

DRAFT

**CONSTITUTION OF THE
KFEIRIAN REUNION FOUNDATION, INC.
FOURTH EDITION**

Revised and Submitted by James Donley: March 15, 2024

Submitted to the Board of Trustees for approval: March 25, 2024

Approved by the Board of Trustees: March 25, 2024

Submitted to the 2024 General Assembly:

Approved by the 2024 General Assembly:

Constitution in effect 30 days post General Assembly Approval:

Board of Trustees Approval: Kfeirian Reunion Foundation, Inc. Constitution

Signature and Date (after approval by the General Assembly)

Rebecca Rahal Anderson, President _____

Joseph Peck, Vice President _____

Thomas Bevins, Secretary _____

Denise Mickel Russell, Treasurer _____

Lori Thabet Ketchum _____

Cheryl Slater _____

Sherry Mickel Parrish _____

Greg Hanna _____

Michael Joseph _____

ARTICLES OF INCORPORATION
OF
KFEIRIAN REUNION FOUNDATION, INC.

Our founding men and women created a corporation not for profit under the General Corporation Act of Ohio, certified:

FIRST: The name of said corporation is KFEIRIAN REUNION FOUNDATION, INC.

SECOND: The purposes for said corporation are:

- (A) To provide a suitable method of association and reunion for all members where members are further defined as:
 - a. General members: Those people who participate, support and have a sincere interest in the culture and ways of the Kfeirian Reunion Foundation, Inc.
 - b. Voting members: General members of Kfeirian descent and their spouse. Voting members must be 18 years and older.
- (B) To instill in our members a love for our democratic way of life, with its freedom of opportunity, freedom of worship, and justice under law, to promote and foster education, religion and genealogical research among Kfeirians; and to give aid and assistance to, and to attend the welfare of, all Kfeirian families, wherever they may be.
- (C) To be fiscally responsible through money management and investing opportunities in order to accomplish the purposes of said corporation.

The Kfeirian Reunion Foundation, Inc. was incorporated on April 14, 1949 in Columbus, Ohio in the county of Franklin. The reunion has a Certificate of Continued Existence recorded with the Secretary of State in the State of Ohio, Charter Entity Number 212671 in Volume 573, Page 92, of the Records of Incorporations. The first agent of this corporation was J. G. Jamra appointed April 13, 1949. The reunion must file a Certificate of Continued Existence and pay the required fee every five years with the next filing to occur in **October 2027**. The contact for the reunion must reside in the state of Ohio. An email is also sent to the Kfeirian Treasurer from the State of Ohio. Failure to file the Certificate of Continued Existence in a timely manner will result in the reunion's incorporation being dissolved.

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ARTICLE I – Reunions and Meetings

Section 1. Annual Reunions

The annual reunion of this corporation shall be held on up to four consecutive days of Friday, Saturday, Sunday, and the Monday designated as Labor Day.

Section 2. Reunion Site

A Site Selection Committee made up of members of the Board shall select the location for the upcoming year and gain approval from the Board of Trustees.

Section 3. Annual Meetings

The annual meeting of the General Assembly of this corporation shall be held during the annual reunion conducted by this corporation.

Section 4. Quorum

At all such meetings a majority of the Board of Trustees shall constitute a quorum for the transaction of business.

ARTICLE II – Trustees

Section 1. Number and qualifications of Trustees

The number of Trustees shall be nine (9), who shall be eighteen (18) years of age or older and members in good standing. Such Trustees shall be elected at the annual meeting of the General Assembly. When the number of candidates matches the number of Board of Trustee positions, acceptance of nominations shall fill the available positions. When the number of candidates exceeds the number of Board of Trustee positions, a secret ballot will be utilized. All Trustees shall hold office for a period of three (3) years, with the exception of the outgoing Board President, who shall become an Ex-Officio member of the incoming Board in an advisory capacity, for a period of one (1) year only.

Section 2. Grounds for removal

Any Board of Trustee member who fails to attend two (2) consecutive Board meetings without a valid excuse is subject to removal.

Section 3. Powers of the Board

All powers and authority of the corporation shall be vested in the Board of Trustees, and its affairs, including the administration of any funds to be established, shall be managed and controlled by said Board, except as otherwise provided in the Articles of Incorporation or amendments thereto. Insofar as practicable, matters of

legislative policy shall be left to the annual meeting of the members of the General Assembly.

The Board of Trustees will adopt detailed procedures to help organize and govern the reunion.

Section 4. Vacancies

Vacancies caused by death, resignation or otherwise, may be filled by a majority vote of the Board of Trustees for the unexpired term or until an election to fill such vacancy is held by the members of the General Assembly.

Section 5. Meetings of the Board

The Board of Trustees shall meet at least once every six (6) months, one such meeting to be held within a week after the annual meeting of the General Assembly. Such meetings may be conducted via virtual platforms or onsite following the meeting of the General Assembly. Periodic meetings may be called to address planning and organizing upcoming reunions or other timely topics. Special meetings of the Board of Trustees may be held from time to time whenever called by the President or in the event of the vacancy of such office by the Vice-President. Notice of any special meeting and of the regular meeting to be held midway between annual reunions shall be communicated to each Trustee at least a week prior to the holding of such meetings. All meetings of the Board of Trustees shall be held at such places as the President of the Board of Trustees may determine or as specified in the

notice thereof. These meetings will either be conducted in person, or virtually via a virtual platform.

Section 6. Quorum

At all meetings of the Board of Trustees a majority of said Board shall constitute a quorum for the transaction of business.

ARTICLE III – Officers

Section 1. Election of Officers

The officers of this Corporation shall be a President, a Vice-President, Secretary, and Treasurer and any other necessary for such additional offices as may be created by the Board of Trustees. These officers shall be chosen by a majority vote of the Board of Trustees and all of them shall be members of the Board of Trustees. Such officers shall hold office for a period of one (1) year or until their successors are elected and qualified.

Section 2. Duties of the President

The President shall preside at all meetings of the General Assembly and of the Board of Trustees and shall generally perform the offices and duties performed by the Presidents of like corporations, and such other duties as shall be from time to time required of the President by the members or the Board of Trustees. The President shall vote on issues before the Board of Trustees only in the event of a tie.

Section 3. Duties of the Vice-President

The Vice-President shall perform all duties of the President in case of the absence or disability of the latter and shall be an ex-officio member of all committees of the Corporation.

Section 4. Duties of the Secretary

The Secretary shall keep minutes of all the proceedings of the General Assembly and of the Board of Trustees of this corporation and shall make a permanent record, and generally shall perform such duties as may be required by the General Assembly or Board of Trustees.

Section 5. Duties of the Treasurer

The Treasurer oversees all money and securities belonging to this corporation and shall disburse or otherwise deal with the same as shall be ordered by the Board of Trustees. The Treasurer shall keep an accurate account of all money received and disbursed, shall establish and maintain checking and investment accounts at a bank or banks insured by the Federal Government, shall submit a financial report in writing at all Board meetings, and shall generally perform such duties as may be required by the Board of Trustees. On expiration of the Treasurer's term of office all Treasurer records shall be turned over to the successor or to the Board of Trustees all money and property of this corporation.

ARTICLE IV – Committees

Section 1. Committees

The President shall appoint committees and assign a committee chair as needed.

Annually a committee of 2 to 3 members shall review the books of the Treasurer during the reunion and provide a report to the General Assembly.

ARTICLE V – Order of Business

Unless this article is suspended by a majority of the members present at any meeting of the General Assembly, the order of business at the General Assembly meetings shall be as follows:

1. Call to Order
2. Opening Prayer
3. Roll Call
4. Board of Trustees Introduction and Welcome
5. Reading of minutes from the previous year reunion's board meeting
6. Treasurer/Financial Report
7. Committee Reports
8. Old Business
9. New Business
10. Outgoing Board Members recognition
11. Nominations and Elections – Board of Trustees
12. Closing Announcements and Recognition
13. Adjournment
14. Closing Prayer

The Secretary will take notes at this meeting.

ARTICLE VI – Amendments

This Constitution may be amended, supplemented or repealed by a vote of at least two-thirds (2/3) of the Voting members present at any annual General Assembly meeting of this corporation. Proposed amendments must be submitted in writing to the Board of Trustees for approval and presentation to the General Assembly. All amendments which have been ratified by the General Assembly are to be held by the Secretary for a period of thirty (30) days before said amendments become effective. Any amendments may, within the specified period, be recalled by the Board of Trustees for the purpose of further discussion. Such amendments may be tabled until a meeting of the Board can be called. At that time the Board of Trustees have the option of revising the amendment and resubmitting it to the General Assembly or allowing the unrevised amendment to finish the remainder of the unexpired thirty (30) days.

ARTICLE VII – Annual Review and Availability of Constitution

Section 1. Annual Review

The Constitution of this corporation shall be reviewed annually for the purpose of incorporating all new amendments to this Constitution. A complete and separate list of all amendments to this Constitution shall be included in the Appendix section of this document.

Section 2. Availability

The Constitution will be available on the website at Kfeir.com.

ARTICLE VIII – Dissolution of a Corporation

Section 1. Dissolution

In the event it becomes necessary to dissolve this corporation, the Board of Trustees at a meeting called, after due notice, shall adopt a resolution stating that the corporation should be dissolved. Such resolution shall be presented for vote to the next General Assembly meeting of this corporation. If the resolution is approved by two-thirds (2/3) of the members present, the State of Ohio, Form 560 from the website ohiosos.gov and IRS Form 990 must be completed.

Section 2. Disbursements of Assets

In the event of dissolution, all securities and/or moneys shall be retained in order to pay any and all debts of this corporation. A group consisting of four officers plus one board member will be selected to monitor the disbursements of the funds. First priority for payout would be to honor the commitments made for the current scholarships for as long as those would take for the students to complete their four year degree. Second priority for payout would be to send the funds in the Kfeir Relief fund to Kfeir since that money is designated for Kfeir by the people that donated. The remaining money would be split between an ongoing scholarship program and Kfeir relief. These funds would be monitored over a period of years until all the funds were depleted.

APPENDIX I - AMENDMENTS

Amendment	Article/Section	New/Modify/Repeal	Date	Description ¹
1	Article V	Modify See Amendment 5	9/3/1950	A resolution to amend Article V was voted upon and carried, Page 33, Book 1.
2	Article II Section I	Modify See Amendment 15	9/7/1953	Enlarge the membership of the Board of Trustees by three (3) people, making a total of twelve (12) on the Board. Book 1, Page 59.
3	Article II Section 1	New See Amendment 17	6/8/1958	The maximum number of trustees from each city being limited to four (4). Book 1, Page 94.
4	Article II Section 1	New	9/4/1961	The outgoing Board President be placed as an Ex-officio member of the new incoming Board in an advisory capacity only, for a period of one year only. Book 1, Page 129.
5	Article V	Repeal	6/22/1969	A resolution was adopted to repeal Amendment 1, Book 1, Page 218. Also referred to on September 3, 1972 Book 1, Page 245.
6	Article II Section 1	New See Amendment 17	8/31/1975	An amendment was made and passed stating: The Board of Trustees must have at least one member

¹ Amendment #1-7, these amendments were filed in a personal business book by the original writer of the amendment. The numbers referenced identify where the amendment was documented in that book.

				on the Board at all times from six cities hosting the Reunion, namely, Beckley, Bluefield, Charleston, Huntington, Toledo, ad Williamson. Book 2, Page
7	Article II Section 1	New See Amendment 23	8/31/1975	An amendment was made and passed stating: If a member of the Board of Trustees doesn't attend two consecutive meetings, Spring and Fall, he is subject to recall. Book 2, Page
8	Article VI	New	9/5/1976	An Amendments section was added stating the following: This Constitution may be amended, supplemented or repealed by a vote of at least two-thirds (2/3) of the members present at any annual meeting of this corporation. Proposed amendments must be submitted in writing to the Board of Trustees for approval and presentation to the General Assembly. All amendments which have been ratified by the General Assembly are to be held by the Secretary for a period of thirty (30) days before said amendments become effective. Any amendments may, within the specified period,

				<p>be recalled by the Board of Trustees for the purpose of further discussion. Such amendments may be tabled until a meeting of the Board can be called.</p> <p>At that time the Board of Trustees have the option of revising the amendment and submitting it to the General Assembly or allowing the unrevised amendment to finish the remainder of the unexpired thirty (30) days.</p>
9	Article VIII	New	9/5/1976	<p>Updating and the Distribution of the Constitution sections were added:</p> <p>Section 1. <u>Updating</u></p> <p>The Constitution of this corporation shall be updated every five (5) years for the purpose of incorporating all new amendments to this Constitution.</p> <p>A complete and separate list of all amendments to this Constitution shall be attached to each copy of this Constitution.</p> <p>Section 2. <u>Distribution</u></p> <p>Distribution of this Constitution of this corporation shall be made to each Trustee at the beginning of their term.</p>

				Each copy of this Constitution remains the property of the KFEIRIAN REUNION FOUNDATION INC. and as such shall be returned to the Secretary at the end of a Trustees term.
10	Article VIII	New	9/5/1976	<p>Dissolution and Disbursement of Assets sections of a Corporation were added:</p> <p>Section 1. <u>Dissolution</u> In the event it becomes necessary to dissolve this corporation, the Board of Trustees at a meeting called, after due notice, shall adopt a resolution stating that the corporation should be dissolved. Such resolution shall be presented for vote to the next General Assembly meeting of this corporation. If the resolution is approved by two-thirds (2/3) of the members present, a certificate to that effect shall be drawn and filed with the appropriate state office. If necessary, according to the state laws, notice of intention to dissolve shall be advertised as required.</p> <p>In the event that there is no General Assembly meeting of annual convention, proceedings shall be</p>

				<p>instituted to acquire the proper court orders as required by the state in which this organization is incorporated.</p> <p>Section 2 <u>Disbursements of Assets</u></p> <p>In the event of dissolution all securities and or moneys shall be retained, with the Board of Trustees as caretakers, in order to pay any and all debts of this corporation, with the balance remaining going to the party or parties as stated on the most current filed copy of IRS FORM 1024.</p>
11	Article I Section 5	New See Amendment 17	9/1/1976	<p>A Funding of Conventions section was added:</p> <p>The Foundation shall turn over to the reunion committee of the host city the amount of one thousand dollars (\$1,000.00) to be used as working capital for the reunion in question. Likewise all profits from each reunion, after the payments of all debts incurred, shall be turned over to the Foundation. In the event a host city suffers a loss the Foundation will stand good for all debts incurred by the host city.</p>

12	Article II Section 8	Modify See Amendment 16	9/5/1976	An Order of Business section was added: <u>Order of Business</u> The order of business at the Board of Trustees meetings shall be as follows: 1. Roll call 2. Reading of minutes of the last meeting of Board of Trustees. 3. Reading of reports and statements. 4. Unfinished business. 5. Election of officers if in order at the meeting in question. 6. New or misc. Business.
13	Article V Section 1	New See Amendment 20	5/20/1979	To become a member, one must have a sincere interest in the culture and ways of the Kfeirian Foundation.
14	Article III Section 1	New	9/6/1987	The term of the presidency be limited to only two years in succession.
15	Article II Section 1	Repeal	9/1/2023	Repeal Amendment No. 2, thus decreasing the membership of the Board of Trustees by three (3) people, making a total of nine (9) people on the Board of Trustees.
16	Article V	Modify	1/25/2024	A resolution was adopted to amend Amendment 12 to facilitate the following

				<p>agenda for the Order of Business at said Board of Trustee meetings:</p> <ol style="list-style-type: none"> 1. Call to Order 2. Opening Prayer 3. Roll Call 4. Board of Trustees Introduction and Welcome 5. Reading of minutes from the previous year reunion's board meeting 6. Treasurer/Financial Report 7. Committee Reports 8. Old Business 9. New Business 10. Outgoing Board Members recognition 11. Nominations and Elections – Board of Trustees 12. Closing Announcements and Recognition 13. Adjournment 14. Closing Prayer
17	Article I Section 5	Repeal	1/25/2024	A resolution was adopted to repeal Section 2. Host City and Section 5. Funding Conventions as we no longer have host cities who sponsor reunions.
18	Article VII	Modify	1/25/2024	A resolution was adopted to amend Section 1 from

				Updating to Annual Review and the timing of Constitution reviews of this corporation to be yearly instead of every five (5) years for the purpose of incorporating all new amendments.
19	Article VII	Modify	1/25/2024	A resolution was adopted to amend Section 2. from Distribution to Availability since the Constitution will now be stored electronically, so distribution of and collection of copies of the Constitution are no longer relevant.
20	Article V	Modify	1/25/2024	A resolution was adopted to modify Article V, Qualification for Members., to remove proof of both Kfeirian bloodline and marriage into the Kfeirian bloodline. General membership and Voting member sections shall be established, with the latter having an age requirement of 18.. To support its importance, the wording will be moved to the intro as opposed to a separate Article.
21	Article IV	Modify	1/25/2024	A resolution was adopted to amend Section 1 "There shall be an auditing committee of three (3) members who shall inspect the books of the Treasurer

				at least once a year and submit to the annual convention a complete financial statement thereof" to "Annually a committee of 2 to 3 members shall review the books of the Treasurer during the reunion and provide a report at the General Assembly."
22	Intro Second (B)	Modify	1/25/2024	Amended Intro to "To be fiscally responsible through money management and investing opportunities in order to accomplish the purposes of said corporation" instead of "To acquire, hold, convey, lease, mortgage, dispose of or otherwise deal in all property, real or personal, insofar as may be necessary or proper to accomplish the purposes of said corporation."
23	Article II Section 2	Modify	1/25/2024	"If a member of the Board of Trustees doesn't attend two consecutive meetings, Spring and Fall, he is subject to recall" now reads "Any Board of Trustee member who fails to attend two (2) consecutive Board meetings without a valid excuse is subject to removal."
24	Article II Section 3	Modify	2/5/2024	Amended "The Board of Trustees may, if it deems

				advisable, adopt by-laws for its own government not inconsistent with the Articles of Incorporation or this Constitution.” to “The Board of Trustees will adopt detailed procedures to help organize and govern the reunion.”
25	Article III Section 5	Modify	2/5/2024	The Treasurer shall post a bond for the proper exercise of his duties in an amount to be determined by the Board of Trustees.
26	Article VIII Section I	Modify	2/5/2024	Amended from “a certificate to that effect shall be drawn and filed with the State of Ohio. If necessary, according to the state laws, notice of intention to dissolve shall be advertised as required. In the event that there is no General Assembly meeting of annual reunion, proceedings shall be instituted to acquire the proper court orders as required by the state in which this organization is incorporated.” to “the State of Ohio, Form 560 from the website ohiosos.gov and IRS Form 990 must be completed.”
27	Article VIII Section II	Modify	2/25/2024	<u>Disbursements of Assets</u> Amended from: “In the event of dissolution all securities and or moneys shall be retained, with the

			<p>Board of Trustees as caretakers, in order to pay any and all debts of this corporation, with the balance remaining going to the party or parties as stated on the most current filed copy of IRS FORM 1024” to:</p> <p>“In the event of dissolution, all securities and/or moneys shall be retained in order to pay any and all debts of this corporation. A group consisting of four officers plus one board member will be selected to monitor the disbursements of the funds. First priority for payout would be to honor the commitments made for the current scholarships for as long as those would take for the students to complete their four year degree. Second priority for payout would be to send the funds in the Kfeir Relief fund to Kfeir since that money is designated for Kfeir by the people that donated. The remaining money would be split between an ongoing scholarship program and Kfeir relief. These funds would be monitored over a period of years until all the funds were depleted.”</p>
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