



CALVERTS COUNTY LIONS CLUB, INC.

BY-LAWS

Club Chartered by and under

The jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS



BY-LAWS OF THE CALVERT COUNTY LIONS CLUB, INC.

Article One. Name: Name of the Corporation is the Calvert County Lions Club, Inc.

Article Two. Objectives: The purposes of the organization are as set out in the Articles of Incorporation in more detail, and to advance charitable activities through Lionism within the Calvert County area in accordance with the objects of Lions Clubs International, to encourage greater charitable assistance to the communities of the area through unity of effort and to provide proper administration, as referred to in these articles.

Article Three. Principal Office: The principal office of the Corporation shall be Post Office Box 214, Prince Frederick, Maryland 20678 and that address may change by action of the Board of Directors. The resident agent's name and address for the time being is: Timothy R. Wakeman, 2120 Western Shores Blvd., Port Republic, MD 20676.

Article Four. Membership: Membership in the Corporation shall be the members of the Lions Club of Calvert County which was chartered by Lions Clubs International.

Article Five, Gender: The word "he" used herein shall be construed to mean "he/she", and the "his" herein shall be construed to mean "his/her".

Article Six. Board of Directors: The administration of business and general affairs of the Corporation shall be managed by the Board of Directors (hereinafter called Board) who shall approve all expenditures and contributions consistent with the purposes of the Organization.

Section 1). Election, Number and Term: The Board shall consist of at least six members elected from the membership. Election of the Board shall be concurrent with and follow the same nomination and election procedures as set forth for the general election of officers for the offices of the Lions Club of Calvert County. Each Board member and officer shall serve a term concurrent with the terms of the Board members and officers of the Lions Club of Calvert County.

Section 2). Other Vacancies, Proxy and Remuneration: When a vacancy occurs for any reason, the Board shall appoint a replacement for the unexpired term. There shall be no proxy voting on any matter coming before the Board. No member of the Board or the Corporation shall receive any salary or fees for his services.

Section 3). Meetings: Regular meetings of the Board shall be held not less than quarterly. Due notice setting out the time, date and place shall be given by the Secretary. The notice of the meeting sent by the Secretary shall be sufficient. Special meetings may be called by the President, or by a majority of the Board. Regular membership meetings will be held at the same time, location and by the same call for a meeting of the members and Board of Directors of the Lions Club of Calvert County.

Section 4). Quorum and Rules of Order: No business shall be considered at any meeting without a quorum being present, counted and recorded. A quorum is defined as no less than four (4) members of the Board of Directors. No action or resolution on any matter shall be adopted unless at least a majority of those present vote on the subject. However, those present though less than a quorum may properly adjourn the meeting. Roberts Rules of Order shall govern all meetings, regular, special or committee. The act of the majority of the Board assemblies at any meeting in which there is a quorum shall constitute the action of the entire Board of Directors. In the case of a tie vote on an issue before the Board, the President of the Lions Club of Calvert County will be called to cast the deciding vote. In the event that the President of the Lions Club of Calvert County is a member of the Board of Directors, the next officer in line of authority of the Lions Club of Calvert County, who is not a member of the Board of Directors, will be called to cast the deciding vote.

Article Seven. Officers: The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer and shall be elected by the members of the Board of Directors. These officers shall hold office until the Board elects a successor. The term of office shall begin upon election and ends at the Board meeting in July of each year. The President with the consent of the Board, may appoint advisors and/or committees as may be deemed necessary for the effective conduct of the Corporation's business.

Section 1). President: The President is the chief executive officer of the Corporation. He shall be answerable to the Board and to members of the Corporation. He shall perform all of the general duties incident to his office and such other duties as may be assigned by the Board. He shall serve as officio on all committees he appoints and require reports to be submitted to the Board.

Section 2). Vice President: During the absence or disability of the President, the duties of the President shall be assumed and performed by the Vice President, who shall have the responsibilities as the President.

Section 3). Secretary: The Secretary shall keep all minutes and records of the Corporation. In addition, he shall attest to the signature of the President on all official documents. He shall give a Secretary's report to the Board at all regular meetings. He shall have such other duties as the Board may assign.

Section 4). Treasurer: The Treasurer shall be the financial officer of the Corporation. Specifically, he shall have charge and custody of, and be responsible for, the funds, and, deposit all such funds in the name of the Corporation in such banks and depositories as

shall be selected by the Board, shall receive and give receipts for monies due to the Corporation from any source whatsoever, shall pay the bills of the Corporation, and in general, shall perform all the duties incident to the office of Treasurer and other such duties as, from time to time, may be assigned to him by the Board. The Treasurer shall, at each regular Board meeting, give a written account of his transactions and the financial condition of the Corporation. He shall use the standardized form supplied by the Board when making a report on the financial condition of the Corporation. He and other signatories on all Corporation accounts shall give bond in such amount and with such surety or sureties as may be ordered by the Board for the faithful performance of the duties of his/their office to the Corporation.

Section 5). Removal: Any Officer may be removed by the Board whenever it is judged that the best interest of the Corporation would be served. At least 2/3rds of the Board must vote in favor of the change. Notification of the removal shall be provided to the membership within fourteen (14) days of the Board's action.

Article Eight. Funding and Fund Raising: The Corporation shall be funded by Lions charitable functions, voluntary contributions, fund raising activities, bequests and gifts and grants from Lions and from the public.

Section 1). Grants: The Corporation may grant financial aid to any charitable and worthwhile cause(s) as may be determined by the Board. Grants can be awarded in the form of matching funds.

Section 2). Gifts: The Corporation may give financial aid to any charitable and worthwhile cause(s) promoted by Lions Clubs International and the Lions in this area. It shall not be in conflict with the purposes of Lions Clubs International Foundation.

Section 3). The Corporation shall not discriminate in any form because of race, color, age, gender, religion or national origin, following the precepts of Lions Clubs International.

Article Nine. Contracts, Checks, Deposits and Funds, Books, Records, Dues and Fiscal Year: All contracts entered into on behalf of the Corporation, other than normal operating expenses, shall be approved by the resolution of the Board. The Board may from time to time authorize specific officers and agents to enter into specific contracts on behalf of the Corporation. All checks, drafts or orders for payment of money notes, contributions and so forth issued in the name of the Corporation by the Treasurer shall be signed by the President, and in absence, by the Vice President, with the counter signature of the Treasurer, and in his absence, by the Secretary. Two signatures are required on the withdrawal of all Corporation funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board of Directors may determine by resolution. The Corporation shall keep complete and correct books and records concerning the business of the Corporation, including accurate lists of names, addresses and phone numbers of all donations properly verified by the officers of the Corporation. The normal business records shall be open for

Board review and public review. In years where an audit is required by the laws of the State of Maryland, the Auditor of the Corporation shall be selected by the President and approved by the Board. A report shall be prepared annually. No dues shall be assessed or collected by the Corporation. The fiscal year of the Corporation shall be from 1 July of one year to 30 June of the following year.

Article Ten. Reports: Minutes of all Board of Directors meetings, regular or special, shall be provided to the Calvert County Lions Club. Inc., Board of Directors. A report of the Corporations activities shall be prepared and submitted to the membership annually.

Article Eleven. Dissolution: Should this Corporation ever file Articles of Dissolution, than the net assets shall be turned over to the Lions Clubs International foundation, or some other Internal Revenue Code, Section 501 c (3) non-profit charity, not in conflict with the Articles of Incorporation, by vote of the membership after resolution of the Board of Directors.

Article Twelve. Amendments: These By-Laws may be amended, repealed or altered in whole or in part at any regular membership meeting, provided the Board of Directors have recommended the change and have provided, for review, a copy of the proposed change to the Board of Directors of the Lions Club of Calvert County. At least eleven (11) days notice shall be provided to the membership of the proposed change. It will require a favorable 2/3rds vote by the membership to effect the change.