BYLAWS
KIWANIS INTERNATIONAL FOUNDATION INC.

As amended June 26, 2013

ARTICLE I NAME, CHARITABLE PURPOSES, AND MEMBERS

Section 1. **Name**. The name of this organization is Kiwanis International Foundation Inc. (the "Foundation'), an Indiana nonprofit corporation. The Foundation is a tax-exempt, publicly-supported charitable organization described in sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Charitable Purposes. The Foundation was formed and will operate for the purpose of assisting and engaging in all activities which serve charitable, benevolent, eleemosynary, educational, religious or scientific purposes, which are permitted by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations issued pursuant thereto, as amended (the "Regulations") or by an organization contributions to which are deductible under section 170(c)(2) of the Code and the Regulations, or the corresponding provisions of any subsequent Federal tax laws.

Section 3. Support for Kiwanis International. In pursuing and carrying out its charitable purposes, the Foundation may support and further the charitable purposes of Kiwanis International, Inc. and of Kiwanis-sponsored affiliates.

Section 4. Members. The members of the Foundation are all members in good standing of chartered Kiwanis clubs of Kiwanis International. Members of the Foundation do not have voting rights.

ARTICLE II BOARD OF TRUSTEES

Section 1. **General Powers of Board of Trustees**. The administration and management of the Foundation is under the control of a Board of Trustees, which has and will have all the powers and authority of a board of directors of an Indiana nonprofit public benefit corporation under applicable laws, subject to any limitations stated in the Foundation's Articles of Incorporation and these Bylaws, as amended from time to time. The Board of Trustees does not have the power or authority to perform, approve, or ratify any act or transaction in which a nonprofit corporation described in Code sections 170(c) and 501(c)(3) is not permitted to engage.

In these Bylaws, all references to "Foundation Board," "Board of Trustees," or "Board" shall mean the Board of Trustees of the Foundation, unless the governing body of a different non-profit organization is explicitly referred to.

Section 2. **Composition of Board**. During the 2010-2011 administrative year, the Foundation Board shall comprise seventeen (17) voting members. During the 2011-2012 administrative year and thereafter, the Foundation Board shall comprise fifteen (15) voting members. These members shall be:

a) The President, President- Elect, Immediate Past President, Treasurer, with terms as defined in Article IV

b) Two "KI Representative Trustees," who shall be the Vice President and the Immediate Past President of Kiwanis International, Inc. (a separate corporation), whose terms on the Foundation Board shall be concurrent with their terms in said offices on the Kiwanis International Board; and

c) Eleven (11) Trustees during the 2010-2011 administrative year; and nine (9) Trustees during the 2011-2012 administrative year and thereafter. Each Trustee shall be appointed for a three-year term, with the Trustees' terms being staggered so that in each calendar year, three (3) Trustee seats on the Foundation Board shall be filled by appointment or re-appointment. Each Trustee term shall begin on October 1 following appointment and end on September 30 three years thereafter.

d) However, no district of Kiwanis International, Inc. shall have more than one voting member on the Foundation Board at the same time, with the exception of the two "KI Representative Trustees", and with the exception of any Board members serving during the 2008-2009 administrative year, who shall be exempt from this provision for the remainder of the time that they continuously serve as Board members, as shall any Board members who may hereinafter be appointed to serve the remaining portions of their terms.

Section 3. No sitting Officer of Kiwanis International, Inc., or President of the Kiwanis European Federation, or Chairperson of the Kiwanis Asia-Pacific Conference, or Governor of a District in Formation shall at the same time serve as a member of the Foundation Board, with the exception of the two "KI Representative Trustees" referred to in this section.

Section 4. Appointment of Trustees. Each fiscal year, the Foundation Board shall develop and approve a slate of nominees to fill the Trustee positions whose occupants have expiring terms. The Foundation Board shall communicate the slate of nominees in writing to the Board of Trustees of Kiwanis International, Inc. The Kiwanis International Board shall have final authority to appoint Foundation Trustees to fill expiring terms, provided, however, it appoints at least one nominee from the slate proposed by the Foundation Board.

Section 5. Basic Responsibilities of Trustees. Trustees are expected to fulfill the following basic responsibilities each year:

a) Attend all Board meetings.
b) Attend the Kiwanis International Convention.
c) Promote and support the Foundation's programs.
d) Act as counselor to Kiwanis districts as assigned.

Section 6. Filling Trustee Vacancies. If any Trustee seat on the Foundation Board becomes vacant for any reason before the end of the occupant's three-year term, the Board of Trustees of Kiwanis International, Inc. shall appoint an individual to serve the rest of the three-year term in that Trustee position. A delay in filling any such vacancy will not affect the validity of any action considered, approved, or taken by the Foundation Board before the vacancy is filled, provided a quorum is maintained.

Section 7. Trustee Term Limits. Trustees may serve not more than two (2) consecutive three-year terms. However:

a) A Trustee appointed to fill a vacancy for a term of one (1) full year or more may be reappointed to serve only one (1) additional three (3) year term;

b) A Trustee appointed to fill a vacancy for a term of less than one (1) full year may be reappointed to serve two consecutive three-year terms.

Section 8. Voting Rights of Board Members. Each member of the Foundation Board has one vote on each matter or issue that is submitted to a vote of the Board or on which the Board members are asked to provide written consent.

Section 9. Meetings of Foundation Board. The Foundation Board shall hold at least two meetings in each fiscal year, upon written notice to all members of the Board as required by Section 10 of this Article.

a) The Annual Meeting, which shall be held in conjunction with the annual Convention of Kiwanis International, Inc., in the same city as that Convention; and

b) One other meeting, which shall be held at a time and a place determined by the Board.

The Foundation Board may hold additional meetings called by the or at the request of at least four (4) members of the Board. The Foundation Board may hold any annual, regular, or special meeting inside or outside Indiana.

Section 10. Notice of Board Meetings. The Executive Director shall give written notice of each regular or special meeting to each Board member at least ten (10) days prior to the meeting date, by personal delivery, fax, e-mail, or first class mail at the Board members' respective addresses as shown by Foundation's records. Any Board member may give a written waiver of any defect in or

untimeliness of a notice of a regular Board meeting. A Board member who attends a meeting of the Foundation Board (either in person or by electronic participation) who does not state an objection to the timeliness or content of the notice is conclusively treated as waiving any defect in the notice of that meeting.

Section 11. Electronic Meetings. Any number of Board members may participate in any meeting of the Foundation by or through the use of any means of communication (including but not limited to speakerphone, conference call, webcam conferencing, or other video conferencing) by which all members participating may contemporaneously hear or otherwise perceive each other's statements during the meeting.

Section 12. Quorum and Required Voting Margin. Fifty percent (50%) of the entire membership of the Foundation Board then in office shall constitute a quorum. The meeting minutes shall reflect whether Board members attended the meeting in person or by electronic means.

Section 13. Discipline of Board Members and Preclusion of Nominees for Trustee (10/2012)

Each member of the Foundation Board shall be required to have a clear criminal history background check conducted and verified every two years by Kiwanis International, at the Board member's own expense. Nominees for Trustee shall be required to have had a clear background check conducted and verified by Kiwanis International, at the Foundation's expense, within the previous two (2) years of the submission of his/her name to the Kiwanis International President. (10/2012)

Conviction of a felony or conviction of a misdemeanor involving larceny or moral turpitude shall be grounds for discipline of a sitting Board member, to be decided by a majority vote of the Foundation Board, excluding the Board member in question. Disciplinary options shall include censure, suspension from office, and removal from office. The same conviction criteria shall disqualify a person from any further consideration as a nominee for Trustee. (10/2012)

All background checks shall be reviewed and evaluated by the Executive Director or designee, and the Foundation Board shall only be advised if a check indicates a problem or concern that may require further investigation or disciplinary action. In the event that a Board member is determined in a background check to be subject to disciplinary action, he or she shall be notified of same by the Executive Director within ten (10) days of that determination. If that determination is not disputed in writing by the Board member to the Executive Director within ten (10) days of receiving notice, the KIF Board shall decide upon disciplinary action. If the determination is so disputed, the matter shall be referred the standing Appeals Committee established by Kiwanis International. The Appeals Committee shall meet within thirty (30) days of such referral to consider the alleged facts. The Board member shall be given twenty (20) days' notice of the committee meeting and shall have the right to attend and provide information at his or her own expense. The Appeals Committee shall report its findings to the

Foundation Board within fifteen (15) days after its meeting, such report to include a detailed summary of its discussion and any votes taken in connection with the proceedings. In the event that the Appeals Committee concludes that the Board member in question is subject to disciplinary action, it may recommend specific discipline to the Foundation Board, but is not required to do so. (10/2012)

After considering the Appeals Committee report, the Foundation Board shall decide by a majority vote excluding the Board member in question, whether there are grounds for discipline and, if so, by separate vote, what action shall be taken. These actions shall be final. (10/2012)

ARTICLE III EXECUTIVE COMMITTEE

Section 1. Composition and Powers. The Foundation shall have an Executive Committee comprised of five (5) members: the President, President-Elect, Immediate Past President, and Treasurer, and one of the KI Representative Trustees who shall be determined by the President. The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to said committee by the Board of Trustees. The President shall preside at all meetings of the Executive Committee. In the President's absence, the committee shall elect a chairman.

Section 2. Meetings. The Executive Committee may schedule and hold meetings upon not less than ten (10) calendar days' advance notice to all Committee Members, but the Committee Members may make written or e-mailed waivers of notice. Three (3) members of the Executive Committee shall constitute a quorum, and the affirmative votes of a majority of the Committee members present shall decide any question, unless a greater vote is specifically required by these bylaws. The Executive Director shall forward a record of any actions taken to all members of the Foundation Board not more than ten (10) days following such meeting.

ARTICLE IV OFFICERS

Section 1. **Officers' Appointment and Terms**. The officers of the Foundation shall be a President, President-Elect, Immediate Past President, Executive Director, and Treasurer. At the Foundation Board's annual meeting, the Board shall appoint the President, President-elect, and Treasurer for the next administrative year from among all members of the current Board. The President leaving office shall automatically assume the office of Immediate Past President the following year. All officer's terms, except the Executive Director, shall begin on October 1 following appointment and end on September 30. The Executive Director of Kiwanis International shall also be the Executive Director of the Kiwanis International Foundation. Any officer may be appointed to additional successive one-year terms.

Section 2. **Officer Vacancies** If any office other than Executive Director becomes vacant for any reason, the Foundation Board shall appoint a replacement to fill such vacancy for the remainder of the unexpired term. If the office of Executive Director of Kiwanis International/the Kiwanis International Foundation becomes vacant, it shall be filled by the Kiwanis International Board. A delay in filling any such vacancy will not affect the validity of any action considered, approved, or taken by the Foundation Board before the vacancy is filled, provided a quorum is maintained.

Section 3. **Removal of Officers**. Each officer other than the Executive Director serves at the pleasure of the Foundation Board. Whenever, in the Foundation Board's judgment, the Foundation's best interests will be served by an officer's removal, the officer may be removed from office upon majority vote of all Board members except the officer whose removal is being considered.

Section 4. Specific Authorizations to Officers. The Foundation's Board of Trustees or the Executive Committee (subject to the full Board's approval or ratification) may approve a resolution that authorizes and directs any officer described in Section 1 to sign and deliver a contract, check, deed, lease, or other document on behalf of the Foundation.

Section 5. Compensation. No officer is entitled to receive compensation from the Foundation, but it is expected that the Executive Director will be compensated by Kiwanis International. However, the Foundation Board may approve or ratify reimbursement to any officer of out-of-pocket expenses that are:

a) personally incurred or paid by any officer,
b) reasonably incurred in furtherance of the Foundation's business and objectives, and
c) documented by the officer with appropriate receipts, canceled checks, or other proof of the nature and amount of the expenses.

Section 6. The President. The President is the chief executive officer of the Foundation with the power and duty to generally supervise and direct the management of all the business and affairs of the Foundation, including all the powers customarily exercisable by the president of a nonprofit corporation under Indiana law. The President presides at all meetings of the Foundation Board and Executive Committee. In the absence of a specific direction in a resolution of the Foundation Board that one or more other officers are to sign a contract, deed, check, lease, or other document on behalf of the Foundation,
the President has presumptive authority to sign such documents once the Foundation Board or Executive Committee has authorized such signing and delivery. The President shall assure that all orders or resolutions of the Foundation Board are carried out. The President shall supervise the activities of all other officers and the Trustees.

Section 7. President-Elect. In the absence or inability of the President, the President-Elect has the authority to perform the duties of the President, such as presiding at meetings of the Board or Executive Committee. The Foundation Board may assign other duties to the President-Elect.

Section 8. Immediate Past President. If both the President and the President-Elect are absent or unavailable to act, the Immediate Past President may perform any duty or exercise any authority of the President during that period of absence or unavailability, but the Immediate Past President may not sign or deliver a contract, check, deed, lease, or other document on behalf of the Foundation unless he or she is authorized to do so by a standing authorization (such as a bank account resolution) or specific resolution of the Foundation Board or Executive Committee. The Foundation Board may assign other duties to the Immediate Past President.

Section 9. Treasurer. The Treasurer regularly reviews the Foundation's financial condition and informs and advises the Foundation Board on this subject. The President or the Foundation Board may assign other duties to the Treasurer from time to time.

Section 10. Executive Director. The Executive Director is the active managing officer in charge of the Kiwanis International Foundation office and is responsible for the selection and the supervision of the staff and employees, subject to the direction and control of the Board of Trustees. The Executive Director shall report to and work under the supervision and control of the Foundation President and the Foundation Board to assist in conducting Foundation operations. The Executive Director has all the powers customarily held and exercised by the secretary and the chief financial officer of an Indiana nonprofit corporation.

The Executive Director shall:

1) Record and keep the official minutes or other records of meetings and other proceedings of the Board of Directors and Executive Committee, including records of attendance by Board members and records of actions taken by electronic participation or unanimous written consent; and

2) Maintain custody of all official and administrative records of the Foundation, including the Articles of Incorporation as amended, these Bylaws and amendments to them, statements of Foundation Board policies, and the addresses and other contact information for the Foundation Board's members;

3) Maintain the Foundation's internal financial records, including records of charitable donations received and grants or expenditures made in furtherance of the Foundation's tax-exempt charitable purposes;

4) Develop and implement proper internal financial controls for the receipt, deposit, and disbursement of the Foundation's funds in a manner consistent with the Foundation Board's directions, best practices for nonprofit organizations, and the advice of the Foundation's auditors;

5) Provide leadership, instruction, and supervision for the Foundation Chief Operating Officer and other Foundation staff:

6) Attend all meetings of the Foundation Board and Executive Committee or designate an appropriate Foundation staff member to attend on his/her behalf and assume the Executive Director's normal duties at that meeting. The Executive Director is responsible to assure that proper minutes of all Foundation Board meetings and Executive Committee meetings are taken and maintained in Foundation records. The Executive Director shall not have voting rights with either body.

7) May delegate purely ministerial or clerical tasks under the preceding subsections to one or more non-officer staff members who are supervised by the Executive Director.

a) The Executive Director is presumptively authorized to sign and deliver any contract, check, deed, lease, or other document to carry out an action or complete a transaction that has been authorized by the Foundation Board or (subject to the full Board's approval or ratification) the Executive Committee.

b) The Executive Director must give a bond for the faithful discharge of the duties of his or her office in an amount specified by the Foundation Board and with a surety or sureties approved by the Board.

c) The Executive Director shall report at each meeting of the Foundation's Board of Trustees and at such other times as directed by the President or the Foundation Board, including but not limited to reports to the Board of Trustees of the Foundation's sister organization, Kiwanis International, Inc.

d) The Executive Director shall perform such other Foundation duties as are defined elsewhere in these bylaws, in Foundation Policies or Procedures, or as may be assigned from time to time by the Foundation Board.

Section 11. Additional Officers. The Foundation Board may appoint other officers; however, any such officer shall not be a member of the Foundation Board or receive compensation from the Foundation.

Section 12. Job Descriptions. The Foundation Board or Executive Committee may develop and amend job descriptions for any officer position. In the event of a conflict between an officer's job description and his or her powers or duties as stated in these Bylaws, these Bylaws will control.

ARTICLE V COMMITTEES

Section 1. **Standing Committees**. The Foundation shall have the following standing committees: Executive (per Article III), Development, Finance, Grants and Connelly, Nominating, Strategic Planning, Bylaws and Policies, Performance Assessment, and Executive Director Performance Review. The chairs and members of all standing committees, other than the Executive Committee and the Executive Director Performance Review Committee, shall be appointed by the President, subject to approval by the Foundation Board. The Foundation Board shall define the responsibilities of each standing committee. (6/2013)

Section 2. Special Committees. From time to time, the Foundation Board may authorize the creation of special committees to perform the responsibilities specified by the Board. The chairs and other members of special committees shall be appointed as established by the Foundation Board of Trustees and provided in policy. (10/2012)

ARTICLE VI STANDARD OF CARE AND INDEMNIFICATION

Section 1. General. Based on facts known to him or her at the time, each Trustee or officer of the Foundation shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and in a manner that the Trustee or officer reasonably believes to be in the Foundation's best interests.

Section 2. Reliance. In discharging his or her duties, a member of the Foundation Board may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

a) An officer or employee of the Foundation whom the Board member reasonably believes to be reliable and competent in the matters presented; or

b) Legal counsel, public accountants, or other persons with respect to matters that the Board member reasonably believes to be within the person's professional or expert competence.

Section 3. Limitations on Liability. A Trustee or officer is not liable for an action taken in that capacity, or for a failure to act, unless the Trustee or officer has breached or failed to perform the Trustee's or officer's duties in compliance with this Article; or unless the breach or failure to perform constitutes willful misconduct or recklessness.

Section 4. Indemnification. From time to time, to the extent not inconsistent with the laws of the State of Indiana and with the Foundation's status as a tax-exempt charitable non-profit corporation, the Foundation shall indemnify every person (and the heirs and personal representatives of such person) who is or was a

Trustee or officer of the Foundation, to the extent that indemnification is required by Chapter 16 of the Indiana Nonprofit Foundation Act (the "Act"). The Foundation may (but is not required to) indemnify a current or former Trustee or officer to the extent that indemnification is permitted but not required under Chapter 16 of the Act. The Foundation may purchase, but is not required to purchase, indemnifying insurance as permitted by Section 23-17-16-14 of the Act.

ARTICLE VII CONFLICTS OF INTEREST

Section 1. Standards of Conduct. The Foundation shall not loan money to or guarantee any obligation of a Trustee or officer of the Foundation. All members of the Foundation's Board of Trustees shall obey standards of ethical conduct while performing their duties as Board members, as more particularly prescribed by Indiana Code §23-17-13-1 *et seq*.

Section 2. Conflicts of Interest Policy. The Foundation shall maintain a conflict of interest policy ~~is~~ 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 of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The Foundation's fiscal year and tax year commences on the first day of October and ends on the last day of September.

Section 2. Financial Records. At all times, the financial accounts, records, and books of Kiwanis International Foundation shall be open to the inspection by members of the Foundation's Board of Trustees and any auditors named by the Board of Trustees. The Foundation's Board and the Executive Director shall keep the Foundation's last three annual federal information returns (Form 990) available for public disclosure as required by section 6104 of the Code.

Section 3. Rules of Order. In the conduct of meetings of the Foundation Board or any Committee, *Robert's Rules of Order Newly Revised* governs all matters of parliamentary procedure that are not specifically addressed in these Bylaws.

ARTICLE IX AMENDMENTS

Section 1. These Bylaws may be amended or restated by the affirmative vote of a majority of all the members of the Foundation's Board of Trustees, provided that the text of the proposed amendments has been sent to all Board members at least ten (10) days in advance of such meeting.

Section 2. The the Executive Director or President shall forward a copy of any amendment to or restatement of these Bylaws to Kiwanis International, Inc. within ten (10) days after adoption for distribution to the Kiwanis International Board.

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