

OHIO LIONS FOUNDATION
(AN OHIO NOT FOR PROFIT CORPORATION)
CODE OF REGULATIONS
AS AMENDED
(AS OF MARCH 4, 2001)
ANNOTATED COPY

OHIO LIONS FOUNDATION

CODE OF REGULATIONS

ARTICLE I

Meetings

Section 1.1. Annual Meeting. The annual meeting of the voting members of the Corporation shall be held on the occasion of the annual meeting (convention) of Multiple District 13 - Ohio Lions, Inc. at the time and place as shall have been designated by the State Council of said Multiple District 13 - Ohio Lions, Inc.

Section 2.2. Special Meetings. Special meetings of the voting members may be held at any time upon call of the President or of any two (2) voting members, upon at least three days' notice prior to the date of such meeting, unless notice thereof be waived in writing by all voting members. A majority of the voting members shall constitute a quorum for the transaction of business at any meeting. Presence of a voting member at a meeting without protest of lack of notice shall constitute waiver of notice.

Section 1.3. Action Without a Meeting. Any action which might be taken at a meeting of the voting members may be taken by a writing signed by majority of the voting members without a meeting as provided in Ohio Revised Code Section 1702.25.

ARTICLE II

Members

Section 2.1. Voting Members. The voting members of said corporation shall be the members of the Board of Trustees as provided in Article Fifth of the Articles of Incorporation.

Section 2.2. Non-Voting Members. All members in good standing of all Lions Clubs associated with Multiple District 13 - Ohio Lions, Inc. shall be non-voting members of this corporation.

Section 2.3. Other Members. The Board of Trustees may establish such other classes of non-voting members as it determines to be in the best interest of the corporation.

ARTICLE III

Trustees

Section 3.1 Composition of Board of Trustees: The Board of Trustees shall be comprised of (a) the ten (10) elected Sub-District Trustees, (b) the Trustee-At-Large, and (c) the Trustees Emeritus not to exceed five in number.¹

Section 3.2. Election of Sub-District Trustees. The election of Sub-District Trustees shall be held at the annual meeting of each sub-district (sub-district convention); if a Trustee from a sub-district is not elected, for any reason, then a special meeting of such sub-district shall be called for the purpose of electing such Trustee, and such election of a Trustee must be held not less than thirty (30) days prior to the annual meeting of the members as stated herein.

§3.2.1 The term of office of an elected Sub-District Trustee shall be for three (3) years and each sub-district shall elect their respective Trustee initially as follows:

Sub-districts A, B, C, and D shall be elected initially for a three (3) year term, Sub-districts E, F, and G shall be elected for a one (1) year term, and Sub-Districts H, J, and K shall be elected for a two (2) year term.

§3.2.2 The term of the Trustee shall commence at the beginning of the fiscal year. A Trustee elected in the manner and form as set forth herein, shall continue in office until such Trustee's successor has been duly elected and qualified.²

§3.2.3 Any member in good standing of a Lions Club associated with Multiple District 13 - Ohio Lions, Inc. is eligible to be elected Trustee from his sub-district. An elected Sub-District Trustee may be re-elected for additional terms³

Section 3.3 Trustee-At-Large: The Council of Governors of Multiple District 13 - Ohio Lions, Inc. shall appoint one (1) Trustee-At-Large who shall serve for a one-year term. Any member in good standing of a Lions Club associated with Multiple District 13 - Ohio Lions, Inc. is eligible to be appointed Trustee-At-Large. The Trustee-At-Large may be re-appointed by the Council of Governors for additional terms.⁴

1 Former Section 2 revised November 14, 1992.

2 Rev. 03/04/01.

3 Rev. 02/17/01.

4 Rev. 11/11/00.

Section 3.4. Trustees Emeritus. The Trustees Emeritus shall consist of those former trustees, not to exceed five (5) at any one time, who have served at least two (2) full terms as an elected Sub-District Trustee and who shall have been appointed as Trustees Emeritus by the Board of Trustees. The term of office of a Trustee Emeritus shall be three (3) years, and Trustees Emeritus shall be voting members of the Board of Trustees.⁵ Trustees Emeritus may be re-appointed by the Board of Trustees for additional terms.⁶

Section 3.5. Compensation: All Trustees shall serve without compensation for their services except reasonable expenses actually incurred may be authorized and paid by the Board of Trustees.

Section 3.6. Power of Trustees. The business and property of this corporation shall be operated, managed, conducted and controlled by the Board of Trustees.

Section 3.7 Vacancies. Vacancies caused by the death, resignation, removal, or when the office of a Sub-District Trustee has been declared vacant by action of the Board of Trustees, may be filled by a majority vote of the Board of Trustees for the unexpired term upon recommendation of the District Governor of the sub-district from which the Sub-District Trustee, whose office is vacant, was elected. Such person being appointed must be from and represent the sub-district having the vacancy. A vacancy in the Trusteeship-At-Large appointed by the Council of Governors shall be filled by the Board of Trustees upon recommendation by the Council of Governors.⁷

Section 3.8 Removal. Any Trustee may be removed from office for cause by the affirmative two-thirds vote of the Board of Trustees. The office of a trustee who has failed to attend three (3) consecutive meetings may be declared vacant by the affirmative two-thirds vote of the Board of Trustees.⁸

Section 3.9 Honorary Trustees: Former members of the board of trustees who have served at least one full term as an elected Sub-District Trustee or an appointed Trustee-At-Large and who in the judgment of the board have rendered outstanding service to the foundation may be elected as *Honorary Trustees* by the Board of Trustees. Honorary Trustees shall be non-voting members of the Board of Trustees.⁹

⁵ Rev. November 14, 1992; Rev. November 11, 2000; Rev. 02/17/01.

⁶ Revised November 11, 2000.

⁷ Rev. 02/17/01.

⁸ New Section added November 11, 2000; Rev. 02/17/01.

⁹ New Section added November 11, 2000; Rev. 03/04/01

ARTICLE IV

Trustee Meetings

Section 4.1. Annual and Special Meetings. The Trustees shall hold a regular meeting immediately after the Annual Meeting of the members each year. In addition thereto, the Trustees shall hold meetings upon call by the President or by call of any two (2) Trustees.

Section 4.2. Notice and Voting; Quorum.

§4.2.1 Notice of the Annual Meeting shall be given at least fifteen (15) days in advance of the meeting unless notice is waived (before or after the meeting).

§4.2.2 Notice of special meetings shall be given at least five (5) days in advance of the meeting, unless notice is waived (before or after the meeting) by all Trustees.

§4.2.3 Presence at a meeting without protest of lack of notice shall constitute a waiver of notice.

§4.2.4. Voting by proxy is not permitted.

§4.2.5 A majority of the elected Sub-District Trustees and the appointed Trustee-At-Large in office shall constitute a quorum at any meeting.¹⁰

Section 4.3. Action Without a Meeting. Any action which might be taken at a meeting by the Trustees may be taken by a writing signed by majority of the Trustees without a meeting.

Section 4.4. Use of Communications Equipment. Meetings of the Trustees may be held through communications equipment as provided by Ohio Revised Code Section 1702.31.

Section 4.5 Committees: The Board of Trustees may from time to time create such committees as it deems necessary or appropriate and may appoint the members thereof. The Board of Trustees may prescribe or limit the powers and duties of any committee.¹¹

§4.5.1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer of the Foundation, each of whom must be a Trustee.¹² The Executive Committee shall act only in the intervals between meetings of the Board of Trustees, and all actions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Trustees.¹³ The Executive Committee shall have the authority as set forth in this Section 4.5.1:

¹⁰ Amended November 11, 2000; subsections renumbered 03/01/01.

¹¹ Rev. 02/17/2001.

¹² New Section 5 added May 21, 1993.

¹³ Rev. 02/17/01.

(a) The Executive Committee shall have the authority to award grants for emergency or disaster relief, in accordance with the Disaster Relief Procedures which have been adopted by the Board of Trustees, up to Five Thousand dollars (\$5,000.00) per club per occurrence; provided, however, that the maximum amount of such grants awarded by the Executive Committee may not exceed in the aggregate the sum of Thirty-Five Thousand Dollars (\$35,000.00) in any single fiscal year.¹⁴

(b) The Executive Committee shall have the authority to adopt bank resolutions on behalf of the Foundation for such investments and accounts as shall be approved by the Investment Advisory Committee, provided that all such bank resolutions shall provide that checks, drafts, or other orders for payment (other than transfers between accounts of the Foundation) shall require the signatures of two authorized officers or agents of the Foundation.¹⁵

(c) The Executive Committee shall have the authority to approve invoices for payment for routine matters such as administrative expenses, including but not limited to, postage, photocopying, printing, stationery, telephone charges, supplies, governmental and regulatory filing and registration fees, and similar items, including the reimbursement of a trustee for such expenses, so long as the cost of any one item does not exceed five hundred dollars (\$500.00).¹⁶

(d) The Executive Committee is authorized to determine when the conditions of matching grants established by the Trustees have been satisfied, and to authorize the Treasurer to issue the Foundation's check in payment of such grant upon such determination.

(e) The Executive Committee is authorized to oversee and administer all restricted funds which may be established from time to time by the Board of Trustees, and to authorize payments from said restricted funds upon the advice and recommendation of the respective restricted fund advisory committees.

(f) The Executive Committee shall have such other powers as may be conferred upon it by the Board of Trustees, not in conflict with specific powers conferred by the Code of Regulations upon other committees.

¹⁴ Revised May 21, 1999. Prior to revision, Subsection (a) read as follows:

(a) The Executive Committee shall have the authority to award grants for emergency or disaster relief up to three thousand dollars (\$3,000.00) per such event.

¹⁵ Rev. 02/17/01.

¹⁶ Rev. 03/04/01.

§4.5.2 Authority of committees: Each committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. Each such committee shall act by a majority of its members or by a writing signed by all of its members. Meetings of the committee may be held through any communications equipment if all persons participating can hear each other, and participation in this manner shall constitute presence at the meeting.¹⁷

17 Rev. 02/17/01.

ARTICLE V

Officers

Section 5.1. Number and Designation. The Trustees, as soon as may be convenient after the election of Trustees held each year, shall elect a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer, each of whom shall be a Trustee and a member in good standing of a Lions Club associated with Multiple District 13-Ohio Lions, Inc., and such other subordinate officers as said Trustees may determine¹⁸

Section 5.2. Duties of Officers.

(a) President. The President shall preside at all meetings of members and Trustees and perform generally the duties usually incident to such office. He shall have such further powers and duties as may from time to time be determined by the Trustees.

(b) Vice President. The Vice President shall perform all duties of the President in his absence or during his inability to act and shall have such other and further powers and perform such other and further duties as may be assigned to him by the Board of Trustees.

(c) Secretary. The Secretary shall keep an accurate record of all of the meetings and transactions of the members and Trustees, and shall give all notices required by law and this Code of Regulations. The secretary shall perform such further duties and functions as may from time to time be determined by the Trustees.

(d) Treasurer. The Treasurer shall have supervision over all finances of the corporation subject to the direction of and to the satisfaction of the Trustees. The Treasurer shall receive and have charge of all money, bills, notes, and other similar property of the corporation. It shall be his duty to keep an accurate account of the finances and financial transactions of the corporation and all such accounts shall be open for inspection and examination by the Trustees and shall render accounts at the annual meeting of the members and at such other times as the Trustees may require.

(e) Subordinate officers who need not be Trustees shall be selected by the Trustees in the discretion of the Trustees and shall perform such duties as may be prescribed by them.

(f) Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of Treasurer, and shall perform the duties of Treasurer in case of the latter's absence or disability.¹⁹

Section 5.3. Term. Officers elected by the Trustees shall hold office at the pleasure of the Board, and, unless earlier removed as provided in Ohio Revised Code 1702.34, shall hold office until the first meeting of the Trustees following the next annual meeting of the members and until

¹⁸ Rev. 02/17/01; 11/11/00.

¹⁹ Subsection (f) added November 4, 1995

their successors are elected and qualified, or for such other period of time as may be designated by said Trustees.

Section 5.4. Compensation. Compensation of officers and employees of the corporation shall be fixed by, or pursuant to authority conferred by, the Trustees.

ARTICLE VI

Contracts and Banking

Section 6.1. Contracts. The Board of Trustees may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to special instance.

Section 6.2. Deposits. All funds of the corporation not otherwise employed 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 Trustees may select.

Section 6.3. Checks. 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 Trustees.

Section 6.4. Loans. No loan shall be made by this corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

ARTICLE VII

Employees, Agents and Representatives

Section 7.1. Executive Director. The Board of Trustees may appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be an employee of the corporation and shall be the Chief Administrative Officer of the corporation. The Executive Director shall prepare, for the approval of the Board of Trustees, a plan of operation and a time table for short-term and long-term objectives of the corporation and shall counsel and advise the Trustees on all aspects of the development relating to the corporation's objectives. Additionally, he shall perform such other duties as from time to time may be prescribed by the President or the Board of Trustees. The salary, if any, of the Executive Director shall be fixed by the Board of Trustees.

Section 7.2. Other Employees. The Board of Trustees may establish such other positions of employment as it deems desirable from time to time and shall fix the salaries of such positions. Subject to the control and the direction of the Board of Trustees, the Executive Director shall hire and discharge employees necessary for the proper conduct of the business of the corporation.

Section 7.3. Agents and Representatives. The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit so far as may be consistent with the Code of Regulations, to the extent authorized or permitted by law.

ARTICLE VIII

Gifts, Funds and Investments

Section 8.1. Acceptance of Gifts.

- (a) The Board of Trustees may accept on behalf of the corporation any gift, grant, bequest or devise for the general purpose or for any special purpose of the corporation.
- (b) The power to accept gifts rests with the Board of Trustees. Gifts may be declined or disclaimed (1) when the gift is for a specific purpose and for less than the amount required to finance the capital facility and equipment cost involved; (2) when there is a question as to whether the purposes or timeliness of the gift are compatible with the ideals, objectives, and programs of the corporation; or (3) when the conditions, limitations or purpose of such gifts are deemed to be unacceptable.
- (c) Unless the terms expressly provide otherwise, all gifts, grants, bequests and devises shall be deemed irrevocable.

Section 8.2. Conditions and Limitations Any person who shall give, bequeath or devise any property to the corporation may make such gifts subject to such conditions and limitations as to the use of the principal and income as he may see fit, and may specify such uses for the principal or the income as he may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes and powers of the corporation as set forth in its Articles of Incorporation.

Section 8.3. Funds and Accounts. All such property received and accepted by the corporation shall become a part of the corporation property and subject to any limitations, conditions or requirements, may be commingled with other assets of the corporation. However, such property shall or may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitations or instructions of the gift, grant, bequest or devise require a separate fund or account, or whenever the Board of Trustees, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

ARTICLE IX

Accounting Year and Audit

Section 9.1. Accounting Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June 30 of each year.

Section 9.2. Audit. At the end of the accounting year, the books of the corporation shall be closed and a financial statement prepared for such year. If directed by the Board of Trustees, such financial statement shall be certified by an independent firm, the partners of which are certified public accountants. Such financial statement shall be promptly submitted to the Board of Trustees.

ARTICLE X

Local Chapters

Section 10.1 The Board of Trustees may adopt uniform procedures for establishing and accepting local chapters to help carry out the corporation's purposes on a local level.²⁰

ARTICLE XI

Other Matters

Section 11.1 Matters not covered by this Code of Regulations shall be determined in accordance with the laws of Ohio applicable to corporations not for profit.

ARTICLE XII

Repeals and Amendments

Section 12.1 This Code of Regulations may be amended or repealed by a majority vote of the voting members present and entitled to vote at any regular or special meeting called for that purpose providing the proposal for amendment or repeal has been set forth in the notice of the meeting or such notice has been waived by all of the members.

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