropriate governmental agency approves your proposal. Your club President and Secretary are authorized to execute the **Agreement (Form C)** immediately upon receiving this certification.
- 2. Send to Kiwanis International:**
 - a. one photocopy of that certified document
 - b. One completed and signed copy of the **Agreement (Form C)**
 - c. any other documents issued by local statutes to give evidence of incorporation
- 3. Upon receipt of the documents requested above,** Kiwanis International will return one duly executed copy of the **Agreement (Form C)** for your club's incorporation file. A copy of your Certified Articles of Incorporation will be archived in your club's permanent file at Kiwanis International's office.

HOW TO WRITE YOUR PROPOSAL

In drafting the Articles of Incorporation, keep them simple. Omit all provisions of the bylaws except those that are specifically required to be included by statute or by Kiwanis International.

Kiwanis International requires the following (A through C) to be included in your Articles of Incorporation:

A. The name of the corporation is to be:

Kiwanis Club of _____

(Be sure to use the complete official name of the club as it appears in the club bylaws.)

B. The purposes of the corporation are:

1. To give primacy to the human and spiritual rather than to the material values of life.
2. To encourage the daily living of the Golden Rule in all human relationships.
3. To promote the adoption and the application of higher social, business, and professional standards.
4. To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
5. To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
6. To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.
7. For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of _____, and its members.
8. To do all such things as are incidental or conducive to the attainment of the above objects.

C. Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

NOTE

If you refer to the Board of Directors, remember that the Board of Directors of a Kiwanis club **consists of all officers and not less than three (3) elected directors of the club.** (As stated in the current Standard Form for club Bylaws.)

When referring to the organization or corporation being exempt from payment of federal income taxes, please note that all Kiwanis clubs are not-for-profit organizations and are group exempt from payment of federal income taxes under Section 501(c) (4) of the Internal Revenue Code.