

WISCONSIN-UPPER MICHIGAN KIWANIS DISTRICT FOUNDATION, INC.

(“KDF”)



BY LAWS

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BY-LAWS

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BY-LAWS

ARTICLE I. GENERAL PROVISIONS

Section 1. Name. The name of this organization shall be the Wisconsin-Upper Michigan Kiwanis District Foundation, Inc. (also referred to as "**KDF**" or "**the Foundation.**").

Section 2. Purpose. The purpose of the Foundation is to exist, and maintain and perpetuate itself as a viable independent, corporate, non-profit, tax-exempt organization which shall promote, sponsor, or financially-assist charitable, educational, or eleemosynary activities, and raise monies therefor, with no funds being used for the sole benefit of any one individual or member.

Section 3. Mission Statement. Consistent with its Purpose and organizing documents, the "**Mission**" of the Foundation is to serve its General Member Kiwanis Clubs (as defined below), and other qualified organizations, via its fund-raising and administrative activities, and to work in a spirit of cooperation and communication with the Wisconsin-Upper Michigan District of Kiwanis International, Kiwanis International, and their respective Boards of Trustees, to promote, enhance and achieve the goals and objectives of Kiwanis International within this Kiwanis District. To that end, with prior notice to the Wisconsin-Upper Michigan Kiwanis District, the Foundation shall conduct such administrative, managerial and fund-raising activities, as it deems appropriate, within this District.

Section 4. Prohibited Action. The Foundation shall take no action which may violate applicable State or Federal laws, rules or regulations, or which may violate the by-laws, policies, rules, conditions or requirements of the Wisconsin-Upper Michigan District or Kiwanis International, or which might be construed as impugning the good name of the Foundation, the Wisconsin-Upper Michigan District of Kiwanis International, Kiwanis International or Kiwanis in general.

Section 5. Governing Authorities. The Foundation, including without limitation its Officers, Members of the Board of Directors, Committee Members, Consultants and Other Personnel (as defined below), and its General Member Kiwanis Clubs (as defined below) shall at all times strictly abide by, conform with and be governed by all of the following: the applicable provisions of State or Federal laws, rules and regulations; and the Constitution, By-Laws, Policies, rules, conditions and requirements of both the Wisconsin-Upper Michigan District of Kiwanis International and Kiwanis International, now in force and as amended or adopted from time to time. When deemed appropriate or necessary by the Foundation's Board of Directors, or when directed or requested by Kiwanis International, subject to these By-laws, the Foundation shall dissolve or change its form of organization.

History: Article I was amended on 08/19/2011.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Foundation shall be within the geographical boundaries of the Wisconsin-Upper Michigan District of Kiwanis International at the address of the Secretary of the Foundation, unless another permanent office address is established by the Board of Directors.

ARTICLE III. MEMBERSHIP

The General Membership of the Foundation shall be limited to, and shall consist of, the member Kiwanis Clubs in good standing with the Wisconsin-Upper Michigan District of Kiwanis International. Each member Kiwanis Club shall be considered a “*General Member*” of the Foundation and may also interchangeably be referred to as “*Kiwanis Club*” in these By-Laws.

History: Article III was amended on 08/19/2011.

ARTICLE IV. MEETINGS

Section 1. Regular Meetings of the Board of Directors.

(a) Notice, time and place of Regular Meetings of the Board of Directors. The Board of Directors shall meet a minimum of five (5) times, and at least once each quarter during the fiscal year, including the Annual Meeting, at times and locations within the Wisconsin-Upper Michigan District, as determined by the Board of Directors. Notice of such meetings shall be issued by the Secretary, as prescribed below in the “*Duties of Secretary*” section. Attendance at all Regular Meetings of the Board of Directors shall be open to representatives of all General Member Kiwanis Clubs and the general public, as may be appropriate.

History: Article IV, Section 1(a) was amended on 8/16/2008.

(b) Regular Meetings held via Electronic or Other Means. At the discretion of the Board of Directors, up to and no more than one (1) Regular Meeting of the Board of Directors, not including the Annual Meeting, may be held via electronic, telephonic, web-based or other similar means. The Annual Meeting may not be held via electronic, telephonic, web-based or other similar means. However, the following minimal conditions, without limitation, must be satisfied for any Regular Meeting conducted via electronic or other means:

- (i) Availability and proper knowledge of the usage of all necessary technology and/or equipment by all meeting participants.
- (ii) Opportunity for the complete, fair, unencumbered, uninterrupted, interactive and timely participation of all meeting participants.
- (iii) Development, approval and implementation of procedural and technological safeguards for fair voting procedures, including those for written and/or secret ballot votes.
- (iv) Appropriate recognition, inclusion and treatment of all proper guests to the meeting;
- (v) Simultaneous availability of all written materials presented or discussed during the meeting to all meeting participants.
- (vi) Strict adherence to, and the following of, all other applicable provisions of these By-laws and the policies of the Foundation, including without limitation: notice, attendance, quorum, regulatory provisions, parliamentary procedure and rules of order.

History: Article IV, Section 1(b) was adopted on 08/16/2008 and amended on 08/19/2011.

Section 2. Annual Meeting. The Annual Meeting of the Foundation Board of Directors shall be held each year in conjunction with the Wisconsin-Upper Michigan Kiwanis District Convention, unless otherwise determined by the Board of Directors with proper notice being given, as indicated in these By Laws.

Section 3. Notice of Annual Meeting. Notice of the time, date and place of the Annual Meeting of the Board of Directors shall be sent by the Secretary to all General Members of the Foundation and to all members of the Board of Directors, as indicated below in the “*Duties of Secretary*” section. Such notice may be accomplished by U.S. Mail, electronic or other verifiable means.

History: Article IV, Section 3 was amended on 08/19/2011.

Section 4. Special Meetings.

(a) When and By Whom A Special Meeting May Be Called.

(i) The President, at his or her sole discretion, may call “*special*” or “*emergency*” meetings of the full Board of Officers, when deemed necessary or deemed advisable under the circumstances and in the best interest of the Foundation. Such meetings may be held on dates and at times when regular Board meetings have not been previously scheduled, upon reasonable advance written notice to all members of the Board of Directors.

(ii) Nine (9) or more members of the Board of Directors who agree that a “*special*” or “*emergency*” meeting is deemed necessary or deemed advisable under the circumstances and in the best interest of the Foundation may also call such a meeting of the full Board of Directors, upon reasonable advance written notice to all members of the Board of Directors.

(b) Notice Requirements. Advance written notice of any “*special*” or “*emergency*” meeting shall include the date, time, location, and agenda for such meeting. Such notice may be by U.S. Mail, electronic or other verifiable means.

(c) Quorum. The same quorum required for any regularly scheduled meeting of the Board of Directors is required before any business may be transacted at a “*special*” or “*emergency*” meeting.

(d) Meeting by electronic or other means. Special Meetings of the Foundation Board of Directors may be held via electronic, telephonic, web-based or other similar means. Such meetings must be conducted subject to, and consistently with, any provisions in these By-laws governing Regular Meetings conducted via electronic, telephonic, web-based or other similar means.

History: Article IV, Section 4(d) was adopted on 8/16/2008.

(e) Order of Business. The first order of business at any “*special*” or “*emergency*” meeting shall be a determination of whether the conduct of the meeting is necessary or advisable under the circumstances and in the best interest of the Foundation. The second order of business shall be a determination of the agenda for such meeting. The first and second orders of business shall require a majority vote before any further business is transacted at such a meeting.

History: Article IV, Section 4 was amended on 8/24/2002.

Section 5. Quorum. Quorum for any meeting of the Board of Directors requires nine (9) voting Members of the Board of Directors being present.

Section 6. Voting.

(a) Voting on General Matters. Each Member of the Board of Directors, including Ex-officio Voting Members (identified below), shall be accorded one (1) vote on all general matters presented; except however, the President shall vote only in the case of a tie vote. In the case of a tie, a re-vote shall be taken by written secret ballot, including the vote of the President.

(b) Voting on Dues and other Assessments to General Members. Each General Member Kiwanis Club shall be accorded one (1) vote on any and all matters pertaining to the assessment of dues or other assessments by the Foundation to the General Members. Any such matters shall be in the form of an Amendment to these By Laws and shall be governed by the “*Amendments*” section of these By Laws.

(c) Voting by Proxy. At any Regular Meeting of the Foundation, including the Annual Meeting, there shall be no voting by proxy, except for those voting rules and procedures developed, approved and implemented by the Board of Directors for the purpose of conducting a meeting via electronic, telephonic, web-based or other similar means, which are otherwise consistent with these By-laws and the policies of the Foundation.

History: Article IV, Section 6(c) was amended on 8/16/2008.

ARTICLE V. THE BOARD OF DIRECTORS

Section 1. The Board of Directors.

(a) General Purpose and Duties of the Board of Directors. Consistent with its Purpose, Mission Statement, Governing Authorities and the organizing documents of the Foundation, the Board of Directors shall at all times exercise due diligence and actively and prudently ensure, provide, supervise and be responsible for the proper administration, management, control, direction, legal compliance, oversight and evaluation of the Foundation's activities, affairs and operation, with full authority, subject only to such restrictions and limitations as may be fixed from time to time by law, these By-laws, or by vote of the General Membership.

History: Article V, Section 1(a) was adopted on 08/19/2011.

(b) General Qualifications of Members of the Board of Directors. In addition to any other criteria in these By-laws or in the policies of this Foundation, Members of the Board of Directors must meet the following minimum qualifications:

- (i) Be a legally competent adult;
- (ii) Be an active, senior or privileged member in good standing with a Kiwanis Club in the Wisconsin-Upper Michigan District;
- (iii) Have no felony convictions or convictions for financially-related or sensitive crimes.

History: Article V, Section 1(b) was adopted on 08/19/2011.

(c) Members of the Board of Directors. The Foundation Board of Directors shall be comprised of the following, all of whom shall be considered “*Members of the Board of Directors*”:

- (i) twelve (12) Directors elected to the Foundation's Board of Directors for three (3) year terms of office each;
- (ii) Ex-Officio Voting Members, as identified below; and
- (iii) Ex-Officio Non-Voting Members, as identified below.

History: Article V, Section 1(c) was amended and renumbered on 08/19/2011.

Section 2. Ex-Officio Voting Members. The Ex-Officio Members of the Board of Directors with voting privileges (“*Ex-Officio Voting Members*”) shall be:

- (a) President of the Foundation;
- (b) Vice President of the Foundation;
- (c) Secretary of the Foundation;
- (d) Treasurer of the Foundation;
- (e) the Immediate Past President of the Foundation (who shall serve until a successor has been elected);
- (f) a Past Kiwanis District Governor of the Wisconsin-Upper Michigan District of Kiwanis International to serve as “*Foundation Past Governor Representative*” (who shall be selected annually by the Board of Directors);

History: Article V, Section 2 was amended on 8/27/2005 and 8/19/2006 and renumbered on 08/19/2011.

Section 3. Ex-Officio Non-Voting Members.

- (a) The required Ex-Officio Members of the Board of Directors without voting privileges (“*Ex-Officio Non-Voting Members*”), who shall serve in a strictly consulting role, shall be:
 - (i) the current Kiwanis District Governor;
 - (ii) the current Kiwanis District Governor-elect;
 - (iii) a Past Foundation President Representative (to be selected annually by the Foundation Board); and
 - (iv) a Webmaster (selected annually by the Foundation Board).

History: Article V, Section 3(a) was amended on 8/27/2005, 8/19/2006 and amended and renumbered on 08/19/2011.

- (b) Additionally, the following optional Ex-Officio members of the Board of Directors without voting privileges (“*Ex-Officio Non-Voting Members*”), who shall serve in a strictly consulting role, may be selected at the sole discretion of the Board of Directors:
 - (i) a Financial Consultant (selected annually by the Foundation Board);
 - (ii) a licensed Certified Public Accountant (CPA) to serve as “*Tax Adviser*” to the Foundation; and
 - (iii) a licensed, practicing Attorney to serve as “*Legal Counsel*” to the Foundation.

History: Article V, Section 3(b) was amended on 8/27/2005, 8/19/2006 and amended and renumbered on 08/19/2011.

Section 4. Ex-Officio Member Vacancies. In the case of a vacancy of an Ex-Officio position on the Board of Directors, and to the extent applicable, such vacancy shall be filled by virtue of his or her position on the

Wisconsin-Upper Michigan District of Kiwanis International Board of Trustees. Otherwise, a vacancy in the office of an Ex-Officio position shall be filled at the sole discretion of the Board of Directors.

History: Article V, Section 4 was renumbered on 08/19/2011.

Section 5. Committee Service. Each Member of the Board of Directors, including all Ex-Officio Members, shall actively serve on at least one (1) committee of the Foundation.

History: Article V, Section 5 was renumbered on 08/19/2011.

ARTICLE VI. DIRECTORS AND THEIR DUTIES

Section 1. Duties of Directors. In addition to the other duties delineated in these Bylaws and the Foundation's policies, the Directors shall have the following duties:

- (a) Attend all Regular and Special Meetings of the Foundation, unless properly excused;
- (b) As indicated in Article V, Section 1(a) above, along with the Officers, other Members of the Board of Directors, and any Foundation personnel:
 - (i) Apply due diligence and provide for the proper administration and operation of the Foundation; and
 - (ii) Ensure proper compliance with all applicable laws, these Bylaws and the policies of the Foundation.
- (c) Actively serve on the various committees of the Foundation, as appointed or requested.
- (d) Serve as as a Zone Representative, serving as a liaison between the Foundation and the General Member Kiwanis Clubs in the Directors' respective Zones, and providing representation to such clubs.
- (e) Generally encourage, facilitate, market and promote:
 - (i) the best interests of the Foundation, its Purpose, its Mission and goals;
 - (ii) the programs and projects of the Foundation; and
 - (iii) Financial Contributions to the Foundation by individuals, General Member Kiwanis Clubs, and other entities.

History: Article VI., Section 1 was adopted on 08/19/2011.

Section 2. Directors as Members of Board. Each Director shall be considered a Member of the Board of Directors and shall be accorded one (1) vote each on all general matters properly before the Board of Directors.

History: Article VI, Section 2 was renumbered on 08/19/2011.

Section 3. Elections of Directors.

(a) Date of Elections. Elections of Directors shall occur at the Annual Meeting.

(b) Manner of Election. Unless a motion is properly made, according to the Parliamentary Authority and policies adopted by the Foundation, elections of Directors shall be conducted by secret written ballot and tabulated by members of the Nominations and Elections Committee and/or by Members of the Board of Directors whose terms expire prior to the commencement of the next fiscal year.

(c) Elections by Zones. For purposes of electing the twelve (12) Directors of the Foundation, the geographic territory of the Wisconsin-Upper Michigan District of Kiwanis International shall be taken into consideration and prudently divided into twelve (12) numerically and consecutively numbered Zones. Where possible, each such Zone shall generally consist of two (2) geographically-contiguous divisions of the Wisconsin-Upper Michigan District of Kiwanis International. In the event that the Wisconsin-Upper Michigan District of Kiwanis International should re-division itself or eliminate or reduce the importance of its divisions in a way that substantially affects the structuring of the Foundation's Zones, the Foundation may adjust its Zones accordingly, or in a reasonable manner under the circumstances.

History: Article VI, Section 3(c) was amended on 8/16/2008 and amended/renumbered on 08/19/2011.

(d) Number of Directors per Zone. One Director shall be elected from each Zone.

(e) Terms of Office and Limits for Directors. Each Director shall serve a three (3) year term. Each Director may be nominated and elected for a maximum of up to two (2) consecutive three (3) year terms. Thereafter, an elected Director who has completed two (2) consecutive terms may not be elected to serve again until at least one (1) administrative year has elapsed following completion of his or her most recent term of office.

(f) Good Standing Requirement for Directors. In addition to any other required qualifications or criteria for service on the Board of Directors, each Director shall, at the time of nomination and election, be a member in good standing of a General Member Kiwanis Club of the Wisconsin-Upper Michigan District of Kiwanis International within that Zone from which he or she is elected.

(g) Director-at-Large to fill vacant Director position. In the event the General Member Kiwanis clubs comprising a Zone do not nominate a Qualified Candidate for the position of Director for that Zone, upon certification by the Secretary that such a vacancy exists, the President shall appoint a Director-at-Large to represent that Zone for the remainder of that fiscal year. At the close of that fiscal year, a special election shall be held to fill the remainder of the unexpired term. The term of office (commencement date and ending date) for the Director position in that Zone will remain the same such that staggering of terms below will remain unaffected.

(h) Staggering of Terms. The terms of office of the Directors shall be staggered such that one third (1/3) of the Directors shall stand for election each year.

Section 4. Commencement of Term. The successors to Directors whose terms of office are set to expire shall be nominated and elected by the Board of Directors at the Annual Meeting of the Foundation. Terms of office for newly-elected Directors shall commence on October 1st of each year.

Section 5. Director Compensation. The Directors shall receive no salary or wage for their services, but by resolution of the Board of Directors, may direct expenses to be paid to a Director or Directors for attendance at meetings of the Foundation Board and its Executive and Finance Committee. Nothing contained herein, however, shall be construed to prevent any Director from receiving reasonable compensation for services rendered to the Foundation in a professional capacity or capacity other than that of a Director.

Section 6. Elected Director Vacancies. If the position of an elected Directors becomes vacant by reason of death, resignation, removal, disqualification, inability to serve, or neglect to act, the Board of Directors may elect to fill such vacancy. If the vacancy is filled, and the unexpired term is longer than one (1) year, that service shall count and be credited as a full-term for the purposes of determining eligibility for re-election.

ARTICLE VII. OFFICERS AND THEIR DUTIES

Section 1. Officers. The Officers of the Foundation shall be: President; Immediate Past President; Vice President; Secretary; and Treasurer.

Section 2. Simultaneous Service of Officers Prohibited. During their respective terms in office on the Board of Directors as Officers, Officers of the Foundation shall not simultaneously serve:

- (a) on the Board of Trustees for the Wisconsin-Upper Michigan District of Kiwanis International in a leadership capacity, including Governor, Governor-Elect, Secretary-Treasurer, or Trustee, except for and not including: Lt. Governor, District Foundation Chairperson or International Foundation Chairperson or similar appointments; or
- (b) as President of a General Member Kiwanis club, as defined above in the Membership section of these By-Laws, or
- (c) as a Foundation Director with Zone Representative responsibilities.

History: Article VII., Section 2 was amended on 8/09/2003 and 8/19/2006 and renumbered on 08/19/2011.

Section 3. Elections of Officers and Term of Office.

(a) Date of Election. Subject to all other provisions in these Bylaws, the regular election of all Officers, except the Immediate Past President, shall be held and conducted by the Board of Directors at the Annual Meeting.

History: Article VII, Section 3(a) was amended on 08/18/2012.

(b) Manner of Election. Unless a motion is properly made, according to the Parliamentary Authority and policies adopted by the Foundation, the regular election of Officers shall be conducted by secret written ballot and tabulated by members of the Nominations and Elections Committee and/or by selected Members of the Board of Directors whose terms expire prior to the commencement of the next fiscal year.

History: Article VII, Section 3(b) was amended on 08/18/2012.

(c) Candidates for Officer Positions. In addition to any further qualifications which may be adopted from time to time by the Board of Directors, all candidates nominated for Officer positions must be a Kiwanian in good standing with his or her Kiwanis Club. In addition, candidates for President and Vice President, respectively, shall each have completed at least one (1) year of service on, and currently serve on, the Foundation Board of Directors immediately prior to commencing the prospective term of office as an Officer.

(d) President and/or Vice President Elected Upon Concluding Term as Director. Both the President

and the Vice President, respectively, may be elected at the conclusion of their second consecutive term(s) as a Director. In such case, the President or Vice President so-elected may not simultaneously serve as a Director with Zone Representative responsibilities and shall be considered an “*Ex Officio Member with Voting Privileges*,” as defined in these By-laws.

(e) Terms of Office. Elected Officers shall serve for the following respective terms of office beginning on the first day of October in the year of election:

(i) President and Vice President shall serve for a one (1) year term in office and may be elected to a second, consecutive term; and

(ii) Secretary and Treasurer shall each serve for a two (2) year term in office on a staggered, overlapping basis for the purposes of continuity and stability, such that the Secretary shall be elected in odd-numbered years and the Treasurer shall be elected in even-numbered years. Any person serving in or who has previously served in the position of either Secretary or Treasurer may be elected to unlimited consecutive or non-consecutive terms in such position.

History: Article VII, Section 3(e) was amended on 08/18/2012.

(f) Term of Office of Immediate Past President. The Immediate Past President shall serve in that capacity for such period of time until his or her successor has been selected by the Board of Directors.

History: Article VII, Section 3 was amended on 8/09/2003 and 08/20/2010 and renumbered on 08/19/2011.

Section 4. Officers as Members of Board. Each Officer shall be considered a Member of the Board of Directors and shall be accorded one (1) vote each on all general matters properly before the Board of Directors.

History: Article VII, Section 4 was amended on 08/09/2003 and renumbered on 08/19/2011.

Section 5. Compensation. All Officers shall serve without compensation.

Section 6. Duties of President. The President shall:

(a) serve as the Chief Executive Officer (CEO) of the Foundation;

(b) in conjunction with the Secretary, be responsible for the preparation of a detailed agenda for every Board of Directors meeting which shall be provided to all members of the Board of Directors in advance of each respective meeting, by U.S. Mail, electronic or other verifiable means;

(c) attend and preside over all meetings of the Board of Directors, unless excused;

(d) provide a report, as appropriate, at each Board of Directors meeting;

(e) provide general supervision, direction and active management of the business affairs of the Foundation as a corporation;

(f) ensure that all orders, enactments, policies and resolutions of the Board of Directors are carried into effect;

(g) attend and preside over all Executive and Finance Committee meetings, unless excused;

(h) appoint the chairpersons to, and assign the members of, all standing and ad hoc committees of the Foundation;

(i) serve as an ex-officio member of all committees;

(j) execute all contracts, deeds, bonds, or other instruments as authorized by the Board of Directors;

(k) in conjunction with the Treasurer, submit an operating budget for approval by the Board of Directors

at its first meeting of the fiscal year to be used and followed by the Board of Directors throughout the fiscal year;

(l) have the general power of supervision and management usually vested in the office of a president of a “*non-stock*” or “*not for profit*” corporation under the applicable laws of the State of Wisconsin and Michigan.

Section 7. Duties of Vice President. The Vice President shall:

- (a) serve as President-elect for the Board of Directors and shall presumably serve as President during the following fiscal year, contingent upon election by the Board of Directors;
- (b) perform all the duties of President in the case of absence or inability of the President;
- (c) assist the President in coordinating, monitoring and overseeing the work of all committees of the Foundation;
- (d) attend all meetings of the Board of Directors, unless excused;
- (e) provide a report, as appropriate, at each Board of Directors meeting;
- (f) attend all meetings of the Executive and Finance Committee, unless excused;
- (g) serve as an ex-officio member of all committees; and
- (h) perform such other duties and have such other powers as may, from time to time, be prescribed by the President and/or the Board of Directors.

Section 8. Duties of Secretary. The Secretary shall:

- (a) in conjunction with the President, be responsible for the preparation of a detailed agenda for every Board of Directors meeting which shall be provided to all members of the Board of Directors in advance of each respective meeting by U.S. Mail, electronic or other verifiable means;
- (b) attend all meetings of the Board of Directors, unless excused;
- (c) provide a report, as appropriate, at each Board of Directors meeting;
- (d) prepare, sign, publish and distribute minutes of all meetings of the Board of Directors;
- (e) attend all meetings of the Executive and Finance Committee, unless excused;
- (f) prepare, sign, publish and distribute minutes of all meetings of the Executive and Finance Committee;
- (g) serve as an ex-officio member of all committees;
- (h) conduct the general correspondence of the Foundation and provide the official mailing address for the Foundation unless another permanent office address is established;
- (i) serve as records custodian, keeping and maintaining the files and records of the Foundation, including agendas and minutes of all meetings, under the supervision of the President and Board of Directors;
- (j) serve as the Foundation’s Corporate “*Registered Agent*”, including the filing of the Corporate Annual Report to the State of Wisconsin and State of Michigan, as may be required, and the accepting of any legal service of process;
- (k) keep and have charge of the Foundation’s corporate seal, all corporate records and such additional records of the Foundation as the Board of Directors may direct;
- (l) via U.S. Mail or electronic or other verifiable means, provide written notice of the date, time and place of, all Foundation meetings to all Members of the Board of Directors and to the Secretary-Treasurer of the Wisconsin-Upper Michigan District of Kiwanis International no less than ten (10) days prior to the commencement of each meeting of the Foundation;
- (m) via U.S. Mail electronic or other verifiable means, provide written notice of the date, time and place

of, the Annual Meeting to all General Members of the Foundation no less than thirty (30) days prior to the commencement of the Annual Meeting, as expressed in Article IV, Section 3, above;

(n) via U.S. Mail, electronic or other verifiable means; provide written notice of any proposed Amendments to these Bylaws to all General Members of the Foundation and to members of the Board of Directors no less than thirty (30) days prior to the commencement of the Annual Meeting, as expressed below;

(o) order supplies and awards for the Foundation;

(p) perform all such duties as are usual and customary to the office of a Secretary of a “*non-stock*” or “*not for profit*” corporation under applicable laws of the State of Wisconsin and Michigan;

(q) perform such other and further duties as may be assigned to him or her from time to time by the President and/or the Board of Directors.

Section 9. Duties of Treasurer. The Treasurer shall:

(a) attend all meetings of the Board of Directors, unless excused;

(b) provide a detailed written report, or a summary report, as appropriate, at each Board of Directors meeting;

(c) attend all meetings of the Executive and Finance Committee, unless excused;

(d) serve as an ex-officio member of all committees;

(e) in conjunction with the President, submit an operating budget for approval by the Board of Directors at its first meeting each fiscal year to be used and followed by the Board of Directors throughout the fiscal year;

(f) once adopted, monitor monthly and ensure compliance with the operating budget;

(g) institute and maintain a voucher system by which expenses are recorded and paid to or on behalf of members of the Board of Directors or Foundation committees, as authorized and approved by the Board of Directors and as contemplated by the annual budget. Such system shall require the submission of receipts or suitable other proof of expenses. Further, each expense voucher must be signed by a member of the Board of Directors or the party submitting it and kept on file by the Treasurer.

(h) issue and collect upon any assessments, billings, dues statements, invoices or other statements on behalf of the Foundation, as appropriate;

(i) ensure the proper accounting, credit and deposit of all funds paid to the Foundation in the official depository or depositories designated by the Board of Directors;

(j) ensure at all times that the Foundation maintains its sales tax exempt status, pays no unnecessary sales tax on purchases and provide proof of sales tax exemption as necessary;

(k) on a timely basis, issue appropriate acknowledgment and recognition to donors to the Foundation, in a manner as approved by the Board of Directors

(l) on a monthly basis, maintain, monitor, balance and reconcile all check books and accounts of the Foundation;

(m) on a monthly basis, disburse funds by check at the direction of the Board of Directors or according to the annual operating budget, with all checks being signed by the President or Vice President and countersigned by the Treasurer;

(n) make available and keep open all books and accounts of the Foundation at all times for inspection by the President, the Board of Directors, any auditors selected by the Board of Directors, and Member Clubs upon request;

(o) on a quarterly basis, provide the Board of Directors with a full written report on the financial standing or status of all accounts, financial programs or projects, fund-raising efforts, general expenses

and cost and standing of investments of the Foundation;

- (p) annually cooperate with the official auditor named by the Board of Directors and make all records available for purposes of audit, review and inspection;
- (q) annually, after the close of each fiscal year, and at such other times as the President or the Board of Directors may require, submit an official written report regarding the financial standing or status of the Foundation for the benefit of the Foundation's Board of Directors, its General Members, its donors and any requesting member of the public. Such report may be incorporated into the Foundation's Annual Report;
- (r) annually and on a timely basis, prepare and file, or ensure the preparation and filing of, all applicable and necessary tax returns and forms for the Foundation, including Form 990 or 990EZ to the Internal Revenue Service (IRS), and any tax forms or filings required by either the State of Wisconsin or the State of Michigan Departments of Revenue;
- (s) annually issue 1099's to all parties entitled or required to receive such forms;
- (t) give bond for the faithful discharge of duties in such sum and with such securities, or insurance, as the Board of Directors may require;
- (u) perform all such duties as are usual and customary to the office of a Treasurer of a "*non-stock*" or "*not for profit*" corporation under applicable laws of the State of Wisconsin and Michigan; and
- (v) perform such other and further duties as may be assigned to him or her from time to time by the President and/or the Board of Directors.

Section 10. Duties of Immediate Past President. The Immediate Past President shall:

- (a) perform all the duties of President in the case of absence or inability to act by both the President and Vice President;
- (b) attend all meetings of the Board of Directors, when able;
- (c) attend all Executive and Finance Committee meetings, when able;
- (d) counsel and advise the President and the Board of Directors;
- (e) perform such other and further duties as may be assigned to him or her from time to time by the President and/or Board of Directors.

ARTICLE VIII. CONSULTANTS AND OTHER PERSONNEL

Section 1. Consultants. In addition to the election and selection of the various Members of the Board of Directors, as defined above, each year the Board of Directors *may*, at its sole discretion, select Consultants to assist in the operation of the Foundation.

- (a) Consultant Positions. Consultant Positions generally to be selected are:
 - (i) a properly-licensed FINANCIAL CONSULTANT to advise on financial and investment matters; and
 - (ii) a properly-licensed CERTIFIED PUBLIC ACCOUNTANT (CPA) to serve as "*Tax Adviser*" to the Foundation; and
 - (iii) a properly-licensed, practicing ATTORNEY AT LAW to serve as "*Legal Counsel*" to the Foundation.
- (b) Compensation. Compensation of Consultants, if any, shall be determined by the Board of Directors.
- (c) Membership Requirement. Consultants are not required but are preferred to be members in good standing of a local Kiwanis Club.
- (d) Role of Consultants. Consultants shall serve in a strictly consulting role without any voting

privileges.

(e) Term of Service. Consultants shall serve a one (1) year term of service, which may be repeated consecutively without limit, or other shorter term, as determined by the Board of Directors.

History: Article VIII, Section 1 was adopted on 08/19/2011.

Section 2. Assistant Officers, Agents, Employees, Independent Contractors or Volunteers. The Board of Directors shall appoint, retain or hire such assistant officers, agents, employees, independent contractors or volunteers as it shall deem necessary, from time to time, and shall determine the terms and conditions of hire or service of any and all such personnel.

History: Article VIII, Section 2 was amended and renumbered on 08/19/2011.

Section 3. Professional Assistance. The Board of Directors shall appoint, retain or hire such professional assistants, accountants, attorneys, auditors, consultants, financial advisors or planners, fund-raisers, investment officers, marketing agents, stock brokers or other professional personnel or experts as it shall deem necessary, from time to time, and shall determine the terms and conditions of hire or service of such professional assistance.

History: Article VIII, Section 3 was amended and renumbered on 08/19/2011.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees. The Foundation shall have the following Standing Committees:

- (a) the Executive and Finance Committee;
- (b) the By- Laws and Policies Committee;
- (c) the Fund-raising Committee;
- (d) the Grants and Scholarships Committee;
- (e) the Individual Donor/Charitable Giving Committee;
- (f) the Marketing, Development and Public Relations Committee; and
- (g) the Nominations and Elections Committee.

History: Article IX, Section 1 was amended on 8/27/2005 and renumbered on 08/19/2011.

Section 2. Executive and Finance Committee.

- (a) Purpose and Authority. The Executive and Finance Committee shall:
 - (i) serve as a “*de facto*” steering committee for the Foundation for the purpose of setting goals, making recommendations to the Board of Directors on specific issues and providing general direction and leadership to the Foundation;
 - (ii) perform a periodic review of Foundation funds and provide appropriate recommendations to the Board of Directors as to the proper investment and management of Foundation funds;
 - (iii) exercise such administrative authority as may be delegated to it from time to time by the Board of Directors;
 - (iv) take such action as required by these By Laws, including without limitation the creation, issuance, publication and distribution of the Foundation’s Annual Report, as indicated in the “*Annual Report*” section of these By Laws below, and ensure completion of the Annual Audit

- or Financial Review, as required below;
- (v) take necessary emergency action as defined and limited by these By Laws; and
- (vi) provide a complete report of any and all of its recommendations and actions at each and every Regular Board of Directors meeting.

History: Article IX, Section 2(a) was amended on 08/27/2005 and amended/renumbered on 08/19/2011.

(b) Committee Members. The Executive and Finance Committee shall consist of the following Members of the Board of Directors:

- (i) President;
- (ii) Vice President;
- (iii) Immediate Past President;
- (iv) Secretary;
- (v) Treasurer;
- (vi) one (1) Director at Large, selected by the Board of Directors at its Annual Meeting or whenever a vacancy in this position arises; and
- (vii) the Foundation's selected Financial Consultant, without voting privileges.

History: Article IX, Section 2(b) was amended on 08/27/2005 and amended/renumbered on 08/19/2011.

(c) Meeting via Electronic or other means. The Executive and Finance Committee, at its discretion, with proper notice given and proper procedural and technological safeguards being put in place, may meet via electronic, telephonic, web-based or other similar means.

History: Article IX, Section 2(c) was adopted on 8/16/2008 and renumbered on 08/19/2011.

(d) Quorum and Voting. A quorum at any meeting of the Executive and Finance Committee shall consist of any four (4) voting members thereof being present. Each member is accorded one (1) vote on all matters properly before the committee. There shall be no voting by proxy, except in the case of meetings held via electronic, telephonic, web-based or other similar means with appropriate measures being taken to ensure fair and full participation by members and accuracy of votes taken.

History: Article IX, Section 2(d) was amended on 8/16/2008 and amended and renumbered on 08/19/2011 and amended again on 08/18/2012.

(e) When and By Whom Called to Meet. The Executive and Finance Committee shall schedule in advance and meet at least two (2) times per each fiscal year and shall additionally meet at those times when:

- (i) called to meet by the President, at his or her sole discretion, with reasonable advance written notice to all members of the committee as to the date, time, location and agenda of the meeting;
- (ii) four (4) or more members of the committee agree that it is necessary for the Executive and Finance Committee to meet, with reasonable advance written notice to all members of the committee as to the date, time, location and agenda of the meeting; or
- (iii) the Board of Directors determines, by majority vote, that the Executive and Finance Committee should meet and directs the committee as to the issues that should be addressed.

History: Article IX, Section 2(e) was amended on 8/24/2002 and renumbered on 08/19/2011.

(f) Emergency Authority to Act.

(i) During interim periods between the regularly-scheduled meetings of the Board of Directors, if either an emergency situation arises requiring immediate Board action, or if the Foundation is faced with a critical and time-sensitive issue for which there is a deadline beyond the control of the Foundation, and it is not feasible for the full Board of Directors to meet, then the Executive and Finance Committee is authorized to meet and take appropriate action on behalf of the Foundation, but only under the constraints and limitations of these By Laws and the Foundation's Policy Code.

(ii) As a safeguard, and as a matter of procedure, any action taken by the Executive and Finance Committee under this section shall be fully presented, reviewed and ratified or rejected by the Board of Directors at its next meeting.

(iii) In no case shall the Executive and Finance Committee be authorized to act contrary to these By Laws, the Foundation's Policy Code, or later act in contravention of any matter previously acted upon or decided by the Executive and Finance Committee and then reviewed and decided with finality by the Board of Directors, unless there has been a substantial change in circumstances and all other conditions authorizing the Executive and Finance Committee to act, such as those contained in the foregoing provisions of these By Laws, properly apply.

(iv) In no case shall the Executive and Finance Committee be authorized to spend or cause the Foundation to be liable for any new, unbudgeted administrative expense in excess of Two Hundred Fifty and no/100 dollars (\$250.00).

History: Article IX, Section 2(f) was amended on 8/24/2002 and renumbered on 08/19/2011.

Section 3. By-Laws and Policies Committee. The President, by and with the consent of the Board of Directors, shall appoint a Committee on By Laws and Policies consisting of a minimum of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The By Laws and Policies Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the annual analytical review of the By Laws and Policies of the Foundation with appropriate recommendations being made to the Board of Directors.

Section 4. Fund-raising Committee. The President, by and with the consent of the Board of Directors, shall appoint a Committee on Fund-raising consisting of a minimum of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The Fund-raising Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the raising of funds for the general operation of the Foundation.

Section 5. Grants and Scholarships Committee. The President, by and with consent of the Board of Directors, shall appoint a Grants and Scholarships Committee, consisting of a minimum of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The Grants and Scholarships Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the solicitation of Grant Applications, Scholarship Applications and facilitation of the Foundation's grant and scholarship programs and activities.

Section 6. Individual Donor/Charitable Giving Committee. The President, by and with the consent of the Board of Directors, shall appoint an Individual Donor/Charitable Giving Committee, consisting of a minimum

of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The Individual Donor/Charitable Giving Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the promotion and solicitation of individual and charitable donations to the Foundation.

Section 7. Marketing, Development and Public Relations Committee. The President, by and with consent of the Board of Directors, shall appoint a Marketing, Development and Public Relations Committee, consisting of a minimum of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The Marketing, Development and Public Relations Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the general marketing and promotion of the Foundation and its activities and programs.

History: Article IX, Section 7 was amended and renumbered on 08/19/2011 and again amended on 08/18/2012.

Section 8. Nominations and Elections Committee. The President, by and with consent of the Board of Directors, prior to the month of April each year, shall appoint a Nominations and Elections Committee, consisting of a minimum of two (2) members of the Board of Directors, and shall designate the Chairperson thereof. The Nominations and Elections Committee shall perform such administrative duties as may be defined by the Board of Directors, including without limitation the identification and recruitment of qualified candidates to serve on the Board of Directors, adherence to the nomination and election rules promulgated in these By Laws and the implementation of proper election policies.

Section 9. Special, Temporary or Ad Hoc Committees. Special, Temporary or Ad Hoc Committees may be appointed by the President, by and with the consent of the Board of Directors, and shall perform such specific duties as may be authorized and directed by the Board of Directors in the creation of such committees.

ARTICLE X. ANNUAL REPORT

The Foundation shall annually create, issue, publish and distribute an “*Annual Report*” to General Members and Donors. Such report shall primarily be the responsibility of the Executive and Finance Committee. The Annual Report may include without limitation the following information: a letter from the President, the Immediate Past President, and/or the Executive and Finance Committee; a summary of recent administrative committee and fund-raising activity; general news of the Foundation; a summary of any approved Amendments to these By Laws; information on grants and scholarships awarded; current financial standing of the Foundation, its Endowment Fund and its investments; special recognition of all individual donors and contributions by General Members.

History: Article IX was amended and renumbered on 08/19/2011 and again amended on 08/18/2012.

ARTICLE XI. ANNUAL AUDIT OR FINANCIAL REVIEW

Annually, and at other times deemed necessary or advisable by the Board of Directors, the Foundation shall name a Certified Public Accountant (CPA) or firm as its official auditor to perform an audit or financial review to be conducted of the Foundation's financial books, records, revenue, expenses, investments, and general financial operation and status. In addition to all of the Foundation's financial records, a current copy of these By-Laws and the current policies of the Foundation shall be provided to the official auditor. A written report of the audit

or financial review, including any findings, opinions, and recommendations, shall be prepared and presented by the official auditor to the Foundation's Board of Directors no later than April 1 of the following year. All members of the Board of Directors shall cooperate fully in the audit or financial review, as necessary. A copy of the Annual Audit or Financial Review report shall be made available to all General Members and members of the public, upon written request.

History: Article X was amended on 09/19/2007 and amended and renumbered 08/19/2011 and again amended on 08/18/2012.

ARTICLE XII. INVESTMENT OF FUNDS

The Board of Directors shall invest or direct the investment of the funds of the Foundation in any investment form authorized by the States which have issued corporate charters or authorization to do business therein to the Foundation for the investment of trust funds with power to vary and transpose same or any part thereof from time to time within legally prescribed limits; provided, however, that the Board of Directors may retain any investments in the form received thereby for whichever period of time deemed advisable.

History: Article XII was amended on 09/19/2007 and amended and renumbered 08/19/2011.

ARTICLE XIII. FISCAL YEAR

The fiscal year and business year of the Foundation shall commence on October 1st each year and terminate on the following September 30th.

History: Article XIII was amended on 09/19/2007 and amended and renumbered 08/19/2011.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

For parliamentary matters and rules of order not specifically addressed in these By-laws or in the Policies of this Foundation, the most- recent official edition of Robert's Rules of Order, shall serve as parliamentary authority for the Foundation.

History: Article XIV was amended and renumbered on 08/19/2011.

ARTICLE XV. INDEMNIFICATION

All current and former Officers, Directors, agents and employees of the Foundation, and their personal representatives, shall be indemnified and held harmless by the Foundation, as a corporation, against any and all damages, costs, disbursements and expenses reasonably incurred or imposed in connection with or resulting from any action, suit or other proceeding to which he or she may be made a party by reason of being or having been a Director or Officer of the Foundation, or any subsidiary or affiliate thereof, except in relation to such matter as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have been liable by reason of fraud or intentional or willful misconduct in the performance of duties as Officer, Director, agent or employee. "**Costs, disbursements and expenses**" shall include, without limitation: reasonable attorney's fees, legal costs and disbursements, damages and reasonable amounts paid in settlement.

History: Article XIV was amended and renumbered on 08/19/2011.

ARTICLE XVI. AMENDMENTS

Section 1. Special and General Amendments. Those proposed Amendments which create or modify dues upon the General Members by the Foundation or which create or modify other assessments upon the General Members by the Foundation shall be considered “*Special Amendments.*” All other proposed Amendments to these By Laws shall be considered “*General Amendments.*”

History: Article XVI, Section 1 was renumbered on 08/19/2011.

Section 2. Proposal and Distribution of All Proposed Amendments. Amendments to these Bylaws, whether “*General*” or “*Special*” as defined above may be proposed by any General Member or by any Member of the Board of Directors in writing to the Secretary at least forty-five (45) days in advance of the Annual Meeting. All proposed Amendments must include a current reading of the section affected, if applicable, and a reading of the proposed language. The Secretary shall make reasonable efforts to provide a copy or summary of any and all proposed Amendments to all General Member Kiwanis Clubs and to all Members of the Foundation Board of Directors, which may be made available via the Kiwanis District Bulletin, the Foundation’s website and/or U.S. Mail, electronic or other verifiable means at least thirty (30) days in advance of the Annual Meeting.

History: Article XVI, Section 2 was amended on 8/16/2008 and amended and renumbered on 08/19/2011.

Section 3. Adoption of General Amendments. Any proposed General Amendment to these By Laws may be adopted by a two-thirds (2/3) majority vote of the Members of the Board of Directors present at any Annual Meeting. A quorum of the Board of Directors, as defined above, is required before a vote may occur on any proposed General Amendment.

History: Article XVI, Section 3 was renumbered on 08/19/2011.

Section 4. Adoption of Special Amendments. Any proposed Special Amendment to these By Laws may only be adopted by a two thirds (2/3) majority vote of the General Members represented at the Annual Meeting. A quorum of General Members for purposes of considering Special Amendments shall be equal to thirty-five percent (35%), rounded to the next highest whole number, of the total number of General Members. A quorum of General Members being present is required before a vote may occur on any proposed Special Amendment.

History: Article XVI, Section 4 was renumbered on 08/19/2011.

Section 5. Approval and Effectiveness of all Adopted Amendments. All Amendments adopted according to the procedures above, prior to becoming effective, must be approved or consented to by the Kiwanis International Board of Trustees.

History: Article XVI, Section 5 was adopted on 08/18/2012.

ARTICLE XVII. DISSOLUTION

Section 1. Proposal For Dissolution. Any Member of the Board of Directors or General Member of the Foundation may move for a “*Proposal of Dissolution*” to be considered at the next Annual Meeting. A dissolution proposal shall require a two thirds (2/3) majority vote of the Members of the Board of Directors

present at any formally convened meeting. Any pending "**Proposal For Dissolution**" shall be considered at the next Annual Meeting of the Foundation.

History: Article XVII, Section 1 was amended and renumbered on 08/19/2011.

Section 2. Dissolution. The Foundation may be dissolved upon two thirds (2/3) majority vote of the properly accredited voting delegates at the Annual Meeting. Any such dissolution shall be made pursuant to any and all applicable State and Federal laws, rules and regulations and any and all applicable bylaws, policies, rules, conditions and requirements of Kiwanis International. Any excess funds in the Foundation at the time of Dissolution, other than those funds needed to pay legal debts and actual dissolution costs, shall be distributed to a properly-recognized non-profit organization, preferably to a Kiwanis Family organization or Kiwanis-sponsored organization, if so exempt.

History: Article XVII, Section 2 was amended and renumbered on 08/19/2011.

ARTICLE XVIII. EFFECTIVE DATE

Subject to Article XVI, Section 5 above, these By-Laws, as amended, are effective on the date indicated below upon the signatures of the designated Officers and Committee Chairpersons being affixed.

History: Article XVIII was amended and renumbered on 08/19/2011 and amended on 08/18/2012.

SIGNATURES

These By-laws, as revised and amended, were signed on this 18th day of August, 2012.*

Wisconsin-Upper Michigan Kiwanis District Foundation, Inc.

/s/ Lori Bents President, 2011-'12

/s/ Paul E. Shrode, Vice President, 2011-'12

/s/ Janice E. Williams, Secretary, 2011-'12

/s/ Christopher Okray, Treasurer, 2011-'12

/s/ Michael J. Pierski, By-Laws & Policies Committee Chairperson, 2011-'12

KDF Bylaws History:

The Wisconsin-Upper Michigan Kiwanis District Foundation, Inc. originally adopted its Bylaws on 8/07/1983. Amendments were adopted and/or revisions were properly made to the Bylaws on all of the following respective dates at the Annual Meeting of the Foundation: 08/15/1986, 08/28/1993, 08/11/2001, 08/24/2002; 08/9/2003, 08/27/2005, 08/19/2006, 09/19/2007, 08/16/2008, 08/20/2010, 08/19/2011 and 08/18/2012.

Where possible and when known, dates of amendments and/or revisions have been indicated in the various affected sections of the Bylaws.

* Note: Numerous and significant revisions were made to these By-laws on both August 11, 2001 and on August 19, 2011, respectively.
