

BY-LAWS

KIWANIS OF MICHIGAN FOUNDATION, INC

Adopted By Board of Trustees June, 2010 with Amendments by the Board of Trustees on August 29, 2010, and August 14, 2014.

ARTICLE I

Name

The name of the corporation shall be the Kiwanis of Michigan Foundation, Inc. FURTHER RESOVED, that the Foundation's project at C.S. Mott Children's Hospital, Ann Arbor, Michigan be known as the FORNEY W. CLEMENT PROJECT, that the project at the Mary Free Bed Hospital and Rehabilitation Center, Grand Rapids, Michigan be known as the BEN DEAN PROJECT, that the project at the Northern Michigan Hospital, Petoskey, Michigan be known as the HERMAN H. MEYER PROJECT, and the project at Children's Hospital of Michigan, Detroit Michigan be known as the WALTER J. L. RAY PROJECT.

ARTICLE II

Membership

There shall be two classes of membership, namely:

- A. Voting members who shall be elected Delegates to the Annual Convention of the Kiwanis Clubs of Michigan District of Kiwanis International in good standing.
- B. Non-voting members shall be Kiwanians other than elected Delegates to the Annual Convention of the Kiwanis Clubs of the Michigan District of Kiwanis International in good standing.

ARTICLE III

Meetings

- A. The annual meeting of voting members shall be held each year in conjunction with, and as part of, the program of the District convention of Michigan District of Kiwanis International.
- B. Notice of meetings: Notice of the time and place of meetings of the District Convention of the Michigan District of Kiwanis International shall constitute notice of the annual meeting of the voting members of the Foundation.
- C. Special Meetings: Special meetings of the voting members may be called by the President on his or her own initiative, and shall be called by him or her at the written request of the Board of Trustees. Notice of such a meeting shall be made at least ten days prior to such meeting and shall be forwarded with the statement of purpose of the meeting so convened.

- D. Quorum: The voting members present shall constitute a quorum for the transactions of business at any regular or special meeting and a majority of such quorum shall be sufficient to decide matters brought before any such meeting.
- E. Adjournments: Any meeting may be adjourned from time to time until its business is completed.

ARTICLE IV

Board of Trustees

- A. Numbers and Terms: The business, property and affairs of the Foundation shall be managed by a Board of Trustees consisting of one Trustee from each division of Michigan District of Kiwanis International. The Governor, Governor-Elect, Executive Director of the Michigan District of Kiwanis International and the Executive Director of the Kiwanis of Michigan Foundation shall sit and serve as Ex-Officio members with the right to vote. One Trustee shall be elected from each Division of the Michigan District of Kiwanis International and their three year term staggered so that the following Division will elect Trustees as follows:

Divisions 2, 5, 12, 16, 17 in 2014
Divisions 3, 4, 9, 11, 13 in 2015
Divisions 1, 7, 10, 14, 18, 19, 20, 22 in 2016

Each Trustee is limited to no more than three consecutive terms not to exceed 9 years of total service on the Board, with the exception of an incoming Trustee completing the term of a successor from that Division. The total years of service limitation will be increased to include the unexpired term.

- B. The terms of offices shall coincide with the fiscal year of the Michigan District of Kiwanis International, and selection of Trustees shall be made at the caucuses held by the respective Divisions of the Michigan District of Kiwanis International at which Lieutenant-Governors are nominated and elected.
- C. There shall be at least two regular meetings of the Board of Trustees each year. One meeting shall be held at the time and place and in conjunction with the District Convention of the Michigan District of Kiwanis International. Other meetings shall be held at such time and place as may be determined by the Board of Trustees.
- D. Special meetings of the Board of Trustees may be called by the President. In such event, Trustees shall receive notices thereof by mail at least 10 days prior to such meetings such notices shall contain not only time and place of said meeting, but also the matters to be considered.
- E. Quorum. Representation shall only be in person of a Trustee, but a majority of such Trustees, exclusive of the Governor, Governor-Elect, executive Director of the Michigan District of Kiwanis International and Executive Director of the Kiwanis of Michigan Foundation shall constitute a quorum to transact business at any meeting. Except as herein provided, also the matter of sale of real property shall require an affirmative vote of at least two-thirds of the entire Board of Trustees.

- F. Action of Unanimous Written Consent. If and when the Trustees severally or collectively unanimously consent in writing to any action such action shall be as valid as a Board of Trustees' action as though it had been authorized at a meeting of Board of Trustees.
- G. Officers and Agents. The Board of Trustees shall elect from its own membership for two-year terms, a President and a President-Elect. The initial term of said two-year terms shall be 2009-2010 fiscal year of the Foundation. The Board of Trustees may elect a Secretary, a Treasurer and other officers and agents for the same two year terms, who need not be members of the Board of Trustees, as it may deem necessary to carry on the business of the Foundation, all of whom shall be responsible to and subject to removal by the Board of Trustees. Vacancies created by such removal may be filled by the Board of Directors. Except as herein otherwise provided, the powers and duties of such officers and agents shall be determined by or delegated to them by the Board of Trustees. The Board of Trustees may require any officer or agent to file with the Foundation a satisfactory bond conditioned on faithful performance of his or her duties.

G. Committees

- a. An Administrative Committee consisting of the President, President-Elect, Secretary, Treasurer, and one elected representative of the Board of Trustees, Chairman of the current class of Lieutenant Governors, Executive Director of the Kiwanis of Michigan Foundation, Executive Director of Michigan District of Kiwanis International, Governor of the Michigan District of Kiwanis International and Governor Elect of the Michigan District of Kiwanis International shall serve as the administrative arm of the Board of Trustees with the authority to act on all matters consistent with the policies, goals and budgets established by the Board of Trustees. The Administrative Committee will function under the authority of the Board of Trustees to manage the operation of the Foundation.
- b. Meetings of the Administrative Committee will be held every other month at an established day, time and location, five members present shall constitute a quorum. All Board of Trustee members may attend any meeting of the Administrative Committee but without a vote unless otherwise authorized. Minutes of the meetings of the Administrative Committee will be made available to all members of the Board of Trustees.
- c. The Responsibilities and Duties of the Administrative Committee include planning, leadership and general oversight of the Kiwanis of Michigan Foundation including appointing all standing and ad hoc committees, as needed which will serve for one fiscal year and adopt policy decisions and implement them by committees and programs. The Administrative Committee through the Treasurer will be involved in all the financial affairs and procedures of the Foundation. The Administrative Committee will report all of its actions to the board of Trustees at the next meeting of the Board of Trustees following the meeting of the Administrative Committee. All of the activities of the Administrative Committee are subject to the review of approval of the Board of Trustees.

H. Liaison Committees

- a. Annually, the President, with the approval of the Administrative Committee and the Board of Trustees, shall appoint a Liaison committee for each separate project underwritten by the Foundation, such as the Forney Clement Project at Ann Arbor, the Ben Dean Project at Grand Rapids, the Herman H. Meyer Project at Petoskey and the Walter J.L. Ray Project at Detroit.
 - b. Personnel of each Liaison committee shall consist of two active members of the Board of Trustees appointed by the President, one of whom shall be designated Chairperson of each such Liaison Committee, and at least three additional Kiwanians appointed by the Trustee members.
 - c. Provided that in view of the fundamental historical relationship existing between the Kiwanis Club of Ann Arbor, and the Forney W. Clement Memorial Foundations, its purpose and work, at least one non-Trustee member of the Forney W. Clement Project shall be appointed by the President from persons nominated the Kiwanis Club of Ann Arbor annually for this committee.
 - d. These Liaison Committee appointments shall be made by the President with the approval of the Administrative Committee at the start of each fiscal year of the Foundation and shall be reported to the Board of Trustees for their approval at its first regular meeting in said fiscal year.
 - e. Each Liaison Committee shall review the proposed budget of its hospital's project before said budget is submitted to the Finance Committee of the Kiwanis of Michigan Foundation. The Committee shall review the program in effect at the hospital for its project and perform such other functions as may be delegated to it by the Administrative Committee and Board of Trustees. No policy making powers vest in said Liaison Committees, but they shall serve to maintain a close and sound working relationship between the hospitals, the Administrative Committee and the Board of Trustees of the Foundation.
 - f. There shall be two regular meetings of record of each Liaison Committee annually. At one such meeting the hospital project shall present its budget for approval of the committee before it is referred to the Finance Committee of the Foundation. The chairperson of each Liaison Committee shall give a report of the activities of his or her committee at each regular meeting of the Board of Trustees. In addition, the Chairperson of each Liaison Committee shall report to the Administrative Committee as requested.
- l. Trustees may be removed from office by a majority action of the Board of Trustees for unexplained and unexcused absence from any two successive regular or special Board of Trustees meetings, for failure or refusal to maintain close and continuous contact with the clubs in their Division and for any other established basis resulting in failure to give due and proper attention to the duties of the office.

When removal is made or when a vacancy occurs for any other reason, the Lieutenant Governor of the Division involved shall be so notified and given the opportunity to choose a replacement. If none is chosen within (30) days from the date of removal, the Board of Trustees may select a replacement from the Kiwanis membership in the affected Division to serve out the unexpired term.

ARTICLE V

Officers

- A. President. The President shall be the chief executive officer of the foundation. He or she shall preside over all meetings of the Board of Trustees and of the members. He or she shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board of Trustees are carried in effect. He or she shall be an ex-officio member of all committees and shall have the general power and duties of supervision and management usually vested in the President of a corporation.
- B. President-Elect. The President-Elect shall be chosen from the membership of the Board of Trustees. The President-Elect shall perform the duties and exercise the powers of the president during the absence of the president. It is anticipated and proposed that the President-Elect will succeed to the Presidency of the Foundation at the next appropriate election.
- C. Secretary. The Secretary shall attend all meetings of the members and of the Board of Trustees and shall preserve in books of the Foundation true minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the seal of the Foundation and shall have authority to affix the same to all instruments where its use is required by statute, by-laws or resolutions. He or she shall perform such other duties as may be delegated to him or by the Board of Trustees.
- D. Treasurer. The Treasurer shall have custody of all Foundation funds and securities and shall keep books belonging to the Foundation full and accurate accounts of all receipts and disbursements, he or she shall deposit all moneys, securities and other valuable effects in the name of the Foundation in depositories as may be designated for the purpose by the Board of Trustees. He or she shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and Trustees at the regular meeting of the Board of Trustees, and whenever requested by them, an account of all his or her transactions as Treasurer and the financial conditions of the Foundation. Such financial records will be maintained and presented in a form that meets the requirements of Generally Accepted Accounting Standards. If required by the Board of Trustees, he or she shall deliver to the President of the Foundation and shall keep in force a bond in form and

amount and with surety or sureties satisfactory to the Board of Trustees conditioned on faithful performance of the duties of his or her office, and for restoration to the Foundation in case of his or her death, resignation, or removal from office, all books papers, vouchers, money and property belonging to the Foundation.

- E. Assistant Secretary and Assistant Treasurer. Any Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. Any Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

ARTICLE VI

Executive Director

- A. Mission of Executive Director. The mission of the Executive Director position with the Kiwanis of Michigan Foundation is to provide leadership in the administrative and fund raising functions of the Kiwanis of Michigan Foundation and to provide stability and growth in the mission of the Kiwanis of Michigan Foundation.
- B. Initially the position will be a part time volunteer position with the long-range objective of a full time funded position.
- C. Fund Raising Duties and Responsibilities. The executive Director will assist in coordination with Trustees in fundraising activities, to meet the primary funding objectives of the Kiwanis of Michigan Foundation and of the Divisions and Clubs, including special fund raising activities for each Division.
- D. Administrative Responsibilities and Duties. The Executive Director will serve as the primary administrative executive of the Kiwanis of Michigan Foundation
- E. Selection process of Executive Director. The President shall establish a Special Selection Committee, subject to the approval of the Board of Trustees. The Selection Committee will establish criteria for the position conduct a search for candidates, interview candidates and make recommendations to the Board of Trustees of qualified candidates. The Board of Trustees will make the final decision in selecting the Executive Director.

ARTICLE VII

Execution of Instruments

- A. Checks, etc. All checks, drafts and orders of payment of money shall be signed in the name of the Foundation and shall be signed and countersigned by such officers or agents as the Board of Trustees shall from time to time delegate for that purpose.

- B. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized with specification of executing officers, the President or President-Elect and Secretary or Assistant Secretary, may execute the same in the name and on behalf of the Foundation and may affix the corporate seal thereto. The Board of Trustees shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of the Foundation.

ARTICLE VIII

Power of Board to Borrow Money

- A. The Board of Trustees shall have full power and authority to borrow money whenever in the discretion of the board of Trustees the exercise of said power is required in the general interest of the Foundation, and in such case the Board of Trustees may authorize the proper officers of the Foundation to make, execute and deliver in the name and behalf of the Foundation such notes, bonds and other evidence of indebtedness as said Board of Trustees shall deem proper, and said Board shall have full power to mortgage the property of the Foundation or any part thereof as security for such indebtedness, and no action on the part of the membership of the Foundation shall be requisite to the validity of such note, bond, evidence of indebtedness or mortgage.

ARTICLE IX

Amendment of By-Laws

- A. These By-Laws may be amended, altered, changed, add to or repealed in whole or in part by the affirmative vote of not less than a majority of the voting members of the Foundation or by an affirmative vote of not less than three-fourths of the member of the Board of Trustees, provided that no change of the date for the annual meeting of the voting members shall be made within thirty days before days of which such meeting is to be held, provided further that the Board of Trustees shall not make or alter any by-law fixing their qualification, classification or term of office.

ARTICLE X

Compliance with Kiwanis International

- A. The Kiwanis of Michigan Foundation and its members will at all times abide by the Bylaws and Policies of Kiwanis International, as adopted or amended.
- B. The Kiwanis of Michigan Foundation will comply with all conditions and requirements of Kiwanis International.

C. No Amendments to the Kiwanis of Michigan Bylaws or Articles shall be made without the consent of Kiwanis International Board.

ARTICLE XI

Dissolution

- A. The Kiwanis of Michigan Foundation may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. The Kiwanis of Michigan Foundations after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations supported by the Foundation. The then existing Board of Directors shall make final determination of specific amounts per organization. The named 501(c)(3) organizations are detailed below:

C.S. Mott Children's Hospital
The University of Michigan
Tax exempt number: 38-6006309.

Mary Free Bed Rehabilitation Hospital Foundation
Tax exempt number: 46-1164285

Mc Laren Northern Michigan Foundation
Tax exempt number: 38-2445611

Children's Hospital of Michigan Foundation
Tax exempt number: 32-0087353