

NEWYORK STATE AND BERMUDA LIONS FOUNDATION, INC. BY-LAWS

ARTICLE I NAME

The Corporation shall be known as the New York State and Bermuda Lions Foundation, Inc., hereafter referred to as the Foundation.

ARTICLE II OFFICE

The main office of the Foundation is 408 Lake Street, Elmira, New York 14901. It may establish such other offices anywhere in Multiple District 20 as it deems necessary.

ARTICLE III PURPOSES

The Corporation is organized and will be operated exclusively for charitable, educational and research purposes; and it is authorized to accept, hold, administer, invest and disburse for charitable, educational and research purposes, such funds as may from time to time be given to it by any person, persons, firm or corporations: to receive gifts and make financial and other types of contributions; provide assistance to charitable, educational and research organizations and in general do things that may appear necessary and useful in accomplishing the purposes as set forth in Article III of the Certificate of Incorporation. All of the assets and earnings shall be exclusively for those purposes hereinabove set out, including the payment of expenses incidental hereto. No part of net earnings shall inure to the benefit of any private shareholder or individual, and no substantial part of the Corporation activities shall be for carrying on of propaganda or otherwise attempting to influence legislation, and it shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event of dissolution, all of the remaining assets of the Corporation shall be distributed to Lions-supported activities and projects and/or for charitable and educational purposes.

ARTICLE IV MEMBERSHIP

All members of Lions Clubs located in Multiple District 20 of Lions Clubs International, New York and Bermuda and are in good standing in their respective clubs shall be members of the Foundation.

ARTICLE V BOARD OF TRUSTEES

1. **COMPOSITION.** The Board of Trustees, hereafter referred to as the Board, shall be made up of Active Members and shall be composed as follows: (a) three members from each of the twelve districts of Multiple District 20, New York and Bermuda; and (b) two members of whom one (1) shall be elected by the New York Organization of Past District Governors and one (1) shall be a sitting Governor elected or designated by the current Council of Governors of Multiple District 20.

2. **MEETINGS.** The Board shall hold four general meetings and an annual meeting. The time and place being set by the Board, except for the annual meeting which will be held at the Multiple District Convention. Special meetings of the Board may be called by the President or a majority if the Board.

3. **FUNCTIONS AND DUTIES.** The Board shall manage and transact the business and affairs of the Foundation, and for that purpose shall have the right to engage such agents and other employees, including and Executive Director, as it considers necessary, and whose duties, functions. And extent of authority the Board shall define. The Board shall approve all expense accounts over and above the approved budget for payment by the Treasurer, audit the Treasurer's accounts: invest and re-invest the funds of the Foundation; and perform such other duties as pertain to such boards and as may be assigned to it by the Foundation.

4. **TERMS OF OFFICE.** The term of office for a Trustee shall be three years.

5. **VACANCIES.** In the event of a vacancy on the Board, such vacancy may be filled by appointment by the District Governor in whose District the vacancy shall have occurred or by special election to be held by the District in which the vacancy has occurred. Said election or appointment for the vacancy on the Board shall be for the unexpired term of the vacant position . Each District shall elect its representatives on the board.

6. **TERMINATION OF MEMBERSHIP ON THE BOARD.** A duly elected or appointed Trustee who shall be absent from attendance at three (3) consecutive meeting of the Board, may have his/her position declared vacant by action of two-thirds of the members of the Board present and voting at a regular or special meeting. In such event, the action of the Board removing such member for cause shall be communicated by the Secretary of the Board to the District Governor of the District represented by such member and to such member by certified mail. Such vacancy may be filled in accordance with the procedure outlined in Article V Section 5.

7. **VOTING.** Each member of the Board shall have one vote. A simple majority of those present and voting shall be necessary to pass any motion except as otherwise provided herein.

8. **QUORUM.** A quorum shall consist of not less than fifteen (15) elected or appointed members of the Board.

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ARTICLE VI

OFFICERS AND EXECUTIVE COMMITTEE

1. OFFICERS. The officers of the Foundation shall be sitting members of the Board of Trustees. The officers of the Foundation shall be elected by the board at the April general meeting prior to the annual meeting of the Foundation. The officers shall be the President, Vice-President, Secretary and Treasurer, each of whom shall serve a term of one (1) year or until a successor is duly elected. An officer may serve for more than one term but must be elected each year for a term of one year.

2. DUTIES. The duties of the officers shall be as follows: (a) the President shall perform duties usually pertaining to that office, presiding over all meetings of the Foundation, and the Board, shall see that all orders and resolutions of the Foundation and the Board are carried into effect, and shall appoint all committee members and designate the committee chairperson with the approval of the Board. The President shall give an annual report at the annual meeting at the Foundation at the Multiple District Convention for approval by the members of the Foundation. (b) The Vice-President shall in the absence of the President perform the duties of the President, and shall perform such duties as the Board shall prescribe. (c) The Secretary shall be responsible for keeping a record of the meetings of the Foundation and of the Board and shall further perform the usual duties of that office. (d) the Treasurer shall collect and hold all funds due or accepted by the Foundation. He/she shall submit a Financial Report at each regular meeting of the Board. He/she shall give an annual report at the annual meeting of the Foundation at the Multiple District Convention for approval by the members.

3. VACANCIES. In the event of a vacancy in an office, the Board shall elect from its members(~~hip~~), a replacement to serve during the unexpired term. An appointment to fill a vacant office may be made by the President with the approval of the Board in accordance with the procedure outlined in Article V Section 7.

4. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the four (4) officers and three (3) other Trustees who shall be elected by the Board from among its members. It shall perform such duties and functions as the Board shall assign and shall exercise such powers as the Board shall define.

5. TERM OF OFFICE, Officers and executive committee members duly elected whose term shall begin with the close of the Foundation's annual meeting held in the year of their election shall serve in those capacities until their successors are elected.

ARTICLE VII

MEETINGS OF MEMBERS

1. REGULAR MEETINGS. The Foundation shall hold an annual meeting each year at the Multiple District Convention site. This meeting shall be held at such time during the Convention as the Board shall determine. The President shall coordinate the holding of this meeting with Council Chairperson and the State Secretary/Treasurer.

2. NOTICE OF MEETING. Notice of the annual is to be published at least thirty (30) days prior to the annual convention of the Multiple District 20.

3. VOTING. All members who are in attendance at the annual Foundation meeting may vote on any matter coming before said meeting.

4. QUORUM. A quorum at the annual meeting shall not be less than fifteen elected or appointed members.

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ARTICLE VIII COMMITTEES

1. STANDING COMMITTEES. The Standing Committees of the Foundation shall be:

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| (a) Long Range Planning Committee | (b) Finance Committee |
| (c) Grants Committee | (d) By-Laws & Policy Manual Committee |
| (e) Nomination and Election Committee | (f) Public Relations Committee |
| (g) Sunshine Committee | |

2. COMPOSITION OF STANDING COMMITTEES. Each Standing Committee shall be composed of the Chairperson and such other additional members as the President may appoint, subject to the approval of the Board. The President shall be an ex-officio member of all Standing Committees. The Foundation Secretary shall always be the chairperson of the Sunshine Committee and the make up of that committee shall be all Trustees who are serving the third year of a term.

3. DUTIES. The duties of the Standing Committees shall be as follows:

(a) The Long Range Planning Committee shall promptly after its appointment, and after the close of each fiscal year, consider and undertake such investigations as it deems necessary to the overall program and objectives of the Foundation for the ensuing year, and shall make its recommendations thereon to the Board.

(b) The Finance Committee shall perform the usual functions for that kind of committee including supervision of the procurement of funds necessary to the Foundation's program and, together with the Treasurer and President, prepare a yearly budget for the ensuing year to be presented at the first quarterly meeting of the Board. There shall be subcommittees for audit and financial investment.

(b)i. The Audit Committee shall review the books and records of the Treasurer and any other committees which may administer funds not less frequently than annually and report its findings to the Board.

(b)ii The Financial Investment Sub-Committee: The Board may, in addition to providing for the payment of operating expenses from revenues generated by contribution, unrestricted bequests and specific fund-raising activities which are approved by the Board, establish and fund a Special Investment Fund to insure the availability of income to defray the operating expenses for the Foundation in years when other sources of income are insufficient to defray the normal and necessary operating expense of the Foundation. The Special Investment Fund shall be invested as determined by the Financial Investment Sub-Committee and approved by the Board within the parameters of applicable laws.

(c) The Grants Committee shall review all applications for grants from Lions clubs, District Governors for Districts, or from Board of Directors of Lion Projects within the geographical boundaries of Multiple District 20. It shall generate the necessary submittal forms for grants. It shall recommend worthy grants to the Board for approval.

(d) The By-Laws Committee shall review the By-Laws of the Foundation periodically and as requested by the President or by the Board and make recommendations for changes or modifications as may be necessary from time to time.

(e) The Nomination and Election Committee shall request applicants for the expiring Trustee position in each District. After receipt and review of the applications the committee will prepare a slate of nominees from each of the twelve Districts of the Multiple District to be voted on by the respective Districts at the Multiple District Convention, in accordance with Article IX sections 2 & 3. The report of this committee shall be presented to the Board at the April general meeting of the Board. They will also request applicants for officers of the Executive Committee as outlined in Article VI section 4. After receipt and review of the applications, a slate of candidates will be placed on a ballot to be voted on by the Board, by secret ballot, at the April general meeting. Trustees unable to make this general meeting may request an absentee ballot. The newly elected Executive Committee will be announced and installed at the annual meeting, in accordance with Article IX section 1.

(f) The Public Relations Committee shall communicate information about the Foundation to the public and perform such other duties and functions as may be requested by the Board.

(g) The Sunshine Committee members shall communicate to the chairperson information regarding any Trustee who is ill, deceased or otherwise disabled so that a card and/or other expression of best wishes/sympathy can be sent to the affected Trustee or Trustee's family and that the Foundation Trustees may also be informed in an expedient manner.

4. VACANCY. In the event of a vacancy on any committee, the President shall appoint a member to serve the unexpired term with the approval of the Board.

5. COMMITTEE CHAIRPERSON. Chairperson of committees shall be appointed by the President with the approval of the Board.

6. MEETINGS. The chairperson of each committee shall hold a meeting and report to the Board at the quarterly meetings as requested by the President, or as needed.

7. SPECIAL COMMITTEES. The Board shall create Special Committees as are necessary and shall define its composition and duties and functions. Such Special Committees shall cease to exist upon completion of its tasks.

ARTICLE IX ELECTION OF OFFICERS AND TRUSTEES

1. ELECTION OF OFFICERS. The officers of the Foundation shall be elected by the Board at the April general meeting prior to the annual meeting of the Foundation. These officers shall serve for one (1) year taking office immediately after the final report of the outgoing President at the annual meeting of the Foundation. The election shall be conducted by secret ballot. If there is a contest for the office for which the election is being held, the name of the candidate receiving the smallest number of votes shall be withdrawn on each succeeding ballot. Balloting shall continue until one candidate receives a majority of the votes cast. Where no candidate declares for an Executive Committee position, nominations will be open to the floor. If no nominations are made from the floor, then the position will be filled by the Executive Committee, with the approval of the Board.

2. NOMINATION OF TRUSTEES. A candidate for the office of Trustee must be nominated by five (5) Lions Clubs from the District for which he/she will represent on the Board. There may be more than one candidate from each District. No club may nominate more than one candidate. The nomination forms, provided by the Foundation, must be submitted to the chairperson of the

Nomination and Election Committee at least sixty (60) days prior to the first day of the Multiple District Convention. If the nomination form is in order, the nominees shall stand for election by their respective Districts at the Multiple District Convention. Nominations for Foundation Trustee may not be made from the floor of the convention.

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ARTICLE IX
ELECTION OF OFFICERS AND TRUSTEES

3. ELECTION OF TRUSTEES. The Trustees provided for in Article V Paragraph (1) shall be elected at the Multiple District Convention as outlined from a list of announced candidates from each District. Candidates from each District will be elected only by voting delegates from the District. A candidate receiving a plurality of the votes shall be elected to the office of Trustee from each District.

ARTICLE X
FISCAL YEAR

The fiscal year of the Foundation shall be July 1st to June 30th inclusive.

ARTICLE XI
RULES AND ORDER OF PROCEDURE

All meetings of the Foundation and the Board shall be conducted in accordance with the most recent edition of the Robert's Rules of Order, Newly Revised unless otherwise provided elsewhere in these By-Laws or policy manual of the Foundation.

ARTICLE XII
AMENDMENTS

These By-Laws may be amended by the membership of the Foundation at the regular annual meeting which is held at the Multiple District Convention each year. A two-thirds majority of the members present and voting is required for approval. No amendments of the By-Laws shall be placed on the ballot at the annual meeting unless written notice has been sent to all District Governors for publication in their respective District newsletters or published in the Multiple District 20 Lion or other publication at least sixty (60) days prior to the meeting at which the vote on the amendment is taken. The Board shall secure a page in the Multiple District 20 Lion to ensure publication. Proposed amendments shall be submitted to the By-Laws Committee at least thirty (30) days prior to the third meeting of the Board. The proposed amendments shall be submitted to the Board at the third meeting.

ARTICLE XIII
EFFECTIVE DATE

The By-Laws or any subsequent amendments thereto shall be effective upon the adjournment of the Multiple District 20 Convention at which the same is adopted.

** As amended and ratified on May 7, 2006 at the Multiple District Convention in Buffalo, NY