

# **LION JAMES E. "BING" MILLER CHARITABLE FOUNDATION**

## **CONSTITUTION**

### **ARTICLE I**

#### **NAME OF ORGANIZATION**

SECTION 1. The name of the organization shall be the Lion James E. "Bing" Miller Charitable Foundation, hereinafter referred to as the Foundation.

### **ARTICLE II**

#### **AREA SERVED**

SECTION 1. The geographical area served shall be the Counties of Berks and Chester located in the State of Pennsylvania, known as Lions District 14-P.

SECTION 2. Offices may be maintained in either or both of the Counties as specified in Section 1 of this Article, at such locations as designated by the Board of Directors.

### **ARTICLE III**

#### **PURPOSE**

SECTION 1. The purpose of the Foundation shall be to promote, support and recognize: the character, leadership, loyalty, integrity, and devotion to a cause, which were the distinctive qualities of Lion Past International Director James E. "Bing" Miller.

### **ARTICLE IV**

#### **QUALIFICATION FOR MEMBERSHIP**

SECTION 1. Active Members: Active Membership shall consist of members of the Clubs in the area served, Lions District 14-P, that are in good standing with their Club, District, and Lions Clubs International.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

SECTION 1. The property and affairs of the Foundation shall be managed by its Board of Directors. The members of which shall be called "Directors".

## **ARTICLE VI**

### **MEETINGS OF THE FOUNDATION**

SECTION 1. Meetings of the Foundation shall be held annually as declared by the Board of Directors.

## **ARTICLE VII**

### **AMENDMENTS**

SECTION 1. The Constitution may be amended at any annual or special meeting of the general membership by a two-thirds vote of the active voting members present.

## **ARTICLE VIII**

### **DISSOLUTION**

SECTION 1. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Foundation, dispose of all of the assets in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, scientific purposes or for the prevention of cruelty to children, as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by The Court of Common Pleas of the County in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

# LION JAMES E. "BING" MILLER CHARITABLE FOUNDATION

## BYLAWS

### ARTICLE I

#### NAME

**SECTION 1.** The name of the organization shall be Lion James E. "Bing" Miller Charitable Foundation hereinafter referred to as the Foundation.

### ARTICLE II

#### PURPOSE

**SECTION 1.** The purpose of the Foundation shall be to promote, support and recognize: the character, leadership, loyalty, integrity, and devotion to a cause, all of which were the distinctive qualities of Lion Past International Director James E. "Bing" Miller.

**SECTION 2.** To receive any property, real, personal or mixed, by gift, devise, bequest, purchase, lease, own, or otherwise absolutely or in trust for the foregoing purposes or any one of them, and to carry out the direction, and exercise the powers contained in any trust or other instrument under which such property may be received, including without limitations, the expenditures of the principal and income of any property so received if authorized or directed in such trust or instruments, and if so received without any one or more of the foregoing purposes in such manner and amounts, and at such time or times as deemed proper by the Board of Directors of this Foundation; and

**SECTION 3.** To do any lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes and to have and exercise all other powers and authorities now or hereafter conferred upon not-for-profit corporations under the laws of the Commonwealth of Pennsylvania.

## ARTICLE III

### BOARD OF DIRECTORS

**SECTION 1.** Membership of the Board of Directors shall be derived from the active members of the geographic area served, that is Berks and Chester Counties of the State of Pennsylvania, known as Lions District 14-P.

**SECTION 2.** Active Board Membership

Active Board Members shall consist of proportionate representation: to the extent practicable, for the Clubs of Lions District 14-P. Active Board membership shall not exceed 30 Directors. Such proportionate representation shall be determined by separate committee for recommendation to the Board of Directors. Active members shall have the right to vote and hold office.

**SECTION 3.** Special Board Membership

Special Board Membership shall consist of non-member Lions of District 14P, whose interests and talents are consistent with the purpose of the Foundation. Special Members shall be recommended by the Executive Committee and approved by two thirds vote of the Board of Directors. Such Special Members shall be entitled to all rights and privileges bestowed upon Active Board Members. Special Membership shall not exceed three (3) Directors and shall count in the 30 Director limits.

**SECTION 4.** Appointed Membership

Appointed Membership shall consist of the current District Governor, First Vice District Governor, Second Vice District Governor, Immediate Past District Governor and the Current President of the Paoli-Berwyn-Malvern Lions Club. Such Appointed Members shall be entitled to all rights and privileges bestowed upon Active Board Members, except the right to hold. Appointed Members shall count toward the 30 Director limits.

**SECTION 5.** Privileged Board Membership

- A. Privileged Board Membership may be granted to an Active Board Member who must relinquish his/her active status because of illness, infirmities, advanced age or other similar legitimate reasons.
- B. Privileged Board Membership shall be granted by a two-thirds vote of a quorum of the Board of Directors in attendance at a regular meeting upon recommendation of the President and Executive Committee. Privileged Board Members shall be entitled to all rights and privileges bestowed on Active Board Members, except the right to hold office and vote.

**SECTION 6.** Honorary Membership to the Board of Directors shall be conferred to any non lion Individual who has distinguished himself/herself in the best interest of the Foundation; is recommended by the Executive Committee and is approved by two-thirds vote of the Board of Directors. Such Honorary Members shall be entitled to all rights and privileges and obligations bestowed upon Active members except the right to hold office and vote.

**SECTION 7.** A majority (1/2) of the Active, Special and Appointed Board of Directors shall constitute a quorum of any meeting thereof.

**SECITON 8.** Election of Board Members

- A. Directors elected to serve on the Board for a period of one year may run for re- election, with appropriate nominations at Annual Meetings.
- B. Directors elected to serve on the Board for a period of two years will come up for re-election upon completion of their term, at which time they may run for re- election with appropriate nomination at Annual Meetings.
- C. Conduct by a member of the Board which brings discredit to the Foundation, shall be grounds for separation from the Board of Directors.

**SECITON 9.** Voluntary resignation by a Director shall be in writing addressed to the Board of Directors and mailed to the Secretary. A resignation accepted by the Board is effective immediately, or on the date requested by the resigned. Any such vacancy shall be filled in accordance with Article III Section 10.

**SECITON 10.** Involuntary Resignation

- A. Any Active Director who shall be absent from three successive meetings of the Board, without excuse in writing or by telephone, may be dropped as a Director on the Board by declaration of a majority of the Directors at a Board Meeting where such absence is reported by the Secretary. Such vacancy shall be filled by the Board of Directors in accordance with Article III, Section 11.
- B. Any Director who violates any of the rules, purposes or limitations of the Foundation, or so conducts himself/herself in or out of the Foundation, may be dropped from membership by a two-thirds vote of the Board of Directors, provided such Director shall be given thirty (30) days prior notice in writing of such pending action and be given an opportunity to appear for a hearing before the Board, in person with or without Legal Counsel. There is no right to appeal to the general membership.

## **SECTION 11. Vacancies**

If a vacancy occurs among the Active Directors during the Fiscal Year, the Directors from the area with the vacancy shall make a recommendation to the Nominating Committee. The Nominating Committee will make a recommendation, in accordance with Article III, Section 2, to the Board and the new Director shall be elected by a majority of the Directors at a Board Meeting.

## **SECTION 12. Officers**

The officers of the Board of Directors of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer, or a Secretary/Treasurer, and such other officers as the Board may determine from time to time, to be elected at the Annual Meeting to serve one year, or until their successors are elected and qualified.

**SECTION 13.** Duties and responsibilities of the Officers as designated in Article III, Section 12, are as follows:

- A. The President is the presiding officer for all meetings of the Board of Directors, the Executive Committee, and the general membership. The President shall execute, initiate, coordinate and promulgate actions directed by the Board of Directors. The President shall make a final report at the close of the year to the general membership. All committees are appointed and serve at the pleasure of the President.
- B. The Vice President receives assigned areas of responsibilities from the President. In the absence of the President at any meeting of the Board, the Executive Committee, or the general membership, the Vice President shall assume and execute the powers of the office of President.
- C. The Secretary shall record the minutes of all of the meetings of the Board of Directors, Executive Committee and general membership; maintain a record of attendance and report all membership violations to the Board of Directors. The Secretary shall distribute or cause to be distributed reports and copies of business meeting minutes. The Secretary is authorized to attest to contracts and to affix his/her signature to contracts only when such contracts are authorized by the Board of Directors.
- D. The Treasurer shall have custodial responsibility for all moneys and securities received by the Foundation. Such moneys and securities shall be deposited in banking institutions as approved by the Board of Directors. Accounts will be maintained as described in Article V, Section 1, of these By Laws. The Treasurer shall pay all obligations of the Foundation generated by the direction of the Board of Directors, and shall secure a bond to cover the total value of the accounts.
- E. The Financial Secretary shall assist the Treasurer in his/her duties. The Financial Secretary shall receive money, deposit money and maintain financial record as directed by the Treasurer.

## **SECTION 14. Meetings**

- A. Regular Meeting. The President shall call for regular meetings with written notice of the place and time thereof executed by the Secretary.
- B. Special meetings may be called by the President or by a majority of the Board at such time and place as shall be determined; provided that written notice or telephone notice of special meetings, setting forth the time, place and purpose of the meeting, shall be given to each member of the Board of Directors within a reasonable time. Special meetings can only be called between dates of regular scheduled meetings.
- C. The Annual Meeting will be arranged each year to take place on a Friday during the second quarter of the fiscal year.
- D. Alternative Meeting Formats. A regular or special meeting of the board may be held through the use of alternative formats such as teleconference, web conference or email.

**SECTION 15.** With respect to power, except where inconsistent with, and contrary to provisions of the Articles of Incorporation and the Constitution and By Laws of Lions Clubs International, The Board of Directors shall:

- A. Have management and control over the property and business of the Foundation.
- B. Have management and control over all budgetary matters relating to operation of the Foundation.
- C. Have jurisdiction and control over all officers and agents of the Foundation where said officers or agents are acting in their official capacity.
- D. Have jurisdiction, control, and supervision over all phases of funds raised, investments, and appropriations of monies and may delegate signing and financial duties as needed.
- E. Have hiring authority to hire employees as deemed necessary to operate the Foundation. Approval to hire a qualified applicant(s) for the positions shall be by the affirmative vote of two-thirds of the Board of Directors present at the subject meeting.

**SECTION 16.** An Executive Committee comprised of the officers as specified in Article III, Section 12 of these By Laws, the immediate past President and a minimum of nine Directors, shall meet when deemed necessary by the President. The Directors shall be appointed by the President and there shall be at least (4) Directors from each County represented in Lions District 14-P.

The Executive Committee may exercise all Authority extended to the Board of Directors except as to such matters as require a two-thirds approval of the Board of Directors. All actions of the Executive Committee shall be ratified by the Board of Directors.

#### **SECTION 17. Directors' Liability Immunity**

The Directors of the Foundation shall not be personally liable for monetary damages as such for any action taken, or failure to take action, unless;

- A. The Director has breached or failed to perform the duties of his/her office under Section 8363 of the Pennsylvania Directors' Liability Act, and
- B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Except that this provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of any Director for payment of taxes in Pennsylvania pursuant to local, State or Federal laws.

### **ARTICLE IV**

#### **CHIEF OPERATING OFFICER**

SECTION 1. When this position is utilized, the Chief Operating Officer, as a full time employee of the Foundation, shall be responsible to the Board of Directors for:

- A. Daily operations of the Foundation within a cost framework of a budget approved by the Board of Directors and presented at the Annual Meeting.
- B. Provision of monthly progress reports
- C. Provision of secretarial services to all communities
- D. The Chief Operating Officer shall work closely with the President, Secretary and Treasurer of the Board for maximum effectiveness.
- E. The Chief Operating Officer shall serve at the pleasure of the Board of Directors.

### **ARTICLE V**

#### **FUNDS**

SECTION 1. Contributions received from Lions Clubs or other private sources shall be deposited in the name of the Foundation in such banking institutions as approved by the Board of Directors in one of three accounts:

- A. Endowment account as stated in Section 1-B and 1-C of this Article Operations Account – shall receive all monies from fund raising activities, unrestricted donations, and income derived from the Investment account and the, as well as other miscellaneous receipts that classify in this category.
- B. Investment Account – shall receive all monies consisting, interalia, of bequests, grants and other such funds as are transferred upon the discretion of the Board of Directors. The Principal may be withdrawn from the account only upon the discretion of the Board of Directors. The income from this account may be transferred, as received, to the Operations Account.
- C. Endowment Account – shall receive monies which are specifically designated for the Endowment fund, gifts which carry certain restrictions as to use and other funds as are transferred upon discretion of the Board of Directors. The contributed funds and principal of the account may be withdrawn from the account only upon the discretion of the Board of Directors except for restricted funds which must be used as directed by the terms of the donor. The income from this account, except that portion which is restricted usage, may, be transferred as received to the Operations Account.

SECTION 2. The Treasurer or designated persons shall be responsible for the care and custody of the designated accounts. The Treasurer and persons designated by the Board to assist the Treasurer shall be bonded for full coverage of these accounts.

## **ARTICLE VI**

### **COMMITTEES**

SECTION 1. The President shall appoint standing committees and such other administrative committees as required. Each committee shall make reports and recommendations considered for action by the Board of Directors. The following are active committee of the foundation:

- A. Executive
- B. Nominating
- C. Constitution & by-Laws
- D. Annual Meeting
- E. Fundraising

SECTION 2. The President and Chief Operating Officer (if utilized) shall be ex-officio members of each appointed committee.

SECTION 3. Directors shall attend all meetings of their appointed committees. Each item related to the Foundation functions shall be considered by the Directors for review, discussion and resolution in an effort to enhance Foundation services, and to maintain Foundation solvency.

## **ARTICLE VII**

### **VOTING**

SECTION 1. Each Director and two (2) Active Members of the Foundation (excluding Directors) from each Club in Lions District 14-P shall have the opportunity to vote in the election of the officers and Directors at the Annual Meeting and for such changes in the form of amendments as required by the Constitution and By Laws. A majority vote of member in attendance is required for approval.

SECTION 2. Active, Special and Appointed Board Member are authorized to vote at Regular Meetings.

SECTION 3. Active, Special and Appointed Board Member are authorized to vote via telephone or email during an Alternative Meeting Formats.

Section 4. A majority of Directors shall constitute a quorum at Regular, Special and Alternative Meetings.

## **ARTICLE VIII**

### **FISCAL YEAR**

SECTION 1. The Fiscal Order of Business will commence on July 1<sup>st</sup> and coincide with the fiscal year of Lions Clubs International.

SECTION 2. The Annual Meeting will be arranged each year to take place on a Friday during the second quarter of the fiscal year

SECTION 3. Each Club in the Lions District served by the Foundation shall be given no less than thirty (30) days written notice to announce date, time, and place of the Annual Meeting.

SECTION 4. Special meetings of the Foundation may be generated by a petition of a majority of the Board of Directors. Each club in the Lions District served by the Foundation shall be given no less than thirty (30) days written notice to announce date, time, place and purpose of the special meeting.

**ARTICLE IX**  
**RULES OF PROCEDURE**

SECTION 1. Except as otherwise specifically provided in these Constitution and By Laws, all questions of order or procedure with respect to any meeting or action of this Foundation, its Board of Directors or any committee appointed hereunder shall be determined in accordance with Robert's Rules of Order, Newly Revised, as revised from time to time.

**ARTICLE X**  
**AMENDMENTS**

SECTION 1. The By-Laws may be amended at any Annual Meeting of the general membership by a majority (50 % plus 1) of the Active Members present. Proposed amendments shall be forwarded to the Lions District Clubs served by the Foundation at least thirty (30) days prior to the Annual Meeting.

**ARTICLE XI**  
**LIMITATION**

SECTION 1. Limitations:

- A. This Foundation shall be non-partisan in politics, religion, national, international, and civic affairs.
- B. The benefits of the Foundation shall be applied without discrimination for any reason to those coming within the scope of its activities.
- C. The Foundation or any committee of the Foundation shall not endorse any product or method.

The Constitution and By Laws Adopted October 10, 2005

**REVISIONS:**

The Constitution and By Laws Revised September 13, 2010

The Constitution and By Laws Revised November 18, 2011

The Constitution and By Laws Revised **April 12, 2014**