

**BY-LAWS**  
**Of**  
**LIONS DISTRICT 5M8 FOUNDATION, INC**  
**AS UPDATED**  
**2025 - 2026**

**ARTICLE I**  
**NAME**

The name of the corporation shall be **Lions District 5M8 Foundation, Inc.**, referred to herein as the Corporation. The Foundation shall be under the jurisdiction of Lions District 5M8 and the International Association of Lions Clubs.

**ARTICLE II**  
**PURPOSES**

The purpose of the corporation is set forth in its certificate of Incorporation, as from time to time amended, namely to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and disburse of the same for such purposes either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of scientific, educational and/or charitable organizations in the area encompassed by Lions District 5M8; all of which shall be within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Officers or Directors. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**MEMBERSHIP**

1. The membership of the Corporation shall consist of those individual Lions Clubs in good standing in Lions District 5M8 encompassing all of the following Counties of the State of Minnesota: Stearns, Benton, Kanabec, Mille Lacs, Morrison, Pine and Todd.
2. Each member shall have one vote and no member may vote by proxy. Each member shall determine who will be its representative at any meeting of the members.

## **ARTICLE IV OFFICERS**

The Officers of the Corporation shall be a District Governor, 1<sup>st</sup> Vice District Governor, 2<sup>nd</sup> Vice District Governor, Secretary and Treasurer, and they shall be those individuals who hold the same office in Lions District 5M8, and their terms shall be concurrent therewith.

## **ARTICLE V DUTIES OF THE OFFICERS**

1. **District Governor.** The District Governor shall:

- A. Have general active management of the business of the corporation;
- B. When present, preside at meetings of the board and of the members;
- C. See that orders and resolutions of the board are carried into effect;
- D. Sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or Other instruments pertaining to the business of the corporation, except in cases in which The authority to sign and deliver is required by law to be exercised by another person or is Expressly delegated by the articles or bylaws or by the board to another officer or agent of The corporation.
- E. Maintain records of and, when necessary, certify proceedings of the board and the Members; and
- F. Perform other duties prescribed by the board.

2. **Treasurer.** The treasurer shall:

- A. Keep accurate financial records for the corporation;
- B. Deposit money, drafts, and checks in the name of and to the credit of the corporation in the Banks and depositories designated by the board;
- C. Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit;
- D. Disburse corporate funds and issue checks and drafts in the name of the corporation, as Ordered by the board. All checks must be signed by the treasurer and signed by the District Governor or 1<sup>st</sup> Vice District Governor. **NOTE:** to add the positions of 2<sup>nd</sup> Vice District Governor and Secretary as approved check signers to the bank signature accounts to enable Their signature on a foundation check appropriately prepared by the treasurer when Required, for a required second signature. **Passed at annual meeting 2-5-2022.**

3. **Other Officers.**

Except to the extent that the articles or bylaws provide that the members may exercise the Powers under this section, the board may elect or appoint, or in a resolution adopted by the Board , other officers, or agents the board considers necessary for the operation and

Management of the corporation, each of whom has the powers, rights, duties, Responsibilities, and terms in office determined by the board.

4. **Directors.** The Directors of the Corporation shall be:

1. the Lions District 5M8 Youth Outreach Chairperson(s),
2. the Lions District 5M8 Drug Awareness (Quest) Chairperson(s),
3. the Lions District 5M8 Peace Poster Chairperson(s),
4. the Lions District 5M8 Leo Chairperson(s),
5. the Lions District 5M8 Diabetes Chairperson(s),
6. the Lions District 5M8 KidSight Chairperson(s),
7. the Lions District 5M8 Youth Exchange Chairperson(s),
8. and, they shall be those individuals who hold the same office in Lions District 5M8  
And their terms shall be concurrent therewith.

## **ARTICLE VI MEETINGS**

1. Regular meetings of the Corporation shall be the same time and place as the Cabinet Meetings of Lions District 5M8.
2. A majority of the Officers and Directors present and voting shall be a quorum for the Transaction of business.
3. The Annual Meeting of the Corporation shall be held at the Annual meeting of Lions District 5M8.
4. Special meetings of the Corporation may be called by the Governor and shall be called By the Governor when requested by the Directors. Notice of special meetings setting forth The purpose, time and place thereof shall be given to each member of the Corporation, By mail or personal delivery, at least ten days prior thereto.
5. Twenty five percent of members present at any regular or special membership meeting shall Be a quorum and except as otherwise specifically provided, the act of a majority of members Present shall be the act of the Corporation.

## **ARTICLE VII FINANCES**

1. All funds of the Corporation shall be expended by order of the Officers and Directors of Corporation for:
  - A. Necessary administrative expenses.
  - B. Furtherance of the objectives of the Corporation.
2. All Claims upon said funds shall be itemized over the signature of the claimant and must be Approved by the Officers and Directors. All checks, drafts, and other withdrawal orders upon Said funds shall be signed by the treasurer and the District Governor or the 1<sup>st</sup> Vice District Governor, or 2<sup>nd</sup> Vice District Governor, or Secretary. **Note:** Amended at Annual meeting **2-5-2022.**
3. Expenses of any Director in the performance of their duties must be approved by the

- Officers and Directors and are bound by the Rules of Audit of Lions District 5M8.
4. Any funds received by the Corporation dedicated to a specific purpose shall not be Expended for any other purpose.

## **ARTICLE VIII DISSOLUTION**

In the event of dissolution, any remaining assets shall be distributed pursuant to the Provisions of ARTICLE II of these Bylaws.

## **ARTICLE IX FISCAL YEAR**

The Fiscal year of this Corporation shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, as revised from time to time, shall determine all questions of order And procedure for any meeting of the Corporation, Officers, Directors, or any committee.

## **ARTICLE XI AMENDMENTS**

1. These Bylaws may be amended at the annual meeting of the Corporation, at which a Quorum is present, by the affirmative vote of the majority of the members present in person And in good standing, and voting, provided the Officers and Directors have previously Considered the merits of the amendments and the proposed amendments are consistent With Chapter 317A, the Minnesota nonprofit corporation act.
2. No amendment shall be put to a vote unless written notice thereof stating the proposed Amendment shall have been given to each member by mail or personal delivery, electronic means are acceptable, at least thirty (30) days prior to the meeting at which the vote on the proposed amendment is to be taken.

