



# **Ohio District Kiwanis Foundation, Inc.**

# **Bylaws**

**Ohio District Kiwanis Foundation, Inc.  
PO Box 668  
Circleville, OH 43113**

**Revised August 2021**

**OHIO DISTRICT KIWANIS FOUNDATION, INC.  
BYLAWS**

ARTICLE I - NAME AND MEMBERSHIP

SECTION 1. NAME

The name of this organization is the Ohio District Kiwanis Foundation (hereafter called the "Foundation").

SECTION 2. MEMBERSHIP

The membership of the Foundation shall be limited to, and shall consist of all the active and senior members in good standing of the chartered Kiwanis Clubs of the Ohio District of Kiwanis International.

ARTICLE II- OBJECTIVE AND PURPOSES

SECTION 1. OBJECTIVE

The objectives for which the Foundation is formed shall be to solicit and receive bequests, devices, gifts in money or property and to administer and expend same, including increments therefrom for the purposes herein defined.

SECTION 2. PURPOSES

The purpose of the Foundation shall be to provide funds, manpower, leadership and direction for charitable, benevolent, eleemosynary, educational, religious and scientific purposes related to projects sponsored by Kiwanis International, the Ohio District Kiwanis, individual Kiwanis Clubs in the Ohio District and/or any of the Kiwanis sponsored organizations and programs.

ARTICLE III - MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS

The annual meeting of the members for the election of Directors and the transaction of such other business as shall duly come before the meeting shall be held at a date, method, and time as determined by the ODKF board. The annual meeting shall be a general meeting of members and open for the transaction of any business within the powers of the Corporation without special notice, except as required by law, by the Articles of Incorporation, or by these Bylaws.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be held at any time upon the call of the President, or the written request of not less than fifty (50) members, or upon a resolution of the Board of Directors at the request of three (3) or more members of the Board of Directors of the Foundation.

SECTION 3. PLACE OF MEETINGS

All meetings of the members shall be held at such places as shall be specified in the respective notices of such meetings.

#### SECTION 4. NOTICE OF MEETINGS

Notice of every ODKF meeting of members shall be given by publication in an issue of the district newsletter, electronic communication, or other means of communication approved by the ODKF board, provided to members not more than fifty (50) days before and not less than twenty (20) days prior to the meeting date.

#### SECTION 5. QUORUM FOR MEETING

Fifty (50) members representing a majority of the divisions in the Ohio District shall constitute a quorum for an Annual Meeting or a Special Meeting.

#### SECTION 6. VOTING

At all meetings any duly authorized business shall be decided by the vote either in person, electronic, or other means as decided by the ODKF Board as otherwise required by law, the Articles of Incorporation or by these Bylaws. No member may vote by proxy.

### ARTICLE IV - BOARD OF DIRECTORS

#### SECTION 1. MANAGEMENT

The administration of the Foundation is and shall be entrusted to the Board of Directors (hereinafter called the "Board"). The Foundation Board shall define the policies and shall have full administrative authority in all matters. In addition to the power and authority expressly conferred upon it by these Bylaws, it shall have the right, power and authority to exercise all such powers and take all such actions done by a Foundation not-for-profit organized under applicable laws, but subject nevertheless to the laws, the provisions of the Articles of Incorporation, and these Bylaws.

#### SECTION 2. ANNUAL MEETING

The annual meeting of the Board for the election of officers for the ensuing year shall be held after the conclusion of the Annual Meeting of Members at the Ohio District Kiwanis convention and prior to the first regularly scheduled meeting of the next administrative year. The annual meeting of the Board shall be a general meeting and open for the transaction of any business within the powers of the Board with proper notice of such business except in any case where special notice is required by law, by the Articles of Incorporation or by these Bylaws.

#### SECTION 3. REGULAR MEETINGS

In addition to the annual meeting of the Board, the Board shall hold at least 4 meetings per year.

#### SECTION 4. SPECIAL MEETINGS

Special meetings of the Board shall be held at any time upon the call of the President or the written or oral request of three (3) or more members of the Board.  
oral request of three (3) or more members of the Board.

#### SECTION 5. PLACE OF MEETINGS

All meetings of the Board shall be held within the State of Ohio and said locations shall be specified in the respective notices of meetings. Any meeting of the Board of Directors may be held by any available electronic means. All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

#### SECTION 6. NOTICE OF MEETINGS

Notice of the annual meeting of the Board shall be given during the annual meeting of the members. Notice of the annual meeting, of regular meetings and any special meetings of the Board shall be provided to each Director not less than thirty (30) days before said meetings. In the case of special meetings, called due to an emergency, notice of said meeting shall not be less than three (3) days.

Notice of meeting shall state purpose or purposes for which the meeting is called, including but not limited to the agenda, the time, date and place where the meeting is to be held. If mailed, such notice shall be directed to each director at their address as it appears in the records of the Foundation.

#### SECTION 7. QUORUM

At all meetings of the Board, the presence of nine (9) members of the Board shall constitute a quorum for conducting the business at hand. The action of a majority of the Directors present shall be the action of the Board except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

#### SECTION 8. NUMBER AND TERM OF DIRECTORS

The Board shall consist of seventeen (17) Directors and five (5) Ex Officio Directors. The Board shall include the District Governor, District Governor-Elect, Immediate Past District Governor, District Secretary/Executive Director, District Treasurer, and the Kiwanis International Foundation Chairman (collectively the Ex Officio Directors); two (2) Directors selected by the Ohio District Governor; one (1) Director selected by the Ohio District Circle K Governor; one (1) Director selected by the Ohio District Key Club Governor; one (1) Director selected by the Past District Treasurers; and twelve (12) Directors elected by the Members (the Elected Directors). The Ex Officio Directors shall not be voting members of the Board.

An Ex Officio Director shall serve as such only for the term during which they hold the office of District Governor, District Governor Elect, Immediate Past Governor, District Secretary/Executive Director, District Treasurer, or Kiwanis International Foundation Chairman. An Elected Director shall serve a four (4) year term commencing on October 1 following their election as director, except as otherwise provided by these Bylaws. If an elected Director shall become an Ex Officio Director, their seat as Elected Director shall be deemed vacant as if by resignation. No elected Director may serve more than (2) consecutive elected terms as such. . One (1) member of the Board of Directors to be selected by the Past Treasurers shall serve for a period of two (2) years. No Past Treasurer may serve more than two (2) consecutive terms as such.

The four (4) members of the Board of Directors selected by the Kiwanis District Governor, Circle K District Governor, and Key Club District Governor; and confirmed by the Kiwanis Board of Trustees, shall serve for a period of one (1) year to run concurrently with the Kiwanis, Circle K, or Key Club Administrative Year.

#### SECTION 9. ELECTION OF DIRECTORS

The Elected Directors shall be elected at the annual meeting of Members from among the candidates nominated in accordance with Article VI, Section 2 of the Bylaws. In the election, each member must vote for not more than there are Directors to be elected at the meeting or the ballot will be termed invalid. Directors shall be elected by plurality of the votes cast. The four (4) candidates receiving the highest number of votes shall be elected to four (4) year terms. The candidate receiving the next highest number of votes shall be elected to the next lowest term and so on until all vacancies have been filled. In the event of a tie vote for any vacancy, a runoff election shall be held among the tied candidates. Each Elected Director shall continue in office until their term expires or until their successor shall have been duly elected and qualified, or until their death, resignation or removal, in accordance with these Bylaws. Directors to fill any vacancy or vacancies created between Annual Meetings of Members by death, resignation or removal of any elected Director may be elected by the Board to serve until the next annual meeting of members at which time the members shall elect a candidate to complete the unexpired term. Directors shall be elected only from among the members and not more than two (2) Elected Directors may be members of a Kiwanis Club in any one (1) Division of the Ohio District at any time.

If there are not sufficient candidates for the elected vacancies to be filled, the Board will accept applications and recommendations for such vacancies. The Board will appoint members to fill the vacancies for the term specified for each vacancy which shall be considered an elected term for that Director.

#### SECTION 10. RESIGNATION OR REMOVAL OF DIRECTORS

An Elected Director may be replaced for cause by vote of a minimum of twelve (12) voting Board members. An Elected Director may resign at any time.

#### SECTION 11. COMPENSATION

In order to remove the possibility of conflict of interest, no Officer or Director shall be employed by the Board nor compensated by the Foundation in any way other than by reimbursement of authorized expenses, nor shall any Officer or Director be entitled to vote in any case which would directly or indirectly involve remuneration for themselves, any family member or business associate of the said officer or Director. An exception to the foregoing may be allowed in a case where purchases of goods and/or services is done through competitive bidding with the affected Director or Officer abstaining from voting in relation to such purchases.

The Board, by majority vote, may from time to time, at its discretion provide for the reimbursement of out-of-pocket expenses incurred by any Officer or Director in the discharge of their duties as such.

For purpose of this Section, officers shall mean the Officers described in Article V, Section 1 of these Bylaws.

#### SECTION 12. INDEMNIFICATION

Any person made a party to any legal litigation by reason of the fact that they are or were a Director, officer or employee of the Foundation, or any agency which they served by such at the request of the Foundation's Board shall be indemnified by the Foundation against the reasonable and just expenses, including attorney's fees, actually and duly incurred in connection with any appeal therein.

The Foundation will not indemnify legal litigation resulting in punitive damages being assessed by law, in relation to matters of which it shall be adjudged in such action, suit or proceeding that such Director, officer or employee is liable for negligence of misconduct in the performance of their duties.

All such legal litigation and the servicing thereof must be performed by or under the direction of the insurance carrier currently then serving Ohio District Foundation All such legal matters must be immediately reported to the insurance carrier and no response of any kind should be made to the claimant without prior approval of that insurance carrier.

### ARTICLE V - OFFICERS

#### SECTION 1. OFFICERS AND QUALIFICATIONS

The officers of the Foundation shall be a President, Vice President, Immediate Past President, Secretary, Treasurer, and an Executive Director. The same person may hold the office of Secretary and Treasurer. All officers shall be members. The President and the Vice President shall be Elected Directors. The Immediate Past President, Secretary and Treasurer may, but do not have to be a member of the Board. The Executive Director shall not be a voting member of the Board.

#### SECTION 2. ELECTION AND TERMS OF OFFICERS

The Officers shall be elected annually prior to October 1st by plurality of the votes cast by the Board. Officers may succeed themselves in office if elected. The current officers will be in effect until September 30th. The term of the newly elected officers will be from October 1st thru September 30th or until a successor shall have been duly elected and qualified in accordance with the Bylaws. Vacancies of offices caused by death, resignation or removal may be filled by a majority vote of the Board members at a special meeting called for that purpose or at any regular meeting. A vacancy in the office of President shall be filled by the Vice President. A vacancy in the office of Vice President shall be filled by a majority vote of the Board. No Director shall be eligible to be elected Vice President or President unless they have served at least one year on the Board prior to such election.

#### SECTION 3. ADDITIONAL OFFICERS

The Board at any meeting may by resolution appoint subordinate officers, agents and employees and determine in terms of office and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such subordinate officers or agents and to determine their terms of office and compensation, if any.

#### SECTION 4 REMOVAL OF OFFICERS

Any officer may be removed from their elected officer position on the Board by the Board at any time for just cause. Said individual shall be entitled to a hearing before the Board. Removal from an officer position will require a vote of a minimum of twelve (12) of the voting Directors. Dismissal as a Director is through the process described in Article IV, Section 10 of these Bylaws.

#### SECTION 5. THE PRESIDENT

The President shall be the Chief Executive Officer of the Foundation and shall have general supervision over the affairs and property of the Foundation and over its officers, and shall generally do and perform all acts incident to the Office of the President, and shall have such additional powers and duties as may from time to time be assigned by the Board. When authorized by the Board, the President may sign and execute, in the name of the Foundation, deed, mortgages, bonds, contracts, or other instruments by the Board, except in cases where the seizure and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Foundation.

#### SECTION 6. THE VICE PRESIDENT

At the request of the President, or in the President's absence of disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers, and be subject to all the instructions upon the President. When authorized by the Board, the Vice President may also sign and execute, in the name of the Foundation, deeds, mortgages, bonds, contracts and other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the Bylaws to some other Officer or Agent of the Foundation. The Vice President shall perform such duties as from time to time may be assigned to the Vice President by the Board or the President.

#### SECTION 7. THE SECRETARY

The Secretary acts under the supervision of the Board. The Secretary shall attend and keep minutes of all meetings of the Board and the Foundation and in general perform all duties customarily attendant to such Officers or as may from time to time be assigned to the Secretary by the Board of Directors. The Secretary shall be the Foundation Secretary and perform all duties attendant thereto.

#### SECTION 8. THE TREASURER

The Treasurer acts under the supervision of the Board. The Treasurer shall have charge of all financial matters and records and in general perform all duties customarily attendant to such office or as may from time to time be assigned to the Treasurer by the Board of Directors.

#### SECTION 9. THE EXECUTIVE DIRECTOR

The Executive Director acts under the supervision of the Board. The Executive Director shall have general supervision over the affairs and property of the Foundation and over its staff, and shall generally do and perform all acts incident to the position of an executive director, and shall have such additional powers and duties as may from time to time be assigned by the Board.

When authorized by the Board, the Executive Director may sign and execute, in the name of the Foundation, deed, mortgages, bonds, contracts, or other instruments by the Board, except in cases where the seizure and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Foundation.

#### SECTION 10. THE IMMEDIATE PAST PRESIDENT

The Immediate Past President acts under the supervision of the Board. The Immediate Past President shall provide advice and counsel as requested by the board and in general perform all duties customarily attendant to such Officers or as may from time to time be assigned to the Immediate Past President by the Board of Directors.

### ARTICLE VI - COMMITTEES

#### SECTION 1. EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the President, Vice President, ~~Immediate Past President~~, Secretary, Treasurer, and chairs of the Finance, Fundraising, Budget, Publicity, and Grant committees. The Executive Director shall serve as an ex-officio member of this committee. Vacancies on the committee shall be filled by the Board at their next regularly scheduled meeting.
- B. The Executive Committee shall meet only when the Board is not in session. The President or any two (2) other members of the Executive Committee may call a meeting of the Committee. Its actions shall be considered as actions of the Board when passed by two-thirds (2/3) majority vote of the Committee and providing such action does not involve an expenditure of funds in excess of \$2500. Such meetings may be conducted by any available electronic means.

#### SECTION 2. NOMINATING COMMITTEE

The Nominating Committee shall consist of three members, the Immediate Past President to serve as chair, one elected director (not eligible to be a candidate for election) and one ex officio Director. The Nominating Committee shall be appointed by the President at the first regular meeting of the administrative year and shall be confirmed by the Board at their meeting.

The committee shall encourage interested members to submit their names and qualifications to the Nominating Committee not later than April 30<sup>th</sup> of each year. The Committee shall meet not later than May 15<sup>th</sup> of each year to nominate a number of candidates for Elected Director at least equal to the number of vacancies expected to exist at the time of the next annual meeting of the Members. The names of candidates selected by the Nominating Committee shall be published in the June issue of the District newsletter. The Chair will place the names of the Candidates selected by the Committee into nomination at the Annual Meeting of the Members and additional nominations may be made from the floor prior to the election of the Elected Directors. No member may be nominated by the Committee or from the floor without such member's consent.



### SECTION 3. STANDING COMMITTEES

The Board shall maintain the following committees: Finance, Fundraising, Audit, Publicity, Budget, ~~and~~ Grants, Bylaws & Policy, and Safe and Healthy Kids. Each committee shall be chaired by a member of the Board appointed by the President with approval of the Board. Members of the Committee shall be members of the Foundation and be approved by the Board. A Committee shall consist of not less than four (4) members, including the chair and a vice-chair who shall be appointed by the president.

- A. Any standing committee may be requested by the Board to provide support for any project undertaken by the Foundation that would apply to the committee's particular area of responsibility.
- B. Any meeting of a standing committee may be held by any available electronic means. All persons participating in such a meeting must be able to hear each other at the same time (and, if a videoconference, to see each other as well). A meeting may be held in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

#### SECTION 4. RESPONSIBILITIES OF STANDING COMMITTEES

- A. FINANCE: The committee shall recommend to the Board the form, time, and manner in which funds of the Foundation shall be invested. They shall make recommendations as to the allocation and use of existing funds. The Treasurer shall be an ex officio member of this committee.
- B. FUND RAISING: The committee shall recommend methods of raising money for use of the Foundation. The Treasurer shall be an ex officio member of the committee.
- C. AUDIT: The committee shall be responsible for the selection of an Independent Accountant to perform an annual review /audit of the books. This committee will report to the board the findings of the annual review/audit and recommend needed changes.
- D. BUDGET: This committee shall analyze the operational costs of maintaining and operating Foundation projects and programs and recommend to the Board an annual budget allocating funds for maximum utilization of available funds. The Treasurer shall be an ex-officio member of this committee.
- E. PUBLICITY: This committee shall recommend to the Board programs to enhance the Foundation image and programs through the use of any available media. The Social Media Coordinator shall be an ex officio member of the committee.
- F. GRANTS: This committee shall review all requests for scholarships, gifts and grants and provide recommendations to the Board. Scholarships are awarded upon the recommendation of the sponsored youth administrators and the recommendation of the committee. The Secretary shall be an ex officio member of the committee.
- G. BYLAWS & POLICY: The Bylaws and Policy Committee shall be familiar with the bylaws, policies, and administrative procedures of ODKF and review and recommend to the Board for its consideration and approval bylaws, policies, administrative procedures, position descriptions and other matters.
- H. SAFE AND HEALTHY KIDS: This Committee shall be responsible for the promotion of the Kiwanis Safe and Healthy Kids initiative through spreading word about what it entails in print and electronically and encouraging donations to the Foundation.

SECTION 5. OTHER COMMITTEES

Other Committees may be appointed by the President as the need arises with Board approval.

## ARTICLE VII - MISCELLANEOUS PROVISIONS

### SECTION 1. OFFICES

The Board may establish, from time to time, one or more offices of the Foundation at any place or places within the State of Ohio and may maintain such office or offices for such period of time as it may deem expedient.

### SECTION 2. FISCAL YEAR AND REVIEW/AUDIT

The fiscal year of the Foundation ends on September 30 of each year. The Board shall cause a review or audit of the financial affairs of the Foundation to be performed as soon as practical following the end of each fiscal year. (See Article VI, Section 4 for additional details.)

### SECTION 3. EXECUTION OF CONTRACTS

No officer, employees or agent shall have any power to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable particularly for any purpose or in any amount unless the Board has given prior approval.

Only the President, acting with the Executive Director, may enter into any contract or execute any contract or other instrument in the name or on behalf of the Foundation, unless the Board shall authorize in specific cases.

### SECTION 4. LOANS

No loan shall be contracted on behalf of the Foundation unless authorized by a two-thirds (2/3) majority vote of the Board.

### SECTION 5. COMMERCIAL PAPER

All checks, drafts, and other orders for the payment of money out of the funds of the Foundation and all notes or evidences of indebtedness of the Foundation, shall be executed on behalf of the Foundation, by such officer or officers, or employee or employees, as the Board may, by resolution, from time to time, determine.

### SECTION 6. DEPOSITS

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select or as may be selected by an officer or employee of the Foundation to whom such power may from time to time be delegated by the Board. Persons appointed by the Board may endorse, assign and deliver checks, payable to the order of the Foundation.

### SECTION 7. PURCHASES

Any single purchase of goods or services in excess of \$750 must be authorized by the Board or the Executive Committee by inclusion in the annual budget or otherwise specifically approved in each case. Any purchase involving expenditure in excess of \$1000 shall be made only after receipt of at least two (2) bids and shall be awarded to the lowest bidder. Any purchase involving expenditure in excess of \$2500, shall be made only after receipt of at least two bids. The sealed bids shall be opened in the presence of a committee consisting of the Treasurer and two other members of the Board appointed by the President. Such committee shall recommend

to the Board or Executive Committee which bid, if any, to accept. The foregoing bid requirements may be waived only if the immediate purchase of goods or services is required to prevent or avoid imminent injury to any persons, or the imminent destruction or dissipation of assets of the Foundation.

#### SECTION 8. ANNUAL BUDGET

Expenditures in each administrative year will be no greater than 6% of the average of the previous three (3) years' ending assets, minus the Club Advised Fund liabilities, with at least a minimum of 3% given for grants which would not include any pass through funds.

### ARTICLE VIII - SCHOLARSHIPS AND GIFTS

#### SECTION 1. SCHOLARSHIP REQUIREMENTS

This Foundation may at any time award scholarships to deserving students of high school or college age. No specific requirements of need or ability shall be required of students applying for such scholarships or to whom such scholarships is awarded. The decision as to who shall be awarded such scholarships shall rest with the Board of Directors of the Foundation upon the recommendation of the sponsored youth administrators and the Grants Committee.

#### SECTION 2. GIFTS

The Foundation may at any time receive from persons, corporations or others, in the form of memorials, honorariums, undesignated or designated funds for a specific project. Designated projects must have prior approval of the Board before donated funds can be accepted.

#### SECTION 3. PROJECTS

- A. It is the function of the Board to approve all projects which are to be supported or recommended for support by the Foundation. Projects which are approved must meet the standards and regulations as set out in Section 501 (c) (3) of the Federal code and Regulations of the Internal Revenue Services.
  
- B. Projects which are approved by the Board should be related to the Objectives of Kiwanis International and for activities within the State of Ohio or residents thereof. The Board however, is not restricted to location or residency and may from time to time elect to support projects out of the State of Ohio and/or persons not residing in Ohio.

#### SECTION 4. UNDESIGNATED FUNDS

Undesignated funds received by the Foundation will be kept in perpetuity to provide a financial base, the income from which will fund Foundation projects. After the base reaches a level adequate for proper funding, as determined by the Board, any additional undesignated funds received can be allocated to fund Foundation projects. The size of the financial base desired shall be determined by the Board with a two-thirds (2/3) majority.

ARTICLE IX - AMENDMENTS OF BYLAWS

SECTION 1. AMENDMENTS OF BYLAWS

Amendment to these Bylaws may be made only by a two-thirds (2/3) vote of the members voting at any annual or special meeting of the Foundation. Proposed amendments, which shall be submitted only by a member in good standing or by the Foundation Board of Trustees, shall be received by the Secretary at least sixty (60) days prior to the date of the annual or special meeting. The Secretary shall send a copy of all proposed amendments to the Secretary of each chartered Kiwanis Club and notice of such amendment shall be published in the District newsletter or included in the notice of such meeting published or given at least thirty (30) days prior to such meeting.

ARTICLE X - COMPLIANCE TO POLICIES

SECTION 1. COMPLIANCE TO POLICIES

At all times material herein these Bylaws shall conform to the announced policies of Kiwanis International

Revisions Approved by the Ohio District Kiwanis Foundation, Inc.

Date \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_

Treasurer \_\_\_\_\_