

Consolidated Policies, Procedures, and Bylaws of The Kiwanis Club of East Lansing Foundation

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I. Administrative Policies and Procedures

1. Meetings. The Foundation meets quarterly.

2. Committees

Any committee required for whatever reason shall be assigned by the President of the Foundation with approval of the Board of Trustees.

3. Administrative Procedures [Approved July 20, 2015]. This document is intended to document the administrative procedures of The Kiwanis of East Lansing Foundation (herein referred to as the Foundation).

Electronic records: Critical electronic records will be password protected. A copy of critical electronic records will be created on a monthly basis by the Foundation Treasurer and retained for a period of one year. Backup copies of these records will be encrypted and retained at an alternate location, currently in a “Google Drive” associated with the Foundation’s Gmail account. Encryption is performed using VeraCrypt (<https://veracrypt.codeplex.com>). See also Security.

Email: The foundation has an email address, elkiwanis.foundation@gmail.com, maintained by the Kiwanis Club of East Lansing. Mail is automatically forwarded to the Foundation Treasurer to the email address of his/her choice (changes are made by the webmaster).

Procedures Documentation: “Procedures for implementing the policies and duties of the Foundation” shall be maintained and approved by the Board of Trustees of the Foundation. The document(s) and source document(s) shall be filed on the web site of the Members (elkiwanis.org) and be accessible to any member of the Kiwanis Club of East Lansing.

Security: The Foundation Treasurer shall maintain a written record of all user ids and passwords used to safe guard financial accounts and data files. A copy of this written record will be placed in an envelope addressed to the Foundation President and mailed to the Foundation through the US Postal Service. This envelope will remain in the P. O. Box until replaced by a revision or is needed by the Foundation President as a result of the incapacity of the Foundation Treasurer.

USPS Mail: Mail to the Foundation through the US Postal Service shall be addressed to P. O. Box 1092, East Lansing, MI 48823. Three (3) keys exist for the postal box and are distributed 1 to the Foundation President and 2 to the Foundation Treasurer, one of which is retained as a spare.

Email notifications are sent to elkiwanis.foundation@gmail.com by the USPS on days mail is received at the box. The Foundation Treasurer is responsible for picking up and distributing mail received at the box.

Current Administrative Policies and Procedures approved January 1, 2018

Revised Administrative Policies and Procedures approved July 16, 2025

II. Investment Policies

1. The Investment Objectives are:

- a. To provide long-term growth of principal and income, enabling the Foundation to make grants on a continuing basis,
- b. To have long-term capital appreciation, with income generation as a secondary consideration,
- c. To achieve returns large enough to preserve and grow the real, inflation adjusted purchasing power of Foundation assets.
- d. To preserve capital and reduce portfolio volatility, as a secondary considerations,
- e. To provide that annual earnings that are not dispensed as grants will accrue to Foundation accounts for additional investment, and
- f. To assist in securing additional donations by assuring that Foundation investment performance is such that it encourages donors to seek Foundation assistance rather than act independently.

2. The Foundation's Endowment:

- a. Shall be invested in a portfolio of low cost mutual and index funds that collectively are domestic equities, foreign equities and cash or equivalent, and to achieve this investment portfolio objective, the endowment shall be invested in the approved funds in the target percentages indicated:
 - i. Cash or equivalents (10-20%)
 - ii. Fixed Income/Bonds of Investment Grade (10-20%)
 - iii. Equities (60-80%)
- b. The endowment portfolio shall be rebalanced to the target percentages as needed .
- c. Money received by the Foundation shall be deposited in a checking account pending spending or investment.

3. The checking account should hold no more that the amount anticipated to be needed in the current fiscal year for administrative expenses, grants, and special projects.

4. Special Project Funds:

- a. Are funds that are restricted by the donor for a special project identified by the Foundation's Board of Trustees.
- b. Are held in cash or cash equivalent investments such as a checking account, money market account our savings account,
- c. Are not included in the Foundation's assets when computing the amount of money from the Foundation's endowment available to make grants.

5. In-Kind Gifts such as gift cards are valued as of the date of the gift and are accounted for as a separate asset of the Foundation.

Approved 4/9/2019

III. Spending Policies and Disbursement Procedures

(Approved December 18, 2024)

Spending Policies

1. **Fund Accounting.** The Foundation's assets shall be allocated among a Grant Fund, an Administration Fund, one or more Designated Funds and the Endowment Fund. The Foundation uses cash basis accounting. Money is counted as received when it is deposited into the bank, and money is counted as spent when the money is withdrawn from the bank.
2. **Spending Limits.** Total annual spending for grants shall not exceed 5% of the average total assets of the Foundation for the most recent 12 quarters as computed on the closing day (September 30) of each fiscal year. This amount, hereinafter called the Grant Fund, shall be determined by the amount in the Endowment Fund minus; (1) the amount budgeted for the Administrative Fund, (2) the amount of any approved but undisbursed grants, and (3) the amount allocated to Designated Fund(s).
3. **Unspent Money.** If a grant is approved, however the money for the grant is not disbursed for such approved grant during that fiscal year, the money shall remain in the Grant Fund, and it may be disbursed in the following fiscal year. Money allocated to a Designated Fund, but not spent in the fiscal year received, shall be carried over to the next fiscal year, or beyond, as the case may be.

Disbursement Procedures

1. **Grant Fund.** The Treasurer shall disburse money from the Grant Fund upon receipt of an approved and fully executed grant agreement.
2. **Designated Fund.** The Treasurer shall disburse money from a Designated Fund when presented with a request for disbursement that describes the use of the money, is supported with reasonable documentation, is executed by a project manager and is countersigned by the Foundation Secretary or the Foundation's President or Vice President. The signatures may be made by electronic communication.
3. **Administration Fund.** The Treasurer may disburse money from the Administration Fund to pay for the Foundation's P O Mailbox, governmental fees or any other fees necessary and/or required for the operation of the Foundation. The Treasurer may also withdraw from the Administration Fund for other expenses provided that any such expense that exceeds \$100 shall also be approved by the Secretary, President, or Vice President.

IV. Grant Policies and Procedures

1. Statement of Purpose The Kiwanis Club of East Lansing Foundation awards grants that will preserve and enhance the quality of life in the greater East Lansing community. Foundation grants specifically support programs and services promoted by the Kiwanis Club of East Lansing, projects that enhance children and youth development and programs that provide enhanced community outreach.

2. Grant Recipients The Foundation will consider grant applications from Charitable 501 (c) 3 Organizations and from local units of government. The Foundation may initiate grants of money or goods for charitable purposes that are within its fields of interest.

3. General Fields of Interest The following areas are fields of interest that the Foundation considers for grant approval:

- a. Human Services
 - i. Youth development
 - ii. Housing/Shelter
 - iii. Public safety for children and youth
- b. Education
 - i. Student services
 - ii. Student organizations
- c. Public Affairs/Society Benefit
 - i. Community improvement

4. Geographic Area The geographic range for funding consideration is primarily the City of East Lansing. Consideration for funding in the greater Lansing area may be given to specific projects that demonstrate a high priority of need and include the East Lansing area.

5. Grant Exceptions In general, the Kiwanis Club of East Lansing Foundation does not make grants for:

- a. capital expenditures
- b. political activities
- c. individual travel, meals and lodging-foreign or domestic
- d. scholarships or travel assistance requested by individuals
- e. conventions, conferences and seminars
- f. more than one grant year

6. Reporting Requirements Organizations whose requests are approved for support are expected to submit a written report at the end of the grant period specifying how the grant was used, program highlights, an evaluation of results and financial details. Please limit the report to two pages plus the financial statement. **This report must be received before subsequent grant applications will be considered, unless this requirement is waived by the Board of Trustees.**

7. Annual Basis Grants are made for one year only. Grantees may reapply provided all requested reports have been previously submitted.

GRANT APPLICATION PROCEDURE

Written proposals should be submitted to the Kiwanis Club of East Lansing Foundation at P.O. Box 1092, East Lansing, MI 48826-6593 or via email to elkiwanis.foundation@gmail.com. The Foundation board meets quarterly in January, April, July and October to consider requests. It is important that applications be received at least one month in advance of a quarterly board meeting.

All proposals must be accompanied by a budget for the program for which the request is made. Each request should include the latest available annual financial report of the requesting organization.

Proposals must include the Foundation's application cover sheet, which may be requested in writing. Any East Lansing Kiwanis club member may assist you. The formal proposal should not exceed three (3) narrative pages descriptive of program/project plus the budget plus the cover page. (Extra pages maybe used for budget narrative.) Supplemental material up to two pages may be included which you believe will enhance your request.

The application must be signed by two members of the Kiwanis Club of East Lansing (other than board members) before presentation. The foundation may request an on-site visit or interview with the grant administrator.

EVALUATION POLICIES

Upon satisfactory completion of the Grant Application, the Foundation Board of Trustees will give consideration to the following:

Project Quality: demonstrated community need, identification of expected benefits, evidence of project planning, reasonableness of budget and grant request, identification of other expected funding sources, potential to leverage other grants.

Community Impact: identification of number of people affected, description of potential impact, demonstrated community need/desire for the project, potential of collaboration with other organizations, demonstrated volunteer commitment to the project.

Project Management: demonstrated staff and board experience, organizational ability to carry out the project, mission appropriate, long-range plan for the project and organization, future of the organization.

Written Foundation approval/disapproval will be communicated to the applying organization.

Contact: Eric Rosekrans, President Foundation EIN: 38-2752559
Revisions approved 7/16/2025

V. Foundation Bylaws

THE KIWANIS CLUB OF EAST LANSING FOUNDATION

BY-LAWS

ARTICLE I FOUNDATION INTEGRITY

Achieving the purposes for which the Foundation is established requires a level of integrity and quality of citizenship by Foundation Officials that is worthy of a high level of public confidence in the Foundation. Earning such a level of public confidence in the Foundation requires that every reasonable precaution be taken to prevent any control over the Foundation by individuals with a potential for conflict of interest, personal record of poor citizenship, or personal associations potentially damaging to the integrity and reputation of the Foundation.

Section 1. Foundation Officials. Because of the importance of complete public confidence in the integrity of the Foundation, no one who has been convicted of committing a crime or has a record of voluntary association with subversive organizations or with people having a police record of involvement in organized crime may hold any office in the Foundation, or serve as a Trustee of the Foundation. A determination of whether a candidate for Trustee fails to meet this requirement shall be made by the Member before the Trustee is elected. However, if an individual is in office when evidence of such activity or association becomes available, the Member may grant a non-voting status to the Trustee pending a determination of guilt. In the case of evidence of criminal activity the due process of law shall provide the determination of guilt or innocence. In the case of evidence of voluntary association with subversive organizations or with people having a police record of involvement in organized crime the Member shall consider the evidence available and determine if the individual fails to meet this requirement.

Section 2. Political Office. No Trustee may simultaneously hold or be an active candidate for an elective or full-time appointive political office in state or federal government.

ARTICLE II OFFICES

Section 1. Principal Office. The principal office of the Foundation shall be located in the City of East Lansing, County of Ingham, State of Michigan.

The Foundation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent whose office is identical with such registered

office, as required by the Michigan Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Michigan and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III MEMBERSHIP

Section 1. Members. This Corporation shall be a nonprofit membership corporation pursuant to Act 162, Public Acts of 1982, State of Michigan. The only Member of the Foundation shall be the Kiwanis Club of East Lansing or its successor in interest.

Section 2. Corporate Seal. The Board of Trustees may provide a suitable corporate seal which seal shall be in charge of the Secretary and shall be used by the Secretary.

ARTICLE IV TRUSTEES

Section 1. Number, Classification and Term of Office. The business and the property of the Foundation shall be managed and controlled by the Board of Trustees. The Trustees must reside in the State of Michigan and be members in good standing of the Kiwanis Club of East Lansing, Michigan. The number of Trustees shall be eleven (11). The first Board of Trustees of this Foundation, named in the Articles of Incorporation, shall hold office until the first annual meeting of the Member. The Board of Trustees shall be composed of four (4) officer-trustees elected to four (4) year terms. As determined by the Board of Directors of the Kiwanis Club of East Lansing, two of the four shall stand for election in alternating two year periods. Four at-large Trustees serving four year terms, elected in alternate two year periods by the Board of Trustees of the Kiwanis Club of East Lansing and for no more than two (2) consecutive terms. Three Trustees shall be the President, President Elect and Vice-President of the Kiwanis Club of East Lansing to serve during their terms as such officers.

Section 2. Place and Manner of Meeting. The Trustees may hold their meetings in such place or places within or without the State of Michigan or by telephonic or internet means as the majority of the Board of Trustees may from time to time determine. A majority of the Board of Trustees may take action by e-mail to all Trustees on any matter that could be acted upon at a regular or electronic meeting.

Section 3. Meetings. The Board of Trustees shall hold at least one meeting each year. The meetings of the Board of Trustees may be called at any time by the President or Secretary or by a majority of the Board of Trustees. The Trustees shall be notified in writing of the time, place and purpose of all meetings of the Board, at least

three (3) days prior thereto. Any Trustee shall, however, be deemed to have waived such notice by their attendance at any meeting.

Section 4. Quorum. The majority of the Board of Trustees, excluding vacancies, shall constitute a quorum for the transaction of business, and if at any meeting of the Board of Trustees, there shall be less than a quorum present, whether in person or by telephonic or internet means, the majority of those present may adjourn the meeting from time to time.

Section 5. Vacancies. Vacancies in the Board of Trustees shall be filled by the Trustees of the Kiwanis Club of East Lansing. Each person so elected shall be a Trustee for the remainder of the term of the vacated position and until a successor is elected by the Member.

Section 6. Removal. A Trustee may be removed by the Member with or without cause.

Section 7. Compensation. Trustees shall not receive any remuneration for their services. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE V OFFICERS

Section 1. The Officer-Trustees shall be elected by the Directors of the Kiwanis Club of East Lansing. The Trustees of the Foundation may select one or more Assistant Secretaries, and Assistant Treasurers, who shall be elected by the Board of Trustees at their regular annual meeting. The term of office shall be, for Officer Trustees, for four (4) years and until their successors are elected, for Officers chosen by the Trustees of the Foundation, for one (1) year and until their successors are chosen. All officers must be Trustees.

Section 2. The Board of Trustees may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Foundation. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Foundation as may be designated by the Board of Trustees. Without limitation of any right of an officer or agent to recover damages for breach of contract, the Board of Trustees may remove any officer or agent whenever, in their judgment, the business interests of the Foundation will be served thereby.

Section 3. The Board of Trustees may secure the fidelity of any or all of such officers by bond or otherwise.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Foundation, and in the recess of the Board of Trustees shall have the general control and management of its business and affairs, subject, however, to the right of the Board of Trustees to delegate any specific power except such as may be by statute exclusively conferred upon the President, to any other officer or officers of the Foundation. The President shall preside at all meetings of the Trustees.

Section 2. Vice President. In case the office of President shall become vacant by death, resignation, or otherwise or in case of the absence of the President, or his or her disability to discharge the duties of his or her office, such duties shall, for the time being, devolve upon the Vice President, who shall do and perform such other acts as the Board of Trustees may, from time to time, authorize.

Section 3. Treasurer. The Treasurer shall have custody and keep account of all money, funds, and property of the Foundation, unless otherwise determined by the Board of Trustees and shall render such accounts and present such statement to the Trustees and President which may be required. The Treasurer shall deposit all funds of the Foundation which may come into his or her hands in such bank or banks as the Board of Trustees may designate. The Treasurer shall keep all bank accounts in the name of the Foundation, and shall exhibit the books and accounts, at all reasonable times, to any Trustee of the Foundation upon application of the office of the Foundation during business hours. The Treasurer shall pay out money as the business may require upon the order of the properly constituted officer or officers of the Foundation, taking proper vouchers therefor; provided, however, that the Board of Trustees shall have power by resolution to delegate any of the duties of the Treasurer to other officers, and to provide by what officers, if any, all bills, notes, checks, vouchers, orders, or other instruments shall be countersigned. The Treasurer shall perform, in addition, such other duties as may be delegated by the Board of Trustees.

Section 4. Secretary. The Secretary of the Foundation shall keep the minutes of all the meetings of the Board of Trustees in books provided for that purpose; shall attend to the giving and receiving of all notices of the Foundation and shall have charge of such books and papers as the Board of Trustees may direct. The Secretary shall perform, in addition, such other duties as may be delegated by the Board of Trustees.

ARTICLE VII COMMITTEES

Section 1. Committee of Trustees. The President may designate and appoint one (1) or more ad hoc committees, whose designation, composition and authority shall be as determined by the President within the authority of the office.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Trustees of the Foundation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member may be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One member of each committee shall be appointed chairperson by the President.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the appointment of a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Trustees.

ARTICLE VIII CONTRIBUTIONS

The Trustees shall solicit contributions to be used for endowments, special purpose projects and the other general non-profit purposes for which the Foundation was formed under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The President or Vice President and the Secretary shall sign all contracts authorized by the Board of Trustees.

Section 2. Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees such instrument shall be signed by the Treasurer or Assistant Treasurer and the President or the Vice President of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, grant, gift, bequest or devise for the general purposes or for any special purposes of the Foundation.

Section 5. Investments. The Foundation may invest funds in securities and other investment properties pursuant to an investment policy approved by the Board of Trustees. Funds may be disbursed pursuant to a spending policy approved by the Board of Trustees.

ARTICLE X BOOKS AND RECORDS

The Foundation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or the principal office a record giving the names and addresses of the contributors and Trustees. All books and records of the Foundation may be inspected by any duly authorized representative of the Member, Trustee, contributor or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of October in each year.

ARTICLE XII AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the members of the Board of Directors of the Kiwanis Club of East Lansing present at any regular meeting or at any special meeting at which a quorum is present, with at least ten (10) days written notice given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XIII DISSOLUTION OR LIQUIDATION

In the event that this Foundation for any reason is dissolved or liquidated, all of the assets of the Foundation, after payment of creditors, shall be distributed to an

organization qualified as a non-profit corporation in accordance with the provisions of Section 501(c)(3) of the United States Internal Revenue Code or any amendments thereto.

ARTICLE XIV INDEMNIFICATION

Section 1. Third-Party Proceedings. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Foundation, by reason of the fact that he or she is or was a trustee or officer of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation or its shareholder, and the person submits a written claim for indemnification as hereinafter provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful, and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or its Member, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right to indemnification conferred in this Section shall be a contract right. The Foundation may, by action of its Board of Trustees, or by action of any person to whom the Board of Trustees has delegated such authority, provide indemnification to employees and agents of the Foundation with the same scope and effect as the foregoing indemnification of trustees and officers.

Revisions approved by the Board of Directors of the Kiwanis Club of East Lansing this ninth day of September 2015.