

LIONS OF PENNSYLVANIA FOUNDATION BY-LAWS

ARTICLE I

PURPOSES

The purposes of this Corporation are to operate exclusively for charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, and will be limited to making gifts and gift contributions to one or more organizations described in section 501(e)(3) of the Internal Revenue Code of 1954.

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 so 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 Corporation; and

To do any and all 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.

This Corporation is under the supervision of the International Association of Lions Clubs and is governed by the Constitution and By-Laws of said organization.

ARTICLE II

OFFICES

The Corporation shall have its principal office at 949 East Park Drive, Harrisburg, PA 17111, or at such other place or places as shall be the official office of the Pennsylvania State Council of Lions Clubs (State Council).

ARTICLE III

MEMBERS

SECTION 1. **Voting Members.** The members of the Board of Directors of this Corporation, as from time to time constituted, a majority of which must be Lions club members, shall, by virtue of such positions, be voting members of this Corporation, and shall comprise the entire voting membership thereof. Any person who ceases to hold such a position shall cease, thereon, to be a voting member of this Corporation.

SECTION 2. **Non-Voting Members.** All contributing members, regardless of the amount of their contribution, shall be considered non-voting members of the Corporation.

SECTION 3. Each voting member shall be entitled to one vote on each matter submitted to, or requiring the vote of, such member.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1. **Annual Meeting.** The Annual Meeting of the members of the Corporation shall be held at 10:00 AM on the Saturday of the first regular meeting after the close of the Annual Convention of the Multiple District Fourteen of the Lions International at the city in which said State Council meeting is held. Thereafter, an Annual Meeting of the members shall be held in each year on the Saturday of the first regular meeting after the close of the Annual Convention of the Multiple District Fourteen meeting of the Pennsylvania State Council of Lions Clubs and in the same city in which said State Council meeting is held for the purpose of hearing reports of the officers and directors of the Corporation and for transaction of such other business as may come before the meeting.

SECTION 2. **Special Meetings.** Special meetings of the members may be called by the Chairperson of the Pennsylvania State Council of Lions Clubs and the President of the Lions of Pennsylvania Foundation at their joint direction, or shall be called by the President of the Lions of Pennsylvania Foundation upon the written request addressed to said President of a majority of the Foundation's voting members. The time and place of any special meeting shall be determined by the President and the call shall be made by him or the Secretary at the direction of the President. The meeting shall be called within a period not to exceed 30 days following the request for special meeting.

SECTION 3. **Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, but not less than five nor more than 25 days before the date of such meeting. In the case of a special meeting only, the purpose for which the meeting is called shall be stated in the notice. If mailed, notice shall be deemed delivered when deposited in the U.S. mail addressed to the address of the member as it appears on the records of the Corporation, with postage thereon prepaid. Any member may waive notice of the meeting.

SECTION 4. **Quorum.** A majority of the voting members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members then present may adjourn the meeting from time to time without further notice.

SECTION 5. **Informal Action by Members.** Any action allowed by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. **Proxies.** No proxy voting shall be allowed at any meeting.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. **Designation.** The Board of Directors shall be 20 in number. The Foundation shall recommend the Directors from each District to the State Council for their approval. The State Council shall approve one Board Member from each District. The Director can serve on the Board until such time as the District Governor makes a change, or it is determined that the Board member is not fulfilling his/her duties. At such time the District Governor will be asked for a replacement. One remaining member of the Board of Directors shall be appointed by the Pennsylvania Lions Hearing Research Foundation, and one remaining Board member shall be appointed by the Board of the Pennsylvania Lions Sight Conservation and Eye Research Foundation. Both appointees will serve until replaced by their respective Boards. Such latter two appointees shall have the right of vote but shall not be eligible to serve as a Corporation officer other than as a member of the Board of Directors.

ARTICLE VI

OFFICERS AND COMMITTEES

SECTION 1. **Officers.**

- a. **Executive Officers.** The Executive Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, or Secretary-Treasurer.
- b. **Administrative Officers.** The Chief Administrative Officer shall be an Executive Director who shall conduct the day-to-day activities of the Corporation. In the absence of a Chief Administrative Officer, the President shall act in such capacity.

SECTION 2. **Election and Term of Office**

- a. The officers of the Corporation, other than the Executive Director, shall be elected annually by the voting members of the Board of Directors at the time of the Annual Meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office from the close of the meeting at which he is elected until the close of the meeting at which his successor shall have been duly elected and qualified.
- b. The Executive Director shall be elected by a majority vote of the Board of Directors to serve at the will of the Board of Directors for so long as the Board of Directors shall decide.

SECTION 3. Removal. Any officer elected by the Board of Directors may be removed by a vote of the majority of the Directors then in office (excluding the vote of that person being the subject of removal if that person has the right to vote) whenever, in the judgment of the Board of Directors, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any elective office because of death, resignation, removal, disqualification or otherwise, shall be filled by the voting members of the Board of Directors at the next regular meeting for the unexpired portion of the term, except that in the case of a vacancy in the position of President, the Vice President shall assume the office of President, and the vacated office of Vice President shall be filled in the manner set forth herein.

SECTION 5. Duties and Powers.

- a. **President.** The President shall be the principal Executive Officer of the Corporation and shall, in general, supervise all of the business and affairs of the Corporation either personally or through the Executive Director. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws or by statute, to some other officer or agent of the Corporation, and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- b. **Vice-President.** In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- c. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.
- d. **Treasurer.** The Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be directed in accordance with the provisions of Article VIII of these By-Laws, and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

- e. **Executive Director.** The Executive Director shall have the day-to-day supervision of the business and affairs of the Corporation and shall perform such other duties as are assigned to said individual by the President or the Board of Directors.

SECTION 6. Committees. The President, with the approval of the Board of Directors, shall designate appropriate committees and appoint individuals to said committees, which appointees need not be members of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

SECTION 1. Personal Liability. A director of the Corporation shall, to the maximum extent permitted by the laws of the Commonwealth of Pennsylvania, have no personal liability of monetary damages for any action taken, or any failure to take any action, as a director, provided that this section shall not eliminate the liability of a director in any case where such elimination is not permitted by law.

SECTION 2. Indemnification. Each person who, at any time, is or shall have been a director or officer of the Corporation and his heirs, executors and administrators, shall be indemnified by the Corporation in accordance with, and to the full extent permitted by, the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification. The foregoing right of indemnification shall constitute a contract between the Corporation and each of its directors and officers and shall not be deemed exclusive of other rights to which any director, officer, employee, agent or other person may be entitled in any capacity as a matter of law or under any by-law, agreement, vote of members or directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the laws of the Commonwealth of Pennsylvania.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

SECTION 3. 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 Directors may from time to time direct.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for its general purposes, or for any special purpose consistent with the purposes as set forth in the Articles of Incorporation.

ARTICLE IX

RECEIPT AND DISBURSEMENT OF FUNDS

SECTION 1. Disbursements. The Board of Directors shall designate guidelines for disbursements of funds with or without individual pre-approval by the members of the Board of Directors.

SECTION 2. Recipient. The Board of Directors shall require that the purposes and activities for which any grants, gifts, or loans, are made are to be approved by the members of the Board of Directors.

SECTION 3. Use of Funds. The Board of Directors shall specify and agree with any recipient organization that the actual use of any donated funds shall be only for purposes approved by the Board of Directors.

SECTION 4. Grant Report. The Board of Directors shall require recipient organizations to provide the Corporation with a full accounting and complete financial report which accounts for the use of donated funds.

SECTION 5. Refusal. The Board of Directors may refuse any contribution or designated grant, including a donation conditioned on its being paid out for a specific purpose, and return to the donor any such contributions actually received.

ARTICLE X

FISCAL YEAR AND AUDIT

SECTION 1. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June in the next succeeding calendar year.

SECTION 2. **Audit.** Within 60 days of the close of each fiscal year, the Board of Directors shall have an independent audit of the books and records of the Corporation prepared by a certified public accountant who is not a member of the Corporation, and copies thereof shall be distributed to the voting members of the Corporation and members of the State Council of Lions Multiple District 14.

ARTICLE XI

FISCAL AGENTS

The Board of Directors may employ one or more fiscal agents to handle the details of its investment program, the purchase and sale of securities and investments under the supervision of the Board of Directors, the custody of all securities and investments, and the keeping of corporate accounts and records whenever the funds of the Corporation are sufficiently large to justify the same.

ARTICLE XII

NAME, EMBLEM, OTHER INSIGNIA AND SEAL

SECTION 1. **Name, Emblem, Other Insignia.** The name, goodwill, emblem and other insignia of this Corporation may not be used by any Lions Club, Lions Club member, or any Lions District (Single, Sub-, or Multiple), or by any entity (legal or natural, in corporate or any other form), organized and/or controlled by any Lions Club, Lions Club member or members, or any Lions District, for any purpose except those expressly authorized by the provisions of these By-Laws or by policies of the Corporation Board of Directors; and no other individual or entity (legal, natural or any other form) may use the name, goodwill, emblem and other insignia of the Corporation without written consent and license as shall be required by the Corporation Board of Directors, all of which is subject to rules and regulations of Lions Clubs International.

SECTION 2. **Corporate Seal.** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Pennsylvania law, or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

DISTRIBUTION AT DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes 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 Corporation 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.

ARTICLE XV

AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed, and new By-laws may be adopted by the affirmative vote of two-thirds of the voting members of the Corporation at any regular or special meeting after approval of the change by the State Council of Lions Multiple District 14.