

# BYLAWS

OF

## **Del Sol Lions Foundation A California Public Benefit Corporation**

### **Article I Offices**

#### **Section 1.1 Principal Office**

The principal office of the Del Sol Lions Foundation (the “Foundation”) shall be fixed and located at such place as the Foundation Board of Directors (Foundation Board) shall determine. The Foundation Board has full power and authority to change said principal office from one location to another.

#### **Section 1.2 Other Offices**

Branch or subordinate offices may be established at any time by the Foundation Board at any place or places.

### **ARTICLE II MEMBERSHIP**

#### **Section 2.1 MEMBERSHIP**

The Foundation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only the approval of the Foundation Board. All rights which would otherwise vest in the members shall vest in the Foundation Board of Directors.

### **ARTICLE III NONPROFIT PURPOSES**

#### **Section 3.1 IRC SECTION 501(C) (3) PURPOSES**

The Del Sol Lions Foundation is organized exclusively for charitable purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or under the corresponding section of any amended federal tax code. The Foundation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office nor shall it engage in carrying on propaganda or otherwise attempt to influence legislation. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any amended federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any amended federal tax code. Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any amended federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **Section 3.2 SPECIFIC OBJECTIVES AND PURPOSES**

The purpose of the Foundation is to solicit, collect and otherwise raise money for charitable purposes relating to the aims and goals of the Del Sol Lions Club and the International Association of Lions Clubs. Included in these charitable purposes are contributions to other Lions Club entities and/or to institutions organized for the same or similar purposes, as well as to help the work of other charitable organizations in the local community.

### **Section 3.3 CONFLICTS OF INTEREST**

The Foundation shall not enter into any transaction or arrangement that might benefit the private interest of any officer or director of this Foundation; that violates the conflicts of interest policies of Lions Clubs International or that violates any other applicable state and federal laws governing conflicts of interest application to nonprofit and charitable organizations. The Foundation Board of Directors shall adopt policies and procedures as appropriate and necessary to ensure that the Foundation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

## **ARTICLE IV DIRECTORS**

### **Section 4.1 NUMBER**

The Foundation Directors shall be the following officers of the Del Sol Lions Club: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, Treasurer and Immediate Past President. These directors will be known as the Foundation Board of Directors.

### **Section 4.2 QUALIFICATIONS**

Directors shall be of the age of majority in this state and shall be a member in good standing of the Del Sol Lions Club.

### **Section 4.3 POWERS**

Subject to the provisions of the laws of the State of California and subject to any provisions in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of the Del Sol Lions Club, the activities and affairs of this Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Foundation Board.

### **Section 4.4 DUTIES**

It shall be the duty of the Foundation directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- (b) Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Foundation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register the addresses of the directors with the Secretary of the Foundation. Notices of meetings mailed or emailed to the directors at such addresses shall be valid notices thereof.

#### **Section 4.5 TERM OF OFFICE**

Each Foundation director shall hold office for the same period as his or her directorship is held in the Del Sol Lions Club.

#### **Section 4.6 COMPENSATION**

Foundation directors shall serve without compensation except that reasonable expense reimbursement, relating to operation of the Foundation, may be authorized by the Foundation Board.

#### **Section 4.7 PLACE OF MEETINGS**

Meetings shall be held at a place determined by the Foundation Board.

#### **Section 4.8 REGULAR MEETINGS**

Regular meetings of Foundation directors shall be held monthly at such time and place the Foundation Board shall determine.

#### **Section 4.9 SPECIAL MEETINGS**

Special meetings of the Foundation Board may be called by the President, the Vice President, the Secretary, by any two directors, or if different, by the persons specifically authorized under the laws of California to call special meetings of the Board. Such meetings shall be held as designated by the person or persons calling the special meeting.

#### **Section 4.10 NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Foundation's Board:

- (a) Regular meetings. Not mandatory, but suggested that a notice and the matters to be discussed given to the Foundation Board.
- (b) Special Meetings. At least 48 hours prior notice shall be given by Secretary of the Foundation to each director of each special meeting of the Foundation Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by email, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Foundation under provisions of the Articles of Incorporation, these Bylaws, or the law of California, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **Section 4.11 QUORUM FOR MEETINGS**

- (a) A quorum shall consist of a majority of the Foundation Board then in office. A director is present at a meeting if attending in person, by teleconference or videoconference.
- (b) The directors present at the meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of a director or directors from the meeting, provided that any further action thereafter taken must be approved by at least a majority of the required quorum.
- (c) In the absence of a quorum, any meeting of the Foundation Board may be adjourned from time to time by the vote of a majority of the directors present, but no other business shall be transacted at the meeting.

#### **Section 4.12 MAJORITY ACTION AS BOARD ACTION**

- (a) Every act or decision done or made by a majority of the Foundation directors present at a meeting duly held at which a quorum is present is the act of the Foundation Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.
- (b) Action by consent: Any action required or permitted to be taken by the Foundation Board may be taken without a meeting if all members of the Board shall individually consent to the action in writing. The consents shall be filed with the Minutes of the Board or the action must be ratified at the next meeting or the action must be ratified at the next meeting of the Board.

#### **Section 4.13 CONDUCT OF MEETINGS**

- (a) Meetings of the Foundation Board shall be presided over by the President of the Foundation or, in his or her absence, by the Vice President, by rank, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Foundation shall act as a secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- (b) Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### **Section 4.14 VACANCIES**

- (a) Vacancies on the Foundation Board shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased and (3) on the failure in any election to elect the full number of directors authorized.
- (b) Any director may resign effective upon giving written notice to the President, the Secretary, or Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- (c) Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State. The removal must be approved by the members of the Del Sol Lions Club at a regular or special meeting of the membership.

- (d) Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board will be filled according to procedures applicable to the selection of directors of the Del Sol Lions Club.

#### **Section 4.15 NONLIABILITY OF DIRECTORS**

Foundation directors shall not be personally liable for debts, liabilities, or other obligations of the Foundation.

#### **Section 4.16 INDEMNIFICATION OF DIRECTORS**

The directors of the Foundation shall be indemnified by the Foundation to the fullest extent permissible under the laws of the State of California.

#### **Section 4.17 INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Foundation Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including directors, officers, employees, or other agents of the Foundation) against liabilities asserted against or incurred by the agent while acting in due care in such capacity or arising out the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

### **ARTICLE V OFFICERS**

#### **Section 5.1 DESIGNATION OF OFFICERS**

The officers of the Foundation shall be a President, Vice President, Secretary, and Treasurer, and they shall be those individuals who hold the same office in the Del Sol Lions Club. The Vice President is the 1<sup>st</sup> Vice President of the Del Sol Lions Club.

#### **Section 5.2 QUALIFICATIONS**

Officers shall be of the age of majority in this state and shall be a member in good standing of the Del Sol Lions Club.

#### **Section 5.3 ELECTION AND TERM OF OFFICE**

Each officer shall hold the office for the same period as is held in the Del Sol Lions Club.

#### **Section 5.4 REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, according to the Del Sol Lions Club procedures applicable to the removal of officers. Any officer may resign at any time by giving written notice to the Foundation Board or the President or Secretary of the Foundation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Foundation Board relating to the employment of any officer of the Foundation.

## **Section 5.5 VACANCIES**

Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled according to Del Sol Lions Club procedures.

## **Section 5.6 DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the Foundation and shall, subject to the control of the Foundation Board, supervise and control the affairs of the Foundation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Foundation Board. The President shall preside at all meetings of the Foundation Board. Except as otherwise expressly provided by law, by Articles of Incorporation, or by the Bylaws, he or she shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Foundation Board of Directors.

## **Section 5.7 DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers, and be subjected to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Foundation Board.

## **Section 5.8 DUTIES OF SECRETARY**

The duties of the Secretary shall include the following:

- (a) Certify and keep the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at such other place as the Board may determine, a book of Minutes of all meetings of the directors, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) Assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Act as custodian of the records and of the seal of the Foundation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Foundation.
- (e) Upon request, exhibit at all reasonable times to any director of the Foundation, or to his or her or attorney, on request therefore, the Bylaws, and the Minutes of the proceedings of the directors of the Foundation.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Foundation Board.

## **Section 5.9 DUTIES OF TREASURER**

The duties of the Treasurer shall include the following:

- (a) Have charged custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Foundation Board.
- (b) Receive, and give receipt for, moneys due and payable to the Foundation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the Foundation Board, taking proper vouchers for such disbursements
- (d) Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Foundation, or to his or her agent or attorney, on request therefore.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Foundation.
- (g) Prepare, or cause to be prepared,, the required financial statements to be included in any annual reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Foundation, or by these Bylaws, or which may be assigned to him or her from time to time by the Foundation Board.

## **Section 5.10 COMPENSATION**

Officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the Foundation, may be authorized by the Foundation Board.

## **Section 5.11 NONLIABILITY OF OFFICERS**

Officers shall not be personally liable for debts, liabilities, or other obligations of the Foundation.

## **Section 5.12 INDEMNIFICATION OF OFFICERS**

Officers of the Foundation shall be indemnified by the Foundation to the fullest extent permissible under the laws of the State of California.

# **ARTICLE VI COMMITTEES**

## **Section 6.1 COMMITTEES**

The Foundation shall have such other committees as may from time to time be designated by resolution of the Foundation Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **Section 6.2 MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Foundation Board, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee for the Foundation Board and, except that the time for regular and special meetings of committees may be fixed by resolution of the Foundation Board or by the committee. The Foundation Board may also adopt rules and regulations pertaining to the conduct of meetings of committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **Section 7.1 EXECUTION OF INSTRUMENTS**

The Foundation Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 7.2 CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Foundation Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and, if excess of one hundred dollars (\$100), countersigned by the President of the Foundation.

### **Section 7.3 DEPOSITS**

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Foundation Board may select.

### **Section 7.4 GIFTS**

The Foundation Board may accept on behalf of the Foundation any contributions, gifts, bequest, or devise for the nonprofit purposes of this Foundation. In doing so, the Foundation will not accept assets with attached debt unless such encumbered asset, in the judgment of the Foundation Board, easily can be turned into cash and the debt retired.

## **ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL**

### **Section 8.1 MAINTENANCE OF CORPORATE RECORDS**

The Foundation shall keep:

- (a) Minutes of all meetings of directors, committees of the Board and, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;



- (b) Sufficient and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the Foundation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Del Sol Lions Club at all reasonable times during normal business hours.

## **Section 8.2 CORPORATE SEAL**

The seal of the Foundation shall be the Lions Emblem, as authorized by Lions Clubs International. Failure to affix the seal to the Foundation instruments, however, shall not affect the validity of any such instrument.

## **Section 8.3 INSPECTION RIGHTS OF THE DEL SOL LIONS CLUB MEMBERS**

Subject to the provisions of Section 8.4, every Del Sol Lions Club member shall have the right to inspect and obtain copies of all books, records and documents of every kind of the Foundation and/or to make extracts of those as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **Section 8.4 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection permitted under the provisions of these Bylaws may be made in person or may be made by a permitted person's agent or attorney. An inspection requires 24 hour advance notice to the Secretary of the Foundation or, in the absence of the Secretary, to any other officer of the Foundation. An inspection of records will take place at the principal place of business of the Foundation or at another location designated for that purpose by the Foundation. The right to inspect shall include the right to request a copy or copies of designated documents. Copies will be supplied at a cost of ten cents (\$0.10) per letter-size page, which cost may be adjusted from time to time. The right to inspect also includes the right to make extracts.

## **Section 8.5 PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or to the Foundation Board, to be prepared and delivered within the time limits set by law.

## **Section 8.6 ANNUAL REPORT**

The Foundation Board shall cause an annual report to be furnished not later the one hundred and twenty (120) days after the close of the Foundation's fiscal year to all directors of the Foundation and to any Del Sol Lions Club member who requests it, which report shall contain the following information in appropriate detail:

- (a) the assets and liabilities of the Foundation as of the end of the fiscal year,
- (b) the principal changes in assets and liabilities for the fiscal year,
- (c) the revenue or receipts of the Foundation for the fiscal year,
- (d) the expenses or disbursements of the Foundation for the fiscal year.
- (e) Other matters as required by applicable law.

## **ARTICLE IX FISCAL YEAR**

The fiscal year for the corporation shall begin July 1 and end June 30 of the following year.

## **ARTICLE X IRC 501 (C)(3) TAX EXEMPTION PROVISIONS**

### **Section 10.1 PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to, its , directors or trustees, officers, or other private persons, except that Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Foundation.

### **Section 10.2 DISTRIBUTION OF ASSETS**

Upon the dissolution of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE XI AMENDMENT OF BYLAWS**

### **Section 11.1 AMENDMENT**

These Bylaws may be amended by a 2/3 majority of the Foundation Board with approval of a simple majority of the Del Sol Lions Club membership in attendance at a properly noticed (15-day calendar advance notice) regular meeting. Following such the Foundation Board action, the 15-day advance notice to members shall also contain information on the proposed Bylaw changes(s) and the reasons for the change(s).

## **ARTICLE XII CONSTRUCTION AND TERMS**

### **Section 12.1 CONFLICTS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Foundation, the provisions of the Articles of Incorporation shall govern.

### **Section 12.2 INVALIDITY**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

### **Section 12.3 REFERENCES**

- (a) All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an officer of this State and used to establish the legal existence of this Foundation.

- (b) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any amended federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of this Foundation, and we consent to and hereby do, adopt the foregoing Bylaws, consisting (together with signatures) of eleven preceding pages, as the Bylaws of this Foundation.

Dates: \_\_\_\_\_

\_\_\_\_\_ (Name) \_\_\_\_\_

\_\_\_\_\_ (Name) \_\_\_\_\_

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