

**BYLAWS
OF
CHEYENNE KIWANIS CLUB FOUNDATION**

Article I. Offices

This corporation shall be known as The Cheyenne Kiwanis Club Foundation ("Foundation") and shall maintain its principal office in Cheyenne, Wyoming. The principal address of which is PO Box 1513, Cheyenne, Wyoming, 82003.

Article II. Purpose

The Foundation is a 501(c)(3) corporation and shall be operated for the purposes which are set forth in its Restated and Amended Articles of Incorporation (the "Articles of Incorporation"), dated September 24,1971. In furtherance of these purposes, the Foundation may solicit and receive gifts, donations, grants, contributions, devises, bequests and other property, real or personal, and hold, manage, control, sell, transfer, mortgage, pledge, encumber, invest and reinvest its assets for the benefit of its corporate purposes.

Article III. Powers

In carrying out the above purposes, the non-profit corporation shall have those powers expressly provided by law and the power to do all things properly incidental to such purposes, and in addition thereto shall have the following powers:

1. To receive gifts, bequests or other conveyances of any property, real, personal or mixed; to sell, convey and dispose of the same; to mortgage, pledge or otherwise encumber such property when deemed prudent and appropriate; and use the proceeds thereof as may be determined by the Board of Directors.
2. To accept and administer such gifts, bequests and devises and to pay over to the Cheyenne Kiwanis Club the income therefrom for such uses and purposes as the Board of Directors of the Kiwanis Foundation may determine in all cases where the donors have not specified a particular use or purpose for the gift, bequest or devise.
3. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds sold or invested, including the right to invest and reinvest its funds in shares of stock of other corporations.

Article IV. Membership

The membership of the Kiwanis Foundation is comprised of Cheyenne Kiwanis Club members that are in good standing, including active and senior members of the Club. Members can attend Foundation Board meetings for

discussion purposes but are not permitted to vote on board business, unless it is brought to the full membership with proper notice.

Article V. Board of Directors

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors.

Section 2. Number of Directors. The Kiwanis Foundation Board of Directors shall consist of nine (9) members of the Kiwanis Club, that are in good standing with the club.

Section 3. Terms of Directors. Director terms shall be for three (3) years commencing on October 1 following the annual meeting and shall be staggered to ensure, to the extent possible, that no more than one-third (1/3) of the members may go off the board in any year.

Section 4. Election of Board of Directors and Vacancies. Directors shall be elected at the annual meeting by the club membership following nominations by the Foundation's nominating committee. Interim vacancies in the Board of Directors shall be filled for the remainder of the term by nomination by the existing Board members and a majority vote and ratified at the next Board meeting.

Section 5. Meetings. The Board of Directors shall meet no less than ten (10) times per year including an annual meeting to be held in September. Special meetings may be called by or at the request of the President, any four Directors, or twenty-five (25) members of the club.

Section 6. Notice. Notice of regular meetings or any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written or electronic notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. A number equal to one-half (1/2) of the voting members of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors; but if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Compensation. Directors shall not receive any stated salaries for their services as directors.

Section 9. No Political Activity. The Corporation shall not participate in or intervene in any political campaign or activity on behalf of or against any candidate for public office. The Foundation will ensure that its actions comply with Internal Revenue Service requirements necessary to maintain its status as a tax-exempt 501(c)(3) entity.

Article VI. Officers

Section 1. Officers. The officers of the Foundation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer.

Section 2. Election and Term of Office. The officers of the Foundation shall be elected by the Board of Directors at the September meeting of the Board of Directors. Each officer shall hold office for a period of one (1) years, beginning on October 1, following the September election.

Section 3. Removal. The Board of Directors may remove an Officer, if necessary and in the best interest of the corporation, by a two-thirds (2/3) vote of the Board of Directors.

Section 4. Vacancies. The Board of Directors may fill a vacancy for the unexpired portion of the term of office. Interim vacancies of an Officer shall be filled for the remainder of the term by nomination by a Board member and vote of a majority of the Board of Directors. The selection will be submitted for ratification at the next regularly scheduled board meeting.

Section 5. President. The President shall be the principal executive officer of the Foundation and shall, in general, supervise and control all of the business and affairs of the Foundation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or by statute to other officers or agents of the Foundation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time including appointing committees as provided in Article V.

Section 6. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions that are placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; shall oversee the financial functions of the Foundation, which shall include without limitation the process to receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such bank, trust companies and other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; submit the annual non-profit verification to the Secretary of State's Office; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall ensure that the minutes of the meetings of the Board of Directors are taken. Once approved by the Board, the secretary shall sign the meeting minutes. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; act as custodian of the corporate records and see that all documents executed are duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Article VII. Committees

Section 1. Committees Generally. The standing committees of the board shall be Investment, Nominations and Golf. Additionally, the President may appoint special committees for any purpose, each of which shall consist of at least three (3) or more Directors. The President will set out the purpose of the committee, and provide guidance, as deemed necessary. The President's appointment of the special committee will be submitted to the Board for ratification at the next regularly scheduled board meeting. Additionally, the special committee will report to the Board of Directors regarding work performed.

Section 2. Standing Committees.

Section 2(a). Investment Committee. The Investment Committee is established to review and recommend as appropriate financial and investment policy to the Board of Directors, provide advice and counsel on investment structures, and on expenditure policy for the Foundation assets. The Committee shall recommend investment decisions relative to the investment portfolio to the board and maintain liaison with financial institutions, fund management organizations, and individuals involved with management of the investment portfolio. The Treasurer will be the designated Investment Officer for the Board. Membership on the committee shall be no less than three (3), but not limited in number, and should include Board members with experience in financial management, trusts, banking or with significant public or private financial operations.

Section 2(b). Nominations Committee. The Nominations Committee shall be responsible for gathering recommendations for new board members to the Board of Directors. The nominations committee shall present the approved slate of officers at the annual meeting for approval by the club membership. It is the responsibility of the nominations committee to confirm that new board members are in good standing with the club prior to the annual meeting. The membership of this committee shall be no less than three (3), but not limited in number.

Section 2(c). Golf Tournament Committee. The Golf Committee shall be responsible for the planning, coordinating and reporting on the Foundation's annual golf tournament. The membership of this committee shall be no less than three (3), but not limited in number. Members of the club are welcome to assist on the golf committee, even if they are not currently serving on the Board of Directors.

Section 3. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a number equal to one-third (1/3) of the committee members shall constitute a quorum and any action taken by the majority of the members present at any meeting where a quorum is present shall be the act of the committee.

Section 5. Minutes. Each committee shall keep minutes of meetings and provide a report to the Board of Directors at the next appropriate Board of Directors meeting.

Article VIII. Contracts. Checks. Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer(s), agent(s) of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer(s), agent(s) of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Article IX. Books and Records

Section 1. The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Foundation may be inspected by any Board member, club member or his/her agent or attorney for any purpose at any reasonable time.

Section 2. The Treasurer or his/her designee shall prepare a financial report of the Foundation at the end of the fiscal year, it shall be prepared by a club member with financial experience that is not currently serving as a member of the Board of Directors. A review of the books of the Foundation and shall present his/her annual financial report to the Board of Directors within 90 days after the close of the fiscal year.

Article X. Fiscal Year

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

Article XI. Waiver of Notice

Whenever any notice is required to be given by law or under the provisions of the Articles of incorporation or by the Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the existing Foundation Board of Directors at any regular meeting or any special meeting, if at least ten (10) days written or electronic notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Article XIII. Parliamentary Authority

Roberts Rules or Order shall be the parliamentary guide for matters not covered by these Bylaws.

Article XIV. Indemnification

Each person who is a member of the Board of Directors, an officer, agent of the Foundation shall be indemnified by the Foundation to the fullest extent allowed by law against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of being, or having been a member of the Board of Directors, an officer, or agent of the Foundation (whether or not he/she continues to be such at the time of incurring such expenses) if he/she acted in good faith within the scope of their authority, and in a manner they reasonably believed to be in, and not opposed to, the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Reasonable costs, expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are incurred as set forth above shall be indemnified in any instance where there is an adjudication or finding of not guilty or of no cause for action or where the dispute is settled for a nuisance value. This provision is intended to make available for Board of Director members, officers, or agents of the Foundation such indemnification as is permitted under the laws of the State of Wyoming; it shall not operate to indemnify any Board of Director members, officers, or agent in any case in which such indemnification is for any reason contrary to law.

Article XV. Dissolution

Section 1. Vote to Dissolve. The Foundation may be dissolved at any time in accordance with the then applicable laws governing dissolution of non-profit Corporations, provided there has been a majority vote of a properly noticed and convened meeting of the membership.

Section 2. No Private Benefit or Inurement of Assets. In no event may any of the assets of this Foundation, upon dissolution thereof, be paid to or inure to the benefit of any individual director or officer of this Foundation or any other private individual. Upon dissolution, all assets shall be distributed in accordance with the provisions of the Articles of Incorporation, and in all cases, in such a manner as to preserve the exempt status of the Corporation.

Article XVI. Miscellaneous

Section 1. Common nouns and pronouns will be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person or persons, or entity, may in the context require.

DATED this 6/28/2023

BY: CHEYENNE KIWANIS CLUB FOUNDATION



Sheila Bremner
Secretary, Kiwanis Club Board of Directors