

BY-LAWS OF KIWANIS INDIANA FOUNDATION, INC.

ARTICLE I

MEMBERS

Section 1. Membership.

Membership of this corporation shall be of one class and each member shall be entitled to one (1) vote on all matters coming before a meeting of the members. A majority vote of those present at any meeting shall prevail unless otherwise specified in these Bylaws.

Each member in good standing of the Indiana District of Kiwanis International shall be a member of this Corporation.

Section 2. Annual Meeting.

The annual meeting of the membership shall be held in conjunction with the annual convention of the Indiana District of Kiwanis International and notice to the membership of Kiwanis of said meeting shall constitute notice to the membership of this Foundation meeting.

Section 3. Other Meetings.

Other meetings of the membership may be held at the direction of the President and/or at the request of a majority of the Board of Directors of the Foundation.

Section 4. Dues.

There shall be no Foundation membership dues.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Membership.

The Board of Directors shall consist of the Governor, the Governor-elect, the Immediate Past Governor and the Lieutenant Governor of each Division of the Indiana District of Kiwanis International.

In addition to the members named above, the Directors by majority vote shall elect twelve (12) additional members as Directors as provided hereafter, who along with the Governor, the Governor-elect and the Immediate Past Governor shall constitute the Executive Committee which shall also include up to three (3) Trustees who shall be Past Presidents of the Foundation Board, beginning with the most recent.

Trustees: Three (3) Past Presidents of the Foundation shall have the option of serving on the Executive Committee as a Trustee with no voting rights, no term limitation, may serve on and chair committees, but may not serve in any officer position except Secretary or Treasurer. Trustees shall be in addition to the twelve (12) elected members.

Section 2. Terms of Office.

- a. Each Director representing a Division shall retain membership on the Board during his/her term of office or until a successor is duly elected and qualified.
- b. The Governor, Governor-elect and the Immediate Past Governor shall retain membership on the Board during their term of office or until a successor is duly elected and qualified.
- c. There shall be twelve (12) additional Directors, who shall serve on the Executive Committee.
- d. Each of the twelve (12) additional Directors serving as Executive Committee members shall serve for three (3) year terms in order to provide continuity of service and experience.
- e. The twelve (12) additional Directors shall be grouped into three (3) classes, each class consisting of four (4) Directors who shall be elected so as to provide for staggered three-year class terms.
- f. An election shall be held annually for the four (4) Directors in that class, and as each term expires, the successor shall be elected and serve for a three (3) year term or until a successor is duly elected and qualified.
- g. In considering candidates for election as Executive Committee Directors, every effort shall be made to attain geographic representation from throughout the district; however, Trustee locations shall not be a factor.

Section 3. Term Limitations.

No member shall serve for more than nine (9) consecutive years on the Executive Committee except Trustees.

As of 2004-05, those Directors elected to a three (3) year term shall serve until the conclusion of their term.

Section 4. Annual Meeting/Meetings.

The annual meeting of the Board shall be held at the annual convention of the Indiana District of Kiwanis International.

Any annual convention notice shall also list the annual meeting of the Foundation by time, location, and a statement specifying an invitation for Kiwanians to attend said annual meeting of the Foundation.

At this meeting the additional Directors as outlined in Sections 1 and 2 above, and as recommended by the Executive Committee, shall be elected by the Directors, their term of office beginning on October 1.

Section 5. Other Meetings.

Additional meetings of the Directors will be held if so requested by the President or at any time when requested by a majority of the Directors.

Section 6. Quorum.

A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 7. Vacancies.

Whenever a vacancy occurs among the Directors representing the Divisions, the vacancy shall be filled pursuant to the Bylaws of the Indiana District of Kiwanis International.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1. Membership.

The Executive Committee shall consist of the twelve (12) Directors chosen pursuant to the terms of the second paragraph of Section 2, Article II above, plus the Governor, Governor-elect and the Immediate Past Governor of the Indiana District of Kiwanis International.

Section 2. Meetings.

- a. An annual meeting of the Executive Committee shall be held during the Indiana Kiwanis District Convention each year.

- b. Other meetings of the Executive Committee will be held at the call of the President or by request of the majority of the Executive Committee.
- c. The Executive Committee shall have the power to conduct the routine business affairs of the Foundation except as to matters concerning merger, amendments to these Bylaws, consolidation or dissolution, and shall report to the Board at its annual meeting.
- d. The Executive Committee shall recommend to the Board of Directors, for their approval at the Mid Year Conference, those members of the Executive Committee designated to be officers of the Foundation for the forthcoming administrative year or until their successors be duly elected and qualified.
- e. The Executive Committee shall recommend to the Board of Directors, at the annual meeting, those members to be elected as the four (4) Directors for the 3-year term commencing October 1 of the forthcoming administrative year or until their successors be duly elected and qualified.
- f. In the event of any mid-term vacancy, the Executive Committee may recommend to the Board of Directors, for their approval, a replacement to serve out the remainder of the un-expired term. The person so elected may then stand for full term at the end of the un-expired term. This term does not count toward the three term limit that is otherwise applicable.
- g. At the request of the President, no more than one-half of the Executive Committee meetings may be conducted electronically. All members participating in the meeting by this method shall be participating at the same time, so as to facilitate open and thorough discussion of all matters to come before the Executive Committee.
- h. Subcommittees of the Executive Committee can meet and act either in person or electronically in furtherance of their business.

Section 3. Quorum.

A majority of the elected Executive Committee members shall constitute a quorum at any meeting of the Executive Committee.

Section 4. Vacancies.

A vacancy on the Executive Committee shall be filled by its remaining members; such appointment to serve shall be for the remainder of the vacated term, subject to confirmation by the Board of Directors at its next meeting.

ARTICLE IV

OFFICERS

Section 1. Number and Election.

The President, Vice-President, Secretary and Treasurer of the Foundation shall be approved by the Board of Directors at the Mid-Year Conference.

Section 2. Terms of Office.

The officers shall serve for one (1) year or until their successors are duly elected and qualified; such year to commence concurrent with the administrative year of the Foundation from October 1st through September 30th of the year next succeeding. No officer shall serve more than two (2) consecutive years in any one position except the Secretary and the Treasurer who shall have no limit to the number of years he/she serves as long as he/she remains a member of the Executive Committee, subject to the provisions of Article II, Section 3.

Section 3. Vacancies.

A vacancy among the officers shall be filled by the Executive Committee for the balance of the vacant term.

ARTICLE V

DUTIES OF OFFICERS

Section 1. The President.

The President shall be in charge of the affairs of the corporation and shall be responsible for the giving of the time and place of all meetings. The President shall preside at all meetings of the membership, Board of Directors, and Executive Committee, and shall make all Committee appointments.

Section 2. Vice-President.

The Vice-President shall perform such duties as directed by the President, Executive Committee, or the Board of Directors and in the absence of the President shall act in his/her stead. The Vice President shall also be considered to be the President-Elect of the Executive Committee.

Section 3. Secretary.

The Secretary shall keep minutes of all meetings of the Executive Committee and shall make copies available to all Executive Committee members and to the District Secretary-Treasurer for transmittal to the Board of Directors.

Section 4. Treasurer.

The Treasurer shall be the fiscal officer for the Corporation and shall have the responsibility of filing any and all tax returns necessary.

ARTICLE VI

PURPOSES

Section 1. Purposes.

This Corporation is organized and at all times shall be operated for charitable and humanitarian purposes. It may also raise and collect funds and perform all other functions lawful, necessary, desirable, and useful to achieve these purposes. It may also conduct service projects in conjunction with the Indiana District of Kiwanis International as long as such projects are permitted under a 501 (c) (3) classification.

A. McCulloch Endowment Program.

The Corporation shall hold all funds given to the Foundation through the McCulloch endowment program, in a guarded corpus, with only the earnings available to be spent for the purposes of the Foundation.

B. Other Designated Endowment Funds.

The Corporation shall hold all funds given to and accepted by the Foundation through designated endowments, in a guarded corpus, subject to the terms of the endowment grant.

ARTICLE VII

MISCELLANEOUS

Section 1. Fiscal Year.

The Corporation shall operate on a fiscal year of October 1 through September 30 of the year next succeeding.

The administrative year for service by officers, directors, and Executive Committee members shall be from October 1 through September 30 of the year next succeeding, unless otherwise specified in these Bylaws.

Section 2. Amendments.

These Bylaws may be amended or modified at any duly constituted meeting of the Board of Directors by a two-thirds (2/3) vote of those present, provided written notice of such meeting shall have been given to the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy.

Section 3. Approval by Kiwanis International.

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

Amended August 15, 1997

Amended November 6, 1999

Amended February 4, 2005

Amended August 12, 2005

Amended August 8, 2008