

Massachusetts Lions Charitable Foundation, Inc.

BY-LAWS

Article 1

Name and Location

The name of this organization shall be the Massachusetts Lions Charitable Foundation, Inc. hereinafter referred to as the Corporation, chartered and incorporated as a charitable organization in the Commonwealth of Massachusetts, by and under the jurisdiction of Lions Clubs International Massachusetts Multiple District 33, hereinafter referred to as State. The principal place of business shall be a location designated by the Directors, within the Commonwealth of Massachusetts and as recorded at the office of the Secretary of the Commonwealth

Article 2

Purposes and Objects

The purpose of this Corporation shall be:

- A) To provide an organization that enables the Lions of Massachusetts to fulfill the mandate of the Lions State Constitution that designates the Corporation as a State project.
- B) To maintain and grow a program dedicated to serving under-served members of our community
- C) To promote, engage and coordinate the support of the Lions clubs of MD33.
- D) To conduct current operations with an 'eye' to the future to perpetuate the continued growth of the Corporation's operating income.
- E) To provide a forum for the cooperation, common understanding and open discussion of all matters necessary to achieve these objectives
- F) The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that provide medical equipment, supplies and services. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in in Article three. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

G) Upon dissolution of the corporation, assets shall be distributed to one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code; or shall be distributed to the Federal Government, or to a state or local government for public purposes. Any assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the corporation is then located, exclusively for such purposes, or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

H) The corporation shall not enter into any transaction or arrangement that might benefit the private interest of any officer, or director of this corporation, that violates the conflicts of interest policies of Lions Clubs International or that, violates any other applicable state and Federal laws governing conflict of interest application to nonprofit and charitable organizations. The Board of Directors shall adopt policies and procedures as appropriate and necessary to ensure the corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

Article 3

Membership and Board of Directors

Section 1

The members of the Corporation shall be active members in good standing of a duly chartered Massachusetts Lions Club. Directors of the Corporation shall also be Members of the Corporation and hereinafter shall be referred to as the Board.

Section 2

The Board shall have the authority and responsibility to carry out the business of the Corporation.

Section 3

Each district may be entitled to one (1) elected director with a 4-year term.

I .Statutory Directors:

The President, Secretary, Treasurer, Assistant Treasurer and Immediate Past President, are officers of the Corporation shall be deemed directors by virtue of their office. The officers of the Corporation are not included in the count of one (1) director for each district.

II Elected Directors:

a) Each of the five districts shall elect a director for a term of 4 years at the Multiple District 33 State Convention. Election terms will be on a staggered basis to ensure that at most, two district director's terms expire in any one year. Newly elected director's terms will begin at the close of the fiscal year.

b) No person shall serve as a director for more than a cumulative total of eight years, not including time served as President, Secretary, Treasurer, Assistant Treasurer, or Immediate Past President of the Corporation, or filling an unexpired term of a director.

c) A vacancy in the term of any Elected Director shall be filled by the recommendation of the District Governor of the District with the opening and will serve for the unexpired term.

Section 4

- a. All Officers and Directors shall serve without remuneration.
- b. The Corporation shall not assess or require any mandatory dues of the Clubs or Members in the State.

**Article 4
Officers**

Section 1

The Officers of the Corporation shall be the President, Secretary, Treasurer, Assistant Treasurer and Immediate Past President. The election of the Officers of the Corporation, if needed, shall be accomplished at the meeting of the Board prior to the close of the fiscal year. The Officers of the Corporation are elected from the members of the Board with the exception of the Treasurer and Assistant Treasurer who are appointed by the Board. Each term shall begin after the close of the Fiscal Year.

Section 2

The term of the officers of the corporation, except Treasurer and Assistant Treasurer, shall be two (2) years. No officer of the Corporation may serve more than two (2) consecutive terms in their respective office. The terms for the Treasurer and Assistant Treasurer shall be three (3) years.

Section 3

Upon assuming the position as an Officer of the Corporation, a director shall relinquish his seat as an elected director and the vacancy created shall be filled in accordance with the provisions of Article 3, Section 3, paragraph II (c). The Assistant Treasurer will be appointed by the Board of Directors.

Section 4

Vacancies occurring during the unexpired terms shall be filled as outlined above at the next meeting of the Board and assume the duties at the end of that Board meeting.

**Article 5
Nomination and Elections**

Section 1

In January, the President shall communicate an upcoming term expiration to the District Governor where the expiring term is about to occur. The District Governor will communicate the upcoming vacancy to her/his district asking for candidates to fill the soon to be open director's position. Candidate responses are required by the specific date in February when Multiple District 33 Council of Governors submits its agenda for the annual State Convention. Candidates' names will be placed on a ballot of the District Meeting at the State Convention.

Section 2

The election of officers shall be by hand vote, either in person or virtual, only if there is competition for that office. In the event there is not any competition for the position, the Secretary may cast the one ballot for an uncontested office.

Article 6

Removal for Cause

Section 1

A Director may be removed from directorship for justifiable cause by a seventy-five (75) percent vote of those present and voting. A fourteen (14) day prior notice shall be sent by U. S. Mail to all Directors and by "Certified Mail, Return Receipt Requested" to the Director in question. The complainant shall send a written statement detailing the name of the Director, the specific charge and a copy must be filed with the President. The only charges to be considered are:

(a) malfeasance or nonfeasance in office, (b) criminal conviction, (c) loss of status as an Active Member in good standing of a duly chartered Massachusetts Lions Club.

Section 2

Upon written receipt of any charge, the President shall investigate same and present a report at the aforementioned meeting.

Section 3

Any Director and/or Officer, unable to perform his respective duties for reasons other than cause set forth in this Article 6, Section 1, or who has missed three (3) consecutive meetings without cause, may, upon a seventy-five (75) percent vote of the Board., present and voting, be requested to resign. In the event of a failure to so comply, she/he shall be removed from the Board without prejudice.

Article 7

Meetings of Directors, Duties, and Powers

Section 1

The Annual Meeting of the Corporation shall be held at the Board meeting during the final four months of the fiscal year. The meeting shall be within the Commonwealth of Massachusetts at a time and place selected by the President, subject to the approval of the Board.

Section 2

In addition to the Annual Meeting, there shall be at least one (1) meeting per month, virtual or in-person, at a time, place and location to be determined by the President, subject to the approval of the Board. A special meeting may be held upon a call by a majority of the Board. A fourteen (14) day prior written notice shall be furnished to all members for all meetings of the Board. An agenda and a list of all items of business to be conducted at each meeting shall be included in the above fourteen (14) day notice.

Section 3

The personal presence of a majority of the Directors shall constitute a quorum at any meeting thereof, except as otherwise specifically provided, the act of a majority of the members present and voting shall be the act and decision of the entire Board.

Section 4

The Board shall, at all times, have the sole authority to approve or to reject

- a) Changes to the program's method of operation.

b) Any and all expenses and expenditures necessary for the purpose of the Corporation.

Section 5

The order of business and agenda at all meetings called by the President shall be arranged by the President or Secretary.

Article 8

President

The President shall be responsible for the general care and direction of the affairs of the Corporation. She/he shall report to the Board on all matters perceived by her/him to affect in any way the Purpose and Objects of the Corporation and deal with the personnel, institutions, and organizations that are requesting and/or are recipients of service by the Corporation. She/he shall oversee the development and requests for progress reports, and the presentation of their recommendations to the Board. She/he shall set the schedule of meetings and visitations when applicable.

Article 9

Secretary

The Secretary shall be the custodian of the Corporate Seal and all the records of the Corporation. She/he shall act as Secretary of the Board and Resident Agent of the Commonwealth and it shall be her/his duty to attend all meetings and to keep a true record of the meeting minutes. In the event the Secretary is not a resident of the Commonwealth, any other officer shall be appointed Resident Agent of the Commonwealth. She/he shall prepare and mail or e-mail to all Board members, meeting notices no less than fourteen (14) days prior to said meeting. The records covering her/his tenure of office shall be presented to his successor at the close of the fiscal year.

Article 10

Treasurer

The Treasurer shall be the custodian of the Corporation's funds. The Treasurer shall deposit in bank accounts insured by federal and/or state statute. She/he shall keep accurate records of these accounts which shall always be open for inspection by the Board. A statement of financial condition of these accounts shall be rendered at all meetings of the Board or whenever the Directors may request same. Upon adequate notice she/he shall present to the Board a complete report of all funds received and disbursed and the balances remaining. She/he shall disburse by check monies required for the legitimate expenditures previously budgeted and/or approved by the Board. A system of warrants shall be used by the Treasurer. Under that system, each potential disbursement will be described in a warrant, which shall be consecutively numbered and shall be approved by the Board, prior to disbursement. She/he shall be responsible for the preparation of financial reports.

The Treasurer and Assistant Treasurer shall be bonded in the amount approved by the Board and the expense of the same shall be paid by the Corporation. The Treasurer shall be responsible for the filing of all required governmental forms and reports.

Article 11 Fiscal Year

The fiscal year shall be from July 1st through June 30th.

Article 12

Indemnification of Directors and Officers

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer, or who at the request of the Corporation may serve; or at any time has served as an Officer; or Director, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with an threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which she/he may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless she/he is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided by any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to not have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof has been approved by a court with competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses occurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding. Upon receipt of an undertaking by the person indemnified to repay such payment if she/he shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to an other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best action of the Corporation if she/he acted in good faith in the reasonable belief that his or her action was in the best interests of the subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such other organization for whom she/he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case, where a Director of the Corporation approves payment of indemnification, such Director shall be wholly protected if the payment has been approved or ratified:

- a) by a majority of a quorum consisting of uninterested Directors
- b) if such quorum cannot be obtained, then a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors

- b) if there are not two or more disinterested Directors in office then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel, appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or by a court of competent jurisdiction.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article 13

Rules of Order and Procedure

Unless otherwise provided by these By-Laws, or the rules adopted for a meeting, or by local statute or common law, all questions of order of procedure with respect to any meeting of this Corporation, operating hereunder shall be determined in accordance with ROBERTS RULES OF ORDER NEWLY REVIESED, as revised from time to time.

Article 14

Amendment

These By-Laws may be amended only at a Board meeting with an affirmative vote of two thirds (2/3) of the Directors present by hand or voting by a secret ballot. No amendment shall be reported to a meeting of the Board for a vote until the same shall:

- a.) have been presented in writing to the President and a copy thereof forwarded to all Directors
- b.) The meeting at which a vote on the proposal shall be made shall be no sooner than fifteen (15) days after complying with sub-paragraph (a) of this Article 15

Article 15

Effective Date

These By-Laws shall become effective upon the adjournment of the meeting at which the same is adopted;