

F. M. KIRBY FOUNDATION, INC.
17 DEHART STREET
P.O. Box 151
MORRISTOWN, N.J. 07963-0151
973-538-4800

DATE: September 8, 2023
MEMORANDUM FOR: Members
SUBJECT: Special Meeting of the Members

A special meeting of the Members will be held on Friday, September 15th at 2:00 p.m. at The Peck School, Lindenwold Library, 247 South Street, Morristown, NJ.

Attached are the agenda and the following reports:

- Draft Minutes of the Meeting of the Members held on April 28, 2023
- Proposed Resolution: Amended and Restated Bylaws pertaining to remote meetings
- Amended and Restated Bylaws – both clean and redlined versions provided

Sincerely,



Diana L. Kostas
Secretary

Attachments

F. M. Kirby Foundation, Inc.
Agenda for the Special Meeting of the Members
September 15, 2023, 2:00 p.m.
The Peck School, Lindenwold Library, 247 South Street, Morristown, New Jersey

Zoom Conference Option (zoom.us)
Meeting ID: 849 3888 7925 / Password: 856952
Call-In: 1-929-436-2866

AGENDA

- 1) Call to order
- 2) Approval of the Minutes of the Meeting of the Members held April 28, 2023
- 3) Consider approval of the attached resolution (Amended and Restated Bylaws)
- 4) Adjournment

**Minutes of the Annual Meeting of the
Members of the F. M. Kirby Foundation, Inc.
April 28, 2023**

The Annual Meeting of the Members of the F. M. Kirby Foundation, Inc. was held on April 28, 2023, at 2:00 p.m. at the Hill Learning Center, 3200 Pickett Road, Durham, NC. The following Members were present:

Alice K. Horton
Jefferson W. Kirby
S. Dillard Kirby

Ms. Laura H. Virkler, Chair, presided. The minutes of the meetings of the Members, held April 29, 2022 and September 9, 2022 and subsequently made available to the Members via the Private Board area of the Foundation's website, were approved.

Upon a motion duly made by Ms. Horton, Chair of the Nominating Committee, seconded and carried, the Members of the Corporation adopted the following resolution:

RESOLVED, that the following persons be, and they hereby are, elected as Directors of the Corporation, each to serve until the next Annual Meeting of the Members of the corporation and until his/her successor shall have been elected and shall have been qualified, or as otherwise provided in the Bylaws of the Corporation:

Wilson M. Compton
Alice K. Horton
Elizabeth M. Kirby
Jefferson W. Kirby
S. Dillard Kirby
Leigh Kirby Klein
Sandra B. Sherman
Laura H. Virkler

The Chair then discussed the Foundation's Conflict of Interest Policy, previously adopted by the Directors at its December 9, 2022 meeting. The Members unanimously reaffirmed the policy, attached hereto as part of the minutes, as follows:

WHEREAS, the Internal Revenue Service has consistently expressed its preference that all tax-exempt organizations adopt a conflict of interest policy;

WHEREAS, the Foundation has previously been mindful of these issues and wishes to demonstrate and document the continued commitment of the Foundation and its directors, members, and principal officers to avoiding any transaction that might create a real or perceived conflict of interest;

NOW, therefore, it is resolved (i) that the Foundation reaffirm the attached Conflict of Interest Policy; (ii) that the members confirm their past and continued compliance with the said policy, including but not limited to the appropriateness of the compensation paid to any person defined as an “Interested Person” in said policy, and (iii) that the members confirm their continued commitment to act at all times consistent with the Foundation’s purposes.

Be it further resolved that said policy and the Foundation’s adherence to the same be reaffirmed and reviewed by the members on an annual basis, or more frequently as necessary.

At 2:05 p.m., non-member Directors, guests, and the staff team (as referenced in the Board of Directors minutes) were welcomed by the Chair and joined the meeting by invitation.

The Chair then presented the 2022 Annual Report of the Chair to the Members dated April 28, 2023, which is filed herewith. Highlights included: 1) on a cash basis the grant level continued its positive trajectory, up approximately \$218K to \$14.4M and 2) that the pledge payments, which totaled \$1.0M, included five 2023 pledges which were advanced into 2022. The Chair noted that the Treasurer would highlight other key bullet points mentioned in the Report during her review of the 2022 Audit.

The next annual meeting of the Members, presumably in April 2024, will likely be scheduled at the December 2023 Board of Directors meeting. The meeting adjourned at 2:15 p.m.

**RESOLUTIONS OF THE MEMBERS
OF**

F. M. KIRBY FOUNDATION, INC.

(Amendment and Restatement of Bylaws)

September 15, 2023

RESOLVED, that the amended and restated Bylaws of the Corporation attached hereto as Exhibit A (“Bylaws”) be, and hereby are, approved and adopted as the Bylaws of the Corporation; and be it further

RESOLVED, that any of the Members, any member of the Board of Directors (the “Board”), and each officer of the Corporation be, and hereby is, authorized and directed to take such steps as may be necessary or appropriate, to effect the foregoing resolution; and be it further

RESOLVED, that all actions heretofore taken by any of the Members, any member of the Board, or any officer prior to the adoption of these resolutions in furtherance of the transactions contemplated by and approved in these resolutions (including, but not limited to, the execution and delivery on behalf of the Corporation of any and all instruments and documents) and all other actions taken in the name of the Corporation thereby, are hereby ratified, confirmed and approved in all respects.

BYLAWS

of

F. M. KIRBY FOUNDATION, INC.

(Amended and Restated September 15, 2023)

ARTICLE I.

Members.

Section 1. Membership. Such persons, without limit as to number, as shall be acceptable to the then Members, and who are interested in the objects and purposes of the Corporation, may be elected Members of the Corporation from time to time by the majority vote of the then Members. The selection of Members shall be exclusively vested in the membership.

Section 2. Termination of Membership. Membership in the Corporation shall terminate upon death except as otherwise provided by law, the certificate of incorporation or these bylaws. Any Member may be expelled by vote of a majority of the other Members upon being guilty of conduct which in the opinion of the other Members is improper or prejudicial to the Corporation. In addition to the foregoing, any Member may be expelled for any or no reason by the unanimous vote of the other Members. Any Member may also voluntarily withdraw from membership in the Corporation.

Section 3. Minimum Membership. There shall at all times be not less than three (3) Members of the Corporation, and if for any reason, the total membership shall at any time fall below this number, the remaining Members or Member, as soon thereafter as is practicable, shall

choose a new Member or Members sufficient to bring the total membership up to at least three (3) Members.

Section 4. Annual Meeting of Members. The annual meeting of the Members for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as may be determined by the Members or by the Board of Directors. Written notice of the time and place of such meeting shall be given by the Chairperson to each Member personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of the meeting.

Section 5. Place of Meetings. Meetings of Members may be held within or outside the State of Delaware at such place as may be determined from time to time by the Members or by the Board of Directors, or by means of remote communication, if authorized by the Board of Directors.

Section 6. Participation by Remote Communication. The Board of Directors may authorize the Members to participate in a meeting of the Members by means of remote communication, subject to the conditions imposed by applicable law and subject to the guidelines and procedures as the Board of Directors may adopt. The Board of Directors may also determine that any meeting of the Members may be held solely by remote communication. A Member participating in a meeting by remote communication is deemed present in person at the meeting of Members, whether such meeting is to be held at the designated place or solely by means of remote communication, provided that:

(a) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member;

(b) the Corporation shall implement reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and

(c) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 7. Special Meetings of Members. Special meetings of Members may be called at any time by the Chairperson or by a majority of the Members, upon request made in writing to the Chairperson. Written notice of every special meeting, stating the time, place and purpose thereof shall be given by the Chairperson to each Member personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of the meeting.

Section 8. Quorum. A majority of the Members of the Corporation shall constitute a quorum.

Section 9. Voting. At any meeting of the Members, each Member present, in person, shall be entitled to one vote. Although the Chairperson shall preside at the meetings of the Members, the Chairperson shall not be entitled to vote unless he or she is also a Member.

Section 10. Adjournments. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 11. Annual Report of Chairperson. At the annual meeting of Members there shall be presented a report by the Chairperson showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or person to or for which such applications, appropriations and expenditures have been made; and the names and places of residence of the persons who have been admitted to Membership in the Corporation during such year. This report shall be attached to the minutes of the proceedings of the annual meeting.

ARTICLE II.

Directors

Section 1. Number. The Board of Directors shall consist of four (4) or more persons. The Board of Directors shall be elected by a majority vote of the Members, and any Director may be removed at any time with or without cause by a majority vote of the Members present at a meeting of the Members called for that purpose. Directors need not be Members. Whenever there are fewer than four (4) Directors, the Members will act as soon as reasonably possible to raise the number to at least four (4) Directors.

Section 2. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 3. Annual and Other Regular Meetings. Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after the annual meeting of Members. Regular meetings of the Board of Directors may be held, at such time and place (including outside the State of Delaware) as may be fixed by unanimous consent orally or in writing of the Directors, or as shall be determined from time to time by resolution of the Board. Written notice of such regular meetings, stating the time and place thereof, shall be given by the Chairperson to each Director personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of each meeting.

Section 4. Voting. Any member of the Board of Directors, or committee designated by the Board of Directors, may attend and vote at meetings either in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting are able to hear each other. A Director or committee member participating in a meeting by this means is considered to be present in person at the meeting.

Section 5. Place of Keeping Books. The Directors may keep the books of the Corporation outside of the State of Delaware at any office or offices of the Corporation or at any other place, as they may from time to time determine.

Section 6. Special Meetings. The Chairperson may, and at the request of a majority of the Board of Directors shall, call a Special Meeting of the Board of Directors, written

notice of the time, place (which may be outside the State of Delaware) and purpose thereof of which shall be given by the Chairperson to each Director personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of the meeting.

Section 7. Vacancies. Vacancies occurring in the Board of Directors, from whatever cause arising, may be filled by a majority vote of the Members.

Section 8. Committees. The Board of Directors shall have power to appoint such committees, including but not limited to an Executive Committee, an Investment Committee, an Audit and Compliance Committee, and a Nominating Committee, of two or more persons, as it may deem advisable and proper from time to time, and to define the powers and duties of each such committee. The Board of Directors may also, from time to time, appoint persons other than Directors to such committees, which persons shall serve solely in nonvoting, advisory capacities if the committees on which they serve have been delegated any powers or authority by the Board. Any person serving on any committee may be removed at any time and from time to time with or without cause by a majority vote of the Directors present at a meeting of the Board.

ARTICLE III.

Officers.

Section 1. Election of Officers. At the first meeting of each newly elected Board of Directors, the Directors shall elect a Chairperson, a President/Executive Director or an Executive Vice-President/Executive Director, a Vice-President, a Treasurer and a Secretary, who need not be Directors or Members. The Board of Directors may elect one or more additional Vice-

Presidents and such other officers or assistant officers, none of whom need be Directors or Members, as the Board may, from time to time, determine, and may define their duties. Any two offices may be held by the same individual. Such officers shall hold office until their successors are elected and qualify.

Section 2. The Chairperson. The Chairperson shall when present, preside at all meetings of the Directors and Members; shall have power to call special meetings of the Members and Directors for any purpose or purposes, shall supervise the President/Executive Director or the Executive Vice-President/Executive Director, as the case may be, and provide overall governance oversight.

Section 3. The President/Executive Director or the Executive Vice-President/Executive Director. The President/Executive Director or the Executive Vice-President/Executive Director, as the case may be, shall appoint and discharge employees, and agents of the Corporation and fix their compensation (except his/her own compensation); shall negotiate and sign contracts and agreements in the name of and on behalf of the Corporation; shall have general management and control of the business and affairs of the Corporation; and shall generally do and perform all acts as President/Executive Director or Executive Vice-President/Executive Director which are authorized or required by law.

Section 4. Vice-President. The Vice-President, if a Director, shall in the absence or incapacity of the Chairperson, preside over the meetings of the Directors and shall perform such other duties as may be authorized or delegated to him or her from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer shall perform all the duties customary to that office, and shall have the care and custody of the funds and securities of the Corporation, and shall have the general supervision of the books of account, and shall give such bonds for the faithful performance of his or her duties as the Board of Directors may determine. The Treasurer is authorized to vote in person any and all shares of stock held by the Corporation in accordance with what he or she believes are the best interests of the Corporation. The Treasurer is also authorized to delegate such authority to the Corporation's investment advisors.

Section 6. Secretary. The Secretary shall keep the minutes of the Board of Directors' and Members' meetings, and shall have the custody of the seal of the Corporation and affix the same to documents when authorized so to do. The Secretary shall perform all of the other duties usual to that office.

Section 7. Removal. Any officer elected or appointed by the Board of Directors, may be removed at any time with or without cause by a majority vote of the Directors present at a meeting of the Board called for that purpose.

ARTICLE IV. Miscellaneous Provisions.

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

Section 2. Notices. Whenever notice required by these bylaws to be given is mailed, such notice shall be deemed to be given three (3) days after the same shall be deposited in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last

known address. Whenever notice required by these bylaws to be given is sent by overnight mail, hand delivery, facsimile, email, or other common means of communication, such notice shall be deemed to be given one (1) day after the same shall be sent to the person entitled thereto at his or her last known address. Any notice required to be given under these bylaws may be waived by the person entitled thereto.

ARTICLE V.
Commercial Paper.

All checks, drafts or orders for the payment of money shall be signed by such officers or agents as the Directors may designate.

ARTICLE VI.
Amendments.

These bylaws may only be amended or otherwise altered at any Members' meeting by vote of a majority of the Members. All questions regarding the interpretation of the bylaws shall be resolved by the vote of a majority of the Members.

BY—LAWS

of

F. M. KIRBY FOUNDATION, INC.

(Amended and Restated ~~September 10~~ [REDACTED], ~~2021~~2023)

~~ARTICLE I.~~

ARTICLE I.

Members.

Section 1. ~~Section 1.~~ Membership. Such persons, without limit as to number, as shall be acceptable to the then Members, and who are interested in the objects and purposes of the Corporation, may be elected Members of the Corporation from time to time by the majority vote of the then Members. The selection of Members shall be exclusively vested in the membership.

Section 2. ~~Section 2.~~ Termination of Membership. Membership in the Corporation shall terminate upon death except as otherwise provided by law, the certificate of incorporation or these by-laws. Any Member may be expelled by vote of a majority of the other Members upon being guilty of conduct which in the opinion of the other Members is improper or prejudicial to the Corporation. In addition to the foregoing, any Member may be expelled for any or no reason by the unanimous vote of the other Members. Any Member may also voluntarily withdraw from membership in the Corporation.

Section 3. ~~Section 3.~~ Minimum Membership. There shall at all times be not less than three (3) Members of the Corporation, and if for any reason, the total membership shall at any time fall below this number, the remaining Members or Member, as soon thereafter as is

practicable, shall choose a new Member or Members sufficient to bring the total membership up to at least three (3) Members.

Section 4. ~~Section 4.~~ Annual Meeting of Members. The annual meeting of the Members for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held at such ~~hour~~date, time and ~~on such day~~place, if any, as may be determined by the Members or by the Board of Directors. Written notice of the time and place of such meeting shall be given by the Chairperson to each Member personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of the meeting.

Section 5. ~~Section 5.~~ Place of Meetings. Meetings of Members may be held within or outside the State of Delaware at such place as may be determined from time to time by the Members or by the Board of Directors, or by means of remote communication, if authorized by the Board of Directors.

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Section 8. ~~Section 7.~~ Quorum. A majority of the Members of the Corporation shall constitute a quorum.

Section 9. ~~Section 8.~~ Voting. At any meeting of the Members ~~shall be entitled to attend and vote at meetings either in person or by telephone or other electronic means~~

~~permitted by law, provided that they, and all other attending Members, can hear,~~ each other. ~~Each~~ Member present, in person, shall be entitled to one vote. Although the Chairperson shall preside at the meetings of the Members, the Chairperson shall not be entitled to vote unless he or she is also a Member.

Section 10. ~~Section 9.~~ Adjournments. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 11. ~~Section 10.~~ Annual Report of Chairperson. At the annual meeting of Members there shall be presented a report by the Chairperson showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or person to or for which such applications, appropriations and expenditures have been made; and the names and places of residence of the persons who have been admitted to Membership in the Corporation during such year. This report shall be attached to the minutes of the proceedings of the annual meeting.

~~ARTICLE II.~~

ARTICLE II.

Directors

Section 1. ~~Section 1.~~ Number. The Board of Directors shall consist of four (4) or more persons. The Board of Directors shall be elected by a majority vote of the Members, and any Director may be removed at any time with or without cause by a majority vote of the Members present at a meeting of the Members called for that purpose. Directors need not be Members. Whenever there are fewer than four (4) Directors, the Members will act as soon as reasonably possible to raise the number to at least four (4) Directors.

Section 2. ~~Section 2.~~ Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 3. ~~Section 3.~~ Annual and Other Regular Meetings. Each newly elected Board of Directors shall hold its first meeting for the purpose of organization and the transaction of business, if a quorum be present, immediately after the annual meeting of Members. Regular meetings of the Board of Directors may be held, at such time and place (including outside the State of Delaware) as may be fixed by unanimous consent orally or in writing of the Directors, or as shall be determined from time to time by resolution of the Board. Written notice of such regular meetings, stating the time and place thereof, shall be given by the Chairperson to each Director personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of each meeting.

Section 4. Voting. Any member of the Board of Directors, or committee designated by the Board of Directors, may attend and vote at meetings either in person or by means of conference telephone or other communications equipment by means of which all persons

participating in the meeting are able to hear each other. A Director or committee member participating in a meeting by this means is considered to be present in person at the meeting.

Section 5. ~~Section 4.~~ Place of Keeping Books. The Directors may keep the books of the Corporation outside of the State of Delaware at any office or offices of the Corporation or at any other place, as they may from time to time determine.

Section 6. ~~Section 5.~~ Special Meetings. The Chairperson may, and at the request of a majority of the Board of Directors shall, call a Special Meeting of the Board of Directors, written notice of the time, place (which may be outside the State of Delaware) and purpose thereof of which shall be given by the Chairperson to each Director personally, by mail, overnight mail, hand delivery, facsimile, email, or other common means of communication, not less than ten (10) days before the date of the meeting.

Section 7. ~~Section 6.~~ Vacancies. Vacancies occurring in the Board of Directors, from whatever cause arising, may be filled by a majority vote of the Members.

Section 8. ~~Section 7.~~ Committees. The Board of Directors shall have power to appoint such committees, including but not limited to an Executive Committee, an Investment Committee, an Audit and Compliance Committee, and a Nominating Committee, of two or more persons, as it may deem advisable and proper from time to time, and to define the powers and duties of each such committee. The Board of Directors may also, from time to time, appoint persons other than Directors to such committees, which persons shall serve solely in nonvoting, advisory capacities if the committees on which they serve have been delegated any powers or authority by the Board. Any person serving on any committee may be removed at any time and

from time to time with or without cause by a majority vote of the Directors present at a meeting of the Board.

~~ARTICLE III.~~

ARTICLE III.

Officers.

Section 1. ~~Section 1.~~ Election of Officers. At the first meeting of each newly elected Board of Directors, the Directors shall elect a Chairperson, a President/Executive Director or an Executive Vice-President/Executive Director, a Vice-President, a Treasurer and a Secretary, who need not be Directors or Members. The Board of Directors may elect one or more additional Vice-Presidents and such other officers or assistant officers, none of whom need be Directors or Members, as the Board may, from time to time, determine, and may define their duties. Any two offices may be held by the same individual. Such officers shall hold office until their successors are elected and qualify.

Section 2. ~~Section 2.~~ The Chairperson. The Chairperson shall when present, preside at all meetings of the Directors and Members; shall have power to call special meetings of the Members and Directors for any purpose or purposes, shall supervise the President/Executive Director or the Executive Vice-President/Executive Director, as the case may be, and provide overall governance oversight.

Section 3. ~~Section 3.~~ The President/Executive Director or the Executive Vice-President/Executive Director. The President/Executive Director or the Executive Vice-President/Executive Director, as the case may be, shall appoint and discharge employees, and

agents of the Corporation and fix their compensation (except his/her own compensation); shall negotiate and sign contracts and agreements in the name of and on behalf of the Corporation; shall have general management and control of the business and affairs of the Corporation; and shall generally do and perform all acts as President/Executive Director or Executive Vice-President/Executive Director which are authorized or required by law.

Section 4. ~~Section 4.~~ Vice-President. The Vice-President, if a Director, shall in the absence or incapacity of the Chairperson, preside over the meetings of the Directors and shall perform such other duties as may be authorized or delegated to him or her from time to time by the Board of Directors.

Section 5. ~~Section 5.~~ Treasurer. The Treasurer shall perform all the duties customary to that office, and shall have the care and custody of the funds and securities of the Corporation, and shall have the general supervision of the books of account, and shall give such bonds for the faithful performance of his or her duties as the Board of Directors may determine. The Treasurer is authorized to vote in person ~~or by proxy~~ any and all shares of stock held by the Corporation in accordance with what he or she believes are the best interests of the Corporation. The Treasurer is also authorized to delegate such authority to the Corporation's investment advisors.

Section 6. ~~Section 6.~~ Secretary. The Secretary shall keep the minutes of the Board of Directors' and Members' meetings, and shall have the custody of the seal of the Corporation and affix the same to documents when authorized so to do. The Secretary shall perform all of the other duties usual to that office.

Section 7. ~~Section 7.~~ Removal. Any officer elected or appointed by the Board of Directors, may be removed at any time with or without cause by a majority vote of the Directors present at a meeting of the Board called for that purpose.

~~ARTICLE IV.~~

ARTICLE IV.
Miscellaneous Provisions.

Section 1. ~~Section 1.~~ Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December of each year.

Section 2. ~~Section 2.~~ Notices. Whenever notice required by these by-laws to be given is mailed, such notice shall be deemed to be given three (3) days after the same shall be deposited in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his or her last known address. Whenever notice required by these by-laws to be given is sent by overnight mail, hand delivery, facsimile, email, or other common means of communication, such notice shall be deemed to be given one (1) day after the same shall be sent to the person entitled thereto at his or her last known address. Any notice required to be given under these by-laws may be waived by the person entitled thereto.

~~ARTICLE V.~~

ARTICLE V.
Commercial Paper.

All checks, drafts or orders for the payment of money shall be signed by such officers or agents as the Directors may designate.

~~ARTICLE VI.~~

ARTICLE VI.
Amendments.

These by-laws may only be amended or otherwise altered at any Members' meeting by vote of a majority of the Members. All questions regarding the interpretation of the by-laws shall be resolved by the vote of a majority of the Members.

F. M. Kirby Foundation, Inc.
Agenda for the Board of Directors Meeting
September 15, 2023, 2:10 p.m.
The Peck School, Lindenwold Library
247 South Street, Morristown, New Jersey

Zoom Conference Option (zoom.us)
Meeting ID: 849 3888 7925 / Password: 856952
Call-In: 1-929-436-2866

AGENDA

- 1) Call to order
- 2) Welcome Ward K. Horton, Ashley H. Freedman, F. Morgan Kirby, IV, J. Walker Kirby, Jr., Stark D. Kirby, Jr., and Jane J. Kirby, today's invitees
- 3) Welcome by Mr. Andrew Delinsky, Head of School, The Peck School
- 4) Approval of the Minutes of the Meeting of the Board of Directors held April 28, 2023
- 5) Consider approval of Proposed Resolutions (Attached)
- 6) Report of the Executive Director
- 7) Report of the Chairman of the Investment Committee
- 8) Consider ratification of grants of \$75,000 or less approved by Management and made April 1, 2023 through August 31, 2023
- 9) Consider approval of grants in excess of \$75,000 recommended by the Executive Director April 15, 2023 through August 31, 2023
- 10) Old business
 - Office location update
 - Kirby Park
 - Online grant application portal
 - Staffing & Website updates
- 11) New business
 - Community Advisory Councils
 - Rotating audit partners
 - Planned site visits & Outstanding Grants
 - 2024 Grants Budget
- 12) Confirm date and time of next Board of Directors meeting (December 8, 2023, at TBD, 2:00 p.m.)
- 13) Executive Session
- 14) Adjournment

**Minutes of the Meeting of the
Board of Directors of the
F. M. Kirby Foundation, Inc.
April 28, 2023**

A meeting of the Board of Directors of the F. M. Kirby Foundation, Inc. was held on April 28, 2023 at the Hill Learning Center, 3200 Pickett Road, Durham, NC. Zoom conference was available for those unable to attend in person. Following the Members meeting (see separate minutes), the Directors meeting was called to order at 2:15 p.m. The following Directors were present:

Wilson M. Compton
Alice K. Horton
Elizabeth M. Kirby
Jefferson W. Kirby
S. Dillard Kirby
Leigh Kirby Klein
Sandra B. Sherman
Laura H. Virkler

Ms. Laura H. Virkler, Chair, presided and Ms. Diana L. Kostas, Treasurer & Secretary, recorded the minutes of the meeting. Mr. Justin J. Kiczek, Executive Director; Ms. JoAnn F. Tiefau, Program Officer; Ms. Emily C. Prince, Program Officer; and Ms. Gina E. Beviglia, Communications and Operations Associate, were invited to attend the meeting. The Chair welcomed Ms. Ashley H. Freedman; Mr. Ward K. Horton; Mr. J. Walker Kirby, Jr. (via Zoom); Mr. Stark D. Kirby, Jr.; and Ms. Jane J. Kirby (via Zoom) to the meeting as guests.

Ms. Beth Anderson, Executive Director of the Hill Learning Center, gave a brief welcome to all attending and noted that the Center received its first gift from the F. M. Kirby Foundation in 1993 towards the Hill Reading Achievement Program. Ms. Anderson has been at the Center since 2014. The Chair thanked Ms. Anderson for her time and the use of the Center for the Board meeting. Ms. Anderson departed the meeting.

Mr. Michael Ulku-Steiner, Head of School, Durham Academy, then presented various dynamic tensions that appear in current academia. Challenges include polarity management (handling interdependent opposites); rigor and vigor in academic curricula; technology and

humanity in teaching and learning; transactions and trust in parent-school relations; and talent and tenure in recruiting and retention. Mr. Ulku-Steiner fielded questions from the Board regarding his observations on the mental wellness of students post-pandemic and ended the presentation at 3:10 p.m. The Chair thanked Mr. Ulku-Steiner for his presentation and Mr. Ulku-Steiner left the meeting.

The minutes of the meeting of the Board of Directors held December 9, 2022 were approved. Ms. Sandra B. Sherman addressed the issue of remote meetings. The Foundation's bylaws authorize remote meetings where everyone can hear everyone else. There has been more scrutiny regarding technology utilized for meetings. One of the firm's law partners will review the bylaws and make recommendations on inserting verbiage regarding such matters.

The Chair then invited attention to and asked the Board to consider accepting the Independent Auditors' (EisnerAmper LLC) Report dated March 1, 2023. The auditors completed the audit in-house and reported no exceptions. Ms. Kostas provided an update on a few items of note in the audit, including the \$67M decrease in investment value (primarily due to market value declines), new categories in the statement of functional expenses, and that the \$52.0M excess distributions carryover as of December 31, 2022 would expire in 2023. After a discussion, a motion was made and seconded to accept the Report. The motion was approved. Mr. Jefferson W. Kirby inquired as to EisnerAmper's policy on rotating partners. Ms. Kostas informed the Board that EisnerAmper had no formal policy on partner rotation because it is not required for not for profits, but that EisnerAmper has a deep bench if we chose to rotate partners. Ms. Amy MacFadyen has served as the partner for the F. M. Kirby Foundation since 2019.

The Chair moved on to the next agenda item: the Report of the Executive Director. The Executive Director asked if there were any questions on his report which was previously distributed. He highlighted progress on the GivingData grants management system conversion, as well as the development of the Foundation's new website. He noted that the Morris County Funders Group consisted of approximately 7 funders who have pledged \$200K to date towards mental health first aid training. Ms. Virkler met with a North Carolina Funders Group (8 to 9 foundations and several non-profit organizations) which is exploring impact investing and diversity and justice initiatives. The Report of the Executive Director is attached hereto as part of the minutes.

Mr. S. Dillard Kirby, Chairman of the Investment Committee, provided an update on the Committee's recent meeting on April 25th. The endowment portfolio was valued at \$324M as of December 31, 2022, which was considerably higher than September 2022 when the portfolio value dropped below \$300M. The portfolio was down 13.4% in 2022, outperforming the Foundation's 75 ACWI/25 Global Agg benchmark of -17.7%. At the end of the first quarter of 2023, the portfolio was valued at \$342M, up 6.5% (above the benchmark of 6.2%). The Foundation cleared \$3M for grants and expenses in the first quarter. He highlighted the Foundation's strong performance for 2022 versus peer endowments in the one-year, three-year and five-year time periods. He mentioned the educational presentation on private equity conducted by Hamilton Lane and informed the Board of its decision to redeem \$5M from the Walter Scott portfolio to help fund grants and modestly reduce the equity percentage of the total portfolio. The Chair thanked Mr. S. Dillard Kirby for his report.

The Chair referred the Board to a cumulative list of grants from December 1, 2022 through March 31, 2023 of \$75,000 or less approved by management. The staff offered a brief overview of grantees from their respective dockets. Ms. Tiefau highlighted El Futuro; Ms. Prince highlighted NJ Consortium for Immigrant Children; and Ms. Beviglia highlighted NJ Theatre Alliance. Ms. Freedman recommended listing the staff member responsible for each grantee on the grants list. A motion was made and seconded that the list be ratified. The motion was approved. The aforementioned list is attached hereto as part of the minutes.

The Chair then referred the Board to a cumulative list of grants proposed by the Executive Director from December 1, 2022 through April 14, 2023 in excess of \$75,000. Ms. Prince highlighted two grants to the Fuqua School of Business (for the school itself and the Fred Morgan Kirby Prize for Scaling Social Impact). Mr. Jefferson W. Kirby mentioned the potential for a named opportunity at the Center for the Advancement of Social Entrepreneurship (CASE). The Foundation recommended \$200K toward the Reserved for Future Decision Fund. Ms. Beviglia and Mr. Stark D. Kirby, Jr. offered highlights from their visit at Shakespeare Theatre. Ms. Kostas informed the Board of recent developments at the Leukemia and Lymphoma Society and Ms. Tiefau highlighted all three United Ways. A motion was made and seconded that the list, as provided, be approved. The motion was approved. The above-mentioned grants list is attached hereto as part of the minutes.

After a motion duly made by Ms. Horton, Chair of the Nominating Committee, seconded and carried, the following resolution was adopted by the Directors of the Corporation:

Be it **RESOLVED**, that the following persons be, and they hereby are, elected to the offices set after their respective names, each to serve until the next Annual Meeting of the Directors of the Corporation and until their respective successors shall have been qualified, or as otherwise provided in the Bylaws of the Corporation:

Laura H. Virkler – Chairperson
Jefferson W. Kirby – Vice President
Justin J. Kiczek – Executive Vice President / Executive Director
Diana L. Kostas – Secretary & Treasurer
Leigh Kirby Klein – Assistant Secretary

After a motion duly made by Ms. Horton, Chair of the Nominating Committee, seconded and carried, the following resolution was adopted by the Directors of the Corporation:

Be it **RESOLVED**, that the following persons be, and they hereby are, appointed to the committees set before their respective names, each to serve until the next Annual Meeting of the Directors of the Corporation and until their respective successors shall have been qualified, or as otherwise provided in the Bylaws of the Corporation:

Executive Committee – **Laura H. Virkler**, Jefferson W. Kirby, and S. Dillard Kirby

Audit and Compliance Committee – **Sandra B. Sherman**, Laura H. Virkler, and S. Dillard Kirby

Compensation Committee – **Wilson M. Compton**, Laura H. Virkler, Jefferson W. Kirby, and Elizabeth M. Kirby

Investment Committee – **S. Dillard Kirby**, Jefferson W. Kirby, and as Advisory Members, Ward K. Horton, F. Morgan Kirby, IV, William J. Raver and Evan C. Lorey

Nominating Committee – **Alice K. Horton**, Leigh Kirby Klein, and Wilson M. Compton

The chairperson of each committee is designated in bold font.

Ms. Prince provided an update on Lafayette College's Wallach Sports Performance and Lacrosse Center. The project costs are estimated at \$13.5M. The school is contributing \$1.1M and has a fundraising goal of \$11.7M. The Foundation previously approved \$1.0M from the

Reserved for Future Decision Fund and an additional \$1.0M if the school 1) raised \$7.0M inclusive of the Foundation's \$2.0M, and 2) received Lafayette Board approval to break ground. Thus far the college has raised \$6.6M (inclusive of the Foundation's \$2.0M) and has requested an extension through August 31, 2023.

Ms. Beviglia informed the Board that the Foundation was creating a Crisis Communications Management Plan addressing issues such as natural disasters, cyber security, etc. and how the Foundation would respond and who would approve communications. It is a work in progress.

Mr. Kiczek shared a summary of the Kirby Park renovations and centennial celebration. The Ann K. Kirby bathroom project is underway. Potential projects that the Foundation could fund include the creation of a fishing dock, paving of driveways/roadways, and upgrades to a softball field. The date of the Kirby Park centennial celebration will be determined in the summer of 2023 with an anticipated June or July 2024 celebration.

Mr. Kiczek also gave a brief biography on Mark DiPietro, the Foundation's Fall 2023 Intern. Other new business included presenting the idea of moving to an invitation only grants process and the use of an eligibility quiz once the online grant application goes live.

Ms. Virkler issued a proclamation recognizing Ms. Tiefau's 27 years of service to the Foundation (attached hereto as part of the minutes). Ms. Tiefau responded with a lovely speech expressing her gratitude. The staff, excluding the Executive Director, left the meeting at 5:15 p.m. Mr. Kiczek and Ms. Virkler apprised the Board of the current search for office space, presenting three options of renting at 14 Maple Ave.; purchasing a building at 32 Mt. Kemble Ave.; or staying at 17 DeHart St. Mr. S. Dillard Kirby made additional comments regarding his initial reasons for exploring moving options and explaining his comfort with the Foundation staying at the Sansay House for the time being. After considering the three options, the Board's general consensus was that, considering there was not an urgent need to move in the short term, the Foundation was best positioned to wait for a more opportune location or listing.

Mr. Kiczek then shared with the Board his plans for filling in Ms. Tiefau's responsibilities upon her retirement by having Ms. Liz Crowley assume the Human Services grants upon her return from maternity leave and Ms. Gina Beviglia continue to work on the arts grantmaking. At 5:30 p.m. Mr. Kiczek was excused so the Board could hold a brief executive session, which

included family “guests.” The Board discussed the staff adjustments relating to Ms. Tiefau’s retirement and how the team was dealing with the changes (shifting responsibilities, the implementation of the new grants management system, Giving Data, etc.). The Chair indicated to the Board that she felt confident that Mr. Kiczek and the team were managing the transition smoothly.

DRAFT

DECLARATION - JOANN TIEFAU

WHEREAS, JoAnn Tiefau joined the F.M. Kirby Foundation, Inc. in 1996 as an Executive Assistant and has since served as a Grants Manager, Program Associate and now a Program Officer, and

WHEREAS, during that period she has worked tirelessly, opening the doors at 7am every morning throughout her career and working long hours, often eating her lunch at her desk, and

WHEREAS, she has overseen the Foundation's largest grant docket, Human Services, and managed the Arts/Cultural docket, representing over one third of the Foundation's grants portfolio. She has known each grantee's key staff contacts and communicated with them regularly, creating positive relationships that every grantee has valued, and

WHEREAS, she implemented the Foundation's first computerized grants administration program, ushering in the new technological age, and has now helped the staff transition to the new grants management software, ensuring that all the historic information was properly transferred over to the new system and that everyone was able to easily access that information, and

WHEREAS, most importantly, JoAnn has been the glue that has bonded the staff of the F.M. Kirby Foundation, Inc. for over 25 years, supporting four different Foundation leaders during her tenure, and always being there to welcome and nurture each new staff member, an

WHEREAS, she has consistently received an Excellent performance rating during her annual review each year, resulting in her salary nearly quadrupling over her tenure. Now, therefore be it

RESOLVED that the F.M. Kirby Foundation, Inc. and the Board of Directors highly commend JoAnn Tiefau for her twenty-seven years of service to the Foundation, and

ACKNOWLEDGE with great gratitude her tireless work on behalf of the hundreds of non-profits that she has researched and supported, her moving presentations on said non-profits, her constant enthusiasm despite the workload, her endless knowledge of all things BlackBaud, and her focus on perfection, and

CONVEY to her our high regard for her integrity, loyalty, unwavering positivity, and constant smile and

AFFIRM our belief that her impact at the F.M. Kirby Foundation and all the organizations it supports will be remembered with awe, admiration, and appreciation.

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
F. M. KIRBY FOUNDATION, INC.

(Remote Meetings)

September 15, 2023

RESOLVED, that the Board hereby authorizes the members of the Corporation (“Members”) the option to participate remotely in any meeting of the Members or to hold any meeting of the Members solely by remote communication; provided, however, that the Corporation must comply with the requirements for remote meetings of the Members as set forth in Article I, Section 6 of the Bylaws of the Corporation, adopted on September 15, 2023, by the Members; and be it further

RESOLVED, that any member of the Board and each officer of the Corporation be, and hereby is, authorized and directed to take such steps as may be necessary or appropriate, to effect the foregoing resolutions; and be it further

RESOLVED, that all actions heretofore taken by any of the Members, any member of the Board, or any officer prior to the adoption of these resolutions in furtherance of the transactions contemplated by and approved in these resolutions (including, but not limited to, the execution and delivery on behalf of the Corporation of any and all instruments and documents) and all other actions taken in the name of the Corporation thereby, are hereby ratified, confirmed and approved in all respects.

F. M. KIRBY FOUNDATION, INC.
17 DEHART STREET
MORRISTOWN, N.J. 07960
973-538-4800

September 8, 2023

TO: Board of Directors

FROM: Justin Kiczek



SUBJECT: Report of the Executive Director

Many years ago, something changed in my aunt, my mother's sister. Throughout my childhood, she had been a proud, cheerful mother of three, a lover of all things Disney, quilting, and the Beatles. But I noticed that, when she attended family events, if at all, she was far more withdrawn; now, the vibrant smile that used to light up a room would quickly vanish. I felt like there was something that my extended family was not sharing with me. I did not know how to understand the change until my mother explained to me that Aunt Debbie was going through a bout of depression.

Depression? As a child, I did not know what she had to be depressed about. Her three children – my cousins – were happy and healthy kids. Her husband was a kind and involved father. We were a tight-knit extended family that gathered every Friday night for pizza. Why would she be depressed?

I still think about that episode today, whenever I feel the impulse to tell someone to just cheer up or look at the positive side. Fortunately, we, as a society, have made tremendous progress in recognizing that depression and mental illness are not character defects but health conditions that require professional attention and compassion. And fortunately, this Foundation has long recognized, through our grantmaking, the vital role of mental health and well-being.

That said, the tolls of the Covid-19 pandemic, combined with other social and technological forces, appear to have contributed to a mental health crisis in our country. It is estimated that one in five adults live with a mental illness. The CDC recently reported that 60% of adolescent girls reported feeling sadness every day for at least two weeks, while one in three considered suicide. The U.S. Surgeon General recently declared that the American populace is beset with a "loneliness epidemic." With all of this in mind, Laura and I have planned on focusing on mental health for our September 15th Board meeting, where we hope to review how the Foundation already supports mental health and propose to you some strategies for expanding this support in new directions, to meet the needs of our time.

We are pleased to announce that the Board meeting will be held at the Peck School. A grantee since 1962, Peck has educated three generations of Kirby family members as well as countless other "Downies" and "Redheads" from this region. Though our topic for the meeting is mental health, the choice of Peck as our site is not unrelated, as the school environment is only second to the home in terms of influencing a child's mental well-being. Indeed, the very mission of Peck – to inspire "students to learn rigorously, grow in character, and lead healthy, productive, and principled lives" – elevates the idea of well-being and character as among the highest callings of the school.

To kick off our day, we will begin with an 11:00 am presentation from the Mental Health Association in New Jersey. Ruth Kaluski, Director of Strategic Programs, will offer an overview of Mental Health First Aid, a training that is now available at no cost to Morris County non-profits, schools, and community organizations due to a grant from the F. M. Kirby Foundation as well as nine other local funders. Ruth will share her perspective on the current crisis in mental health, particularly for youth, as well as explain how measures like Mental Health First Aid help equip the public with the knowledge needed to assist others.

After a break for lunch and an optional tour of the Peck campus, at 2:00 pm, Laura will begin a short Board of Members meeting. Upon its conclusion, Laura will invite all Board Directors, guests, and staff to our Board of Directors meeting. A virtual option will be available for those who cannot be on site.

We will continue the conversation about mental health during the meeting, by sharing with the Board and guests the Foundation's current support for mental health and our proposed strategy for expanding funding in this area. I am grateful for the assistance of Leigh and Laura, as well as staff members JoAnn Tiefau and Liz Crowley, in vetting organizations and preparing this presentation for you.

Since our last Board meeting, we said goodbye to Linda D'Addario, our former Executive Assistant / Grants Manager, and JoAnn Tiefau, our long-serving Program Officer. JoAnn and Linda had a combined 44 years of experience at the F. M. Kirby Foundation; we remain ever grateful for the service and commitment to excellence both Linda and JoAnn embodied.

While we wish them healthy and happy retirements, we look forward to introducing two new faces to you. Kim Mahoney joined us in July as our new Executive Assistant. Kim's experience in office management and executive assistance promises to ensure our office is running smoothly and efficiently. More recently, Wanda Miroslava Peguero joined us as Grants Administrator. Wanda comes to the Kirby Foundation with deep experience in grants management, having served in a similar role at the Ms. Foundation for Women, the JPB Foundation, and the Geraldine R. Dodge Foundation, among others. In just a few weeks, Wanda has already made significant strides in maximizing the potential of our grants management system and preparing us for our online application portal. Considering all this change taking place, we included in your Board mailing an updated organizational chart, with photos, which should help clearly lay out each staff member's role within the organization. Speaking of changes, we hope you like the new look and layout of our website, which went "live" in August. I am grateful to Gina Beviglia for all her work on this major project.

The Board mailing includes a list of the grants awaiting ratification (\$75,000 and under) as well as recommended grants awaiting approval by the Board. Our Cumulative List of Referrals to the Board reports on ten grants, for a recommended cumulative amount of \$1,600,000.

We are putting forward, for either ratification or approval, a total of 76 grants, for a sum of \$3,766,000 in support. Among these many grantees, you will find four new organizations:

- **Black Inventors Hall of Fame (April):** This grant provided one-time support of a “pop-up” exhibit at Cornerstone Family Program's Morristown Neighborhood House, celebrating the inventions and innovations of Black and Latino inventors.
- **Duke Divinity School (Board Referral):** We are recommending a two-year pledge of \$100,000 in support of the Will Willimon Endowed Professorship at the Duke Divinity School. Professor Willimon is a long-time professor at the Divinity School and the former Dean of the Duke University Chapel. This endowed professorship will support a scholar of distinction at the Associate or Assistant Professor level of the Duke Divinity School. Jeff Kirby writes in support.
- **Morristown Festival of Books (July):** This grant provided general operating support to the town’s popular fall book festival, which has attracted marquee authors like James Patterson, Frank Bruni, Joyce Carol Oates, and Mary Higgins Clark. The Festival includes the ever-popular KidFest, a daylong celebration of children’s and young adult literature. Dillard Kirby writes in support.
- **Spring Street CDC (July):** With a one-time capital grant for the purchase of a refrigerated truck, this contribution helped support the Spring Street CDC’s Table of Hope, a food kitchen in the low-income census tract of Morristown that provides hot meals to families in need.

We look forward to sharing more with you about these grantees and others at the meeting.

Because my aunt was able to get the help she needed, she recovered from her depression and is now a doting grandmother, posting that same happy smile in almost daily Facebook updates. While she benefitted from an empathetic family, health insurance, and medical care, too many people in our country do not get the mental health care they need due to stigma, a shortage of licensed therapists, or lack of insurance. While we wait for the day that mental illness is treated by the public and the health care system like any other ailment – as an illness deserving of compassionate care – the F. M. Kirby Foundation will continue to support non-profit solutions. Furthermore, our grant portfolio acknowledges the vital roles that the arts, environment, education, and religion play in the overall well-being of people in the areas we serve.

F. M. Kirby Foundation, Inc.
Investment Committee Update
As of July 31, 2023

Date Prepared: September 5, 2023

Vanguard Institutional Advisors

Valuation Summary as of 07/31/23

	<u>Total Cost</u>	<u>Total Market Value</u>	<u>% of Totals</u>	<u>Indicated Income</u>	<u>Yield</u>	<u>Fees</u>	
						<u>Bps</u>	<u>\$</u>
Cash	\$ 12,767	\$ 12,767	0.0%	\$ 191	1.5%		
Equity	\$ 147,757,370	\$ 152,785,590	83.8%	\$ 3,315,447	2.2%		
Fixed Income	\$ 32,766,357	\$ 29,539,698	16.2%	\$ 841,881	2.9%		
Accruals	\$ 89,920	\$ 89,920	0.1%	\$ -	0.0%		
Total	\$ 180,626,413	\$ 182,427,975	100.0%	\$ 4,157,520	2.3%	29	527,217

Performance Summary: Net of Fees

	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>Annualized</u>				<u>Since Inception</u>	
				<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>%</u>	<u>Date</u>	
FMKF Account	3.7	4.9	11.7	11.6	11.3	7.0	6.7	11/2/2017	
Custom Spliced Benchmark	2.9	5.6	13.1	8.9	6.6	6.1	6.1	11/2/2017	

Walter Scott & Partners Limited

Global Growth Equities

Portfolio Manager: Roy Leckie

Mngmt. Fee: 35 bps plus annual performance fee (up to 15 bps on excess return)
Approximately \$704K estim. for 2023 (\$300K - base, \$400K perf paid in Q1, 2023)

Valuation Summary as of 07/31/23

	<u>Total Cost</u>	<u>Total Market Value</u>	<u>% of Total</u>	<u>Indicated Income</u>	<u>Yield</u>	<u>Asset Class</u>	<u>% of Portfolio</u>
Cash and equivalents	\$ 974,052	\$ 974,052	1.1%	\$ 14,611	1.5%	Cash	1.1%
Common stocks	\$ 36,790,190	\$ 85,034,001	98.8%	\$ 1,003,401	1.2%	Accrued Inc.	0.0%
Accrued income	\$ 28,576	\$ 28,576	0.0%	\$ -	0.0%	US Equities	53.0%
Total	\$ 37,792,818	\$ 86,036,629	100.0%	\$ 1,018,012	1.2%	Intl Equities	45.8%
						Total	100.0%

Performance Summary: Gross of Fees

	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>Annualized</u>					<u>Since Inception</u>
				<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>7 Years</u>	<u>(8/1/2007)</u>	
FMKF Account	0.8	5.5	18.4	14.5	10.6	10.4	12.2	9.0	
MSCI ACWI Index	3.7	8.5	18.1	12.9	10.4	8.2	9.9	5.8	

F. M. Kirby Foundation, Inc.
Investment Committee Update
As of July 31, 2023

Date Prepared: September 5, 2023

Institutional Mutual Funds

Valuation Summary as of 07/31/23

	<u>Total Cost</u>	<u>Total Market Value</u>	<u>% of Totals</u>	<u>Indicated Income</u>	<u>Yield</u>	<u>Fees</u>	
						<u>Bps</u>	<u>\$</u>
Cash (both accounts combined)	-	-	0.0%	\$ -	1.5%		
J.P. Morgan Global Allocation Fund - R6 (GAOZX)	32,395,676	37,337,731	54.0%	1,542,048	4.1%	69	257,630
PIMCO All Asset Strategy (PAAIX)	35,000,000	31,784,249	46.0%	1,849,843	5.8%	87	274,934
Total	\$ 67,395,676	\$ 69,121,980	100.0%	\$ 3,391,892	4.9%		

Performance Summary: Gross of Fees

	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>1 Year</u>	<u>Annualized</u>				
						<u>3 Years</u>	<u>5 Years</u>	<u>Since Inception</u>	
								<u>%</u>	<u>Date</u>
Global Allocation Fund (GAOZX)*	2.0	3.1	13.4	5.2	4.0	4.3	5.8	1/1/2016	
Global Allocation Composite - 60/40	2.5	4.5	11.5	6.6	3.9	4.8	5.6	1/1/2016	
*2017 data and prior is for GAOSX									
PIMCO All Asset Strategy (PAAIX)	2.3	2.3	6.4	3.0	6.7	4.9	4.2	1/2/2018	
Global Allocation Composite - 60/40	2.5	4.5	11.5	6.6	3.9	4.8	4.4	1/2/2018	

Global Infrastructure Funds

Valuation Summary as of 07/31/23

	<u>Total Cost</u>	<u>Total Market Value</u>	<u>% of Totals</u>	<u>Indicated Income</u>	<u>Yield</u>	<u>Fees</u>	
						<u>Bps</u>	<u>\$</u>
Cash (both accounts combined)	162,872	162,824	1.6%	2,442	1.5%		
Cohen & Steers Global Listed Infrastructure	5,011,306	4,983,567	48.7%	158,976	3.2%	70	34,885
KBI Global Sustainable Infrastructure	5,130,931	5,084,527	49.7%	165,247	3.3%	80	40,676
Total	\$ 10,305,109	\$ 10,230,918	100.0%	\$ 326,665	3.2%		

Performance Summary: Gross of Fees

	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>1 Year</u>	<u>Annualized</u>				
						<u>3 Years</u>	<u>5 Years</u>	<u>Since Inception</u>	
								<u>%</u>	<u>Date</u>
Cohen & Steers Global Listed Infrastructure	1.7	(0.1)	2.8				1.3	12/1/2022	
FTSE Global Core Infrastructure 50/50 Net Tax Index	2.1	(0.4)	2.3				0.0	12/1/2022	
KBI Global Sustainable Infrastructure	1.1	(1.6)	4.5				3.4	12/1/2022	
S&P Global Infrastructure Net TR Index	2.0	(1.0)	2.3				2.9	12/1/2022	

F. M. Kirby Foundation, Inc.
Investment Committee Update
As of July 31, 2023

Date Prepared: September 5, 2023

Blackstone/GSO Capital Solutions Fund, LP

Private lending fund for mid- and small-sized companies experiencing financial distress

Portfolio Manager: David Posnick & Dwight Scott

Fund I - 0.0% mngmt. fee; 20% carried interest
Fund II - 1.5% mngmt fee; 20% carried interest

YTD Statement of Changes in Capital Account as of 07/31/23

<u>Capital Committed</u>	<u>Cash Reserved for Capital Call</u>	<u>Net Invested</u>	<u>Year-to-Date</u>						
			<u>Beginning Balance</u>	<u>Plus: Contributions</u>	<u>Minus: Distributions</u>	<u>Plus: Net Total Return</u>	<u>Minus: Est. Perf. Fee</u>	<u>Est. Ending Balance</u>	
Blackstone GSO I - \$10,000,000	\$ 77,204	\$ 2,852,725	\$ 165,990	\$ -	\$ 166,772	\$ 3,562	\$ -	\$ 2,780	
Blackstone GSO II - \$15,000,000		\$ 4,026,663	\$ 1,168,815	\$ -	\$ -	\$ (5,760)	\$ -	\$ 1,163,055	

Performance Summary:

	<u>Annualized</u>						<u>Since Inception</u>
	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>	<u>Net Levered IRR (03/31/23)</u>
Total Blackstone Investment	0.02	0.1	-0.1	-24.8	0.0	-16.6	
Blackstone GSO I - 6/1/2010 inception date							9.2
Blackstone GSO II - 4/1/2014 inception date							0.6

F. M. Kirby Foundation, Inc.

Total Market Value

\$ 349,060,542

Current Yield

2.5%

Performance Summary:

	<u>Annualized</u>					
	<u>Current Month</u>	<u>Latest 3 Months</u>	<u>YTD</u>	<u>1 Year</u>	<u>3 Years</u>	<u>5 Years</u>
Total Portfolio	2.6	4.4	12.7	10.0	9.0	6.8
Custom Benchmark	2.9	6.0	14.0	8.9	6.3	6.1

**Minutes of the Meeting
of the Investment Committee of the
F. M. Kirby Foundation, Inc.
July 25, 2023**

A meeting of the Investment Committee of the Board of Directors of the F. M. Kirby Foundation, Inc., was held on July 25, 2023 at 10:00 a.m. beginning at the offices of PIMCO, 1633 Broadway, New York, NY. The following Committee members participated:

S. Dillard Kirby
Jefferson W. Kirby
William J. Raver
Ward K. Horton
F. Morgan Kirby, IV
Evan C. Lorey

Mr. S. Dillard Kirby, Chairman, presided and Ms. Diana L. Kostas, Secretary/Treasurer, recorded the minutes of the meeting. Mr. Justin J. Kiczek, Executive Director, and Ms. Laura H. Virkler, Chair of the Board, participated in the meeting as guests. Messrs. Matthew Ruhl, Senior Investment Consultant, and Ralph Ivory, Director, Nonprofit Solutions, also joined the meeting, representing Vanguard Institutional Advisory Services.

Mr. Joe Xu, Account Manager, PIMCO greeted everyone and turned the presentation over to Mr. Campbell Harvey, Ph.D., Director of Research, Research Affiliates, who participated virtually from the campus of Duke University. He provided the committee with a macro view on the economy, highlighting yield curve inversions preceding recessions and citing reasons why the current yield curve may be a false signal. He also noted one significant caveat, which would be if the Federal Reserve was to continue implementing rate hikes. Dr. Campbell stated that while the economy is complex, all focus was simply on the Federal Funds rate. Other issues such as energy, supply chain management, and housing demand all impact inflation. He felt that two

more rate hikes would be a recipe for disaster. The committee asked a few questions and thanked Dr. Harvey for his time.

Mr. Brent Leadbetter, Partner, Head of Equity Solution Distribution, Research Affiliates, addressed broad market trends for 2023, noting a strong reversal of returns in the second quarter of 2023 with diversified commodities being the only asset class with stronger Q2 performance. All Asset's neutral risk posture drove modest performance for 2023. Diversifiers, including emerging market bonds, REITs and emerging market equities provided healthy contributions to All Asset's returns, albeit lagging mainstream equities. Underlying PIMCO fund alpha was a detractor year-to-date but has been an important contributor to long-term returns. All Asset returns (net of fees) as of June 30, 2023 were 3.97% YTD versus CPI + 5% BM of 4.01% and 4.68% versus CPI + 5% BM of 9.13%. Research Affiliates' long-term nominal return forecasts predict that the highest return potential is outside U.S. stocks and bonds, and they will be expanding investments in developed ex-US equities (modestly higher returns and lower volatility). All Asset's gross yield of 7.2% underscores the relative low cost of All Asset's underlying assets and return potential. A question was posed regarding the decline in allocation to liquid alternatives (LA) given their strong performance to which Mr. Leadbetter replied that the category tends to serve as dry powder and as yields have become more attractive, they have moved monies from the LA category to fixed income. The Investment Committee thanked both the PIMCO and Research Affiliates team members for their time and they departed the meeting at 11 a.m.

At 11:30 a.m. the meeting continued at the offices of J. P. Morgan Client Center, 390 Madison Avenue, New York, NY. Mr. Jeff Geller, Chief Investment Officer and Ms. Grace Koo, Senior Portfolio Manager of J P. Morgan Multi-Asset Solutions were joined by Mr. Michael

Griffin, Executive Director, J. P. Morgan Private Bank. Mr. Geller led the conversation reviewing Global Allocation Fund's performance versus the 60% ACWI /40% Global Agg risk profile. He noted that in 2020 the Fund ranked in the Top 9% of the Morningstar World Allocation Category, coming in 240 bps over the 60/40 benchmark. Conversely, in 2021 it beat the 60/40 benchmark by 153 bps but ranked in the 67th percentile of the Morningstar World Allocation. Structural biases in the peer groups and the desires of retail clients versus those looking for more globally diverse options all factor into the investment process. Through June 30, 2023, both equities and fixed income had negative return contributions versus the 60/40 benchmark. Equities had returns of 7.01% versus benchmark returns of 8.21% and fixed income had returns of 0.14% versus benchmark returns of 0.61%. According to Mr. Geller, manager alpha over the last three years has been extraordinary. Long-term alpha has come from their fixed income allocations, with 1.58% returns (since inception) versus the 60/40 benchmark returns of 0.12%.

Mr. Geller then pivoted to forward-looking views. The senior investment team feels inflation has peaked and is trending lower. Long duration is favored over the next 12-18 months. There are no options in the portfolio currently and recession risk has been downgraded to a 20% probability. Mr. Geller responded to a question regarding fixed income that he believed both investment grade and high yield looked enticing. The Global Allocation team is essentially doing a 60/60 allocation via the use of futures.

Ms. Koo reviewed a downside scenario analysis and then highlighted manager contribution as of June 30, 2023. Manager alpha was positive for the YTD, 1-year, 3-year, 5-year and Since Inception periods. Global Select Equity (managed by Helge Skibeli) has a sizable allocation of approximately 25%. While alpha for GSE was negative for the 1-year period, it has

added significant alpha to all other time periods. Mr. Skibeli remains growth/value neutral and focuses on stock selection.

The topic of China A shares arose. Mr. Geller informed the committee that the Global Allocation Fund had exited the China A strategy and the team was lukewarm on emerging markets in general. One-third of the Fund's emerging market exposure was in China A shares, which were a big detractor to performance. Mr. S. Dillard Kirby asked for perspective on dividends. Ms. Koo stated that the lack of dividends in 2023 was accounting-related and that losses on currency positions were offsetting dividend income. Mr. Jefferson W. Kirby inquired if there were any major leadership changes, to which Mr. Geller answered no. The committee thanked the J.P. Morgan team for their time, and they departed at 12:35 p.m.

The Investment Committee resumed its meeting at 12:50 p.m. The minutes from the April 25, 2023 Investment Committee meeting were approved. Ms. Kostas shared key highlights from the investment reports which were sent to the Committee in advance of the meeting. Items of note included:

- Total portfolio returns of +9.8% versus 75% ACWI/25% Global Aggregate benchmark of 10.7% (YTD through June 30, 2023)
- The total portfolio exceeded the benchmark for the month of June, 1-year, 3-year and 5-year periods.
- For the six-month period ending June 30, 2023, Walter Scott had the strongest manager outperformance, coming in 360 bps over its benchmark and providing 97 bps to the Foundation's returns.

- Equities was the top asset class in terms of absolute returns (+12.2%) through June 30, 2023, with non-US equities returning 13.4% and U.S. equities providing returns of 11.0%.
- The Foundation outperformed both its Callan peers and the Alpha Nasdaq OCIO Endowment & Foundations peer group for all periods ending March 31, 2023 (quarter, 1-year, 3-year, and 5-year).
- The expense ratio as of June 30, 2023, was 56.3 bps.
- Estimated cash needs through October 31, 2023: \$3.3M versus anticipated dividends and money market funds of \$758K.

The Committee agreed to draw down \$3.0M from the J.P. Morgan Global Allocation Fund to fund grantmaking and operating expenses. A brief conversation ensued regarding Walter Scott's performance-based fee. It was decided that the role of that fee was to protect downside performance rather than limit the expense on upside performance. The additional 7.5 bps that were paid for performance were more than covered by the +300-bps performance over the 5-year benchmark. Mr. S. Dillard Kirby commented that we could at least inquire about a performance fee cap.

Mr. Ruhl then provided highlights of global equity market returns, noting that the ten largest companies in the S&P 500 contributed 74% of the S&P 500 return 2023 YTD. The median return for the index was 4.7% versus the total index return of 16.9%. He reminded the Committee that the Foundation's active stock portfolios did not include Apple, Amazon, NVIDIA or Tesla, which resulted in underperformance against the MSCI All Country World Index of 1224 bps 2023 YTD.

The Committee discussed Mr. Harvey's views on the Federal Reserve and the differing investment approaches between PIMCO (more value oriented) and J. P. Morgan (more sector focused). Mr. Raver pointed out the low correlation in excess returns between the two managers.

The conversation then turned to private equity and the Hamilton Lane presentation deck. Two investments were compared: the Private Assets Fund (PAF) and the Equity Opportunities Fund VI (EOF), which will launch in Q4 2023 or Q1 2024. The positives on the PAF are exposure to direct equity, direct credit and secondaries with one-time funding, minimal administrative burden given no capital calls, and 1099-reporting versus a K-1. The drawbacks to the PAF are timing the entry, paying a premium for liquidity, and diversification concerns with the top 3 holdings accounting for more than 10% of the Fund. With the EOF, positives include that the investment dollars would be spread over a few years and EOF II through V showed strong performance over the MSCI World PME (Public Market Equivalent). There was serious interest in the EOF. The Committee inquired as to whether there was a secondary-only fund that could be paired with a direct credit fund. The Committee decided to invite Hamilton Lane to attend the October 24th meeting to discuss the EOF and their direct credit fund product, with hopes of moving forward with an "entry level" allocation in the next available entry period (estimated to be Q1, 2024). The fee structure for the EOF is a 1% management fee and 10% carried interest on committed capital, with an 8% hurdle. The PAF fee structure is more expensive, with a 1.5% management fee, plus 12.5% at the deal rate and an 8% / 6% hurdle on equity investments and co/direct credit investments, respectively.

Finally, the Committee agreed to liquidate the Cohen & Steers separately managed account and reinvest the proceeds into the firm's CSUIX mutual fund. A target date of August 31st has been set. The meeting concluded at 2:15 p.m.



F. M. KIRBY FOUNDATION, INC.

Approvals of Management April 1, 2023 through August 31, 2023

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Alzheimer's New Jersey, Inc. Roseland NJ	This organization separated from the national organization in 2016. It responds to the needs of those affected by Alzheimer's disease and other dementias by providing programs and community partnership that increase awareness and access to services.	03/31/2022 \$25,000.00 Support of Northern New Jersey programs	05/31/2023 \$25,000.00 General Operating Support	Liz Crowley
American Enterprise Institute for Public Policy Research Washington DC	This moderate, conservative think tank seeks to promote a free economy through a variety of research and public policy programs. Ambitious research projects have included topics on fundamental tax reform, economic deregulation, health, and environmental regulation.	05/31/2022 \$60,000.00 General Operating Support	05/31/2023 \$60,000.00 General Operating Support	Emily Prince
America's Grow-A-Row, Inc. Pittstown NJ	With their five farming locations (headquarters located on land previously owned by Grace K. Culbertson), America's Grow-A-Row positively impacts as many lives as possible through planting, picking, rescuing, and delivering fresh produce to those in need. The organization has an environmental education and sustainability focus that benefits both their volunteers and the patrons of the food pantries they serve.	08/31/2022 \$10,000.00 Support of the 2022 Fresh Produce Initiative, specifically dedicated to Morris County	06/30/2023 \$15,000.00 Support of the 2023 Fresh Produce Initiative in Morris County and other areas in New Jersey	Liz Crowley
ArtPride New Jersey Foundation, Inc. Burlington NJ	The Foundation represents the arts community to the New Jersey state legislature, reinforces the importance of the arts to the public-at-large, and presents a unified voice on matters of importance to the arts community. It also promotes the value of the arts to New Jersey's quality of life, education, and economic vitality.	05/31/2022 \$20,000.00 General Operating Support	05/31/2023 \$20,000.00 General Operating Support	Gina Beviglia
Bald Head Island Conservancy, Inc., The Bald Head Island NC	This organization strives to conserve the natural resources of Bald Head Island, NC, including three major ecosystems: oceanfront beaches, maritime forests, and marshlands. As a research entity, BHIC is focusing on the interrelationships between fragile barrier ecosystems and coastal mainlands. Alice K. Horton is a former Board Member and writes in support.	07/29/2022 \$55,000.00 General Operating Support - \$50,000; Support of the Internship Program-\$5,000	07/31/2023 \$55,000.00 General Operating Support - \$50,000; Support of the Internship Program - \$5,000	Liz Crowley
Big Brothers Big Sisters of Coastal & Northern New Jersey Asbury Park NJ	From its Parsippany office, Big Brothers and Big Sisters identifies, recruits, and trains volunteers in order to match them with children from single parent and foster care homes. The volunteer "Bigs" provide friendship, guidance, understanding, and mentorship to their "Littles" for a minimum one-year term.	06/30/2022 \$10,000.00 Support of Morris County programs	06/30/2023 \$10,000.00 Support of Morris County Programs	Liz Crowley
Bill of Rights Institute Arlington VA	The Bill of Rights Institute is an educational organization based in Arlington, Virginia, that develops educational resources on American history and government, provides professional development opportunities to teachers, and runs student programs and scholarship contests.	06/30/2022 \$25,000.00 General Operating Support	06/30/2023 \$25,000.00 General Operating Support	Emily Prince

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Black Inventors Hall of Fame Wharton NJ	Black Inventors Hall of Fame aims to identify and pay tribute to Black entrepreneurial leaders who have produced groundbreaking technological advancements in agriculture, domestic life, science, and medicine. F. M. Kirby Foundation support is for the creation of a pop-up exhibit highlighting Black and Hispanic inventors at Cornerstone Family Programs Neighborhood House.		04/28/2023 \$10,000.00 One-time support of the Popup Exhibit at Cornerstone Family Program's Morristown Neighborhood House	Gina Beviglia
Book Harvest Durham NC	Located in Durham, N.C., this organization is dedicated to increasing children's reading and learning opportunities by providing free books and literacy services at their own facility and local partner businesses. Laura H. Virkler writes in support.	09/30/2022 \$12,500.00 General Operating Support	07/31/2023 \$20,000.00 General Operating Support	Emily Prince
Boy Scouts of America/Patriots' Path Council, Inc. Cedar Knolls NJ	From Cedar Knolls, NJ, the Council serves boys and girls from Morris, Somerset, Sussex, Union, and Middlesex counties. Scouting instills values, prepares young people for life, and helps them reach their full potential. A variety of programs help to build character, citizenship, and physical and mental fitness. Support is designated for Morris County programs.	07/29/2022 \$45,000.00 Support of Morris County programs	06/30/2023 \$45,000.00 Support of Morris County Programs	Liz Crowley
Candid (merger of The Foundation Center & GuideStar) New York NY	This organization fosters public understanding of the foundation field by collecting, organizing, analyzing and disseminating information to the general public. Facilities are located in New York City, San Francisco and Washington, DC. Staff members of the F.M. Kirby Foundation, Inc., as well as many of its grantees, frequently utilize the center's informational services.	08/31/2022 \$26,000.00 General Operating Support	07/31/2023 \$26,000.00 General Operating Support	Gina Beviglia
Carolina Theatre of Durham, Inc. Durham NC	This 1926 historic landmark, located in Durham, North Carolina, offers theatre, film, and meeting space. The theatre presents concerts, daily films and film festivals, serves school children through education programs, and provides a home for numerous nonprofits and other organizations that utilize the facility. Alice K. Horton writes in support.	10/31/2022 \$30,000.00 General Operating Support	05/31/2023 \$30,000.00 General Operating Support	Gina Beviglia
Community Foundation of New Jersey Morristown NJ	The Community Foundation of NJ connects donors to organizations, issues and communities important to them, and provides ongoing leadership on issues critical to the health of New Jersey. It has a network of affiliates in Newark, Mercer, Monmouth and Morris Counties, and in South Jersey. 2023 funding is for the Morris County Funders Group initiative to provide Mental Health First Aid training to community groups. William H. Byrnes served on the Morris County Grants Committee. Sandra B. Sherman served on the Advisory Board.	12/21/2012 \$50,000.00 Support of the Hurricane Sandy Recovery and Rebuild Fund	04/28/2023 \$50,000.00 Support of the Morris County Funders Group Collaboration for Mental Health First Aid training in Morris County via The Mental Health Association in New Jersey	Liz Crowley
Compass Center for Women and Families Chapel Hill NC	Based in Chapel Hill, NC, the Center aids individuals and promotes equal access to opportunity regardless of gender or economic status through career and financial education services, domestic violence crisis and prevention programs, assistance with legal resources, and youth health programs. Alice K. Horton writes in support.	10/31/2022 \$25,000.00 General Operating Support	06/30/2023 \$25,000.00 General Operating Support	Liz Crowley
Council of New Jersey Grantmakers, Inc. Ewing NJ	The Council conducts and sponsors an array of educational and training programs to the New Jersey grantmaking community. S. Dillard Kirby is a former Trustee and Justin J. Kiczek is a current Trustee.	08/31/2022 \$26,000.00 General Operating Support - \$23,600; Support for programs for family philanthropies-\$2,400	08/31/2023 \$26,000.00 General Operating Support - \$24,300; Support for programs for family philanthropies - \$1,700	Gina Beviglia

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Court Appointed Special Advocates of Morris & Sussex Counties, Inc. Cedar Knolls NJ	CASA screens and trains community volunteers to advocate for abused and neglected children whose immediate futures are in the hands of the Family Court. CASA of Morris/Sussex NJ is the premier chapter in the state.	02/28/2022 \$35,000.00 General Operating Support	04/28/2023 \$35,000.00 General Operating Support	Liz Crowley
DMAX Foundation Bryn Mawr PA	The Foundation was established in 2014 after the suicide of the founders' son. Its mission is to eliminate stigma and encourage safe and caring conversations about mental and emotional issues in today's youth through the creation of DMAX Clubs, which are groups of like-minded college students who have the common goal of helping each other navigate challenges of their college years.	05/31/2022 \$10,000.00 General Operating Support	06/30/2023 \$7,500.00 Support of the 2023 DMAX Club Program	Liz Crowley
Dolgeville Central School Dolgeville NY	A 2002 gift established the Jonathan A. Vedder Commencement Award in memory of Jonathan, son of Douglas and Pam Vedder, who passed away in 2001. The annual award recognizes the senior boy and girl who received the highest grade in Biology and had demonstrated an active interest in baseball and softball.	05/31/2022 \$1,000.00 Support of the Jonathan A. Vedder Commencement Award	04/28/2023 \$4,000.00 Support of the Jonathan A. Vedder Commencement Award (this grant comprises our total support through 2024)	Emily Prince
Employment Horizons, Inc. Cedar Knolls NJ	Employment Horizons provides comprehensive employment, training, and job placement services to people with disabilities and other disadvantages in the greater Morris County, NJ area. Formerly known as the Occupational Training Center of Morris County, this organization provides these services in-house and aggressively seeks employment opportunities for its clients throughout the local community.	07/29/2022 \$55,000.00 General Operating Support	06/30/2023 \$55,000.00 General Operating Support	Liz Crowley
EngenderHealth, Inc. Washington DC	This organization's worldwide mission is to ensure that women everywhere have access to quality family planning, maternal health, HIV and AIDS, gender equity, and other reproductive health services.	10/29/2021 \$60,000.00 General Operating Support	05/31/2023 \$50,000.00 General Operating Support	Emily Prince
Foundation for Individual Rights and Expression, Inc. Philadelphia PA	Aptly named "FIRE", this Philadelphia-based organization's mission is to defend and sustain the individual rights of all Americans to free speech and free thought. FIRE educates Americans about the importance of these inalienable rights; promotes a culture of respect for these rights in our courtrooms, on our campuses, and in our culture; and provides the means to preserve them.	02/28/2022 \$75,000.00 General Operating Support	06/30/2023 \$75,000.00 General Operating Support	Emily Prince
Fox Chase Cancer Center Philadelphia PA	This highly regarded, major cancer research center is located in Philadelphia, PA. Current funding is in support of Dr. Christina Uribe-Alvarez's research project on melanoma.	06/30/2022 \$75,000.00 Support of Dr. Christina Uribe-Alvarez's research project on melanoma	05/31/2023 \$75,000.00 Support of Dr. Christina Uribe-Alvarez's research project on melanoma	Emily Prince
Fund for American Studies, The Washington DC	Based in Washington, D.C., the mission of the Fund for American Studies is to develop courageous leaders inspired and equipped to advance the ideas of individual liberty, personal responsibility, and economic freedom in their communities and throughout the world. They do this through a variety of educational programs both nationally and internationally that serve high school students, undergraduates, postgraduates, and beyond.	12/17/2021 \$35,000.00 General Operating Support	05/31/2023 \$35,000.00 General Operating Support	Emily Prince

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Gilder Lehrman Institute of American History New York NY	Founded in 1994 in New York City, the Institute promotes the study and love of American history through a variety of services to teachers, students, scholars, and the general public.	06/30/2022 \$45,000.00 Support of the 2022-2023 professional development opportunities for Morris County educators	06/30/2023 \$45,000.00 Support of 2023-2024 professional development opportunities for Morris County educators	Emily Prince
Girl Scouts of Northern New Jersey, Inc. Riverdale NJ	This council of the Girl Scouts provides a full array of programs, trips, and workshops as well as summer camp, environmental education, and other activities.	08/31/2022 \$45,000.00 Support of Morris County programs	08/31/2023 \$45,000.00 Support of Morris County programs	Liz Crowley
Gladney Center for Adoption Fort Worth TX	This organization provides ongoing services to members of the adoption triangle: the birth parents, the child, and the adoptive parents. The Center provides residential, medical, counseling, infant placement, and post-placement services, and is directly involved in over three hundred adoptions a year. The Gladney Fund is the fundraising arm for the Center's operations. S. Dillard Kirby (who writes in support) served on the Board of the Gladney Fund and both of his children were adopted through the Center, located in Ft. Worth, TX.	07/29/2022 \$20,000.00 General Operating Support	07/31/2023 \$20,000.00 General Operating Support	Liz Crowley
Greensboro Day School Greensboro NC	Greensboro Day School is an independent coeducational school for students in grades K-12. Fred M. Kirby III previously served on the Board. Leigh Kirby Klein graduated from the school in 2004 and writes in support.	03/31/2022 \$25,000.00 Support of the 2021-2022 Annual Fund First Campaign	04/28/2023 \$25,000.00 Support of the 2022-2023 Annual Fund First Campaign	Emily Prince
Habitat for Humanity of Durham, Inc. Durham NC	An affiliate of Habitat for Humanity International, this ecumenical housing program builds or renovates houses for low-income families. Habitat works in partnership with the selected families and numerous volunteers. Ashley H. Freedman is a former Board Member and former member of the Research and Development Committee, and writes in support along with Laura H. Virkler and Alice K. Horton.	05/31/2022 \$45,000.00 General Operating Support	05/31/2023 \$45,000.00 General Operating Support	Liz Crowley
Habitat for Humanity Orange County, N.C., Inc. Chapel Hill NC	An affiliate of Habitat for Humanity International, this ecumenical housing program builds or renovates houses for low-income families. Habitat works in partnership with the selected families and numerous volunteers. A three-year pledge was initiated in 2021 toward the Weavers Grove: Strengthening the Fabric of Our Community campaign. George A. Horton serves on the Advisory Board. Alice K. Horton writes in support.	12/21/2022 \$165,000.00 Support of the Weavers Grove: Strengthening the Fabric of Our Community campaign-\$170,000 in May of 2021 and \$165,000 in May of 2022 and an accelerated pledge payment of \$165,000 in December of 2022	05/31/2023 \$50,000.00 General Operating Support	Liz Crowley
Hearing Health Foundation New York NY	Hearing Health Foundation is a leader in basic, clinical, and translational research in hearing and balance science. The Foundation promotes hearing health while also creating new innovations and treatments for people with hearing loss, tinnitus, and other hearing conditions.	05/31/2022 \$25,000.00 Support of the Hearing Restoration Project	05/31/2023 \$25,000.00 Support of the Hearing Restoration Project	Emily Prince
Housing for New Hope, Inc. Durham NC	Since 1992, HNH has served the needs of homeless individuals and those at risk of homelessness in Durham and Orange counties by encouraging and assisting homeless people and other persons in crisis to move toward lives marked by increased levels of stability, dignity, hope, and independence. Laura H. Virkler writes in support.	06/30/2022 \$30,000.00 General Operating Support	05/31/2023 \$35,000.00 General Operating Support	Liz Crowley

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Institute for Humane Studies Arlington VA	Located on the campus of George Mason University School of Law in Arlington, VA, the Institute develops talented, productive students, scholars, and other intellectuals who share an interest in liberty and who demonstrate the potential to help change the current climate of opinion to one more congenial to the principles and practice of freedom.	08/31/2022 \$20,000.00 General Operating Support	06/30/2023 \$20,000.00 General Operating Support	Emily Prince
Institute For Justice Arlington VA	A public interest law firm concerned with the protection of productive livelihoods, educational choice, private property and the free exchange of ideas through litigation and education. The Institute's lawsuits cover a variety of areas but all share a common goal: to help enterprising individuals have greater control over their lives as free members of society rather than as dependents of government mandates or entitlements.	05/31/2022 \$35,000.00 Support of the Institute for Justice Clinic on Entrepreneurship	05/31/2023 \$50,000.00 General Operating Support-\$35,000; Support of the Clinic on Entrepreneurship-\$15,000	Emily Prince
Lincoln Center Theater New York NY	Home to the Vivian Beaumont Theater, the Mitzi E. Newhouse Theater, and the Claire Tow Theater, Lincoln Center Theater produces and presents annual programs of new works, revivals, and classics.	03/31/2022 \$15,000.00 General Operating Support	05/31/2023 \$15,000.00 General Operating Support	Gina Beviglia
Literacy Volunteers of Morris County, Inc. Morristown NJ	This county affiliate of Literacy Volunteers of New Jersey, located in Morristown, NJ, recruits, trains, and matches volunteers to teach Basic Literacy and English as a second language to adult learners living in Morris County.	08/31/2022 \$22,500.00 General Operating Support	06/30/2023 \$25,000.00 General Operating Support-\$25,000; Pledged for like use-\$25,000 in 2024 and 2025	Emily Prince
Memorial Sloan-Kettering Cancer Center New York	MSK Cancer Center is a leader in providing cancer treatment, care, research, and training. The F.M. Kirby Foundation's recent funding supports the work of Dr. Luis Parada within the Brain Tumor Center.	12/22/2022 \$75,000.00 Support of the work of Dr. Luis Parada within MSK's Brain Tumor Center	07/31/2023 \$75,000.00 Support of the work of Dr. Luis Parada within MSK's Brain Tumor Center	Emily Prince
Morristown Festival of Books Morristown NJ	Created by and for people who love books, MFOB has become a destination event for authors and readers. Since its inception, MFOB has established itself among the top book festivals nationwide, drawing thousands of annual attendees to enjoy a diverse roster of in-person talks by world-class authors, unique engagement opportunities between readers and writers, and special events for children. S. Dillard Kirby writes in support.		07/31/2023 \$10,000.00 General Operating Support	Gina Beviglia
National Association of Scholars, Inc. New York NY	The National Association of Scholars upholds the standards of a liberal arts education that fosters intellectual freedom, searches for the truth, and promotes virtuous citizenship. It is a professional association of college and university faculty, administrators, and graduate students interested in careers in higher education and advanced independent studies. NAS provides scholarship assistance and promotes high academic standards in teaching at the collegiate level.	06/30/2021 \$30,000.00 General Operating Support	07/31/2023 \$25,000.00 General Operating Support	Emily Prince
National Council For Adoption Alexandria VA	Based in Alexandria, VA, the National Council For Adoption is the leading expert on adoption issues, providing resources and education for all people and organizations in the adoption world, and advocating for sound policies so that every child can thrive in a nurturing, permanent family.	03/31/2022 \$30,000.00 General Operating Support	04/28/2023 \$30,000.00 General Operating Support	Liz Crowley

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
National Right To Work Legal Defense Foundation, Inc. Springfield VA	National Right to Work Legal Defense Foundation provides legal assistance to workers suffering from abuses of compulsory union requirements. Based in Springfield, VA, the Foundation was established in 1968.	07/29/2022 \$70,000.00 Support of the enforcement of the Janus and Beck decision	06/30/2023 \$70,000.00 Support of the enforcement of the Janus and Beck decisions	Emily Prince
New Jersey Symphony Orchestra Newark NJ	NJSO's mission is to connect with the people and diverse communities of New Jersey through the power of live symphonic music. In addition to its artistic programming, NJSO presents a suite of education and community engagement programs that promote meaningful, lifelong engagement with live music.	08/31/2022 \$10,000.00 Support of the Young Friends audience-building initiative	06/30/2023 \$10,000.00 Support of the Audience-Building Initiatives	Gina Beviglia
Newark Academy Livingston NJ	This coeducational independent school, with enrollment for grades 6-12, has a long history of support from the F. M. Kirby Foundation, Inc. S. Dillard Kirby and Jefferson W. Kirby are alumni. Walker D. Kirby was, and S. Dillard Kirby is a former Trustee.	09/17/2019 \$87,500.00 Support of Rise & Flourish: The Campaign for Newark Academy, specifically the renovation and expansion of the auditorium (along with all funds in the Reserved for Future Decision Fund)-\$87,500 in 2018 and and 2019	05/31/2023 \$25,000.00 Support of The Annual Fund	Emily Prince
North Carolina Museum of Life and Science Durham NC	The Museum serves as a regional science and technology center dedicated to furthering education in the natural and physical sciences for people of all ages. The facility, located on seventy acres in the city of Durham, holds interactive exhibits on aerospace, communications, and zoology, including the F. M. Kirby Biodiversity Exhibit. Laura H. Virkler and Ashley H. Freedman write in support.	10/31/2022 \$25,000.00 General Operating Support	05/31/2023 \$25,000.00 General Operating Support	Gina Beviglia
North Carolina Public Radio - WUNC Chapel Hill NC	Broadcasting from Chapel Hill, WUNC strives to influence public life by focusing on civic and cultural issues. The station provides consistently high quality public service programming presented with integrity. Alice K. Horton writes in support.	05/31/2022 \$25,000.00 General Operating Support	05/31/2023 \$25,000.00 General Operating Support	Emily Prince
North Carolina State University/Wilson College of Textiles Raleigh NC	The Wilson College of Textile at NCSU is the only college in the U.S. completely devoted to textiles and the number one textiles institution in the world. They provide five undergraduate majors, as well as graduate degrees. The school also houses research on textile production and engineering and maintains a focus on boosting textile manufacturing within the U.S. Leigh Kirby Klein, NCSU Class of '08, writes in support.	12/22/2022 \$50,000.00 Support of the Wilson College Flex Factory	06/30/2023 \$50,000.00 Support of the Wilson College Flex Factory	Emily Prince
Philanthropy Roundtable, The Washington DC	The Roundtable is a membership organization for foundations and other funders that provides education and advocacy regarding philanthropy-related issues.	08/31/2022 \$45,000.00 General Operating Support	07/31/2023 \$45,000.00 General Operating Support	Gina Beviglia
Plaid House, Inc. Morristown NJ	This is a model residential program for troubled adolescents currently separated from their families due to a variety of problems. Plaid House operates two comprehensive programs in Morristown, NJ: a group home for girls from 13 up to 18 and Thennen House, a transitional home for women 18 to 21.	09/30/2022 \$30,000.00 General Operating Support	08/31/2023 \$30,000.00 General Operating Support	Liz Crowley

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Planned Parenthood Keystone Warminster PA	Established in 1926, the Luzerne County, PA chapter of the national PPFA serves 37 counties throughout Eastern and Central PA and operates 8 health centers. The F. M. Kirby Foundation support is designated to services in Luzerne and Northampton Counties.	06/30/2022 \$37,500.00 General Operating Support, particularly Luzerne and Northampton counties	05/31/2023 \$37,500.00 General Operating Support, particularly Luzerne and Northampton Counties	Liz Crowley
Planned Parenthood South Atlantic Raleigh NC	This affiliate provides a wide range of affordable and reliable reproductive and sexual health care services in 14 locations across North Carolina, South Carolina, Virginia, and West Virginia. The F. M. Kirby Foundation's support focuses on Orange and Durham counties. Alice K. Horton writes in support	05/31/2022 \$40,000.00 Support of education programs and support services in Durham and Orange counties	07/31/2023 \$40,000.00 Support of education services and sex education programs in Durham and Orange counties	Liz Crowley
Platinum Minds, Inc. Chester NJ	Platinum Minds provides academically motivated boys from disadvantaged, low-income backgrounds with a strong literacy program for students (grades 1-5) and assistance in secondary school placement, educational mentoring, and leadership development (grades 6-12). Participants hail from a variety of towns in Northern NJ, with the majority residing in Morris County.	08/31/2022 \$7,500.00 Support of Morris County operations	05/31/2023 \$10,000.00 Support of Morris County operations	Emily Prince
Princeton Area Community Foundation Lawrenceville NJ	PACF promotes philanthropy through education, grant making, and by creating a network of donors, advisors, and nonprofit corporations with shared community values. Recent support has been for the New Jersey Arts and Culture Renewal Fund (NJACRF).	08/31/2022 \$50,000.00 Support of the New Jersey Arts and Culture Renewal Fund	08/31/2023 \$50,000.00 Support of the New Jersey Arts and Culture Renewal Fund	Gina Beviglia
Protect the Adirondacks, Inc. North Creek NY	PTA is a dedicated steward of the six-million-acre Adirondack Park, in upstate New York. Through education, research, and advocacy, it champions the importance of preserving the natural resources, open space, and rural way of life for the residents of this national treasure.	08/31/2022 \$25,000.00 Support of the Adirondack Lakes Assessment Program (ALAP)	07/31/2023 \$25,000.00 Support of the Adirondack Lakes Assessment Program (ALAP)	Liz Crowley
Reach Out and Read New Jersey Basking Ridge NJ	The national organization, founded in 1989, advocates for childhood literacy by encouraging parents to read regularly to their children and giving them the tools (books) to do so. The program is delivered by doctors and nurse practitioners at routine pediatric checkups. Our funds support efforts in Morris County, NJ.	07/29/2022 \$30,000.00 Support of efforts in Morris County and other New Jersey operations	06/30/2023 \$30,000.00 General Operating Support	Emily Prince
Roundabout Theatre Company, Inc. New York NY	Starting out as an off-off-Broadway theatre in 1965, today the Company is a major producer of both classical and contemporary theatre. Its facilities expanded in the '90s to include a Broadway theatre and an off-Broadway theatre.	05/31/2022 \$30,000.00 General Operating Support	05/31/2023 \$30,000.00 General Operating Support	Gina Beviglia
Rutgers University Foundation/Answer New Brunswick NJ	Established to aid the University in obtaining private funding, the Foundation also serves as the fiscal agent for many non-allied educational programs sponsored by the University, such as the Center for Applied Psychology National Teen-to-Teen Sexuality Education Project. The F. M. Kirby Foundation supports Answer's efforts to ensure that sexuality education accurately and truthfully serves the needs of young people.	05/31/2022 \$25,000.00 General Operating Support	04/28/2023 \$25,000.00 General Operating Support	Emily Prince

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
Salvation Army, The/Morristown Area Services Morristown NJ	The Morristown, NJ Corps provides a wide range of services to the homeless, alcoholics, and others in need. The Morristown Area Salvation Army also operates a childcare and preschool center, temporary shelter services, and employment and general assistance programs.	05/31/2022 \$45,000.00 General Operating Support	06/30/2023 \$45,000.00 General Operating Support	Liz Crowley
Semper Fi & America's Fund Oceanside CA	The Semper Fi Fund (SFF) provides immediate financial support for injured and critically ill members of the U.S. Armed Forces and their families. The SFF provides relief for financial needs that arise during hospitalization and recovery as well as assistance for those with perpetuating needs, including purchases of specialized & adaptive equipment, adaptive housing, adaptive transportation, and education and career transition assistance. F. M. Kirby Foundation funding is toward support of the Transition Program in New Jersey and North Carolina. Family friend, Kim Foley, serves on the Board.	05/31/2022 \$35,000.00 Support of the Transition Program in New Jersey and North Carolina	05/31/2023 \$35,000.00 Support of the Transition Program in New Jersey and North Carolina	Liz Crowley
Spring Street CDC Morristown NJ	Operating out of Bethel Church in Morristown, Spring Street CDC works to meet the needs of the community with outreach programs for women and families, those recovering from addiction, and senior citizens. 2023 support is for Spring Street CDC's Table of Hope's Mobile Food pantry program, which has served Morris County residents with over 100,000 meals since its inception in 2013.		07/31/2023 \$20,000.00 One-time support for the purchase of a refrigerated box truck for the Table of Hope Mobile Food Pantry	Liz Crowley
Stratford Volunteer Fire Company, Inc. Stratford NY	Services from this fire company are provided for the residents of Stratford, NY, and mutual aid is provided to Salisbury, NY.	04/29/2022 \$10,000.00 Support of the replacement of the roofs at the fire station	05/31/2023 \$10,000.00 Support of the renovation of the doorways to the pole barn addition	Liz Crowley
Students 2 Science, Inc. East Hanover NJ	Currently based in East Hanover and Newark, NJ, S2S is an organization that inspires, motivates, and educates middle and high school students in underserved communities to pursue careers in science, technology, engineering, and math (STEM subjects) by having professional scientists lead students through hands-on, age-appropriate experiments in S2S's modern chemistry laboratory or digitally by way of its V-Lab Program, a virtual classroom experience.	02/28/2022 \$40,000.00 Support of the East Hanover-based operations	05/31/2023 \$40,000.00 Support of the East Hanover-based operations	Emily Prince
Students to Scholars Chapel Hill NC	Located in Chapel Hill, NC, this organization enhances the work of the Boys & Girls Club by bringing in tutors and giving BGC families more educational opportunities (while also inspiring other BGC children to excel). Students to Scholars similarly enhances the independent schools by making financial aid more attainable and by opening up a pool of diverse and motivated students. Laura H. Virkler writes in support.	06/30/2022 \$15,000.00 General Operating Support	07/31/2023 \$15,000.00 General Operating Support	Emily Prince

Organization ▲	Organization Background	Most Recent Payment	Current Year Payment	Lead Program Officer
United Network for Organ Sharing Richmond VA	Located in Richmond, VA, UNOS is a membership organization comprised of every transplant center, organ procurement organization, and transplant laboratory in the nation. The organization manages the organ transplant waiting list for matching and distributing donated organs. The F. M. Kirby Foundation has funded projects to increase donors, as well as operating support for its headquarters and labs, which include the F. M. Kirby Organ Center.	06/30/2022 \$75,000.00 General Operating Support for UNOS Labs	07/31/2023 \$75,000.00 General Operating Support for UNOS Labs	Emily Prince
United Way of the Greater Lehigh Valley Allentown PA	This United Way fights for the health, safety, and prosperity of the Lehigh Valley's citizens. 2023 support is for the Ferry Street Fire Fund to support the families affected by a devastating fire in Easton's West Ward neighborhood.	04/30/2020 \$15,000.00 Support of the Leader in Me Program in Forks Elementary and Palmer Elementary Schools in Easton, PA	06/30/2023 \$10,000.00 Support of the Ferry Street Fire Fund	Liz Crowley
Wakeman Boys and Girls Club Fairfield CT	This Connecticut-based Boys and Girls Club has a mission to guide and inspire young people to reach their full potential as productive, caring, and responsible citizens. F. M. Kirby Foundation support is for programs at the Smilow-Burroughs Clubhouse in Bridgeport, CT. Previous support has been for the Madison Avenue Clubhouse Capital Campaign. Ward K. Horton writes in support.	12/21/2022 \$50,000.00 Support of the Madison Avenue Clubhouse Capital Campaign-\$50,000 in May of 2021 and May of 2022 and an accelerated pledge payment of \$50,000 in December of 2022	06/30/2023 \$30,000.00 Support of the After-School Program at the Smilow-Burroughs Clubhouse in Bridgeport, CT	Liz Crowley
Young Audiences of New Jersey Princeton NJ	YA is dedicated to inspiring young people and expanding their learning through the arts, providing professional arts programs in schools. YA receives fees from schools, as well as grants and contributions from the New Jersey State Council on the Arts, the Pennsylvania Council on the Arts, foundations, corporations, and individuals to ensure students from all economic backgrounds have the opportunity to experience programs that expand their learning and personal growth and foster the development of critical thinking skills. Support is directed toward Morris County, NJ programs.	03/31/2022 \$15,000.00 Support of Morris County programs	06/30/2023 \$15,000.00 Support of Morris County programs	Gina Beviglia
Zeta Psi Educational Foundation Waltham MA	This tax-exempt arm of the national Zeta Psi Fraternity provides educational scholarships to students who are selected based on need. It also provides counseling and leadership training at all Zeta Psi chapters.	02/28/2022 \$22,500.00 Support of The Kirby Presidents Leadership Conference held in January 2022	06/30/2023 \$25,000.00 Support of The Kirby Presidents Leadership Conference held in January 2023	Emily Prince

Total Current Year Paid: \$2,166,000





F. M. KIRBY FOUNDATION, INC.

Cumulative List of Referrals to the Board April 14, 2023 through August 31, 2023

Organization ▲	Organization Background	Most Recent Payment	Current Year Recommended Amount	Lead Program Officer
American Cancer Society, Inc./Northeast Region New York NY	The American Cancer Society improves the lives of people with cancer and their families by fighting the disease through advocacy, research, and patient support. This grant provides support for patient services in the Northwest New Jersey region as well as support to the national extramural research program.	09/12/2022 \$250,000.00 Support of programs in the Northwest New Jersey Region-\$30,000; National Home Office-Extramural Research support in immunotherapy-\$220,000	08/30/2023 \$250,000.00 Support of programs in the Northwest New Jersey Region -\$30,000; Support of the National Home Office Extramural Research early career investigators - \$220,000	Emily Prince
Cold Spring Harbor Laboratory Cold Spring Harbor NY	Founded in 1890 off a small inlet on the Long Island Sound, CSHL is the second oldest, independent biomedical research laboratory in the United States. 330 scientists conduct groundbreaking research in cancer, neurobiology, plant genetics and bioinformatics.	09/12/2022 \$115,000.00 Support of research in the lab of Dr. John Moses	08/30/2023 \$120,000.00 Support of research in the lab of Dr. John Moses	Emily Prince
Cornerstone Family Programs Morristown NJ	This multi-service agency provides therapy, education, and counseling to families, children, and others in need. The Morristown Neighborhood House, a long-time grantee, merged with Cornerstone Family Programs in 2013 and is supported through this grant. Karen M. Kirby is a former Board member.	09/12/2022 \$150,000.00 General Operating Support	08/30/2023 \$150,000.00 General Operating Support	Liz Crowley
Duke Divinity School Durham NC	Duke Divinity School's mission is to engage in spiritually disciplined and academically rigorous education in service and witness to the Triune God in the midst of the church, the academy, and the world. The 2023 F. M. Kirby Foundation grant is in support of the Will Willimon Endowed Professorship. Jeff Kirby writes in support.		08/30/2023 \$100,000.00 Support of the Will Willimon Endowed Professorship - \$50,000 in 2023 and 2024	Emily Prince
Foundation for Morristown Medical Center, Inc. Morristown NJ	The Foundation is the fundraising arm of this hospital that provides regional health care services including a broad range of adult and pediatric care in Morristown, NJ, and surrounding communities. Fred M. Kirby II and Walker D. Kirby were Honorary Trustees. S. Dillard Kirby and Karen M. Kirby have previously served on the Board.	09/12/2022 \$125,000.00 Support of the Neonatal-Perinatal Medicine Fellowship Program at Goryeb's Children's Hospital	08/30/2023 \$125,000.00 Support of the Fourth Stage of Pregnancy Health Equity Program	Emily Prince
Hospital For Special Surgery New York NY	Dedicated exclusively to diagnosing and treating orthopedic and rheumatologic conditions from infancy to adulthood, Hospital for Special Surgery is the premier hospital in the US for joint replacement surgery.	10/31/2022 \$75,000.00 Support of research directed toward better treatment and prevention of osteoarthritis	08/30/2023 \$85,000.00 Support of research directed toward better treatment and prevention of osteoarthritis	Emily Prince
JBWS (formerly known as Jersey Battered Women's Service) Morristown NJ	Provides emotional support and alternatives to families subjected to domestic violence in Morris County, NJ. Programs include an emergency residential shelter for abused women and their children, a crisis intervention program, a twenty-four-hour hotline, and legal assistance. Sherman Atlas Sylvester & Stamelman LLP provides pro bono legal services for JBWS as requested.	09/12/2022 \$90,000.00 General Operating Support	08/30/2023 \$90,000.00 General Operating Support	Liz Crowley

Organization ▲	Organization Background	Most Recent Payment	Current Year Recommended Amount	Lead Program Officer
Madison Area YMCA Madison NJ	Various Kirby family members have used this YMCA for approximately twenty-five years. The YMCA's child-care program operates from the F. M. Kirby Children's Center, where over three hundred children between infancy and middle school ages are served daily, including an after-school program. S. Dillard Kirby serves on the Board and writes in support.	12/12/2022 \$125,000.00 Toward support of the F.M. Kirby Children's Center-\$95,000; toward the Our Community Our Future campaign-\$150,000	08/30/2023 \$225,000.00 Support of the F. M. Kirby Children's Center classroom expansion project - \$50,000 in 2023 and 2024; Financial assistance and program support for the F. M. Kirby Children's Center - \$85,000; Financial assistance for families at the Family Center - \$40,000	Liz Crowley
Morris Habitat for Humanity, Inc. Randolph NJ	An affiliate of Habitat for Humanity International, this ecumenical housing program builds or renovates houses for low-income families. Habitat works in partnership with the selected families and numerous volunteers.	06/30/2022 \$45,000.00 Support of projects in Morris County only	08/30/2023 \$335,000.00 Support of projects in Morris County – \$45,000 three-year pledge from 2023 to 2025; Support of the Equity Revolver Fund - \$70,000 in 2023, and \$65,000 pledge in 2024 and 2025.	Liz Crowley
New Jersey Conservation Foundation Far Hills NJ	This statewide corporation seeks to promote conservation of open spaces and natural resources in New Jersey. This goal is pursued through educational programs, advising on environmental legislation, and acquiring land parcels deemed vital to conservation efforts.	12/12/2022 \$120,000.00 General Operating Support	08/30/2023 \$120,000.00 General Operating Support	Liz Crowley

Total Recommended Amount: \$1,600,000





ORGANIZATIONAL CHART



Justin Kiczek

Executive Director



Diana Kostas

Treasurer & Secretary



Gina Beviglia

Communications & Program Associate

Arts, Culture, & Humanities
Religion
Mutual Membership Benefit



Liz Crowley

Program Associate

Human Services
Environment & Animals



Kim Mahoney

Executive Assistant



Wanda Miroslava Peguero

Grants Administrator



Emily Prince

Program Officer

Health
Education
Public Affairs & Society
Benefit



Charter Statement for F. M. Kirby Foundation Community Advisory Council(s)

The Community Advisory Council is an effort by the F. M. Kirby Foundation to engage more fully with the communities it supports in its grantmaking. As a family foundation, we are strengthened by an active, engaged board, a long history of support for the communities with whom we work, and a seasoned and empathetic staff. However, we recognize that our perspectives and our experiences are not always the same as those who live in the communities we serve. With a mission statement focused on fostering self-reliance and supporting strong, healthy communities, we recognize that our ability to identify and support the changemakers in our communities can only be enhanced by listening to those most rooted to the places we support.

The objectives of the Council are as follows:

- To aid the Foundation in its mission of creating healthy, strong communities and fostering self-reliance;
- To inform the Foundation's board and staff of the urgent needs of communities;
- To provide feedback on the Foundation's existing grantees and, when appropriate, prospective grantees;
- To offer honest, constructive feedback on the Foundation's community relationships;
- To incorporate expertise and/or lived experience that can better inform one or more of the Foundation's areas of interest, as it relates to the community of the council: arts and culture, education, environment, human services, health, and public affairs.

Roles and Responsibilities

- Attend at least one in-person meeting in a given calendar year;
- Meet individually with Foundation leadership and, on occasion, staff;
- Represent the Foundation respectfully within the community;
- Provide counsel and feedback on Foundation initiatives, grantmaking, and operations.

Community Advisory Council members are appointed to three-year terms by the Board Chair and Executive Director, in consultation with the Board of Directors and family members. A member may serve up to two consecutive terms. The Community Advisory Council may include representatives from organizations that the Foundation currently supports or has supported in the past; however, the Advisory Council may also include representatives from other organizations and institutions that touch the life of the community. Examples include: faith leaders, community volunteers, journalists, community organizers, and elected officials.



Site Visits Scheduled Through the Remainder of 2023

JerseyCAN, Zoom – September 18th at 12:00 p.m. with Emily

Adirondack Experience, Zoom – September 19th at 3:00 p.m. with Gina

Wakeman Boys and Girls Club, Bridgeport, CT – September 21st at 2:00 p.m. with Justin

Kirby Park, Wilkes-Barre, PA – September 25th at 10:30 a.m. with Gina and Justin

F. M. Kirby Center for the Performing Arts, Wilkes-Barre, PA – September 25th at 2:00 p.m. with Gina and Justin

Cheshire Home, Florham Park, NJ – September 28th at 1:00 p.m. with Liz

Macculloch Hall Historical Museum, Morristown, NJ – September 28th at 2:00 p.m. with Gina

Open Space Institute, Boonton, NJ – September 29th at 1:00 p.m. with Liz and Justin

Discovery Orchestra, FMKF Conference Room – October 11th at 2:00 p.m. with Gina

PBS North Carolina, Research Triangle Park, NC – October 11th at 11:00 a.m. with Emily and Justin

North Carolina Public Radio, Durham, NC – October 11th at 2:00 p.m. with Emily and Justin

Compass Center for Women and Families, Durham, NC – October 12th at 9:30 a.m. with Liz and Justin

Orange Congregations in Mission, Hillsborough, NC – October 12th at 1:00 p.m. with Liz and Justin

Center for Child and Family Health, Durham, NC – October 13th at 9:00 a.m. with Liz and Justin

Durham Children's Initiative, Durham NC – October 13th at 12:30 p.m. with Liz and Justin