

**BY-LAWS
of the
SEEKONK LIONS CLUB CHARITABLE TRUST, INC.**



The Seekonk Lions Club Charitable Trust, Inc., a Massachusetts non-profit organization, an affiliate of the Seekonk Lions Club.

Incorporated and under the jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

JULY 20, 1998

BY-LAWS

ARTICLE I

Name

Section A. The name of this organization shall be the Seekonk Lions Club Charitable Trust, Inc (hereinafter referred to as the “Trust”). This organization is an affiliate of the Seekonk Lions Club (hereinafter referred to as the “Club”) chartered by, and under the jurisdiction of, The International Association of Lions Clubs (hereinafter referred to as the “Association”).

ARTICLE II

Purposes

Section A. The Trust is a non-profit corporation formed and organized under the laws of the Commonwealth of Massachusetts for charitable and educational purposes, including 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. All Trust activities are for the financial benefit of the Trust. However, fund raising activities shall be sanctioned, sponsored and promoted, in fact and in spirit, as Seekonk Lions Club functions.

Section B. The purpose of the Trust as set forth in its Articles of Organization shall be as follows: to solicit, collect and otherwise raise money for charitable purposes; to contribute, disburse and otherwise dispose of the same for such purposes either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the local community, all of which shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

Section C. The Trust has not been formed for pecuniary or financial gain. Its purpose is consistent and does not conflict with the Association’s goals and activities, and no part of the assets, income or profit of the Trust shall be distributable to or inure to the benefit of its officers, directors or members. No part of the activities of the Trust shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Trust shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Trust shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

Section D. Upon the dissolution of the Trust, 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, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the organization is located, exclusively for such purposes or to such an organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE III
Membership**

Section A. Subject to the provisions of Section B hereinafter, any person of legal majority and good moral character and good reputation in his community, may be granted membership in the Lions Club. Such member shall automatically be a member of the Trust.

Section B. Membership categories, status and voting privileges in the Trust shall be the same as those in ARTICLE III of the Club and summarized as follows:

<u>Category</u>	<u>Voting Privilege</u>	<u>Office Holder</u>
(1) ACTIVE	Yes	Yes
(2) MEMBER-AT-LARGE	Yes	Yes
(3) HONORARY	No	No
(4) PRIVILEGED	Yes	No
(5) LIFE MEMBER	Yes	Yes
(6) ASSOCIATE MEMBER	Yes	No
(7) AFFILIATE MEMBER	Yes	No

**ARTICLE IV
Fees and Dues**

There shall be no fees or dues payable by any member.

**ARTICLE V
Resignations**

Any member of the Trust may resign by resigning from the Club.

**ARTICLE VI
Forfeiture of Membership**

Forfeiture of membership from the Trust shall be the same as that in ARTICLE VI of the Club.

**ARTICLE VII
Officers**

Section A. The officers of the Trust shall be a president, two vice presidents, secretary/clerk, treasurer and finance officer, all of which shall be under the supervision and direction of the board of directors. These offices and officer holders shall in fact be their counterparts in the Club.

Section B. The duties of the officers of the Trust shall be as follows:

- (1) PRESIDENT: He shall be the chairman of the board of directors; preside at all meetings of the board of directors and the Trust and issue the call for regular and

special meetings of the board of directors and the Trust. In the event it becomes necessary to appoint a temporary secretary/clerk, treasurer or finance officer, the president may do so.

- (2) VICE-PRESIDENTS: There shall be two vice-presidents designated as first and second. If the president is unable to perform the duties of his office for any reason, the vice president next in rank shall occupy his position and perform his duties with the same authority as the president.
- (3) SECRETARY/CLERK: He shall attend all meetings of the Trust and of the board of directors, keep a record of the proceedings of said meetings and give notices of all meetings of members and of the board of directors to all members. He shall also be the custodian of the corporate seal and shall have the power to affix and attest to the same on documents.
- (4) TREASURER: He shall have general charge of the financial affairs of the Trust and shall cause to be kept accurate books of account. He shall have custody of all funds, securities and valuable documents of the Trust, and shall have the power to deposit funds of the Trust in depositories selected in accordance with these By-Laws, except as the directors may otherwise provide. The treasurer shall also have the power to disburse such funds as ordered by the board of directors, to make proper account of such funds and to render as required by the board of directors statements of all such transactions and of the financial condition of the Trust and its subtrusts.
- (5) FINANCE OFFICER: He shall, at the discretion of the board of directors, carry out any of the above duties of the treasurer.

ARTICLE VIII

Board of Directors

The individuals and board positions constituting the board of directors of the Trust shall be the same individuals and board positions which are the board of directors of the Club.

Section A. The business and policy of the Trust shall be managed by a board of directors which may exercise all the powers of the Trust except as otherwise provided by law, the Articles of Organization or the Trust By-Laws.

Section B. The Trust board of directors meetings shall be held in conjunction with Club board of directors meetings.

Section C. Special meetings of the board of directors shall be held when called by the president and shall be called by the president when requested by five (5) or more members of the board of directors, at such time and place determined by the person or body requesting the same.

Section D. The presence in person of six (6) of its members shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a

majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

Section E. Duties and Powers: In addition to those duties and powers, expressed or implied, or set forth elsewhere in these By-Laws, the board of directors shall have the following duties and powers:

- (1) All business and policies of the Trust shall be considered, shaped and approved by the board of directors of the Trust. The board shall be responsible for the execution of the policies approved by the Trust.
- (2) It shall authorize all expenditures which are consistent with the business and policy authorized by the Trust.
- (3) It shall have power to modify, override or rescind the action of any officer of the Trust.
- (4) It may have the books, accounts and operations of the Trust audited at its discretion, and may require an accounting of the handling of any Trust fund by any entity, committee or person. Any member of the Trust in good standing may inspect such audit or accounting upon request at a reasonable time and place.
- (5) It shall appoint a bank(s) or brokerage house(s) for the deposit or investment of Trust funds.
- (6) At its option, it may appoint a surety for the bonding of any officer of the Trust.
- (7) The board may promulgate such rules and regulations (prospective or retrospective) as it deems necessary for the management, administration and affiliation of the subfunds of the Trust and for the Trust itself.

ARTICLE IX Elections

There are no elections.

ARTICLE X Vacancies

In the event of a vacancy in the board of directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full board until the vacancy is filled. Vacancies in the Trust shall be filled in accordance with ARTICLE X of the Club.

ARTICLE XI
Meetings

Section A. Regular meetings of the Trust may be held at a time and place recommended by the board of directors, and approved by the Trust. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in these By-Laws, notice of regular meetings shall be given in such manner as the board of directors deems proper.

Section B. Special meetings of the Trust may be called by the president, at his discretion, and shall be called by the president when requested by five (5) or more members of the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of the Trust, by mail or personal delivery, at least ten (10) days prior to the date thereof.

Section C. An annual meeting of the Trust 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.

Section D. The presence in person of one third (1/3) of the members in good standing shall be necessary for a quorum at any meeting of the Trust.

Section E. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire Trust.

ARTICLE XII
Emblem, Colors, Fiscal Year

Section A. The emblem and colors of the Trust shall be the same as the emblem and colors of the Association and the Club.

Section B. The fiscal year of the Trust shall be July 1 through June 30.

ARTICLE XIII
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ARTICLE XIV
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ARTICLE XV
Parliamentary Practices

Except as otherwise specifically provided in these By-Laws, all questions of order or procedure with respect to any meeting or action of the Trust, its board of directors or any committee appointed hereunder shall be determined in accordance with Robert's Rules of Order, as revised.

ARTICLE XVI
Dispute Resolution
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ARTICLE XVII
Amendments

Section A. These By-Laws may be amended at any regular or special meeting of the Trust, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided the board has previously considered the merits of the amendments.

Section B. No amendment shall be put to vote, unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each member at least fourteen (14) days prior to the meeting at which the vote on the proposed amendment is to be taken.

ARTICLE XVIII
Indemnification

Section A. The Trust shall, to the fullest extent permitted by the applicable provisions of the Massachusetts General Laws, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Trust, or is or was serving, or has agreed to serve, at the request of the Trust, as a director or officer of, or in a similar capacity with, another organization or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, unless such person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Trust.

Section B. Notwithstanding the foregoing paragraph, in the event that a pending or threatened action, suit or proceeding is compromised or settled in a manner which imposes any liability or obligation upon any person in a matter for which person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, pursuant to Section D below, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that his action was in the best interests of the Trust.

Section C. Indemnification may include payment by the Trust of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification hereunder, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

Section D. Any determination of whether a person is entitled to indemnification hereunder shall be made by: (a) a majority vote of a quorum of the directors of the Trust consisting of persons who are not at that time parties to the action, suit or proceeding in question (“disinterested directors”); (b) if no such quorum is obtainable, a majority vote of a committee of two or more disinterested directors; or (c) a majority vote of a quorum of the outstanding members of the Trust, which quorum shall consist of members who are not at that time parties to the action, suit or proceeding in question; or (d) independent legal counsel (who may be regular legal counsel to the Trust) appointed for such purpose by vote of the directors in the manner specified in clause (a) or (b) above; or (e) a court of competent jurisdiction.

Section E. The Trust shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the Trust.

Section F. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of the members or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Trust may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the Trust or other persons serving the Trust and such rights may be equivalent to, or greater or less than, those set forth in this Section.

ARTICLE XIX

Miscellaneous Provisions

Section A. Execution of Instruments and Evidence of Authority. All deeds, leases, transfers, contracts, agreements, bonds, checks, notes and other obligations authorized to be executed by an officer of the Trust in its behalf shall be signed by the treasurer except as the directors may generally or in particular cases otherwise determine. A certificate by the secretary/clerk as to any action taken by the members, board of directors or any officer shall be conclusive evidence of such action.

Section B. Voting of Securities. The board of directors may appoint any person to act as attorney in fact for this Trust to exercise the voting privileges regarding the securities held by this Trust.

Section C. Trust Records. The original or attested copies of the Articles of Organization, By-Laws and records of all meetings of the incorporators and members, which shall contain the names of all members and the record address of each, shall be kept in Massachusetts at the principal office of the Trust, or at an office of its secretary/clerk. These copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any member for any purpose, but not to secure a list of members for the purpose of selling the list or copies of the list or of using the list for a purpose other than in the interest of the applicant, as a member, relative to the affairs of Trust.

Section D. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to be to the Articles of Organization of the Trust, as amended and in effect from time to time.

Section E. Severability. Any determination that any provision of these By-Laws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these By-Laws.

Section F. Pronouns. Wherever the male gender or pronoun presently appears in these By-Laws, it shall be interpreted to mean both male and female persons.

Section G. The Trust shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of the Trust.

Section H. No officer or member of the Trust shall use his membership as a means of furthering any personal, political, or other aspiration, nor shall the Trust, as a whole, take part in any movement not in keeping with its purposes and objects.

Section I. No funds shall be solicited from members of the Trust during meetings by any individual or individuals who are not members of the Trust. Any suggestion or proposition made at any meeting of the Trust calling for the expenditure of money for other than the regular obligations shall be referred to the board of directors.

Section J

- (1) 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 his judgment to implement Trust objectives.
- (2) The president shall be an ex-officio member of all committees.
- (3) All committees shall consist of a chairman and, subject to Section J(1) above, as many members as shall be considered necessary by the president.
- (4) Each committee, through its chairman, shall report, either verbally or in writing, when requested by the board of directors. Each chairman must give a written financial accounting no later than thirty (30) days after the event.
- (5) All problems pertaining to either administrative or activity matters shall be referred to the board of directors for resolution.

Section K. Wherever member notification is mentioned, such as prior notice, written notice, mailed notice, duly noticed or personal notice, it shall be permissible to use US Mail, Fax or Email

Section L. These By-Laws, originally enacted on July 20, 1998, are amended as of July 1, 2002 and October 24, 2012.