

BYLAWS
KIWANIS INTERNATIONAL FOUNDATION INC.
Doing business as “Kiwaniis Children’s Fund”

As amended by the Foundation Board on October 27, 2018

ARTICLE I – NAME, MISSION, AND MEMBERS

Section 1. Name. The name of this organization is Kiwanis International Foundation, Inc. (“the Foundation”).

Section 2. Purpose. The Foundation is a tax-exempt, publicly-supported charitable organization formed and operating for the purpose of assisting and engaging in all activities which serve charitable, benevolent, eleemosynary, educational, religious or scientific purposes as permitted by the State of Indiana and the U.S. Internal Revenue Code for nonprofit corporations with 501(c)(3) status.

Section 3. Mission. The mission of the Foundation is to develop resources that transform the goodwill and vision of Kiwanians into programs that serve the children of the world. (10/2017)

Section 4. Members. The members of the Foundation are all members in good standing of chartered Kiwanis clubs of Kiwanis International. Members of the Foundation do not have voting rights.

Section 5: Meeting of Members. An annual meeting of the Foundation members shall be held in conjunction with the annual convention of Kiwanis International, provided at least 30 days advance notice shall be provided to the members. At the annual meeting, the president and chief financial officer or their designees shall report on the activities and financial condition of the corporation. (10/2018)

ARTICLE II – BOARD OF TRUSTEES

Section 1. Powers of Board of Trustees.

- a) **General Powers.** The administration and management of the Foundation is under the control of its Board of Trustees. (10/2017)
- b) **Variance Powers.** Notwithstanding any provisions in these Bylaws or in any instrument of transfer creating or adding to a fund of the Foundation, the Board shall have the power to: (a) modify any restriction or condition on the distribution of funds for any specified charitable purpose or purposes or to a specific charitable organization or organizations if in the sole judgment of the Board (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served; (b) replace any participating trustee, custodian, or agent for breach of fiduciary duty under state laws; and (c) replace any participating trustee, custodian, or agent for failure to produce a reasonable return of net income over a reasonable period of time, as determined by the Board. (10/2017)

Section 2. Composition of Board. The Foundation Board shall be composed of: (7/2014)

- a) The President, President- Elect, Immediate Past President, and Treasurer, as defined elsewhere in these bylaws;

- b) The Vice President and the Immediate Past President of Kiwanis International, Inc., hereinafter referred to as “Kiwanis International Representative Trustees,” whose terms on the Foundation Board shall be concurrent with their terms in said offices on the Kiwanis International Board; and
- c) Nine (9) Trustees who shall be appointed by the Foundation Board each administrative year at its second meeting of the year and who shall each have three-year terms, beginning on October 1 following appointment and ending on September 30 three years thereafter. Trustee terms shall be staggered so that three (3) Trustees are appointed each year. Candidates for consideration of appointment shall be approved by the Joint Committee of Kiwanis International and the Kiwanis International Foundation. (12/2014)
- d) With the exception of the districts of the two Kiwanis International Representative Trustees, no district of Kiwanis International, Inc. shall have more than one voting member on the Foundation Board at the same time. (7/2014)
- e) With the exception of the two Kiwanis International Representative Trustees, no person shall serve as a member of the Foundation Board while serving as an Officer of Kiwanis International, Inc. as defined in the Kiwanis International Bylaws, President of the European Federation, Chairperson of Kiwanis Asia-Pacific, or the leader of a District in Formation or Pre-Formation. (7/2014)
- f) The Foundation Board shall include, each administrative year, one person each from the Europe Region and Asia-Pacific Region of Kiwanis International. (7/2014)

Section 3. Criminal History Background Checks. Each member of the Foundation Board shall be required to have and maintain a clear criminal history background check conducted and verified every two years by Kiwanis International. Nominees for Trustee shall be required to have a clear background check conducted and verified by Kiwanis International within the previous two (2) years of the submission of his/her name for nomination. (10/2012)

Section 4. Trustee Term Limits. Trustees may serve not more than two (2) consecutive three-year terms. However:

- a) A Trustee appointed to fill a vacancy for a term of one (1) full year or more may be reappointed to serve only one (1) additional three (3) year term;
- b) A Trustee appointed to fill a vacancy for a term of less than one (1) full year may be reappointed to serve two consecutive three-year terms.

Section 5. Filling Trustee Vacancies. If any Trustee seat, other than the two Kiwanis International Representative Trustees, becomes vacant for any reason, the Executive Committee, upon the recommendation of the Joint Committee of Kiwanis International Foundation and Kiwanis International, Inc., shall appoint an individual to serve the remainder of the unexpired term. (7/2014)

Section 6. Responsibilities of Trustees. Trustees are expected to fulfill the following basic responsibilities each year:

- a) Attend all Board meetings.
- b) Attend the Kiwanis International Convention.
- c) Promote and support the Foundation's programs.
- d) Act as counselor to Kiwanis districts as assigned.
- e) Financially support the Foundation within his/her means.

The Trustees also shall perform such duties as are specified or implied in these Bylaws or Policies or as may be assigned by the Board.

Section 7. Board Meetings. The Foundation Board shall hold at least two meetings each administrative year:

a) The Annual Meeting, which shall be held in conjunction with the annual Convention of Kiwanis International, Inc., in the same city as that Convention; and

b) One other meeting, which shall be held at a time and a place determined by the Board.

The Board may hold additional meetings called by the President or at the request of at least four (4) members of the Board. The Board may hold any annual, regular, or special meeting inside or outside Indiana.

Section 8. Notice of Board Meetings. The Executive Director shall give written notice of each Foundation Board meeting to each Board member at least ten (10) days prior to the meeting date, by personal delivery, fax, e-mail, or first class mail. Any Board member may give a written waiver of any defect in notice of a Board meeting. A Board member who attends a meeting of the Board who does not state an objection to the notice is considered to have waived any such defect.

Section 9. Electronic Meetings. The Foundation Board may meet and conduct business by any method that allows all participants to simultaneously communicate with one another. Participation by such methods constitutes attendance. Normal board meeting rules and processes apply unless otherwise determined by the Board.

Section 10. Quorum and Required Voting Margin. Fifty percent (50%) of the entire membership of the Foundation Board then in office shall constitute a quorum, and a majority vote of those present shall be necessary to approve actions unless a greater vote is required by these bylaws. (7/2014)

Section 11. Failure to Perform the Duties of Office. If a member of the Foundation is alleged by the President or two-thirds (2/3) of the Foundation Board to be failing to perform his/her duties, the Board shall investigate the allegation and determine the matter at a meeting held within forty-five (45) days after the investigation is complete or as soon as reasonably possible. Written notice of the allegation, investigation, and meeting shall be given to the accused Board member at least thirty (30) days prior to the meeting. The accused Board member shall be permitted to attend the meeting and present a defense. If the allegation(s) is sustained by no less than a two-third (2/3) vote of the entire board, the Board member's position shall be declared vacant and filled in accordance with these bylaws.

Section 12. Discipline of Board Members (10/2012)

a. If an allegation is made against a Foundation Trustee or Officer of conduct unbecoming a member of the Kiwanis family, the President (or Immediate Past President, if the President is accused) shall consult the procedures to be followed for investigating such allegation and shall appoint a special investigator to investigate the matter. If the investigation determines that there is a reasonable basis for the allegation, the President shall notify the accused member and shall refer the matter to the Board to conduct a hearing to decide the matter. The Board shall produce a report setting forth its decision whether the officer or Trustee did or did not engage in conduct unbecoming and, based on that decision, whether he/she shall be disciplined.

b. If either the accused officer or Trustee or the Investigator believes some part of the investigation process was faulty or the determination was incorrect, either party has the right to request in writing reconsideration by the Board. The Board's decision on the matter shall be final.

c. If, at any point during the 'conduct unbecoming' process, possible criminal wrongdoing is discovered, the matter shall be reported to the proper authorities.

d. All materials, facts, and information related to the investigation, determination, and reconsideration (if any) shall be kept confidential at all times by any parties or persons involved in any part of the process.

e. The Foundation shall retain all official records on the matter (Allegation Report, Investigation Report, Hearing Record, Board Report, and Reconsideration Record if any) in a confidential file as long as required by applicable law. A copy shall also be forwarded to Kiwanis International via its Executive Director.

ARTICLE III – OFFICERS

Section 1. Designation. The officers of the Foundation shall be a President, President-Elect, Immediate Past President, Executive Director, and Treasurer. (2/2018)

Section 2. Appointment. At the Foundation Board’s annual meeting, upon the recommendation of the Joint Committee of Kiwanis International Foundation and Kiwanis International, Inc., the Board shall appoint the President, President-elect, and Treasurer for the next administrative year from among all members of the current Board. Unless unable to serve, the Treasurer shall succeed to the office of President-elect, the President-elect shall succeed to the office of President, and the President shall succeed to the office of Immediate Past President. The Executive Director of Kiwanis International shall also be the Executive Director of the Kiwanis International Foundation. (2/2018)

Section 3. Terms. All officers’ terms, except the Executive Director, shall be for one year, beginning on October 1 or until said officer’s successor shall be duly elected and qualified. (2/2018)

Section 4. Compensation. No officer is entitled to receive compensation from the Foundation for performance of his/her duties of office. However, the Foundation Board may approve reimbursement to any officer for out-of-pocket expenses which are:

- a) personally incurred or paid by any officer,
- b) reasonably incurred in furtherance of the Foundation’s business and objectives, and
- c) documented by the officer with appropriate receipts, canceled checks, or other proof of the nature and amount of the expenses.

The Executive Director of the Foundation, because he/she also serves as the Executive Director of Kiwanis International, will be compensated by Kiwanis International.

Section 5. President. The President is the chief executive officer of the Foundation and shall generally supervise the business and affairs of the Foundation; preside at all meetings of the Foundation, Foundation Board and Executive Committee; and supervise the activities of all other officers and the Trustees.

Section 6. President-Elect. The President-Elect shall preside at all meetings at which the President is absent and may have such other duties or authority as determined by the Foundation Board. (2/2018)

Section 7. Immediate Past President. The Immediate Past President shall preside at all meetings at which the President and President-elect are both absent and may have such other duties or authority as determined by the Foundation Board. (2/2018)

Section 8. Treasurer. The Treasurer regularly reviews the Foundation’s financial condition and informs and advises the Foundation Board on this subject. The President or the Board may assign other duties to the Treasurer.

Section 9. Executive Director. The Executive Director is the active managing officer of the Kiwanis International Foundation, subject to supervision of the Foundation Board. The Executive Director shall assist the President and the Board in conducting the business of the Foundation and shall perform such duties as are specified or implied in these Bylaws or policies or as may be assigned by the Board.

- a. The Executive Director shall be responsible to:
 - 1) Maintain all official and administrative records of the Foundation;
 - 2) Maintain the Foundation's internal financial records, including records of charitable donations received and grants or expenditures made in furtherance of the Foundation's tax-exempt charitable purposes;
 - 3) Develop and implement proper internal financial controls for the receipt, deposit, and disbursement of the Foundation's funds in a manner consistent with the Foundation Board's directions, best practices for nonprofit organizations, and the advice of the Foundation's auditors;
 - 4) Select and supervise the Staff and employees;
 - 5) Attend all meetings of the Foundation Board and Executive Committee or designate an appropriate Foundation staff member to attend on his/her behalf, acting as secretary thereof, but shall be without vote.
- b. The Executive Director is presumptively authorized to sign and deliver any contract, check, deed, lease, or other document to carry out an action or complete a transaction that has been authorized by the Foundation Board.
- c. The Executive Director shall report at each meeting of the Foundation's Board and at such other times as directed by the President or the Board.
- d. The Executive Director shall perform such other Foundation duties as are defined elsewhere in these bylaws, in Foundation Policies or Procedures, or as may be assigned from time to time by the Foundation Board.

Section 10. Officer's Incapacity. In the event the President is temporarily incapacitated and unable to discharge the duties of the office, as determined by a two-thirds (2/3) vote of the entire Board except the President, the Immediate Past President shall become Acting President until the President is able to resume those duties. If, after a period of sixty (60) days, it appears to the Board that the President will be unable to resume the duties of office, as confirmed by a new two-thirds (2/3) vote of the Board except the President, the Board may declare the office vacant and shall fill it as provided in these bylaws. (2/2018)

If the President-elect or Treasurer is temporarily incapacitated and unable to discharge the duties of the office, as determined by a majority vote of the entire Board except the Officer in question, the Board shall determine someone to handle the duties of office. If, after a period of sixty (60) days, it appears to the Board that the Officer will be unable to resume the duties of office, as confirmed by a new majority vote, the Board may declare the office vacant and shall fill it as provided in these bylaws. (2/2018)

Section 11. Removal of Officers. Each officer other than the Executive Director serves at the pleasure of the Foundation Board. Whenever, in the Board's judgment, the Foundation's best interests will be served by an officer's removal, the officer may be removed from office upon majority vote of the entire Board except the officer whose removal is being considered. The Executive Director, because he/she also serves as the Executive Director of Kiwanis International, is exempt from this provision. (2/2018)

Section 12. Officer Vacancies. If the office of President, President-elect, or Treasurer becomes vacant for any reason, the Foundation Board, upon the recommendation of the Joint Committee of Kiwanis International Foundation and Kiwanis International, Inc., shall appoint a replacement to fill such vacancy for the remainder of the unexpired term from among the current or past Board members. A vacancy in the office of Immediate Past President shall be filled by the most recent President of the Foundation who is willing and able to hold such office. (2/2018)

Section 13. Vacancies in Officers-Designate. In the event that either the incumbent Treasurer or President-elect cannot succeed to the offices of President-elect and President respectively, then the Joint Committee shall also recommend candidates for such offices to the Foundation Board from among the current or past Board members. Until such time that the office-designate is filled, the person incumbent in the office as of September 30 shall continue to serve unless otherwise specifically designated by the Foundation Board. (2/2018)

Section 14. Questions. Any matters related to vacancies in office not addressed in these bylaws shall be determined by the Board of Trustees, subject to relevant provisions. (2/2018)

ARTICLE IV – COMMITTEES

Section 1. Standing Committees. The Foundation shall have the standing committees as defined in this article.

a. Executive Committee. The Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, and Treasurer, and both of the Kiwanis International Representative Trustees. Three (3) members of the Executive Committee shall constitute a quorum. The President shall preside at all meetings of the Executive Committee. (12/2014)

Between meetings of the Board, if the need arises, the administrative authority of the Board is delegated to the Executive Committee on all matters, except the right to amend the bylaws or to change policies. The action of the Executive Committee shall have full force and effect. The Executive Director shall forward a record of any actions taken by the Executive Committee to all members of the Foundation Board not more than ten (10) days following such meeting. Any action by the Executive Committee, unless disapproved by the Board, shall be formally ratified by the Board.

The Executive Committee shall have such other duties and authority as provided in these bylaws or in policies. (7/2014)

b. The Development Committee shall help guide the Foundation’s fundraising efforts to strengthen the financial and public relations status of the Foundation.

c. The Finance and Investment Committee shall help plan and oversee the Foundation’s annual budget and exercise fiduciary oversight of the organization’s investments. The Treasurer shall be Chairman of the Finance and Investment Committee.

d. The Grants Committee shall oversee the allocation of grant funding within the Foundation.

e. The Bylaws and Policies Committee shall draft and/or review proposed amendments to the Foundation’s Bylaws and Policies and regularly review the Foundation’s governing documents. (7/2014)

f. The Performance Assessment Committee shall annually assess the Foundation's effectiveness in fulfilling its mission, goals and objectives. The Committee shall be composed of three (3) members, including one (1) member from each of the three classes of Trustees, each of whom shall continue to serve on the Committee during the remainder of his or her term as a Trustee. Each year, the President shall appoint a first-year Trustee to the committee.

g. The Joint Committee of Kiwanis International and the Kiwanis International Foundation shall serve as a means of maintaining mutual understanding and cooperation between the Boards of Kiwanis International and the Kiwanis International Foundation. The committee shall consist of the Kiwanis International President, Immediate Past President, President-Elect, and Vice-President and the Kiwanis International Foundation President, Immediate Past President, President-Elect, and Treasurer. Except when conducting the annual appraisal of the Executive Director or when nominating candidates for the Foundation Board, the Kiwanis International President shall be Chairman, with the same voting privileges as other members.

The Joint Committee shall annually perform the appraisal of the Kiwanis International/Kiwanis International Foundation Executive Director which shall be conducted in accordance with Kiwanis International Procedure. For this role, the Immediate Past President of Kiwanis International shall act as Chairman.

The Joint Committee also shall recommend to the Foundation Board candidates for the offices of Foundation Trustee, Treasurer, President-elect, and President for the following administrative year. In the event that either the incumbent Treasurer or President-elect cannot succeed to the offices of President-elect and President respectively, then the Joint Committee shall also recommend to the Foundation Board candidates for such offices. For this role, the Foundation President shall act as chairman.

The Joint Committee may consider other matters of mutual interest to both organizations and is authorized to make recommendations to either or both boards.

The Joint Committee shall meet at the call of the Kiwanis International President, but in no event less than twice each administrative year.

Section 2. Special Committees. The Foundation Board may create special committees to perform such duties as defined upon creation. (10/2012)

Section 3. Appointments. Unless otherwise stated in Section 1, the President shall appoint all committee chairs and members, subject to the approval of the Foundation Board. The President-elect shall also appoint one Board member to serve as vice chair of the Development Committee and one to serve as vice chair of the Grants Committee, who shall each respectively become the Chair of such committees the following year. (2/2018)

Section 4. Meetings and Business. Committees shall meet at the call of the President, provided at least ten (10) days advance notice shall be given for all committee meetings. A majority of committee members shall constitute a quorum for all committees other than the Executive Committee, and a majority vote shall be necessary to approve actions unless a greater vote is required by these bylaws.

ARTICLE V – STANDARD OF CARE AND INDEMNIFICATION

Section 1. General. Based on facts known to him or her at the time, each Trustee or officer of the Foundation shall discharge his or her duties in good faith, with the care an ordinarily-prudent person in a similar position would exercise under similar circumstances and in a manner that the Trustee or officer

reasonably believes to be in the Foundation's best interests.

Section 2. Limitations on Liability. A Trustee or officer is not liable for an action taken or failure to act in that capacity, unless the Trustee or officer has breached or failed to perform the Trustee's or officer's duties in compliance with this Article or unless the breach or failure constitutes willful misconduct or recklessness.

Section 3. The Foundation shall indemnify every person (and the heirs and personal representatives of such person) who is or was a Trustee or officer of the Foundation, to the extent required and permitted by applicable law.

Section 4. Standards of Conduct. The Foundation shall not loan money to or guarantee any obligation of a Trustee or officer of the Foundation. All members of the Foundation's Board shall obey standards of ethical conduct while performing their duties as Board members, as more particularly prescribed by applicable Indiana Code.

Section 5. Conflicts of Interest. The Foundation shall maintain a conflict of interest policy to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE VI – AMENDMENTS

Section 1. Bylaw Amendments or Restatement. These Bylaws may be amended or restated by the affirmative vote of a majority of all the members of the Foundation's Board of Trustees, provided that the text of any proposed amendment has been sent to all Board members at least ten (10) days in advance of any meeting at which such amendment(s) will be considered.

Section 2. Copy to Kiwanis International Board. The Executive Director or President shall forward a copy of any amendment to or restatement of these Bylaws to the Board of Trustees of Kiwanis International, Inc. within ten (10) days after adoption.

ARTICLE VII – MISCELLANEOUS

Section 1. Fiscal Year. The Foundation's administrative and fiscal year begins on the first day of October and ends on the last day of September.

Section 2. Financial Records. At all times, the Foundation's financial accounts, records, and books shall be open to the inspection by members of the Foundation Board and any auditors named by the Board.

Section 3. Rules of Order. The most recent edition of *Robert's Rules of Order Newly Revised* governs all matters of parliamentary procedure not specifically addressed in these Bylaws or Policies.