

DELAWARE LIONS FOUNDATION, INC.

District 22-D

As Adopted
17 May 2001
And Amended
17 May 2007
16 May 2019
23 April 2023
4 May 2025

CONSTITUTION

**ARTICLE I
NAME**

SECTION 1. The name of this Foundation shall be the “Delaware Lions Foundation, Inc.”

**ARTICLE II
MISSION, PURPOSES AND OBJECTIVES**

SECTION 1. The mission of the Delaware Lions Foundation shall be:

- a. To support the Lions Clubs of District 22-D in the State of Delaware in their humanitarian service to Delawareans through matching grants and to provide educational scholarships for public High School seniors residing in Delaware;
- b. To promote awareness of sight and hearing issues, grant financial assistance through our Clubs to extend humanitarian service projects, award educational scholarships, and support other appropriate endeavors so the quality of life is improved for all.

SECTION 2. The purposes and objectives of this Foundation shall be:

- a. To develop, establish, promote, and maintain a program of humanitarian service through the Lions Clubs within the State of Delaware;
- b. To provide a responsible organization to administer the finances of the Foundation for the (mission,) purposes and objectives herein stated;
- c. To provide stewardship for all funds of the Foundation and to determine the most effective use of these funds;
- d. To receive gifts, legacies, contributions, and donations from any source whatsoever with the approval of the Board of Directors.
- e. To establish, administer, and promote an Endowment Trust Fund to generate a continuous income from interest and/or dividends to compliment annual receipts and underwrite the Foundation’s current operating budget..
- f. To make grants, loans, and scholarships from its current operating budget and unrestricted monies in extending the objectives and purposes of Lions Clubs International in humanitarian service;

g. To give financial assistance through grants and/or loans to the Lions Clubs of District 22-D and their sponsored Clubs or organizations, that they may be empowered to support or complete humanitarian service projects for Delawareans, which alone they cannot or may not accomplish, which will improve the quality of life for worthy recipients.

h. To develop and administer a plan to award annually educational scholarships to public High School Seniors residing in Delaware;

i. To purchase, take, buy, own, hold, mortgage or otherwise lien real and/or personal property, and give, lease, sell, exchange, convey, transfer, or in any manner whatsoever dispose of real and/or personal property in the State of Delaware; and

j. To encourage service minded men and women to serve in humanitarian service projects in their respective communities without personal financial reward.

ARTICLE III MEMBERSHIP

SECTION 1. The Membership of the Delaware Lions Foundation shall consist of all the members in good standing of the Lions Clubs of District 22-D in Delaware.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be composed of the District Governor, the Vice District Governor, Past International Directors from District 22-D, the Immediate Past District Governor, and nine (9) Lion directors, with any serving International Director from District 22-D serving as an advisor.

SECTION 2. For the first year the District Governor shall appoint nine (9) Lion Directors - three (3) from each County of the State of Delaware. For the first year, in each County, the appointment will be one (1) Director for a term of one (1) year; one Director for two (2) years, and one (1) Director for three (3) years. In each succeeding year the District Governor shall appoint one (1) Lion Director from each County for a term of three (3) years.

SECTION 3. Each Lion, who is appointed to serve as a Director, shall be a member in good standing of a Lions Club in the County from which appointed.

SECTION 4. Each member of the Board of Directors is eligible to hold office or chair committees and shall have the privilege to speak, move, and/or vote without restriction concerning any matter that is under consideration.

SECTION 5. The President, with the consent of the Board of Directors, may appoint non-director Lions to serve in specific roles to augment the Board of Directors to enhance the operation of the Foundation. Said named Board appointees shall have unrestricted rights within the committee to which appointed and the right to participate and present their views on matters under discussion before the Board but during the deliberations of motion and vote only the members of the Board of Directors shall have the right to participate.

ARTICLE V OFFICERS

SECTION 1. The Officers of this Foundation shall be the President, the Secretary, and the Treasurer, each of whom shall be elected annually. The District Governor shall serve as Vice President.

SECTION 2. Each Officer of the Foundation shall serve for a term of one (1) year, which shall commence July 1st and terminate June 30th the following year. Any officer may serve consecutive terms, if elected.

ARTICLE VI COMMITTEES

SECTION 1. The Committees shall be of such nature and in any number that the Board of Directors deems necessary to facilitate the smooth and efficient operation of this Foundation.

SECTION 2. The sphere of operation, duties, and responsibilities of each Committee shall be determined by the serving Board of Directors.

SECTION 3. The chairperson and the members of each committee shall be appointed by the President at the first Board of Directors meeting of the fiscal year.

ARTICLE VII FUNDING

SECTION 1. This Foundation shall be maintained chiefly by voluntary contributions received from Lions Clubs of District 22-D in Delaware and the interest or dividends from its Endowment Trust Fund. In addition, all gifts or contributions from individual Lions, Friends of Lions, Corporations, and Foundations will be greatly appreciated and will be deposited in the Operating Budget to be used as matching funds for service projects, unless otherwise specified by the donor.

SECTION 2. No dues shall be assessed any Lions Club and no dues shall be assessed any Lion member for the purpose of supporting this Foundation.

ARTICLE VIII AMENDMENTS

SECTION 1. This Constitution may be amended by an affirmative vote of two-thirds of the ballots cast by the certified Delegates of the general membership present and voting at any District Convention or Regular Annual Meeting. Such votes will be taken by use of a written ballot.

SECTION 2. A written copy of any proposed amendment or amendments with notice that the same will be voted upon at the said Convention shall be mailed by US Postal Service or by electronic communications to the District Governor, the District Constitution and By-Laws Committee Chairperson, and all member Lions Clubs no less than one (1) month prior to the convening date of the District Convention or Regular Annual Meeting.

SECTION 3. Each approved amendment shall take effect at the close of the District Convention or Regular Annual Meeting at which the same is adopted, unless otherwise specified in the amendment.

SECTION 4. Wherever US Mail, Mail, US Post, or US Postal Service presently appears in the DLF Constitution and By-Laws, it shall be changed to allow electronic communications or delivery systems. The correction of spelling punctuation errors and renumbering of articles is considered to be a normal part of the editing process at publication. All such changes and corrections are the responsibility of the Constitution and By-Laws Committee and will be done at their discretion.

BY – LAWS

ARTICLE I FISCAL YEAR

SECTION 1. The Delaware Lions Foundation shall operate on a fiscal year basis, beginning July 1st of each calendar year and ending June 30th the following year.

ARTICLE II MEETINGS

SECTION 1. An Annual Meeting of the Board of Directors shall be held in May to elect officers and conduct whatever business is necessary. The place, date, and time of said meeting shall be determined by the serving President.

SECTION 2. Regular meetings of the Board of Directors shall be held bi-monthly, beginning in July of each year. A minimum of ten (10) days written notice shall be given for each regular meeting.

SECTION 3. Special meetings of the Board of Directors may be called by the President or the District Governor at such time and place as may be necessary. Except in an emergency, a minimum of five (5) days written notice shall be required for any special meeting of the Board of Directors. In a crisis situation the President may use electronic communications to announce a specific matter and call for a vote of the Board outside of a regular board meeting but electronic communications to conduct official business should be used as “An exception to the rule.” The purpose and scope of each special meeting shall be reported at the next regular board meeting.

SECTION 4. Except as provided in ARTICLE VIII, SECTION 1 of the Constitution and in ARTICLE IX, SECTION 1 of these By Laws, all decisions at any meeting at which a quorum is present shall be carried by a majority vote of the Directors present and voting. A tie vote shall defeat any motion. Proxy voting is not permitted.

SECTION 5. Each regular meeting of the Board of Directors shall be open for any Lion in good standing to attend. Any guest Lion, with the permission of the President, may address the Board.

ARTICLE III QUORUM

SECTION 1. A quorum for any meeting of the Board of Directors shall be eight (8) members whenever there is one or more Past International Directors in District 22-D.

ARTICLE IV SELECTION OF OFFICERS

SECTION 1. The Elected Officers of this Foundation shall be selected from within the Board of Directors. They shall be the President, the Secretary, and the Treasurer, each of whom shall be elected annually by nominations and a majority vote from among the Directors at the annual meeting of the Board of Directors in May of each year. The District Governor shall serve as Vice President.

SECTION 2. The Vice District Governor, immediately after becoming District Governor Elect, shall appoint three new Directors in May prior to the Annual Meeting of the Board of Directors. The newly appointed directors shall be included in the written notice to call the Annual Meeting and shall be considered viable candidates for any office. The serving Board of Directors shall be the voting members for the election of officers.

ARTICLE V VACANCIES

SECTION 1. The District Governor shall appoint a replacement for any Directorship vacancy caused by inactivity, resignation, or death, unless the Director is a Past International Director. Said appointee shall be from a Lions Club in the County in which the vacancy occurred.

SECTION 2. Vacancies in the office of President, Secretary, or Treasurer shall be filled from within the Board of Directors by nominations and vote of the Board of Directors.

ARTICLE VI DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of this Foundation and shall supervise the work and activities of the Foundation. The President shall name all committees of the Foundation, appoint each committee's chairperson and membership, and serve as an ex-officio member of each committee with the right to vote only when there is a tie vote. The President, with the consent of the Board of Directors, may appoint non-director Lions to serve in specific roles to enhance the operation of the Foundation. The President shall call all meetings, as provided in these By-Laws, and shall deliver an Annual Report to the District Governor and each member Lions Club following the end of the fiscal year. All checks issued by the Foundation shall be signed by two of the three officers – President, Secretary, or Treasurer.

SECTION 2. The District Governor shall be the Vice President and shall preside at any and all meetings when the President is absent. In the event of an emergency resulting in the inability or failure of the President to serve, the District Governor shall call a Special Meeting of the Board of Directors at which time a new President shall be elected.

SECTION 3. The Secretary shall be responsible that the minutes of any and all meetings of the Board of Directors are properly recorded in a minutes book provided by the Foundation. The Secretary shall perform all duties assigned the secretary by the President and/or the Board of Directors. Monies received by the Secretary, belonging to the Foundation, shall be deposited in a bank approved by the Board of Directors. The Secretary shall have custody of, keep and maintain, the general records of the Foundation, including records of minutes as herein stated, attendance, and activities. The Secretary shall announce the call of each meeting by giving written notice to each Director. All checks issued by the Foundation shall be signed by two of the three officers – President, Secretary, or Treasurer.

SECTION 4. Monies received by the Treasurer, belonging to the Foundation, shall be deposited in a bank approved by the Board of Directors. The Treasurer shall disburse monies in payment of Foundation obligations only by check and on authority given by the Board of Directors. All checks issued by the Foundation shall be signed by two of the three officers – President, Secretary, or Treasurer. The Treasurer shall prepare and submit to the Board of Directors an annual financial statement, or more frequently, if requested by the President or Board of Directors. The Treasurer shall give bond for the faithful discharge of the office in such sum and with such surety as determined by the Board of Directors. The premium for such bond shall be paid by the Foundation.

ARTICLE VII DUTIES AND POWERS OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be responsible for the execution of the policies of the Foundation, with full power to operate within the framework of the Certificate of Incorporation, the Constitution, and the By-Laws of this Foundation.

SECTION 2. The Board of Directors shall create an Executive Committee, which shall be composed of the President, Vice President, Secretary, Treasurer, and the PID(s). They shall examine specific subjects, formalize recommendations for consideration by the Board of Directors, and report the purpose and scope of each executive meeting at the next Board of Directors meeting.

SECTION 3. The Board of Directors shall have the power to modify, over-ride, or rescind the action of any Officer or Committee of this Foundation.

SECTION 4. The Board of Directors shall select a bank for the deposit of the funds for this Foundation.

SECTION 5. The Board of Directors shall authorize all expenditures.

SECTION 6. The Board of Directors shall have the financial books, accounts, and operations of this Foundation reviewed or audited annually.

SECTION 7. The Board of Directors shall select the surety for the bonding of any Officer of this Foundation.

SECTION 8. The Board of Directors may receive gifts, legacies, contributions, and donations for this Foundation from any source whatsoever.

SECTION 9. The Board of Directors shall establish and maintain an Endowment Trust Fund and be the Trustees of said Fund.

SECTION 10. If District 22-D ceases to be a District entity or is reconfigured to become a part of another District, then the Board of Directors at that time, after evaluating all aspects of the circumstances surrounding the situation, shall recommend to the Lions of District 22-D a plan either to restructure the Delaware Lions Foundation or to make a divestiture of all assets including its Endowment Trust Fund.

ARTICLE VIII PARLIAMENTARY PROCEDURES

SECTION 1. Except as otherwise specifically provided in this Constitution and By-Laws, all questions of order and procedure with respect to any meeting of the Board of Directors or any Committee appointed hereunder shall be determined in accordance with Robert's "Rules of Order," currently revised.

ARTICLE IX AMENDMENTS

SECTION 1. These By-Laws may be amended by an affirmative vote of two-thirds of the ballots cast by the certified Delegates of the general membership present and voting at any District Convention or Regular Annual Meeting. Such votes will be taken by use of a written ballot.

SECTION 2. A written copy of the proposed amendment or amendments with notice that the same will be voted upon at the said Convention shall be mailed by US Postal **Service or by electronic communications to the District Governor, the District Constitution and By-Laws Committee Chairperson**, and all member Lions Clubs no less than one (1) month prior to the convening date of the District Convention or Regular Annual Meeting.

SECTION 3. Each approved amendment shall take effect at the close of the District Convention or Regular Annual Meeting at which the same is adopted, unless otherwise specified in the amendment.

ARTICLE X EFFECTIVE DATE

SECTION 1. This Constitution and By-Laws shall become effective upon the adjournment of the District Convention or Regular Annual Meeting at which the same is adopted.

Revised and Adopted at the District Convention, Ocean City, Maryland, on 17 May 2001

Amended at the District Convention, Dover, Delaware, on 17 May 2007

Amended at the District Convention, Ocean City, Maryland, on 16 May 2019

Amended at the District Convention, Ocean City, Maryland, on 23 April 2023

Amended at the District Convention, McHenry, Maryland, on 5 May 2025