

LIONS DISTRICT 16L CHARITABLE FOUNDATION, INC.

Bylaws

These Bylaws amend and replace the Constitution and Bylaws adopted by the 2015 Annual Meeting of District 16L at the Multiple District 16 2015 State Convention.

Article I Name and Purpose

- 1.1 Name. The name of this organization, organized as a 501 (c) (3) charitable corporation under the laws of the State of New Jersey and United States tax code, shall be “Lions District 16L Charitable Foundation, Inc.,” and referred to henceforth herein as “the Foundation.”
- 1.2 Purpose. The Foundation shall serve as a fully charitable organization within Lions District 16L, with the purpose of fostering and promoting the service and charitable activities of the Lions of District 16L, including but not limited to, fostering and promoting the projects and programs adopted or supported by Lions District 16L, Lions Multi-District 16, and the International Association of Lions Clubs.

Article II Offices

- 2.1 Location. The principal office of **Lions District 16L Charitable Foundation, Inc.** shall be located at 151 Fries Mill Rd., Suite 303, Turnersville, NJ 08012, or at such other location within the geographic boundaries of Lions District 16L as the Board of Trustees shall from time to time designate. The corporation may maintain additional offices at such other places as the Board of Trustees may designate.
- 2.2 Office. Lions District 16L Charitable Foundation, Inc. shall continuously maintain within Lions District 16L, a registered office at such place as may be designated by the Board of Trustees.

Article III Members

3.1 Membership. All Lions Clubs in good standing in District 16L shall be members of the Foundation.

3.2 Entitlements of Membership. Member Clubs shall be eligible to nominate a club member for election to the Foundation Board of Trustees, and shall be eligible to submit grant requests to the Foundation.

Article IV Board of Trustees

4.1 Power of the Board. The business of the Foundation shall be governed a Board of Trustees, who shall be Lions in good standing in a club in District 16L.

4.2 Number of Trustees. The Board of Trustees of the Foundation shall consist of nine (9) elected members, with no more than one Trustee serving from any Lions Club at any one time, as well as the District Governor, who shall have seat and voice, but not a vote unless being also an elected member.

4.3. Election and Term of Trustees.

4.3.1 Election of Board members shall occur at each annual district meeting of District 16L, held during the Multi-District 16 Annual Convention. Elections shall be by written, anonymous balloting of the eligible delegates at the Annual District 16L meeting. Nominees for new Board members will be received by the President of the Board from the Lions Clubs of District 16L. in the manner and format determined by the President, with notice to be given on the District 16L and Foundation websites, and provided in paper format upon written request to the Board President. Nominations must be timely received to be considered.

4.3.2 Trustees shall be elected for three (3) year terms, and may serve for no more than two (2) full consecutive three (3) year terms, not including any time spent filling a vacancy, as set forth in 4.3.4.

4.3.3 Qualifications. All trustees must be Lions in good standing in a club in District 16L that is in good standing.

4.3.4 Vacancies. Vacancies shall be filled by majority vote of the Board of Trustees for the unexpired term, and such person shall serve until the time of the next Annual Meeting of the District. A trustee appointed to fill a vacancy is

eligible to run for election to the remainder of the unexpired term and shall be eligible for election to serve two full terms thereafter.

4.3.5 Removal of Trustees. A trustee may be removed by a two thirds (2/3s) vote of the Board of Trustees, at any regularly scheduled or special meeting of the Board of Trustees, for good cause, with advance notice provided to the Trustee in question to provide time for him or her to respond. Good cause shall include, but not be limited to, failure to attend more than two consecutive meetings of the Board without being excused.

4.3.6 Resignation. Except as otherwise required by law, a trustee may resign from the Board at any time by giving notice in writing to the president and secretary of the board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

4.4 Quorum of Trustees and Action by the Board. Unless a greater proportion is required by law, a majority of the trustees then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board.

4.5 Meetings of the Board.

4.5.1 Time and Place of Meetings. Meetings of the Board of Trustees, regular or special, may be held at such place within the geographic boundaries of District 16L, as set by the Board President, and upon such notice as may be prescribed by resolution of the Board of Trustees.

4.5.2 An annual meeting shall be held once a year at a time and location set by the Board of Trustees. The board shall hold at least four (4) regular meetings a year, but may meet more frequently if circumstances require.

4.5.3 Attendance. A trustee's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the trustee for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at,

nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of such meeting.

4.5.4 Informal Action by Trustees; Meetings by Conference Telephone or electronic communication. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Trustees consent in writing through fax, or electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the trustees shall be filed with the minutes of proceedings of the Board.

4.5.5 Participation by teleconference or other means. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any or all trustees may participate in a meeting of the board or a committee of the board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

4.5.6 Voting. Each trustee shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

4.6 Compensation. Trustees shall not receive any compensation from the Foundation for services rendered to the Corporation as members of the board, except that trustees may be reimbursed for expenses incurred in the performance of their duties to the Foundation, in reasonable amounts based on policies approved by the board.

4.7. Absence. Each board member is expected to communicate with the president in advance of all board meetings stating whether or not she/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any board member who is absent from three (3) successive board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that trustee as a member of the board.

ARTICLE V Officers, Agents, and Employees

5.1 Officers. The Board of Trustees of the Foundation. shall elect a President, a Vice President, a Secretary, and a Treasurer. Officers shall not receive any salary and must be trustees of the corporation, with the exception of the Treasurer, who

may be a non-Trustee, as long as a Trustee serves as co-Treasurer. Any two offices may be held by the same person, except that the President may not hold another office.

5.2 Term of Office. The Foundation officers shall be elected for **one-year or two-year** terms at the regular annual meeting of the Board of Trustee. Vacancies may be filled or new offices created and filled at any meeting of the board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

5.3 Removal. Any officer may be removed by a majority vote of the Board of Trustees in office whenever in the Board's judgment the best interests of the Foundation will be served thereby.

5.4 Resignation from Office. Officers may resign at any time by providing written notice to the President. In the event of a vacancy, the position will be filled by special election at the next meeting of the Board.

5.5 Powers and Duties. The powers and duties of the officers of the Foundation shall be as follows:

5.5.1 President. The President shall preside at the meetings of the Board of Trustees. In the absence of paid staff, the President shall ensure the supervision and administration of the business and affairs of the Foundation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer authorized by the Board of Trustees, may sign any legal documents or other instruments and enter into agreements necessary to carry out the missions and programs of the Foundation except where these bylaws or policies adopted by the board require the signature of some other officer or agent of the Foundation. The President shall communicate to other officers or to the Board of Trustees such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of Foundation, and, subject to the supervision of the Board of Trustees, shall perform all duties customary to that office.

5.5.2 Vice President. In the event of the absence of the President, or of her/his inability from any cause to act, the Vice President shall perform the duties of that office. Like the President, the Vice President shall play a major role in

resource development and in representing the organization within and outside the community.

5.5.3 Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Trustees, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the board. The Secretary shall have custody of the corporate seal of the corporation, if any, and shall have the authority to affix the same to any instrument that requires it, and when so affixed, it may be attested by his/her signature. The Board of Trustees may give general authority to any officer to affix the seal of the corporation, if any, and to attest to the affixing by his/her signature.

5.5.4 Treasurer. The Treasurer shall be responsible for financial management of the Foundation's records, including keeping all appropriate fiscal records, and ensuring that all funds are recorded, spent, and monitored consistent with funding requirements, legal requirements, and sound financial management, keeping track of accounts payable and receivable, presenting and preparing monthly reports to the Board of the accounts of the corporation, and preparing for approval a proposed budget; as well as working with any professional accountants or auditors as needed.

ARTICLE VI Miscellaneous

6.1. Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30, by calendar year or by such other period as may be fixed by the Board of Trustees.

6.2. Corporate Seal. The corporate seal, if any, shall be circular in form, shall have the name of the corporation inscribed thereon and shall contain the words "Corporate Seal" and "State of New Jersey" and 2015, the year the corporation was formed, in the center.

6.3. Contracts and Other Documents. The Board of Trustees may authorize the President and the Secretary to enter into contracts or to execute and deliver other documents and instruments on the corporation's behalf. Such authority may be invested in other officers or agents of the corporation from time to time for specific purposes.

6.4. Gifts. The Board of Trustees may authorize the President and the Secretary to accept on behalf of the corporation any contribution, gift, bequest, or devise for the purposes of furthering the mission of the Foundation.

6.5. Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of Lions District 16L Charitable Foundation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Trustees. In the absence of such determination, such instrument shall be signed by the **President and Treasurer** except that disbursements over Five Thousand (\$5,000.00) Dollars or Ten (10%) percent of the annual budget of the organization, whichever is greater, shall be considered "special disbursements" and must be approved in advance by the Board of Trustees.

6.6. Deposits. All funds of the corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may from time to time select.

6.7. Books and Records to be Kept. The corporation shall keep at its registered office in the State of New Jersey (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Trustees and any committee having any of the authority of the board, and (3) a record of the names and addresses of the board members entitled to vote. All books and records of the

corporation may be inspected by any board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

6.8 Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the delegates at the Annual Meeting of Lions District 16L, in accordance with the procedures for votes by delegates. Any such amendments must first be presented to the Board and approved by a majority vote of the Trustees in office.

6.9 Indemnification and Insurance.

6.9.1 Unless otherwise prohibited by law, the Foundation shall indemnify any Trustee or officer, any former trustee or officer, any person who may have served at its request as a trustee or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Trustees, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

6.9.2. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate, may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

6.9.3. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

6.9.4. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such trustee, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Trustees, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

6.9.5. The Board of Trustees may authorize the purchase of insurance on behalf of any Trustee, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

6.9.6 In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

6.9.7 If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

These Amended Bylaws approved by the Board of Trustees on 1/14/19, and submitted to the Resolutions Committee of the 2019 Convention for presentation and the District 16L Convention.

By:



S. Robert Freidel, Esquire, President, Board of Trustees
Lions District 16L Charitable Foundation, Inc.

Date: 1/17/19

Witness:

