



Pennsylvania Kiwanis Foundation Bylaws

Adopted by the Membership on June 28, 2025

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 Kiwanis Clubs in good standing with 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 reviewed and nominated by the Joint Nominating Committee.

Section 2. Election of Directors: The Immediate Past Governor of the Pennsylvania District of Kiwanis shall serve as a voting Director during the time they hold that office on the District Board. The board will consist of no fewer than 10 and no more than 15 board Directors who shall each serve three-year terms. The Membership shall elect Directors at the Foundation's annual meeting on a staggered term basis so that approximately 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 number of seated Directors falls below the required number, the board may elect Directors to reach the required minimum number of Directors. In such event, the one-year waiting period may be waived for Directors who have served two consecutive terms.

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 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 by the President. Meetings of the Board shall be conducted under Robert's 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 or until their successors take office.

Section 2. The Joint Nominating & Governance Committees shall present to the Board of Directors nominees for office from among seated Directors prior to the Organizational Meeting. 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. Newly-elected directors cannot hold an officer position until serving one (1) year as a foundation director. Any director in the final year of their 2nd second term cannot serve as president.

Section 3. The Joint Nominating & Governance Committees shall act as a selection committee to review the qualifications for and suitability of candidates for the office of Treasurer. The Board shall appoint a Treasurer from among the candidate(s) presented by the Nominating Committee to serve a one-year term coinciding with the Foundation's fiscal year or until their successor takes office.

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. Governance & Board Development
 - i. Ensures effective board processes, structures and roles, committee development and board education
 - ii. Reviews bylaws and board policy code
 - iii. Reviews and nominates candidates for foundation officers
- b. Finance & Investment
 - i. Ensures tracking, monitoring, and accountability for funds and adequate financial controls
 - ii. Collaborates with investment broker and Foundation treasurer
- c. Audit
 - i. Selects and oversees the independent auditors
 - ii. Reviews financial statements and disclosures, ensuring they are accurate, reliable, and comply with accounting standards and regulations.
 - iii. Collaborates with auditor and Foundation treasurer
- d. Grants & Scholarship
 - i. Executes the grant application process and distribution of funding
 - ii. Executes the annual scholarship process planning, distribution of materials, selection, communication, and distribution of funding
- e. Fundraising
 - i. Solicits funds
 - ii. Organizes the annual mailing and appeal
 - iii. Promotes, advocates for, and maintains the Legacy Society
 - iv. Executes fundraising events and activities
- f. Strategic Planning
 - i. Develops and oversees execution of 5-year strategic plan
- g. Outreach & Marketing
 - i. Organizes representation at regional events to provide updates of the Foundation
 - ii. Reviews ways to provide outreach to clubs and members
 - iii. Updates all marketing materials of the Foundation, including the Annual Report of the Foundation
- h. Joint Nominating Committee
 - i. Reviews and nominates candidates for Foundation directors
 - ii. Committee consists of up to two Foundation Directors appointed by the Foundation governance and board development and up to two representatives of the District Board.

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. Policies governing the activities of the Foundation shall be maintained by the Board of Directors.

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 and will comply with all conditions and requirements of Kiwanis International regarding use of the Kiwanis names and marks. In the event the Foundation does not comply with these conditions and if so requested by the Kiwanis 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.

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 Pennsylvania Kiwanis District Board and approval by Kiwanis International.