



BY-LAWS OF KIWANIS INDIANA FOUNDATION, INC.

ARTICLE I – PURPOSES

Section 1. Purposes

The purposes of the Kiwanis Indiana Foundation shall be as provided in its Articles of Incorporation with the State of Indiana. The Foundation 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 (hereinafter referred to as "The Indiana District") as long as such projects are permitted under a 501(c)(3) classification.

ARTICLE II - MEMBERS

Section 1. Membership.

The members of this corporation shall be all Kiwanis clubs in the Indiana District which are in good standing. Members shall have no voting rights.

Section 2. Annual Meeting.

The annual meeting of the members shall be held in conjunction with the annual convention of the Indiana District of Kiwanis International at such time and location as shall be determined by the Board. At least 60 days notice shall be given to members of the day, time, location, of the annual meeting. Notice shall be sent by the Indiana District with the notice of its annual convention, so long as the Indiana District Board agrees to this practice.

Section 3. Special Meetings.

Special meetings of the members may be held at the call of the President and/or at the request of a majority of the Board of Directors, provided that at least 30 days advance notice shall be given by the Foundation Secretary to all members of the date, time, location, and agenda of any special meeting(s).

Section 4. Dues.

There shall be no membership dues.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of the 12 elected Directors (which includes the Officers), as well as the Governor, the Governor-elect, and the Immediate Past Governor of the Indiana District.

Section 2. Election and Terms of Directors.

- a. Each Director shall be a member of a club in the Indiana District.
- b. At the Board's annual meeting, the Nominating Committee shall recommend to the Board new Directors to be elected, subject to the approval of the Board of Directors. Each Director shall serve for three (3)

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year terms, beginning October 1 after election. Four (4) Directors shall be elected each year in order to stagger terms and provide continuity of service and experience.

- c. No elected Director shall serve for more than nine (9) consecutive years on the Board, regardless of office (if any). However, any person serving as President in their 9th year on the Board may serve one additional year as Immediate Past President.
- d. In considering candidates for Directors, every effort shall be made to attain geographic representation from throughout the district.

Section 3. Vacancies in Directors

A vacancy in any Director shall be filled at any meeting of the Board in the same manner as stated in Sec. 2. A person elected to fill a vacancy may stand for a full term at the end of the vacancy term. The vacancy term does not count toward the term limit stated in Section 2.

Section 4. Board of Directors Duties

The Board of Directors shall conduct the business of the Foundation. The Board shall report to the members at the annual meeting of the members.

Section 5. Board Meetings

- a. The Board shall hold at least three regular (3) meetings per year:
 - An annual meeting in conjunction with the annual convention of the Indiana District.
 - Another meeting in conjunction with the midyear conference of the Indiana District.
 - Another meeting during the first three months of the administrative year.
- b. Special meetings of the Board of Directors will be held at the call of the President or when requested by a majority of the Directors.
- c. The Foundation President shall determine the day, time, and location of all regular and special Board meetings. The Foundation Secretary shall provide at least three (3) weeks notice of the date, time, location, and agenda to Board members prior to regular meetings and at least three (3) days prior to special meetings.
- d. At the request of the President, any special Board meeting 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 Board.

Section 6. Quorum

A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors. A majority vote of those present and voting shall decide all business unless otherwise provided in these bylaws.

Section 7. Committees

- a. The Foundation Board shall have the following standing committees:
 - The Nominating Committee shall recommend to the Board candidates for new Directors and

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Officers.

- The Grants Committee shall review all grant applications and recommend to the Board which grants to award, subject to Board approval.
 - The Scholarship Committee shall review all scholarship applications and select one recipient from each division of the Indiana District.
- b. The President may create and appoint other committees, subject to the approval of the Board.
- c. Committees may meet and conduct business either in person or electronically.

ARTICLE IV- OFFICERS

Section 1. Designation

The Foundation shall have the offices of President, President-elect, Immediate Past President, Secretary, and Treasurer.

Section 2. Election

At a Board meeting held in conjunction with the Midyear Conference of the Indiana District, the Nominating Committee shall recommend to the Board of Directors, from among the elected Directors, persons to hold each office for the next administrative year, subject to approval of the Board of Directors. The President-elect shall normally be the sole candidate for President unless the Nominating Committee or the Board determines there is good cause for him/her to not assume the role. The President shall assume the role of Immediate Past President the following year.

Section 3. Terms of Officers

Each officer shall serve for one (1) year, beginning October 1 after election, or until their successors are duly elected and qualified. No person shall serve more than two (2) consecutive years in any one office except the Secretary and the Treasurer. The time served by any person appointed by the Board to fill a vacancy in office shall not count for the purpose of this provision.

Section 4. Vacancies in Office

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

Section 5. President's duties

The President shall be in charge of the affairs of the corporation and shall determine the time and place of all meetings. The President shall preside at all meetings of the members and the Board of Directors.

Section 6. President-elect's duties

The President-elect shall perform such duties as directed by the President or the Board of Directors and shall preside at all meetings in the absence of the President.

Section 7. Immediate Past President's duties

The Immediate Past President shall perform such duties as usually pertain to the office or as may be directed by the President or the Board of Directors.

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Section 8. Secretary's duties

The Secretary shall keep the minutes of all meetings of the Board of Directors and shall make copies available to all members within 30 days and to the Indiana District Secretary for transmittal to the Indiana District Board.

Section 9. Treasurer's duties

The Treasurer shall be the fiscal officer for the Corporation; regularly review and advise the Board on the financial condition of the Foundation; and shall have the responsibility of filing any and all tax returns necessary.

ARTICLE V – DISCIPLINE AND REMOVAL

Section 1. Failure to Perform Duties

If a Director or Officer is alleged by the President or two-thirds (2/3) of the Board to be failing to perform his/her duties, the Board shall investigate the allegation and determine the matter at a meeting. Written notice of the allegation, investigation, and meeting shall be given to the accused Board member at least two (2) weeks prior to the meeting and he/she shall be permitted to attend and present a defense but shall not be permitted during deliberations or voting. If the allegation(s) is sustained by no less than a two-third (2/3) vote of those present and eligible to vote, the Board member's position shall be declared vacant.

Section 2. Conduct Unbecoming

- a. If an allegation is made against a Director of conduct unbecoming a member of the Kiwanis family, the President (or Immediate Past President, if the President is accused) shall consult and follow the Kiwanis International procedures. If an 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 and whether the Director 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 after reconsideration 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 in a confidential file as long as required by applicable law. A copy shall also be forwarded to the Indiana District Board.

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ARTICLE VI - FINANCE

Section 1. Administrative and Fiscal Year.

The administrative and fiscal year of the Foundation shall be October 1 through September 30.

Section 2. 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.

Section 3. 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.

Section 4. Reporting

The Foundation will comply with all governmental reporting requirements for finances, taxation, employment and any other areas of operation.

Section 5. Financial Status

The Foundation shall report its financial status annually to clubs and to the Indiana District Board and at such other times and including such information as may be requested by the Indiana District Board.

Section 6. Audit

The financial records of the Foundation shall be examined at the end of each fiscal year by a qualified individual(s) or company selected by the Board. The individual(s) should be qualified to perform such work in their respective jurisdiction. The examination report shall be reviewed by the Foundation Board at its next meeting following completion. A copy of the report shall be sent within thirty (30) days thereafter to Kiwanis International and to the Indiana District Secretary for transmittal to the Indiana District Board. A copy of the report also shall be made available, upon request, to Foundation members.

ARTICLE VII - MISCELLANEOUS

Section 1. Amendments.

These Bylaws may be amended or modified at any meeting of the Board of Directors by a two-thirds (2/3) vote of those present, provided written notice of such amendments shall have been given to the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy. Neither these Bylaws nor amendments shall become effective until approved by Kiwanis International.

Section 2. Compliance with Kiwanis International.

The foundation and its members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted or amended and will comply with all conditions and requirements of Kiwanis International regarding the use of the Kiwanis name and marks. In the event the foundation does not comply with these conditions and if so requested by the International Board, the foundation shall

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dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks.

Section 3. Parliamentary Authority

For authority on all matters not covered by these bylaws, the Foundation shall refer to Robert's Rules of Order – Newly Revised (latest edition).

Section 4. Severability

In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

Amended

August 15, 1997; November 6, 1999; February 4, 2005; August 12, 2005; August 8, 2008; December 3, 2011; November 10, 2012.

Last Amended (Restatement adopted) November 11, 2017