

## ARTICLE VII

### Other Provisions

- A. These Bylaws may be amended at any annual meeting of this Foundation by affirmative vote of two-thirds of the members present in person and voting, provided the Board of Directors has previously considered the merits of the amendments. No amendment should be put to vote unless written notice thereof stating the proposed amendment shall be given to each member of the Foundation, by mail, e-mail, or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.
- B. In the event of dissolution, the residual assets of the Foundation shall be turned over to one or more organizations which themselves are exempt organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes.
- C. This Foundation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- D. Roberts Rules of Order, as revised from time to time, shall determine all questions of order and procedure for any meeting of the Foundation, Board of Directors or any committee.

# THE LIONS CLUB OF EASTON FOUNDATION, INC.



**We Serve**

## Bylaws

*May 9, 2007*

## Revision History

**Date Adopted:** May 9, 2007

**Dates Revised:**

## ARTICLE VI

### Meetings

- A. The annual meeting of this Foundation shall be held in conjunction with the annual meeting of the Easton Lions Club, Inc., at which meeting the final reports of the retiring officers shall be read and the newly elected officers installed.
- B. Regular meetings of the Foundation shall be held at the same time and place as the regular meetings of the Easton Lions Club, Inc.
- C. Special meetings of the Foundation may be called by the President and shall be called by the President when requested by the Board of Directors. Notice of Special meetings setting forth the purpose, time and place thereof shall be given to each member of the Foundation, by mail, e-mail, or personal delivery, at least ten days prior thereto.
- D. A majority of members present at any regular or special meeting shall be a quorum and except as otherwise specifically provided, the act of a majority of members present shall be the act of the Foundation.

**ARTICLE V**

**Board of Directors**

- A. The Board of Directors shall constitute the governing body of this Foundation, and shall be responsible for the execution of the activities of the Foundation in keeping with the provisions set forth in Article II of these Bylaws.
- B. The members of Board of Directors of this Foundation in any given year shall be the same as those elected annually by the Easton Lions Club, Inc. and their terms as directors in this Foundation shall be concurrent with their terms as Directors of the Easton Lions Club, Inc.
- C. Regular meetings of the Board of Directors shall be held in conjunction with the regular meetings of the Board of Directors of the Easton Lions Club, Inc.
- D. Special meetings of the Directors shall be held when called by the President, or when requested by five (5) or more Directors, at such time and place as the President shall determine.
- E. The presence in person of a majority of the Directors shall constitute a quorum at any meeting of the Directors. Except as otherwise specifically provided, the act of a majority of Directors present at any meeting of Directors shall be an act and decision of the entire Board of Directors of the Foundation.
- F. The Board of Directors shall authorize all expenditures and shall have the books and accounts of this Foundation audited or reviewed as frequently as deemed prudent or necessary.
- G. The Board of Directors shall authorize the acceptance of any gifts, bequests or donations of noncash or noncash-equivalent assets.

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## ARTICLE I

### Name

- A. The name of this organization shall be the Lions Club of Easton Foundation Inc. (referred to herein as the “Foundation”), an organization (as described in Section 509(a)(3) of the Internal Revenue Code) of the Easton Lions Club, Inc..
- B. This Foundation shall be licensed by, and under the jurisdiction of, the Easton Lions Club and the International Associations of Lions Clubs.

- d. The treasurer shall
  - i. Receive all funds and deposit the same, under the name of the Lions Club of Easton Foundation, in a bank or banks approved by the Board of Directors.
  - ii. Make Payments as directed by the Board of Directors.
  - iii. Have custody, keep and maintain general records of all Foundation receipts and disbursements.
  - iv. Perform such other duties as might be prescribed in these By-Laws or assigned by the Board of Directors.

## ARTICLE IV

### Officers

- A. The officers of this Foundation shall be a president, first vice president, a secretary and a treasurer and they shall be those individuals that hold the same office in the Easton Lions Club, Inc. and their terms shall be concurrent therewith.
- B. The president shall be the chief executive officer of the Foundation. In the absence or disability of the President, the First Vice-President shall assume the duties of the President of this Foundation.
- C. In the event of vacancy in any other office, the Board of Directors shall appoint a member to fill the unexpired term.
- D. Duties of the Officers:
  - a. The President shall preside at all meetings of the Foundation and the Board of Directors and shall perform such other duties as might be prescribed in these By-Laws or assigned by the Board of Directors.
  - b. The First Vice President, in the absence of the President, shall preside at meetings of the Foundation and the Board of Directors, and shall perform such other duties as might be prescribed in these By-Laws or assigned by the Board of Directors.
  - c. The secretary shall keep the official records of all proceeding of the Foundation and shall perform such other duties as might be prescribed in these By-Laws or assigned by the Board of Directors.

## ARTICLE II

### Purposes and Objectives

- A. This Foundation is organized exclusively for charitable and educational purposes, including without limitation, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. This Foundation shall invite, solicit and raise funds from the general public and shall distribute such funds in the form of scholarships, donations and grants for the public welfare or for community, educational, charitable or similar activities, including the charitable works supported by the International Association of Lions Clubs.
- C. This Foundation may award scholarships and make donations and grants in such amounts as the Directors shall determine; provided that, as long as the foundation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than charitable or educational purposes.
- D. Notwithstanding any other provisions of the articles, this Foundation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- E. No part of the actives of the Foundation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
- F. The Foundation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Foundation is distributable to, or inures to the benefit of its members, officers or directors.
- G. The Foundation shall use the Lions' emblem and name prominently in its name and operation, including literature, promotional material and activities.

## ARTICLE III

### Membership

- A. Those who are members in good standing of the Easton Lions Club, Inc., shall automatically be members of the Lions Club of Easton Foundation concurrent with their good standing as a member of the Easton Lions Club.
- B. No part of the assets of the Foundation and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, officers or directors.
- C. The Foundation shall not assess or require any mandatory dues from its members.