MD5M LIONS CHILDREN'S CANCER FOUNDATION of MINNESOTA, Inc.

BYLAWS

1. Article I: Name, Jurisdiction, Terms

1.1. The name of this corporation is MD5M Minnesota Lions Children's Cancer Foundation, Inc., hereinafter referred to as "The Foundation."

1.2. The Foundation is under the jurisdiction of the MD5M Minnesota Lions Clubs organization, constitution and bylaws.

2. Article II: Purpose Objectives Composition

2.1. Primary Purpose

2.1.1. To support research by providing funds to the University of Minnesota Masonic Children's Hospital, the University of Minnesota Masonic Cancer Center or such other organizations that engage in research and/or treatment or care of childhood cancer as the Board of Directors may from time to time approve.

2.1.2. To provide services for the support of families of childhood cancer patients, in particular to the siblings of such patients.

2.1.3. To provide services and research for survivors of childhood cancer and their families.

2.1.4. Such other activities not inconsistent with the Articles of Incorporation as the Board of Directors from time to time shall determine.

3. Article III: Members

3.1. The members of this Corporation shall be composed of the Board of Governors of Multiple District 5M, Lions Club International, as duly elected and serving.

3.2. There shall be an annual meeting of members. The exact date, time and location of the meeting shall be determined by the Board of Directors, and notices of such meeting shall be sent to the members (by US Mail or electronic messaging) not less than five (5) days nor more than thirty (30) days prior to the time of the meeting.

3.3. Special meetings of the members may be called as deemed necessary by the Board of Directors or as required by Minnesota law.

3.4. The membership in this Corporation is not transferable or assignable by the member.

3.5. Each member shall have one vote, to be cast by its designated representative, and no member may vote by proxy. Each member shall determine who will be its representative at any meeting of the members.

3.6. A majority of the membership present at any meeting of the members shall constitute a quorum. If a quorum is established at any time during a meeting, the members may continue to conduct business until the meeting is adjourned.

4. Article IV: Board of Directors

4.1. Board members shall consist of no less than one, nor more than two, Lions Club members, in good standing with Lions Clubs International and with the District represented, from each participating district of Lions Multiple District 5M located in whole or in part within the State of Minnesota. Each District Governor after his / her election at the convention shall appoint one Lions member, each year, from his / her district to said Board for a period of two years, commencing in 2019. Except that the District Governors serving on July 1, 2019 may appoint one additional Board member to serve for a term of one year. In the event that the positions of Secretary and Treasurer are occupied by persons who are elected by the Board of Directors but who are not the designated district board members, such persons shall be members of the Board of Directors, and shall serve with one vote per position.

4.2. The Directors shall be responsible to their own districts for liaison between clubs and the Corporation and shall attend zone and club meetings, encourage financial contributions and continually inform clubs and district officers of the progress and status of the associated programs.

4.3. In the event of a vacancy on the Board of Directors, the District Governor of the District of the vacating board member shall select an individual to fill the vacancy and serve the remainder of the term vacated.

4.4. Each director is entitled to one vote on all matters before the Board. There shall be no voting by proxy.

4.4.1. If action is necessary between the meetings of the Board of Directors, the same may be submitted to the Board members electronically and may be approved if at least a majority of all board members shall electronically submit their approval.

4.5. Meetings. The Board shall meet annually for the purpose of organizing the Board, electing officers and transacting such other business as may come before the meeting. Such annual meeting shall be held as soon as practicable after the Membership meeting. Regular meetings of the Board shall be held at such times and places as the Board shall from time to time determine. Meetings may be held at such places within the State of Minnesota as the

Board may from time to time determine. Meetings may be conducted by teleconference or other electronic meeting device for the convenience of the members of the Board.

4.6. Quorum. A majority of the Board of Directors then holding office shall constitute a quorum at any meeting of the Board.

4.7. Compensation. Directors shall receive no compensation for services rendered to the corporation in their capacities as directors and, where applicable, as members of committees of this corporation. Notwithstanding the foregoing, directors may be employed by this corporation and paid reasonable compensation for those services other than their duties as director. In any event, Directors may be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the Board may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, this corporation.

5. Article V: Officers

5.1. Officers. The officers of the Corporation shall be elected by the Board of Directors for a term of one year, or until their successors have been elected and qualified. The officers shall consist of:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer
- Such other officers as the Board of Directors may prescribe

These officers are to be elected annually at the annual organizational meeting of the board and be reported to the next convention of Lions Multiple District 5M. The positions of Chairperson and Vice Chairperson must be elected from the Board members appointed by the respective District Governors to be serving on the Board during the fiscal year for which they are elected. The positions of Secretary and Treasurer need not be selected from the Board members appointed by the respective District Governors. The duties and job descriptions of the officers shall be as determined by the Board of Directors and set out in the Corporation Policy Manual.

5.2. Officer Responsibilities. The Officers are responsible for the successful implementation of the Foundation with the goals as stated above.

5.2.1. **Chair person.**

5.2.1.1. The Chair shall preside over the meetings of the Board of Directors and the Executive Committee and generally supervise the efforts of the other members.

5.2.1.2. The Chair shall keep the MD5M Council of Governors informed of activities.

5.2.1.3. The Chair has no vote, except to break a tie.

5.2.2. **Vice Chairperson**

5.2.2.1. The Vice Chairperson shall preside over the meetings of the Board and Executive Committee in the absence of the Chair and do all such functions as the Chair shall request.

5.2.2.2. At the direction of the Chair, assist as necessary.

5.2.3. **Treasurer**

5.2.3.1. Maintains the Foundation bank account.

5.2.3.1.1. Maintain records of payments and disbursements, receipts and all other financial records.

5.2.3.1.2. Receive all monies and promptly deposit same into the bank approved by the Board.

5.2.3.1.3. Promptly pay out monies only on authority of the Board and with a receipt or written request for payment.

5.2.3.1.4. The Treasurer alone shall have authority to sign all checks in amounts less than $500.00. Checks in excess of $500.00 will require coordination and approval of the Chair or Vice Chair.

5.2.3.1.5. At every meeting, be prepared to give an account of the Foundation balance and how Foundation’s Foundations were managed since the last meeting.

5.2.3.1.6. Submit a quarterly financial statement of all activities and expenditures to the Board.

5.2.3.1.7. Give bond for the faithful discharge of this office in such sum and in such surety as determined by the Board, and paid for by the Foundation.

5.2.3.2. Have an annual audit done by an auditor approved by the Board.

5.2.3.2.1. At a minimum, have the books, accounts and financial operations reviewed annually by an uninterested and licensed auditor, or in its discretion, more frequently.

5.2.3.2.2. The Board or the MD5M Council of Governors can request that all financial and bank materials be presented for review and/or audit, at such time and place as may be reasonable for all parties involved, but giving the Treasurer one week to comply, barring extenuating circumstances.

5.2.4. **Secretary**

5.2.4.1.1. Record meetings.

5.2.4.1.2. Provide members with a written record of meetings.

5.2.4.1.3. Collect amendments to the bylaws and disperse to Board members.

5.2.4.1.4. Coordinate group e-mails for members, if requested.

5.2.4.1.5. Coordinate meeting dates, times and locations.

5.2.4.1.6. Responsible for postal mailings to guests and volunteers.

5.3. **Term Limits**

5.4. The term for members of the Board of Directors will be two years and limited to three terms, six years overall. A break of two years is necessary before returning as a member of the Board of Directors.

5.5. The term is from July 1 to June 30 in accordance with the Lion's year.

5.6. **Meetings**

5.6.1. The Board of Directors should meet quarterly, unless a majority of the members determine that it is necessary to meet more often or less often.

5.6.2. The Secretary coordinates meeting dates, times and locations.

5.6.3. The meetings of the Board of Directors shall be conducted pursuant to Robert's Rules of Order, most recent edition.

6. Article VI: Amendments

6.1. The bylaws may be amended by a two-thirds majority vote of the members of the Board of Directors.

6.2. Proposed Amendments.

6.2.1. Proposed amendments to the bylaws will be submitted to the Board, through the Secretary, in writing, either on paper or via email, at least two weeks prior to the next Committee meeting for consideration, discussion and voting.

6.2.2. Amendments may be adopted by a consensus in writing and signed by all members entitled to vote, which may take the form of e-mail with replied of approval or disapproval noted.

6.2.3. Amendments are approved by a two-thirds vote.

6.2.4. All adopted amendments are effective as soon as they are approved.

7. Article VII: Dissolution

7.1. The members have the authority to dissolve the corporation

7.2. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

8. Article VIII: Conflict of Interest

8.1. **Purpose**. The purpose of the conflict of interest policy is to protect Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.2. **Definitions**.

8.2.1. **Interested Person:** Any director, principal officer or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

8.2.2. **Financial Interest**: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

8.2.2.1. An ownership or investment interest in any entity with which the Foundation has a transaction or Arrangement, or

8.2.2.2. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or

8.2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

8.2.2.4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Executive Board or committee decides that a conflict of interest exists.

8.3. **Procedures**.

8.3.1. **Duty to Disclose**: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement.

8.3.2. **Determining Whether a Conflict of Interest Exists**: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board for or committee members shall decide if a conflict of interest exists.

8.3.3. **Procedures for Addressing the Conflict of Interest**:

8.3.3.1. An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

8.3.3.2. The chairperson of the governing board or committee shall, if appropriate appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

8.3.3.3. After exercising due diligence, the Executive Board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

8.3.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decisions as to whether to enter into the transaction or arrangement.

8.4. **Violation of the Conflict of Interest Policy.**

8.4.1. If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

8.4.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of inters, it shall take appropriate disciplinary and corrective action.

8.5. **Records of Proceedings**: The minutes of the Executive Board and all committees with board delegated powers shall contain:

8.5.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's or committee's decision as to whether a conflict of interest in fact existed.

8.5.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transactions or arrangement, and a record of any votes taken in connection with the proceedings.

8.6. **Compensation**: There are no provisions for members of the Executive Board or committee members to receive compensation for any reason. For this reason, periodic reviews are unnecessary.

8.7. **Annual Statements**: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

8.7.1. Has received a copy of the conflict of interest policy.

8.7.2. Has read and understands the policy.

8.7.3. Has agreed to comply with the policy, and

8.7.4. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9. Article IX: Federal Tax Code Considerations

9.1. The Foundation is organized exclusively for charitable, religions, educational and scientific purpose, 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, or corresponding section of any future federal tax code.

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

9.3. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall
be distributed to the federal government, or to a state or local government, for a public purpose.

9.3.1. Any such assets not so disposed of shall be disposed of by the District Court 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.and

Adopted by the Board of Directors on April 27, 2019.

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Chairperson

ATTEST:

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Secretary