

**BYLAWS OF THE KIWANIS FOUNDATION OF NEW ENGLAND, INC.
118 Union Street, Post Office Box 613, Framingham, MA 01705**

**ARTICLE I
Name**

The name of the organization shall be KIWANIS FOUNDATION OF NEW ENGLAND, INC. (herein called "Foundation").

**ARTICLE II
Location**

The location of the Foundation shall be at the New England and Bermuda District of Kiwanis International office or at such other place within or without the Commonwealth of Massachusetts as determined by the Board of Directors.

**ARTICLE III
Duration**

The Foundation shall have perpetual existence.

**ARTICLE IV
Purposes**

The purposes of the Foundation shall be:

- A. To receive property, including gifts from the members of the Kiwanis Clubs of the New England and Bermuda District, and others, and to solicit the receipt of property to be held for and used exclusively for the following charitable purposes and to expend its funds solely from the income of the Foundation unless a two-thirds vote of the Foundation membership decide otherwise, provided, however, that donations expressly received specifically for the Kiwanis Pediatric Trauma Institute (K.P.T.I.) shall be used in their entirety.
- B. To make payments to corporations, trusts, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.
- C. To make payments to or for the benefit of the poor, needy and deserving persons, giving preference to persons who, while not paupers, have become in need of financial assistance because of misfortune, or to persons who, by such assistance, may be aided to become self-supporting, to acquire an education or training, or perform useful or creative work to become more useful citizens.

- D. To make payments to or for persons for the advancement or promotion of science, learning, medicine, surgery, literature, music, art, or human welfare, which may include the Kiwanis Foundation Regional Pediatric Trauma Institute at New England Medical Center, Boston, Massachusetts; but may under no circumstances make expenditures for the carrying on of propaganda or attempting to influence legislation.

ARTICLE V Membership

The membership of the Foundation shall consist of all members, active, privileged or senior, of all Kiwanis Clubs in good standing in the New England and Bermuda District. Each member of the Board of Directors of the Foundation and each Kiwanis Club in good standing shall have one vote at all meetings of the Foundation membership.

ARTICLE VI Directors

- A. The Directors of the Foundation shall be twenty-three (23) directors,
1. five (5) directors being elected at the Annual Meeting from the membership for a three (3) year term
 2. five (5) directors from the current Board of Trustees of the New England and Bermuda District of Kiwanis International, chosen from amongst themselves, and
 3. the Immediate Past President, the Treasurer and the Secretary of the Foundation; by virtue of the office.
- B. Any vacancy shall be filled until the next ensuing Annual Meeting of the Foundation by the Board of Directors, by a majority vote of those members of the Board present and voting, provided, however, that a legal quorum of the Board of Directors be present. At the next ensuing annual meeting of the Foundation, the vacancy shall be filled for the balance of the term remaining by a vote of the membership of the Foundation.
1. The term of office for all officers and directors runs from October 1 to September 30.
- C. The Directors shall have the general direction; control and management of the property, business, and affairs of the Foundation except such as are to be exercised exclusively by the members.
- D. The Board of Directors shall determine the official depository or depositories of all funds for which they are responsible.
- E. The Board of Directors may, from time to time, delegate any of its powers to such committees, officers or agents as it may see fit in the ordinary course of the business of the Foundation.

- F. Any member of the Board of Directors, including officers, who does not attend two meetings of the Board, in an administrative year, or for cause may be removed from the Board of Directors, provided notice to take such action is given to the entire Board of Directors at least fifteen days (15) prior to such action, in writing, and provided two-thirds (2/3) of the Board members present and voting, vote to take such action at a meeting at which there is a quorum.
- G. Honorary Directors: The Directors of the Kiwanis Foundation of New England may annually elect to honorary membership on the Board of Directors, persons, who by their activities have demonstrated a concern for the purposes of the Kiwanis Foundation of New England. An Honorary Director shall have the right of the floor at all Directors meetings, but shall have no vote and shall not be counted for the purpose of a quorum of a Directors meeting.
- H. Foundation Representative: Each Kiwanis Club in the New England and Bermuda District is authorized to annually appoint, prior to October 1, in each year, a Club Member to be the Club Foundation Representative. If no appointment is made by a Club, the Foundation Board of Directors may designate such Representative. Foundation Representatives shall receive all Foundation mailings for distribution to their respective Clubs.
- I. Area Representative: The Directors may annually elect as Area Representatives, Kiwanians willing to assume the responsibility for giving aid and assistance to a designated area within the New England and Bermuda District in matters pertaining to the Foundation as designated by the Board of Directors and/or Executive Committee.
- J. Advisory Board: The Directors may, in order that the Foundation may avail itself of the abilities of persons who would be willing to offer advice and counsel to the Board of Directors, elect to membership to an Advisory Board, persons who, by their experience and/or training, would be willing to assist the Board of Directors in formulating policies and programs for the Foundation.

ARTICLE VII

Officers

- A. The Officers of the Foundation shall be the President, the Immediate Past President, the President-elect, one (1) Vice-President, the Secretary and the Treasurer. The President, President-elect and Vice President of the Foundation shall be duly elected by the Directors for a term of one year, at the first meeting of the Board of Directors immediately following or within forty-five (45) days of the Annual Meeting. They shall be Directors of the Foundation for the year they are to serve as officers to qualify for office and shall retain their positions as Directors after their election as officers.
- B. The Secretary and the Treasurer of the Foundation shall be appointed annually by the President and approved by the Board of Directors, and each shall be a member of the Foundation to qualify for office, and shall become Directors by virtue of the appointment.

- C. The term of the President shall be limited to three (3) one year terms.

ARTICLE VIII
President

- A. The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the members, of the Directors and of the Executive Committee. The President, together with the Treasurer, shall sign all checks by the Foundation.
- B. The President, together with the Treasurer, shall have the right to make, sign, endorse and accept for, and in the name of and behalf of the Foundation, promissory notes, drafts and checks, and then only in the regular course of its business.

ARTICLE IX
President-Elect and Vice-President

- A. The President-Elect shall, in the absence of the President, preside at all meetings of the members, Directors and Executive Committee and in the absence of the President, shall carry out all duties of the President.
- B. In the absence of the President and the President-Elect, the Vice-President shall preside at the meeting.
- C. The President-Elect and the Vice President shall perform such duties as are customary for such positions and/or as prescribed by the Board of Directors.

ARTICLE X
Treasurer

- A. The Treasurer shall give bond to the Foundation in such sum and with the sureties that they may require for the faithful performance of their duties. He/She shall be subject to such conditions and restrictions as may be made by the Directors, have the custody of all moneys, debts, obligations, contracts, documents and other papers belonging to the Foundation and of its common seal, and shall safely keep the same, and shall collect all moneys from time to time due and owing to the Foundation and disburse the same, pursuant to the contracts and obligations of the membership.
- B. The Treasurer, together with the President, shall sign all checks by the Foundation.

- C. The Treasurer, together with the President, shall have the right to make, sign, endorse and accept for, and in the name and behalf of the Foundation, promissory notes, drafts and checks, and then only in the regular course of its business.
- D. The Treasurer shall execute and deliver as otherwise provided by vote, and shall perform such other duties as the Directors may from time to time require.
- E. The premium on the Treasurers' bond shall be paid by the Foundation.
- F. The Board of Directors shall approve, upon recommendation of the Treasurer, the official depository or depositories of all administrative funds for which they are responsible and such depositories shall be Federally insured.
- G. The Treasurer is an ex-officio member of the Finance and Investment Committees.

ARTICLE XI

Secretary

- A. The Secretary shall be sworn in each year to the faithful discharge of his/her duties and record of the oath, together with evidence thereof, shall be made by him/her upon the records of the Foundation. He/She shall attend the meetings of the Foundation members, Directors and Executive Committee, and shall record upon the books of the record of the Foundation, the proceedings of the members, of the Board of Directors and/or the Executive Committee at their respective meetings. He/She shall have the custody of the record books of the Foundation, which shall be located at the Foundation office.
- B. The Secretary shall notify the members, the Directors, and the Executive Committee of their respective meetings, in accordance with the By-Laws of the Foundation, and shall perform such other duties as the Directors may from time to time determine.
- C. The Secretary is authorized to countersign checks in place of either the President or Treasurer, if such an emergency exists.
- D. Within ten (10) business days of any meeting held by the Executive Committee or the full Board the Secretary shall cause to be delivered to all Directors a written copy of the minutes of said meeting.

ARTICLE XII

Executive Director

- A.
 - 1. The Executive Director, after proper investigation and interview, shall be recommended to the Board of Directors by the Executive Committee for their consideration.
 - 2. The Executive Director shall continue to serve unless either removed by recommendation of 2/3 vote of the Executive Committee, present and voting at a

duly called meeting, and approved by the Board of Directors; or by a 2/3 vote of the Board of Directors present and voting at a duly called meeting.

3. Compensation shall be determined by the Executive Committee with the approval of the Board of Directors.
- B. The Executive Director reports to and takes direction from the Kiwanis Foundation of New England Executive Committee and reports to the Board of Directors. The Executive Director is responsible for the administration and development of the Kiwanis Foundation of New England, Inc.
- C. Responsibilities are to include, but are not limited to, management of the Foundation's office and personnel, communications, correspondence, raising of funds for administration, endowment and charities, public information and public affairs, management of program expenses, assisting the Board in developing budgets, preparing reports and providing statistical information.

The Executive Director's principal duties and responsibilities include the following:

1. Management of the business of the Foundation, which includes development of printed materials, keeping the Executive Committee informed of Foundation activities, operating the Foundation office, supervising personnel, developing job descriptions, making recommendations for hiring, discipline and job performance of Foundation personnel. Evaluation, supervision and scheduling Foundation personnel.
2. Oversight responsibility for raising of funds, acknowledging and tracking gifts, corporate, individual and organization solicitation of gifts. Development of relationships with New England and Bermuda Kiwanis Clubs and numerous other groups for the specific purpose of fundraising and support of Foundation programs.
3. Responsibility for correspondence, communications, preparation of printed, audio-visual and other public information materials of the Foundation.
4. Foundation representative at media and public forums, government agencies, community groups and organizations within and outside Kiwanis, and at certain Kiwanis activities and meetings at the request of the President and/or the Executive Committee.
5. Development, with the Treasurer and Finance Committee, of budgets, reports, and statistical information.
6. Authorization to countersign checks, in place of either the President, Treasurer, or Secretary, if such an emergency occurs.
7. The organization of educational programs, speakers bureau, committee reports and meetings of the Foundation.

ARTICLE XIII
Meetings of Directors

The meetings of the Directors shall be held as often as the needs of the Foundation may, in their opinion, require and may be called by the President (or Treasurer) or by any five (5) members of the Board of Directors. The Secretary shall notify the Directors of such meetings whenever requested, in writing, by the President, (Treasurer) or the Directors calling such meeting. A notice, delivered or postmarked at least ten (10) days before such meeting, addressed to each Director at his address as it appears upon the records of the Foundation, or delivered by other means, shall be sufficient notice. The written notice shall be dispensed with if two-thirds of the Directors present and voting at that meeting, waives such notice.

ARTICLE XIV
Notice of Members Meeting

Notice of all meetings, annual or special, shall be given to each member club by publication in the District and/or Foundation Bulletin, email or by direct mail at least one month in advance of such meeting.

ARTICLE XV
Standing Committees

A. Executive Committee

1. There shall be an Executive Committee consisting of the officers of the Foundation and three (3) other members of the Board of Directors elected by the Board at its first meeting, and the Finance Chair and the Investment Chair.
2. The Executive Committee shall be authorized to carry out the policy of the Foundation.
3. The Executive Committee shall be authorized to make expenditures not to exceed \$500.00 without prior authorization of the Board of Directors.
4. The Executive Committee shall be authorized to make expenditures not to exceed \$2,500 without prior authorization of the Board of Directors, provided such expenditure is approved by the Finance Committee.
5. The Executive Committee shall meet at the call of the President or upon the written request of five members thereof.
6. Written notice of a meeting of the Executive Committee shall be given to each member of the Executive Committee and to each member of the Finance Committee, by mail, postage prepaid, mailed seven (7) days prior to such meeting

at the address as it appears upon the records of the Foundation. Five (5) days notice delivered by telephone or other means may be substituted for written notice.

7. Any member of the Executive Committee may be removed for cause and replaced by a two-thirds vote of the Board of Directors present and voting at a duly called meeting at which there is a quorum.
8. In the absence of an Executive Director, the Executive Committee shall perform the operational functions of an Executive Director.

B. Finance Committee

1. There shall be a Finance Committee of three (3) members elected by the Board of Directors. One member shall be elected annually for a three year term and present members shall serve until expiration of their office. A vacancy in office shall be filled by the Board of Directors for the remainder of said term.
2. At the first meeting of the Board of Directors, following the election of officers, the Finance Committee shall present a budget of estimated income and expenditures for the year for appropriate action by the Board of Directors.
3. The Finance Committee shall oversee the prudent investment of all Foundation funds and the charitable objects for which said funds of this Foundation shall be expended.
4. All disbursements shall be made solely by check which shall show the payee, the items of service rendered, material purchased, and the amount of payment. The total disbursements in any year, without prior approval by the Board of Directors, shall not exceed the gross amount of the budget adopted by the Board of Directors in each year.
5. The books of account of the previous administrative year shall be audited immediately after the close of the administrative year and shall be completed by the 31st day of December, in the term of the current administration by a qualified public accountant or by a certified public accountant.
6. The auditors shall be recommended at the first meeting of the Board of Directors by the Finance Committee to be approved by the Board of Directors.
7. It shall be the duty of the Finance Committee to:
 - a. See that the books of account are kept in conformity with recognized accounting procedures.
 - b. Meet with the Treasurer prior to each meeting of the Board of Directors.
 - c. Attend each meeting of the Board of Directors.

- d. Have a member at each meeting of the Executive Committee.
 8. The required expenses of all Foundation officers and Directors, when engaged in the business of the Foundation, shall be paid by the Foundation provided:
 - a. Funds have been provided in the budget for such purpose.
 - b. Prior approval is voted by the Executive Board for the occurrence of such expense by an officer or Director.
 - c. Reimbursement of prior approved expenses shall be made only after submission of a signed voucher accompanied by a written report of the budgeted activity.
 9. Any member of the Finance Committee may be removed for cause and replaced by a two-thirds (2/3) vote of the Board of Directors present and voting at a duly called meeting at which there is a quorum.
- C. Investment Committee
 1. There shall be an Investment Committee consisting of at least three (3) members, one of whom shall be a member of the Finance Committee.
 - a. They shall be elected by the Board of Directors. One member shall be elected annually for a three (3) year term.
 - b. A vacancy in office shall be filled by the Board of Directors for the remainder of said term.
 2. They shall research and invest the charitable funds of the Foundation by majority vote with the concurrence of the Finance Committee, within the parameters set by the Board of Directors.
 3. Any member of the Investment Committee may be removed for cause and replaced by a 2/3 vote of the Board of Directors present and voting at a duly called meeting at which there is a quorum.
- D. Nominating Committee
 1. There shall be a Nominating Committee consisting of three members of the Board of Directors appointed by the President with the recommendation(s) of the Executive Committee, and with the approval of the Board of Directors present and voting.
 2. The Nominating Committee shall present a slate of names at the annual meeting of the membership for election to the Board of Directors.

3. The Nominating Committee's proposed slate of names for election to the Board of Directors shall be included with the "Call to the Annual Meeting" mailing.
4. Nothing prevents nominations from the floor by an accredited delegate to the Annual Meeting.
5. The Nominating Committee shall present a slate of names at the first meeting of the Board of Directors for election of officers, the Executive Committee, the Finance Committee, and the Investment Committee.
6. Should a vacancy exist in any office, the Board of Directors, the Finance Committee or the Executive Committee, the Nominating Committee shall present to the Board of Directors the name of a person for election to fill such position.
7. The Nominating Committee's proposed name for filling a vacancy shall be included with the meeting announcement at which the vote will be taken.
8. In presenting any name to the Board of Directors for election, the Nominating Committee shall consider the nominees' past contribution to the Foundation including attendance at all duly called meetings and participation in the activities of the Foundation.

E. Special Committees

Special committees shall be appointed by the President and shall perform such duties as may be defined in their creation. Such committees shall consist of three or more members of the Foundation. Each committee shall be responsible to the Executive Committee and shall make such reports as the Executive Committee may direct. All committee members shall be subject to removal by the President. (Annual Meeting May 17, 1997)

ARTICLE XVI

Quorum

- A. A majority of the Board of Directors plus representatives from at least fifteen clubs in the District, shall constitute a quorum for a meeting of the membership.
- B. One-third of the membership of the Board of Directors shall constitute a quorum of any meeting of the Board of Directors with the exception of the election meeting following the annual meeting of the membership, at which election meeting a quorum shall be twenty members.
- C. A majority of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee.

ARTICLE XVII
Fiscal Year

The fiscal and administrative year of the Foundation shall begin on the first day of October and end on the last day of September in the following year.

ARTICLE XVIII
Foundation Policy

- A. The Foundation policy shall be adopted by the Board of Directors and be published as an appendix to the Foundation By-Laws and a copy thereof shall be distributed to each club in the New England and Bermuda District and to each club Foundation representative.
- B. These policies shall remain in effect until altered in total or in part by a succeeding Board of Directors or negated by an amendment to these By-Laws.
- C. Should there be any conflict with the Foundation By-Laws, the Foundation By-Laws shall supersede the Foundation policy.
- D. The Foundation Policy Committee shall consist of three members, at least one of which shall be a member of the Executive Committee of the Foundation. The Foundation Policy Committee shall submit proposed Foundation policy to the Board of Directors.

ARTICLE XIX
Annual Meeting

The annual meeting of the Foundation shall be held at such place and date between April 1st and June 30th, or as voted by the Directors of the Kiwanis Foundation of New England, Inc.

ARTICLE XX
Amendment of the By-Laws

- A. Amendments to these By-Laws may be adopted by a two-thirds (2/3) vote of the members of the Foundation present at any legal meeting of the Foundation membership. Proposed amendments submitted by any member shall be received by the Foundation Secretary at least sixty (60) days prior to the date of the meeting. The Secretary shall send a copy of all such proposed amendments and amendments initiated by the Foundation Board of Directors to the secretary of each chartered Kiwanis Club in this District not less than thirty (30) days prior to the date of the meeting. No amendment to these By-Laws shall become effective until approved by the Board of Trustees of Kiwanis International.
- B. The Foundation and its members will at all times abide and be governed and controlled by the Constitution, By-Laws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and By-Laws may be applicable.

Adopted May 14, 1994, amended May 17, 1997, June 20, 1998, March 13, 1999, June 17, 2006 and May 4, 2013

- C. The Foundation will comply with all such conditions and requirements as Kiwanis International may prescribe.
- D. Whenever requested by the Board of Trustees of Kiwanis International the Foundation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

ARTICLE XXI
Suspension

All meetings of the members may be suspended to any other time or place as may be decided by those present, and it shall not be necessary to notify any members of any suspension of any such meetings. Any business which could have been legally transacted at any meeting of the members may be transacted at any suspension.

All meetings of the Directors may be suspended to any other time or place as may be decided by those present, and it shall not be necessary to notify any member of any suspension of any such meeting. Any business which could have been legally transacted at any meeting of the Directors may be transacted at any suspension.

ARTICLE XXII
Parliamentary Authority

Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of substance or procedure not specifically covered by these By-Laws.

As amended through May 4, 2013

Approved Diara O'Brien Date 10-5-13

KIWANIS INTERNATIONAL

Kiwanis Foundation of New England, Inc.

Albert Paul
Albert Paul, President

Date 6/17/13

Geana Delisle
Geana Delisle, Secretary

Date 6/11/13