

SECTION 1.2
BY-LAWS
OF
THE LIONS DISTRICT 24-E CHARITY, INC.

ARTICLE I

Name

The name of the corporation is The Lions District 24-E (Charity), Inc. (herein called "The Charity")

ARTICLE II

Purposes

The purposes for which The Charity is organized are to operate exclusively for charitable, scientific, literary, or educational purposes which are consistent with the stated purposes and objectives of the International Association of Lions Clubs, including but not limited to making gifts and contributions to one or more organizations as described in Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended ("Code").

The Charity shall have all the powers of a non-stock corporation provided in Chapter 10 of Title 13.1 of the Code of Virginia and all powers hereafter conferred upon non-stock corporation under the laws and 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.

The purposes of The Charity shall at all times be consistent with and not in conflict with the goals and activities of the International Association of Lions Clubs and 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.

The purpose of The Charity shall also include the ability for the Lions Clubs of District 24-E to:

- a) Raise funds under the tax exempt status code described in Section 501(C) (3) of the Internal Revenue Code of 1986, hereafter called "the Pass-through Account". The Pass-Through Account shall receive the funds and checks made payable to The Lions District 24-E Charity, Inc., and disburse them back to the appropriate club or other 501(C) (3) organization
- b) Raise funds specifically designated for the Lions District 24-E Endowment. The Endowment will be managed by The Community Foundation of The New River Valley and JSW Financial. The distribution of a portion of the interest income of the endowment shall be consistent with the purposes and objectives of the International Association of Lions Clubs and Lions District 24-E.

ARTICLE III

Contact Information

The registered office of The Charity shall be: Lions District 24-E Charity, Inc. c/o Lions Eye Sight Foundation Center, 501 Elm Ave., SW, Roanoke, VA 24016. The Charity's registered agent is Charles N. Herbert, Jr. a resident of the Commonwealth of Virginia whose mailing address is: 215 Wilburn Valley Rd., Pearisburg, VA 24134

ARTICLE IV

Membership

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

Board Members: The following shall be members of the Board of The District 24-E Charity, Inc

- i. The current District Governor, current First (1st) Vice District Governor, and the current second (2nd) Vice District Governor.
- ii. Zone Chairs from each Zone. Currently there are six (6) zones
- iii. Six (6) at-large members elected at the Annual District Meeting

Transfer of Membership: Membership in The Charity shall be neither transferable nor assignable

Dues: The Charity shall not assess or require mandatory dues of its members.

ARTICLE V

Meetings of Members

Annual Meeting: The Annual Meeting of the Members shall be held each year for the purpose of electing Directors and for transaction of such other business as may come before the meeting. The Annual Meeting of the Members of The Charity shall be held at the District 24- E Fall Conference at a location to be announced by the Charity Secretary or at such other date, time and place as the Chairman shall designate. The Secretary shall give written notice to each Member (at the address of the member's club secretary or at such other address for the Member as is stated on the books and records of The Charity). This may be done either personally or by mail not more than thirty(30) nor less than fourteen (14) days in advance of the meeting date, hour, and location of the Annual Meeting. No further notice of such Annual Meeting shall be required than set forth herein.

Special Meetings: Special meetings of the Members may be called by the Chairman of The Charity at his/her discretion/and shall be called by the Chairman upon written request or by requests addressed to the Chairman by at least one third (1/3) of the Board of Directors. The time and place of regular and special meetings shall be determined by the Chairman and shall be held within District 24-E of Virginia. The call shall be made by the Chair or the Secretary at the direction of the Chairman. This special meeting shall be called within a period not to exceed thirty (30) days following the date of receipt of the request for a special meeting.

Notice of Special Meetings: Written or printed notice stating the place, day and hour of any special meetings of Members shall be delivered, either personally or by mail, by the Secretary to each Member entitled to vote at such meeting (at the address of the Member's Club secretary or at such other address for the Member as is stated on the books and records of The Charity) not later than fourteen (14) days not more than thirty (30) days before the date of such meeting. In the case of a Special Meeting only, the purpose for which the meeting is called shall be stated in the notice. If e-mailed, notice shall be deemed delivered when "Sent" appears on the sender's computer or if, deposited in the U.S mail addressed to the Member at his address as it appears on the records of The Charity, with postage thereon prepaid.

Quorum:

- a) As membership is open as stated in Article IV, Membership,, any item on any agenda which needs voting consent, shall be approved by a simple majority of members present.
- b) A Quorum of fifty-one (51) percent of the Board of Directors shall be necessary for any action of the Board of Directors

Manner of Acting: The act of a majority of the Members present at any meeting at which a quorum is present shall be the act of the Membership unless the act of a greater number is required by law.

Action by Members: Any action by law to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE VI

Board of Directors

General Powers: The affairs of business of The Charity shall be managed by the Board of Directors.

Composition of Board: The Board of Directors shall consist of the following fifteen (15) Charity members

a). The two Vice District Governors of District 24-E shall be ex-officio Directors with full voting powers. The District Governor, also an ex-officio member, shall vote only in the event of a tie vote. Their tenure shall be concurrent with their term in office

b)The Following shall comprise the remaining membership of The Charity Board of Directors:

- (i) The six (6) Zone Chairmen as currently configured shall be seated at the Annual Meeting. 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 Director elected to represent the new Zone shall be as stated above. If the seated Zone Chairman shall vacate his/her position on The Charity Board of Directors, it will be the responsibility of the Board of Directors to replace that Board member, respectfully, with a qualified Lion from that Zone, or if not, with another qualified Lion. The District Governor has the added responsibility to appoint a Zone Chair.

- (ii) Six (6) of the twelve (12) members of The Charity's Board of Directors shall be "at-large" members elected at the General Membership Meeting. A slate of recommended members may be presented by the Board of Directors. Nominations from the floor shall also be accepted. A simple majority of qualified voting members shall be necessary for election.

c) The following shall be the Term of Service for the Board members. Each elected Director 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 Director or Officer may be re-elected for a maximum of two (2) more 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.

Qualifications and Election of Board of Directors:

All elected Directors :

- a) Must be members in good standing of Lions Clubs in good standing in District 24-E, and
- b) Must attend more than sixty-six (66) percent of all meetings of the Board of Directors occurring in the consecutive twelve (12) month period unless excused by the Chairman or by a majority vote of the remaining Directors voting at the next meeting of Directors following the said twelve (12) month period.

c) Are subject to disqualification. In determining whether to excuse an absence or absences which would otherwise cause disqualification, the Chairman or the voting Directors may consider whether the absence was due to personal health, personal family emergency, scheduled vacation, business, or any other reason deemed satisfactory to the Board or Chairman, and whether or not the individual has previously advised the Secretary in writing or by telephone on any of the foregoing for his/her absence. If the Director's absence is not excused by the Chairman or remaining Directors, their disqualification pursuant to Qualifications and Election of Board of Directors, sub-section (b), shall be effective upon the conclusion of the first meeting of the Board of Directors following the said twelve (12) month period. Upon the effective date of the Director's disqualification, he/she shall, ipso facto, cease to be a Director for all purposes. The vacancy created by the disqualification of a Director shall be filled in the manner set forth in under this Article, (c), Composition of the Board..

Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Currently the quorum is eight (8). If less than a quorum of the Directors is

present, the Chairman may adjourn the meeting without further notice or he may continue the meeting but no votes shall be taken.

Vacancies: Any vacancy in an elected Director position occurring prior to the conclusion of the Director's regular term shall be filled by the Board. In the case of a Zone Director, such vacancy shall be filled by appointment of a qualified Lion from the same Zone as his predecessor. The appointment shall be by majority vote of the remaining Directors voting.

Manner of Acting: The act of a majority of the Directors present at any 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. Any action required by law to be taken at a meeting of Directors, may be taken without a meeting but must be approved by a majority of the Directors present at the following meeting of the Board of Directors.

Conflict of Interest: Each Director shall sign a Conflict of Interest Statement annually. A blank Sample of this Statement shall be included by attachment.

ARTICLE VII

Officers

Officers : The officers of The Charity shall be Chairman, Vice Chairman, a Secretary and a Treasurer. No person shall hold more than one office at any given time. Ideally each officer shall be from a different Zone and Club of District 24-E.

Election and Terms of Office: The officers of The Charity shall be elected annually by, and from, the members of the Board of Directors at the first regular meeting of the Board of Directors following each Annual Meeting of the Charity Members. If the election of officers shall not be held at such a meeting, such elections shall be held as soon thereafter as convenient. Each officer shall hold office from the close of such regular meeting of the Board of Directors until the close of the regular meeting of the Board of Directors following the next succeeding Annual Meeting of Members and until his successor shall have been duly elected and qualified.

Removal: Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the Directors then serving whenever in their judgment the best interests of The Charity would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Duties and Powers :

- a) The Chairman shall be the principal Executive officer of The Charity and shall in general supervise all of the business and affairs of The Charity. They shall preside at all meetings of the Members and of the Board of Directors. They may sign, with the Secretary or any other proper officer of The Charity authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or

other instruments which the Board of Directors has authorized to be executed by the Board of Directors or by these By-Laws or by statute to some other officer or agent of The Charity and in general they shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

- b) Vice Chairman: In absence of the Chairman or in the event of their inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting shall have all powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned him/her by the Chairman or by the Board of Directors.
- c) Secretary: The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provide for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal, if any, of The Charity and see that any such seal of The Charity is affixed to all documents, the execution of which on behalf of The Charity under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.
- d) Treasurer: The Treasurer shall be bonded for the faithful discharge of his/her duties, in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of The Charity, receive and give receipts for monies due and payable to The Charity from any source whatsoever, and deposit all such monies in the name of The Charity in such banks, trust companies, brokerage accounts or other depositories as shall be directed in accordance with the provisions of these By-Laws, and in such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.

ARTICLE VIII

Advisory Board ,Committees and Legal Counsel

Executive Committee: There shall be an Executive Committee of the Board composed of the Chairman, Vice Chairman, Secretary, Treasurer and District Governor of District 24-E. with authority to act for and on behalf of the Board during intervals between Board meetings provided that a majority of the Executive Committee members in attendance approve any action taken. A quorum shall be a majority of the members of the Executive Committee. Such authority conferred on the Executive Committee shall in no event include authority to approve an amendment to the Articles of Incorporation or the By-Laws or a plan of merger, consolidation, termination or dissolution of The Charity.

The Endowment Committee: There shall be an Endowment Committee, appointed by the Chairman with consent of the Board of Directors. The committee shall be composed of five/six members as follows:

- a) Three (3) persons shall be members of the Board of Directors
- b) One (1) shall be a representative from the Community Foundation of New River Valley, Christiansburg, VA.
- c) One (1) shall be a representative from the advisory firm JSW Financial, Blacksburg, VA.
- d) One (1) shall be a certified public accountant, when needed, at the discretion of the Board.

Members of the Endowment Committee who are not Directors shall be advisory only and have no vote. The Endowment Committee shall make recommendations to the Board concerning the creation and administration of all the Endowment Funds. However, the Endowment Committee may not act for the Board and all its recommendations must be presented to the full Board for approval.

Other Committees: The Chairman may appoint, with the consent of the Board of Directors or during intervals between Board Meetings with the consent of the Executive Committee, such committees as may be deemed advisable, (standing or otherwise). These committees shall be composed of at least three (3) Directors and such other non-Directors as the Board may determine. These committees may not act for the Board and the purpose of such committees shall be outlined by the Board of Directors or the Executive Committee, and all recommendations of such committees must be presented to the full Board for approval. The Board of Directors shall have full authority to adopt, amend and repeal Policies and Procedures consistent with the provisions of Section 501 (C)(3) of the IRS Code, other applicable provisions of law and the goals and objectives of the International Association of Lions Clubs.

Budget & Finance Committee: The Chairman shall appoint a Budget and Finance Committee who will present a budget for the approval of the Corporation at the Annual Meeting.

Nominating Committee: The Chairman shall appoint a Nominating Committee consisting of three (3) Members to nominate individuals for vacant Directors. If and when a vacancy arises on the Board, for whatever reason, the Board shall endeavor to fill the position from the same Zone as that of the Lion leaving the Board. Ideally, the Board shall select three (3) candidates to fill the vacancy. The Chairman shall be responsible for vetting the candidates. If more than one (1) Lion is interested in the vacancy, the Board shall vote on the candidates in order to fill the vacancy on the Board.

Legal Council: The Board of Directors shall appoint a legal counsel for The Charity.

ARTICLE IX

Contracts, Checks, Deposits, Gifts and Fundraisers

Contracts: The Board of Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Charity, and such authority may be general or confined to specific instances.

Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Charity shall be signed by such officer or officers, agent or agents of The Charity and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and counter signed by the Chairman or Vice Chairman.

Deposits: All funds of The Charity shall be deposited to the credit of The Charity in such banks, trust companies, brokerage accounts or other depositories as the Board of Directors may from time to time direct.

Gifts: The Board of Directors may accept, on behalf of The Charity, contributions, gifts, bequests or device for its general purposes, or for any special purpose consistent with the purposes set forth in the Articles of Incorporation. The Board of Directors may also make, on behalf of The Charity, any contribution or gift consistent with the purposes set forth in the Article of Incorporation.

Fundraising Expenses: All fundraising expenses, including mailings, shall not exceed the (10) percent of the total funds raised during a fiscal year. The funds raised for The Charity shall come from the Clubs. The Clubs are responsible for controlling their own fundraising expenses.

ARTICLE X

Fiscal Year and Financial Review

Fiscal Year: The fiscal year of The Charity shall begin on the first day of July in each year and end on the last day of June in the succeeding year.

Financial Review: Within ninety (90) days of the close of each fiscal year, the Board of Directors shall have an independent financial review of the books and records of The Charity. The review shall be prepared by two (2) fellow Lions with financial background who are members of the Board of Directors. Copies of such financial review, or a report thereof, shall be distributed to the Members of The Charity. Such financial review shall include but not be limited to a full disclosure of the administrative costs of The Charity.

ARTICLE XI

Fiscal Agents

The Board of Directors shall employ JSW Financial of Blacksburg, VA. or other reputable wealth management firms, to handle the details of its fiscal investment program.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of Virginia law, or under the provisions of the Article of Incorporation or the By-Laws of The Charity, a waiver thereof in writing signed by the person or

persons authorized to make such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendment to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the affirmative vote of the majority of the Members of The Charity present and voting at any regular or special meeting. No existing By-Law may be altered, amended, or repealed nor any new By-Law adopted unless written notice of the proposed change is received by the Secretary of The Charity at least ninety (90) days prior to the date of the meeting at which the By-Law proposals will be voted on.

END OF BY-LAWS

SECTIONS 2.1 Through 2.6A

STANDING COMMITTEES, PROCLAMATION and FORMS

SECTION 2.1

BUDGET & FINANCE COMMITTEE

The Budget & Finance Committee shall:

1. Be under the direction and supervision of the Board of Directors.
2. The Chairperson or any committee member so emailed, text messaged or otherwise contacted by the Chairperson, shall make progress reports as appropriate, either in person, by telephone, or in writing, to the Board Chairperson, or his duly designated representative, giving specific details of all committee plans and activities which are currently on-going or in the planning stages.
3. The Chairperson, or any committee member so designated by the Chairperson, shall coordinate committee plans and activities with other committees of this corporation as may be required.
4. Prepare an annual budget for the fiscal year beginning July 1st and submit it to the Board for approval prior to June 1st to ensure member review at the Annual Meeting. The annual budget should include, but not be limited to, the planned income/expenses of the corporation. In the preparation of the annual budget, the committee shall collect, coordinate and review the Standing Committee's annual budgets and income/expense projections. The projected income should be based upon prior year results adjusted to reflect anticipated changes and interest income. The administrative expenses should be detailed, i.e. auditing fees, legal fees, postage, printing and copying, supplies, insurance, bonding fees, annual corporation assessments and taxes, etc.) as funding shall come from the interest accrued from

interest bearing accounts and other interest bearing investments in the General Fund. The forecasted activity expense (i.e. total funds available for grants) should be based primarily upon prior year net project income. Revenue in excess of expenses should be shown as transferable to the General Fund at year end.

5. Stay abreast of current balances in various Charity accounts, as reported quarterly by the Treasurer, and advise the Board of any problems in funding activities, projects, or large deviations from annual budget projections.
6. The Treasurer, with the concurrence of this committee, shall select the banks, trust companies or other depositories for the funds of this Charity and shall select the appropriate investment vehicles (i.e. interest-bearing checking accounts, 90 day accounts, CD's , Treasury Bills, etc.) so as to optimize interest and ensure safety of corporation funds. The Treasurer's responsibilities are for the monies in the General Fund and not the Endowment Fund. Annually, prior to June 1st, the Treasurer shall review said depositories with the Board of Directors.
7. Ensure that the Treasurer follows acceptable receipt and expenditure routines and that no funds are disbursed without properly submitted bills and authorization from the Board of Directors.
8. Ensure that the Treasurer makes quarterly reports to include, but not limited to, the following: Administrative Income & Expenses, restricted Funds (i.e. the Board approved \$25,000 for a catastrophic event), Endowment Fund(s), Special funds, General Funds. These quarterly reports should reflect, but not be limited to the following information: beginning balance, receipts, expenditures and ending balance.
9. In accordance with the By-Laws of this Charity, ensure adequate insurance and bonding is carried by The Charity for the Treasurer, Directors and other Members in a fiduciary capacity and review coverage annually. Recommend changes in coverage or companies as required.
10. Keep abreast of committee budget deviations during the year and advise the Board of any anticipated problems.
11. Recommend annually, for Board approval, a qualified firm or individual to review or audit all accounts of this Charity not later than ninety (90) days after the end of each fiscal year. The report of the financial review team shall be presented to the Board for review at the January quarterly meeting.

SECTION 2.2

THE PASS THROUGH ACCOUNT PROCLAMATION

WHEREAS The Lions district 24-E Charity, Inc. has been established to operate for certain charitable, scientific, literary, and educational purposes; and

WHEREAS Lions Clubs of District 24-E are members of The Charity; and

WHEREAS It is incumbent upon The Charity to require that all funds distributed from The Charity meet the requirements for maintaining the charitable entity exemption from taxation under Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended; and

WHEREAS Donors to fundraising projects require that these donations be payable to a charitable entity; and

NOW THEREFORE BE IT RESOLVED That any member Lions Club or entity intending to raise funds with the intent of using the tax exempt status of The Charity shall be required to receive prior approval of The Charity. The information supplied for SECTION 2.2 A, is to be submitted and approved in advance of any anticipated pass-through donations involving The Charity. Subsequent distributions of funds so received cannot be made without the associated certification of permissible use also per this included form.

This Proclamation was accepted by The Charity Board of Directors:

Chairman

Date

Vice Chairman

Date

SECTION 2.2A

APPLICATION FOR PASS THROUGH ACCOUNT ASSISTANCE

For _____ LIONS CLUB

1. Address _____ City _____ Zip _____

2. Contact Person:

A. Name (First, Middle, Last) _____

B. Address _____ City _____ Zip _____

C. Telephone: Daytime (____) _____ Evening (____) _____

3. What geographical area will be served by permission to use the Pass Through Account?

4. Approximate number, if any, of persons who will be served by or through permission to use the Pass Through Account? _____

5. What is the period of time during which the requested assistance will be expended?

6. Amount of Financial Assistance or estimated cost of assistance required

7. Purpose of assistance and how it relates to the objectives of The Lions District 24-E Charity and Lions Club International ?

SECTION 2.2A

APPLICATION FOR PASS THROUGH ACCOUNT ASSISTANCE ,Continued

ENDORSEMENTS

1. The _____ Lions Club endorses this request
Signature _____ Date _____
(Club President or Secretary)
2. I have investigated this request and find (State reasons for recommendation for approval or disapproval)

3. Date received by The Lions District 24-E Charity, Inc. Zone Representative _____
Signature _____
4. Date received by The Lions District 24-E Charity, Inc. Secretary _____
5. Date forwarded to PTA Committee _____
6. Date received by PTA Committee _____
7. The Pass Through Account Committee approval YES _____ NO _____
(Signature and date of PTA Committee Chairperson) _____
8. Date presented to The Lions District 24-E Charity, Inc. Board of Directors _____
9. Approval by Charity Board of Directors: YES _____ NO _____
DATE _____
10. If disapproved, reason for disapproval, in detail: (Add additional sheets if needed) _____

SECTION 2.2B

AGREEMENT FOR THE USE OF THE PASS THROUGH ACCOUNT

_____ Lions Club (“Club”) a Member Club of The Charity, a Virginia non-stock Corporation (“The Charity”), hereby requests the assistance of The Charity to facilitate its charitable, scientific, literary or educational purposes (“Charitable Purposes) to the extent permitted under 501 (C) (3) of the Internal Revenue Code of 1986, as amended (“Code”). The donor of funds from the following fundraising (“Project”) has required that all funds be payable to a charitable entity exempt from taxation under the Code:

If approved by The Charity, all proceeds of the project received by The Charity shall be subject to the following terms and conditions:

All proceeds will be held by The Charity in an un-segregated account pending receipt of the Club’s written direction contained on Page 2 of this form.

Distribution of proceeds may only be for charitable purposes or to purchase equipment used by a Club for charitable purposes.

If the Club desires that proceeds be used to provide assistance to a needy individual, the check from The Charity shall not be payable directly to the individual but to the entity providing services to such an individual.

All interest, dividends and earnings on the proceeds shall be retained by The Charity for its unrestricted use.

Unless the Club directs distribution of the entire proceeds to one (1) or more permissible recipients within one (1) year following receipt by The Charity, all remaining proceeds of the Project shall be deemed an unrestricted donation to the endowment.

The Club shall provide The Charity with receipts from all payees for payments using funds granted by The Charity.

If requested by The Charity, the Club shall provide The Charity with any and all other requested documentation in order for The Charity to ensure that the desired use of the funds is in fact for a charitable purpose.

All restrictions applicable to The Charity under the Code, and the Articles of Incorporation, By-Laws and Policies of The Charity shall be applicable to the expenditure of proceeds from the Project. The Charity shall have no responsibility to provide labor or other assistance to the Club in the operation of the Project, and The Charity shall have no fiduciary responsibility to the Club with respect to investment of the proceeds.

SECTION 2.2B

AGREEMENT FOR THE USE OF THE PASS THROUGH ACCOUNT ,Continued

Dated _____ Lions Club

By: _____

(Club President)

Accepted and agreed this _____ day of _____ 20_____

The Lions District 24-E Charity

Chairman)

SECTION 2.2C

DIRECTION FOR DISBURSEMENT OF PASS THROUGH ACCOUNT PROCEEDS

The Club hereby requests The Charity to disburse \$ _____ from proceeds of the Project to

(Name of entity) _____

Address _____ City _____ Zip _____

Subject to the terms and conditions of the approval of the Charitable Fundraising Project. All defined terms used herein shall have the meanings assigned thereto in the Request. These funds shall be solely used for the following purpose:

The Club represents that is has taken the following steps to ensure that this use of the proceeds is for a permissible Charitable Purpose:

Dated: _____ Lions Club

By: _____

(President)

Received by The Charity this _____ day of _____ 20 _____

By The Lions District 24-E Charity Inc.

By: _____

(Title)

(If more than one (1) check is required for disbursement of the proceeds of the Project, a separate copy of this form shall be completed and submitted to The Charity for each check)

SECTION 2.3

BY-LAWS COMMITTEE

The By-Laws Committee shall:

1. Be under the direction and supervision of the Board of Directors
2. Shall make progress reports as appropriate, either in person, by telephone, by email, or in writing, to the Board Chairperson, or his duly designated representative, giving specific details of all committee plans and activities which are currently on-going or in the planning stages.
3. Shall coordinate committee plans and activities with other committees of this corporation as may be required.
4. Review the By-Laws of The Charity annually and make recommendations for change, if any, to the Board.
5. Review all amendments proposed by the Board, or received from the membership or other sources, for substance and applicability and coordinate same with other affected committees, if required.
6. Prepare amendments and send copies to the Charity Secretary for distribution to all Board members for their review and comment.
7. After Board approval, request The Charity Secretary send copies of the amendments to The Charity Legal Counsel for review and approval by Lions Clubs International, if required.
8. After final approvals are obtained from the Board and Lions Clubs International, the Committee Chairperson shall instruct The Charity Secretary in writing, to effect the change to the current By-Laws, noting the new date of the amendment and further instructing The Charity Secretary to make distribution to all affected copies that are currently outstanding.

SECTION 2.4

ENDOWMENT COMMITTEE

The Endowment Committee shall:

1. Be under the direction and supervision of the Board of Directors
2. Be composed of five (5) or six (6) members, three (3) of whom shall be Members of the Board of Directors, one (1) of whom shall be a representative from a financial advisory firm of JSW Financial or similar institution, and one (1) of whom shall be from the Community Foundation of New River Valley, Christiansburg, VA, plus a certified public accountant as required and needed.
3. May not act for the Board and all its recommendations must be presented to the full Board for approval.
4. Coordinate with the Finance Committee and The Charity Treasurer all reports pertaining to the financial status of the various Endowment Funds to ensure accurate and timely reporting to the Board.

5. Shall have the authority to enter into any contracts or agreements which may be appropriate to accomplish the objectives of the Funds. However, such contracts or agreements entered into are subject to final approval by the Board.

It is the intent that only income from the Fund shall be used to provide assistance for the purposes which are consistent with the objectives of The Charity. The Fund's principle shall be invested in income producing accounts and other suitable investments as determined by the Board of Directors and the principle may not be invaded for use to fund projects, except by a recommendation made the Endowment Committee and approved by a majority of seventy-five (75) percent of the Board of Directors present at any meeting.

SECTION 2.5

FUNDRAISING COMMITTEE

The Fundraising Committee shall:

1. Be under the direction and supervision of the Board of Directors
2. Coordinate with the Treasurer on an accounting system to ensure full accountability for all monies collected from all fund-raising activities under this committee.
3. Coordinate with the Public Relations Committee on any advertising that might be required ensuring information is provided to all media for timely dissemination
4. Coordinate with the Finance Committee on a budget for each fundraising activity showing projected receipts, expenses and expected profits and losses.
5. Actively pursue a fundraising strategy for a "Legacy Program." This program shall be designed by Community Foundation of New River Valley, JSW Financial and the Fundraising Committee. It will be implemented by the Board of Directors.

The Chairperson or their designate shall make progress reports as appropriate, either in person, by telephone, or in writing, to the Board Chairman, or his duly designated representative, giving specific details or all committee plans and activities which are currently on-going or in the planning stages.

The Chairperson or their designate shall coordinate committee plans and activities with other committees of this corporation as may be required.

The Committee Chairperson shall have, with the Board's approval, authorization to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Charity, and such authority may be general or confined to specific instances.

SECTION 2.6

GRANTS COMMITTEE

The Grants Committee shall:

1. Be under the direction and supervision of the Board of Directors
2. Ensure that the Purposes of The Lions District 24-E Charity, Inc., as stated in the By-Laws of the corporation, and the Purposes and Objectives of Lions Clubs International, as stated in the Constitution and By-Laws of the Association, are met when reviewing grant applications requesting assistance
3. Develop grant application forms, policy, instructions, criteria and guidance for documentation of requests for assistance from Lions Clubs (which includes Cabinet Officers, Region and Zone Chairpersons, Committee Chairpersons of District 24-E and Member Lions.)
4. When required, provide assistance and guidance to The Charity's Executive Committee (Chairman, Vice Chairman, Secretary, Treasurer and District Governor), which is the approving authority for a Grant not to exceed \$5000. A Grant request for aid not to exceed \$5000 may be made verbally or in writing, without application, directly to a Board Officer or Board Director when a Lions Club of District 24-E is requesting assistance for indigent persons requiring emergency medical care
5. Utilize The Grants Application Form 2.6 A
6. Be responsible for keeping Grant Application Forms and related guidance or instructions current and updated. Date of latest revision shall be shown on the first page.
7. Provide The Charity Secretary with an ample supply of current Grant Application Forms and other related guidance instructions for distribution when requested.
8. Develop written criteria for use in the evaluation, review, and investigation of Grant Applications. Within these criteria, each Grant Application shall be judged on its own merit.
9. Upon receipt of any Grant Application for assistance initiate a thorough evaluation and investigation at the earliest possible opportunity. Other Charity Board Members may provide assistance if requested by the committee.
10. Contact the requesting Member Lions Club contact person as soon as possible for additional or amplifying information if the Grant Application submitted is incomplete or has insufficient data for rendering a proper recommendation to the Board.
11. Ensure that the appropriate Zone Chairperson is involved with the investigation of the Grant Application and is apprised of the progress and any resultant problems.
12. Upon completion of the investigation, present recommendations to the Board at the next scheduled Board Meeting. If Grant disapproval is recommended, a detailed, written reason for same shall be provided

13. Maintain close communications with The Charity Secretary on active Grant applications to ensure timely processing and documentation.
14. Provide related documentation on completed Grant Applications to The Charity Secretary for recording and storage in the archive files.

The Committee Chairperson, or designate, shall make progress reports, as appropriate, or when requested by the Board Chairperson, giving specific details of all plans and activities which are currently on-going or in the planning stages.

The Committee Chairperson, or any committee member so designated by the Committee Chairperson, shall coordinate all committee plans and activities first with the Board Chairman and then with other affected committees of this corporation, as may be required.

SECTION 2.6A

GRANT APPLICATION FORM

Date _____

PART A. INTRODUCTION

This Grant Application Form is designed to satisfy the information needed for consideration of grant approval from The Charity's General Fund

PART B. ORGANIZATIONAL APPLICATION INFORMANTION

1. Formal name of organization _____
2. Address _____ City _____ Zip _____
3. Contact Person:s.
 - A. Name (First, Middle, Last) _____
 - B. Address _____ City _____ Zip _____
 - C. Telephone: Daytime (____) _____ Evening (____) _____
4. Date of Organization's Incorporation _____
5. FEIN (Federal Employee Identification Number) _____
6. If organization is a chapter or affiliate of a national organization, give date of local chapter affiliate inception. Date _____
7. If affiliated with a national organization, is the local organization required to contribute a portion of its receipts to the national organization? Yes _____ No _____ If so, how much? _____
8. What geographical area will be served by or thorough receipt of the requested assistance?

9. Approximate number, if any, of persons who will be served by or through receipt of request assistance?

10. What is the period of time during which the requested assistance will be expended?

SECTION 2.6A
GRANTS APPLICATION-FORM, Continued

11. Attach to this application the following documents:
- A. Copy of the organization's Article of Incorporation, Charter, By-Laws or Governing Instrument
 - B. Name and titles of the Officers, Directors and name of Governing Board
 - C. If this is a tax exempt Corporation, provide a copy of letter from the Internal Revenue Service granting exemption from Federal Income Tax.
 - D. Most recent annual financial statement
 - E. Current year's operating budget, including sources of income
 - F. If organization has an endowment, give the current market value.
 - G. A description of the project which includes:
 - 1. The objectives of the project and how they will be met
 - 2. A Timetable or work plan
 - 3. A statement concerning other funding that has been obtained or is being sought for the project (including result of contact with other Lions Clubs in the Zone or Region)
 - H. Statement that a written report on the use of the funds will be rendered to The Lions District 24-E Charity, Inc.

PART C. REQUESTED ASSISTANCE INFORMATION

- 1. Amount of Financial Assistance or estimated cost of the assistance required
\$ _____
- 2. Purpose of assistance and how it relates to the objectives of The Lions District 24-E Charity, Inc. and Lions Clubs International? _____
- 3. Is this application sponsored by a Cabinet Member _____ or Lions Club _____
 - a. Cabinet Member's Name or Lions Club's Name _____
 - b. Address _____ City _____ Zip _____
 - c. Telephone: Daytime (_____) _____ Evening (_____) _____

**SECTION 2.6A
GRANTS APPLICATION-FORM, Continued.**

PART D. ENDORSEMENTS

1. The _____ Lions Club endorses this request
2. Signature _____ Date _____
(Club President or Secretary)
3. I have investigated this request and find (State reasons for recommendation for approval or disapproval)
4. Date received by The Lions District 24-E Charity, Inc. Zone Representative _____
Signature _____
5. Date received by The Lions District 24-E Charity, Inc. Secretary _____
6. Date forwarded to Grants Committee _____
7. Date received by Grants Committee _____
8. Grants Committee approval YES _____ NO _____
(Signature and date of Grants Committee Chairperson) _____
8. Date presented to The Lions District 24-E Charity, Inc. Board of Directors _____
9. Approval by Charity Board of Directors: YES _____ NO _____
DATE _____
10. If disapproved, reason for disapproval, in detail: (Add additional sheets, if needed)
