



**OXNARD NOONTIMERS LIONS
FOUNDATION**

CONSTITUTION AND BY-LAWS

Adopted July 19, 2013

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**CONSTITUTION OF THE
OXNARD NOONTIMERS LIONS FOUNDATION**

**ARTICLE I
NAME**

1.01 Name

The name of this organization shall be: Oxnard Noontimes Lions Foundation (hereinafter referred to as the “Foundation”). It is chartered by, and under the supervision of, the Oxnard Noontimers Lions Club.

**ARTICLE II
PURPOSE**

2.01 Purpose

The Oxnard Noontimers Lions Foundation is a non-profit foundation organized exclusively for charitable and educational purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Foundation’s purpose is to raise and disperse funds to provide charitable assistance to members of the general public in financial need, with emphasis on providing for:

- A. Vision care, including eye screening exams, eyeglasses, guide dogs and assistance devices, and corrective medical attention.
- B. Hearing care, including hearing exams, hearing aids, and corrective medical attention
- C. Disaster assistance and relief
- D. Youth assistance, including supporting athletic activities for children, student speaker activities, support for Boys and Girls Clubs or similar organizations.
- E. Disabled assistance, including Special Olympics, Canine Companions, Wounded Warriors, or similar activities.
- F. Aid to individuals who need assistance to recover from health or other quality of life changes.

ARTICLE III
NON-PROFIT NATURE

3.01 Non-Profit Nature

The Foundation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article Third hereof.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Foundation is not organized and shall not be operated for the private gain of any person. The property of the Foundation is irrevocably dedicated to its educational and charitable purposes.

3.02 Dissolution

Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction of the county in which the principal office of the Foundation 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.

Upon the dissolution of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Foundation shall be distributed for one or more exempt purposes within the meaning of Section (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

3.03 Prohibited Distributions

No part of the net earnings, income, receipts, or properties of the Foundation or its directors, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles II and III herein.

3.04 Restricted Activities

No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

3.05 Prohibited Activities

Notwithstanding any other provision of these articles, the Foundation shall not carry on any activities not permitted to be carried on (I) by a Foundation exempt from federal income tax as an organization described by Section 501 (c)(3) of Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a Foundation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV **MEMBERSHIP**

4.01 Membership

The membership of the Foundation shall consist of those individuals who are members of the Oxnard Noontimers Lions Club in good standing. The management of the affairs of the Foundation shall be vested in a board of directors, as defined in the Foundation's constitution and Bylaws. There shall be no dues payable to any member.

ARTICLE V **FEES AND DUES**

5.01 Mandatory Dues

No mandatory dues shall be assessed against Foundation members or member Lions clubs.

5.02 Administrative Costs

Voluntary donations to defray the administrative costs of an event may be solicited at that event. No other fees shall be solicited, nor may any fees be assessed.

ARTICLE VI FORFEITURE OF MEMBERSHIP

6.01 Forfeiture

The Secretary shall submit to the Board of Directors the name of any member who fails to pay any indebtedness due the Foundation within sixty (60) days after receipt from the Treasurer of written notice thereof. The Board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Any member may be expelled from the Foundation for cause by a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE VII OFFICERS

7.01 Designation of Officers

The officers of the Oxnard Noontimers Lions Foundation shall be President, Immediate Past President, Vice President, Secretary, and Treasurer.

7.02 Qualifications

Any person who is a member in good standing in the Oxnard Noontimers Lions Club may serve as officer of this Foundation.

7.03 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Foundation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Foundation.

7.04 Duties of President

The President shall be the chief executive officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Foundation and the activities of the officers. The President shall perform all duties incident to this office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by Articles of Incorporation, or by the Bylaws, the President shall, in the name of the Foundation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by Board of Directors. The President issue the call for regular, special and annual meetings of the Board of Directors and the Foundation; appoint the standing and special committees of the Foundation and cooperate with chairmen thereof to effect regular functioning and reporting of such committees; and see that regular elections are duly called, noticed and held.

7.05 Duties of Immediate Past President

The Immediate Past President shall serve an advisory role to the President and serve as chairman of one or more committees designated by resolution of the Board of Directors.

7.06 Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers, and be subjected to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

7.07 Duties of Secretary

The Secretary shall:

- A. Be under the supervision and direction of the President and the Board of Directors and shall act as the liaison officer between the Foundation and the Oxnard Noontimers Lions Club.
- B. Certify and keep at the principal office of the Foundation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- C. Keep at the principal office of Foundation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.

D. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

E. Be custodian of the records and of the seal of the Foundation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Foundation.

F. Keep at the principal office of the Foundation a membership book containing the name, address and telephone numbers of each and any members, and in case in the case where any membership has been terminated. He or she shall record such fact in the membership book together with the date on which such membership ceased.

G. Exhibit at all reasonable times to any director of the Foundation, or to their attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the Foundation.

H. Submit regular monthly and other reports to the International offices of the Foundation on forms provided by the Foundation containing such information as may be called for therein and otherwise by the Board of Directors of the Foundation.

I. In general, perform all duties incident to the office Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

7.08 Duties of Treasurer

The Treasurer shall:

A. Have charged custody of, and be responsible for, all funds and securities of the Foundation, and deposit all such funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

B. Receive, and give receipt for, moneys due and payable to the Foundation from any source whatsoever.

C. Disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

D. Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

E. Exhibit at all reasonable times the books of account and financial records to any director of the Foundation, or to their agent or attorney, on request therefore.

F. Render to the President and directors, whenever requested, an account of any or all of the transactions as Treasurer and of the financial condition of the Foundation.

G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Monthly and annual financial reports shall be prepared and submitted to the Board of Directors of the Foundation.

H. Prepare and submit yearly federal and state income tax returns. The Treasurer may use a professional tax/accounting service approved by the Board of Directors to prepare the actual tax documents for submission to the appropriate federal and state agencies.

I. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Foundation, or by these Bylaws, or which may be assigned to the Treasurer from time to time by the Board of Directors.

7.09 Compensation

The officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the Foundation, may be authorized by the Board of Directors. Receipts or claims for compensation will not be accepted after 90 calendar days of an event or activity.

ARTICLE VIII **BOARD OF DIRECTORS**

8.01 Composition

Members of the Board of Directors shall be individuals who are members of the Oxnard Noontimers Lions Club in good standing or any person of good moral character and reputation in the community. Because the Foundation is chartered by, and under the supervision of, the Oxnard Noontimers Lions Club, the simple majority of the Foundation board members shall be composed of members from the Oxnard Noontimers Lions Club in good standing.

8.02 Qualifications

Directors shall be of the age of majority in this state: no other qualifications are required except as in Article VIII herein.

8.03 Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Foundation, the activities and affairs of this Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

8.04 Duties

It shall be duty of the directors to:

- A. Authorize all expenditures and not create any indebtedness beyond the current income of this Foundation, nor authorize disbursement of Foundation funds for purposes inconsistent with the business and policy authorized by the Foundation membership.
- B. Modify, override or rescind the action of any individual officer of the Foundation.
- C. Have the books, accounts and operations of the Foundation audited annually or at its discretion, and may require an accounting or have an audit made of the handling of any Foundation funds by any officer, committee, or member of the Foundation. Any member of the Foundation in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- D. Appoint a bank or banks for the deposit of the funds of this Foundation.
- E. Appoint the surety for the bonding of the Treasurer of the Foundation.
- F. Not authorize, nor permit, the expenditure for any administrative purpose of the net income of projects or activities of this Foundation by which funds are raised from the public.
- G. Submit all matters of new business and policy to the respective standing or special Foundation committee for study and recommendation to the Board.
- H. Name and appoint, subject to approval of the Foundation membership, the delegates and alternates of this Foundation to Lions Club International district (single or sub- multiple) and international conventions.
- I. Establish and maintain funds as defined in Article XIV.

8.05 Compensation

Directors shall serve without compensation, except that reasonable expense reimbursement relating to operation of the Foundation, may be authorized by the Board of Directors. Receipts or claims for compensation will not be accepted after 90 calendar days of an event or activity.

8.06 Nonliability of Directors

Personal liability for debts or obligations of the Foundation of any nature whatsoever shall not be levied against any officer or director of this Foundation nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Foundation.

8.07 Indemnification by Foundation of Directors and Officers

The directors and officers of the Foundation shall be indemnified by the Foundation to the fullest extent permissible under the laws of this state.

8.08 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Foundation (including a director, officer, employee, or other agent of the Foundation) against liabilities asserted against or incurred by the agent in such capacity or arising out the agent's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

8.09 Removal from Office

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state.

ARTICLE IX ELECTIONS

9.01 Elections

The officers of the Foundation, excluding the Immediate Past President, shall be elected as follows:

- A. The Nomination Committee, chaired by the Immediate Past President shall call for a Nomination Meeting to be held in March of each year, with the date and place of such meeting to be determined by the Board of Directors and written notice thereof given to each member of the Foundation by mail, personal delivery, or electronic methods (email or other electronic medium) at least ten days prior to the time of the holding the Nomination Meeting. Mail notice shall be deemed given at date of postmark.
- B. The Past Presidents in good standing of the Foundation shall be the Nominating Committee. The Committee shall submit the names of candidates for the various Foundation offices to the Foundation at the Nomination Meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.
- 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 they were 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.

D. An Election Meeting shall be held no later than April 15 of each year, by the Nominating Committee, at a time and place determined by the Board of Directors. Two (2) weeks prior to the Election Meeting, written notice thereof shall be given to each member of the Foundation by the Secretary, by mail, personal delivery, or electronic methods (email or other electronic medium). Mail notice shall be deemed given at date of postmark. Such notice shall include the names of all nominees approved at the preceding nomination meeting and subject to Section C above and a statement that these nominees will be voted upon at the Election Meeting. No nominations may be made from the floor at the Election Meeting.

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

F. A Membership Committee shall be composed of an elected Chairman and two appointed members for a three-year term.

G. One-half of the directors shall be elected annually and shall take office on the 1st of July following their election and shall hold office for two years from that time, or until their successors have been elected and qualified.

H. The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect. Proxy voting is not permitted.

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

ARTICLE X **VACANCIES**

10.01 Vacancy Filling Process

If the office of President shall become vacant for any reason, the Vice President shall advance in office. In the event such provision for advancement shall fail to fill the office of President, the Board of Directors shall thereon call a special election, giving each member in good standing prior two (2) weeks notice by mail, personal delivery, or electronic methods (email or other electronic medium). The notice shall state the time and place of the election as determined by the Board, and such office shall be filled at said election meeting. Proxy voting is not permitted.

In the event of a vacancy in any other office, the Board of Directors shall appoint a member to fill the unexpired term.

If the number of directors in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.

A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until their death, resignation, or removal from office.

In the event any officer-elect, before their term of office commences, is unable or refuses for any reason to serve therein, the President may call a special nomination and election meeting to elect a replacement for such officer-elect. Two (2) weeks prior notice of such meeting, setting forth the purpose, time and place thereof, shall be given to each member, by mail, personal delivery, or electronic methods (email or other electronic medium). Mail notice shall be deemed given at date of postmark. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election. Proxy voting is not permitted.

Any director may resign effective upon giving written notice to the President, the Secretary, or Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Foundation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

ARTICLE XI **MEETINGS**

11.01 Regular Meetings

Regular meetings of the Foundation shall be held monthly at such time and place the Board of Directors shall determine. They may be held as part of the Oxnard Noontimers Lions Club regular Board meetings or separately at the discretion of the Board of Directors.

11.02 Special Meetings

Special meetings of the Foundation may be called by the President, the Vice President, the Secretary, or by any two directors, or if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Foundation or, if different at the place designated by the person or persons calling the special meeting.

11.03 Annual Meetings

An annual meeting of the Foundation shall be held in June of each year at a time and place determined by the Board of Directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed. The annual meeting of the Foundation may be held concurrently with, or separate from, the annual meeting of the Oxnard Noontimers Lions Club.

11.04 Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

A. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

B. Special and Annual Meetings. At least one week prior notice shall be given by Secretary of the Foundation to each director and/or Foundation member of each special and annual meeting of the board or Foundation membership. Such notice may oral or written, may be given personally, by first class mail, by telephone, or by electronic methods (email or other electronic medium) email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Mail notice shall be deemed given at date of postmark.

11.05 Quorum for Meetings

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. A quorum shall be defined as a majority of the Board of Directors who are present in person or by electronic communication (i.e., video conference, teleconference, etc.).

11.06 Majority Action as Board Action

Every act or decision done or made at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

11.07 Conduct of Meetings

Meetings of the Foundation shall be presided over by the President of the Foundation or, in the President's absence, by the Vice President, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Foundation shall act as a secretary of all meetings of the Foundation. In the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE XII **FISCAL YEAR**

12.01 Fiscal Year

The fiscal year of the Foundation shall be July 1 through June 30.

ARTICLE XIII **COMMITTEES**

13.01 Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Foundation, to the extent permitted, and except as may otherwise be provided, by provisions of law. Any member of the Foundation in good standing may serve on the Executive committee.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the board from time to time as the board may require.

13.02 Other Committees

The Foundation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

13.03 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE XIV
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

14.01 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

14.02 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer and countersigned by one other officer, determined by the Board of Directors.

One fund and corresponding checking account governed by generally accepted accounting practices shall be established and maintained. This fund shall be used to record, deposit, and disburse public welfare money raised by asking support from the public for all events.

The Board of Directors may establish additional types of funds, such as certificates of deposit, providing that the funds are used exclusively for charitable and educational purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

14.03 Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

14.04 Gifts

The Board of Directors may accept on behalf of the Foundation any contributions, gifts, bequest, or devise for the nonprofit purposes of this Foundation.

ARTICLE XV

CORPORATE RECORDS, REPORTS AND SEAL

15.1 Maintenance of Corporate Records

The Foundation shall keep in its principle office:

- A. Minutes of all meetings of directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- C. A record of its members, indicating their names and addresses and termination date of any membership
- D. A copy of the Foundation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Foundation at all reasonable times during office hours.

15.2 Corporate Seal

The seal of the Foundation shall be the Lions Emblem, as authorized by Lions Clubs International, with the names of the Foundation inscribed beneath. Failure to affix the seal the corporate instruments, however, shall not affect the validity of any such instrument.

15.3 Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation and shall have such other rights to inspect the books, records and properties of this Foundation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

15.4 Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Foundation, which shall state the purpose for which the inspection rights are requested.

B. To obtain from the Secretary of the Foundation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Foundation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Foundation or after the date specified therein as of which the list is to be compiled.

C. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the Foundation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this Foundation as may be required under the Articles of Incorporation, other provisions of the Bylaws, provisions of law.

15.5 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

15.6 Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or the members of this Foundation, to be prepared and delivered within the time limits set by law.

ARTICLE XVI **AMENDMENT OF BYLAWS**

16.01 Amendment Proposal

Amendments may be proposed by the general membership of the Foundation and its Board of Directors. The proposed amendments shall state clearly the purposes thereof, and shall be submitted to the President with a copy to the chairman of the Constitution and By-Laws Committee. If the committee finds the amendment so received to be properly drafted and not in conflict with any higher constitutional authority, they shall present the amendment to the Board of Directors prior to being placed before the membership.

16.02 Amendment Ratification

All properly qualified proposed amendments shall be voted upon by written ballot at a meeting of the membership. Proxy voting is not permitted. No proposed amendments shall be put to a vote of the members unless written notice has been given to each member of the Foundation by mail, personal delivery, or electronic methods (email or other electronic medium) or published in the bulletin at least thirty (30) day prior to the date specified for the meeting at which time the proposed amendment, the purpose thereof, and the recommendation of the Constitution and By-Laws Committee are presented and voted upon. Mail notice shall be deemed given at date of postmark. If the recommendation is “disapproved” then the reason therefore shall be stated.

All properly qualified amendments submitted shall require a two thirds (2/3) vote of the qualified members present in person and voting for passage for a constitutional amendment or a simple majority vote for by-law amendment. Proxy voting is not permitted.

All approved amendments shall become effective immediately.

ARTICLE XVII CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Foundation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an officer of this state and used to establish the legal existence of this Foundation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

BY-LAWS

Number 1

The Foundation 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 Foundation

Number 2

No officer or member of this Foundation shall use their membership as a means of furthering any personal, political, or other aspiration, nor shall the Foundation, as a whole, take part in any movement not in keeping with its purposes and objectives.

Number 3

No funds shall be solicited from members of the Foundation during meetings by any individuals who are not members of the Foundation. Any suggestion or proposition made at any meeting of this Foundation calling for the expenditure of money for other than the regular obligations shall be referred to the Finance Committee.

Number 4

Section A. The following standing committees may be appointed by the President, except for the members and chairman of the Membership Committee, who are elected. (See Article IX, Section F.)

- (1) Administrative Committees
 - (a) Constitutional and By-Laws
 - (b) Membership
 - (c) Bulletin Editor
 - (d) Foundation Historian

- (2) Activities Committees
 - (a) Catering
 - (b) District Activities
 - (c) Flag Day
 - (d) Fundraising
 - (e) White Cane Days
 - (f) Finance/Budget
 - (g) Hearing Conservation
 - (h) Nominations
 - (i) City of Hope
 - (j) Installation/Awards
 - (k) Strawberry Festival
 - (l) Cancer society
 - (m) Allocations
 - (n) Family Barbeque
 - (o) Student Speaker
 - (p) Christmas/Hanukkah

(q) Visitations

Other activities of Lionism for which committees may be appointed may include but not be limited to: Citizenship Services; Educational Services; Health Services; Social Services; Recreational Services; Public Services; and International Youth Camps.

Section B. Special Committees: From time to time, the President may appoint, with the approval of the Board of Directors, such special committees as may be necessary in their judgment 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 as required.

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.

Number 5

The Foundation newsletter shall be titled "The Noontimer's Foundation Herald" and is to be published at a consistent periodicity determined by the Board of Directors. The newsletter is often the best way to make sure all Foundation members are kept informed about Foundation activities. The cost of publishing "The Noontimer's Foundation Herald" may be defrayed either as a regularly budgeted item or by members' and outside advertising. When the cost is met as a regularly budgeted item, the editor shall submit monthly itemized statements of expenses, to the Treasurer for payment. The Bulletin Editor's duties are:

- (a) Collect, write, and edit the news
- (b) Publish "The Noontimer's Foundation Herald" on a weekly basis except when a meeting is dark
- (c) Distribute "The Noontimer's Foundation Herald" to all members
- (d) Ensure the newsletter does not become a personal viewpoint
- (e) Ensure the appearance is neat, attractive and legible

Number 6

Foundation Member of the Year Award may be presented each year to the Foundation or Board member who best typifies the purposes of this Foundation by what they have done this fiscal year. Their achievements associated with this Foundation and other 501(c)(3) organizations will be considered. The award will be presented at the Foundation's Installation of Officers ceremonies. The president shall make the selection for the Foundation Member of The Year Award. The Foundation Member of the Year Award may also be given to multiple members if the work being awarded and recognized was carried out by a team of individuals.

Number 7

Foundation members should follow these guidelines when considering travel or are charged with spending Foundation funds:

All travel and other arrangements shall be approved in advance by the Board of Directors and will not be reimbursed until claim submission and treasurer reconciliation of the Oxnard Noontimers Foundation Travel Expense Claim. Receipts or claims for compensation will not be accepted after 90 calendar days of any event or activity.

Foundation members using personal or rented automobiles in an approved travel status will obey all posted speed limits and will make every effort to maximize the benefits to the Foundation for the travel. Cost reimbursement will be allowed on a case basis as approved by the Board of Directors and allowed on a per mile basis with a rate determined by the Board of Directors and published in the Oxnard Noontimers Foundation Travel Expense Claim. Receipts or claims for compensation will not be accepted after 90 calendar days of any event or activity.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this Foundation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of twenty one (21) principle pages, as the bylaws of this Foundation.

<u>Roman Vaisman</u> Roman Vaisman	<u>8/2/2013</u> Date
<u>Timur Taluy</u> Timur Taluy	<u>8/2/2013</u> Date
<u>Jeff Norris</u> Jeff Norris	<u>8/9/2013</u> Date
<u>Tim Tenopir</u> Tim Tenopir	<u>8/2/2013</u> Date
<u>William Green</u> William Green	<u>8/2/13</u> Date