

## **By-Laws**

### **LAKE RIDGE LIONS CLUB CHARITIES**

#### **Article 1 – Purpose of the Association**

The Association is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Association performs an advisory and oversight role to the Lake Ridge Lions Club.

#### **Article 2 – Membership**

All members of the Lake Ridge Lions Club in good standing are members of Lake Ridge Lions Club Charities and therefore are eligible to vote on matters at the annual meeting of the Association.

#### **Article 3 – Directors**

The Directors are responsible for overall policy and operation of the Association. The Association may have up to seven, but no fewer than three Directors. Directors receive no compensation for their services.

Directors shall be selected by a simple majority of the membership of the Lake Ridge Lions Club concurrent with the selection of the Lake Ridge Lions Club Officers.

All Directors shall serve two-year terms but are eligible for re-election. However, no Director shall serve more than two consecutive two-year terms, except the Treasurer of the Association. The Treasurer of the Association shall be the same as the Treasurer of Lake Ridge Lions Club to

simplify bookkeeping for both organizations. No conflict of interest is perceived nor intended. Three Directors will initially be appointed to a two-year term and two will be appointed to a three-year term. This will facilitate the commencement of staggered terms and provide continuity for the Association.

#### **Article 4 - Director Officers**

**Officers and Duties.** At a minimum, there shall be three officers from within the Directors: a President, a Secretary, and a Treasurer. The officers shall be selected by the Directors at the organizational meeting of the Directors following the annual election of Officers of the Lake Ridge Lions Club.

The President shall convene regularly scheduled meetings and preside at such meetings.

The Secretary shall be responsible for keeping records of the Directors actions, including the taking of minutes at all meetings, distributing copies of minutes, and assuring that Association records are maintained.

The Treasurer shall make a report at each Director meeting and make financial information available to Lake Ridge Lions Club Board of Directors, the Club members and to the public. The Treasurer is also responsible for filing the Association and Lake Ridge Lions Club tax returns with the Internal Revenue Service as required by the Federal tax code.

#### **Resignation, Termination, Absences.**

Resignation of a Director must be in writing and received by the Secretary. If a Director no longer qualifies as a member, i.e. is not an active member of the Lake Ridge Lions Club or is not a member in good standing,

then the person is no longer eligible to serve as a Director of the Association. A Director shall be removed as a Director by the President if he/she has three unexcused absences from meetings in a year.

Vacancies. When a Director vacancy exists, a replacement will be solicited from active members in good standing of the Lake Ridge Lions Club. An election by secret ballot will be held of all qualified candidates after a two-week notice is given to all voters.

### **Article 5 - Meetings**

Annual Meeting. The Directors shall set the date, time and place of the annual meeting of the association

The Directors shall meet at least quarterly, at an agreed upon time and place. An official meeting requires that each Director receive written notice two weeks in advance of the proposed meeting. Email notice is acceptable. A quorum of a simple majority of the Directors must be present before business can be transacted or motions made or passed.

Special meetings of the Association may be called by the Chairman of the Directors or a simple majority of the Directors after formal notice to all Directors.

### **Article 6 - Committees**

The Board may create committees as needed. The President appoints all committee chairs. Committee chairs must be members of the Board.

There shall be one standing committee, the Finance Committee. The Treasurer is Chair of the Finance Committee, which includes two other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, and reviewing the Lake Ridge Lions Club Charities annual budget. The Directors must approve all expenditures. The fiscal year shall be July 1 through June 30. Quarterly reports must be submitted to the President of the Directors showing income, expenditures, and donations. The financial records shall be made available to the membership of the Lake Ridge Lions Club, the Directors and the public upon request.

### **Article 7 – Bond; Surety**

None of the Directors or officers of this Association shall be required to furnish a bond or surety.

### **Article 8 – Amendments**

No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each Director at least ten (10) days prior to the meeting at which the vote on the amendment is to be taken.

These By-Laws may be altered, amended or repealed at any regular or special meeting of this Association at which a quorum is present and by the vote of two thirds (2/3) of the Directors present.