

**FLORIDA KIWANIS FOUNDATION**  
**POLICY and PROCEDURE MANUAL**

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NOMINATIONS AND ELECTION

1.0 SCOPE

This procedure describes how Foundation Officers are nominated and elected

2.0 RESPONSIBILITY

It is the responsibility of the Officers and Nominating Committee to ensure officer nominations and elections are executed per this procedure.

3.0 PROCEDURE

3.1 The election of the officers of the Florida Kiwanis Foundation, Inc (Foundation) shall be in accordance with the Foundation Bylaws.

3.2 Nominations for the officers to be elected shall be made by the Nominating Committee at a meeting of the Board of Trustees (Board) held in the second Quarter of each fiscal year.

3.3 Candidates for office shall meet the following minimum requirements:

- served a full (two-year) term as a Florida Kiwanis Foundation Trustee; and
- served on a Committee of the Foundation for a minimum of two years; and
- have committed to stand for election by the Board for any successive offices; and
- The candidate for President shall have served as President-Elect; and
- The candidate for President-Elect shall have served as Vice President; and
- The candidate for ImmediatePastPresident shall have served as President.

3.4 The nominating procedure for officers to be elected at the Annual Board meeting shall be as follows:

- The President-Elect shall be the sole candidate for the office of President; and
- The Vice President shall be the sole candidate for the office of President-Elect; and

- The President shall be the sole candidate for ImmediatePast President; and
- Nomination(s) for the office of Treasurer, and Secretary shall be made by the Nominating Committee selecting all from eligible Kiwanians meeting the required qualifications and who submitted an application for office to the Nominating Committee or President, in writing, not before October 1<sup>st</sup> and on or before December 31<sup>st</sup> of the year immediately preceding the Board meeting at which such nominations are to be presented; and
- Nothing contained in these procedures shall be construed as limiting the right to make further nominations from the floor of qualified candidates and such nominations will be called for, and accepted, with the application submitted, in writing, to the Nominating Committee and President at least 30 days prior to the convening of the annual Board meeting held at the District Convention. If the candidate nominated from the floor is deemed qualified by the Nominating Committee, that name will be added to the slate of Officers presented to the Board for consideration at the annual Board meeting.

3.5 The election procedure for officers to be elected at the annual Board Meeting shall be as follows:

- The candidates for President, President-Elect, Immediate Past President, Treasurer, and Secretary, placed in nomination at the Board meeting held in the second Quarter of the administrative year shall be the candidates for the various offices; and

Further nominations of qualified candidates may be made by a current Officer or Trustee of the Foundation from the floor; and

- Only current Officers and Trustees of the Foundation shall be allowed to vote; and
- A majority of all valid votes cast shall be necessary for the election of the officer; and
- Voting shall be by ballot only when there are two (2) or more qualified candidates for the same office; and
- There shall be no voting by proxy or absentee ballot; and
- There shall be no cumulative voting permitted.

3.6 The nominating procedure for officers to be elected at the second quarter meeting shall be as follows:

- Nomination(s) for the office of Vice President shall be made by the Nominating Committee, presenting a slate of all eligible Kiwanians meeting

the required qualifications and who submitted an application for office to the Nominating Committee or President, in writing, not before October 1st and on or before December 31st of the year immediately preceding the Board meeting at which such nominations are to be presented; and

- Nothing contained in these procedures shall be construed as limiting the right to make further nominations from the floor of qualified candidates and such nominations will be called for, and accepted, with the application submitted, in writing, to the Nominating Committee and President at least 30 days prior to the convening of the second quarter Board meeting. If the candidate nominated from the floor is deemed qualified by the Nominating Committee, that name will be added to the slate of Officers presented to the Board for consideration at the second quarter Board meeting

3.7 The election procedure for officers to be elected at the second quarter Board Meeting shall be as follows:

- The candidates for Vice President placed in nomination at the second quarter Board meeting shall stand for election at the second quarter Board Meeting; and
- Further nominations of qualified candidates may be made by a current Officer or Trustee of the Foundation from the floor; and
- Only current Officers and Trustees of the Foundation shall be allowed to vote; and
- A majority of all valid votes cast shall be necessary for the election of the officer; and
- Voting shall be by ballot only when there are two (2) or more qualified candidates for the same office; and
- There shall be no voting by proxy or absentee ballot; and
- There shall be no cumulative voting permitted.

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**DUTIES AND RESPONSIBILITIES**

**1.0 SCOPE:**

This procedure describes the duties and responsibilities of the Officers of the Foundation.

**2.0 RESPONSIBILITY**

It is the responsibility of the Administrative Staff and Officers to monitor that these procedures are followed.

**3.0 PROCEDURE**

**3.1 Each Officer of the Foundation shall:**

- Promote the Objects and Objectives of Kiwanis International; and
- Promote the Objects of the Florida District of Kiwanis International; and
- Promote the Objectives of the Florida Kiwanis Foundation; and
- Promote the interests of the clubs within the Florida District

**3.2 Further, each Officer of the Foundation shall: Attend all Board meetings, training sessions, and meetings of committees to which they are assigned.**

**3.3 PRESIDENT – The President has the further duties and responsibilities:**

- Be the chief executive officer of the Foundation; and
- Preside at all meetings of the Board of Trustees; and
- Be an ex-officio member of all standing and special committees not a designated member thereof, except the Audit and Nominating Committees; and
- Report to the House of Delegates at the Annual District Convention the State of the Foundation; and
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and

- Work closely with each Officer to provide support and review with the Officer where additional help that might be needed. Maintains “non-financial” files, keeps permits active, handles mail as received, and delegates functions as new requirements emerge; and
- Become the liaison between the District Officers and the Foundation and interfaces with the Florida District Officers and District Executive Director/Secretary. Chairs the Advisory Committee for the Foundation when required; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.

**3.4 IMMEDIATE PAST PRESIDENT - The Immediate Past President has the further duties and responsibilities:**

- Be counsel and an advisor to the President and other Officers of the Foundation; and
- Perform such special assignments as designated by the President; and
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees; and
- Responsible for overseeing Major Giving Programs including Legacy Society, Ralph Davis, Robert W. Thal and general gifts to the Endowment; and
- Lead the strategic planning function as required.

**3.5 PRESIDENT-ELECT - The President-Elect has the further duties and responsibilities:**

- Be responsible for training Foundation Trustees and Trustee-Designates; and
- Be a member of the Nominating Committee, Finance Committee, and Advisory Committee; and
- In the absence of the President, fulfill the duties of that office; and
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and

- Responsible for Trustee Training including planning, location (working with District Executive Director), collection and distribution of all materials, and become “point-source” for Trustees training and Foundation operations questions; and
- Responsible for overseeing Sustaining Member giving program and working with Trustees to solicit gifts including maintaining appropriate summary sheets to provide Trustees information on their Division including date, amount, who with addresses, and determining the years donating to the programs. Cc updates to Website Manager
- Administer Plaques and Memorial gifts programs, and other potential new giving programs that do not fall under Major Gifts Programs utilizing the same duties as specified for Sustaining Memberships.
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.

3.6 VICE PRESIDENT – The Vice President has the further duties and responsibilities:

- Be the Chair of the Grants Committee two times per year and responsible for:
  - Assuring Foundation website is up-to-date with submittal time for grants due (2x per year), current form for grant submittal, adding to list of Clubs receiving grants;
  - Receive grants requests, review that minimum requirements are met and acknowledge grant receipt by letter (with copies to Club grant contact person, appropriate Division Trustee and Division Lt. Governor) that grant request was received;
  - Provide to Grants Committee members a package including each grant request, review of eligibility criteria are met, and a review of Club/Division participation in Foundation Giving programs;
  - Ensure Grants Committee meeting time is set to provide Grants Committee report to all Board of Trustees’ meetings;
  - Present Grants Committee report to the Board with recommendations on acceptance or rejection of grants;
  - Provide acceptance or rejection letter with copies to Club/Division contact, Division Trustee and Division Lt. Governor.
- Be responsible for Annual Support Contribution program interfacing with the Trustees, identify and correct deficient areas, and assure Annual Support budget is met; and
  - Prepare bi-monthly Annual Support Contribution report to be emailed to all Trustees. Provide all information to Finance Committee for budget preparation.
  - After December 31<sup>st</sup> work with Trustees to complete 100%

Club Contribution as soon as possible. Includes letters to Club Presidents coordinating with Trustee.

- Be a member of the Advisory committee and be receptive to the President and Board for other assignments.
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.

3.7 SECRETARY - The Secretary has the further duties and responsibilities:

- Assist the President and the Board of Trustees in conducting the business of the Foundation; and
- Submit to the proper officers, committees or persons, all communications received from Kiwanis International or the Florida District, and cooperate with the President in completing and forwarding all reports and correspondence as may be required; and
- Attend and keep the minutes of the meetings of the Board of Trustees and the Executive Committee including but not be limited to the following components:
  - Date and time of meeting
  - List of those present and absent
  - List of items discussed requiring a vote with a text of motions presented and a description of their deposition, along with the names of those making and seconding said motions
  - Submitting them to the President and appropriate staff for inclusion in the official agenda packet for Board of Trustee meetings; and
- Generate appropriate communication to the Board of Trustees and Committee members to provide proper notice of any meetings and the timely distribution of minutes; and
- Responsible to work with the President to prepare, assemble and send out the agenda(s) for the regular scheduled or emergency meetings of the Board of Trustees and for providing necessary materials for teleconference committee meetings, including confirming participation of members; and
- At all times, comply with and make available for inspection documents as required by the Foundation Public Inspection Policy;

and

- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.

3.8 TREASURER - The Treasurer has the further duties and responsibilities:

- Perform deposits and disbursements and all accounting functions including producing all financial reporting. Coordinates annual audit with independent auditor, assure compliance with the Foundation 501(c)(3) status for federal tax exemption and the State of Florida sales tax exemption status.
- The Treasurer will also be responsible for the Caring Corner receipts including:
  - Assist the Spouse or Designate of the District Treasurer with promotion and planning of the Caring Corner which is held during the Florida District of Kiwanis Convention;
  - Receive from the Spouse or Designate of the District Treasurer all revenues generated at the Caring Corner;
  - Assists Spouse or Designate of the District Treasurer with custody of daily receipts from the Caring Corner. Count the receipts every few hours with the Spouse or Designate of the District Treasurer. Record signature of both parties after each counting and agreeing on the amount of money received, record on Caring Corner receipts and each sign as the amount received. Take the receipts in bank bags to a secure place to be deposited later.
  - Deposit the Receipts as soon as practical.
  - Prepare a complete report of all monies received and provide copy to Spouse or Designate of the Treasurer.
- Be a member of the Finance and Advisory Committees; and
- Regularly review and reconcile the statements from banks, securities firms, and other depositories that hold funds or securities of the Foundation to the books of the Foundation to insure proper accounting; and
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.



**FLORIDA KIWANIS FOUNDATION**  
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SECTION 3

OFFICERS AND TRUSTEES

1.3

TRUSTEES DUTIES AND RESPONSIBILITIES

1.0 SCOPE

This procedure describes the duties and responsibilities of the Trustees

2.0 RESPONSIBILITY

It is the responsibility of the Administrative Staff and Officers to monitor that these procedures are followed

3.0 PROCEDURE

3.1 Each member of the Board of Trustees (Board) shall:

- Promote the Objects and Objectives of Kiwanis International; and
- Promote the Objects of the Florida District of Kiwanis International; and
- Promote the Objectives of the Florida Kiwanis Foundation; and
- Promote the interests of the clubs within the Florida District.

3.2 The members of the Board have the further duties and responsibilities:

- Attend all Board meetings and training sessions, unless excused by communication with the President or the Secretary in advance; and
- Be a contributing member of the committee(s) as approved by the President or designated in the Bylaws or the Florida Kiwanis Foundation Policy and Procedure Manual; and
- Participate in both the Club Leadership Education and Zone Conference or Mid-Year Conference in their home Division and present the Foundation's program, unless excused by communication with the President or the Secretary in advance; and
- Attend the Division Council Meetings of their home Division to report on Foundation activities and to promote Foundation giving opportunities; and

- Visit each Kiwanis Club in their home Division at least two times during each Administrative Year. First visit as an official visit for introduction of the Trustee, preferably by the Lieutenant Governor, to the club and to discuss the Foundation's basic purpose and structure. Second visit as the club program for that meeting to present details on the Foundation's Purpose, Objectives, and operations, preferably using the Foundation CD as a basis; and
- To solicit and use their best efforts to secure an Annual Support Contribution from each club in their Division equal to at least \$5 per member as of Oct 1 of the current Administrative Year (with a minimum of \$100 per club), or an amount recommended by the Board of Trustees, to be remitted to the Foundation not later than Dec 31 of the Administrative Year; and
- Submit reports on Foundation activities in their home Division to the Secretary as may be specified by the President or Board; and
- To review all grant applications submitted by a Kiwanis Club in their home Division or the Division itself, verifying the applications compliance with Foundation's Grant Guidelines, and to forward any final application to the Foundation Office not later than the prescribed submission deadline, together with the endorsement (signatures) of the Lieutenant Governor and the Trustee as to its compliance with the Grant Guidelines; and
- Perform such duties and responsibilities as currently prescribed or as may be amended in the future in the Florida Kiwanis Foundation Bylaws and this Florida Kiwanis Foundation Policy and Procedure Manual; and
- Perform other duties as usually pertain to the office or as may be assigned from time to time by the Board of Trustees.

3.3 Further, it shall be the expectation that that each Trustee will use their best efforts to perform or accomplish the following:

- Personally become a Ralph Davis Fellow; and
- Solicit each year at least one additional Ralph Davis Fellow; and
- Secure each year at least a 50% renewal rate of existing Sustaining Members in their Division; and
- Solicit and secure each year new Sustaining Members equal to at least 10% of the membership of Kiwanians in the Clubs in their Division; and
- Solicit and secure each year from the Lieutenant Governor and the President, Secretary and Sponsored Leadership Chair of every Kiwanis club in their Division a new or renewal Sustaining Membership; and

- Solicit each year and convert at least 5% of the existing Sustaining Members in their Division to Robert W. Thal Life Member Fellowship; and
- To personally consider, and if possible, become a member of the Florida Kiwanis Foundation Legacy Society; and
- Solicit and secure each year at least two additional Florida Kiwanis Foundation Legacy Society members; and
- Solicit and secure each year a corporate gift(s) and/or special fundraiser of at least \$500 in support of the Foundation's operating expenses.

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SECTION 3

OFFICERS AND TRUSTEES

1.4

**REMOVAL OF OFFICERS AND  
TRUSTEES**

**1.0 SCOPE**

This procedure describes the process for removing an Officer or Trustee.

**2.0 RESPONSIBILITY**

It is the responsibility of the Foundation Board of Trustees to oversee this process.

**3.0 PROCEDURE**

- 3.1** Whenever it shall appear that an officer or a member of the Florida Kiwanis Foundation Board of Trustees may be engaging in conduct unbecoming a Kiwanian or is failing to perform the duties and responsibilities of that office, any member of the Foundation may file a complaint.

“Conduct unbecoming” is defined as, but not limited to, any conduct that:

is incompatible with the best interest of the public, members of Kiwanis, the Florida Kiwanis Foundation, the Florida District of Kiwanis, or Kiwanis International; and/or tends or threatens to harm the standing, reputation, or operations of the Foundation or Kiwanis in the local or global community.

“Failing to perform the duties and responsibilities” is defined as, but not limited to, the following;

Unexplained absences from two (2) or more successive meeting or training sessions of the Board or Foundation Committee assignment; and/or

Gross failure to fulfill the duties and responsibilities of that office as established by the Florida Kiwanis Foundation Bylaws and the Florida Kiwanis Foundation Policy and Procedure Manual; and/or

Other conduct detrimental to the purpose, functions or operations of the Foundation.

"any member of the Foundation" is defined by Article III, Section 1 of the bylaws which states: Membership in the Foundation shall be limited to, and shall consist of, all active, privileged, and senior members in good

standing of the Kiwanis Clubs of the Florida District.

- 3.2 Violation of this policy will result in disciplinary action against the offending member. Disciplinary action or sanction can result in a private reprimand, a public reprimand, or dismissal from the office. A private reprimand is communicated to the individual as a warning. A public reprimand requires notification to the Florida District of Kiwanis Governor (Governor) of the violation. Dismissal means removal from the Foundation office held and notification to the Governor.
- 3.3 Any member of the Foundation may initiate a complaint under this Policy by submitting the complaint in writing to the President (or the President-Elect who will follow the same procedures, if the complaint is against the President). The officer receiving the complaint will be considered the Officer-in-Charge of the investigation

Upon receipt of the complaint, the Officer-in-Charge shall appoint an Officer or Trustee to investigate the allegation. The investigation may include, but is not limited to, a review of the written complaint, an interview with the charged Officer or Trustee, an interview with the complaining party, a review of pertinent Foundation or public records, and any other acts that may further the investigation, and that are consistent with the law and the Bylaws and Florida Kiwanis Foundation Policy and Procedure Manual. Following such investigation the investigator shall report the findings, in writing, to the Officer-in-Charge who shall present them to the Board for action.

Within ten (10) days of the receipt of a complaint, but not later than the day that an Officer or Trustee is appointed to investigate the complaint the Officer-in-Charge shall deliver, via certified U.S. Mail, with return receipt, a copy of the complaint to the charged Officer or Trustee. The charged Officer or Trustee shall respond to the complaint, in writing, to the Officer-in-Charge, within thirty (30) days of the date the complaint was mailed. The response may include a request to be afforded the opportunity to appear before, and be heard by, the Board, to provide evidence in his or her defense. Failure by the charged Officer or Trustee to respond to the complaint, as set forth herein, shall be deemed acquiescence to the complaint and no further objection to the complaint shall be heard nor entertained.

Within thirty days of the final date for response by the charged Officer or Trustee, a Special Meeting of the Board shall be held. At such time the Board shall hear the evidence and determine that:

- a. the complaint is unfounded and cease further action; or

b. some form of sanction, as defined in this policy, be imposed, and such decision is final.

3.4 The Executive Committee may act in place of, on behalf of, and with the authority of the Board for the purpose of this Policy and Procedure. A report about the complaint and the resolution shall be brought forth to the Board at its next meeting.

**If the disciplinary action results in dismissal, this individual shall not be acceptable to serve the Board in any capacity for a period of five (5) years from the date of dismissal.**

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SECTION 3

OFFICERS AND TRUSTEES

1.5

CONFLICT OF INTEREST

1.0 SCOPE

This procedure describes the process for assuring Officers and Trustees have the duty to be free from any conflicting interest when they act on behalf of the Foundation.

2.0 RESPONSIBILITY

It is the responsibility of the Foundation Officers to administer this procedure.

3.0 PROCEDURE

It is the policy of the Foundation that all members of the Board of Trustees, or any members of any committee thereof, or officers or employees of the Foundation (Representatives), have a duty to be free from any conflicting interest when they act on behalf of the Foundation or representing it in negotiations or advising others in the Foundation with respect to dealings with third parties. The Representatives are expected to deal with members of the Foundation, donors, suppliers, contractors, and all others having dealings with the Foundation without favor or preference to third party based on personal considerations. It is imperative that the Representatives conduct themselves with a degree of honesty and integrity that is beyond reproach or even suspicion.

While it is not possible to anticipate every situation and prescribe a precise rule for each, this policy sets forth certain basic, general principles to be observed at all times. The essence of this policy is that those who represent the Foundation shall always deal with others doing, or seeking to do, business with the Foundation in a manner that excludes all consideration of personal advantage. To that end the following shall be observed:

- 3.1 Representatives or members of their immediate families shall not accept from any person, directly or indirectly, any gift, favor, entertainment, service, employment or offer of employment or any other thing of value which they know or have reason to believe is made or offered to them with the intent to influence them in the performance of their duties as a Representative of the Foundation. Representatives may accept common courtesies of nominal value usually associated with accepted business practices for themselves and members of their immediate families. An especially strict standard is expected with respect to gifts, services, or other considerations of any kind from suppliers. Entertainment at the expense of suppliers beyond that contemplated above should not be accepted under any circumstances. It is never permissible to accept a gift of cash or cash equivalents of any amount at any time.

- 3.2 Representatives who are partners, officers, or employees of a partnership, firm, or who own or control more than 10 percent of the interest or stock of such, shall not represent, appear for, nor negotiate with the Foundation on behalf of such entity.
- 3.3 No representative shall participate by discussion, voting, or any other action taken by the Foundation, in the enactment or defeat of a motion that relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where anyone who has such an interest is present, they shall promptly disclose their interest in the matter to the chair of the meeting. They shall not vote on the matter and at the discretion of the disinterested Representatives present may be required to leave the meeting during the discussion and voting on the matter.
- 3.4 Representatives shall not, without proper authority, give or release to anyone, data or information of a confidential nature concerning any members of the Foundation or any matters concerning the operations of the Foundation including financial data not reviewed and accepted by the Board of Trustees, vendor or potential vendor list, donor list or potential donor list. This shall include any information that would or would tend to hinder the operations of or embarrass the Foundation.
- 3.5 Any Representative who believes that their personal actions or interests, or the actions of others, may violate this policy must discuss the matter with the Secretary and/or the President prior to taking any action.
- 3.6 Any representative whose actions or interest violate this policy is subject to termination from their position with respect to the Foundation on that account alone. The suspected violation shall be subject to the policy concerning 'Discipline or Removal of Officers or Trustees' as other conduct detrimental to the purpose, function or operations of the Foundation.