

**Lions District 22W Foundation**  
**April 4, 2020**

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**ARTICLE 1: GENERAL**

Section 1. Name.

The name of the foundation shall be LIONS DISTRICT 22W FOUNDATION.

Section 2. Objective.

The purpose of this organization is to: 1) provide for the physical health and well-being of the Lions District 22W Foundation community; 2) provide a funding vehicle for contributions by District 22W Clubs; and 3) provide funding and operating approval for District 22W Foundation projects.

Section 3. Principal Office.

The address of the principal office is 6 Clark Avenue, Thurmont, MD 21788. The principal office may be changed at the direction of the Board of Trustees. Such change of address shall not be deemed, nor require, an amendment of these By-Laws.

Section 4. Fiscal Year.

The fiscal year of the Foundation shall begin July 1 of each year and end June 30 of the following year.

Section 5. Membership.

Membership in the District 22W Foundation shall consist of all Lions in good standing within District 22W. District 22W is defined as encompassing Carroll, Frederick, Washington, Allegany and Garrett Counties in the state of Maryland.

**ARTICLE 2: BOARD OF TRUSTEES**

Section 1. Number, Tenure, Meetings

The administrative and general affairs of the Foundation shall be managed by its Board of Trustees as elected or chosen by these By-Laws.

- A. The Board of Trustees shall consist of twenty-two (22) members drawn from the active clubs of Lions District 22W.
- B. The Chairperson, First Vice Chairperson and Second Vice Chairperson shall be voted in at the May annual meeting by the designated voting body of the active clubs within Lions District 22W. Chairperson, First Vice Chairperson and Second Vice Chairperson shall equate to the District 22W District Governor, First Vice District Governor and Second Vice District Governor, respectively.
- C. The Immediate Past Chairperson shall be that individual who has just completed serving as Chairperson of the Foundation. Immediate Past Chairperson shall equate to the Immediate Past District Governor of District 22W.
- D. The Secretary and the Treasurer shall be appointed by the Chairperson and shall equate to the Cabinet Secretary and Cabinet Treasurer of District 22W.
- E. The remaining Trustees (Region Chairs and Zone Chairs from District 22W) will be appointed by the Chairperson and will represent all areas serviced by Lions District 22W.

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- F. Proxy voting shall not be allowed on any action of the Board of Trustees.
- G. Each Trustee serves for a one (1) year term. The term of which shall follow the fiscal year of the Foundation.
- H. Foundation meetings will be open to all; all may discuss topics; however, only Board of Trustee Members shall have voting privileges.

**Section 2. Remuneration.**

Members of this Board of Trustees shall not receive any remuneration for their services.

**Section 3. Regular Meetings.**

The Board of Trustees shall meet regularly but no less than quarterly. The first meeting shall be in August/September. The regular meeting in April/May each year shall be the Annual Meeting of the Board of Trustees; which will be held at the District 22W Convention.

**Section 4. Special Meetings.**

Special Meetings of the Board of Trustees may be called at any time by the following methods:

- 1 - By the Chairperson
- 2 - By a majority of the Executive Committee (4 members will constitute a majority)
- 3 - By any group of twelve (12) members of the Board of Trustees

Special Meetings may be held in person or by conference call/meeting.

The notice of special meetings shall be in writing, shall state the purpose or purposes for which the meeting is called and shall give the date, the time and the place/method of meeting and shall comply with Article 2 Section 5 . No business other than that published can be transacted during a Special Meeting.

**Section 5. Notice.**

Notice of any regular or special meeting of the Board of Trustees shall be given in writing at least ten (10) days in advance of the meeting. Notice may be sent by mail or electronically to each Trustee at his address as shown in the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service box, with postage thereon prepaid. The business to be transacted at the meeting need not be classified in the notice of such meeting, unless specifically required by these By-Laws.

**Section 6. Quorum.**

A majority (12) of the Trustees shall constitute a quorum for any regular or special meeting. All actions of the Board of Trustees shall be taken by majority vote of the Trustees present at the meeting at which there is a quorum.

**Section 7. Trustee Replacement.**

Should a member vacate their position in the Cabinet of District 22W, they shall be deemed to have resigned their position on this Foundation Board of Trustees. Replacement of the individual for the unexpired portion of the term shall be made by the Chairman for those positions other than the Chairman, the First Vice Chairman and the Second Vice Chairman. Replacements for the positions of Chairman, First Vice Chairman and Second Vice

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Chairman will be decided by a majority vote at the next occurring Board of Trustees Meeting or a Special Meeting.

**ARTICLE 3: EXECUTIVE COMMITTEE**

**Section 1. Number.**

The Executive Committee of the Board of Trustees shall consist of six (6) members: Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Treasurer and Immediate Past Chairperson. No two (2) principal offices may be held by the same person.

**Section 2. Election.**

After the inaugural year of the Foundation, the election of the Chairman, First Vice Chairman and Second Vice Chairman will occur at the Annual Meeting. At that time, the Chairperson will appoint the Secretary and Treasurer. The Immediate Past Chairperson will be the individual who served as Chairperson, in the preceding year.

For the inaugural year of the Foundation, the currently serving District Governor will be deemed to be elected as the Chairperson of the Lions District 22W Foundation. The elected First Vice District Governor and Second Vice District Governor shall be deemed to be elected to the positions of First Vice Chairperson and Second Vice Chairperson, respectively. The Immediate Past District Governor will serve as the Immediate Past Chairperson. The Chairperson shall appoint all other Trustees for the inaugural year.

**Section 3. Tenure.**

The Executive Committee shall serve for a term of one (1) year or until their successor or successors have been elected/named. The term shall parallel the fiscal year of the foundation (i.e. July 1 of one year until June 30 of the following year).

**Section 4. Vacancies or Resignations.**

Any resignation by a member of the Executive Committee must be submitted in writing. The Chairman shall appoint a replacement to complete the unexpired term of the resigning individual in all cases, except for the Chairman, the First Vice Chairman and the Second Vice Chairman. Replacement of those three positions must be accomplished by vote of the Board of Trustees according to the quorum and voting procedures laid out in Article 2; Section 6.

**Section 5. Scope.**

The Executive Committee shall meet whenever, in its judgment, a meeting is necessary. Notice of all meetings shall be given in person, by mail or electronically with five (5) days notice. Notice, by mail, shall be deemed to have been given when the notice is properly addressed and deposited in the United States Postal Service box, with postage thereon prepaid.

**Section 6. Duties.**

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All officers and agents of the Foundation shall have such authority and perform such duties in the management of the Foundation as may be provided in the By-Laws or as may be determined by resolution of the Board of Trustees not inconsistent with the By-Laws.

**Section 7. Meetings.**

Meetings may be called by the Chairperson or by a vote of the majority of the Executive Committee. Meetings may be held in person or by conference call/meeting. A quorum of members (i.e. four (4)) must attend the meeting for the proceedings to be deemed official.

**ARTICLE 4: OFFICERS**

**Section 1. Number.**

The principal officers of the Foundation shall consist of the Chairperson, First Vice Chairperson, Second Vice Chairperson, the Secretary and the Treasurer. No two (2) principal offices may be held by the same person.

**Section 2. General Duties.**

All officers and agents of the Foundation shall have such authority and perform such duties in the management of the Foundation as may be provided in the By-Laws or as may be determined by resolution of the Board of Trustees not inconsistent with the By-Laws.

**Section 3. Duties.**

**Chairperson**

The Chairperson shall have executive management of the operations of the Foundation. He/She shall, in general, perform all duties incident to the office of Chairman and other such duties as from time to time may be necessary in the functioning of the Foundation.

**Vice Chairpersons**

The First and Second Vice Chairperson shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe or as the Chairperson may delegate. In the absence or inability of the Chairperson to act, the First Vice Chairperson shall perform the duties of the Chairperson. Should both the Chairperson and the First Vice Chairperson be absent or unable to act, the Second Vice Chairperson shall perform the duties of Chairperson.

**Secretary**

The Secretary shall keep or cause to be kept, the minutes of the meetings of the Board of Trustees; shall see that all notices are given in accordance with the provision of the By-Laws and as required by law; shall be custodian of the records and in general shall perform all duties incident to the office of Secretary and such duties as may from time to time be assigned by the Board of Trustees or by the Chairperson. These records may be maintained in paper copy or on electronic copy for transfer to future Secretaries. Dissemination of the minutes among the District membership shall be a function of the Secretary.

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Treasurer

The Treasurer shall be the financial officer of the Foundation, shall have charge and custody of, and be responsible for, all funds and deposit all such funds in the name of the Foundation in such banks as shall be approved by the Board of Trustees; shall receive and give receipts for monies due and payable to the Foundation from any source and in general shall perform all the duties incident to the office of Treasurer and any other such duties as from time to time may be assigned by the Board of Trustees or by the Chairperson. The Treasurer shall, at each regular meeting of the Board of Trustees, give a written account of his/her transactions and the financial condition of the Foundation. He/She shall, if required by the Board of Trustees, give bond in such amount and with surety or sureties as may be ordered by the Board of Trustees, for the faithful performance of the duties of his/her office and for the restoration to the Foundation, in the case of death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatsoever kind in his/her possession or under his/her control belonging to the Foundation. Records may be maintained in paper copy or electronic copy for future Treasurers. The Treasurer will have responsibility for tracking tax-deductible donations and provided receipts to all donors.

**ARTICLE 5. BOARD APPOINTEES.**

Section 1. Financial Administrator.

A non-voting independent person shall be appointed to make sure that the following financial reporting is completed in a timely fashion in order to maintain the 501(c)3 status of the Foundation:

- 1 - Form 990N (or appropriate form) filed with the IRS by 11/15
- 2- Personal Property Tax Return - filed with the State of MD by 4/15
- 3- Renewal of Charitable Status - filed with the State of MD by 8/15
- 4- Serve as Resident Agent of the Foundation

This individual is encouraged to serve for multiple years to provide stability and consistency. This individual is not an authorized signer for the Foundation.

This appointment will be for a three (3) year term and maybe re-appointed for additional term(s).

Section 2. Other Appointees.

The Board may appoint, as necessary, non-voting committee chairpersons and/or committee members to complete objectives as directed by the Board.

**ARTICLE 6. FINANCIAL RECORDS.**

Section 1. Contracts.

All contracts entered into on behalf of the Foundation other than for normal operating expenses, or lasting for longer than the fiscal year, shall be approved by resolution of the Board of Trustees. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and any such authority may be general or confirmed to specific instances.

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Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness as issued in the name of the Foundation, shall be signed by the Treasurer. Other authorized signers shall be the Chairperson and the Secretary. Any checks, etc., made payable to the Treasurer will be signed by an authorized signer other than the Treasurer.

Section 3. Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such financial institution approved by the Board of Trustees.

Section 4. Insurance.

The Treasurer is responsible for evaluating and recommending insurance based on any changing needs of the Foundation.

Section 5. Financial Records.

The Foundation shall keep correct and complete books and records of account and shall also keep record of giving. All books of the Foundation may be inspected by anyone public or private for any purpose at any reasonable time.

Section 6. Examination of Records.

The financial records of the Foundation shall be examined on an annual basis by an independent body, designated by the Board of Trustees.

**ARTICLE 7: SECRETARIAL RECORDS.**

Section 1. Minutes.

The Secretary shall keep correct and complete minutes of the proceedings of the Board of Trustees at their Regular Meetings to include reporting from the committees of the Foundation.

The Secretary shall keep correct and complete minutes of the proceedings of the Board of Trustees at their Special Meetings.

The Secretary shall keep correct and complete minutes of the proceedings of the Executive Committee.

The Secretary shall keep record of the members of the Board of Trustees and their addresses (physical and electronic).

Section 2. Contracts.

All contracts entered into by the Chairperson, the Executive Committee and the Board of Trustees should be maintained by the Secretary.

Section 3. By-Laws.

The Secretary should maintain an up to date version of the By-Laws of this Foundation at all times.

Section 4. Examination of Records.



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All records of the Foundation may be inspected by anyone public or private for any purpose at any reasonable time.

**ARTICLE 8: AMENDMENTS**

Section 1. Amendments.

These By-Laws may be amended, repealed or altered, in whole or in part, only at the Annual Meeting, on a resolution of this Board of Trustees and reported by the District 22W Constitution and By-Laws Committee and adopted by an affirmative vote of two-thirds of the votes cast by the designated voting body of the active clubs within Lions District 22W. Such votes shall be taken by the use of written ballot.

Section 2. Notification.

No amendment shall be so reported or voted upon unless the same shall have been furnished in writing by mail or electronically to each club of District 22W no less than thirty (30) days prior to the Annual Meeting with notice that the same shall be voted at said Annual Meeting.

Section 3. Effect.

Each amendment shall take effect at the close of the Annual Meeting at which same was adopted.