

**THE KEMPER FOUNDATION**

**Proposed Recitals and Resolutions – Election of Secretary**

WHEREAS, C. Thomas Evans, Jr. is resigning as Secretary of the Foundation effective May 20, 2021; and

WHEREAS, in accordance with Article 6.7 of the Foundation's Amended Bylaws, any vacancy among the Foundation's officers shall be filled by the Board.

RESOLVED, that the resignation of C. Thomas Evans, Jr. Is hereby accepted, effective May 20, 2021; and

RESOLVED, that, pursuant to the Amended Bylaws, Robert O'Keefe is hereby elected to serve as Secretary of the Foundation, effective May 20, 2021, to fill the vacancy created by the resignation of Mr. Evans and to serve until the next Annual Meeting of the Board or until his earlier resignation or removal.