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ELECTIONS / LICENSING
SECRETARY OF STATE

**RESTATED ARTICLES OF INCORPORATION AND BY-LAWS, AS
AMENDED, OF THE COLORADO LIONS FOUNDATION**

KNOW ALL MEN BY THESE PRESENTS, that we, LANCE BALDING President and JACK BECKFIELD Secretary, being desirous of restating the Articles of Incorporation of the Colorado Lions Foundation, do hereby make, sign and acknowledge this Restated Articles of Incorporation, as amended, of the Colorado Lions Foundation, which non-profit corporation was originally incorporated by FRANK S. ROSE, whose address was #6, Mahogany Building, Grand Junction, Colorado; M.H. MORGAN, whose address was Eagle, Colorado; and GEORGE S. WINTERS, Fremont County Bank, Canon City, Colorado, which non-profit corporation was filed in the Colorado Secretary of State's office on November 27, 1957, in the original name, Colorado Lions Foundation, which name remains unchanged, which Restated Articles of Incorporation contain amendments, and which Restated Articles of Incorporation, as are correctly set forth herein and which Restated Articles of Incorporation, as amended, have been duly adopted, as required by law, and supersede the original Articles of Incorporation and all amendments thereto, which Restated Articles of Incorporation, as amended, were adopted at a meeting of the membership, duly called and notice thereof duly given as required by law and the By-Laws of the corporation at which meeting a quorum was present and that such Restated Articles of Incorporation, as amended, received at least two-thirds of the vote, which members present at the meeting were entitled to cast.

ARTICLE I

The name or title by which the corporation shall be known in law is: "COLORADO LIONS FOUNDATION."

ARTICLE II

The particular business and objects for which this nonprofit corporation is now organized are as follows:

1. Said corporation is organized exclusively for charitable, educational, patriotic, athletic, literacy and cultural 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 1954 or corresponding provisions of any future United States Internal Revenue Law.

2. To receive and maintain a fund or funds and to apply the principal and income thereof and any other property or funds of the corporation exclusively for charitable purposes, in the discretion of the Trustees of the corporation as most effectively assists, encourages and promotes the general well-being of the human race.

provided, however, the corporation shall never have to exercise any objects or purposes except such as shall in law be deemed charitable.

3. To purchase, receive, lease, take by gift, devise or bequest or otherwise deal in and with real property or personal property or any interest therein, wherever situated, either absolute or in trust for purposes herein enumerated, without limitation as to the amount of value thereof, and, while Owner thereof, to exercise and enjoy all the rights, powers, and privileges of ownership to the same extent as a natural person might or could do; to mortgage, pledge, lease, exchange, assign, sell, transfer, convey or dispose of all or any part of such property; to lend money for its corporate purposes, invest, and re-invest its funds, either principal or income, in any securities or property of whatsoever character deemed proper by its Trustees for such investments; and, generally, to employ, donate and expend the property and funds of the corporation for the purposes herein specified.

4. To make, enter into and perform contracts of every kind and description, necessary, advisable or expedient in carrying out the purposes of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state or federal government.

5. The purposes specified herein shall be construed both as purposes and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers should not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of this nonprofit Corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed; provided, however, such purposes and powers shall be confined to these general purposes and powers as provided under Colorado Revised Statutes of 1963, Chapter 31, as amended by Article 24 or corresponding provisions of any future Colorado Revised Statutes, and only as authorized by the 1954 Internal Revenue Code, United States of America, Section 501(c)(3) or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Trustees, 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 to furtherance of the purposes set forth in Article II hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting (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 corporation 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 1954, or the corresponding provisions of any future United States Internal Revenue law or,

B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue law.

2. The Trustees shall not, without a prior affirmative vote of a majority of the voting members of the corporation at an annual or special meeting of the membership duly called and notice thereof duly given;

A. borrow in excess of \$10,000 of new financing (not including renewals or extension of financing existing at the time of adoption hereof.)

B. mortgage, pledge or give a trust deed or security interest in any assets of the corporation, except for the giving of a purchase money security interest in goods.

C. sell, contract to sell, or grant an option to purchase, exchange or otherwise dispose of real property owned by the corporation.

D. make, or deliver any surety or indemnity bond or any guarantee or other agreement to answer for the debt or obligation of another, or endorse any note, or act as accommodation party, for any person or company.

ARTICLE IV

Upon dissolution of the corporation, the Board of Trustees shall after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

ARTICLE V

1. The number of Trustees who shall conduct and manage the business and affairs of the corporation shall be one from each District of Multiple District 6 and one at large, or with as many as the By-Laws provide.

2. The Trustees shall serve for a term of three years. No Trustee shall serve more than two consecutive terms.

3. No Trustee of the corporation shall receive any pecuniary profit from the corporation or its operation; no member of the corporation shall receive any pecuniary profit from the corporation or its operation except reasonable compensation for services performed in effecting one or more of its purposes or as a proper beneficiary of its strictly charitable purposes.

ARTICLE VI

1. Qualifications for membership in the corporation shall be set forth in its By-Laws, which shall describe the powers and duties of the Trustees and elected officers of the corporation.

2. This non-profit corporation shall not have and shall not issue shares of stock.

ARTICLE VII

1. The corporation shall have one or more offices to conduct and carry on its business at any place in the State of Colorado as may be determined by its Trustees; but unless and until otherwise determined, the principal office shall be kept within a radius of thirty (30) miles of the Capital of the State of Colorado.

ARTICLE VIII

The non-profit corporation elects to accept Article 20 through 29, inclusive, of the Colorado Non-Profit Corporation Act, Colorado Revised Statutes 1973 7-20-101 or any corresponding provisions of any future Colorado Revised Statutes.

ARTICLE IX

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Colorado governing non-profit corporations, as they now exist or as they may subsequently be amended or supplemented.

The Trustees shall have the power to make, alter, amend or repeal the By-Laws so made, but any By-Laws so made, may be altered, amended or repealed by the affirmative vote of two-thirds of the members having voting rights at any annual or special meeting.

IN WITNESS WHEREOF, we, _____, President of the Colorado Lions Foundation and _____, Secretary of the Colorado Lions Foundation, a Colorado Non-Profit Corporation, have hereunto set our hands and seals this _____ day of _____ A.D. 2006.

BY-LAWS
OF
COLORADO LIONS FOUNDATION

ARTICLE I – MEMBERSHIP

Section 1. There shall be two (2) kinds of members:

- A. Voting member eligible to hold office. This includes only all active members in good standing of a Lions Club of Colorado (Multiple District 6).
- B. **Contributing members, including individuals, groups, associations, etc., holding an** interest in the work and objectives of Lionism and making a donation. This category of membership is not eligible to vote or hold office. Colorado Lions may at their desire become contributing members by making donations.

ARTICLE II – OFFICERS

Section 1. The principal office of the corporation, for financial purposes, shall be kept and maintained at the Colorado Lions Foundations, Treasurers residence, (See Lions Clubs Multiple District 6 Colorado Directory for address). The corporation will maintain P.O. Box 6305, Located at 1550 Dayton Street, Aurora, Colorado 80010 for all other purposes.

Section 2. The corporation may also maintain offices at such other places within the State of Colorado as the Board of Trustees from time to time determine.

ARTICLE III – CORPORATE MEETINGS

Section 1. All annual meetings of the corporation shall be held as close to the second weekend of June as possible, and at a place selected by the Trustees. Notice of such meetings must be made to the membership at least thirty (30) days in advance of such annual meeting.

Section 2. Special meetings of the members may be called at any time by resolution of the Board of Trustees or upon request in writing filed with the Secretary of the corporation and signed by any twenty-five (25) members of the corporation, which request shall state the purpose, or purposes of the proposed meeting, provided, however, that the business transacted at all special meetings be confined to the objects stated in the call.

Section 3. A quorum at any meeting shall consist of not less than fifty (50) members representing at least five (5) clubs in good standing and a majority of the districts, except when otherwise provided by statute. A roll call must be completed to identify a quorum.

Section 4. Notice of all meetings of the corporation, annual or special, stating the time and place of the meeting and in the case of special meetings, the purpose thereof, shall be mailed to all club secretaries at least thirty (30) days immediately preceding the day on which such meeting is to be held.

Section 5. The President of the corporation shall preside at all meetings, unless unable to attend, in which event the Vice-President shall serve. In the absence of both the President and Vice-President, any member of the Board of Trustee may preside at the meeting. The Secretary of the corporation shall act as secretary at all meeting. In the event of the absence or inability of the Secretary to serve, the President, or other presiding officer, shall appoint an acting secretary.

Section 6. At all meetings of the corporation, each member present shall be entitled to one vote. Proxies shall not be allowed except in those cases where the laws of the State of Colorado may require a greater number than a majority of the members to transact the particular business than presented to the corporation in which event, voting by written proxy shall be allowed.

Section 7. If a quorum be not present at any meeting of the corporation, annual or special, a majority of the members present may adjourn the meeting from time to time without notice, other than the announcement at the meeting, until a quorum shall be present. In such case, the adjourned meeting at which a quorum shall be present may transact any business that might have been transacted at the meeting as originally called.

ARTICLE IV – TRUSTEES

Section 1. The management of all affairs, interest and property of the corporation shall be vested in a board of trustees consisting of one from each District of Multiple District 6 and one at large, each of whom shall be a voting member of the corporation.

In 1992 a trustee shall be elected from District 6-W and one from Multiple District 6 at large. In 1993 a Trustee shall be elected from District 6-SE and one from District 6-C. In 1994 a Trustee shall be elected from District 6-NE.

Section 2. Trustee candidates for election shall have the following qualifications.

- A. He is a member in good standing of a chartered Lions Club in his district, which is in good standing and
- B. He shall have the support of the majority of the members of his club. As evidence thereof, the secretary of his club shall submit with the club's written nomination, a certified copy of the candidate's qualifications and of the resolution adopted by his club, and
- C. He shall serve for a full term either as President or Secretary or shall have served as a member of the club's Board of Director for at least two (2) years, or
- D. He shall have served either as a Zone Chairman, Region Chairman, 1st or 2nd Vice District Governor, District Governor, or Cabinet Secretary of a district for a full term.

Notice of nomination of all candidates for election to the position of trustee shall be received by the Foundation Secretary prior to thirty (30) days before the District and Multiple District convention in which he is seeking election.

Section 3. Vacancies on the Board of Trustees will be filled by the Governor of the district vacated.

Section 4. The first meeting of each year shall be held as soon as may be practical following the annual meeting of the members of the corporation. At this meeting, the Board of Trustees shall elect a President, Vice-President, Secretary or Treasurer from the current Board of Trustees.

Section 5. Notice of all meetings of the Board of Trustees, regular or special, stating the time and place thereof, and in the case of special meetings, the object thereof, may be given by depositing in the United States mail not less than ten (10) days prior to the time of said meeting a written notice of such meeting to each Trustee at such address as appears on the books of the Secretary of the corporation, or by telephone or telegraph not less than forty-eight (48) hours prior to the time of said meeting; provided, however that notice of all special meetings called by three (3) or more Trustees, as above provided, shall be given only by mail.

Section 6. At any meeting of the Board of Trustees, three (3) Trustees shall constitute a quorum for the transaction of any business whatsoever. An affirmative vote of three Trustees present at any meeting at which a quorum is present will decide any matter brought before the meeting, unless a different majority is prescribed by the by-laws of the corporation.

Section 7. If a quorum be not present at any meeting, regular or special, of the Board of Trustees, a majority of the members of the Board present may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present. In such case, the adjourned meeting in which a quorum is present may transact any business that might have been transacted at the meeting as originally called.

Section 8. Voting for officers of the corporation shall be by ballot. Except when voting for officers, a ballot need not be used. Each Trustee shall have one (1) vote. No proxies are allowed.

Section 9. The President of the corporation shall preside at all meetings of the Board of Trustees, unless unable to attend, in which event, the Vice-President shall serve. In the absence of the President and Vice-President, the Trustees present shall choose one of their numbers to preside at the meeting. The Secretary shall act as secretary of all meetings of the Board of Trustees. In the event of the inability of the Secretary to serve, the President, or other presiding officer, shall appoint an acting secretary.

Section 10. The term of office of Trustees elected by members of the Foundation is three (3) years. No Trustee may be elected to more than two (2) consecutive three (3) year terms.

ARTICLE V – OFFICERS

Section 1. The President shall preside at all meetings of the corporation and of the Board of Trustees. He shall be the chief executive officer of the corporation and shall have, subject to the control of the board of Trustees, general supervision over the affairs of the corporation. He shall perform all duties incident to his office, and in addition, such duties as

may be assigned him by the Board of Trustees, and represent the Foundation at State Council meetings.

Section 2. The Vice-President shall exercise all duties of the President in his absence or in case he is for any other reason unable to at, and shall perform such other duties as may be properly assigned to him by the Board of Trustees or the President.

Section 3. The Secretary shall be responsible for the proper publication of notice of all meetings of the corporation, of the Board of Trustees, and shall keep the minutes of all meetings. He shall have custody of the corporate seal and shall affix and attest the same with his signature to all documents requiring the seal and attestation of the Secretary. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall perform such other duties as are properly assigned to him by the Board of Trustees.

Section 4-A. The Treasurer shall have charge and custody of the books, records, funds and securities of the corporation, keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by these By-Laws or by the Board of Trustees. He shall, in general, perform all the duties incident to the office of the Treasurer subject to the control of the Board of Trustees and shall perform such other duties as are properly assigned to him by the Board of Trustees. His books shall be opened at all normal times to the inspection of any officer or Trustee of the corporation and also to members of the corporation.

Section 4-B. The Treasurer shall, as soon as may be convenient after his election, furnish a fidelity bond in such amount as may be required by the Board of Trustees. The cost of this fidelity bond shall be paid by the Colorado Lions Foundation.

Section 5. The Board of Trustee may appoint an assistant Secretary, or assistant Secretary-Treasurer or assistant Treasurer, who shall have such powers and perform such duties as may be assigned to him or her by the Board of Trustees. As soon as may be convenient, following the appointment, the individual shall furnish a fidelity bond in such amount as may be required by the Board of Trustees.

Section 6. In case of the absence or inability to serve of any officer of the corporation and of any person authorized herein to serve in his place, the Board of Trustees may designate any of their number to act in the place of the disabled or absent officer.

Section 7. Vacancies in any office, arising from any cause, shall be filled as soon as can be by the Board of Trustees at any meeting of the Board, regular or special.

Section 8. Any officer of the corporation may be removed from office by a two-thirds (2/3) vote of the entire Board of Trustees at any meeting of the Board, regular or special.

ARTICLE VI – SEAL

Section 1. The corporation shall have a corporate seal of which the following is an impression, "Colorado Lions Foundation," which seal shall be in the custody of the Secretary.

ARTICLE VII – WRITTEN INSTRUMENTS

Section 1. All promissory notes or other evidences of indebtedness, contracts, deeds, conveyances, and other instruments in writing of the corporation shall be signed by the President, or Vice-President of the corporation and shall be attested by the Secretary or assistant Secretary of the corporation.

ARTICLE VIII – FINANCE

Section 1. The corporation shall operate on a calendar year.

Section 2. No payment of money except normal operating expenses, or transfer of any security shall be made unless and until such proposed payment or transfer shall first have been submitted to, and received the approval of a majority of the Board of Trustees.

Section 3. All monies, securities and other valuable effects of the corporation shall be deposited in the name and to the creditor of the corporation in any depositor in the State of Colorado as may be designated by the Board of Trustees.

Section 4. No member of the corporation shall be entitled to or have any interest in the assets of the corporation or any right to share in the distribution thereof. In the event of the dissolution of the corporation, its then net assets shall be paid and delivered over to such charitable agency, or agencies, as the Board of Trustees may designate in its sole discretion.

Section 5. There shall be established within the Colorado Lions Foundation a perpetual Trust Fund consisting of restricted and unrestricted funds. The monies designated for the Trust Fund will be deposited in such a manner as to safeguard the principal of the Funds. Only the interest earned from the fund may be used to support programs as designated by the Board of Trustees.

Section 6. There shall be established within the Colorado Lions Foundation a CLF Endowment Fund to be known as the CLF Schuyler Educational Endowment Fund, Here after shall be referred to as the CLF Scholarship Fund. The CLF Scholarship Fund is to be a permanent fund and will be in addition to and separate from any other Trust Fund or Trust Fund account. Monies received by gift or otherw³, into the CLF Scholarship Fund will be deposited in such a manner as to safeguard the principal of the CLF Scholarship Fund. Only the interest earned from the CLF Scholarship Fund may be used to support Four Scholarships to be awarded as part of the endowment and scholarship program. However, an individual donor may request that a donation of monies, by gift or otherwise, be specifically designated as a one-time donation for one or more scholarships by that donor, whether through an individual or formal entity.

In order to maintain and award scholarships each year, as funds become available, the candidates for the scholarship must be sponsored by a member in good standing of a chartered Lions Club or a chartered Lions Club itself. As funds become available, the scholarships will be awarded each year at the Colorado Lions State Convention.

For purpose of awarding the scholarships, an endowment committee shall be established. The endowment Committee shall consist of eight (8) members who shall report

to the Board of Trustees. There shall be two (2) members from each District in MD – 6, each member serving staggered, one, two and three year terms. Two (2) members will serve one (1) year terms; two (2) members will serve two (2) year terms; and two (2) members will serve (3) year terms.

All fund-raising expenses will be paid for from the Operating Fund of the Foundation in order that all monies designated for the Trust Fund will be used to increase the principal.

ARTICLE IX – RULES OF AUDIT

Colorado Lions Foundation reimbursement will be for one (1) days maximum, unless specifically authorized otherwise. Rule of Audit may be modified at the discretion of the sitting Colorado Lions Foundation board with a majority vote.

BOARD MEMBERS (Effective August, 20114)

Complete Rules of Audit applies when attending Board meetings and annual report at MD6 Convention.

Application for payment must be submitted within two (2) weeks after the meeting.

ARTICLE X – AMENDMENTS

Section 1. These By-Laws may be altered or amended by the affirmative vote of a majority of the trustees at any meeting of the Board of Trustees, regular or special at which a quorum is present, provided that the alteration or amendment or the substance thereof shall first have been mailed to each Trustee at least seven (7) days prior to the date of said meeting, and further provided that no alteration or amendment shall be considered legal or valid without the approval of said alteration or amendment by a simple majority vote of the voting members of the Foundation at the next annual corporate meeting, the members have been notified of the proposed change thirty (30) days prior to meeting date through the official publication of Multiple District 6 Lions of Colorado and/or by notification of the President of each Lions Club in Multiple District 6 by mail at least 30 days prior to the Annual Meeting. The postmark of the notification or records of mailing shall be considered the date of notification.

IN WITNESS WHEREOF, we _____ President of the Colorado Lions Foundation and _____ Secretary of the Colorado Lions Foundation, a Colorado Non-Profit Corporation, have hereunto set our hands and seals this _____ day of _____ A.D. 2016.

CLF President

CLF Secretary