

BYLAWS OF THE
LIONS FOUNDATION OF NORTH DAKOTA, INC.

ARTICLE I — PRINCIPLE OFFICE

The principle office of the corporation shall be the address of the current president of the board of directors of the corporation.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Board Composition. The board of directors shall consist of the following:

- A. Six (6) elected members from each North Dakota Lions District. The term of each elected director shall be three (3) years. Terms shall be staggered so that two (2) directors are elected annually from each district.
- B. Current first vice district governors.
- C. Executive Director (non-voting member).

Section 2. Regular Meetings. Regular meetings of the board of directors shall be held without any other notice than this bylaw states, other than immediately after and at the same place as the annual meeting of members' delegates as set forth in the Articles of Incorporation. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Meetings are to be held on a quarterly basis with additional meetings to be called by the president and executive board as deemed necessary.

Section 3. Special Meetings. Special meetings of the board of directors may be called by the president, or upon the request of no less than four (4) directors. Calls for a Special Meeting must be forwarded to the secretary who shall notify the board members in writing not less than ten (10) days and no more than fifteen (15) days prior to the date of the special meeting. The notice must contain the time and place within the State of North Dakota of the meeting and a proposed agenda. Attendance at said meeting constitutes waiver of notice or of any defect in the notice.

Section 4. Quorum. A majority of the board members shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of the board members are present, then the meeting must be postponed.

Section 5. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 6. Vacancies. Any vacancy occurring in the board of directors shall be filled by appointment by the district governor until the next annual meeting of the members' delegates. The unexpired term of the vacancy shall then be filled in the manner by which directors are elected by their North Dakota Lions sub-districts. Other than death, resignation, or removal for malfeasance, a vacancy occurs when an elected board member is not entitled to a seat on the board by virtue of election to a district office, or ceases to be a Lion in good standing, or ceases to be a club member situated within the district from which the board member was elected.

Section 7. Removal of a Director. Upon the vote of a two-thirds (2/3) majority of the full board of directors, any director found to have performed any act of malfeasance shall be removed from the board.

Section 8. Compensation. Directors shall not receive any salary for their services, but by resolution, the board of directors may provide reimbursement of reasonable expenses actually incurred by board members in carrying out their specially assigned duties where reimbursement is not provided by the individual director's district. Said reimbursement shall be in accordance with Lions International's rules of audit. If a meeting is held in conjunction with the Lions Eye Bank of North Dakota, Inc. board meeting, reimbursement of those attending who serve on both boards will be reduced by one half.

ARTICLE III – OFFICERS

Section 1. Officers. The officers of the corporation shall be elected annually from the board of directors at the regular board of directors meeting prior to the beginning of the new fiscal year. Officers are president, vice-president, secretary, and treasurer (or secretary/treasurer).

Section 2. Duties. Each officer shall carry out the usual and customary duties of the office to which elected in addition to such duties as may be from time to time specified or directed by the board.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board when in the board's judgment the best interest of the corporation would be served thereby. A simple majority of the full board of directors is required for removal.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board for the unexpired portion of the term.

ARTICLE IV -- COMMITTEES

Section 1. Executive Committee.

- A. The executive committee shall consist of the elected officers and the executive director of the corporation.

- B. The executive committee shall have those duties as directed by the board to carry out the responsibilities documented in the minutes of the board and the duties necessary to carry out the foundation's business between board meetings.
- C. The executive committee shall be subject to call by the president or by two (2) of its members.

Section 2. Other Committees. The Board of directors may from time to time establish such standing and ad hoc committees as it may deem appropriate and shall exercise such powers as is directed by a majority of the Board of Directors. Each committee shall consist of no less than two (2) members of the board. Any action taken by a committee may not operate to release the board of directors or any individual board member from, any responsibility imposed by law on it or on the member.

ARTICLE V – LIABILITY AND INDEMNIFICATION

The directors of this corporation shall not be liable, personally for monetary damages for breach of duty as a director, except for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for which the director derived an improper personal benefit. Further, the corporation shall have the power to indemnify the directors, officers, agents, and employees, if any, of the corporation as provided in the North Dakota Century Code. Further, the corporation shall have the power to purchase and maintain liability insurance as provided in the North Dakota Century Code.

ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND GIFTS),

Section 1. Contracts. The board of directors may authorize any officer or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 maybe confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer of that account/project or a designee approved by the Board. The Board may specify that signatures of two officers of the Board or officers of a specific project/program, (which may include the President, Vice President, Treasurer, Secretary, or Program Chairperson), be required in specific circumstances.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE VII -- FISCAL YEAR

Section 1. Fiscal Year. The Fiscal year of the foundation shall follow Lions Clubs International's fiscal year (July 1 in one year through June 30 of the following year).

Section 2. Annual Meeting. The annual meeting of the foundation shall be held in conjunction with the North Dakota Lions State Convention.

ARTICLE VIII – BOOKS AND RECORDS

Section 1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having and exercising any of the authority of the board of directors. All books and records of the corporation may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time.

Section 2. Audit. An audit will be performed annually, either internally or by an accounting firm as determined and selected by the board of directors, and such finding be published in the North Dakota Lion newspaper. Said review or audit will be performed by an accounting firm no less than every five years, to include each year since the previous such review or audit tat was performed by an accounting firm.

ARTICLE IX – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the bylaws 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 herein, shall be deemed equivalent to the giving of such notice.

ARTICLE X – AMENDMENT TO BYLAWS

Section 1. Amending Procedure. These bylaws may be altered or amended by a majority vote of the delegates at the annual meeting or a properly called special meeting of the corporation. Any proposed change must be first submitted to the board of directors within ninety (90) days prior to the annual or special meeting of the corporation. The board of directors shall prepare an informational statement in favor of or in opposition to all proposed amendments. The board of directors submit both the proposed amendment and the board's position on the amendment to the state Lions via the North Dakota Lions newspaper, by electronic means or by mail to each Lions Club of North Dakota no less than thirty (30) days prior to said meeting.

Section 2. Effective Date. Each amendment to these bylaws shall take effect at the close of the annual or special meeting at which they were ratified unless otherwise specified in the amendment.

RECORD OF BYLAWS ADOPTION AND AMENDMENTS

4/2000	Bylaws adopted		
4/2001	Amendments Article II	Section I	Meeting times changed
10/30/2005	Amendments Article I	Section 1 Section 2 Section 5	Address of the corporation Meeting to be held quarterly Notice for special meetings Director must give up seat if elected to a district office – cannot hold two seats at once Alternates for absent members Absences of Board officers Notice for advertisement of proposed bylaws change
	Article III Article IX	Section 8 Section 2	
10/29/2011	Amendments Article I Article II	Section 1 1-5 Section 6	Office revised to Principle Office Board Composition – added Renumbered Sections 2-6 Renumbered Section 7 Removal of director Renumbered Section Compensation provisions defined Absent members – deleted Officers duties redefined Provision for temporary replacement deleted Wording clarified Distribution of funds – added Fiscal year – added Renumbered VII, IX, X Audit – added Provisions to call special meeting Electronic notification of proposed amendments Effective date – added
	Article III	Section 8 Section 1 Section 2	
	Article VI	Section 1 Section 4	
	Article VII Articles VII, VIII, IX		
	Article VIII	Section 2	
	Article X	Section 1	
		Section 2	
10/18/2014	Amendments Article VIII	Section 2	Audit

10/29/16	Amendments Article II	Section 1	Eliminate district governors and second vice district governors as board members
	Article IV	Section 2	Add secretary as co-signer
11/4/17	Amendments Article VI	Section 2	Allows Board of Directors to specify signature requirements for “under the umbrella” accounts/projects