



## **By-Laws**

**As Amended February 29, 2020**

BYLAWS OF THE NEBRASKA-IOWA KIWANIS  
DISTRICT FOUNDATION  
As amended February 29, 2020

**ARTICLE I**

**PURPOSE AND GOALS**

Section 1. The purpose of this Foundation shall be to operate as a non-profit organization recognized eligible under article 501 (c) 3 by the Internal Revenue Service to receive tax deductible contributions and to use such contributions for projects consistent with the bylaws of the Nebraska-Iowa Kiwanis District and the Objects of Kiwanis International.

Section 2. The mission of the Foundation shall be to improve the lives of the children of the Nebraska-Iowa District and the communities in which they live.

Section 3. The contributions may be used for the administration of the Foundation. However, the primary goals are (1) to use such contributions as grants of assistance in the education and training of Kiwanians and Kiwanis sponsored affiliates in order to further the community programs and projects undertaken thereby for the betterment of communities where these organizations exist and serve, and (2) to provide financial support to other organizations having purposes similar to the Objects of Kiwanis International.

Section 4. The Foundation shall strive to expand its service and support throughout the Nebraska-Iowa District and Kiwanis International.

Section 5. A general endowment fund shall be established to provide income for the continuous support of specific projects at the District level.

Section 6. A Camp OK endowment fund shall be established to be used to fund endowed camperships.

Section 7. The principal of the general endowment fund, or of the Camp OK endowment fund, shall not be disbursed except by approval of a two-thirds (2/3) vote of the Board of Directors present and voting.

Section 8. Procedure 260.3 - [Nebraska-Iowa Kiwanis District Foundation Responsibilities to Kiwanis International (as revised by the Kiwanis International Board, January 2014)]

- a. The foundation and its members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted and amended. (6/91)

- b. the foundation will comply with all conditions and requirements of Kiwanis International regarding use of the Kiwanis names and marks. (6/91)
- c. No amendments to the foundation's articles of incorporation or bylaws shall be made without the consent of the International Board. (6/91)
- d. In the event the foundation does not comply with these conditions and if so requested by the International Board, the foundation shall dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks. (6/91)

## **ARTICLE II**

### **MEMBERSHIP**

Section 1. All Kiwanians in good standing in the Nebraska-Iowa District of Kiwanis International shall be members of the Nebraska-Iowa District Foundation but without the right to vote until Donor Member status has been achieved as described in Section 2.

Section 2. Any active Kiwanian in good standing who makes an unrestricted contribution of at least \$100.00 to the Foundation shall be designated a Donor Member of the Foundation with the privilege to vote for board members and officers of this Foundation.

Section 3. The number of Donor Members shall be unlimited

Section 4. Another individual or a club may donate funds to honor a Kiwanian or non-Kiwanian. The individual so honored shall carry the same designation as though he or she made the contribution.

## **ARTICLE III**

### **MEETINGS**

Section 1. The annual meeting of the Foundation normally shall be held in connection with the annual convention of the Nebraska-Iowa District of Kiwanis International. At the annual meeting there shall be an election of needed directors to the Board, a financial report presented to the membership, a ratification of Board activity since the last annual meeting, and any other business necessary or advisable for the good of the Foundation. Notice of the time and place for holding the annual meeting shall be sent (normally by the District Kiwanian) to all voting members at least ten (10) days prior to the holding of such meeting. A quorum for any Foundation meeting of the membership shall be twenty-five (25) voting members, including Board of Directors and officers of the Foundation.

Section 2. Special meetings may be held at any time on the call of the president or by order of the Executive Committee or on written request by five (5) Donor Members. Notice of the time, place and purpose of such meetings shall be given to the members in such manner as the president or Executive Committee may order.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The officers of the Foundation shall be a president, a vice president, a secretary, a treasurer, the immediate past president and such other officers as the Board of Directors may designate from year to year. No offices shall be combined in one person except the offices of secretary and treasurer. All officers shall serve from October 1st through September 30th after their election or appointment or until their successors are qualified.

Section 2. The immediate past president shall be the most recent president. However, if said person is unable to serve for any reason, the president previous to the most recent president shall be the immediate past president.

Section 3. The president, vice president, secretary and treasurer shall be elected annually by the Board of Directors.

Section 4. The duties of the officers shall be as follows:

- a. The president shall be the executive officer of the Foundation and shall preside over all meetings of the Foundation and its Board of Directors. The president shall be an ex-officio member of all standing and special committees. The president shall provide guidance and leadership to the Foundation in achieving its goals as determined by the Board of Directors. The president shall present the views of the Foundation to the District membership from time to time and shall perform a like function for the District to the Foundation. The president shall perform such other duties as usually pertain to the office of president.
- b. The vice president, in the absence of the president, shall preside over the meetings of the Foundation and its Board of Directors. The vice president shall oversee the annual audit and present it to the Board of Directors. The vice president shall also perform such other duties as usually pertain to that office or as may be assigned by the president or the Board of Directors.
- c. The secretary shall keep the records of memberships of the Foundation. The secretary shall also keep records of attendance at and minutes of the Annual, Board of Directors and committee meetings. The secretary shall submit a report to the annual meeting of the Foundation and at such other times as the president and Board of Directors may

require. The secretary shall perform such other duties as may be assigned by the president and Board of Directors.

d. The treasurer shall deposit all funds in the official depositories and shall disburse funds as directed by the Board of Directors. The treasurer shall submit a financial report to the annual meeting and Board Meetings of the Foundation, At its discretion the Board of Directors may obtain a bond on the treasurer. The treasurer shall perform such other duties as may be assigned by the president and Board of Directors.

e. The immediate past president shall perform such duties as may be assigned from time to time by the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the elected and appointed officers and such number of qualified Donor Members, serving as Trustees of the Foundation, with one selected representative (Trustee) for each division in the Nebraska-Iowa District. The directors, except for the elected and appointed officers, are to serve three-year terms beginning October 1st following their election with a minimum of one-third (1/3) of the directors being elected every year.

Section 2. Normally any board member upon completion of two (2) consecutive three-year terms or six (6) years shall not be eligible for re-election for a period of one (1) year.

Section 3. The Board of Directors shall designate an Executive Committee annually when election of officers is held. The Executive Committee shall be composed of the officers and a maximum of four (4) directors.

Section 4. The Board of Directors shall fill any unexpired term caused by a vacancy.

Section 5. The Board of Directors shall have the responsibility for the management of the Foundation except to such matters as designated in these bylaws.

Section 6. The Board of Directors normally shall meet in connection with the Nebraska-Iowa Kiwanis District Annual Convention and Mid-Year Conference and may hold other meetings at such time and place as it shall determine and upon at least seven (7) days notice.

Section 7. A quorum of the Board of Directors shall be a majority of filled Officer and Director positions.

## ARTICLE VI

### COMMITTEES

Section 1. The president with the assistance of the Executive Committee may appoint committees to assist in achieving the goals and objectives of the Foundation. Such committees may be, but are not limited to, Membership, Finance and Investments, Camp OK, Marketing and Public Relations, Resources Development and Fund Raising, Legacy Society and Nominations. Any such committees shall report to the president and must be evaluated at least annually by the Executive Committee.

Section 2. The Membership Committee shall devise ways and means of increasing the number of members in all membership classifications as well as to encourage memorials. The committee shall devise an effective plan for communicating with the Kiwanis membership of the Nebraska-Iowa District for attaining more membership.

Section 3. The Finance and Investments Committee shall work with the treasurer in the determination of investments to be made and the preparation of financial reports and budget. The Finance and Investment Committees shall direct the treasurer to make all investments of funds.

Section 4. The Camp OK Committee shall develop, execute, monitor, and evaluate the program established to operate a summer camp for underprivileged talented and gifted children. The committee shall report to the Board of Directors the status of the program and its needs to accomplish its goals as approved by the Board. The committee shall be responsible for the selection of the camp director, faculty, development of curriculum, development of a working calendar of deadlines and expectations, selection of camp sites and dates and the operation of the camp. The committee shall be responsible for presenting a budget to the Board of Directors and for recommending to the board the annual fee to be charged for Camp OK.

Section 5. The Marketing and Public Relations Committee shall work with other committees as necessary to develop brochures, publicize Foundation programs, and, in general, to promote the goals and objectives of the Foundation to the rest of the Kiwanis membership of the Nebraska? Iowa Kiwanis District.

Section 6. The Resource Development and Fund Raising Committee shall work to obtain grants and monies for the continuing use by the Foundation.

Section 7. The Legacy Society Committee shall work to promote the Legacy Society with Foundation members as well as friends of the Foundation.

Section 8. The Nominations Committee shall work with the Executive Committee to ensure the Board of Directors is comprised of interested and qualified members. They shall determine the positions that will become vacant, canvas qualified members and present their slate of candidates at the Annual Meeting.

**ARTICLE VII**

**AMENDMENTS**

Section 1. Any proposed amendment to these bylaws must be made available to all voting members with notice of such meeting for that purpose. A quorum and majority vote of the voting members present and voting at said meeting shall be required.

Section 2. Neither these bylaws nor amendments thereto shall become effective until approved by Kiwanis International.

**ARTICLE VIII**

**FINANCE**

Section 1. The Foundations financial books and records shall be audited annually by auditors appointed by the Executive Committee. The audit report shall be presented to the Board of Directors at the Mid-Year Conference meeting.

ADOPTED: August 8, 1975

AMENDED: April 27, 1984  
December 5, 1987  
August 24, 1990  
August 14, 1992  
August 11, 2006  
August 8, 2014  
February 29, 2020

NEBRASKA-IOWA KIWANIS DISTRICT FOUNDATION

\_\_\_\_\_  
Lonnie E, Shumate Jr, President

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David Muff, Secretary

APPROVED: KIWANIS INTERNATIONAL

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DATE: \_\_\_\_\_