



LIONS DISTRICT 16L CHARITABLE FOUNDATION, INC.

CONSTITUTION AND BY-LAWS

ARTICLE I NAME

- 1 - 1.** There is hereby established as part of the permanent structure of Sub District 16L Lions of New Jersey a foundation to be known as the “Lions District 16L Charitable Foundation, Inc.” with a certificate of incorporation filed in the office of the State Secretary of the State of New Jersey. It may or shall hereafter be referred to as the “Foundation” throughout this document.

ARTICLE II PURPOSE

- 2 - 1.** The purpose of the Foundation shall be fully charitable in nature and practice, and shall include, but not be limited to, fostering and promotion of sight or hearing rehabilitation, conservation, research, preservation and other related sight or hearing programs. Additional functions shall be in accordance with projects or programs as may be adopted or supported by District 16L Lions, Multiple District 16 Lions or the International Association of Lions Clubs.

ARTICLE III MEMBERSHIP

- 3 - 1.** Eligibility for membership: Every member in good standing from every Lions Club in District 16L shall be a non-voting member.

ARTICLE IV TRUSTEES

- 4 - 1.** A Trustee shall be any Lions Club member in good standing from a duly organized and recognized Lions Club within District 16L New Jersey, who has received a majority of the votes of the properly registered delegates of District 16L at the Annual Meeting at the Multiple District 16 State Convention. Prior to April 1 each year, eligible Lions Club members seeking to be elected to the position of Trustee shall submit a nominating letter from his/her club to the presiding District Governor for presentation to the 16L Annual Meeting.
- 4 - 2.** This Foundation shall be governed by nine (9) Trustees elected from the district membership. Each Trustee shall serve a three (3) year term. The District Governor of District 16L would automatically become a Trustee for the term of his/her office.

- 4 - 3.** In the event a Trustee were holding office and be elected District Governor, District 16L would elect another Lion to fulfill the unexpired term of the Trustee at convention or the District Governor Elect would appoint a replacement after the convention.
- 4 - 4.** If a Trustee dies, resigns or is removed for cause from the membership rolls of District 16L, the District Governor shall then appoint a qualified Lion to fill the position of that Trustee for the balance of the unexpired term. The appointed Lion shall not be a member of the same Lions Club as any of the remaining Trustees holding office.
- 4 - 5.** If a Trustee misses two (2) consecutive meetings without due cause, the Trustee may be removed without further notice by the Board of Trustees.
- 4 - 6.** Trustees shall not be members of the same District 16L Lions Club, except as stated in 4 -6 (1) and 4-6 (2).
- 4 - 6 (1.)** If a District Governor is elected who is a member of the same club of a Lion currently holding the office of Trustee, the Lion will continue to serve out the remainder of his or her elected term as Trustee.
- 4 - 6 (2.)** If a Trustee holding office transfers to another District 16L Lions club during his or her term, either voluntarily or due to the dissolution of the club, he or she will continue to serve out the remainder of his or her elected term, even if there is already another Lion from that club serving as a Trustee.
- 4 - 7.** Trustees who have completed their elected terms shall be required to wait a period of two years before being permitted to hold the office of Trustee again except as stated in 4-7 (1).
- 4 - 7 (1.)** Trustees who have been elected, or appointed to fill an unexpired term, may run for office of Trustee at the conclusion of their term, provided that the total consecutive time in office as a Trustee shall not exceed a period of one and one half (1½) terms plus one day.

ARTICLE V REVENUE

- 5 - 1.** Revenue of the Foundation shall be voluntary contributions from the Lions Clubs of District 16L and other sources.
- 5 - 2.** The Trustees shall have a financial statement and audit performed by a qualified accountant at the conclusion of each fiscal year. The statement and audit shall be available to any Lions Club of District 16L who may request the same.
- 5 - 3.** The fiscal year shall be from July 1 through June 30.

ARTICLE VI FUNDS

- 6 - 1. The Foundation's Trustees shall have the power and authority to administer, disburse, invest and control all monies contributed to the Foundation.
- 6 - 2. No Lions Club, Lions State Project, Sight or Hearing Program may receive a grant or loan from the Foundation more than once in a fiscal year, unless otherwise specified by a vote of the majority of the Trustees.
- 6 - 3. The Trustees have the power and authority to determine the amount of funds available for grants or loans each fiscal year.
- 6 - 4. All grant or loan requests are to be in writing, on applications provided by the Foundation. The Foundation Secretary and President shall review each request before submission to the Trustees for action at the next Trustees meeting. The Trustees will act upon each request in such a manner as it reflects properly upon the goals and objectives of the Foundation. This action may include, but not be limited to, requesting additional information, requesting the contact person to appear in person to further explain the application, requesting additional financial information or personally investigating the project.
- 6 - 5. The Trustees shall have the power and authority to pay all expenses approved by the Board of Trustees in the administration of the Foundation.

ARTICLE VII OFFICERS

- 7 - 1. The Officers of the Foundation will be elected by the Board of Trustees and shall consist of a President, Vice President, Secretary and Treasurer.
- 7 - 2. The duties of the officers shall be as follows:
- 7 - 3. **The President** shall preside at all meetings of the Foundation and will make an Annual Report to the Annual Meeting of District 16L on the activities of the Foundation. The President shall appoint the chairperson of all standing committees of the Board of Trustees and supervise all the programs and efforts of the Foundations in the best interests of the International Association of Lions Clubs and the Lions of District 16L as well as the purposes and objectives of the Foundation. The President shall perform any other duties as specified or implied by the Constitution and By-Laws of the Foundation or as directed by the Board of Trustees.
- 7 - 4. **The Vice-President** shall act in the capacity of the President in the absence of the President and perform any duties as requested by the President or the Board of Trustees.
- 7 - 5. **The Secretary** shall record and keep all minutes of the Foundation and committee meetings and shall provide all Trustees with a copy of the Board Meeting minutes within thirty days of said meetings. Additionally, the Secretary shall provide notice of Board of

Trustees meetings in accordance with the timelines established in Article IX, and perform all additional duties as requested by the President or the Board of Trustees.

- 7 - 6. The Treasurer** shall have custody of all the Foundation's funds. He/she shall deposit said funds in a depository(ies) as directed by the Board of Trustees; record and keep all financial records of receipts and disbursements of the Foundation. In addition, an accurate financial statement shall be prepared and delivered at all Trustee meetings. The Treasurer shall be bonded by the Foundation in an amount to be determined by the Board of Trustees. All disbursements made by the Treasurer shall be approved by the Board of Trustees. The Treasurer shall present all financial records for preparation of the annual financial statement and audit to a Certified Public Accountant within thirty (30) days of the end of the fiscal year.

ARTICLE VIII COMMITTEES

- 8 - 1.** There shall be such committees as may be designated by the Board of Trustees or the President.
- 8 - 2.** Any reference to "members" herein shall mean a Lions Club member of District 16L in good standing at and during his/her appointment to serve, unless specifically stated.

ARTICLE IX MEETINGS

- 9 - 1.** The Board of Trustees shall meet at least five (5) times per year. All Trustees shall receive notice in writing at least ten (10) days prior to each meeting.
- 9 - 2.** The Board of Trustees shall decide the meeting dates at the Foundation's Reorganization Meeting held during the month of July, and shall notify the District Governor in writing of the dates for the coming year.
- (a) The District Governor shall communicate the dates of the meetings, or any changes to these dates, to the Lions of District 16L through established methods of communication he/she typically employs such as the District 16L Directory, newsletters, social media, websites and/or email.
- (b) Board of Trustee meetings should not conflict with District 16L Cabinet meetings or Multiple District 16 Council meetings.
- 9 - 3.** The President or any three (3) members of the Board of Trustees may call for a special meeting. If said meeting is called, written notice must be given to the Trustees at least ten (10) days in advance and the reason for the special meeting is to be noted.
- 9 - 4.** A quorum shall be composed of the presence of fifty (50) percent of the duly elected officers and Trustees excluding the District Governor. No action of the Board of Trustees shall be binding without a quorum in attendance.

- 9 - 5.** A simple majority vote of the Trustees in attendance at a meeting that contains a quorum shall constitute a binding action of the Board of Trustees.
- 9 - 6.** The parliamentary authority at all meetings and proceedings of the Foundation shall be the most updated Robert's Rules of Order, Newly Revised, unless otherwise specifically stated herein.

ARTICLE X AMENDMENTS

- 10 - 1.** This Constitution can be amended at the Annual District 16L meeting at the Multiple District 16 State Convention by resolution reported and proposed by the committee on "Constitution & By Laws" as appointed, and adopted by a two-thirds (2/3) majority vote of the delegates present.
- 10 - 2.** Any proposed amendment to the Constitution and By Laws of the Foundation must be presented to the Constitution and By-Laws committee of District 16L ninety (90) days prior to the Multiple District 16 State Convention. The proposed amendments must be presented to the Lions Clubs of District 16L at least sixty (60) days prior to the Annual Meeting of District 16L.

ARTICLE XI DISSOLUTION

- 11 - 1.** If at any time the Lions District 16L Charitable Foundation, Inc. shall disband, the decision to do so shall be a vote of two-thirds (2/3) of the duly elected Trustees and appointed Trustees concurrent with a majority vote of the delegates assembled in attendance at the Annual Meeting of District 16L at the Multiple District 16 State Convention.
- 11 - 2.** All funds and property of the Lions District 16L Charitable Foundation, Inc. remaining at the time of dissolution must be disposed of in a manner that will serve the purpose(s) of the Foundation and meet the requirement of one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code , i.e., charitable, educational, religious, or scientific (or corresponding section of any future Federal tax code) or as directed by a court with jurisdiction over such matters.

ARTICLE XII ADOPTION

- 12 - 1.** The Constitution and By-Laws of the Foundation shall become in full force and effect immediately upon adoption in accordance with the "Rules of Convention" by a simple majority vote of the delegates assembled in attendance at the Annual Meeting of District 16L Lions at the Multiple District 16 State Convention.ⁱ
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