

**Kiwanis of Nashville Foundation
Bylaws
Revised July 14, 2017**

**Article I
Name and Purpose**

Section 1: Name: The name of this organization shall be Kiwanis of Nashville Foundation (“Foundation”).

Section 2: Location: The principal office of the Foundation shall be located in Nashville, Tennessee. The Foundation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate.

Section 3: Mission/Purpose: The mission of the Foundation is to serve as the philanthropic arm of the Kiwanis Club of Nashville (“Club”), guiding and directing community investments to help improve the lives of children in the Nashville Community.

The Foundation is organized exclusively for charitable and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law). The Foundation shall be non-political and take no position with regard to candidates for elective office nor provide financial support for any candidate or political party.

No part of the earnings of the Foundation shall inure to the benefit of any private person, director, or officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to the organization).

Section 4: Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article II
Board of Directors**

SECTION 1: General powers: The property, business and affairs of the Foundation will be overseen by its Board of Directors in accordance with these bylaws and with the mission of the Foundation. The Board is responsible for the overall policy and strategic direction of the organization, and delegates responsibility of day-to-day operations to the Club’s staff. Specific powers of the Board of Directors include but are not limited to:

- A. Defining the mission, goals and objectives of the Foundation and assigning priorities among the goals and objectives on an annual basis;
- B. Approval of personnel and other administrative policies;
- C. Review and approval of the Foundation’s annual budget;
- D. Working with the Club to secure the financial resources required to meet the Foundation’s goals and objectives and establishing general fundraising policies;
- E. Ensuring that all legal and ethical standards are followed.
- F. To adopt, and from time to time change or amend, all necessary bylaws, rules and regulations for the conduct of the business and affairs of the Board.

- G. To accept gifts and donations of real or personal property, to establish memorials, or endowments, and to approve the naming of any gifts and donations which are to bear, in perpetuity, the name of a donor or a name designated by a donor.
- H. To have all the powers granted to a Kiwanis of Nashville Foundation corporation by the laws of the State of Tennessee.

SECTION 2: Board Eligibility: All members of the Club who are members in good standing are eligible to be a Foundation Board member. All Board members must remain Club members in good standing for the duration of their term as a Foundation Board member.

SECTION 3: Number: The number of voting Board members of the Foundation shall be no less than six (6) and no more than twelve (12). Of those members, exactly two (no more or less) shall be concurrently serving as a member of the board of directors of the Kiwanis Club of Nashville. Those two shall be selected by the club board to serve the Foundation board for the one-year term with the expectation to attend all the Foundation board meetings. One of those shall nominally be the club's Immediate Past President. If club's Immediate Past President chooses not to serve as a Foundation director, the club board shall designate another club board member who has at least one-year experience on the club board. Should either of the club board members designated to serve as a Foundation director be unable to attend a Foundation board meeting, they shall secure a proxy who will attend such meeting in a non-voting capacity.

SECTION 4: Term: All Board members shall be elected by the Board of Directors for a term of three years and may serve two consecutive terms, after which the Director must rotate off the board for a period of at least one year. Members elected to serve the remainder of an un-expired term vacated by a Board member for any reason may serve the remainder of the vacated term and only one consecutive three-year term.

SECTION 5: Vacancies: Vacancies and newly created Board memberships resulting from any increase in the authorized number of Members may be filled by a majority of the Members then in office, although less than a quorum, or by a sole remaining Member.

SECTION 6: Election: The President of the Board of Directors will assign the board governance function to a committee which will be responsible for producing a slate of candidates and officers for election to the Board at the annual meeting.

SECTION 7: Resignation or removal: Resignation from the Board must be in writing and received by the Secretary. The participation of Board members will be evaluated by a committee of the Board and a Member may be terminated from the Board on the basis of that evaluation. Any Member may be removed with or without cause, by a vote of two-thirds of the Members, and the Members may at such meeting elect a successor Member for the un-expired term of the Member removed. At least ten days notice of the proposed removal will be given to the involved Member, who will be given the opportunity to be present and heard at the meeting at which the removal is considered.

SECTION 8: Compensation: No compensation will be paid to any Board member for services as a member of the Board. However, by resolution, a Member may be reimbursed for actual, just and reasonable expenses incurred in the performances of duties as Members.

Article III Meetings of the Board of Directors

SECTION 1: Regular meetings: An annual meeting of the Board of Directors will be held each year. In addition to its annual meeting, the Board will hold regular meetings at least three times each calendar year at a place and time determined by the Board. Meetings may also be held by conference call or

teleconference. Action on specific items can be taken by the Board by mail ballot signed by a majority of the Members then in office or by email ballot submitted by a majority of the Members then in office.

SECTION 2: Special meetings: Special meetings may be called by the President of the Board of Directors, or by any three Board members.

SECTION 3: Notice: Notice of any meeting of the Board will be given to each voting Member, in writing or by email, not less than ten days before the meeting.

SECTION 4: Quorum and method of action: The presence, in person or by proxy, of a majority of the Board members shall constitute a quorum for transacting business. At a meeting at which a quorum is present, a simple majority affirmative vote of the Members is required to pass a motion. At all meetings of the Board, each Member present will be entitled to cast one vote on any motion. At any meeting of the Board, a Member entitled to vote may do so by proxy executed in writing or by email for that meeting. Proxies may confer general voting rights, or may be limited to prescribed action on a particular issue.

Article IV Officers

SECTION 1: Officers: The officers shall be President, Vice President, Secretary and Treasurer. No two offices may be held by one individual. The Vice President shall be the President-Elect. The Secretary of the Club shall serve as the Secretary of the Foundation as non-voting member.

SECTION 2: Term: With the exception of Secretary, the term of office of all officers shall be one year and no officer shall serve more than two consecutive terms in the same office. The Secretary shall serve without term.

SECTION 3: Vacancies: The term of any officer ends upon the election and qualification of a successor; upon the effective date of his or her resignation (submitted in writing to the Secretary of the Board of Directors); upon his or her death; or upon a two-thirds vote of the Members currently in office. Vacancies occurring in elected offices shall be filled by election by the Members, except in the event of a vacancy in the office of the President, whereupon the President-Elect shall become President.

SECTION 4: President: The President is responsible for the following duties:

- A. Presides over all meetings of the Board and the Executive Committee;
- B. Appoints the chairpersons of all Board committees and serves as liaison among Kiwanis of Nashville Foundation's Board, its committees, and the staff;
- C. Executes contracts or other instruments on behalf of the Foundation (except in cases where the execution is expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the Foundation or required by law to be signed and executed by someone else;
- D. Signs checks, drafts, or other orders of payment of money;
- E. Maintains the role of liaison with all potential funding sources and community partners;
- F. Facilitates and coordinates the Board's discharge of its responsibilities as set forth in these bylaws and in any resolutions;
- G. Serve as an ex-officio member of all committees; and
- H. Other responsibilities as directed by the Board.

SECTION 5: Vice President: The Vice-President will assume the office of President should that office become vacant and is responsible for the following duties:

- A. Presides at all meetings in the absence of the President;
- B. Signs checks, drafts, or other orders of payment of money, in the absence of the President; and
- C. Other responsibilities as the Board of Directors may prescribe or as the President may delegate.

SECTION 6: Secretary: The Secretary of the Kiwanis Club of Nashville serves as the Secretary of the Foundation and performs duties as the Board of Directors may prescribe or authorize. Duties include but are not limited to:

- A. Keeps the minutes of all meetings of the Board of Directors and Executive Committee, including all votes and resolutions adopted;
- B. Records all of the Foundation's official documents and records;
- C. Issues notices for the annual meeting and for other meetings of the Board;
- D. Files organizational reports required by governmental authorities;
- E. Deposits all monies and other assets in the name of the Foundation according to policies or as the Board may prescribe; and
- F. Serves as an ex officio, non-voting member of the Board and all committees.

SECTION 7: Treasurer: The Treasurer is responsible for the following duties:

- A. Serves as the Chair of the Finance Committee and oversees the custody of all funds, securities, and assets of the Foundation.
- B. At each meeting of the Board, gives an accurate account of the Foundation's receipts and disbursements;
- C. Prepares or causes to be prepared a true statement of the Foundation's assets and liabilities within a reasonable time after the close of the fiscal year;
- D. In conjunction with the Secretary and Finance Committee, prepares annual budgets and ensures that financial information and required financial reports are produced and available to all Board members and to the public;
- E. Presents the recommended annual budget to the full Board for review and approval at the annual meeting; and
- F. Other responsibilities as the Board or President may prescribe.

Article V Committees

SECTION 1: Committees: The Board of Directors may create committees which will have and may exercise such powers as conferred or authorized by the Board as they are created. All committees will have at least two members of the Board and will be chaired by a member of the Board. With the exception of the Executive Committee, other committee members may be chosen from the community and need not be members of the Board of Directors. A majority of any such committee may determine its actions and fix the time and place of its meetings, unless the Board directs otherwise.

SECTION 2: Executive Committee: The Executive Committee will consist of the officers of the Foundation. The President will preside over the Executive Committee. The Executive Committee will serve as the central planning group of the Foundation and has full authority to act for the Board in managing the affairs of the Foundation during intervals between Board meetings.

Article VI Miscellaneous Provisions

SECTION 1: Indemnification: Every person who is or has been a Director or Officer of Kiwanis of Nashville Foundation (and/or his or her personal representative) is indemnified by the Foundation

against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Foundation. Indemnification also applies to any subsidiary or affiliate of the Foundation except in relation to such matters as to which he or she is adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his other duty as such Director or Officer. "Costs and expenses" include attorney's fees, damages and reasonable amounts paid in settlement.

SECTION 2: Fiscal year: The fiscal year of the Foundation begins on the first day of October each year and shall end on the last day of September of the next year.

SECTION 3: Amendment of bylaws: The bylaws may be amended and new or revised bylaws adopted at any meeting of the Board of Directors upon the vote of two-thirds of the members of the Board of Directors. At least two weeks' notice must be given of the proposed amendments or revisions to the bylaws.

SECTION 4: Budget: All of the Foundation's expenditures must be within the budget. Any major changes in the budget must be approved by the Board or the Executive Committee.

SECTION 5: Conflicts of interest: Any contract or other transaction between the Foundation and one or more of its Directors or Officers, or between the Foundation and any other corporation, firm, association, or other entity in which one of more of the Directors or Officers have a substantial financial interest, may only be approved by a unanimous vote of the entire Board.

SECTION 6: Parliamentary authority: Robert's Rule of Order Newly Revised shall be the parliamentary authority of the Foundation.