

By-Laws of
KIWANIS FOUNDATION OF EASTON, PA., INC.

ARTICLE I.

Name

Section 1. This organization shall be known as the Kiwanis Foundation of Easton, Pa., Inc.

ARTICLE II.

Section 1. The particular objects of this corporation are the application to Charitable and Educational purposes of the income or principal of such property or funds as from time to time the corporation may own or have at its disposal for such purposes; to receive and administer funds for educational and charitable purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; including the giving of such income or principal to any other corporation or corporations organized for similar purposes, and the application of the income or principle of any property acquired by it by bequest, devise or gift to such of said purposes as the testator or donor shall have directed by will or instrument or gift.

ARTICLE III

Members

Section 1. Each member in good standing of the Kiwanis Club of Easton, Pa. (a club associated with Kiwanis International) shall be a member of the foundation, and shall remain a member as long as he or she is a member in good standing of the Kiwanis Club of Easton.

ARTICLE IV.

Membership Meetings

Section 1. Annual Meeting: The Annual Meeting of the Foundation shall be held at the same time as the annual meeting of the Easton Kiwanis Club. The membership of the Foundation shall be given at least two (2) week notice of the date and place of the annual meeting. Twenty-five percent (25%) of the Foundation shall constitute a quorum.

Section 2. Special Meetings: Special meetings may be called by the President, or by a majority of Foundation members, at such time and place as determined by the Foundation board. Notice of such special meeting shall be given to the members at least 3 days prior to the date of such special meeting.

Section 3. 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. If any votes taken verbally are unclear, they should be taken by roll call.

ARTICLE V.

Board of Trustees

Section 1. The Board of Trustees shall consist of the President, President-Elect, and immediate past president of the Easton Kiwanis Club, and six (6) elected Trustees.

Section 2. The elected Trustees shall enter upon their official duties on the first day of October of each year and shall serve for three (3) years or until their successors shall be duly elected and qualified, except as herein after stated in Article VI, section 7.

Section 3. The Board of Trustees shall meet once each quarter, or from time to time, at a time and date as agreed upon at the call of the President or Vice President or at the call of any three (3) Trustees, provided at least forty-eight (48) hours previous notice is given to all board members.

Section 4. It shall require five (5) members of the Board of Trustees voting in the affirmative at any meeting of the Board of Trustees to transact business. Trustees 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. If any votes taken verbally are unclear, they should be taken by roll call.

Section 5. 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.

Section 6. 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.

Section 7. 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.

Section 8. 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 VI.

Nominations and Elections of Trustees

Section 1. The election of Trustees shall be held at the annual meeting of the Foundation.

Section 2. The President of the Foundation, at least four weeks prior to the date of the annual meeting, shall appoint a committee of three (3) to be known as the Nominating Committee. The members thereof shall in no instance be then serving as Trustees of the Foundation. The duties of the Committee shall be to receive recommendations for nominations, to select a slate of nominees, have general charge of the election, to prepare, distribute, collect, and count the ballots. The number of nominees proposed by the Committee need not exceed the number of vacancies on the Board of Trustees to be filled.

Section 3. The Nominating Committee shall cause a ballot to be prepared containing the names of all nominees which shall be delivered to the Secretary of the Foundation who, at least two (2) weeks prior to the date of the annual meeting, shall inform each member of the Foundation of the names of the nominees.

Section 4. At the time of the election at the annual meeting of the Foundation any member thereof in good standing shall be privileged to make nominations for the office of Trustee from the floor and if the same is seconded, said nominee's name shall be properly placed before the membership of the Foundation for the purpose of balloting in the election, if said nominee is willing to serve.

Section 5. Voting shall be by ballot and shall not be cumulative. Only members in good standing may vote.

a. Absentee ballots and proxy ballots shall not be 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. Electronic balloting may be used for Trustee elections. Secure website balloting should be used whenever possible to ensure privacy and accuracy.

Section 6. All Trustees shall be eligible to succeed themselves.

Section 7 Interim Vacancies: At each annual meeting the Nominating Committee shall place in nomination at least one (1) name for each vacancy occurring on the Board

of Trustees caused by reason of the death, resignation or removal from membership to fill the unexpired term of such previously elected Trustees.

Until said next annual meeting, a majority of the remaining Trustees shall have the power to fill such vacancy, except as to Trustees serving as a result of their holding office in the Easton Kiwanis Club.

ARTICLE VII.

Officers and Their Duties

Section 1. The officers of the Foundation shall be a President, a Vice President, a Treasurer and/or Secretary, who are to be elected from the elected Trustees. They shall perform the duties as may be prescribed by these By-Laws or by the Board of Trustees.

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 vice-president presides at meetings in the absence of the president, provides analysis of grant applications, and performs other functions as prescribed by the Board of Trustees.

c. 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.

d. 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.

Section 2. All officers shall serve for a term of one (1) year and shall be elected by majority vote at the annual meeting of the Board which shall be held at the October meeting.

Section 3. The officers who shall handle and disburse the funds of the Foundation shall be placed under such bond as the Board may from time to time determine and the premium costs of such bond shall be an expense of the Foundation.

Section 4. All deeds, mortgages, instruments and other documents necessary to be executed by the officers of this corporation, unless otherwise directed by the Board of Trustees, shall be executed in the name of the corporation by the President or Vice President and by the Secretary, and the seal of the Corporation shall be affixed thereto.

ARTICLE VIII.

Finance

Section 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.

Section 2. The foundation board will adopt an annual budget of estimated income and expenses.

Section 3. The Board of Trustees shall designate a depository or depositories for all funds of the Foundation. Said funds shall be withdrawn only upon the approval of the Board of Trustees as hereinabove provided at a duly called meeting thereof, and all checks shall require two (2) signatures of the officers of the Foundation.

Section 4. Receipts: The Board shall have the right to accept and retain any investments received from donors by gift or by will, regardless of whether such investments are recognized as legal investments for fiduciaries in the State of Pennsylvania, and may invest in all forms of real and personal property regardless of any limitations imposed by law on investments by fiduciaries, (but any new investment made by the Board from time to time shall be confined to investments recognized as legal investments for Fiduciaries in the State of Pennsylvania).

Section 5. Maintenance and Care: The Board of Trustees are duly authorized to maintain and care for the investment of funds coming in any manner into its hands or under its control, to invest said funds under the supervision of the Board of Trustees and/or with the advice and recommendation of a Trust Company or companies as the fiscal agent of the Foundation, but this By-Law shall not be construed to mean employment of said Trust Company or any of them as the agent of the Foundation for such service, if such service can be obtained from other agencies upon more advantageous terms or if such employment of said Trust Companies or any of them is contrary to the terms of any gift, devise or bequest to the Foundation.

Section 6. Disbursements: The disbursements in any one year shall be limited to the income on hand plus such income as may be recovered during that year, and plus twenty percent (20%) of the principal funds owned by the Foundation. No disbursement of the principal in excess of this percentage shall be permitted except upon the majority affirmative vote of the membership of the Foundation at a regular or special meeting.

Section 7. Financial Reviews: The Foundation's financial records will be examined every second year by either (a) a qualified accounting firm, or (b) a standing financial review committee. If a financial review committee is utilized, it should be composed of two or more foundation members in good standing with financial or accounting experience, excluding Trustees authorized to issue Foundation checks. Selection of the committee members will be determined by vote of the Foundation board. Their term will be for one year each, October 1 – September 30. It is recommended that no person serve more than three (3) consecutive terms. The examination should include, but not be limited to, bank reconciliations, income, disbursements, balance sheets and income and expense statements for bank accounts, budgets, and any other financial records or reports of the foundation. The Foundation's accounting records will be made available by the president or board for inspection by the accounting firm or the committee. A written report of this financial examination shall be submitted to the board within ninety (90) days following the close of the Foundation's financial year. which shall be from October 1 to September 30.

The Trustees shall also submit to the members of the Foundation an *annual* financial activity report within ninety (90) days following the close of the Foundation's financial year.

ARTICLE IX

Conflict of Interest

The Foundation maintains 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 director. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE X

Authorities

Section 1. The Foundation's bylaws and policies will comply with all applicable laws in its local jurisdiction.

Section 2. For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:

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

ARTICLE XI

Amendments

Section 1. These bylaws will be amended to comply with the Club 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 and for the good order of the Foundation.

Section 2. 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.

Section 3. If any provision of these bylaws is determined to be invalid, all other provisions will remain in effect.

ARTICLE XII

Policies

Section 1. The Foundation board will adopt and maintain the mandatory policies required by Kiwanis International. 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.

Section 2. 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.

ARTICLE XIII

Compliance with Kiwanis International

Section 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.

Section 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.

Section 3. 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 or the district foundation.

ARTICLE XIV

Seal

The seal of the corporation shall be a metallic seal with the following impression to wit: Kiwanis Foundation of Easton, Pa., Inc.

Certification of Bylaws Approval/Amendment

These bylaws were adopted or last amended at a meeting of the club foundation board held on January 12, 2021 in accordance with Article XI of the foundation bylaws.

Adopted by the Membership

Date: January 27, 2021

Signed: Kenneth W. Muldrick

President

Approved by Kiwanis International

Date: 2/7/21 (P. Now)

By: _____

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