

LIONS CLUB OF EASTON FOUNDATION, INC., THE



Bylaws

September 12, 2018 Revision

Revision History

Refer to the supplement document, “*Supplement-Roberts-Rules-and-Revisions-20180912rev.docx*”, for an overview of revisions made to the Easton Lions Club governance documents.

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PREAMBLE

These Bylaws apply to the Lions Club of Easton Foundation, Inc., The, in the Commonwealth of Massachusetts, incorporated on August 15, 2007, and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Governance Documents

There are three additional governance documents referred to in the Lions Club of Easton Foundation, Inc., The, Bylaws, September 12, 2018 Revision, (hereinafter called the “**Foundation Bylaws**”).

1. The Easton Lions Club, Inc., Constitution and Bylaws, September 12, 2018, Revision, (hereinafter called the “**Club Constitution & Bylaws**”).
2. Easton Lions Club, Inc. and Lions Club of Easton Foundation, Inc., The, Policy, September 12, 2018 Revision, (hereinafter called the “**Club Policy**”).
3. Supplement of Robert’s Rules, Revisions, & Future Issues, Easton Lions Club, Inc. & Lions Club of Easton Foundation, Inc., The, September 12, 2018 Revision, (hereinafter called the “**Supplement**”).

ARTICLE I

– NAME –

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

ARTICLE II

– PURPOSES AND OBJECTIVES –

- A. The 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 Foundation concurrent with their good standing as a member of the 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.

ARTICLE IV

– OFFICERS –

- A. The officers of this Foundation shall be a president, first vice president, secretary and 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 resident, the First Vice President shall assume the duties of the President of the 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:

PRESIDENT

- 1. 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 Bylaws or assigned by the Board of Directors.

FIRST VICE PRESIDENT

- 1. 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 Bylaws or assigned by the Board of Directors.
- 2. The First Vice President is the chairperson for the Foundation's Fund Screening Committee as defined in Article VII, Section C.3

of the Club Constitution and Article V, Section C.3 of the Club
Bylaws

SECRETARY

- 1. 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 Bylaws or assigned by the Board of Directors.

TREASURER

The Treasurer shall have the following duties:

- 1. 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.
- 2. Make payments as directed by the Board of Directors.
- 3. Have custody, keep and maintain general records of all Foundation receipts and disbursements.
- 4. Perform such other duties as might be prescribed in these Bylaws or assigned by the Board of Directors.

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 purposes and objectives 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 Club.
- C. Regular meetings of the Board of Directors shall be held in conjunction with the regular meetings of the Board of Directors of the Club.
- 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. **QUORUM OF DIRECTORS:** 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 the Directors present at any meeting 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.

ARTICLE VI

– MEETINGS –

- A. **ANNUAL MEETING:** The annual meeting of this Foundation shall be held in conjunction with the annual meeting of the Easton Lions Club, at which meeting the final reports of the retiring officers shall be read and the newly elected officers installed.
- B. **REGULAR MEETING:** Regular meetings of the Foundation shall be held at the same time and place as the regular meetings of the Club.
- C. **SPECIAL MEETING:** Special meetings of the Foundation may be called by the President and shall be called by the President when requested by the Foundation 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 (10) days prior thereto.
- D. **QUORUM OF MEMBERS:** 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 VII – FINANCES –

A. Accounting Method

The Foundation will use the cash method of accounting.

B. Tax Filing

1. The Treasurer will be responsible for filing all tax returns in a timely manner for the Foundation and must report the completion of the filing annually to the Board.
2. The preparation of taxes will be done by an independent CPA to review the accounting records of the Foundation. The Treasurer will coordinate and provide all the necessary information to prepare the returns. The cost for the 501(c)(3) return will be paid from the Activity Fund account defined in Article V, Section B of the Club Constitution.
3. The Deliverables for the financial tax filings the Foundation for the 501(c)(3) are:
 - i. The Foundation tax form.
 - ii. The Foundation PC form to the Commonwealth of Massachusetts, Department of Public Charities of the Attorney General. *Note: This covers the filing with the Massachusetts Department of Revenue.*
4. The Treasurer will maintain all related documents that evidence these filings as Foundation records. Copies of these tax returns will be filed with the Club Secretary and made available to the Board of Directors upon request.

C. Foundation Operating Accounts

Any activity with a separate operating account that uses the Foundation identification number shall be overseen by the Foundation Treasurer and reports to the Board of Directors.

D. Annual Corporation Filing

The Secretary of the Foundation is responsible for the annual corporation filing with the Secretary of the Commonwealth of Massachusetts for the Foundation. This filing must happen no later than September 15th, of each year and the filing must be reported immediately to the Board.

E. Grants and Gifts

Any grant, gift, or service in kind, including those from governmental agencies, must be approved by the Board of Directors prior to acceptance. This is not meant to include any grant, gift, or service in kind over a nominal amount.

F. Donations to Foundation

Donations to Foundation are regulated under Section 501(c)(3) of the Internal Revenue Code.

1. The club will issue receipts to donors after the donation is received. For special cases, at the discretion of the President, the Foundation will send a letter with the confirmation of the 501(c)(3) status to prospective donors. Disclaimer about tax filing responsibility shall be part of the letter.
2. The Foundation shall use a standard receipt form and those should be signed by the President or Treasurer before sending to the donors.

3. The Treasurer will keep records of all the receipts issued.
4. For non-cash donations, the receipt will only describe the item or items without evaluation of cost, with the exception for the annual Charity Auction donations. Donations for auction items include a declared retail value from the donor, which may be used in the receipt.

ARTICLE VIII

– OTHER PROVISIONS –

- A. 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.
- B. 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.
- C. 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.

ARTICLE IX

– AMENDMENTS –

- A. **NOTICE:** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the member through regular post or electronic means, or delivered personally to each member of the Club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

- B. **AMENDING PROCEDURE:** These Bylaws may be amended at any regular or special meeting of the Club at which a quorum is present, as defined in Article IX, Section G of the Club Bylaws, by the vote of a majority of the members present in person and voting, provided the Board of Directors has previously considered the merits of the amendments.