

## **Executive Summary – Proposed Bylaws Revisions**

The following executive summary outlines the major red-lined changes proposed for the New York State and Bermuda Lions Foundation, Inc. bylaws. These updates are designed to strengthen governance, align with nonprofit best practices, and ensure the long-term sustainability of the Foundation's mission.

### **Overall Themes of the Changes**

- Stronger Governance Structure – clarified nomination, election, and term-limit procedures; attendance requirements; and vacancy/removal processes.
- More Detailed Officer and Committee Roles – eligibility, duties, and term limits for Officers; clear separation of Board vs. advisory committees.
- Explicit Compliance Policies – adoption of Conflict of Interest, Whistleblower, and Indemnification policies (with appendices).
- Expanded Dissolution and Charitable Use Provisions – ensuring assets go to Lions-supported or similar 501(c)(3) purposes.
- Modernized Operations – authorization of electronic meetings, staggered Trustee terms, audit requirements, and clarified parliamentary procedures.

### **Why These Changes Matter for the Betterment of the Foundation**

- Strengthen accountability and transparency by clarifying Trustee and Officer responsibilities.
- Enhance continuity and stability through staggered terms and structured governance processes.
- Align with legal and regulatory best practices to protect the Foundation and Trustees.
- Promote active engagement with attendance requirements and removal mechanisms.
- Ensure long-term sustainability with strong dissolution safeguards for assets.
- Adapt to modern realities with provisions for electronic meetings and audit requirements.

## **ARTICLE I – Name, Office & Corporate Status**

- Office location updated
  - Old: Principal office located in Nassau County, NY.
  - New: Main office may be anywhere in Multiple District 20 (MD-20), address to be set in the Policy Manual.
  - Explicit authority for the Executive Board to determine office location.

## **ARTICLE II – Corporate Purposes & Document Construction**

- Expanded purpose language
  - New text outlines:
    - Exclusively charitable, educational, and research purposes.
    - Authority to accept, hold, invest, disburse funds.
    - Explicit restrictions: no earnings for individuals, no substantial lobbying, no political campaign activity.
    - Dissolution clause: assets to go to Lions-supported activities/projects or other charitable/educational purposes.

## ARTICLE III – Membership

- Clarified that the Corporation has no statutory “Members.”
- All MD-20 Lions members eligible to become Trustees representing their districts.

## ARTICLE IV – Board of Trustees

- **General Management:** Stronger wording on Board authority (governance, hiring, agreements, finances).
- **Number:** One Trustee per district; must equal district count but not less than a set minimum (blank in draft) and not more than twenty.
- **Ex Officio Trustees:** May be appointed, but non-voting with limitations (cannot count toward quorum, vote, hold office, or attend certain meetings).
- **Qualifications:** Must be Lions in good standing in MD-20.
- **Selection & Terms:**
  - **New nomination process:** Secretary notifies District Governors by Oct 15; applications due Feb 15; Governance Committee screens.
  - **Election by Board** at April meeting based on Governance Committee recommendation.
  - **Please note Section Two change should read the number of Trustees shall be equal to the number of districts.**
  - **Staggered terms** beginning 2026:
    - Some Trustees serve 1 year, some 2, some 3 to establish rotation.  
**Please note Terms of Office: elections for the 2026 year shall be staged terms as follows: K1, E1, E2 and W – Trustees elected to one (1) year terms; K2, O, R1, R2, Trustees elected to two (2) year terms and N, Y and S Trustees elected to three (3) year terms.**
    - After 2026: standard 3-year terms, max two consecutive terms.
- **Vacancies:** Filled with Governance Committee recommendation.
- **Resignation & Removal:**
  - Written resignation accepted upon receipt.
  - Removal possible by 2/3 Board vote for failure of duties; written notice required; Trustee can defend self.
- **Meetings:**
  - Annual Meeting at MD-20 Convention.
  - Four Regular Meetings (Aug, Oct, Jan, Apr).
  - Special Meetings by President/majority Board.
  - Clear rules on notice, quorum (majority of entire Board), voting (no proxies).
- **Parliamentary Law:** Must follow Robert’s Rules of Order, Newly Revised.
- **Electronic Meetings:** Explicit approval for conference call or video participation.
- **Attendance requirement:** Trustee missing majority of meetings in a year shall be asked to resign; may face removal.

## ARTICLE V – Officers

- **Officers must be Trustees.**
- **Officer positions:** President, Vice-President, Secretary, Treasurer.
- **Election:** Held at 4th General Meeting, installed at Annual Meeting.
- **Eligibility:** Must serve 1 year as Trustee before becoming Officer.
- **Terms:**
  - President/Vice President – max 4 consecutive 1-year terms.
  - Secretary/Treasurer – may serve multiple terms if re-elected.
- **Vacancies:** Filled by Board for remainder of term.
- **Duties clarified:** Expanded details for President (sole spokesperson unless delegated), VP, Secretary (custodian of records), Treasurer (financial oversight and reporting).

## ARTICLE VI – Committees

- **Two types:** Committees of the Board vs Committees of the Corporation.
- **Committees of the Board:**
  - Must consist of Trustees only.
  - Limited statutory powers (cannot amend bylaws, elect Trustees, approve mergers, etc.).
  - Standing Committees: Executive, Finance, By-Laws & Policy Manual, Long Range Planning, Governance.
- **Committees of the Corporation:**
  - May include non-Trustees (Lions or qualified non-Lions).
  - Advisory only, cannot bind the Corporation.
  - Standing Committees: Fundraising, Grants, Public Relations.
- **Governance Committee role:** Recommends appointments for committee chairs and members.
- **Quorum and procedure:** Majority required; all committees must keep minutes.

## ARTICLE VII – Compensation, Reimbursement & Loans

- Trustees and Officers: no compensation for Board service.
- Board may authorize reasonable compensation for non-voting roles (e.g., Executive Trustee).
- Reimbursement allowed for reasonable expenses.
- Loans prohibited to Trustees/Officers except where legally allowed.

## ARTICLE VIII – Fiscal Year & Audit

- **Fiscal year:** July 1 – June 30.
- **Independent Audit:** Required if legally mandated or requested by regulators/funders; overseen by Board or Audit Committee.

## ARTICLE IX – Statutory Compliance

- **Conflicts of Interest & Related Party Transaction Policy** required; detailed procedures, restrictions, documentation.
- **Appendices:**
  - Appendix A – Conflicts policy.
  - Appendix B – Disclosure Statement.
- **Whistleblower Policy:** Required if 20+ employees and >\$1M revenue; otherwise optional but encouraged.

## ARTICLE X – Indemnification

- Trustees, Officers, employees, and volunteers indemnified if acting in good faith.
- Must maintain Directors & Officers liability insurance.
- Governed by Indemnification and Insurance Policy (Appendix C).

## ARTICLE XI – Fundamental Corporate Changes

- **Bylaw Amendments:** Require 2/3 Board vote, with 30 days written notice.
- **Certificate of Incorporation Amendments:** Require 2/3 vote plus state filings.
- **Affiliate Relationships:** May form/join affiliates by 2/3 vote.
- **Merger/Consolidation:** Allowed with 2/3 Board vote plus state approval.
- **Dissolution:** 2/3 Board vote; residual assets to other 501(c)(3) organizations with similar purposes (preferably Lions-supported).

Respectfully Submitted,

NYSBLF Ad-Hoc Committee

PDG Kerry Brown, President

PDG Michele Puleo O'Hare, Chair

PDG Mark Bothello

PDG Mark PID Gary Brown

Lion Dudley Cottingham

PDG Kermit Mott

PDG Fred Rieger

PDG Lorri E. Rieger