

**CONSTITUTION AND BY-LAWS
OF
LIONS CAMP MERRICK, INCORPORATED**

ARTICLE I

ORGANIZATION

1. The name of this organization shall be “Lions Camp Merrick, Incorporated.” The organization may be referred to hereafter as “Camp Merrick.” Any reference to the “Camp” shall be deemed to refer to the physical Camp Merrick and its plant and equipment.
2. The seal of the organization shall be in the form prescribed by law. Camp Merrick will have a logo in the form of an acorn and shall include the authorized Lions emblem of Lions Clubs International.
3. Camp Merrick is a nonprofit corporation supported primarily by the Lions Clubs of District 22-C of the Lions Clubs International. Camp Merrick has been granted an exemption from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code for organizations organized and operated exclusively for charitable, religious and educational purposes.
4. In compliance with the 501(c)(3) exemption, this organization is not organized nor is it operated for the benefit of private interests such as designated individuals, officers of the organization or persons controlled, directly or indirectly, by such private interests.
5. Camp Merrick prohibits discrimination against any person, any member of its Board of Directors, any member of the council, any employee or any applicant for the camp’s services on the basis of (i) political or religious opinion or affiliation, marital status, race, color, creed, or national origin, or (ii) sex or age, except when sex or age constitutes a bonafide occupational or camper qualification or (iii) the physical or mental handicap of a qualified handicapped individual.

ARTICLE II

FISCAL YEAR

The fiscal year of this organization shall commence October 1 and end on September 30 of the following year.

ARTICLE III

PURPOSE

The purposes for which Lions Camp Merrick, Incorporated is formed are as follows:

1. To provide for residential programs and activities that are both educational and fun for diabetic children and for persons who are hearing and visually impaired.
2. To provide financial or other required assistance, as feasible, to those persons with the above disabilities who cannot afford the cost of participating in the camping experience.
3. To provide the Camp to others for purposes similar to the Camp's primary activities, when not required for those activities.

ARTICLE IV

MEMBERSHIP

1. Membership of the organization will be comprised of (i) all Lions appointed by their respective Clubs of District 22-C to the Camp Council; (ii) those persons elected as officers; (iii) those persons elected or appointed to the Board of Directors, and (iv) other Lions and Lionesses who are members of Clubs in good standing with Lions Clubs International, who have agreed to participate in Camp Merrick.
2. Membership may be granted by the Board of Directors to community organizations, especially those organizations that serve the needs of the blind, deaf, hearing impaired or diabetic communities.
3. Members shall be exempt from all dues or assessments.

ARTICLE V

MEETINGS

1. Meetings of Lions Camp Merrick, Incorporated shall be held on the last Thursday of January, March, May, September and October of each year except if the meeting shall fall on a legal holiday. In such event, the Board of Directors shall fix the day but it shall not be more than two (2) weeks from the date fixed by these By-Laws. The Secretary shall notify each member of the time and place of the rescheduled meeting.
2. The presence of at least ten (10) members is required to constitute a quorum to conduct the business of Camp Merrick. If a meeting is adjourned due to the absence of a quorum, a new meeting will be held within two weeks of the adjourned meeting. The Secretary will notify the membership of the time and place of the new meeting.
3. The President may call a special meeting of Camp Merrick when he/she deems it to be in the best interest of the Camp.
4. The President shall cause a special meeting to be called at the request of ten (10) members of the Board of Directors or twenty five (25) members of the Camp Merrick Board and Council. The request for the special meeting must be sent to the President at least twenty-one (21) days before the requested scheduled date.
5. Notices of such meetings shall be sent to the membership at least ten (10) days but not more than twenty-one (21) days before the scheduled date set for the special meeting. The notice shall state the reasons for the meeting, the business to be transacted and the party responsible for calling the meeting. No other business but that specified in the notice of the special meeting may be transacted at the meeting.
6. Robert's Rule of Order, latest edition, shall be the authority for all questions of procedure at any meeting of Camp Merrick.

ARTICLE VI

VOTING

1. Except for the election of officers and directors, voting shall be by voice at all meetings. The election of officers and directors shall be by secret ballot. No proxy vote will be allowed.
2. A secret ballot can be used in lieu of a voice vote at any regular or special meeting if a majority of the membership present so requests.

3. Whenever a ballot vote is used, prior to the commencement of balloting the President shall appoint a committee of three (3) who shall act as “Inspectors of Election”. At the conclusion of the balloting, the inspectors will certify the results in writing to the President and the certified copy will be affixed to the minutes of the meeting.
4. No “Inspector of Election” may be a candidate for the office for which the balloting is being held.

ARTICLE VII

ORDER OF BUSINESS

1. Call to order.
2. Reading of the minutes.
3. Treasurer Report.
4. Reports of the Development/Executive Director.
5. Reports of the Camp Administrator.
6. Reports of the Committees.
7. Reports of Officers.
8. Old and unfinished business.
9. New business.
10. Adjournment.

ARTICLE VIII

LIONS CAMP MERRICK COUNCIL

1. The Council shall be composed of one member from each Lions and Lioness Clubs in District 22-C. Said Council Member shall be elected or appointed by the Club he/she represents and shall hold office until replaced by their Club. Each Club shall also similarly select an alternate to serve only in the absence of the Council Member. The Council may include a member from each of the other four sub-Districts in Multiple District 22 if appointed by their District Governor.

2. The purpose of the Council shall be (i) to elect the Officers and Directors of Lions Camp Merrick, Incorporated, (ii) to advise the Board of Directors, (iii) to act as liaison officers between the Camp and the Clubs, (iv) to amend and adopt the Constitution and By-Laws and (v) to approve the actions of the Board of Directors, as required.
3. Regular meetings of the Council will be held at least three (3) times a year at the call of the President. However, the President may call special meetings of the Council when he/she deems necessary.
4. Notice of all regular and special meetings of the Council shall be given by the Secretary to each Council Member at least ten (10) days before said meeting.
5. A quorum at any meeting of the Council will consist of at least ten (10) members of the Council. Unless otherwise specified, a majority of such quorum shall decide any question presented to the meeting. In the absence of a quorum, a majority of those present shall have the power to adjourn the meeting to a future time.
6. The Nominating Committee shall consist of seven (7) elected members who shall serve until their successors shall have been elected. Each member shall serve a two (2) year term with the exception that at the first election held after the adoption of these By-Laws, four members shall be elected for a two (2) year term and three members shall be elected for a one (1) year term. The Council shall, at its first meeting of each fiscal year, propose at least four (4) or three (3) candidates for the Nominating Committee as necessary to maintain the Nominating Committee at seven (7) members. Prior to the second meeting of each fiscal year, ballots containing the names of the candidates for the Nominating Committee and blanks for write-in candidates shall be printed. Not less than ten (10) days before the second meeting, notices shall be sent to each Council member advising the name and club affiliation of each candidate who has been proposed for the Nominating Committee.

At the Second meeting of the fiscal year, election by secret ballot of the four (4) or three (3) members standing for election to the Nominating Committee shall be held. Those four (4) or three (3) candidates receiving the largest number of votes shall join the members of the Nominating Committee whose terms have not expired and together shall constitute the Nominating Committee.

7. The Nominating Committee shall elect its own chairman after the election of its new members each year and shall at the proper time prepare a slate of candidates for the Board of Directors and for the officers to be elected during the month of May or at any time that a vacancy shall become open during the fiscal year. No one elected to serve on the Nominating Committee shall be eligible to be nominated by the Nominating Committee for the office of Secretary, Treasurer, 1st or 2nd Vice President, President or Director. The slate of candidates shall be sent to the Council Member of each Lions Club in District 22-C and each Officer and Director at least fifteen (15) days prior to the date of the annual selection meeting. Additional nominations may be made from the floor by

a Council Member at the annual election meeting. Voting will be conducted by secret ballot prepared by the Nominating Committee.

8. The annual meeting of the Lions Camp Merrick Council to elect Officers and members of the Board of Directors shall be held each year during the month of May. Candidates shall be elected by majority vote of the Council and the Board.

ARTICLE IX

BOARD OF DIRECTORS

1. The Board of Directors shall have the entire care and management of the property and affairs of Lions Camp Merrick, Incorporated and shall appropriate funds from the Camp's funds from time to time for the operation of the Camp. The following issues after adoption by the Board of Directors shall be submitted to the Council and shall only become effective after adoption by the Council:
 - (a) Any action to remove an elected officer or Director for cause.
 - (b) Any contract binding the Camp for a period in excess of three (3) years.

The Board of Camp Merrick shall consist of the District Governor of District 22-C, six officers (see Article X, paragraph 1), a permanent representative of the Waldorf Lions Foundation and **nine (9) Directors**. The majority of the Board must consist of members in good standing from Lions Clubs in District 22-C. The balance of the Board may be comprised of other Lions in good standing outside of District 22-C and no more that **two** persons from the general public who are friends of Lions Camp Merrick. Directors will be elected for a three-year term. The Directors shall be divided into **three (3)** equal groups corresponding to the year of the expiration of their respective terms.

2. Any member of the Board of Directors may be removed from the Board, if such action is deemed to be in the best interest of the Camp, by a two-thirds (2/3) vote of the Board and the Council. Any Board member, however, who misses three consecutive scheduled Board of Directors meetings for unexplained reasons will be automatically dropped.
3. Each Director shall have one vote and no proxy vote will be accepted.
4. New Officers and Directors shall be installed on or before October 1.
5. Any Officer or Director may resign their office at any time by notice in writing to the President. The President shall immediately refer the vacancy to the Nominating Committee to recommend a replacement to the Board and Council.
6. Meetings of the Board of Directors will be held pursuant to Article V, Sections 1 through 6. The Board of Directors may make such additional rules and regulations governing the conduct of its meetings, as it deems necessary.

7. The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors shall act in the name of the organization only when it shall be regularly convened by its President after due notice to all the directors of such meeting. Competitive bidding shall be required for contracts of five thousand dollars (\$5,000.00) or more in value and shall be approved by the Board with recommendations from the appropriate committee.
8. Board members are prohibited from engaging in any activity, practice or act which conflicts with, or appears to conflict with, the interests of the Camp. Directors must disclose any financial interest or relationship they or their immediate family have with any firm that does business with the Camp, or has requested (or bid) to do business with the Camp. Having disclosed an interest that is not prohibited by law, a Director with said interest may not participate in decision making on any issue that may be construed, or give the appearance of a conflict of interest. Such disclosures should be made promptly to the President. The potential conflict shall be disclosed to the membership prior to any vote on the related issue. The Director with the potential perceived or actual conflict may not vote on such transaction or participate in any deliberation regarding the matter. Any disclosure related to conflict of interest will be noted in the minutes of the meeting where the disclosure is made.
9. The Board of Directors at the first meeting of the fiscal year will review and, if appropriate, approve a balanced budget prepared and submitted by the Budget and Finance Committee.
10. The Board of Directors shall, at the first meeting in the fiscal year, approve an Executive Committee composed of the Officers and five (5) Directors appointed by the President. The President shall serve as Chairman of the Executive Committee.
11. The Executive Committee may exercise all powers of the Board, including the expenditure of money except that the Executive Committee shall not make any expenditure in excess of five thousand dollars (\$5,000.00) without the express authority of the Board of Directors. The Executive Committee shall fix its own rules of procedure, provided they do not conflict with the Constitution and By-Laws of Lions Camp Merrick, Incorporated.
12. Eliminate the above 10 and 11
13. None of the assets of the Camp shall inure to the benefit of or be distributed to its members, officers or other private persons except that the Camp shall be authorized and empowered to pay reasonable compensation for services and make payments and distributions that are in compliance with the rules and regulations governing a 501(c)(3) organization. Members of the Board of Directors shall serve without pay, either in specie or other compensation, provided, however that members of the Board may be reimbursed for their direct expenses incurred in the interest of the Camp.

14. The Executive Committee of The Board of Directors shall annually evaluate the performance of the Development/Executive Director and submit their recommendation to the Board of Directors for approval.
15. The Board of Directors is responsible for policy development and revisions and shall periodically present new policies and revisions of existing policies to the Council for approval.

ARTICLE X

OFFICERS

1. The Officers of Lions Camp Merrick, Inc. shall be elected by the Council and Board of Directors and shall serve for a term of two (2) years or until such time as their successors are elected. The Officer positions are as follows:

President
First Vice President
Second Vice President
Secretary
Treasurer
Immediate Past President

2. The President is responsible for the management of Lions Camp Merrick, Incorporated. and shall ensure that all orders and resolutions of the Board of Directors are carried into effect. He/she shall direct the activities of the Camp so as to assure success in the development and execution of the programs, maintenance of available assets and the Camp's progress and shall represent the Camp along with the Camp's Development/Executive Director in the community. The President shall:
 - (a) Be Chairman of the Board of Directors.
 - (b) Present at each annual meeting of Lions Camp Merrick, Incorporated an annual report of the work of the organization.
 - (c) With the exception of the Nominating Committee, appoint all committees, temporary or permanent. Committee Chairmen will be selected by the President and approved by the Board of Directors.
 - (d) See that books, records, reports and certificates as required by law are properly kept or filed.
 - (e) Be one of the officers who may sign checks or drafts of Camp Merrick.

- (f) Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
 - (g) Appoint to the Board up to twenty (20) non-voting members. Such appointees may be Lions, Lioness' or citizens who are friends of Lions Camp Merrick. These appointees may serve on all committees and do such other duties as the President may direct. Board or Council appointees may chair, at the direction of the President, sub-committees that may be established by the Board of Directors. The President can terminate any appointment at any time.
 - (h) In absence of a Development/Executive Director, the President, on an interim basis, shall be empowered to carryout the responsibilities of the Development/Executive Director or, with Board approval, appoint an interim acting Development/Executive Director.
3. The Vice President(s) in order of their rank, in the absence or disability of the President shall:
- (a) Perform the duties and exercise the powers of the President; and,
 - (b) Have such other powers and performs such other duties that usually pertain to their office, or as required by the Board of Directors.
4. The Secretary shall keep the minutes and records of Lions Camp Merrick, Incorporated in appropriate books and/or data bases and shall:
- (a) File any certificate required by any statute, federal or state.
 - (b) Give and serve all notices to members of the Lions Camp.
 - (c) Be the official custodian of the records and seal of Lions Camp Merrick, Incorporated.
 - (d) Present to the Board of Directors or membership, any communications which shall be addressed to the Secretary of Lions Camp Merrick.
 - (e) Perform such other duties as prescribed by the President or the Board of Directors.
5. The Camp's Development/Executive Director shall provide an Assistant to help the Secretary of the Board with the duties as enumerated above.
6. The Treasurer shall:

- (a) Have the care and custody of all funds and securities of Lions Camp Merrick, Incorporated and deposit the same in the name of Camp Merrick, in such banking institutions as the Board of Directors may designate.
 - (b) Be one of the officers who may sign the checks or drafts of Camp Merrick.
 - (c) At reasonable times, on request exhibit his/her books and accounts to any Officer, Director or Council member.
 - (d) Provide an annual independent audit of the accounts.
 - (e) Exercise all duties incident to the office of Treasurer.
7. The Treasurer and such others as the Board of Directors may designate, are to be bonded in an amount to be established by the Board; the cost of such bond or bonds are to be paid for by Lions Camp Merrick, Incorporated.
8. The President, Treasurer and Development/Executive Director will be authorized signers of the checking account for Lions Camp Merrick, Incorporated. Any checks written for five thousand dollars (\$5,000.00) or more will require two signatures.

ARTICLE XI

DEVELOPMENT/EXECUTIVE DIRECTOR

1. The Board of Directors shall advertise for, interview and hire the Development/Executive Director who shall serve as the Camp's chief operating officer and be responsible to the Board for executing the Camp's policies, administering all facilities and programs and managing the personnel of the camp.
2. As the Camp's chief administrative officer, the Development/Executive Director should have a background and ability in organizational development, institutional management, fiscal management, including the ability to raise funds from grants, fundraising and soliciting donations from individuals and other charitable organizations and legislative interaction and should possess strong communications skills.
3. **The Development/Executive Director shall be a non-voting member of the Board, and all other committees.**

ARTICLE XII

EMPLOYEES

With Board approval, the Development/Executive Director shall hire a Camp Administrator and such other administrative personnel, on either a full-time or part-time basis, as he/she deems necessary for the transaction of the business of the Camp. The compensation for all employees shall be subject to the approval of the Board of Directors. The duties and responsibilities of all employees shall be established by the Development/Executive Director and shall be subject to the approval of the Board of Directors.

ARTICLE XIII

COMMITTEES

1. See Article VIII, sections 6 and 7 regarding the Nominating Committee.
2. The Chairman of all committees (with the exception of the Nominating Committee) shall be appointed by the President and approved by the Board of Directors. Their term of office shall not exceed a period of one year (with the exception of the Nominating Committee) or until reappointed by the President and approved by the Board of Directors. **The President is an ex-officio member of all committees except the Nominating Committee.**
3. The Chairmen of all Standing Committees shall be members of the Board of Directors or of the Council.
4. The Standing Committees shall be:
 - The Executive Committee
 - Building and Maintenance
 - Budget and Finance
 - Board Development
 - Constitution and By-Laws
 - Fund Raising
 - Publicity

ARTICLE XIV

GENERAL

No part of the activities of Lions Camp Merrick, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Camp 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.

Notwithstanding any other provision of these articles, Lions Camp Merrick, Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Revenue Law or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XV

DISSOLUTION

Upon the dissolution of Lions Camp Merrick, Incorporated, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Camp, dispose of all the assets of the Camp, to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as at the time shall qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets shall be referred to the appropriate state Court for final distribution, with distribution limited to such organization(s) as said Court shall determine which are organized and operated exclusively for the purposes in this paragraph enumerated

ARTICLE XVI

INSURANCE

Lions Camp Merrick, Incorporated shall maintain all required insurance necessary to protect any and all assets of the organization together with proper liability insurance equal to amounts set forth by the Board of Directors, or as may be established by law.

ARTICLE XVII

INDEMNIFICATION

Each person who has served as an Officer, Director or employee of Lions Camp Merrick, Incorporated and any volunteer assisting in the operation of the Camp, shall be indemnified by the Lions Camp Merrick, Incorporated against liability and expenses reasonably incurred by

them in connection with any action, suit or by reason of their being an officer or member of the Board, except in relation to matters as to which they shall be finally adjudged in such action not to have acted in good faith and caused such action, suit or proceeding to be brought forth.

ARTICLE XVIII

AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the membership present at a Council meeting.

ARTICLE XIX

NOTICES

All notices may be given by postage prepaid letters deposited with the U.S. Postal Service; or notices may be sent by email if a person has provided the Secretary with his/her email address for the purpose of receiving such notices by email. All notices whether mailed or sent by email shall be given within the time limited specified for such notices.