



# Capital District Kiwanis Foundation

## **POLICY STATEMENTS**

Updated by the Capital District Kiwanis Foundation Board at the August 29, 2020  
Online Board Meeting

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# **CAPITAL DISTRICT KIWANIS FOUNDATION**

## **POLICY STATEMENTS**

Updated by the Capital District Kiwanis Foundation Board at the August 29, 2020  
Online Board Meeting

The Capital District Kiwanis Foundation Policy Statements implement the provisions of the Capital District Kiwanis Foundation Bylaws. They define how the day-to-day business of the District is to be carried out. These statements are arranged to provide easy access to information on particular subjects. Sections 1 through 8 contain information related to the corresponding article in the Bylaws. The remaining section contains information on topics that are not directly related to the Bylaws.

The policy statements are effective immediately for planning purposes. On August 29, 2020, these statements will supersede all previous policy statements and Board of Directors actions concerning District Foundation policies and procedures.

### **Section 1 – Members**

There are no policy statements relating to Article 1 of the bylaws.

### **Section 2 – Meetings**

#### **A. Number and Times of Meetings**

1. The Board of Directors shall meet four times each Fiscal year. The Annual Meeting shall be held at the Capital District Convention. Three additional meetings shall be held in November, February, and May of the Fiscal year at locations determined by the President.

#### **B. Notification of Meetings**

1. The Executive Secretary shall notify each member of the Board of Directors of the next meeting not less than two weeks prior to the holding of such meetings in such manner as the Board of Directors may order.

### **Section 3 – Officers and Positions**

#### **A. Qualifications of the President, President-Elect, and Vice President**

1. The President, President-Elect, and Vice President shall be selected from elected Division Directors of the Board of Directors representing the Divisions of the Capital District. Officers who are not Division Directors must surrender their offices

#### **B. Election of President, President-Elect, and Vice President.**

1. At the May meeting of the Board of Directors, the President shall appoint a nominations committee.
2. The Nominations Committee shall make its report at the annual meeting.
3. Additional Nominations may be made from the floor of qualified members.

4. The President, President-Elect, and Vice President shall be elected for a term of one year beginning on October 1 of the year of their election.
  5. The President, President-Elect, and Vice President shall not serve more than two consecutive terms.
- C. Qualifications of the Executive Secretary and Treasurer
1. The Executive Secretary and Treasurer shall be selected from qualified candidates, and do not have to be a Trustee of a division of the Capital District. The Board of Directors shall approve the job-related qualifications of the Executive Secretary and the Treasurer.
- D. Election of the Executive Secretary and Treasurer
1. At the May meeting of the Board of Directors, the President shall appoint a Review Committee to evaluate the performance of the incumbent Executive Secretary and Treasurer. Such review shall include the incumbent's performance of the duties as specified in the Capital District Kiwanis Foundation Bylaws and Policy Statements.
  2. At the Annual meeting the Review Committee shall make a report to the Board of Directors of their review and submit the names of persons to be nominated for the Executive Secretary and Treasurer.
  3. The Executive Secretary and Treasurer do not have term limits but serve at the pleasure of the Board of Directors.

#### **Section 4 – Board of Directors**

There are no policy statements relating to Article 1 of the Bylaws.

#### **Section 5 – Committees**

- A. Finance and Investment Committee
- i. Investment and Budget
  - ii. The committee will work with the Treasurer to create the proposed budget for each Kiwanis year.
  - iii. Once each quarter before the meeting of the Board of Directors, the Committee will meet to review the investment portfolio, determine recommendations to be submitted to the Board of Directors, and to prepare a report for the next meeting of the Board of Directors.
  - iv. The Committee will develop qualifications for, interview, and recommend to the Board of Directors at every second Annual Meeting, the name of the Investment Manager to serve for two years. The first recommendation will be made at the Annual meeting and every two years thereafter. In addition, at the Annual meeting, the Committee will submit a list of duties and responsibilities of the Investment Counselor for the Board of Directors' approval.
    1. The Investment Manager has the following guidelines:
      - a. The Investment Manager (IM) or any of their staff/associates cannot be a current Kiwanis member of any Kiwanis Club to prevent conflicts of interest.

- b. It will be the responsibility of the IM to invest the funds as prescribed by the CDKF thru the Finance Committee. The IM will provide quarterly statements and make an annual presentation to the CDKF Board or as requested.
  - c. The IM and associates must be in good standing by the appropriate industry regulators; FINRA and the SEC. This is evidenced by their personal U-4 Securities filings which will be provided upon request.
  - d. The IM has Full Discretion in managing the funds within the account per the outlined expectations.
  - e. Return expectations will be set per current market conditions and major industry benchmarks, i.e. S&P 500, will be used for evaluation. The overriding concern is the preservation of capital.
  - f. One (1) week prior to the Quarterly meeting, the Investment Counselor Manager should submit to the Finance Committee, by email, a written report as to the status of the portfolio and suggested changes, if any, to be discussed at the Finance Committee meeting.
- v. Investment Guidelines:
- a. CDKF expects the mix of investments to be 60% in equities and 40% in fixed income as a general rule. The variance of more than 10% during a quarter from this target is acceptable but must be noted to the Finance Committee. The expectation is the portfolio will be returned to the 60/40 mix during the next quarter.
  - b. The IM will select all investments and rebalance as needed.
  - c. CDKF prefers domestic equities to make up the bulk of this segment with a cap of 15% on foreign and emerging market equities. No single security can be more than 5% of the total portfolio.
  - d. Fixed income should be in BBB rated bonds or better but the committee will make allowance for some drift if High Yield bonds are used. All fixed income should yield more than inflation as determined by the Consumer Price Index.
  - e. The IM is restricted from purchasing highly leveraged holdings, investments with hidden fees or back end commissions. Non-publicly traded Business Development funds or REITS will not be considered due to liquidity concerns.
  - f. The Committee will accept ETF's, UIT's or ETN's.
  - g. CDKF will pay to the IM a negotiated flat fee of a percentage of assets under management. There will be no other fees or charges.
- v. At the Annual meeting the Treasurer shall present to the Capital District Kiwanis Foundation Board of Directors a proposed budget of the incoming President for the Administration year beginning October 1st. The budget shall be emailed to all Board of Directors two (2) weeks before the Annual Meeting. That budget should include the funding amounts for the nine Pediatric Trauma Center Hospitals.

## 2. Pediatric Trauma Centers

- i. The President shall appoint a Director (or Directors) who will be responsible for

facilitating the presentation of the checks to each respective Hospital. This shall include photo opportunities press release, SLP involvement, and any other normal duties that would be reasonable expected. Each Director responsible for a Hospital shall submit a written statement including their mailing address, Federal Tax Identification number and any other information that the President or Treasurer may request.

ii. Pediatric Trauma Center Hospitals & Residential Facility:

Hospital	Location
Children's National Medical Center	Washington, DC
Johns Hopkins Children's Center	Johns Hopkins University, Baltimore, MD
University of Virginia Health Center	University of Virginia, Charlottesville, VA
Children's Hospital of the King's Daughters	Norfolk, VA
Children's Medical Center	Virginia Commonwealth University, Richmond, VA
Carilion Clinic Children's Hospital	Roanoke, VA
Christiana Care Pediatric Trauma Unit	Wilmington, DE
Niswonger Children's Hospital	Johnson City, TN
Children's Inn at the NIH	Bethesda, MD

iii. The Treasurer shall prepare the nine (9) checks by September 30th of the Administration Year. The amount going to each of the nine (9) Pediatric Hospital should be the amount raised by the Caring Corner, the Ducky Derby and half of the \$3.00 per member Annual Club Gifts divided by nine (9). In the past, the Foundation has contributed/donated \$3,000.00 to each Pediatric Hospital, if approved by the Board. However, the amount could be increased or decreased by the Board.

iv. The Director (or Directors) shall report by no later than the November Meeting of the respective Administration year on their presentation of the checks to the respective hospitals.

v. The Director (or Directors) is (are) responsible for maintaining a file of their presentation(s) and the procedures used so their successor will understand the arrangements for future funding.

3. Annual Reporting (updated 8/29/2020)

- i. The Treasurer will initiate preparation of the Foundation's annual IRS Form 990 and financial audit after the fiscal year is closed out, but no later than November 1 for the preceding fiscal year to the accountant/auditor.
- ii. Audit. The Treasurer will forward to the Executive Secretary for dissemination the results of the CPA review or audit to the CDKF Board upon receipt of the report NLT 1 December. The decision regarding a CPA review and audit shall be based on KI policy. The Board will review and provide electronic approval by the first Friday in January or corrections/ updating as needed/approval NLT 15 January to the Executive Secretary. Upon acceptance, the Executive Secretary will submit a copy to the Capital District Kiwanis District Board for review/forwarding to Kiwanis International.
- iii. IRS Form 990. The Treasurer will forward to the Executive Secretary for dissemination the final draft 990 to the CDKF Board upon receipt of the final draft NLT 1 December. The Board will review and provide electronic approval by the first Friday in January or corrections/ updating as needed/approval NLT 15 January to the Executive Secretary. Upon acceptance, the Executive Secretary will notify the Accountant who will submit it

to the IRS. The Executive Secretary will retain a copy with a copy sent to the Capital District Kiwanis Secretary-Treasurer.

B. Grants Review Committee

1. The membership of the Grants Review Committee shall consist of three members appointed by the President (with the approval of the Board of Directors.)
2. The President will appoint one committee to serve as Chair for one fiscal year.
3. All grants must be submitted to the Executive secretary by email only. Electronic submission by email is the applicant's acknowledgement that they agree to all terms and conditions of the grant. Grants must be submitted no later than:
4. Cycle 1 – September 15<sup>th</sup> and must be either approved, modified or denied by the Board of Directors at the November meeting. Grant winner(s) are to be notified within two (2) weeks of the Board approval, by the Executive secretary.
5. Cycle 2 – March 15<sup>th</sup> and must be either approved, modified or denied by the Board of Directors at the May meeting. Grant winner(s) are to be notified within two (2) weeks of Board approval by the Executive secretary.
6. The Executive Secretary will send copies of all grant requests to each member of the Committee following the submission deadline, but not less than 30 days before May and November meetings of the Board of Directors.
7. The Chair will compile the comments and submit a draft recommendation to each member. Committee members will review the grants requests and send their written comments to the Chair at least two weeks prior to the meeting.
8. The Committee shall meet before the appropriate meeting of the Board of Directors to make a final determination as to the Committee's recommendation to the Board of Directors.
9. The Committee will make recommendations independent of the Finance Committee at the November and May meeting of the Board of Directors who will determine the funding level of the grant if approved.

C. Fund Raising Committee

1. The Membership of the Fund Raising Committee shall consist of five (5) members appointed by the President (with the approval of the Board of Directors.)
2. The President will appoint one committee Member to serve as Chair for one fiscal year.
3. The primary responsibility of the Fund Raising Committee will be to develop methods of increasing the income of the Capital District Kiwanis Foundation.
4. The Committee will appoint one Kiwanian to be in charge of the Capital District Foundation Fund Raisers such as Ducky Derby, Caring Corner, Raffles, etc.

D - Communications and Public Relations (updated 8/29/2020)

The committee will increase Kiwanis member's understanding of the foundation, the directors/officer team, and the supported projects through the following methods:

- a. Publishing at least one article in each bi-monthly edition of the Capital Kiwanian magazine.
    - i. The Communications and Public Relations Committee will author the article and distribute to the Capital District Kiwanis Foundation President, Executive Secretary, and respective committee chairs for final approval.
  - b. Use social media (Facebook, website, etc.) to promote involvement, projects, fundraisers, deadlines, and the general thought of giving back.
    - i. Actively increase the number of fans on all social media channels.
    - ii. Promote grant recipients and monetary totals, in coordination with the Grants Committee
      1. The Grants Committee will provide a copy of the approved grant applications within one month of the board's decisions (June and December) to the chair of the Communications and Public Relations committee.
      2. As grant completion reports are received, the Grants Committee chair will electronically share them with the chair of the Communications and Public Relations committee.
    - iii. The Communications and Public Relations Committee will bring new social media platform ideas to the Capital District Kiwanis Foundation President and Executive Secretary for approval.
      1. If a paid subscription is required, a proposal will need to be presented to the Capital District Kiwanis Foundation Board of Directors for feedback and approval.
  - c. A video will be produced and posted on our website, as well as the Facebook page, to inform the general public of the foundation's purpose.
  - d. Work with the Webmaster to edit and update the foundation's website on a continuous basis (at least one time per month).
    - i. All website changes and updates will be approved by the Capital District Kiwanis Foundation Executive Secretary before being made.
      1. The Executive Secretary will provide monthly update reports to the Webmaster for Founder's Society, Tablet of Honor, Life Memberships, and club gifts.
2. The committee will develop an interest in members and citizens in donating to the foundation's projects and causes through the following methods:
- a. Develop and distribute press releases to radio stations, newspapers, and television stations within the Capital District.
  - b. Actively promote fundraising opportunities outside of Kiwanis settings to reach members of the general public.

- c. The foundation will have at least one post per week to promote involvement, projects, and the general thought of giving back.
- 3. The committee will communicate upcoming event dates and deadlines with Kiwanis members and clubs through the following methods:
  - a. Encourage directors to distribute monthly communication to presidents of clubs within their divisions.
  - b. Distribute an email from the Capital District Kiwanis Foundation to all members within the Capital District, one time per quarter.
  - c. Engage Lieutenant Governors and Trustees in promoting the foundation social media accounts.
- 4. The Capital District Kiwanis Foundation Webmaster will be an automatic member of the Communications and Public Relations committee.
  - a. The Webmaster is an appointed position.
    - i. All candidates will be brought to the Capital District Kiwanis Foundation Executive Committee for approval annually.
    - ii. The Webmaster is a one-year position that can continuous be renewed upon positive work evaluations as determined by the Capital District Kiwanis Foundation Executive Committee
    - iii. The webmaster is a non-voting, member of the Capital District Kiwanis Foundation Board of Directors.

**Section 6 – Records Management Policy** (updated 8/29/2020)

- 1. Purpose: This policy is meant to ensure that the Capital District Kiwanis Foundation (CDKF) manages data in an efficient and effective manner, maintains historical records related to its financial and administrative operations, and purges documents according to a specific timeline as part of its normal management process. If anyone associated with the CDKF becomes aware of any investigation, the CDKF shall be notified immediately so that document purging will cease and all relevant documents will be appropriately identified and protected.
- 2. Definitions:
  - a. “Document” refers to any item listed in the table below, in either hard copy or electronic form. Electronic files also include those in audio/visual or emailed forms.
  - b. “Administrative” refers to documents pertinent to the day-to-day operations of the Institute.
  - c. “Historic” refers to documents that are valuable for maintaining knowledge of the history of the CDKF and its work.
  - d. “Legal” refers to any document that is a contract or agreement between parties, that contains financial information relevant to IRS filings, or that must be maintained to comply with laws and regulations.
  - e. “Recycle/scrap paper” includes disposal by normal recycling methods or reuse as scrap paper for internal printing or note taking.

f. “Shred” means using a shredder machine to properly shred and dispose of documents.

g. “Delete” means to delete an electronic file.

3. Labeling and Storage: All files, both hard copy and electronic, shall be labeled by topic and year (if applicable). Electronic copies shall be saved in appropriate folders on a network drive. Hard copies shall be stored by the Executive Secretary. Archived hard copy files shall be stored in fire, water and animal proof containers, clearly labeled with “CDKF,” topic, and year. If documents of similar type and with the same retention and destruction requirements are stored together, they shall also be labeled with a “destroy after” date so that they do not have to be reviewed additional times.
4. Review and Purging: Review and purging of files may take place in an ongoing manner, but must occur at least every two years in even numbered years, and must follow the minimum retention requirements stated below. Such review and purging must also occur prior to archival storage of any files.
5. Document Drafts: Once the final copy of a document has been completed, the drafts may be recycled or deleted, unless they are documents of legal value. For documents determined to be of legal value, drafts containing comments shall be saved for a minimum of two years, and drafts without comment may be destroyed once the final version is complete.

Document Type	Value	Minimum Retention Requirement	Destruction Method
<b>Organizational Founding Documents</b>	Legal, historic		
Articles of Incorporation		Permanently	N/A
By Laws & Policies		Permanently	N/A
IRS Letter of Determination		Permanently	N/A
IRS Agent’s Reports		Permanently	N/A
<b>Formal Meeting Notes</b>	Administrative, historic		
Board Minutes		Permanently	N/A
Informal (handwritten) meeting notes including committee meetings		2 years or longer if topics remain relevant	Shred
<b>Financial Records</b>	Administrative, historic, legal		
Audit Reports		Permanently	N/A
Year-end Financial Statements		Permanently	N/A
A/P, A/P Ledgers & Schedules		6 years	Shred, delete electronic version
Bank statements, cancelled checks		3 years	Shred, delete electronic version
Tax Returns (IRS Form 990)		Permanently	N/A
Financial Investment Statements		3 years	Shred, delete electronic version

Financial Investment Trade Confirmations		3 years	Shred, delete electronic version
Insurance – Policies		3 years following expiration	Shred, delete electronic version
Insurance – Claims		Permanently	N/A
Travel Expense Reports		7 years after end of membership	Shred, delete electronic version
Budgets		7 years	Shred, delete electronic version
Vouchers for payment to vendors, employees, etc		6 years	Shred, delete electronic version
<b>Various documents</b>			
Life Membership Application		2 years	Shred, delete electronic version
Tablet of Honor Application		2 years	Shred, delete electronic version
Founders Society Application		2 years	Shred, delete electronic version
Individual Donation		2 years	Shred, delete electronic version
Secretary & Treasurer Evaluations		7 years while serving, 2 years after end of service	Shred, delete electronic version
Grant Proposals – reports & correspondence		7 years after closure	Shred, delete electronic version
Topical information – including photographs, marketing & publicity materials	Administrative	2 years or as long as still relevant	Shred, delete electronic version
<b>Correspondence</b>	Administrative, historic		
General		1-2 years or as long as still relevant	Delete electronic version
Reports		3 years	Delete electronic version
Presentations		2 years – single use/7years – reusable	Delete electronic version

**Section 7– Whistleblower Policy** (updated 8/29/2020)

1. The objectives of the CDKF Whistleblower Policy are to establish policies and procedures for:
  - a. The submission of concerns regarding questionable legal, accounting, or auditing matters by employees, directors, officers and other stakeholders of the organization, on a confidential and anonymous basis.
  - b. The receipt, retention and treatment of complaints received by the organization regarding accounting, internal controls or auditing and stakeholders, reporting concerns from retaliatory actions.

## 2. Reporting Responsibility

- a. Each director of the CDKF has an obligation to report in accordance with this Whistleblower Policy (a) questionable of improper legal, accounting or auditing matters, and (b) violations and suspected violations of the CDKF's Code (hereinafter collectively referred to as Concerns).

## 3. Authority of Executive Secretary

- a. All reported Concerns will be forwarded to the Executive Secretary in accordance with the procedures set forth herein. The Executive Secretary shall be responsible for investigating and making appropriate recommendations to the Board of Directors, with respect to all Concerns.

## 4. No Retaliation

- a. This Whistleblower Policy is intended to encourage and enable directors, volunteers, and stakeholders to raise Concerns within the CDKF for investigation and appropriate action. With this goal in mind, no director, volunteer or stakeholder who, in good faith, reports a Concern shall be subject to retaliation. Moreover, a director or officer who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of membership on the board.

## 5. Reporting Concerns

- a. Directors, volunteers and stakeholders should first discuss their Concern with the President. If after speaking with him or her, the individual continues to have reasonable grounds to believe the Concern is valid, the individual should report it to the Executive Secretary. In addition, if the individual is uncomfortable speaking with the President, or the President is the subject of the Concern, the individual should report his Concern directly to the Executive Secretary.
- b. If the Concern was reported verbally to the Executive Secretary, the reporting individual, with assistance from the Executive Secretary, shall reduce the Concern to writing. The Executive Secretary is required to promptly investigate all Concerns. If the Executive Secretary, for any reason, does not promptly forward the Concern to the President, the reporting individual should directly report the Concern to the President. Contact information for the President and the Executive Secretary may be obtained through any Director. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Executive Secretary.

## 6. Handling of Reported Violations

- a. The Executive Secretary shall address all reported Concerns. The Executive Secretary shall immediately notify the President who will immediately notify the other officers of any such report. The Executive Secretary will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.
- b. All reports will be promptly investigated by the Executive Secretary with help from other officers as deemed appropriate, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

c. The Executive Secretary has the authority, in coordination with the President, to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

7. Acting in Good Faith

a. Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper legal, accounting or auditing practice, or a violation of the Codes. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly or with foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination from the Board. Such conduct may also give rise to other actions, including civil lawsuits.

8. Confidentiality

a. Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

b. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination from the Board. Such conduct may also give rise to other actions, including civil lawsuit.

**Section 8 – Foundation Gift Acceptance Policy** (updated 8/29/2020)

A. General

1. The Capital District Kiwanis Foundation (CDKF) solicits and accepts gifts that are consistent with the Objects of Kiwanis International, its mission to serve children and communities in need, the purposes of the CDKF, and Section 501(c)(3) of the Internal Revenue Code.
2. The CDKF will generally accept gifts, typically of cash and its equivalents, from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. Gifts of other than nonrestricted cash and its equivalents, such as property, stocks, and bonds, or that come with restrictions, will be accepted on a case-by-case basis.

B. Gift Acceptance

1. The Fund Raising Committee will review the list of all donors to confirm the acceptability of their gifts at least quarterly but always prior to the Foundation accepting gifts. Acceptable gifts include, but are not limited to, donations from Capital District Kiwanis clubs, individual Kiwanians, their families, friends, and employers, corporations, and other foundations.
2. If a gift is considered questionable, this committee will review the donor and the gift for consistency with the Objects of Kiwanis International and its mission and make a recommendation to the Board of Directors regarding acceptance of the gift. Questionable gifts include, but are not limited to, donations from individuals and organizations with racist, socially irresponsible, and non-inclusive political, economic, or social views.
3. If a gift is other than nonrestricted cash and its equivalents, this committee will make a recommendation to the Board of Directors regarding acceptance of the gift.

4. If a gift comes with a restriction on its use, this committee will make a recommendation to the Board of Directors regarding acceptance of the gift. Where the restriction would place an overly burdensome onus on the Foundation, the President shall coordinate with the donor with the goal of reducing the burden to acceptable levels. The final decision rests with the Board of Directors.
5. When a gift would put the Foundation in a bad light, this committee will recommend to the Board of Directors that the donation be returned. The Executive Secretary will return the gift and include a letter explaining the Foundation's decision.
6. If the Foundation accepts a gift, the Executive Secretary will prepare a gift acceptance letter for gifts that, individually or cumulatively during the calendar year, are equal to or greater than \$250.
7. At no time will the Foundation accept gifts that would strain the Foundation's resources in future years for any purpose inconsistent with the Objects of Kiwanis International and its mission.

#### **Section 9 – Conflict of Interest Policy** (updated 8/29/2020)

##### A. General.

1. In order to protect its interests as a tax-exempt organization, the Capital District Kiwanis Foundation, when contemplating a transaction or arrangement that might benefit the private financial interest of an interested person, shall exercise due diligence to assure no conflict of interest exists and/or it shall take appropriate disciplinary and corrective action if, upon investigation, a conflict of interest is determined to exist.

##### B. Definition of 'interested person'.

1. Any District Foundation officer or member of a committee with powers delegated to it by the foundation board who has a direct or indirect financial interest.

##### C. Definition of 'financial interest'.

1. Any of the following circumstances, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the District Foundation has a transaction or arrangement;
  - b. A compensation arrangement with the District Foundation or with any entity or individual with which the District Foundation has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the District Foundation is negotiating a transaction or arrangement.
  - d. Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
  - e. A financial interest is not necessarily a conflict of interest, unless determined to be so by the District Foundation Board.

D. Duty to Disclose:

1. An interested person must disclose the existence of any actual or possible conflict of interest and be given the opportunity to disclose all material facts to the District Foundation Board. If the Foundation Board has reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, it shall inform the person and give him/her the opportunity to explain. If failure is determined, the Foundation Board shall take appropriate disciplinary and corrective action.

E. Determination:

1. An interested person may make a presentation to the District Foundation Board about a possible conflict of interest. The Foundation Board may appoint an investigation committee composed of one or more disinterested persons to investigate the matter and report its findings and recommendation to the Foundation Board. The Foundation Board shall then decide, by majority vote of the disinterested persons, whether a conflict of interest exists, and, if so, whether to continue the arrangement or practice or to offer alternatives that would prevent the conflict. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the District Foundation Board shall determine whether the transaction or arrangement is in the District Foundation's best interest, whether it is fair and reasonable, and whether to enter into the transaction or arrangement.

F. Compensation Matters:

1. A voting member of the District Foundation Board or any committee with power delegated by the Foundation Board who receives compensation, directly or indirectly, from the District Foundation for services is precluded from voting on matters pertaining to that member's compensation.

G. Records of Proceedings: The record of District Foundation Board meeting and investigation committee meeting (if any) should contain thorough and complete information on the proceedings, including all relevant facts, the content of the discussion, actions considered, and votes taken.

H. Annual Statements: Each interested person shall, before assuming district foundation office, sign a statement that affirms he/she understands and complies with the District Foundation policy on conflict of interest. The Executive Secretary will collect and retain these forms.

**Section 10 – Fiscal Year**

There are no policy statements relating to Article 1 of the Bylaws.

**Section 11 – Seal**

There are no policy statements relating to Article 1 of the Bylaws.

**Section 12 – Kiwanis Governing Process**

1. The meetings of the Capital District Foundation Board of Directors and the Committees shall be conducted in accordance with Roberts Rules of Order, 10<sup>th</sup> Edition, or most recent amended/changed or corrected editions.

**Section 13 –Article IX – Amendments**

1. The Capital District Kiwanis Foundation Policy Statements may be amended by a two-thirds vote of the Board of Directors then holding office at any regular or special meeting of the Board, if at least thirty (30) days written notice is given of the proposed amendment. An amendment to the Policy Statements is effective immediately upon an affirmative to vote for the amendment.

Adopted by the Board of Directors of the Capital District Foundation on August 29, 2020.

**CAPITAL DISTRICT KIWANIS FOUNDATION**

*Michael Dasovich*

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President

*Nancy Simonelli*

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Executive Secretary