

AMENDED AND RESTATED
CODE OF BY-LAWS
OF
KOSCIUSKO COUNTY COMMUNITY FOUNDATION, INC.

ARTICLE I
Identification

Section 1.01. Name.

The name of the Foundation is Kosciusko County Community Foundation, Inc. (hereinafter referred to as the "Foundation").

Section 1.02. Place of Keeping Corporate Books and Records.

The books of account, records, documents, and papers of the Foundation shall be kept at any place or places within Kosciusko County, Indiana as directed by the Board of Directors. In the absence of a direction, the books of account, records, documents and papers shall be kept at the principal office of the Foundation.

Section 1.03. Fiscal Year.

The fiscal year of the Foundation shall be July 1, through June 30, of each year until such time as changed by resolution of the Board of Directors of the Foundation.

ARTICLE II
Audits and Reports

A. An independent auditor appointed or approved by the Board shall at such time as the Board may determine but at least annually, prepare for the Foundation financial statements, including a statement of financial position and a statement of activities, and such other additional reports or information as may be ordered from time to time by the Board. The auditor's charges and expenses shall be proper expenses of administration.

B. The Board shall at least annually publish an annual report of its financial condition, activities and distributions and make the report available to the Foundation's stakeholders, the general public, and the media.

ARTICLE III
The Board of Directors

Section 3.01. Number.

The number of Directors of the Foundation shall be at least 19, but not to exceed 23. Members shall be selected as follows:

- (a) One, appointed by the Governing Body of Warsaw-Winona Lake Ministerial Association, or its successor organization.
- (b) One, appointed by the Governing Body of Kosciusko County Bar Association, or its successor organization.
- (c) One, appointed by the Judge of the Circuit Court of Kosciusko County
- (d) Two, appointed from industries located in Kosciusko County appointed at large by a nominating committee of the Board of Directors (February 6, 1989 action).
- (e) Up to eighteen, appointed at large by a nominating committee of the Board of Directors.

Section 3.02. Management.

The business, property and affairs of the Foundation shall be managed by the Board of Directors.

Section 3.03. Other Meetings.

Regular meetings of the Board of Directors may be held, without notice, at such time as may from time to time be fixed by resolution of the Board. Special meetings of the Board of Directors may be called at any time by the President, Vice President, or Chief Executive Officer (CEO) and shall be called on the written request of any member of the Board of Directors. Notice of such a special meeting shall be sent by the Secretary to each Director at his/her residence or usual place of business by letter, telegram, facsimile or e-mail at such time that, in regular course, such notice would reach such place not later than during the second day immediately preceding the day for such meeting; or may be delivered by the Secretary to a Director personally at any time during such second preceding day. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and notice may be waived (either before or after the time of the meeting) by absent Directors, either by written instrument or telegram, facsimile or e-mail. Such meetings shall be held in Warsaw, Indiana, at such place as may be specified in the respective notices, or waivers of notice, thereof, unless otherwise agreed by the Board of Directors.

Section 3.04. Participation in Meetings.

Any or all Directors may participate in a meeting of the Board or committee of the Board by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.05. Action Without a Meeting.

Any action which may be taken at a Board of Directors' meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken.

Section 3.06. Quorum.

A majority of the actual number of Directors appointed shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law or these By-Laws.

Section 3.07. Appointment, Term of Office and Qualification.

(a) Qualifications: The Board of Directors of the Foundation shall consist of United States citizens who reside in or near Kosciusko County, Indiana. Each Board Member is to be elected for knowledge of the educational, cultural, civic, moral, public and other charitable needs of Kosciusko County, and shall serve without compensation except for reasonable expenses incurred for the Foundation. Members appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as representatives of any interest or group.

(b) Appointment: Directors shall be appointed as provided in Section 3.01 hereof.

(c) Term of Office: The term of office of each appointed Board Member shall be five (5) years, commencing on the first day of the fiscal year of the Foundation (July 1). Each member of the Board of Directors shall continue in office until his/her successor is appointed or elected.

(d) Maximum Terms: Board Members shall serve no more than two consecutive terms.

Section 3.08. Removal.

Any Director may be removed, either with or without cause, as provided by law, at any special meeting or regular meeting of the Board of Directors, so long as 10 days written notice has been given to the member sought to be removed.

Section 3.09. Vacancies.

Members who by change of citizenship, residence, office, or employment cease to be qualified shall automatically cease to be members. Failure without excuse acceptable to the Board to attend three consecutive regular meetings of the Board shall operate as a resignation. Vacancies by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term in the same manner as the original appointment or election. If those entitled to fill any vacancy by appointment fail to do so within sixty days after request by the Board, the Board may fill the vacancy.

Section 3.10. Compensation of Directors.

All Directors shall serve without compensation except for reasonable expenses incurred for the Foundation, provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor.

Section 3.11. Organization of Board of Directors.

The Board shall first organize as soon as convenient and shall thereafter meet annually during the month of November, and whenever called by the President, or any three members, by at least five days advance notice to all members. It may adopt and from time to time amend By-Laws, rules, and procedures not consistent with this Instrument and provide for methods of voting and action between meetings and appoint and delegate duties to committees. A majority of the Board shall constitute a quorum and a majority of those present may act, except when a larger vote is expressly required. At the first meeting, each annual meeting and whenever a vacancy exists, the Board shall elect a President and a Vice President, and a Treasurer from among its members, and a Secretary of the Foundation who may, or may not, be a member of the Board or an employee of the Foundation and shall be subject to removal at any time. The Secretary shall perform such duties as the Board may determine and shall keep a complete record of the proceedings of the Board. Any action or direction of the Board may be relied upon if in writing signed by the President or other person duly authorized by the Board.

Section 3.12. Miscellaneous.

(a) The Board, from time to time, may appoint, as Advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Foundation's purposes.

(b) The Board is authorized to employ such persons, including an executive officer, attorneys, agents, and assistants, as in its opinion are needed for the administration of the Foundation and to pay reasonable compensation for services and expenses thereof.

(c) The Board shall take all appropriate actions to make the Foundation known to the people of Kosciusko County and in that connection seek gifts to the Foundation from a wide segment of the population of Kosciusko County.

(d) Each member of the Board shall serve in a fiduciary capacity, and shall refrain from exercising any powers in such manner as to disqualify the Foundation from Federal income tax exemption as a qualified charitable organization or any gift from deduction as a charitable contribution, gift, or bequest in computing Federal income, gift or estate tax of the donor or his/her estate.

(e) Neither the Board nor any of its members individually, shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following if done in good faith; errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

Section 3.13. Distributions and Disbursements.

(a) The Board shall from time to time but not less frequently than yearly (i) determine all distributions to be made from net income and principal of each fund pursuant to provisions of this Instrument and donors' directions from time to time applicable, and make payments to organizations or persons to whom payments are to be made, in such amount and at such times and with such accompanying restrictions, if any,

it deems necessary to assure use for the charitable purposes and in the manner intended, and (ii) determine all disbursements to be made for administrative expenses incurred by the Board and make payment thereof and funds to be charged.

(b) All determinations shall be by affirmative vote of a majority of the Board, unless otherwise expressly provided herein or by direction of the donor as a condition of the gift (which is nevertheless subject to variance as provided in Article III 3.1 C of the Articles of Incorporation).

(c) Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal.

(d) The Board shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of Kosciusko County through distribution of funds given for charitable purposes, and may direct disbursements for such fact gathering and analysis, investigation and research from funds given for such purposes or from funds given without direction as to purpose. Disbursements for other proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to pay so far as possible, first from any funds directed by the donor for such purpose, and any balance out of income of the Foundation funds.

(e) The Board may, in furtherance of the Foundation's charitable purposes, when needs therefore have been determined, and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE IV **Executive Committee**

Section 4.01.

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer of the Board of Directors, the CEO of the Foundation, and the Chairs of the public relations, finance and investment, grant and scholarship, donor relations, and governance committees.

Section 4.02. Powers of the Executive Committee.

During the intervals between meetings of the Board of Directors, and subject to such limitations as may be required by law or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except that the Executive Committee shall not have authority to amend the By-Laws.

Section 4.03. Meetings; Procedure; Quorum.

(a) Regular meetings of the Executive Committee may be held, without notice, at such time and place as may from time to time, be fixed by resolution of the Executive Committee. Special meetings of the Executive Committee may be called at any time by any member of the Executive Committee. Notice of such a special meeting shall be sent to each member of the Executive Committee at his/her residence or usual place of business by letter or telegram, facsimile, or e-mail at such time that, in regular course, such notice would reach such place not later than during the day immediately preceding the day for such meeting; or may be delivered to a member personally at any time during such immediately preceding day. Notice of any such meeting need not be given to any member of the Executive Committee who has waived such notice, either in writing or by telegram, arriving either before or after such meeting, or who shall be present at the meeting. Any meeting of the Executive Committee shall be a legal meeting, without notice thereof having been given, if all the members of the Executive Committee who have not waived notice thereof in writing or by telegram, facsimile, or E-mail shall be present in person. A majority of the Executive Committee, from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the Executive Committee. The members of the Executive Committee shall act only as a Committee, and the individual members shall have no power as such. All minutes of meetings of the Executive Committee shall be submitted to the next succeeding meeting of the Board of Directors for approval; but failure to submit the same or to receive the approval thereof shall not invalidate any completed or uncompleted action taken by the Foundation upon authorization by the Executive Committee prior to the time at which the same shall have been, or were, submitted as above provided.

(b) A majority of the Executive Committee with the approval of the President of the Board of Directors and/or Vice President of the Board of Directors may approve any fund agreement with any individual or organization and the Foundation by a telephone approval. All fund agreements so approved shall be submitted to the next meeting of the Executive Committee, but failure to submit the same or to receive the approval thereof shall not invalidate any completed or uncompleted action taken by telephone approval by such majority.

ARTICLES V
Additional Committees

Section 5.01. Standing Committees.

The standing committees are as follows:

Donor Relations Committee:

Works to ensure development of donors by building relationships with current and potential donors and develops a plan for identifying and contacting potential donors. Involves and educates Board Members, emphasizing the need to understand their role in endowment building. Defines and establishes the kinds of funds the Kosciusko County Community Foundation, Inc. will accept and present recommendations for Board approval.

Finance and Investment Committee:

Works to protect the endowment of the Foundation and monitors the investment performance. Annually, recommends an auditor for full Board approval, annually recommends the operating budget to the executive committee in preparation for the new fiscal year, functions as the investment committee and annually determine the spending policy rate for recommendation to the full Board and review insurance coverage in relation to comprehensive risk assessment.

Governance Committee:

Responsible for recruiting, nominating, the orientation, and the assessment of the Board Members. Guides Board Members as to their role and responsibilities, advises the CEO on Board committee appointments develops and reviews policies appropriate to governance of the organization. Calls for a strategic planning process when needed to establish, prioritize, monitors and evaluates the Foundation’s shared vision, objectives, and long-range goals.

Grant and Scholarship Committee:

Responsible for the grantmaking programs, including scholarship that will meet the needs of the Kosciusko County community while furthering the mission of the Foundation, be knowledgeable of community needs by accessing available data or by participating in needs assessment activities and use a proactive approach to grantmaking when possible to promote projects that will address unmet community needs.

Public Relations Committee:

Works to promote awareness of the Foundation and its function in the community in a manner that is consistent with adopted ethical and operational standards and best practices, to guide the Foundation staff in implementing and monitoring an overall marketing plan, to recommend marketing and public relations activities. Works with the donor relations committee when appropriate to help further their goal of developing donors and to help maximize the visibility of the Foundation.

Section 5.02. Ad Hoc Committees.

Ad Hoc Committees may be formed as needed.

ARTICLE VI
Officers of the Foundation

Section 6.01. Election.

At its annual meeting, the Board of Directors shall elect a President, Vice President, Secretary, Treasurer, Chief Executive Officer (CEO) and such assistants or other officers it may decide upon for a term of one year, with a limit of four consecutive terms, with the exception of the CEO position, which does not have a term limit. Any two or more offices, except the office of President and Treasurer, may not be held by the same person.

If the annual meeting of the Board of Directors is not held at the time designated in these By-Laws, current officers shall hold over their offices until their successors are chosen and qualified, unless sooner removed as provided in these By-Laws.

Section 6.02. Vacancies.

Whenever any vacancies occur in any office by death, resignation, increase in the number of offices of the Foundation, or otherwise, such vacancy shall be filled by the Board of Directors, and the officer so elected shall hold office until his/her successor is chosen and qualified, unless sooner removed as provided for the applicable law.

Section 6.03. Removal.

Any elective officer of the Foundation may be removed, either for or without cause, at any time by majority vote of the entire Board of Directors.

Section 6.04. President of the Board of Directors.

The President of the Board of Directors shall preside at all meetings of the Board of Directors, and, subject to the approval of the Board of Directors, he or she shall direct the policies and management of the Foundation. The President of the Board of Directors shall discharge all the duties inherent to a presiding officer and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or as prescribed by law or these By-Laws.

Section 6.05. Vice President of the Board of Directors.

The Vice President of the Board of Directors shall perform all duties incumbent upon the President of the Board of Directors during the absence or disability of the President of the Board of Directors and perform such other duties as these By-Laws require or the Board of Directors may prescribe; provided that if the Board of Directors elects more than one Vice President of the Board of Directors, their right to act during the absence or disability of the President of the Board of Directors shall be in the order in which their names appear in the resolution, or resolutions, electing such Vice President of the Board of Directors.

Section 6.06. The Secretary.

The Secretary shall attend all meetings of the Board of Directors and executive committee, and shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He or she shall attend to the giving and serving of all notices of the Foundation.

The Secretary shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe from time to time.

Section 6.07. The Treasurer.

The Treasurer shall maintain or cause to be maintained a correct and complete record of account showing accurately at all times the financial condition of the Foundation. He or

she shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of the Foundation. He or she shall immediately deposit or cause to be deposited all funds of the Foundation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Foundation.

Section 6.08. Assistant Officers.

Such assistant officers as the Board of Directors shall from time to time designate and elect shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as these By-Laws or the Board of Directors may prescribe. An assistant secretary may attest, in the event of the absence or disability of the secretary, to the execution by the Foundation of all documents.

Section 6.09. Chief Executive Officer – CEO.

(a) The Board shall elect a Chief Executive Officer (CEO) of the Foundation who shall serve at the pleasure of the Board of Directors. The Board of Directors shall determine the compensation of the CEO, who may be a full time or part time employee of the Foundation. The CEO of the Foundation shall have such duties as may be from time to time bestowed upon said CEO. The CEO shall be authorized to sign all fund agreements on behalf of the Foundation when authorized by the Board of Directors or by the Executive Committee.

(b) The CEO shall be an ex-officio member of the Board of Directors, but shall not have voting power.

Section 6.10. Delegation of Authority.

In case of the absence of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VII
Contracts, Checks, Notes, Etc.
Special Corporate Acts

Section 7.01. Contracts and Checks.

All contracts and agreements entered into by the Foundation and all checks, drafts, and bills of exchange, and orders for the payment of money shall be signed by those officers or employees designated by the Board of Directors from time to time. Any deeds, mortgages, leases, notes or bonds of the Foundation shall be executed by and require the signature of the President or Vice President of the Board of Directors, and also the signature of the Secretary of the Foundation, unless otherwise authorized by the Board of Directors.

ARTICLE VIII
Variance Power, Policies and Procedures

Section 8.01. Component Funds and Variance Power.

With respect to all component funds of the Corporation, whether expressly granted in any fund agreement, document or communication with any donor;

(a) The Corporation shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified charitable purposes or to specified organizations if in the sole judgment of the governing body (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served;

(b) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law; and,

(c) To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the governing body) return of net income (within the meaning of paragraph (f)(11)(v)(F) of this section) over a reasonable period of time (as determined by the governing body).

Section 8.02. Policies and Procedures.

The Board of Directors shall approve and adopt such policies and procedures for the operation of the Corporation and management of its component funds as required by law and/or determined from time to time by the Board. All policies and procedures shall be consistent with the Federal tax laws applicable to public charities and community foundations and any state law requirements. Policies and procedures shall be reviewed periodically and may be amended from time to time by Board action. The Board may consult with outside advisors including accountants and attorneys as necessary to ensure compliance.

ARTICLE IX
Amendments

Section 9.01. Amendments.

The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors of the Foundation. Amendment of the By-Laws of the Foundation may be made at any regular meeting of the Board of Directors or a specially held meeting of the Board of Directors for such purpose.

ARTICLE X
Certification

I certify that the above and foregoing Amended and Restated By-Laws are a true and correct copy of the By-Laws of Kosciusko County Community Foundation, Inc. duly adopted by the Board of Directors on the 9th day of September 2019.



Secretary

Attest:



President of the Board of Directors

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