

Lions Camp Tatiyee Inc.

Bylaws



Article One Name and Offices

- A. Name:** The name of this corporation shall be “Lions Camp Tatiyee Inc.”
- B. Offices:** The principal offices of the corporation shall be located in Phoenix, Maricopa County, Arizona. The corporation may have other offices, either within or without of the State of Arizona, as the Board of Directors may determine from time to time.

Article Two Board of Directors

A. Number and Qualifications

1. The property and affairs of the Corporation shall be managed by a Board of Directors composed of up to twenty four (24) members. The board shall be made up of Lions in good standing who are members of a Lions Club in good standing in Multiple District 21 with an equal number from each district and non-Lion members of the community. The number of non-Lion directors from the community shall be less than fifty (50) percent of the number of Lion directors.
2. The current International Officers within Multiple District 21 and the current District Governors shall be Honorary Directors, but shall have no voting privileges.

B. Terms of Office, Nomination and Election Procedures:

1. Directors shall serve a three (3) year term of office.
2. One third (1/3) of the total number of Lion directors shall be elected each year at the Annual Multiple District 21 Convention and each District within the Multiple District (MD21) shall elect the same number of directors, except under conditions as noted in Article Two (2), Section C-1.
3. At least ninety (90) days prior to the annual convention, the Secretary of the Corporation shall notify all Clubs in MD-21, of the number of vacancies in their respective Districts.
4. Nominations shall be made in writing through the individual Club Secretary at least sixty (60) days prior to the annual MD-21 convention.
Should too few qualified candidates be submitted from a District, nominations may be made from the floor at the annual convention during the cabinet meeting for the District in which a vacancy exists.
5. Election shall be by secret written ballot by the certified delegates from

- each Club in good standing in MD-21 at the annual MD-21 convention.
6. Directors so elected shall be installed into office at the next Annual Meeting of the Corporation. (See Article three, Section A)

C Vacancies and Removal:

1. Whenever a Lion vacancy on the Board of Directors occurs due to death resignation, removal or otherwise, a replacement shall be appointed, without due delay, by a majority vote of the remaining Directors. The Lion so selected shall be from the same District as the vacating Director, and serve until the next MD convention. The new Lion Director must be elected at the next MD convention, and will serve the remaining term of the replaced Director. No Lion Director may serve a subsequent term by appointment.
2. Whenever a non-Lion vacancy on the Board of Directors occurs due to death resignation, removal or otherwise, a replacement shall be appointed by a majority vote of the remaining Directors.
3. Any Director and/or Officer may be removed for cause at any regularly constituted meeting of the Board of Directors, by a two-thirds (2/3) vote of the Directors present. Deviation from the policies and directives of the Board that are injurious to the Corporation and/or unexplained or unacceptable absences from the meetings of the Board may be deemed cause for removal. The Secretary shall be notified in advance of a duly called meeting, in the event a Director cannot attend.

D Compensation and Reimbursement:

1. Directors shall receive no monetary or in-kind compensation from the Corporation for their services as Directors
2. Directors may be reimbursed for approved out-of-pocket expenditures such as postage, paper and printing, etc., incurred while doing authorized committee or other assigned, activities.

Article Three

Annual Meeting and Board Meetings

A. Annual Meeting:

1. The Annual Meeting of the Corporation shall be in September or early October. The President or in his/her absence, one of the Vice Presidents, shall preside until the new officers are elected. The first order of business at this meeting shall be the installation of incoming Directors. The second order of business shall be to elect from the Directors, the officers of the Board. The new officers shall be installed at this Board Meeting.
2. The Secretary shall notify by written mail, personal delivery, electronic

or fax transmission, each Director and incoming Director, the place and time for the Annual Meeting, at least fifteen (15) days prior to the meeting.

B. Board Meeting:

1. The Board of Directors shall meet at least four (4) times a fiscal year. The Annual Meeting of the Corporation shall be permitted to count as a meeting of the Board of Directors.
2. The President, with the approval of the majority of the Board Members, shall designate any place within, or without, the Multiple District 21, as the place for regular or special meetings.
3. The Secretary shall notify by written mail, personal delivery, electronic or fax transmission, the place, date, and time for each meeting, not less than fifteen (15) days prior to the meeting.
4. Special meetings of the Board may be called by the President, or by petition of not less than twenty-five percent (25%) of the elected and appointed members of the Board. Such petitions shall be made to the Secretary, by written mail, personal delivery, electronic or fax transmission. Directors shall be notified of special meetings in the same manner as regular meetings.
5. A majority of the Directors present in person at any duly called and/or noticed meeting shall be needed for the transaction of business. All votes shall be cast in person. In person shall be defined as physically present or on the phone or video conferencing (like skype, or gotomeeting, joinme, ...) during the meeting. Proxy voting shall not be permitted. A Quorum shall consist of fifty percent plus one of elected and appointed Directors and more than half of the Directors present must be Lions.

Article Four Officers

A. Number and Titles of Officers:

1. There shall be a President, one Vice President from each District, a Secretary and a Treasurer, each elected for a term of one year, by and from the Lions on the Board of Directors.
2. Additional officers, such as, but not limited to, one or more Assistant Secretary and/or Treasurer, may be elected for one-year (1) terms, and shall perform such duties as may be specified by the Board. Such officers shall not have voting privileges unless they are Directors.

B. General Duties:

1. The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or directives of the Board of Directors.

2. In addition to such specifications, each Officer shall have duties and responsibilities set forth as follows :
 - a. The President shall be the chief executive officer of the corporation and shall provide general supervision of the affairs of the corporation. He/she shall implement the policies and attainment of objectives established by the board and shall recommend, for the Board approval, specific duties for the Vice Presidents and the establishment and staffing of all committees.
 - b. There shall be one Vice President from each of the districts of Multiple District 21. The Board shall determine, following the election of the Vice Presidents, the order in which the Vice Presidents shall assume the duties of the President when he/she is absent. The Vice Presidents shall perform such duties as may be assigned to them by the Board.
 - c. The Secretary shall attend and record the proceedings of all meetings of the board and of the Executive Committee. He/she shall transmit the minutes of such minutes to all members of the Board, and the District Governors within ten (10) days after each meeting. The Secretary shall have custody of the official seal of the Corporation, and shall have authority to affix it to all instruments where required. He/she shall give all notices required by statute, bylaws or resolution and shall perform such duties as may be prescribed by the Board or the President.
 - d. The Treasurer shall have custody of and care for all funds, securities and other assets of the Corporation, unless otherwise directed by the Board. He/she shall keep, in books belonging to the Corporation, full and accurate records of all receipts, deposits and disbursements. He/she shall deposit all moneys, securities and other valuable effects received by the corporation in such depositories as may be designated by the Board. Received funds may be deposited by a third person designated by the board. He/she shall disburse funds only as ordered by the Board. An account of all financial transactions shall be made to the Board at each of the meetings and at such other times as may be requested by the board. If required by the board, he/she shall provide and keep in force, a surety bond in the form and amount designated by the board, to insure the faithful performance of his/her duties of office and the restoration to the Corporation of all books, papers and other assets of whatever kind, at the termination of his/her term of office for whatever reason.

C. Vacancies and Removal:

1. A vacancy in any office, for any reason, may be filled by a majority vote of the remaining Board members. The person so elected shall serve the un-expired one

- (1) year term of that office.
2. The procedure for Removal of any officer is detailed in Article Two Section C-2.

Article Five Committees

A. Executive Committee:

1. Membership and Powers:

- a. The Executive Committee shall be the Officers of the Board, the Immediate Past President and such other Directors as shall be appointed by the President, with the approval by majority vote of the Directors. The Immediate Past President shall not have voting privileges unless he/she is a Director.
- b. The Executive Committee shall be chaired by the President and shall exercise all powers of the Board when the Board is not in session, except such powers as the Board specifically may reserve to itself. The Committee shall make such rules and regulations as it deems prudent for its management and shall report such actions to the board for its ratification at each duly constituted meeting of the board.
- c. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
- d. Meetings of the Executive Committee may be called by the President, three members of the committee, or by the Secretary. The Secretary will notify members of the meeting.

B. Advisory Council:

1. The Board may provide for an Advisory Council of persons both inside and outside of Lionism whose expertise and services may be of value to the board and to the Corporation.
2. The President may appoint as many persons to the council as he deems beneficial, subject to the approval of the board.
3. Members of this council may attend all meetings of the Board and participate in discussions, but shall not have the right to vote. The President may invite members of the council to attend meetings of the Executive Committee or other board committees, but they shall have no vote in such meetings.

C. Other Committees:

1. There shall be three (3) standing committees, Board Members may choose a committee to serve on, if no choices are made, they will be appointed by the President. Special committees may be created for specific projects as deemed

necessary by the board. Each committee will be responsible to meet and work on assigned tasks and the chairperson (appointed by the President) will report on progress on a timely basis as required by their assignment.

- a. Finance Committee
 - b. Facilities Committee
 - c. Strategic Planning Committee
2. The President and/or Executive Committee may appoint from the Directors and advisory council such other committees as they deem necessary, for such terms as are appropriate to their functions

Article Six

Administration of Property

A. Contracts, Conveyances and Other Documents:

1. No person(s), Director(s), Officer(s) or agent(s) of the Corporation shall enter into any contract, written or otherwise, or execute and deliver any official instrument in the name of, or on behalf of the Corporation, without prior authorization by resolution of the Board.
2. The Executive Committee may authorize expenditures up to five thousand dollars (\$5,000.00) in an emergency situation.

B. Checks, Drafts or Orders:

1. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation, in such manner as shall be determined by the Board, such instruments shall be signed by the President or Treasurer or Assistant Treasurer or Executive Director.

C. Gifts of Funds and Property:

1. The Board may approve acceptance, on behalf of the Corporation, any gift, contribution, bequest or devise it deems appropriate for any purpose of the Corporation. Any director who receives such an approved item on behalf of the Corporation shall turn it over to the Treasurer or appointed designee within ten (10) days of the receipt. The Treasurer or appointed designee shall issue a receipt, with thanks to the donor.
2. The Board may disapprove acceptance of gifts it deems inappropriate to the operation or mission of the Corporation.
3. The Treasurer shall keep permanent, written record of all gifts, contributions and bequests.
4. The Board shall have the power to take, hold and administer any and all securities that may be transferred to them, with full power and discretion to invest any principal and expend income from said sources as they judge best

serves the purposes of the Corporation.

5. The Corporation shall have and exercise all powers conferred by the laws of the states and possessions of the United States wherein any property is held.

D. Authority to Borrow Money:

1. The Board shall have full power to borrow money when it deems it to be in the general interest of the Corporation. The Board shall designate the officers required to execute in the name of the Corporation such notes, bonds and other evidence of indebtedness as the board and lender shall agree to be proper. The Board shall have full power to mortgage the property of the Corporation, or any part thereof as security for such indebtedness

Article Seven

Books and Records

A. Minutes:

1. The Corporation shall keep and preserve written records of the proceedings of the Board, the Executive Committee and all other committees having and exercising any authority of the Board.

B. Books of Account:

1. The Corporation shall keep correct and complete books of account for all financial matters.
2. The fiscal year of the of the Corporation shall begin at 12:01 AM October 1 and shall end at midnight on September 30 each year.

C. Auditing of Books:

1. Within sixty (60) days of the end of each fiscal year, the financial records and accounts of the Corporation shall be audited in the manner directed by the Board.
2. The Audit shall be conducted by a certified public accounting firm. No Director of the Corporation shall have an interest in the accounting firm chosen to perform the audit.
3. A certified statement of audit shall be presented to the Board at the first Board Meeting following the completed audit. Certified copies shall be sent to the Multiple District-21 Council of Governors, in the number requested, within one hundred and twenty (120) days of the end of the fiscal year.

D. Dues and Fees:

1. No dues or initiation fee shall be imposed on any member of the Board.

Article Eight
Nondiscrimination

- A. In rendering its functions and in exercising its purpose, the Corporation shall not practice or permit discrimination in employment, appointments to responsibilities, or otherwise, on the basis of sex, age, race, national origin, religion, physical handicap or disability.

Article Nine
Parliamentary Practices

- A. Except as otherwise specifically provided in these bylaws, all questions of order or procedure with respect to any meeting or action of the Corporation, its Board of Directors or any committee appointed hereunder, shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time to time.

Article Ten
Amendments of Bylaws

- A. The bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote two thirds (2/3) of the Directors present at any quorum meeting of the Board of Directors where a majority of the directors are present and voting if at least fifteen (15) days written notice is given of intention to alter, amend, repeal, or adopt new bylaws at such meeting. All changes of the bylaws shall be ratified by the general membership consisting of the certified delegates at the Multiple District-21 convention.

Article Eleven
Adoption

- A. These bylaws shall become effective on October 1 of the year in which they are approved by the Multiple District-21 convention delegates.