



Kiwanis®

BYLAWS

Nebraska-Iowa Kiwanis District Foundation

Based on the Kiwanis Club Foundation Bylaws Template

As revised by Kiwanis International April 2018

ARTICLE 1. NAME AND PURPOSE

- 1.1 This foundation is the Nebraska-Iowa Kiwanis District Foundation, which exists by permission of Kiwanis International.
- 1.2 The purpose of the foundation is: to improve the lives of children, and other Kiwanis activities, consistent with the interests of the Nebraska-Iowa Kiwanis District and the communities served by clubs in the district.

ARTICLE 2. COMPLIANCE WITH KIWANIS INTERNATIONAL

- 2.1 This foundation and its board, officers, and 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 regarding use of the Kiwanis names and marks.
- 2.2 In the event this foundation does not comply with these conditions, and if so requested by the Kiwanis International Board, the foundation will dissolve or change its form of organization so that it is no longer associated with the Kiwanis name or marks.

ARTICLE 3. MEMBERS

- 3.1 The members of the foundation will be all active members in good standing of the clubs of the Nebraska-Iowa Kiwanis District, but members shall not have the right to vote in Foundation Meetings until Donor Member status has been achieved as described in Section 3.2.
- 3.2 Any active Kiwanian in good standing with their club who makes an unrestricted cumulative contribution of at least \$100.00 to the Foundation, *or has such a donation made in their name*, shall be designated a Donor Member of the Foundation with the privilege to vote on any matters specified in these By-Laws. Donor membership, and other levels of contribution, are recognition of the current status of lifetime contributions by the member.

ARTICLE 4. OPERATIONS

- 4.1 The administrative and fiscal year of the foundation will be the same as Kiwanis International, which is October 1-September 30.
- 4.2 The foundation will hold an annual meeting of the membership in conjunction with the District Convention on all matters specified in these bylaws and the hearing of annual reports. At least 30 days previous notice of the annual meeting will be given to members.
- 4.3 Special meetings of the membership may be called by the foundation board or a majority of

foundation members, at such time and place as determined by the foundation board, provided at least three (3) days previous notice of any special meeting will be given to members.

- 4.4 Subject to the laws of local jurisdiction, foundation members may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
- 4.5 A number of Donor Members, who are not Board members, at least equal to the numbers of trustees present constitutes a quorum. No less than a majority vote of the members present is required, to approve all business unless otherwise provided in these bylaws. At least fourteen (14) days previous notice of any meeting and any pending vote must be given to the foundation members.
- 4.6 The foundation may have committees as determined by the foundation board, with their purpose, term, and duties defined upon creation. The president will appoint all committee chairs and members, subject to the approval of the board. A committee quorum shall be a majority of its members. A majority vote of the members present and voting, is required to approve committee business. Committees will be governed in other aspects by foundation policies.

ARTICLE 5. OFFICERS AND TRUSTEES

- 5.1 The officers of the foundation are a president, immediate past president, vice-president, treasurer, and secretary. The foundation will also have one Trustee from each of the District's Divisions.
- 5.2 All officer's terms will be one (1) year, and all trustee's terms will be three (3) years. Each term will begin on October 1 after election. The election of trustees shall be staggered so that approximately one-third are elected each year, per a schedule determined by the foundation board. If the Nebraska-Iowa Kiwanis District re-aligns its divisions, the foundation board shall have the option to designate special temporary term lengths to continue staggered representation.
- 5.3 Officers' duties are as defined below and as may be additionally provided in foundation policies:
 - a. The president acts as the foundation's executive officer; presides at all meetings of the membership and the board; and regularly reports to both groups.
 - b. The secretary keeps the foundation's records; keeps minutes of the meetings of the foundation membership and board; files required reports (if any) with local, national, and other government authorities; and regularly reports to the foundation membership and board.
 - c. The treasurer handles and accounts for all foundation funds on authority of the board; maintains foundation financial records; and regularly reports to the foundation membership and board.
 - d. The vice-president and immediate past president have such duties as usually pertain to the office or as may be assigned by the president or board.
- 5.4 Trustees have such duties as usually pertain to the office or as may be assigned by the foundation president or board or as provided in foundation policies.

ARTICLE 6. NOMINATIONS, ELECTIONS, AND VACANCIES

- 6.1 Each officer and trustee (and nominees for same) must be a Donor Member as defined in Sec. 3.2. Qualified, consenting members may be nominated either in advance or from the floor.
- 6.2 The immediate past president is the most recent president willing and able to serve. All other officers with new terms beginning the next administrative year will be elected by the foundation board at its annual meeting, by a majority vote, from among the current board members at that time.
- 6.3 All trustees with new terms beginning the next administrative year will be elected by the foundation membership at its annual meeting, by a majority vote. The election process for trustees will follow these rules:

- a. Cumulative voting is not allowed. Absentee ballots are not allowed. Proxy ballots are not allowed.
 - b. Ballots are only necessary when there are more nominees for an office than offices to be filled. If any ballot does not reflect a majority vote for one nominee, the nominee receiving the fewest votes will be dropped and a new vote taken for the remaining nominees; the same process will be followed until one nominee receives a majority of the votes. If there are more nominees for trustees than offices to be filled, those receiving the highest number of votes will be declared elected without additional voting.
 - c. If permitted by the laws of local jurisdiction, electronic balloting may be used for trustee elections. Secure website balloting should be used whenever possible to ensure privacy and accuracy.
 - d. Additional nomination and election processes for trustees may be adopted by the foundation board and stated in foundation policies.
- 6.4 Vacancies in any office will be filled at the board's next regular, or special, meeting in accordance with the criteria stated in Section 6.2 of these bylaws, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to foundation members.

ARTICLE 7. BOARD OF TRUSTEES

- 7.1 The foundation Board of Trustees (referred to in these bylaws as "the foundation board") consists of all officers and trustees. The District Board may designate a member to the Foundation Board as a non-voting member of the Board.
- 7.2 The foundation board has the following responsibilities:
- Provide general management of the foundation not otherwise delegated to the membership in these bylaws.
 - Assure the foundation complies with applicable governmental rules and regulations.
 - Perform other duties as provided in these bylaws.
- 7.3 The foundation board will meet annually, no later than September 1, to elect next year's officers. The board also will hold at least one additional meeting during the year. The board may also hold special meetings at the call of the president. The president shall determine the time and place of all board meetings, provided at least forty-eight (48) hours previous notice is given to all board members. Subject to the laws of local jurisdiction, the board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
- 7.4 A majority of the members of the entire foundation board constitutes a quorum. A majority vote of the board members present, and voting, is required for all business, unless otherwise provided in these bylaws.
- 7.5 Members of the foundation board will not receive any compensation for their services as board members. However, this will not preclude the reimbursement of expenses incurred for performing their duties.
- 7.6 The foundation board may take no action in conflict with an action of the foundation membership. Other than disciplinary measures, an action of the board may be rescinded or amended by two-thirds (2/3) vote of the foundation members present and voting at a meeting, provided at least fourteen (14) days previous notice is given to the foundation members.
- 7.7 Any member of the foundation board may be removed with or without cause, at any time, if, in the board's judgement, the best interest of the foundation would be served thereby. Removal requires a vote of two-thirds (2/3) of the entire board except the officer whose removal is being considered.

Each member of the board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the board shall automatically be removed from office.”

ARTICLE 8. CONFLICTS OF INTEREST

8.1 The foundation will 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. Such policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE 9. IDEMNIFICATION

9.1 The Board of Trustees may provide, through insurance or otherwise, indemnification to the past and present trustees, officers, employees, or agents of Kiwanis International to the extent permitted by the laws of the State of Indiana applicable to not-for-profit corporations.

ARTICLE 10. FUNDS AND ACCOUNTING

10.1 The use of foundation funds is restricted to charitable purposes and necessary administrative expenses. Administrative expenses shall be kept as low as reasonably possible.

10.2 The foundation board will adopt an annual budget of estimated income and expenses.

10.3 The foundation’s financial records shall be examined at the end of each fiscal year by a qualified individual(s) or company selected by the foundation board in accordance with Kiwanis International standards. The individual(s) should be qualified to perform such work in their respective jurisdiction. A copy of the annual financial examination shall be sent to Kiwanis International by March 31 and to the District Board and shall be made available to clubs and members in the district.

10.4 The foundation board determines the official depository/ies of foundation funds and designates the person(s) authorized to pay foundation charges.

10.5 If this foundation ceases operations for any reason, the foundation board will provide for proper distribution of foundation funds or other assets, in accordance with its Articles of Incorporation and applicable law. Funds or assets not otherwise designated will be transmitted to the Kiwanis Children’s Fund.

ARTICLE 11. AUTHORITIES

11.1 The foundation’s bylaws and policies will comply with all applicable laws in its local jurisdiction.

11.2 For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:

- First—Kiwanis International bylaws;
- Second—Kiwanis International policies and procedures;
- Third—*Robert's Rules of Order Newly Revised* (latest edition) for matters of parliamentary procedure

ARTICLE 12. BYLAWS AND POLICIES

12.1 This foundation will incorporate or register as required by law with the proper government authority(ies) upon formation and maintain such incorporation or registration.

12.2 These bylaws will be amended to comply with the District Foundation Bylaws Template, as approved now or in the future by Kiwanis International. They may also be amended as necessary to comply with the laws of local jurisdiction. Amendments may be adopted by two-thirds (2/3) vote of the foundation members present and voting, provided at least fourteen (14) days previous notice is given

to the members. These bylaws and any amendments thereto are not effective unless approved by Kiwanis International.

12.3 If any provision of these bylaws is determined to be invalid, all other provisions will remain in effect.

12.4 The foundation board will adopt and maintain the mandatory policies required by Kiwanis International. [See attached.] The foundation board may adopt additional policies, provided they are not in contravention of the laws of local jurisdiction, these bylaws, Kiwanis International Bylaws or Policies, and any district or regional bylaws that may apply. Policies may be adopted by at least a majority vote of the foundation board members present and voting, provided at least fourteen (14) days previous notice is given to the board members.

CERTIFICATION OF BYLAWS APPROVAL

These bylaws were adopted or last amended at a meeting of the District Foundation board held on [date] August 4, 2023 in accordance with Section 12.2 of the foundation bylaws.

DISTRICT FOUNDATION BYLAWS ADOPTION	KIWANIS INTERNATIONAL APPROVAL
Date adopted by the foundation:	Date approved by Kiwanis International
_____	_____
Foundation President or Secretary:	By:
_____	_____