

**BY-LAWS**  
**OF**  
**HAGERSTOWN KIWANIS WE BUILD FOUNDATION, INC.**

(A Maryland Non-Stock Corporation  
Organized for Scientific, Educational and Charitable Purposes  
Pursuant to Title Five, Subtitle Two of  
The Corporations and Associations Article of the Annotated Code of Maryland)

ARTICLE I - OFFICES

The principal office of the Foundation shall be located at 805 Pennsylvania Avenue, Hagerstown, Maryland 21742. The Foundation may have such other offices, either within or without the State of Maryland, as the Board of Directors may designate or as activities of the Foundation may from time to time require.

ARTICLE II - MEMBERS

The Foundation has elected in its Articles of Incorporation to have no Members of the Foundation. For the purposes of any law or rule pertaining to members of a non-stock Foundation, the directors of the Foundation also constitute the Members.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the Foundation shall be managed by or under the direction of the Board of Directors, who shall in all cases act as a Board in the manner provided in this Article and by the laws of this State. Without limiting the generality of the foregoing provision, the Directors shall have all the powers of members of a non-stock Foundation under the laws of this State. The Directors may adopt rules and regulations for the conduct of their meetings and the management of the Foundation which are non inconsistent with the Articles of Incorporation, these By-Laws or the laws of this State.

2. COMPOSITION, QUALIFICATIONS, NUMBER, ELECTION AND TENURE.

The Board of Directors of the Foundation shall consist of members of the Kiwanis Club of Hagerstown, Maryland, Inc., sometimes known as the Downtown Hagerstown Kiwanis Club, (hereinafter sometimes referred to as "the Club"), and shall be the officers (President, First Vice-President, Second Vice President, Secretary, Treasurer and Immediate Past

President), and other members of said Club. Unless otherwise provided herein, the Officers of the Club shall serve as the Officers of the Foundation. Officers and Directors shall be elected by vote of the general membership of the Club at its annual meeting for that purpose in accordance with the By-laws of the Club. Resignation, removal and replacement of Officers and Directors of the Foundation shall be governed by these By-laws and the By-laws of the Club.

### 3. ANNUAL AND REGULAR MEETINGS.

The annual meeting of the Directors shall be held without other notice than this By-law, on the First Thursday in April of each year at such time and in such place as may be designated by written notice to the Directors, for the purpose of transacting such business as may come before the meeting. Other regular meetings of the Directors shall be held, without notice other than this By-law, on the First Thursday of each month at such time and at such place as may be designated by written notice to the Directors, for the purpose of transacting such business as may come before the meeting. The Directors may change by resolution, the place, date and time of the annual and other regular meetings without further notice than such resolution. The Directors may fix, by resolution, the place, date and time for the holding of additional regular meetings without notice other than such resolution.

### 4. SPECIAL MEETINGS.

Special meetings of the Directors may be called by or at the request of the President, First Vice-President, Second Vice-President or any four Directors. If a special meeting is called at another meeting of the Directors, the Directors may fix, by resolution, the place, date and time for the holding of such special meeting without other notice than such resolution. Otherwise, the person or persons authorized to call the meeting may fix the place, date and time of the meeting and give notice thereof. Unless otherwise provided herein, notice of such special meeting shall be delivered by telephone, telegraph, telefax, or in person at least 48 hours prior to the time of the meeting, or by mail, first class postage prepaid, posted not less than five (5) days prior to the time of the meeting. The notice need not state the purpose of the meeting. Attendance at a special meeting shall constitute a waiver of notice of such meeting, except when a Director attends such meeting for the sole purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

### 5. MEETINGS BY CONFERENCE CALL.

A meeting of the Directors may be held by means of telephone conference call or similar communication equipment if the notice of the meeting so provides and all persons participating in the meeting can hear and speak to each other.

### 6. CONDUCT OF MEETINGS.

The President, or in his absence, the First Vice-President, or in his absence, the Second Vice President, shall preside over any meeting of Directors, but if neither the President or either Vice-President is present, the Directors shall chose a Chairman of the meeting. The Secretary shall act as Secretary of the meeting, but if the Secretary is not present, the Chairman

of the meeting shall appoint an acting Secretary for the meeting.

7. QUORUM.

At any meeting of Directors, a majority of the entire Board, or five (5) Directors (including Officers), whichever is less, shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of those Directors and Officers present may adjourn the meeting from time to time without further notice.

8. MANNER OF ACTING.

Except as otherwise provided by the Articles of Incorporation, these By-laws or the laws of the State of Maryland, the majority vote of the Directors present at a duly constituted meeting of Directors at which a quorum is present shall constitute the act of the Board of Directors.

9. PRESUMPTION OF ASSENT.

A Director or Officer of the Foundation who is present at a meeting of the Directors shall be presumed to have assented to any action taken at the meeting, unless his or her dissent to such action shall be entered into the Minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment of the meeting thereof or shall forward such dissent to the Secretary of the Foundation by certified mail, return receipt requested, immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action or who failed to manifest his or her dissent at the meeting.

10. ORDER OF BUSINESS.

The suggested order of business at meetings of the Directors shall be as follows:

- (1) Roll call and determination of quorum.
- (2) Proof of notice of meeting.
- (3) Amendment of (if necessary) and approval of Minutes of preceding meeting.
- (4) Reports of Officers.
- (5) Reports of Committees.
- (6) Old business.
- (7) New Business.

(8) Any other business to come before the meeting.

(9) Adjournment.

11. RESIGNATION OF DIRECTORS.

A Director may be resign at any time by giving written notice to the Secretary of the Foundation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation by the Board of Directors shall not be necessary to make it effective. The Secretary, if resigning, shall give such written notice to the President.

12. REMOVAL OF DIRECTORS.

A Director may be removed in accordance with the By-laws of the Club.

13. VACANCIES ON THE BOARD.

Vacancies created by death, resignation, ineligibility or removal of Directors who are not ex-officio members of the Board, (i.e., the Officers of the Club), shall be replaced by appointment made by the Foundation President and shall serve until the next regularly scheduled election.

14. COMPENSATION.

No compensation shall be paid to Directors for their services as Directors. This By-law shall not be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE IV - COMMITTEES

1. GENERAL POWERS.

The administration of the business and affairs of the Foundation shall be assisted and supported by Standing and Special Committees of the Foundation, each of which shall in all cases act as a Committee in the manner provided in this Article and by the laws of the State of Maryland. Each Committee shall advise, make recommendations to and generally assist the Board in carrying out its responsibilities within the functional area assigned to such Committee. Each Committee shall exercise the administrative powers, duties and responsibilities assigned to it by these By-laws or by resolution of the Directors, subject to the overall supervision and direction of the Board. Each Committee may adopt rules and regulations for the conduct of its meetings and the exercise of its assigned administrative powers, duties and responsibilities which are not inconsistent with the Articles of Incorporation, these By-laws or the laws of the State of Maryland.

2. STANDING COMMITTEES.

There shall be three Standing Committees: (1) Scholarships, (2) Funding, and (3) Investments.

3. SPECIAL COMMITTEES.

The Board of Directors may, from time to time, establish and constitute Special Committees of the Foundation with specified purposes and terms of existence. Each Special Committee shall have such administrative powers, duties and responsibilities as may be assigned to it by the Directors from time to time and which are not inconsistent with these By-laws.

4. COMPOSITION, QUALIFICATIONS, ELECTION AND TENURE.

Committee members shall be members of the Club and shall serve from date of appointment until the next September 30. Members shall be appointed by the Board of Directors of the Foundation. The chairman of a committee shall be a Director or Officer of the Foundation.

5. MEETINGS AND NOTICE.

Meetings shall be held on an "as-needed" basis to conduct the business of the committee. Meetings shall be held at such times and places as agreed by the members thereof or as designated by the Chairman. Forty-eight hour verbal notice of a meeting shall be deemed sufficient notice thereof.

6. ORGANIZATION.

(Reserved)

7. CONDUCT OF MEETINGS.

The Committee Chairman shall preside over any meeting of the Committee, but if the Committee Chairman is not present, the Members shall choose a Chairman of the meeting. The Chairman of the meeting shall appoint a Secretary of the meeting.

8. QUORUM.

At any Committee meeting, a majority of the entire Committee shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of the Committee members present may adjourn the meeting from time to time without further notice.

9. MANNER OF ACTING.

A majority vote of the Committee members present at a duly constituted

meeting of the Committee at which a quorum is present shall constitute the act of the Committee. A Committee also may act without a meeting by the unanimous written consent of all Committee members.

10. REMOVAL OF COMMITTEE MEMBERS.

A Committee member may be removed at any time, with or without cause, by Order of the President, or by a two-thirds majority vote of the Directors present at a duly constituted meeting of the Directors at which a quorum is present.

11. VACANCIES ON COMMITTEE.

A vacancy on a Committee resulting from the death, incapacity, ineligibility, resignation or removal of a Committee member, or for any other reason, shall be filled by appointment by the President, subject to the removal authority of the Directors.

12. COMPENSATION.

No compensation shall be paid to Committee members for their services as Committee members. This By-law shall not be construed to preclude any Committee member from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE V - OFFICERS

1. COMPOSITION, QUALIFICATIONS, ELECTION AND TENURE.

Unless otherwise provided herein, the Officers of the Foundation shall be the Officers of the Club, and shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and an Immediate Past President. Officers shall be elected by the Club in accordance with the By-laws of the Club, at its annual meeting. Each Officer shall hold office for a term of one (1) year, from October 1 to September 30, except that the term of any Officer appointed or elected to fill a vacancy shall expire at the next annual meeting of the Club. Unless removed in accordance with these By-laws, each Officer shall hold office until the next annual meeting of the Club, at which his term of office expires and until his or her successor has been duly elected and qualifies. The provisions of this By-law shall not be deemed to create any contract right or other employment rights in favor of any Officer, to alter or affect such rights, if any, or to limit the power of the Board of Directors to remove any Officer of the Foundation at any time, with or without cause.

2. SUSPENSION OR REMOVAL.

Any Officer, employee or other agent of the Foundation may be suspended or removed at any time, with or without cause, by two-thirds (2/3) majority vote of the Directors present at a duly constituted meeting of the Directors at which a quorum is present. Any such suspension or removal shall be without prejudice to the contract or other employment rights, if any, of the person so removed.

3. VACANCIES IN OFFICE.

Vacancies in the offices of Second Vice-President, Secretary and Treasurer shall be appointed by the President, and need not necessarily be an Officer of the Club. Vacancy in the office of President shall be filled by the First Vice-President. Vacancy in the office of First Vice-President shall be filled by the Second Vice-President.

4. PRESIDENT.

The President shall be the presiding officer of the Board of Directors of the Foundation and, subject to the overall supervision and direction of the Board, shall organize and coordinate the activities and business of the Board and generally oversee the executive functions of the Foundation. He or she, shall, when present, preside at all meetings of the Directors. He or she may sign, with the Secretary or any other proper officer of the Foundation thereunto authorized by the Directors, any deeds, mortgages, bonds, contracts or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these By-laws or the Directors to some other Officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. He or she shall, in general, perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Directors from time to time.

5. FIRST VICE PRESIDENT.

In the absence of the President or in the event of his or her death, incapacity or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as may be assigned to him or her by the Directors or the President, from time to time.

6. SECOND VICE PRESIDENT.

In the absence of the President and the First Vice President, or in the event of their deaths, incapacity or refusal to act, the Second Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Second Vice President shall perform such other duties as may be assigned to him or her by the Directors or the President, from time to time.

7. SECRETARY.

The Secretary shall keep the minutes of the Directors' meetings in one or more books provided for that purpose, see that all notices are duly given as required or permitted by these By-laws or otherwise, be custodian of the corporate records and seal, if any, of the Foundation, and in general perform all duties as may be assigned to him or her by the Directors or the President from time to time.

8. TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds of the Foundation, receive and give receipts for all moneys donated, or due and payable to the Foundation from any source whatsoever, deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws, and in general, perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Directors of the President, from time to time.

9. COMPENSATION.

No compensation shall be paid to the Officers for their service as Officers. This By-law shall not be construed to preclude any Officer from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Directors may authorize any Officer or Officers, agent or agents, 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.

2. LOANS.

No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by resolution adopted by two-thirds (2/3) majority vote of the Directors present at a duly constituted meeting of the Directors at which a quorum is present. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by two (2) Officers of the Foundation or by such Officers or agents of the Foundation and in such manner as the Directors shall, by resolution, from time to time prescribe.

4. DEPOSITS.

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Directors may from time to time select.

ARTICLE VII - PURPOSE, RESTRICTIONS AND POLICIES



1. PURPOSE.

The purposes of the Foundation are:

(a) To receive and administer funds for scientific, educational, and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons or Foundations, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Foundation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Foundation, or any laws applicable thereto.

(b) Without limiting the generality of the foregoing, one of the principal purposes of the Foundation shall be the fostering of educational opportunities for youth of the Hagerstown-Washington County area, through scholarships, grants, loans to individuals and groups and support of recognized community organizations that promote the social, physical and intellectual development of youth.

(c) Without limiting the generality of the foregoing, another of the principal purposes of the Foundation to give primacy to the human and spiritual, rather than to the material values of life; to encourage the daily living of the Golden Rule in all human relationships; to promote the adoption and application of higher social, business, and professional standards; to develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship; to provide, through this Foundation, a practical means to form friendships, to render altruistic service, and to build a better community; and to cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(d) The purposes for which the Foundation is organized shall be confined to those which are strictly scientific, educational, and charitable.

(e) To receive, administer and distribute funds and other property solely for charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

(f) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, in order to carry out the purposes set forth hereinabove, provided that such activity is permitted by: (1) a Foundation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, and (2) a Foundation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

2. GENERAL RESTRICTION.

Notwithstanding any other provisions of this Article, no funds of the Foundation or any income therefrom shall be used for any purpose or in any manner that is not permitted by the Articles of Incorporation or the laws of the State of Maryland.

3. INVESTMENT POLICY.

Subject to the provisions of the Articles of Incorporation, the general laws of the State of Maryland pertaining to Trustees and Fiduciaries, and this Article, the Foundation shall prudently invest the assets in such investments as are suitable to accomplish the purposes of the Foundation. The provisions of this By-law, however, shall not prevent the Foundation from acquiring and holding real or tangible personal property of any kind if the Directors, by resolution determine that the acquisition of such property by the Foundation is in the Foundation's best interests.

4. INVESTMENT RESTRICTIONS.

The assets of the Foundation shall be invested subject to the following restrictions:

(a) The primary investment assets of the Foundation shall consist of U. S. Government securities, including mutual funds invested in U. S. Government securities, insured Certificates of Deposit, savings accounts and similar instruments and accounts at insured commercial banks, savings banks and savings and loan institutions, and listed marketable securities of at least investment-grade quality.

(b) The total amount of all investments in listed marketable securities shall not exceed fifty (50%) percent of the total assets of the Foundation.

(c) Other restrictions. (Reserved)

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Foundation shall begin on October 1 in each year.

ARTICLE IX - CORPORATE SEAL

The Directors shall prescribe a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Foundation, the State of Incorporation, year of incorporation and the words, "Corporate Seal".

## ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever notice is required to be given to any Officer or Director of the Foundation under the By-laws, the Articles of Incorporation, or the laws of the State of Maryland, 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 XI - AMENDMENTS

These By-laws may be altered, amended or repealed, and new By-laws may be adopted by the members of the Club, in accordance with the By-laws thereof, or by a majority of the votes cast at a duly constituted annual or special meeting of the members of the club at which a quorum is present, if the notice of the meeting specifies the proposed action.

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