

**WISCONSIN LIONS FOUNDATION, INC
CONSTITUTION AND BY-LAWS**

TABLE OF CONTENTS

CONSTITUTION

ARTICLE NO.	REFERENCE	PAGE NO.
ARTICLE I	Name	1
ARTICLE II	Organization and Purpose	1
ARTICLE III	Responsibilities and Authorities	2
ARTICLE IV	Amendments	3
	Section 1 - Procedures	3

BY-LAWS

ARTICLE I	Board of Directors	4
ARTICLE II	Power of the Board of Directors	5
ARTICLE III	Conflicts of Interest-Board Members	6
ARTICLE IV	Meetings	6
	Section 1 - Annual Meeting Of The Foundation	6
	Section 2 - Regular Meeting Of The Board Of Directors	6
	Section 3 - Special Meetings Of The Board Of Directors	7
	Section 4 - Quorum	7
ARTICLE V	Board Officers	7
	Section 1 - Election Of Officers	7
	Section 2 - Delegation Of Duties	7
	Section 3 - Vacancies Or Removal	7
ARTICLE VI	Duties of Board Officers	8
	Section 1 - President	8
	Section - Vice President	9
	Section 3 - Secretary	9
	Section 4 - Treasurer	9
ARTICLE VII	Executive Director	10
ARTICLE VIII	Miscellaneous	11
	Section 1 - Seal	11
	Section 2 - Place Of Keeping	11
	Section 3 - Fiscal Year	11
	Section 4 - Annual Audit	11
ARTICLE IX	Amendments	11
	Section 1 - Procedure	11

WISCONSIN LIONS FOUNDATION, INC
CONSTITUTION

ARTICLE I
NAME

SECTION 1

The name of this organization shall be "Wisconsin Lions Foundation, Incorporated" hereinafter referred to as the "Foundation". The period of existence shall be perpetual.

ARTICLE II
ORGANIZATION AND PURPOSE

SECTION 1

The Foundation is an affiliate organization of the Lions of Wisconsin Multiple District 27.

SECTION 2

- a. It shall be a non-profit organization, organized for charitable, benevolent and educational purposes and not for pecuniary profit, operating under the control and direction of its Board of Directors as incorporated.
- b. It shall be the organization authorized, empowered and directed to solicit, raise and accept funds for and on behalf of all statewide projects of the Lions of Wisconsin.
- c. It shall allocate and distribute such funds to all authorized Lions of Wisconsin projects as the State Convention delegates approve and deem necessary, sufficient and expedient to adequately maintain and operate said projects.

SECTION 3

- a. Members of the Foundation shall be the registered delegates in attendance at the Annual State Convention.
- b. A majority of the registered delegates in attendance at any official meeting held during the Annual State Convention shall constitute a quorum.
- c. In all cases where the male pronoun is used in this Constitution or in the By-Laws, it shall be understood to mean both male and female persons, as appropriate.

ARTICLE III
RESPONSIBILITIES AND AUTHORITY

SECTION 1

- a. It may purchase, take, receive, lease; take by gift, devise or bequest; or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- b. It may sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- c. It may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of other corporations, however or wherever organized; and of associations, trusts, partnerships, or individuals, or of the United States or of any government, state territory, governmental district or municipality or of any instrumentality thereof.
- d. It may take contracts and incur liabilities; borrow money at such rates of interest as the corporation may determine; issue its notes, bonds, and other obligations; and secure any of its obligations by mortgages or pledge of all or any of its property, franchises and income, subject to the provisions of Section 4 and 5 of this Article.
- e. It may invest its funds from time to time and lend money for its corporate purposes; and take and hold real and personal property as security for the payment of funds so invested or lent.
- f. It may conduct its business and affairs, carry on its operations, and have offices and exercise any powers granted by the laws of Wisconsin in any state, territory, district, or possession of the United States, or in an foreign country.
- g. It may appoint agents of the corporation and define their duties and fix their compensation.
- h. It may make and alter by laws not inconsistent with its articles of incorporation or with the laws of the State of Wisconsin, for the administration and regulation of the affairs of the corporation.
- i. It may make donations for the public welfare or for charitable, scientific, or educational purposes.
- j. It may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

SECTION 2

- a. All fund-raising projects and procedures, or any general solicitation of funds from the clubs constituting the Lions of Wisconsin, Multiple District 27 by the Foundation, or any of its Directors, must be submitted to the State Council, Lions of Wisconsin, for approval before proceeding.

SECTION 3

- a. All funds received for Foundation approved projects shall be allocated as specified by the donor. All other funds will be placed in the General Fund of the Foundation.

SECTION 4

- a. Any proposed action by the Directors of the Foundation, pertaining to improvement to Camp lands or buildings, purchases or property, or any other transactions involving the use of funds or obligations of the Foundation in excess of \$50,000.00 must be submitted to the State Council for approval before proceeding.

SECTION 5

- a. In all cases any action by the Directors of the Foundation, involving an expenditure of funds for any single purpose in excess of \$100,000.00 must be submitted for approval to the State Convention, Lions of Wisconsin, before proceeding.
- b. Any such approval must be by a two-thirds (2/3) affirmative vote of the registered delegates present and voting.

ARTICLE IV **AMENDMENTS**

SECTION 1 - PROCEDURES

- a. Recommendation for changes or amendments to this Constitution may be made by a majority vote of the Board. All such approved amendments shall then be submitted to the State Constitution and By-Laws Committee Lions of Wisconsin, in the form of a resolution that shall be prefaced with a brief explanatory statement summarizing the purpose and/or effect of the resolution.
- b. The said State Constitution and By-Laws Committee shall present the resolutions at the Annual State Convention for action.
- c. This Constitution may be amended only at the Annual State Convention, Lions of Wisconsin, and only when any resolution for amendment is adopted by a two-thirds (2/3) affirmative vote of the registered delegates present and voting.

WISCONSIN LIONS FOUNDATION, INC

BY-LAWS

ARTICLE I BOARD OF DIRECTORS

SECTION 1

- a. The Board of Directors shall be composed of twenty-four (24) members, of which twenty (20) shall be elected by the Lions of their District, three (3) shall be Lioness Representatives who shall have been elected by the Lioness of the State of Wisconsin and one (1) shall be a District Governor holding office at the time of his appointment, and shall have been appointed by the State Council of Multiple District 27 for a term of one year.
- b. Each District shall have two (2) elected members on the Board at all times except as provided in the section which follows:
- c. Elected Directors shall serve a three-year term except when elected to fill a vacancy caused by death, resignation, or removal from office. (See Article V, section c & d.)
- d. District Candidates shall be nominated at the first business meeting of the District at the Annual State Convention, Lions of Wisconsin. If the Director is elected at the District Convention, this sub-section shall not apply.
- e. A Director's term of office shall officially begin on July 1 following his election. The term of office of all Wisconsin Lions Foundation officers begins on July 1st, annually.
- f. Board members shall serve without compensation or reimbursement except for personal expenses incidental to their office or duties.

SECTION 2

- a. Directors shall be elected by ballot either at an annual District Convention or at the annual State Convention. Candidates shall have the following qualifications:
 1. He is a member of good standing of a chartered club in good standing in his District.
 2. He shall have served as President or Secretary of a Lions Club for a full term or major portion thereof, or shall have served as a member of the Club's Board of Directors for a total of 3 years. If the Lion held the equivalent position in a Lioness Club, that would also qualify as equivalent experience or,

3. He shall have served as Zone Chairman, Region Chairman, District Governor or Cabinet Secretary-Treasurer of a District for a full term or major portion thereof. If the Lion held the equivalent position in a Lioness District, that would also qualify as equivalent experience.
 4. He shall have the support of the majority members of his club. As evidence thereof, the Secretary of his Club shall submit with the Club's written nomination a certified copy of the resolution adopted by his Club.
- b. The Candidate receiving the highest number of votes cast shall be the Director elected by that District. In case of a tie vote, the procedure found in Article II, Section 3d of the By-Laws of Multiple District 27 shall be followed.
 - c. No Director shall serve more than two consecutive elected terms. A term is to consist of two or three years. A Lion is eligible to return as a Director after the lapse of one year after his service of five or six consecutive years.

ARTICLE II

POWER OF THE BOARD OF DIRECTORS

SECTION 1

- a. The stock, property, affairs and business of the Foundation shall be under the care of and be managed by the Board.
- b. The Board shall have the authority to appoint employees, agents or committees as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein.
- c. The Board shall have the power to remove and suspend permanently or temporarily the officers, the assistant officers, agents, employees or committees appointed by it, and to delegate to any officer of the Foundation by resolution all or any of the powers stated in this section with such restrictions as it deems expedient.
- d. The Board shall have the power to establish branch offices or places of business within the State of Wisconsin.
- e. The Board shall have the power to authorize its general officers to borrow money for corporate purposes, and to execute in the Foundation's name bills, notes, or other evidence of indebtedness, subject to the provisions of Section 4 and 5, Article III, of the Foundation Constitution.
- f. A copy of the minutes of any Board meeting, regular or special, accounting for all actions taken by the Board, shall be furnished to each District Governor within ten (10) days following any meeting.

ARTICLE III
CONFLICTS OF INTEREST - BOARD MEMBERS

SECTION 1

- a. Recognizing the fact that Board members may or are likely to be associated with other corporations with which from time to time the Foundation may have business dealings, no contract or other transaction between the Foundation and any other corporation shall be affected by the fact that Directors of the Foundation are interested in or are directors or officers of such other corporation, if, at the meeting of the Board, making, authorizing, or confirming such contract or transaction, there shall be present a quorum of Directors not so interested; and
- b. Any Director individually may be a party to, or may be interested in, any contract or transaction of the Foundation, provided that such contract or transaction shall be approved or be ratified by the affirmative vote of at least the majority of the Directors present and voting. Any Directors so interested shall be excluded from participating in any such vote.

ARTICLE IV
MEETINGS

SECTION 1 - ANNUAL MEETING OF THE FOUNDATION

- a. The annual meeting shall be held during the Annual State Convention, Lions of Wisconsin, at the convention city at a business session of a Convention assembled.
- b. Notice of the annual meeting of the Foundation shall be included in the call for the Annual State Convention, Lions of Wisconsin.
- c. Any business of the Foundation may be transacted which does not, by the Laws of Wisconsin, require special notice.
- d. Any Lion member in good standing who is a registered delegate from a club in the Lions of Wisconsin organization, in good standing, may attend the meeting and vote.
- e. The time and place of the annual meeting shall be published in the Wisconsin Lion newspaper at least ten (10) days prior to the start of said meeting.

SECTION 2 - REGULAR MEETING OF THE BOARD OF DIRECTORS

- a. The first meeting of the Board shall be held before October 1 of each year.
- b. The Board shall hold at least two (2) regular meetings each year.

- c. The President shall call all meetings. In the event of illness or if he is unable to serve, then the Vice-President shall assume authority to call the meeting.
- d. The Secretary shall give ten (10) days written notice of each Board member, and when possible, a copy of the agenda for the meeting.

SECTION 3 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

- a. Special meetings may be called by the President or upon the written request of the majority members of the Board.
- b. The Secretary shall give at least ten (10) days written notice of any special meeting to each Director, including information as to the purpose of the meeting, time and place.
- c. No special or regular meetings of the Board shall be held except as provided in sections (a) and (b) above.

SECTION 4 - QUORUM

A quorum shall be the majority of the total members of the Board. No business shall be transacted at any regular or special meeting of the Board, unless a quorum is present.

ARTICLE V **BOARD OFFICERS**

SECTION 1 - ELECTION OF OFFICERS

- a. Officers of the Board shall be elected annually at the last regular meeting prior to the State Convention.
- b. The Board shall elect each for a one-year term, from among its official members, a President, Vice-President, Secretary and Treasurer and such other officers as may be provided by the By-Laws of the Foundation. Officers elected shall serve until their successors are qualified and elected.
- c. Only Lion Directors of the Foundation shall be eligible to be elected an officer.

SECTION 2 - DELEGATION OF DUTIES

In case any officer is absent from a meeting or is ill or otherwise unable to function as an officer of the Foundation, the Board may delegate for the time being the duties of such officer to some other officer or Director of the Foundation.

SECTION 3 - VACANCIES OR REMOVAL

- a. A Director may resign at any time by filing his written resignation to the Board, and thus a vacancy shall exist.

- b. Any Director failing to attend two (2) official meetings of the Board during a fiscal year without adequate excuse as determined by the Board may be removed by a majority vote of the Directors present and voting. If removed, a vacancy shall exist on the Board.
- c. In case of any vacancy on the Board through death, resignation, removal or other cause, during the first year of a Director's term, the President of the Foundation shall promptly notify the District Governor of the District affected. The District Governor shall appoint another Lion member having the required qualifications to serve for the remainder of the first year term. This appointment shall not constitute a term. At the next annual District or State Convention, a Director shall be elected for the remaining two years of the term. Such election shall constitute a term for the Director elected.
- d. In case of any vacancy on the Board during the second or third year of a Director's term, the President of the Foundation shall promptly notify the District Governor of the District affected. The District Governor shall appoint another Lion member with the required qualifications to serve for the unexpired portion of the term, which shall not be construed as a term.

ARTICLE VI
DUTIES OF BOARD OFFICERS

SECTION 1 - PRESIDENT

- a. He shall preside at all meetings of the Board.
- b. He shall be the chief executive officer of the Foundation and shall have the general supervision, direction and active management of the property, affairs and business of the Foundation subject to the Board of Directors.
- c. He shall see that all orders and resolutions, authorized by the Board, are carried into effect.
- d. He shall execute all deeds, leases, conveyances, contracts, and agreements authorized by the Board.
- e. He shall submit a complete and detailed written report of the Foundation for the fiscal year and its financial condition to each member of the Board of Directors at the Annual Meeting and to each District Governor and the State Executive Secretary.
- f. He shall be responsible for calling all regular and special meetings of the Board and shall designate the time and place of the meetings.
- g. He shall from time to time report to the Board, all matters within his knowledge which may be of interest to the Foundation and which may require the attention or action of the Board.

- h. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

SECTION 2 - VICE PRESIDENT

- a. He shall discharge the duties of the President in the event of his absence or inability to serve for any cause whatever.
- b. He shall perform such additional duties as may be delegated by the President, or as may be prescribed by the Board or these By-Laws.

SECTION 3 - SECRETARY

- a. He shall issue all notices of meetings.
- b. He shall prepare and keep a correct and complete record of all of the proceedings of the Foundation, including the names of all Directors and others in attendance. He shall send a copy of all minutes of meetings to all Directors, and to each District Governor, within not more than 10 days following the meeting.
- c. He shall countersign all deeds, leases, conveyances, executed by the Foundation, affix the corporate seal thereto and to all other papers requiring such seal.
- d. He shall keep a book containing the names and addresses of all Directors, when elected or appointed, term of office and name of their home Lions Club.
- e. He shall safely and systematically keep all books, records and papers belonging to the Foundation or in any way pertaining to the interests of the Foundation.
- f. He shall in general perform all of the duties incident to the office of Secretary subject to the direction or authorization of the Board.
- g. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

SECTION 4 - TREASURER

- a. He shall keep an accurate and complete accounting of all monies, credits, obligations and property of the Foundation.
- b. He shall keep an accurate account of all monies received and disbursed.
- c. He shall prepare and submit all statements which are required of corporations by the Laws of Wisconsin.
- d. He shall be the custodian of all funds and securities and shall deposit such funds in a bank or banks as approved by the Board or properly care for them in such other manner as the Board may direct.

- e. Whenever necessary and proper, he shall endorse on behalf of the Foundation, all checks, notes or other obligations and evidences of the payment of money payable to the Foundation or coming into its possession.
- f. He shall sign all checks and other instruments drawn on or payable from the funds of the Foundation and all bills, notes and other evidences of the indebtedness of the Foundation not requiring the seal of the corporation.
- g. He shall be prepared to give a financial report of his cash account and of the securities and other funds in his possession, custody and control at any regular meeting of the Board. He shall submit a prepared written financial report of all monies and funds of the Foundation to each Director at the regular meeting of the Board held immediately prior to the Annual State Convention, Lions of Wisconsin.
- h. He shall at all reasonable times and during normal business hours, allow any Director to examine his books and accounts.
- i. He shall in general perform all of the duties which are incident to the office of Treasurer of a Corporation, subject to the approval of the Board.
- j. He shall give bond in such amount and with such surety as the Board may require for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession on behalf of the Foundation.
- k. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

ARTICLE VII
EXECUTIVE DIRECTOR

The Foundation may employ an executive director who:

- a. Shall be charged with the day-to-day operations of the Foundation and its programs.
- b. Shall supervise the staff of the Foundation.
- c. Shall be responsible for implementing the policies of the Board.
- d. Shall report directly to the Executive Committee.
- e. Shall be available for consultation with any of the committees established by the Board.
- f. Shall be responsible for other duties as assigned by the Board, the Executive Committee or the President.

ARTICLE VIII
MISCELLANEOUS

SECTION 1 - SEAL

- a. The Foundation shall have a common seal which shall be in such form as the Board may adopt. It shall be in the charge of the Secretary.

SECTION 2 - PLACE OF KEEPING

- a. The general and principal books and records of the Foundation shall be kept in the principal office of the Foundation.

SECTION 3 - FISCAL YEAR

- a. The fiscal year of the Foundation shall begin January 1 and terminate December 31 of the same year.

SECTION 4 - ANNUAL AUDIT

- a. The Board shall make provisions for an audit of all Foundation funds and accounts by a qualified auditor annually - or at more frequent intervals if deemed necessary.
- b. A copy of the Annual Report, including the Audit Report, shall be provided to each Foundation Director, outgoing District Governor, newly elected District Governor and the Secretary to the State Council ninety (90) days following the Annual Meeting of the Foundation.

ARTICLE IX
AMENDMENTS

SECTION 1 - PROCEDURE

- a. Recommendations for changes or amendments to these By-Laws may be made by a majority vote of the Board. All such approved amendments shall then be submitted to the State Constitution and By-Laws Committee in the form of a resolution which shall be prefaced with a brief explanatory statement summarizing the purpose and/or effect of the resolution.
- b. The State Constitution and By-Laws Committee, Lions of Wisconsin, shall present all changes and amendments in the form of a resolution at the Annual State Convention, Lions of Wisconsin, for approval.
- c. These By-Laws may be amended only at the State Convention by resolution voted on by secret ballot by the registered Convention delegates.