

LIONS OF MULTIPLE DISTRICT 22

WHEREAS, in appreciation of our own Clement F. Kusiak being the International President of Lions Clubs International; and

WHEREAS, the devotion, dedication and concern that International President Clement F. Kusiak has for the youth of our world is well known; and

WHEREAS, the Lions of Multiple District 22 desire to honor and recognize our International President Clement F. Kusiak by creating a nonprofit corporation in Maryland that will be devoted to the advancement of all youth located within the area served by Multiple District 22: Delaware, the District of Columbia and Maryland; and

WHEREAS, attached to this Resolution are the Articles of Incorporation and Bylaws of the Kusiak Lions Youth Foundation of Multiple District 22, which has as one of its purposes the support of a variety of youth programs in honor of and in the name of International President Clement F. Kusiak; and

WHEREAS, this Resolution is being presented at the Annual Meeting of the Lions of Multiple District 22 held in Ocean City, Maryland in May 2004;

NOW THEREFORE, BE IT RESOLVED, that the attached Articles of Incorporation and Bylaws of the Kusiak Lions Youth Foundation of Multiple District 22 are hereby adopted and the incorporator of the Kusiak Lions Youth Foundation of Multiple District 22 is hereby authorized to execute and record said documents and carry out all necessary acts to incorporate.

DONE this the \_\_\_\_\_ day of May 2004.

ARTICLES OF INCORPORATION FOR THE  
KUSIAK LIONS YOUTH FOUNDATION OF MULTIPLE DISTRICT 22

KNOW ALL PERSONS BY THESE PRESENTS, that by resolution heretofore adopted by the membership of the Lions of Multiple District 22, at its Annual Convention in Ocean City, Maryland on May \_\_\_\_\_, 2004 by a vote of the voting delegates present and voting, the membership approved the Corporation and instructed the undersigned to file these Articles of Incorporation pursuant to the Laws of the State of Maryland.

ARTICLE I

The name of this Corporation shall be the Kusiak Lions Youth Foundation of Multiple District 22.

ARTICLE II---- The period of duration of the nonprofit Corporation shall be perpetual.

ARTICLE III---- The purpose for which the Corporation is established is to provide opportunities for youth advancement through existing and new initiatives for youth by the Lions of Multiple District 22 in the name of International President Clement F. Kusiak.

This Corporation shall have the following powers:

(1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in these Articles and the Bylaws of the Corporation, as they shall be amended from time to time; and

(2) To fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Bylaws of the Corporation; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Corporation; and

(3) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the business and affairs of the Corporation; and

(4) To borrow money and to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; in accordance with the Bylaws of the Corporation; and

(5) To exercise any and all powers, rights and privileges which a Corporation organized under the nonprofit Corporation Law of the State of Maryland may now or hereafter have or exercise.

(6) Said Corporation is organized exclusively for charitable, educational or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code 1986 (or corresponding section of any future Federal Tax Code.)

ARTICLE IV---- The Corporation shall issue no shares of stock of any kind or nature whatsoever and shall have no members.

ARTICLE V---- The business and affairs of the Corporation shall be managed by a Board of Directors, who shall serve in accordance with the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are as follows:

The appointment, term and qualifications of the Board of Directors are provided in the Bylaws of the Corporation. Clement F. Kusiak or a Lion member of his family shall serve as an ex officio member of the Board.

ARTICLE VI---- The name of the initial registered agent of the Corporation is Joseph F. Gaffigan. The address is 1346 Crockett Lane, Silver Spring, Maryland 20904.

ARTICLE VII---- The name and address of the Incorporator is as follows:

Joseph F. Gaffigan  
1346 Crockett Lane  
Silver Spring, Maryland 20904

ARTICLE VIII---- The dissolution of the Corporation shall be authorized at a convention of the Lions of Multiple District 22, upon the adoption of a resolution to dissolve by a vote of a majority of the voting delegates.

Upon the adoption of such resolution, the Corporation shall cease to conduct its affairs, except insofar as may be necessary for winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation and shall proceed to collect its assets and apply and distribute them as provided in this Article.

Assets received and held by the Corporation, subject to limitations permitting their use for charitable, benevolent, and educational purposes, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, qualifying under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, which is exempt from federal income taxes, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE IX---- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) of the Internal Revenue Code of 1986 purposes. No substantial 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal Tax Code.)

ARTICLE X---- These Articles may be altered, amended, or repealed, and new Articles adopted by a majority vote of the voting delegates of the Lions of Multiple District 22 at regular or special meetings called for the purpose of amending said Articles.

IN WITNESS WHEREOF, said Incorporator of Kusiak Lions Youth Foundation of Multiple District 22 as named above in ARTICLE VII, hereto sets his hand this the \_\_\_\_\_ day of \_\_\_\_\_ 2004

\_\_\_\_\_  
Joseph F. Gaffigan

STATE OF MARYLAND  
\_\_\_\_\_ COUNTY

Before me, a Notary Public in and for said State and County, personally appeared Joseph F. Gaffigan, who each being by me first duly sworn, states that he is the person named as the Incorporator of the Kusiak Lions Youth Foundation of Multiple District 22, and that he, as such Incorporator, is a bona fide director and member in good standing in Lions Clubs International and is over nineteen years of age and makes this affidavit to comply with the statutes and laws of the State of Maryland relative to the Incorporation of a Non-profit Organization.

This the \_\_\_\_\_ day of \_\_\_\_\_ 2004.

Notary Public

\_\_\_\_\_

PREPARED BY:

Joseph F. Gaffigan  
1346 Crockett Lane  
Silver Spring, Maryland 20904

BY LAWS OF KUSIAK LIONS YOUTH FOUNDATION OF MULTIPLE DISTRICT 22

BYLAW ONE---- Name and Office

The name of this Corporation shall be the Kusiak Lions Youth Foundation of Multiple District 22.

The principal office of the Corporation shall be located at Silver Spring, Montgomery County, Maryland. The Corporation may have such other offices as the Board may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Maryland a registered office, and a registered agent whose office is identical with such registered office, as required by the Laws of the State of Maryland. The registered office may be, but need not be, identical with the principal office in the State of Maryland and the address of the registered office may be changed from time to time by the Board of Directors.

BYLAW TWO---- Board of Directors

**Section 1. Powers.** The affairs of the Corporation shall be managed by the Board of Directors.

**Section 2. The number of Board Members .** For a period not to exceed twelve (12) months following the approval of the Corporation the Board of Directors shall consist of five (5) members, one appointed from each sub district of Multiple District 22 by that sub district's sitting District Governor. These Directors will elect their own officers. The initial Directors shall serve until their successors are duly appointed. Thereafter the Board of Directors shall consist of three (3) Directors from each sub district in Multiple District 22 and a total of three (3) non Lion Advisors who have experience and interest in youth programs. Lion Directors shall be members in good standing of a Lions Club in good standing in the sub district of Multiple District 22 from which they are seeking appointment. The Lion Directors shall be voting members and shall be appointed to staggering terms of one year, two years, and three years so that each succeeding year the sitting District Governor of each sub district need only appoint one three year Director. All Lion Directors shall be appointed by the District Governor of his or her respective sub district by May 15<sup>th</sup> of each year. The District Governor of each sub district shall seek the advice of his or her Honorary Committee before making said appointment. Any Director shall be eligible to succeed himself or herself. The non-Lion Advisors shall not be voting members and shall be appointed to one-year terms by the Board of Directors at the annual meeting in July.

**Section 3. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the District Governor of the District which has the vacancy.

**Section 4. Place of Board of Directors Meetings.** Meetings of the Board of Directors, regular or special, will be held at the registered office of the Corporation or such place or places as the Board may designate from time to time.

**Section 5. Annual Board Meetings.** An annual meeting of the Board of Directors shall be held in May each year, for the reporting of activities and spending, past and future, and for the transaction of any business as may come before the meeting and for the purpose of electing officers and appointing non-Lion Advisors.

**Section 6. Regular Meetings.** Regular Board Meetings will be held at least semi-annually as set by the Chairman of the Corporation.

**Section 7. Special Meetings.** Special Board Meetings may be requested by any Board member but must be called by the Chairman, Vice-Chairman or at least three Board members. The person or persons authorized to call a special meeting of the Board may fix the time and place for holding the special meeting of the Board called by them.

**Section 8. Notice of Special Board Meetings.** Written or printed notice stating the place, day, and hour of any special meeting of the Board will be delivered to each Board Member not less than ten days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chairman or the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail by first class mail addressed to each Board member at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting. Attendance of a Board member at any meeting of the Board will constitute a waiver of notice of such meeting except where such Board member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business lawfully called or convened.

**Section 9. Action of Board Members Without a Meeting.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by all of the Board Members.

**Section 10. Quorum for Transaction of Business.** Three-fifths (3/5) of the whole Board shall constitute a quorum for the transaction of business; provided, that in no event shall a quorum consist of less than nine members of the whole Board. The act of a majority of the Board present at which a quorum is present shall be the act of the Board unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 11. Committees.** The Board shall have the power to create or terminate committees, each of which may consist of one or more Board Members. Any committee so created may be created for a specific duration or for an uncertain period. The committees shall have such power as the Board members may give to such committees. The power of committees shall be stated in the resolution that creates said committees.

**Section 12. Compensation.** Board members as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation therefore.

BYLAW THREE----

Officers

**Section 1. Composition.** The officers of this Corporation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. Additional offices may be established, as may seem advisable, by amendment to the Bylaws. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary cannot be held by the same person.

**Section 2. Method of Selection of Officers.** The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by a vote of the Board of Directors of the Corporation.

**Section 3. Term of Office. The Chairman.** Vice-Chairman, Secretary and Treasurer shall serve a term of one year.

**Section 4.** Election of Officers.

(A) At each annual meeting of the Board of the Corporation, nominations shall be received for the election of new officers. The position of Chairman shall be filled first, Vice-Chairman second, Secretary third and Treasurer fourth. After all the nominations have been received for a position, the Board members vote on the person(s) nominated for that position.

(B) An officer shall be deemed elected if he or she received a majority vote of the Board Members in attendance at such meeting; provided, however, that in no case shall an officer be deemed elected unless a quorum of the Board is present at such meeting.

(C) The officers elected at such meeting shall assume their respective duties on the 1<sup>ST</sup> of July immediately following their election.

(D) If, for any reason, the election of officers shall not be held at such annual meeting of the Board, such election shall be held as soon thereafter as possible and all officers shall continue in office until their successor has been elected.

(E) Any elected or appointed officer shall be eligible to succeed himself or herself in office.

**Section 5. Vacancies.** A vacancy in any elected office shall be filled by an election at the next meeting of the Board of Directors following the occurrence of such vacancy or at a special meeting of the Board of Directors called for that purpose. Election of an officer to fill a vacancy shall be in the same manner as the election of officers. The term of office for any officer filling such vacancy shall be for the unexpired term of his or her predecessor in office.

**Section 6. Removal of Elected Officers.** Any elected officer may be removed in the following manner. Any Board member may petition for the removal of such officer. Upon receipt of such petition the Board shall call a special meeting of the Board. At such special meeting a 3/5 (three-fifths) vote of the Board will remove the officer. Such removal will create a vacancy that may be filled at the same special meeting or as soon thereafter as convenient as provided for in BYLAW FOUR, Section 5.

**Section 7. Chairman.** The Chairman shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board from time to time.

**Section 8. Vice-Chairman.** In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman, or by the Board.

**Section 9. Secretary.** The Secretary shall keep the minutes of the meetings and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate Records; keep a register of the post office address of each Board Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

**Section 10. Treasurer.** If required by the Board, the Treasurer shall give a Board

funded bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of BYLAW FOUR of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

BYLAW FOUR----

Operations

**Section 1. Contracts, Checks, Deposits and Funds.**

(A) The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to any officer or officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

(B) All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the Chairman of the Corporation.

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

**Section 2. Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of the Board of Directors. Such books and records of accounts and minutes, in addition to a record giving the names and addresses of the board members, or copies of such records shall be kept by the Secretary. All books and records of the Corporation may be inspected by any Lion member of Multiple District 22 in good standing, or his or her agent or attorney, for any proper purpose at any reasonable time. There shall also be an annual audit of the books and records of the Corporation by a duly qualified person as chosen by the Treasurer and by the Board of Directors.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

BYLAW FIVE----

Immunity of Volunteers and Indemnification of Board Members and Officers

**Section 1. Limitation of Liability.** The members of the Board of Directors of the Corporation and the officers of the Corporation shall receive the full benefit of the immunity provided by the state of Maryland. Liability of a Board Member or officer of the Corporation is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendments or repeal. In addition to the foregoing, a Board member or officer of the Corporation shall not be liable to the fullest extent permitted by any provisions of the statutes of Maryland hereafter enacted that further limits the liability of a Board member or officer.

**Section 2. Right of Indemnification.** Members of the Board of Directors of the

Corporation shall be indemnified by the Corporation to the fullest extent allowable, including attorneys' fees, under the provisions of Maryland.

**Section 3. Insurance.** The Corporation may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as Board member or officer, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this BYLAW FIVE.

**Section 4. Saving Clause.** If this BYLAW FIVE or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Board member and officer as to costs, charges, and expenses (including attorneys' fees), judgements, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this BYLAW FIVE that shall not have been invalidated and to the fullest extent permitted by applicable law.

BYLAW SIX---- Waiver of Notices

Whenever any notice is required to be given under the provisions of the Laws of Maryland, or under the provisions of the Articles of Incorporation, or the Bylaws of the Corporation, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BYLAW SEVEN---- Amendment To The Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a majority vote of the voting delegates of the Lions of Multiple District 22 at the annual convention of Multiple District 22 or at such regular or special meetings as may be called for the purpose of amending said ByLaws.

IN WITNESS WHEREOF, the Board has unanimously ratified and adopted the foregoing as the Bylaws of this Corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 2004.