

**BYLAWS
of the
MONUMENT HILL FOUNDATION**

ARTICLE 1. OFFICIAL NAME

1.01. This organization shall be known as Monument Hill Foundation (the “Foundation”). The names used by the Foundation shall be as approved by the Monument Hill Foundation Board of Directors (“Foundation Board”) in accordance with these Bylaws.

ARTICLE 2. MISSION

2.01 The Monument Hill Foundation’s mission is to provide grants to organizations that improve people’s lives and meet human needs with an emphasis on youth in northern El Paso County.

ARTICLE 3. MEMBERSHIP

3.01. The Monument Hill Service Club, DBA as Monument Hill Kiwanis Club, (the “Club”) is the sole member of the Foundation and all membership rights shall be exercised by the Club Board of Directors (“Club Board”).

ARTICLE 4. BOARD OF DIRECTORS

4.01. The Foundation Board shall consist of six to nine members appointed by the Club, at least six of whom will be appointed from among the Club membership, and no more than three of whom may be appointed from outside the Club membership. Foundation Board members serve at the pleasure of the Club and may be removed or replaced by the Club at any time with or without cause. All Directors have an equal vote on the Foundation Board.

4.02. Appointment or reappointment of the Board of Directors

- a. Not later than 15 December of each year, the Foundation Board, including the Executive Director, will be appointed or reappointed by the Club Board.

b. Not later than 15 October, the Executive Director will inform the Club president of his or her intention of continuing or not. If continuing, the current Executive Director will proceed with (2) below. If not continuing the Club president can appoint a new Executive Director or form a nominating committee to assist him or her with the appointment.

(1) The Executive Director will determine which of the current Foundation Board members is willing to serve another term. If there are vacancies, the Executive Director will nominate candidates for the vacancies.

(2) The Executive Director will forward the proposed slate of Foundation Board members to the Club Board, NLT, 1 December, for approval.

(3) The Club Board will accept or reject the proposed list of Foundation Board members. If the Club Board rejects the nominations provided by the Executive Director, then the Club Board will follow the provisions of Club Policies, Article 9. (b).

b. Not later than 15 December, the Executive Director and the Club President will inform the Club membership of the newly (re)appointed Directors.

4.03. The Directors shall enter upon their official duties on the first day of January of each year and shall serve for a term of one (1) year (unless reappointed) or until their successors shall be duly appointed and qualified. The Club will fill any vacancies on the Foundation Board of Directors within thirty (30) days of such a vacancy being known.

4.04. The Foundation Board, with approval of the Club where required by these Bylaws, shall determine the Policies and Procedures and activities of the Foundation, approve the budget, approve all bills, provide counsel at the request of committee chairs, and exercise general management of the Foundation.

a. Foundation Policies and Procedures may define specifics for implementation of, but may not be less restrictive than, these Bylaws. When changes are made to Foundation Policies or Procedures, a copy of the updated governance, showing changes, will be provided to the Club.

b. In exercising general management of the Foundation, Directors appointed from outside the Club membership have the following duties and responsibilities:

(1) Be an ambassador for the Foundation and promote the financial health of the Foundation by:

(a) assisting with fundraising and investment as members of the respective committees as appointed by the MHF nominating committee.

(b) attracting sponsors for the Foundation

(c) identifying projects with large scale fundraising potential

(d) assisting the Club in finding and securing new members

(2) Advocate to improve knowledge of the Club and Foundation in the community

(3) Support and advise the Foundation Board in discussion and decisions

4.05. The Foundation Board shall meet regularly at least once each calendar quarter and hold additional meetings at the call of the Executive Director, a majority of the Foundation Board, or the Club Board. In-person meetings are preferred; however, electronic meetings can be conducted when necessary.

4.06. Six members or two-thirds (added) of the full nine-member Foundation Board shall constitute a quorum for the transaction of all business, except in cases where a vote larger than a quorum is required under these Bylaws. At such times when the Board consists of less than nine appointed members, the quorum shall be two-thirds of the appointed members, with a majority being Club members in good standing, but no less than four members. Further, business can be transacted at any point during the meeting only so long as the required quorum is maintained. Unless otherwise specified in these Bylaws, approvals by the Foundation Board will be by a majority vote of the Directors present in a duly called meeting with the quorum requirement met.

4.07 Committees. Board Directors may form committees as required to assist in the performance of their duties. Committee members are not required to attend

any Board meetings, do not affect quorum in any way, and do not have any Board voting rights. (Added)

ARTICLE 5. BOARD OFFICERS

5.01. Seven members of the Board shall serve as Board Officers: the Executive Director, the Treasurer, the Secretary, the Director of Fundraising, the Director of Donor Relations, the Director of Granting and External Relations, and the Director of Investments. These Officers are appointed by the Club Board by 15 December of each year IAW the process in Article 4.

5.02. Except as otherwise provided below, all officers shall enter upon their official duties on 1 January of each year and shall serve at the pleasure of the Club for a nominal term of one (1) year or until their successors shall be duly appointed.

5.03. The Executive Director has the following duties and responsibilities:

- a. Be the executive officer of the Foundation, accountable for compliance with the published governance for the Foundation.
- b. Preside over all meetings of the Foundation Board.
- c. Promote the Mission of the Foundation and the positive image of the Club and the Foundation in the community
- d. Be an ex-officio non-voting member of all standing and special committees.
- e. Be a non-voting member of the Club Board and attend Club Board meetings as often as practical.
- f. Present the views and recommendations of the Foundation to the Club and carry out Club directives.
- g. Promote financial growth and support of the Foundation.
- h. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Foundation Board.

5.04. The Treasurer has the following duties and responsibilities:

- a. Prepare a Budget for submittal to the Foundation Board and final approval of the Club by 1 July of each year.
- b. Manage the Budget.
- c. Receive all funds paid to the Foundation and promptly deposit them in the official depositories in accordance with Foundation Policies and Procedures.
- d. Disburse funds on order of the Foundation Board.
- e. At all times, make available for inspection by the Executive Director, the Foundation Board, the Club, or any authorized auditors, the financial accounts and records of the Foundation.
- f. Make a financial report to the Board quarterly, at the annual meeting of the Club, and at such other times as the Executive Director or Foundation Board may require.
- g. Be a member of the Investment Committee.
- h. Cause to be prepared and filed all required state and federal tax and financial reports.
- i. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Executive Director or Foundation Board.
- j. Keep and maintain the Foundations financial records.

5.05. The Secretary has the following duties and responsibilities:

- a. Keep the Foundation books and records, including required State and Federal records but not the financial records.
- b. At all times, make available for inspection by the Executive Director, the Foundation Board, the Club, or any authorized auditors, the Foundation books and records.
- c. Keep minutes of the meetings of the Foundation Board and committees.

- d. Not later than 15 April of each year, initiate an review of Foundation governance (Bylaws, JOA, Policies, and Procedures) with the Foundation Board. Not later than 1 June, forward any proposed changes to Bylaws or JOA to the Club for approval, and an updated copy of Policies and Procedures, if changed, IAW Article IV.
- e. Provide all bills to the Treasurer for approval.
- f. Provide all communications received to the proper officers, committees, or members.
- g. Promptly reply to correspondence and provide all official reports required.
- h. Provide reports at such times as the Executive Director or Foundation Board may require.
- i. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Executive Director or Foundation Board.
- j. In the absence of the Executive Director, preside over all meetings of the Foundation Board.

5.06. The Director of Fundraising

- a. Chair the Strategic Fundraising Committee, members of which are appointed by the Foundation Board.
- b. Develop a strategic plan for fundraising, with annual goals and objectives, and coordinate same with the Treasurer, the Investment Committee Chair and, if necessary, the MHKC Director of Fundraising.
- c. Assist in development and maintenance of website fundraising sector, print materials, other advertising and solicitation materials and mechanisms to raise funds.
- d. Prepare and make presentations to the general public and organizations to promote the Foundation and its mission.

e. Develop a program for donors that provide recognition and other incentives at various levels of participation.

f. Develop a program that encourages donors to contribute assets from their estates in support of the Foundation Mission.

5.07 The Director of Donor Relations

a. Develop a program for keeping track of and increasing a donor list.

b.. Develop a program of Club and general public recognition of donors.

c. Coordinate with the Director of Granting and External Relations so that publicity has appropriate recognition of donors.

d. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Executive Director or Foundation Board for the purpose of raising funds and maintaining donor relations.

5.08. The Director of and Granting (previously changed) has the following duties and responsibilities:

a. Provide a Granting Plan for approval by the Foundation Board and presentation to the Club Board by 1 August of each year, IAW Foundation Policies and Procedures.

b. Chair the Granting Committee. This committee will consist of between five (5) and nine (9) Club members in good standing, appointed by the Foundation Board, willing to serve, and approved by the Club.

c. Provide publicity of the Foundation and its activities, including appropriate photographs and articles meeting the area news outlets' publication requirements.

d. Perform liaison with appropriate community groups.

e. Participate with the Secretary to provide website information to facilitate the grant application, review and selection process.

- f. Perform such duties as usually pertain to such an office or as may be assigned by the Executive Director or Foundation Board for the purpose of managing the Foundation Granting Plan.

5.09. The Director of Investments has the following duties and responsibilities:

- a. Chair the Investment Committee, members of which are appointed by the Foundation Board.
- b. Manage Foundation investments in accordance with the Policies and Procedures established by the Foundation.
- c. Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the Executive Director or Foundation Board.

Article 6. MEMBER RIGHTS

6.01. The Club, as sole member, shall have the right to access all records of the Foundation, require reports to be produced by the Foundation, and all other rights as set forth in these Bylaws.

Article 7. MULTI-YEAR CONTRACTUAL COMMITMENTS

7.01. The Foundation may enter into or terminate multi-year contractual commitments of more than one year in duration only with the specific written approval of the Club.

Article 8. COMMITTEES

8.01. The standing committees of the Foundation are the Granting Committee, Strategic Fundraising Committee, and the Investment Committee. The committees' members are appointed by the Board and, when required by these Bylaws, submitted for approval by the Club. The Foundation may create other committees as necessary or desirable and may make such Policies as it deems appropriate for standing committees and other committees.

Article 9. PUBLIC ACTIVITIES

9.01. The Foundation shall not be used in any way for political purposes, nor shall it, as a Foundation activity, participate in the political candidacy of any person.

Article 10. FINANCE & INVESTMENTS

10.01. Not later than 15 September of each year, the Foundation's Granting and Operations Budgets shall be adopted by the Board and presented to the Club Board.

10.02. The Foundation Board shall approve the official depository or depositories for the Foundation funds and shall designate who shall sign checks or make electronic transfers, subject to approval by the Club.

10.03. The invested assets of the Foundation will be managed according to prudent standards in accordance with common trust law.

Article 11. AMENDMENTS

11.01. No amendment to these Bylaws shall become effective until approved by the Club.

11.02. Prior to submittal to the Club for approval, amendments to these Bylaws will be **endorsed** by a two-thirds (2/3) vote of not less than six members of the Foundation Board present at any meeting while **this** quorum is maintained.

11.03. The Club may adopt amendments to these Bylaws. Club-initiated amendments will be coordinated with the Foundation Board prior to Club vote.

Article 12. PARLIAMENTARY AUTHORITY

12.01. The latest edition of Robert's Rules of Order shall be the parliamentary authority for all matters of substance or procedure not specifically covered by these Bylaws.

13. SEVERABILITY

13.01. If any provision of these Bylaws is held invalid, all other provisions shall remain in effect.

Article 14. TERMINATION OF FOUNDATION

14.01. The Foundation Board has no authority to terminate the Foundation. The Foundation can only be terminated by the Club in accordance with the Articles, Bylaws, and Policies of the Club.