



Kiwanis®
PENNSYLVANIA KIWANIS FOUNDATION

**Pennsylvania Kiwanis Foundation
Bylaws**

Adopted by the Members on 15 August 2020

Article I. Purpose

The purpose of the Pennsylvania Kiwanis Foundation shall be to conduct, aid, foster and promote charitable, educational and other eleemosynary programs serving the public interest with specific emphasis upon serving the needs of children and youth.

Article II. Membership & Meetings of Members

Section 1. The Members of the Foundation are all of the Members in good standing of the Pennsylvania District of Kiwanis International.

Section 2. The Annual Meeting for the purpose of electing Directors and such other business as may come before the meeting shall be held in conjunction with the Annual Convention of the Pennsylvania District of Kiwanis International.

Section 3. A Special Meeting of the Membership may be held at the call of the Board of Directors or upon written request of 2% of the Membership.

Section 4. Notice of the time, place and object of any meeting of the Membership shall be given to Members at least one week prior to a meeting. A quorum for all meetings of the Membership shall be twenty-five Members.

Article III – Board of Directors

Section 1. Qualifications for Directors: Any Member in good standing of the Pennsylvania District of Kiwanis International who has demonstrated Kiwanis leadership or who has relevant professional and/or technical expertise is qualified for a position as a Director. Directors will be nominated by a Joint Nominating Committee consisting of four Directors and up to four representatives of the Pennsylvania District of Kiwanis leadership. The Immediate Past Governor of the Pennsylvania District of Kiwanis shall serve as a voting Director for one year after serving as Governor.

Section 2. Election of Directors: The Membership shall elect up to fifteen Directors serving staggered three-year terms such that one-third of the Board seats are filled each year. No member may serve as Director for more than two consecutive terms but may be re-elected after a period of one year since last serving as a Director. If the Membership fails to elect Directors to fifteen available Board seats, the Board may elect additional Directors. If the number of Directors is less than ten, the Board shall elect additional Directors such that the number of seated Directors is at least ten Members.

Section 3. Responsibilities of Directors: Directors are responsible for managing Foundation programs consistent with the charitable purpose of the Foundations. Directors are to act in a fiduciary capacity for the Foundation's assets consistent with applicable laws and regulations. Elected Directors shall serve a three-year term of office beginning at the Organizational Meeting and until successors take office.

Section 4. Meetings of the Board of Directors: The Board shall hold at least four scheduled meetings each year. An Organizational Meeting proximate to October first and three additional scheduled meetings shall be held throughout the year. The Organizational Meeting shall be held in person and shall finalize a financial plan for the ensuing fiscal year. Additional meetings of the Board may be called from time to time by the President. A scheduled meeting shall be held during or prior to annual District Convention for the purpose of electing or appointing Officers of the Foundation for the subsequent year. Meetings of the Board shall be conducted under Roberts Rules of Order except as herein prescribed. Meetings of the Board, except the Organizational Meeting, may be held in person or by teleconference or videoconference, provided that all Directors have an opportunity to be present. If a meeting is held by teleconference or videoconference, all actions of the Board shall be taken by a roll-call vote.

Section 5. Actions of the Board may be accomplished without a formal meeting by Unanimous Written Consent provided by each Director to the President, and certified and recorded by the Secretary.

Article IV. Officers of the Foundation

Section 1. The Officers of the Foundation shall be the President, Vice President, Secretary and Treasurer. No person may hold more than one office. Officers shall take office at the Organizational Meeting each year and serve for one year and until their successors take office.

Section 2. The Nominating & Governance Committee shall present to the Board of Directors nominees for office from among seated Directors prior to the Annual Meeting scheduled for election of Directors. Additional candidates may be nominated by the Board. The Board shall elect a President, Vice President and Secretary from among the seated Directors to serve one-year terms.

Section 3. The Nominating & Governance Committee shall act as a selection committee to review the qualifications for and suitability of candidates for the office of Treasurer. The Board shall appoint or re-appoint a Treasurer from among the candidates or candidate presented by the Nominating Committee to serve a one-year term coinciding with the Foundation's fiscal year and until his or her successor takes office. The Treasurer shall be a Director or other Member.

Article V. Committees

Section 1. The President shall appoint Standing Committees and their Chairs prior to the Organizational Meeting. Each Committee shall have at least four Directors who will develop appropriate recommendations to the Board. Standing Committees will be:

- a. Nominating & Governance
- b. Finance & Investment
- c. Audit
- d. Programs & Impact
- e. Fundraising & Development
- f. Strategic Planning
- g. Outreach & Marketing

Section 2. The President may establish ad hoc Committees as may be useful for the operation and management of the Foundation.

Article VI. Policies

Section 1. The following Policies governing the activities of the Foundation shall be maintained by the Board of Directors:

- a. Conflict of Interest Policy
- b. Investment Policy
- c. Fundraising, Solicitation, Gift Acceptance & Donor Privacy Policy
- d. Internal Control Policy

Section 2. The Board may adopt and implement additional policies from time to time.

Section 3. Policies of the Foundation must be published in the form of a Policy Code.

Article VII. Distribution of assets upon dissolution

Section 1. If the Membership would decide to dissolve or change the purpose of the Foundation, the assets and property of the Foundation shall be distributed in accordance with the charitable purpose of the Foundation as recited in these Bylaws and the Articles of Incorporation, or otherwise in accordance with applicable law.

Section 2. If any assets remain upon dissolution that are not otherwise distributed, such remaining assets shall be transferred to Kiwanis Children's Fund.

Article VIII. Compliance with Kiwanis International

The Foundation and its Members will abide by the Bylaws and Policies of Kiwanis International.

Article IX. Amendments

Section 1. These Bylaws may be amended by a majority vote of Members present at a meeting called for such purpose.

Section 2. Notice of and the text of proposed Amendments must be provided to the Members no less than one week in advance of the meeting which amendments are to be voted upon.

Section 3. Duly amended Bylaws shall become effective upon approval by the Membership. Amended Bylaws are subject to review by the Kiwanis District of Pennsylvania and Kiwanis International.

Adopted this 15th day of August 2020