



Kiwanis®

BYLAWS ***Kiwanis Club of Poquoson Foundation***

ARTICLE 1. NAME

1. This Foundation is the Kiwanis Club of Poquoson Foundation, which exists by permission of Kiwanis International.

ARTICLE 2. COMPLIANCE WITH KIWANIS INTERNATIONAL

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.
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.

ARTICLE 3. MEMBERS

1. The Members of the Foundation will be all active Members in good standing of the Kiwanis Club of Poquoson.

ARTICLE 4. OPERATIONS

1. The administrative and fiscal year of the Foundation will be the same as Kiwanis International, which is October 1- September 30.
2. The Foundation will hold an annual meeting of the Membership at such time and place as determined by the Directors for the election of Directors and the hearing of annual reports. At least 14 days previous notice of the annual meeting will be given to Members. The annual meeting will take place no later than September 1st of the administrative year.
3. Special meetings of the Membership may be called by the Directors or a majority of Foundation Members, at such time and place as determined by the Directors, provided at least fourteen (14) days previous notice of any special meeting will be given to Members.
4. Those Members who attend a duly convened meeting of Members shall constitute a quorum for the transaction of business at the meeting. A vote of the majority of the Members present at any duly convened meeting of the Members shall be required for any action of the Members, unless otherwise provided herein. At least fourteen (14) days previous notice of any meeting and any pending vote must be given to the Foundation Members.

ARTICLE 5. OFFICERS

1. The Officers of the Foundation shall be a President, President-elect, Treasurer, and Secretary.
2. The Officers of the Foundation shall be elected annually by the members of the Board at

the first Board meeting of the year which shall take place not more than seven (7) days after the beginning of the administrative year. Each officer shall hold office (if possible) until a successor for that office is elected. All Officers terms will be 1 year.

2. Officers' duties are as defined below and as may be additionally provided in Foundation policies:
 - a. The President serves as the Foundation's executive Officer; presides at all meetings of the Membership and the Board; and regularly reports to both groups.
 - b. The Secretary shall be responsible for 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.
 - c. The Treasurer shall be responsible for all Foundation funds on authority of the Board; maintains Foundation financial records; and regularly reports to the Foundation Membership and Board.
 - d. The President-elect has such duties as usually pertain to the office or as may be assigned by the President or Board.

ARTICLE 6. COMMITTEES

1. The Foundation may have committees as determined by the Directors, 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.

ARTICLE 7. NOMINATIONS, ELECTIONS, AND VACANCIES

1. Directors shall be elected to the Board by the Members, as provided in this Section.
 - (a) Nominations. The Board of Directors shall establish a Nominating Committee from the Membership which shall provide the nominations for Directors whose terms are due to expire. In addition, persons may be nominated for service as a Director from the floor at the annual meeting of the Corporation.
 - (b) Terms and Elections. The Directors will be elected by a majority vote of the Members present at the meeting. Each director will serve for two (2) years.
2. For a vacancy in any Director's term, new elections will be held within 60 days, conducted in accordance with Section 7.1, provided at least fourteen (14) days previous notice of the meeting and nomination(s) is given to Foundation Members.

ARTICLE 8. BOARD OF DIRECTORS

1. The Foundation shall have a minimum of seven (7) Directors.
2. All Directors will be active Members in good standing of the Kiwanis club of Poquoson.
3. The Directors have the following responsibilities:
 - Provide general management of the Foundation not otherwise delegated to the Membership in these bylaws.

- Assure the Foundation complies with applicable governmental rules and regulations.
 - Perform other duties as provided in these bylaws.
4. In addition to the annual meeting, the Board also will hold at least one additional meeting during the year. The Board may also hold special meetings at the call of the President or Members of the Board. The President shall determine the time and place of all Board meetings, provided at least forty-eight (48) hours previous notice is given to all Board Members. The Board 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. Normal Board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.
 5. A majority of the whole number of currently serving Directors shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless otherwise provided in these bylaws.
 6. Directors will not receive any compensation for their services as Directors. However, this will not preclude the reimbursement of expenses incurred for performing their duties.
 7. 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.
 8. Any Director 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 Director 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. If any Director who has been removed from the Board is also serving as an Officer, such person shall be automatically removed from his or her position as Officer as well.

ARTICLE 9. CONFLICTS OF INTEREST

1. The Foundation will maintain 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. Such policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE 10. INDEMNIFICATION

1. The Board of Trustees may provide, through insurance or otherwise, indemnification to the past and present Trustees, Officers, employees, or agents of Kiwanis International to the extent permitted by the laws of the State of Indiana applicable to not-for-profit corporations.

ARTICLE 11. FUNDS AND ACCOUNTING

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 with a goal of no more than 15% in administrative costs.
2. The Directors will adopt an annual budget of estimated income and expenses.

3. The Foundation's financial records will be examined annually by either (a) a qualified accounting firm; or (b) a financial review committee, as provided in Foundation policy. The Foundation's accounting records will be available for inspection by the accounting firm or the committee and, upon request, by the Foundation president or Board. A written report of the annual financial examination will be submitted to the Directors.
4. 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 any Directors Members. Selection of the committee Members will be determined by vote of the Directors. 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, budgets, balance sheets and income and expense statements for bank accounts, budgets, and any other financial records or reports of the Foundation.
5. The Directors shall determine the official depository/ies of Foundation funds and designate the person(s) authorized to pay Foundation charges.
6. If this Foundation ceases operations for any reason, the Directors 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 12. AUTHORITIES

1. For authority on all matters not covered by these bylaws, the following documents will apply, in this order of priority:
 - First— the Virginia Nonstock Corporation Act
 - Second - the Bylaws of Kiwanis International
 - Third— the policies and procedures of Kiwanis International

ARTICLE 13. BYLAWS AND POLICIES

1. These bylaws shall be amended as necessary, from time to time, 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 Virginia Non-stock Corporation Act. 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.
2. If any provision of these bylaws is determined to be invalid, all other provisions will remain in effect.
3. The Directors will adopt and maintain the mandatory policies required by Kiwanis International. The Directors 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. Policies may be adopted by at least a majority vote of the Directors present and voting, provided at least fourteen (14) days previous notice is given to the Board Members.

CERTIFICATION OF BYLAWS APPROVAL


These bylaws were adopted or last amended at a meeting of the Foundation Directors held on [date] February 12, 2017 in accordance with Section 13.1 of the Foundation bylaws.

CLUB FOUNDATION BYLAWS ADOPTION

KIWANIS INTERNATIONAL APPROVAL

Foundation President or Secretary:

By:



TIM RITTER, PRESIDENT

APPROVED
2/22/19

KIWANIS INTERNATIONAL
By 

MANDATORY CLUB FOUNDATION POLICIES

POLICY A. ANNUAL FINANCIAL REVIEW

To perform its annual financial examination as stated in the bylaws, this club Foundation shall have a financial review committee composed of two or more qualified Foundation Members, excluding any Board Members. Selection of the Members will be determined by vote of the Directors. Committee Members' terms shall be for one year each, October 1 - September 30. It is recommended that no person serve more than three (3) consecutive terms.

POLICY B. INVESTMENTS

This Foundation will have an investment policy governing the management of permanent funds. Such policy shall be created and maintained in consultation with the Foundation's investment advisor and adjusted from time to time as may be advisable upon agreement by both parties. A copy of the most recent policy shall be retained by both the Foundation and its investment advisor.

POLICY C. GIFT ACCEPTANCE

This club Foundation shall adhere to the following principles regarding the acceptance of prospective gifts:

1. A gift shall not be accepted by the Foundation unless there is a reasonable expectation that acceptance of the gift will support the Foundation's mission.
2. Any gift accepted by the Foundation must be used for the purpose designated by the donor. If no purpose is designated, the funds will be designated for unrestricted use.
3. The Foundation Officers may refuse a gift that would encumber the Foundation (such as property with environmental issues or property that would be difficult to sell).
4. A gift shall not be accepted by the Foundation if such acceptance would not be in the best interest of the donor. A determination of the donor's "interest" shall include, but not be limited to, the donor's financial situation and philanthropic interests, as well as any tax or other legal matters revealed while planning for a gift. The Foundation shall not encourage any gifts that are inappropriate in light of the donor's personal or financial situation. In certain unique cases, a gift may be considered inappropriate due to particular restrictions imposed by the donor. By its very definition, a gift cannot be associated with a private benefit that would jeopardize the charitable contribution deduction under Internal Revenue Code Section 170 if the donor and beneficiary of the restriction have less than an arms-length relationship. There must be a distance between the donor and recipient such that the recipient does not receive benefits that are otherwise not available to those of similar status and interest. For example, in the capacity of donor, an individual cannot subsidize his/her own salary, travel funds, or fringe benefits.

Donors are ultimately responsible for ensuring that the proposed gift furthers their personal charitable, financial, and estate planning goals. The Foundation does not provide legal, accounting, tax, or other advice to prospective donors.

POLICY D. DONOR'S INTEREST

The interest of the donor shall have priority over the interest of the Foundation. No program,

trust agreement, or contractor commitment will be urged upon any donor or prospective donor which shall benefit the Foundation to the detriment of the donor's interest. The Foundation will seek to exercise extreme caution against the use of any high-pressure techniques when working with prospective donors.

POLICY E. DONORS' RIGHTS

All Foundation donors have the following rights:

1. To be informed of the Foundation's mission, of the way it intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
2. To know the identity of those serving on the Directors, and to expect the Board to exercise prudent judgment in its stewardship responsibilities.
3. To have access to the Foundation's most recent financial statements.
4. To be assured their gifts will be used for the purposes for which they were given.
5. To receive appropriate acknowledgement and recognition.
6. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
7. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.
8. To know whether those seeking donations are volunteers, employees of the Foundation, or hired solicitors.
9. To have the knowledge that the Foundation does not share their donor mailing list with any other organization.
10. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers."

POLICY F. DONOR PRIVACY

To help protect donors' online privacy, the Foundation will keep email addresses, telephone numbers, mailing addresses and other information secure by using password-protected areas and restricted access. Donor information is strictly confidential and is not shared outside the Foundation under any circumstances. Donor information will never be sold to another organization or vendor. Donors may contact the Foundation to review the personal information the Foundation has collected or to request corrections.

POLICY G. REQUEST TO EXAMINE RECORDS

Upon written request, a donor shall have the right to examine in person or by agent, at any reasonable time for any proper purpose, the Foundation's books, papers, records of account, minutes, and records of donations (excluding donors' names) , and shall have the right to make copies at the donor's expense.

POLICY H. PROTECTION OF WHISTLE BLOWERS

If the Foundation has employees, it shall provide an avenue for employees to raise concerns in good faith ("whistle blowers") with the assurance that they will be protected from reprisals or retaliation for raising those concerns.

POLICY I. DOCUMENT RETENTION AND DESTRUCTION

The Foundation shall comply with document retention and destruction processes for paper and electronic records relating to Foundation operations, in compliance with required practices and accepted standards for the subject area the documents or records pertain to

(i.e., donor records, employment, finance, tax, legal, Board actions, etc.).

Because it is a crime in the U.S. and many other nations to alter, cover up, falsify, or destroy any document or records with the intent of obstructing current or potential legal proceedings, all Directors Members, staff (if any), and volunteers should especially be aware of and comply with applicable laws regarding the preservation and provision of documents in the event of legal proceedings.

POLICY J. CONFLICT OF INTEREST

B.1 - Definitions

- A. **Foundation:** "Foundation" in this procedure means "this Kiwanis club of Poquoson Foundation."
- B. **Interested Person:** Any Foundation Officer or member of a committee with Board-delegated powers or Foundation staff person who has a direct or indirect "financial interest" as defined below is an "interested person."
- C. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement;
 - 2. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.
- D. **Compensation** includes direct and indirect remuneration, as well as gifts or favors that are substantial (Greater than \$50 in goods and/or services) in nature.

NOTE: A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Directors decide that a conflict of interest exists.

B.2 - Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of the financial interest and be given the opportunity to disclose all material facts to the Directors.

B.3 - Addressing a Potential Conflict of Interest

- A. An interested person may make a presentation to the Directors at a Board meeting, in writing or in person; if in person, after the presentation, he/she shall leave the meeting while the possible conflict of interest is discussed and voted upon.

- B. The Directors shall determine whether a conflict of interest exists, and, if a conflict does exist, shall determine alternatives to the proposed transaction or arrangement which, with reasonable efforts, would not give rise to a conflict of interest. However, if appropriate, the Board may appoint an investigation committee composed of one or more disinterested persons to investigate the matter, which shall, after due diligence, report its findings and recommendation to the Board.
- C. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not produce a conflict of interest, the Directors shall determine by a majority vote of the disinterested Members whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

B.4 - Violations

- A. If the Directors or investigation committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Directors or investigation committee determines the interested person has failed to disclose an actual or possible conflict of interest, the Directors shall take appropriate disciplinary and corrective action.

B.5 - Records of Proceedings

The record of the Directors meeting and investigation committee meeting (if any) shall contain:

- The names of the interested person who disclosed or otherwise was found to have a financial interest in connection with an actual or possible conflict of interest;
- The nature of the financial interest;
- Any action taken to determine whether a conflict of interest existed;
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- The content of the discussion, including any alternatives to the proposed transaction or arrangement;
- Recommendation(s) of the investigation committee;
- Any votes taken in connection with the proceedings; and
- The Directors' decision as to whether a conflict of interest in fact existed and disciplinary action taken (if any).

B.6 - Compensation

- A. A voting member of the Directors who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of a committee with Board-delegated responsibilities or powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's

compensation.

- C. No voting Director or a member of a committee with Board-delegated responsibilities or powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

B.7 - Annual Statements

Each interested person shall annually sign a statement that affirms such person:

- A. Has received a copy of this conflict of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy;
- D. Has identified in writing any potential conflict of interest; and
- E. Understands the Foundation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

B.8 - Periodic Review

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted, which shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether any joint venture arrangements or other transactions involving the Foundation (including but not limited to agreements to provide or to purchase goods or services) have resulted in private inurement or impermissible private benefit.

B.9 - Use of Outside Experts

When conducting periodic reviews, the Foundation may, but need not, use outside advisors. The use of outside experts shall not relieve the Directors of its responsibility for ensuring that periodic reviews are conducted.

CERTIFICATION OF POLICIES APPROVAL

These policies were adopted or last amended at a meeting of the Foundation Directors held on [date] February 12, 2019 in accordance with Section 13.1 of the Foundation bylaws.

CLUB Foundation POLICIES ADOPTION

Date adopted by the Foundation:


February 12, 2019

KIWANIS INTERNATIONAL APPROVAL

Date approved by Kiwanis International

Foundation President or Secretary:

By:



TIM RITTER, PRESIDENT

APPROVED
2/22/19
KIWANIS INTERNATIONAL
By Aun Lipdegraff-Spleth