

THE LIONS DISTRICT 24-E CHARITY, INC.

(lion logo)

LIONS CLUBS OF DISTRICT 24-E POLICY & PROCEDURES MANUAL

“LIONS SERVING THE COMMUNITY”

CREATED JULY 20, 2014

The Board of Directors of THE LIONS DISTRICT 24-E CHARITY, INC. (herein called The Charity) developed and adopted this Policy and Procedures Manual to provide guidance to the Standing Committees as they affect the authority delegated to them by the Board and to ensure their adherence to the stated Purposes of The Charity.

This Policy & Procedures Manual, in conjunction with the Long Range Plans of the Lions Clubs of District 24-E provides The Charity’s standing committees with both clear internal operating procedures and adequate plans for the conduct of The Charity’s business ensuring they are consistent with the stated Purposes and Objects of Lions Clubs International and in the best interest of the Lions Clubs of District 24-E.

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SECTION 1.1
ARTICLES OF INCORPORATION

ARTICLE I

Name

The name of the corporation shall be THE LIONS DISTRICT 24-E CHARITY, INC., herein known as The Charity.

ARTICLE II

Purpose

The purpose for which The Charity is organized is to operate exclusively for charitable, scientific, literary or education purposes, including but not limited to making gifts and contributions to one or more organizations as described in Section 501(C) (3) of the International Revenue Code of 1986 (herein called the "Code") Any reference herein to any provision of the Code shall be deemed to mean such provision as now or hereafter existing, amended, supplement or superseded, as the case may be.

It is the further purpose of The Charity to be consistent with and not in conflict with the goals and activities of the International Association of Lions Clubs. The Charity shall at all times attempt to enhance the image of Lionism. The Charity shall use the "Lions" name and emblem prominently in The Charity's name and operation, including literature, promotional material and activities.

Membership in The Charity by a Lions Club or a Lion is voluntary and is open to all Lions and Clubs in good standing.

ARTICLE III

Powers

The Charity shall have all powers of a non-stock corporation provided in Chapter 10 of Title 13.a of the Code of Virginia and all powers hereafter conferred upon non-stock corporations under the

laws of the Commonwealth of Virginia, and may engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes and powers

ARTICLE IV

Prohibitive Powers

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or closure of the Charity voluntary or involuntary or by operation of law, the following provisions shall apply:

1. The Charity shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (C) (3) of the Code, contributions to which are deductible for federal income tax purposes.
- 2.No activities of The Charity shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the Commonwealth of Virginia, or any other jurisdiction where activities are carried on; nor shall it engage in any transaction defined at the time as "Prohibited: under Section 503 of the Code.
- 3.The Charity shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of the assets or net earnings of The Charity shall be used, nor shall this corporation ever be organized or operated, or accept funds or property, for purposes that are not exclusively charitable, scientific, literary or educational, within the meaning of Section 501(C)(3) of the Code.
4. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for The Charity; and neither the whole nor any part or portion of titled assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any person; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure the benefit of any member or private individual within the earning of Section 501(C) (3) of the Code.

5. Under no circumstances shall the whole or any part of such assets or earnings ever be distributed (a) to or for the monetary use and benefit of any Lions Club, of the International Association of Lions Clubs (including any district, multiple sub district, or sub district thereof), or any successor thereof, of (b) to pay for any expense of administration of any said Club, Association or any successor thereof.

6. In the event of termination, dissolution in any manner or for any reason whatsoever, assets remaining after the payment of all debts and charges against the corporation, if any, shall be distributed to (and only to) one or more organizations organized and operated exclusively for one or more purposes within the meaning of Section 501(C) (3) of the Code, as the Board of Directors of the Charity shall determine.

ARTICLE V

The Board of Directors

The Members of The Charity shall be comprised of Lions Clubs or Club members in good standing in District 24-E of the International Association of Lions Clubs (herein called District 24-E). All such Members shall be entitled to full voting rights in the said Charity, exercisable in such reasonable manner as may be prescribed from time to time in the By-Laws, except members who have resigned from membership of Lions Clubs or which have declined in writing to be members. The Membership qualifications and rights (including voting rights) of members are set forth in the By-Laws.

The affairs of The Charity shall be administered by a Board of Directors composed of Directors holding offices or elected in accordance with Article V and the By-Laws.

The Charity Board of Directors shall currently be comprised of the following fifteen (15) Members of the Corporation. At least fifty-one per cent (51%) or eight (8) Members present at a called function shall constitute a quorum.

The qualifications for the Directors shall be as follows:

1. The two (2) Vice-District Governors of District 24-E shall be ex-officio members of the Board with full voting powers. The District Governor, also shall be an ex-officio member, but shall vote only in the event of a tie vote. Their tenure shall be concurrent with their term in office.
2. The following shall comprise the remaining membership of the Charity Board of Directors:

- a. One (1) Zone Chair from each Zone, currently six (6) Zones. If a Zone Chair leaves the Board for any reason The Charity Board of Directors will be responsible for electing a Lion from the Zone. The District Governor may also make an appointment for the new Zone Chair.
 - b. Six (6) members of the Board, preferably one from each Zone (but not mandatory), shall be elected as: "At-Large Members." These Board Members will be elected at the annual meeting of The Charity from all eligible members in good standing as defined in Article V.
 - c. Each elected Director or Officer may serve for a term of up to four (4), one (1) year terms. After being off the Board for two (2) years, a former Director or Officer may be re-elected for a maximum of two (2) additional one (1) year terms. In the event that a Zone is eliminated for any reason, the Director of that Zone shall be a Director-at-Large for the duration of his/her unexpired term of office. If Zones are added to District 24-E, the initial term of the Directors elected to represent the new Zone shall be as stated above.
3. The number of Directors to constitute the Board of Directors at any time shall be fixed by the By-Laws. Currently, this number is fifteen (15) elected Directors as described in Article V, Section 2. The number of Directors may be increased or decreased in the future pursuant to the By-Laws.
 4. The planning, execution, and leadership of The Charity shall be the responsibility of the Officers of The Charity. The Officers shall consist of the Chairman and Vice Chairman, the Secretary and the Treasurer. The four (4) officers shall be elected from the body of the fifteen (15) members of the Board of Directors. A Quorum consisting of at least fifty-one percent (51%) of the Board is necessary to elect any officer. Currently the quorum shall be eight (8). Should a vacancy occur in a leadership position, it shall be the responsibility of the Board of Directors to fill the vacancy from the remaining Directors.

ARTICLE VI

Liability

Except as otherwise provided in this Article, in any proceeding brought by or in the right of the corporation the damages assessed against an officer or director of the corporation arising out of a single

transaction, occurrence, or course of conduct shall not exceed \$500.00 for each such transaction, occurrence or course of conduct.

Notwithstanding the foregoing in any proceeding against an officer or director of the corporation who received compensation from the corporation for his services as such, the damages against such officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the corporation during the twelve (12) month immediately preceding the act or omission for which liability was imposed. An officer or director who serves the corporation without compensation for his services shall not be liable for damages in any such proceeding. The provisions of this Article VI shall apply only to the extent the corporation is exempt from income taxation under Section 501(C) (3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding the foregoing provisions of this Article VI the liability of an officer or director shall not be limited as provided in the Article if the liability is the result of the officer's or director's willful misconduct or a knowing violation of the criminal law.

The foregoing limitations of liability set forth in the Article VI shall not be deemed exclusive of any other rights or limitations of liabilities to which any director or officer of the corporation may be entitled apart from this Article VI.

ARTICLE VII

Alteration of Articles

Articles of this Corporation may be altered, amended or repealed and new articles may be adopted by the affirmative vote of fifty-one percent (51%) of the Members of The Charity present and voting at the Annual Meeting of the Lions Charity Of District 24-E, Inc. No existing Article may be altered, amended or replaced nor any new Article be adopted unless written notice of the proposed change is received by the Members, either personally or by mail, not more than sixty (60) not less than twenty-five (25) days in advance of the Annual Meeting.

ARTICLE VIII

Contact Information

The registration office of this Charity shall be: The Lions District (24-E Charity, Inc.) c/o The Lions Sight Foundation Building. 501 Elm Avenue, SW Roanoke, Virginia 24016. The Charity's registered agent is Charles Herbert, Jr., a resident of the Commonwealth of Virginia and whose mailing address is 215 Wilburn Valley Road, Pearisburg, Virginia 24134.

END ARTICLES OF INCORPORATION

(Month ,day ,year)

Execution Date: