

Constitution

Bylaws

Prescott Noon Lions Club of Arizona



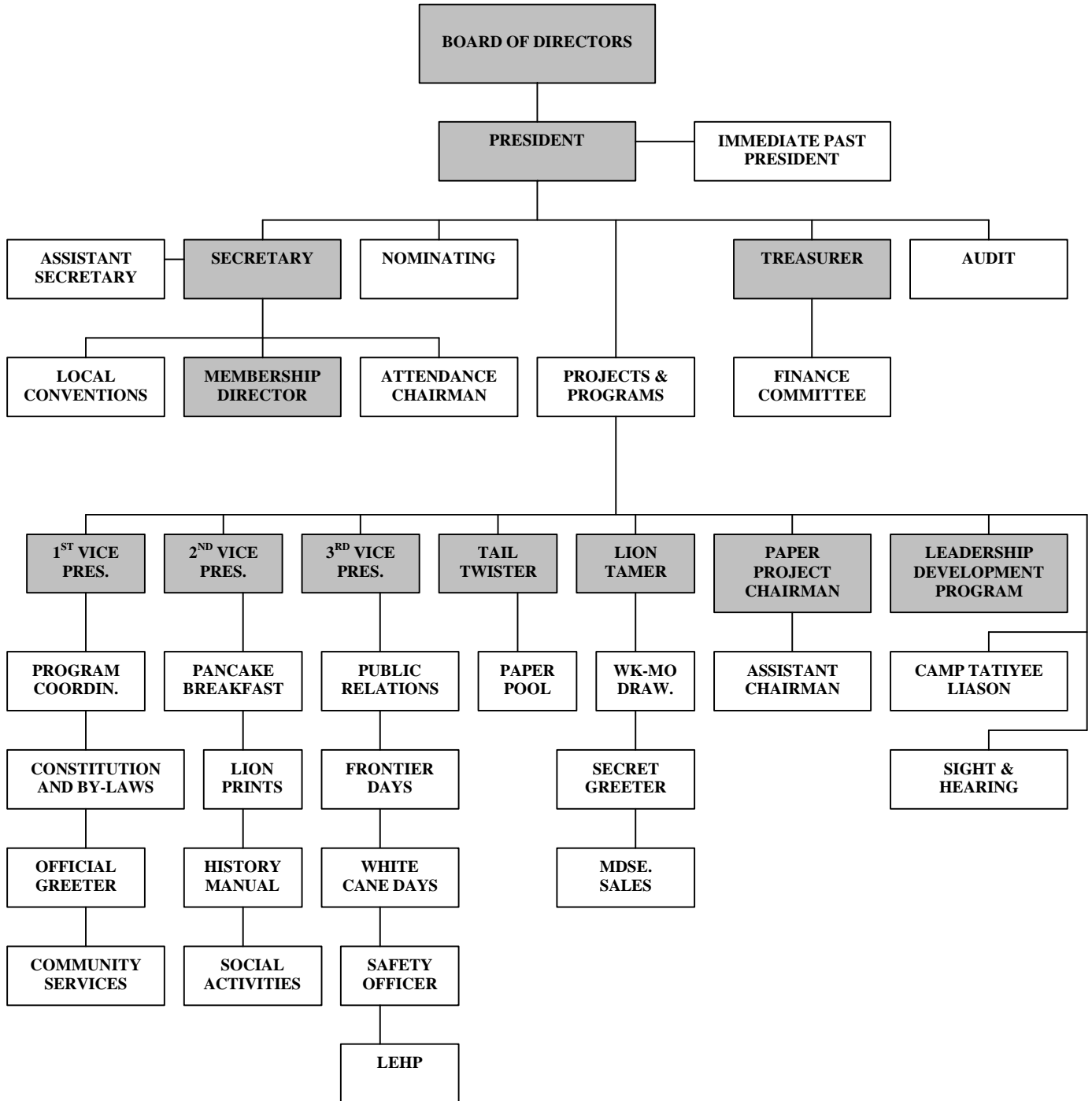
Chartered by and under the jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

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Prescott Noon Lions Club of Arizona

Organizational Chart



 BOARD MEMBER

Prescott Noon Lions Club of Arizona

Constitution

ARTICLE I

Name, Slogan, and Motto

Section A. The name of this organization shall be the Prescott Noon Lions Club. This club was chartered June 15, 1949 by and under the jurisdiction of, The International Association of Lions Clubs (hereinafter referred to as "Association").

Section B. Its slogan shall be: Liberty, Intelligence, Our Nation's Safety

Section C. Its motto shall be: We Serve.

ARTICLE II

Purposes and Objectives

The Objectives of this club shall be:

To create and foster a spirit of understanding among the peoples of the world.

To promote the principles of good government and good citizenship.

To take an active interest in the civic, cultural, social, and moral welfare of the community.

To unite the members in the bonds of friendship, good fellowship, and mutual understanding.

To provide a forum for the open discussion of all matters of public interest, provided, however, that partisan politics and sectarian religion shall not be debated by club members.

To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works, and private endeavors.

ARTICLE III

Membership

Section A. Subject to the provisions of Section B hereinafter, any person of legal majority and good moral character and good reputation in the community may be granted membership in the Lions Club. Wherever the male gender or pronoun appears in this Constitution, it shall be interpreted to mean both male and female persons.

(1) ACTIVE: A member entitled to all rights and privileges and subject to all obligations that membership in a Lions Club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district, or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities, and conduct reflecting a favorable image of this Lions club in the community.

(2) MEMBER-AT-LARGE: A member of this club who moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desired to confer this status. This status shall be reviewed annually by the board of directors of this club. A Member-At-Large shall not be eligible to hold office or to vote in district or international meetings, conventions, or be counted as an active member on the M & A report, but shall pay such dues as the club may charge, including district and international dues.

(3) HONORARY: An individual, not a member of this club, who has performed outstanding service for the community or this Lions club, and upon whom this club desired to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.

(4) PRIVILEGED: A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age, or other legitimate reason, as determined by the board of directors of this club, must relinquish his active status. A Privileged Member shall pay such dues as the club may charge, including district and international dues. He shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district, or international office.

(5) AFFILIATE: A member whose current priorities do not allow him to fully participate as an active member, but who wished to be affiliated with Lions through a local club. An affiliate member must pay a one time only entrance fee (if new) of \$30.00, annual club dues established by the board of directors and an affiliate member fee of \$ 100.00 per year. An Affiliate member must file a membership application with the Membership Committee. Attendance is not required, but encouraged. Member can vote when present, but cannot hold office, will be carried as an Active Member on the M & A report, can participate in club projects, activities, and social events. An Affiliate Member may switch from Active status to Affiliate by notifying the membership committee and pay additional prorated Affiliate member dues for the year "or" switch from Affiliate to Active status with refund of dues money. The membership committee will manage an affiliate member account and disperse such moneys to the club treasurer.

(6) LIFE MEMBER: Any member of this club who has maintained Active membership as a Lion for 20 years and has rendered outstanding services to this club, community, or this Association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:

- (1) recommendation of this club to the association
- (2) payment to the association of \$300.00 by this club in lieu of all future dues to the association and;
- (3) approval by the International Board of Directors.

A Life Member shall have all privileges of active membership so long as he fulfills all obligations thereof.

A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club.

(7) ASSOCIATE MEMBER: A member who holds his primary membership in another Lions club, but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership and Activities Report.

An Associate Member may be eligible to vote on club matters, at meetings where he is present in person, but may not represent the club as a delegate at district or international conventions. He shall not be eligible to hold club, district, or international committee assignments through this club. International and district dues shall not be assessed on the Associate; however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper.

Section C. No person shall simultaneously hold membership, other than Honorary or Associate in this and any other Lions club; and no person shall simultaneously hold membership, other than Honorary, in this Lions club and any other service club of like character.

Section D. Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairman or the club secretary, who, after investigation, shall submit the same to the board of directors. If approved by a majority of the board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the Association as a Lion member.

Section E. Reinstatement of Membership: The Reinstated Lions Service Credit Program, approved by the International Board of Directors, allows Lions who have had previous breaks in Lion membership of more than six (6) months to claim their time served "in good standing," and apply it to their current Lions membership record. This policy does not apply to former members who were dropped for "non-payment of dues." To request reinstated credit, a Lions must complete the reinstated form (club secretary has) indicating all time segments served. This information will be matched against International Headquarters records and adjustments will be made. Former Lions, rejoining the association, will be required to pay the entrance fee of \$25.00 to Lions International and annual club dues prorated on a quarterly basis. After completion, the form and payment must be returned to the club secretary for processing.

Section F. Transfer Membership: This club may grant membership on a transfer basis to one who has terminated or is terminating his membership in another Lions club, provided that (1) a completed transfer form is received by the secretary of this club within six (6) months following the date of termination of membership in his former club, or if the form is not available, the member's current membership card; (2) such termination was in good standing; and (3) such transfer membership card is approved by the board of directors. If more than six (6) months have elapsed between termination of membership in another club and submittal of completed transfer member form or current card, he may acquire membership in this club only under the provisions of Section D of this Article III.

ARTICLE IV

Fees and Dues

Section A. Each new, reinstated, and transfer member shall pay an entrance fee as established by the board of directors, which must be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International. However, the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within six (6) months of termination of his prior Lions club membership.

Section B. Each member of this club shall pay annual dues as established by the board of directors. Such dues shall also include an amount to cover current international and district dues and shall be paid in advance at such times as the board of directors shall determine.

Each Associate Member of this club shall pay dues in advance at such times and amount as the board of directors shall determine.

The Treasurer of this club shall remit international and district dues to the parties, and at the times, specified in the respective International and District Constitution and By-Laws.

Any club member may pay luncheon or charge costs in advance of any luncheon, but such costs shall not be assessed as a part of regular annual dues. The Treasurer shall bill each member who charges lunches on a quarterly basis.

No dues, fees, or assessments in addition to those set forth herein may be levied on, or required of, any member of this club.

ARTICLE V

Resignations

Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been returned. All rights to use of the name "Lions," the emblem, and other insignia of this club and this association have been surrendered.

ARTICLE VI

Forfeiture of Membership

Section A. The Treasurer shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section B. Any member may be expelled from the club for cause by two-thirds vote of the entire board of directors.

Section C. The name of any active member who is absent himself from three consecutive regular meetings of the club, without acceptable cause shall be given to the membership chairman or the club secretary. This shall be submitted to the board of directors by the secretary at the board meeting next following the third absence and the membership chairman shall then investigate the reasons for the absences and report his findings to the board. The board shall then decide whether the member shall be dropped or retained.

ARTICLE VII

OFFICERS

Section A. The officers of this club shall be a president, immediate past president, the vice presidents, secretary, treasurer, lion tamer, tail twister, membership director paper project director (if not one of the above officers), and all other elected directors.

Section B. No person shall be eligible to hold office in this club unless he is an active member in good standing.

Section C. No officer shall receive any compensation for any service to this club in his official capacity, with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

Section D.

1. **PRESIDENT:** Shall be the chief executive officer of this club; preside at all meetings of the club and the board of directors; issue the call for regular and special meetings of the board and the club; appoint the standing and special committees of this club and cooperate with each chairman to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which this club is located.
2. **IMMEDIATE PAST PRESIDENT:** With the other past presidents shall officially greet members and their guests at club meetings and shall represent the club in welcoming all new service-minded people in the community served by this club. He may also receive special assignments.
3. **VICE-PRESIDENTS:** If the president is unable to perform the duties of the office for any reason, the vice president next in rank shall occupy the position and perform the duties with the same authority as the president.

Each vice president shall, under the direction of the president, oversee the functioning of the committees of this club as set forth by the club organizational chart, or as the President may designate.

4. **SECRETARY:** Shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district in which the club is located and the association. In fulfillment of this, he shall:
 - (a) Submit regular reports to the international office of the association containing such information as may be called for by the board of the association;
 - (b) Submit to the district governor's cabinet required reports, including copies of regular membership and activities reports;
 - (c) Cooperate with and be an active member of the zone in which this club is located.
 - (d) Have custody and keep and maintain general records of this club including records of minutes of the club and board meetings, attendance, committee appointments, elections, addresses and telephone numbers of members.

ARTICLE VII

OFFICERS

5. **TREASURER:** Shall:
 - (a) Receive all moneys and deposit them in a bank or banks recommended by the finance committee and approved by the board of directors;
 - (b) Pay out moneys in payment of club obligations only on authority given by the board of directors. All checks and vouchers shall be signed by the treasurer and countersigned by one other officer, determined by the board of directors;
 - (c) Have custody, keep and maintain general records of club receipts and disbursements;
 - (d) Prepare and submit monthly and semiannual financial reports to the board of directors of this club;
 - (e) Issue quarterly or semiannual statements to each member for dues and/or other financial obligations owed to this club, collect and record;
 - (f) Give bond for the faithful discharge of office by the president, first vice-president, secretary and treasurer in such sum and with surety as determined by the board of directors;
 - (g) Maintain club project and endowment accounts;
 - (h) Reimbursement Slips: All members requesting reimbursement on moneys spent on projects or activities must fill out a reimbursement form and with receipts, give to the treasurer for payment. The form must also be approved by the President or Secretary.
6. **LION TAMER:** The Lion Tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and badge box. He shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors, and literature as required at club and board meetings.
7. **TAIL TWISTER:** He shall promote harmony, good fellowship, life and enthusiasm in the Meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his decision in imposing a fine, provided, however, no fine exceed \$1.00, and no member shall be fined more than twice at any one meeting. The tail twister may not be fined except by the unanimous vote of all members present. All moneys collected by the tail twister shall be immediately turned over to the treasurer.
8. **MEMBERSHIP DIRECTOR:** The membership director shall be the chairman of the membership committee. The responsibilities for this position shall be:
 - (a) Development of a growth program specifically for the club and presented to the board of directors for approval.
 - (b) Regular encouragement at club meetings to bring in new quality members.
 - (c) Ensuring proper recruitment procedures.
 - (d) Preparation and implementation of orientation sessions.
 - (e) Reporting to the board of directors on ways to reduce the loss of members.
 - (f) Coordination with other club committees in fulfilling these responsibilities.
 - (g) Serve as a member of the zone level membership committee.

ARTICLE VII

OFFICERS

9. **PAPER PROJECT MANAGER:** The Paper Project Manager shall be the chairman of the Paper Project Committee. The responsibilities of this position shall be:
 - (a) Scheduling of Club members and vehicles to process paper from the collection bins to broker provided trailers.
 - (b) Maintenance of paper project equipment.
 - (c) Scheduling of broker provided trailers to and from the paper yard.
 - (d) Accounting of paperweight shipped and payment received therefore.
 - (e) Other paper project related duties as may be determined by the President or Board of Directors.

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ARTICLE VIII

Board of Directors

Section A. The members of the board of directors shall be the president, immediate past president, the vice presidents, secretary, treasurer, lion tamer, tail twister, membership director, paper project manager, other officers as described in Section VII A, and all elected directors.

Section B. Regular meetings of the board of directors shall be held monthly at such times and place as the board shall determine.

Section C. Special meetings of the board of directors shall be held when called by the president, or when requested by five (5) or more members of the board of directors, at such time and place as the president shall determine.

Section D. The presence in person of a majority of the members shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

Section E. Duties and Power: In addition to those duties and powers, express and implied, set forth elsewhere in this Constitution and By-Laws, the board of directors shall have the following duties and powers;

- 1) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first by the board of directors for presentation to and approval by the club members at a regular or special club meeting.
- 2) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- 3) It shall have power to modify, override, or rescind the action of any officer of this club.
- 4) It shall have the books, accounts and operations of this club audited annually or, at its discretion, more frequently and may require an accounting or have a review made of the handling of any club funds by any officer, committee, or member of this club. Any member of this club in good standing may inspect any such review or accounting upon request at a reasonable time and place.
- 5) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of the club.
- 6) It shall appoint the treasurer to arrange surety for the bonding of any officers of this club.
- 7) It shall not authorize nor permit the expenditure for any administrative purpose, the net income of projects or activities of this club funds that are raised from the public.
- 8) It shall submit all matters of new business and policy to the respective standing or special committee for study and recommendation to the board.
- 9) It shall name, approve, and/or appoint the delegates and alternates of this club to multiple district and international conventions.
- 10) It shall maintain at least two separate funds governed by generally accepted accounting practices. The first fund to record administrative moneys such as dues, tail twister fines, and other internally raised club funds. A second fund shall be established to record activity or public welfare moneys raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section E (7) of this Article.

ARTICLE IX

Elections

The officers of this club, excluding the immediate and past president, shall be elected as follows:

Section A. A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the board of directors and notice thereof mailed to each member of this club at least ten days prior to the time of the holding thereof.

Section B. The president shall appoint a nominating committee that shall submit the names of candidates for the various club offices to the club at the nominations meeting. At this meeting nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section C. If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

Section D. An election meeting shall be held no later than April 15 of each year, at a time and place determined by the board of directors, and two weeks prior written notice thereof shall be given to each member of the club by the secretary, delivered by mail or by personal delivery. Such notice shall include the names of all nominees at the preceding nomination meeting, and, subject to Section C above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section E. Subject to the provisions of Section H of this Article IX, all officers, other than director, shall be elected annually and shall take office on July 1, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.

Section F. One-half of the directors shall be elected annually and shall take office on July 1 following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this Constitution and By-Laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one-year terms.

Section G. The election shall be by ballot by those present and qualified to vote if more than one member has been nominated for a position. A plurality vote shall be necessary to elect.

Section H. Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

ARTICLE X

Vacancies

Section A. If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. If such provision for advancement shall fail to fill the office of president, or first, second or third vice president, the board of directors shall thereon call a special election, giving each member in good standing prior two (2) weeks notice of the time and place. The time and place shall be determined by the board and each office shall be filled at the election meeting.

If there is a vacancy in the office of third vice president, the board of directors may appoint a member to fill the unexpired term.

If there is a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

If vacancies exceed a number that reduces the number of directors to less than that required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in any manner, specified in Section B. This notice may be given by any remaining officer or director, but if none, then any remaining member.

Section B. If any officer-elect, before his term of office commences, is unable or refuses for any reason to serve, the president may call a special nomination and election meeting to elect a replacement for this officer-elect. Two (2) weeks prior notice of the meeting, setting forth the purpose, time, and place thereof, shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE XI

Meetings

Section A. Regular meetings of this club shall be held weekly, at a time and place recommended by the board of directors, and approved by the club. All meetings shall begin and end at the regular set times. Except as otherwise specifically provided in this Constitution and By-Laws, notice of regular meetings shall be given in a manner that the board of directors deems proper.

Section B. Special meetings of the club may be called by the president, at his discretion, and shall be called by the president when requested by the board of director, at a time and place determined by the requesting person or body. Notice of a special meeting setting forth the purpose, time and place shall be given to each member of this club, by mail or by personal delivery, at least ten (10) days before the meeting.

Section C. A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the objects and ethics of Lionism and the history of this club.

Section D. An annual meeting of this club shall be held in May or June of each year at a time and place determined by the board of directors. At this meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section F. Any member who fails to pay any indebtedness due this club within 30 days after receipt from the Treasurer of written notice shall forfeit his good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

Section G. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

ARTICLE XII

Emblem, Colors, Fiscal Year

Section A. The emblem and colors of this club shall be same as the emblem and colors of The International Association of Lions Clubs.

Section B. The fiscal year of this club shall be July 1 through June 30.

ARTICLE XIII

Delegates to International and Multiple District Conventions

Section A. Inasmuch as The International Association of Lions Clubs is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association to the number of delegates that is established by the current formula used by the association. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of this club. If no such club officer is attending the convention, the certificate shall be signed by the district governor or district governor-elect of the sub-district of which this club is a member.

Section B. Inasmuch as all district matters are presented and adopted at the multiple-district convention, this club shall send its full quota of delegates to all such conventions and have the power to pay the necessary expenses of such delegates attending such convention. This club shall be entitled in each annual convention of its multiple-district the number of delegates established by the current formula used by the association.

ARTICLE XIV

Honorary Mailing List

The International Association of Lions Clubs and the district governor shall be included on the mailing list of this club.

ARTICLE XV

Parliamentary Practices

Except as otherwise specifically provided in this Constitution and By-Laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors, or any committee appointed hereunder shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time to time.

ARTICLE XVI

Amendments

Section A. This constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided the board has previously considered the merits of the amendments.

Section B. No amendment shall be put to vote unless a written notice, stating the proposed amendment has been mailed or delivered personally to each member of this club at least two (2) weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

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Prescott Noon Lions Club of Arizona

BY - LAWS

No.1

This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

No. 2

Except to further his progress in Lionism, no officer or member of this club shall use his membership as a means to furthering any personal, political, or other aspiration, nor shall the club as a whole, take part in any movement not in keeping with its purposes and objectives.

No. 3

No funds shall be solicited from the members of the club during meetings by any individual or individuals who are not members of the club, unless prior permission is given by Club President. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the finance committee.

No. 4

Section A. The following standing committees may be appointed by the president:

- 1) Administrative Committees
 - (a) Attendance
 - (b) Constitution and Bylaws
 - (c) Conventions
 - (d) Finance
 - (e) Lions Information
 - (f) Membership
 - (g) Program
 - (h) Public Relations
 - (i) Bulletin Editor
 - (j) Greeter
 - (k) Leadership and Development
 - (l) Contributions

- 2) Activities Committees
 - (a) Youth Outreach
 - (b) Newspaper Recycling
 - (c) Pancake Breakfast
 - (d) Frontier Days
 - (e) Territorial Days
 - (f) White Cane Day
 - (g) Sight & Hearing
 - (h) Community Service
 - (i) Social Activities
 - (j) Leo Club Program

- (k) Lioness Liaison
- (l) Camp Tatiyee Liaison
- (m) Youth Exchange
- (n) Yavapai Blind Center

Section B. Special Committees: From time to time, the president may appoint such special committees as may be necessary in his judgment and/or the judgment of the board of directors.

Section C. The president shall be an ex-officio member of all Committees.

Section D. All committees shall consist of a chairman and, subject to Section B above, as many members as shall be considered necessary by the president.

Section E. Each committee, through its chairman, shall report, either verbally or in writing, each month to the board of directors.

Section F. All problems pertaining to either administrative or activity matters shall be referred to the corresponding committee for study and recommendation to the board of directors.

No. 5

Property

Section A. The treasurer shall maintain an account titled Property as a contingency fund in the event the use of the current property used for newspaper recycling is no longer available. The club has checked with legal counsel from the association and has been informed that this is permissible. A status review must be completed every five (5) years by the board of directors. No moneys may be used as a building fund (per the Counsel General and the Lions International Directors).

No. 6

Section A. These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present and voting.

Section B. No amendment shall be put to vote unless a written notice, stating the proposed amendment, shall have been mailed or delivered personally to each member at least ten (10) days prior to the meeting at which the vote on the amendment is to be taken.

No. 7

Any bylaw except Bylaws Number 1 and 2 may be suspended at any meeting of the club at which a quorum is present by the unanimous vote of all members present.

No. 8

The Contribution Committee (CC) is a standing committee which is responsible for recommending to the Board of Directors the distribution of funds semi-annually to charitable organizations which service the blind, hearing impaired, handicapped, and needy, as well as other organizations that service the needs of the community.

The CC is not responsible for recommending donations to individuals who are the responsibility of the Sight & Hearing Committee. Further, the Board of Directors reserves the right to respond to specific donation requests from community organizations and/or individuals received during the interim between the semi-annual donations recommended by the CC.

The CC consists of six (6) members. Two (2) members are appointed each year by the incoming president, with approval of the Board of Directors, for three (3) year terms. This assures that two (2) members of the CC will be in their third year, two (2) in their second year, and two (2) in their first year, thereby providing both stability and opportunity. A recommendation by the CC to the Board of Directors for distribution of funds requires a minimum of four (4) affirmative votes.

If a member of the CC should also be an officer or member of the board of directors of an organization being considered to receive a donation, he shall recuse himself from Committee discussion and voting regarding such donation.

The president, with approval of the Board of Directors, shall appoint a replacement for any member of the CC whose position is vacated.

The president shall appoint the chairman of the CC each year. The chairman shall convene meetings as necessary to conclude the business of the Committee and he may appoint sub-committees at his discretion.

The CC will identify and investigate organizations and/or individuals which are in need of financial support.

The CC will adopt and utilize a written request form, which should be completed by the possible recipient organization and returned to the CC before any contribution is made to that organization. Multi-year recipient organizations should, on the request form, provide a brief explanation of their use of the previous year's donation. On requests of less than \$1000, the CC may waive this requirement for submittal of the formal request form.

Whenever possible, a visit to a first-time requesting organization should be made by at least two (2) members of the CC prior to recommending the organization as a donation recipient. After the first visit, additional visits to donation recipients may be made at the discretion of the CC. To ensure fairness and consistency in evaluating current and potential donation recipients, an evaluation checklist will be adopted and utilized.

The Board of Directors will determine the total contribution amount available for the semi-annual distributions at the regular November and May Board meetings, and provide this information to the CC so that the CC can make its recipient recommendations to the Board at the regular Board of Directors meetings in December and June.

The Constitution and Bylaws were adopted at a duly constituted meeting of the Prescott Noon Lions Club at Prescott, Arizona on March 11, 1998.

A majority of the members were present at that meeting and these by-laws were adopted by majority vote of the membership.

In witness whereof, we have hereunder signed our names:

(signature on file with original document)
Jack McLain, President

signature on file with original document
Keith Headrick, Secretary

Dated and signed at Prescott, Arizona on March 11, 1998.

**ARTICLES OF INCORPORATION
OF
PRESCOTT NOON LIONS CLUB FOUNDATION, INC.**

1. **Name:** The name of the corporation is **PRESCOTT NOON LIONS CLUB FOUNDATION, INC.**
2. **Place of Business:** The principal place of business shall be at the City of Prescott, County of Yavapai, and the State of Arizona.
3. **Purpose:** The purposes and objects of this corporation shall be for the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona. As they may be amended from time to time, and specifically, but not in limitation thereof, the following purposes: for scientific, educational, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1994 and in this connection to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disperse, hold, invest and otherwise handle and dispose 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 charitable organizations in the Prescott, Arizona area, by cooperating with and assisting such organizations, and by receiving by gift, will, or otherwise, money or other proper means and by distributing it as may be deemed best for the promotion of charity in the community; and to do any and all other things necessary or proper in connection with or incidental to the foregoing.
4. **Exemption:** The corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from community members in the community in which it operates and elsewhere and has not been formed for pecuniary profit 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 directors or officers. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office. Notwithstanding any other provision of this certificate, the Corporation 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 of 1954, or corresponding sections of any future federal tax codes, (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954.

5. **Statutory Agent:** The name and address of the initial statutory agent of the Corporation is Jack McLain, 694 Eastwood Drive, Prescott, AZ 86303.
6. **Incorporators and Initial Board of Directors:** The incorporation and initial Board of Directors are:

Name	Address
Jim Messerschmitt	193 Summit Point Drive Prescott, AZ 86303
Frank Finley	105 N. Horizon Circle Prescott, AZ 86303
Keith Headrick	2034 Meadowbrook Road Prescott, AZ 86303
Jim Dennison	1430 Eagle Ridge Road Prescott, AZ 86301

7. **Membership:** The members of this corporation shall consist of individuals who are members in good standing of the Prescott Noon Lions Club.
8. **Officers and Directors:** The officers by whom, and the manner in which the objects and purposes of this corporation shall be carried out shall be as provided by the By-Laws of this corporation. The officers and directors of this corporation shall be the officers and directors of the Prescott Noon Lions Club, Prescott, Arizona, and their terms in this corporation shall be concurrent with their term as officer and director of the Prescott Noon Lions Club.
9. **Indemnification of Officers and Directors:** The corporation shall indemnify any person who incurs expenses by reason of the fact that he is or was a member, officer, or director of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law. Any person who is a member, officer, or serves on the Board of Directors of the corporation shall be immune from civil liability and shall not be subject to suit directly or indirectly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity. Nothing in the Article shall limit or modify in any manner the duties or liabilities of an Officer of the corporation, Director of the corporation, or the corporation's members. Official capacity as used in this Article means any decision, act, or event undertaken by the corporation in furtherance of the purposes or purposes for which they corporation is organized.

10. **Dissolution:** In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation, exclusively for the purposes of the corporation as expressed in these Articles, in such manner, or to such organization or organizations organized and operating exclusively for public, charitable, educational, religious, or scientific purposes as the Board of Directors shall determine.

IN WITNESS WHEREOF, THE INCORPORATORS HAVE SIGNED these Articles of Incorporation this 19th day of May 1999. [signatures on original]

Jim Messerschmitt

Keith Headrick

Frank Finley

Jim Dennison

PRESCOTT NOON LIONS CLUB FOUNDATION, INC.

ARTICLES OF AMENDMENT

EXHIBIT A

10. **Dissolution:** Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future 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 the Court of Common Pleas of the county in which the principal office of the corporation 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.

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