

IDAHO LIONS SIGHT & HEARING FOUNDATION BY-LAWS

ARTICLE I

SECTION 1. OBJECTIVES:

Foundation is an arm of Multiple District 39, Lions clubs International and Its establishment and continuance have been and shall continue to be consistent with the objectives of Multiple District 39, Lions Clubs International.

SECTION 2. ACTIVITIES.

Foundation shall engage only in those sight & Hearing conservation activities beyond the normal capabilities of the individual Lions Clubs within Multiple District 39.

SECTION 3. MEETINGS:

All meetings of the Foundation shall be open to any member in good standing of a Lions club of Lions International,

ARTICLE II

SECTION 1. ELIGIBILITY:

All members in good standing of each Lions Club in Multiple District 39 shall be members of the Foundation.

Honorary membership may be conferred on any person who have distinguished themselves in or made exceptional contributions or achievements in the field of sight and hearing conservation, by action of the membership at the annual general meeting of the Foundation.

SECTION 2. VOTING RIGHTS:

Voting on all matters requiring a vote, brought before the membership at the Annual Meeting, shall be by general consent.

SECTION 3. TERMINATION OF MEMBERSHIP:

The Board of Trustees, by an affirmative vote of two-thirds of the Trustees present at a regular or special meeting, may suspend or expel a member for cause after an appropriate hearing. Membership shall automatically terminate when any member ceases to be a member in good standing of a Lions Club within Multiple District 39.

SECTION 4. RESIGNATION:

Any member may resign by filing a written resignation with the secretary/Treasurer.

SECTION 5. REINSTATEMENT:

Upon written request by a former member of the Foundation, filed with the Secretary/Treasurer, the Trustees may by the affirmative vote of two-thirds of the Trustees present at any regular or special meeting, reinstate such former member to membership upon such terms as the Board might deem appropriate.

SECTION 6. TRANSFER:

Membership in the Foundation is not transferable or assignable.

ARTICLE III

MEETINGS

SECTION 1. ANNUAL MEETING:

A. The Annual General Membership Meeting of the members of this Foundation for the transaction to such business as may properly come before the meeting, shall be held each year at the same time and place concurrent with the Annual Convention of Multiple District 39 of the International Association of Lions Clubs.

B. The officers of this Foundation shall be the officers presiding at such general membership meetings

C. All matters brought before the Annual Meeting of the membership of the Foundation, requiring a vote, shall be by general consent. In the event of an objection the voting shall be conducted by a show of hands of the membership present.

#### SECTION 2. BOARD MEETING:

A. The Annual Meeting of the Board of Trustees of the Foundation shall be held within ninety (90) days immediately following the Annual Convention of the Multiple District 39. The president shall designate time and place of the Annual Meeting and shall so notify Trustees, officers and Standing Committee Chairmen at least ten days prior to the date of the Annual Meeting.

B. Other meetings of the Trustees may be held at any time upon call of the president or by a majority of the Trustees, providing, notice is given at least ten days prior to the date of such meeting. The president shall designate the time and place of all special meetings.

C. A quorum at any annual meeting or special meeting shall be a majority of the members of the Board of Trustees.

#### ARTICLE IV MANAGEMENT

##### SECTION 1. BOARD OF TRUSTEES:

A. The management of this Foundation shall be by a Board of Trustees which shall be comprised of twelve Trustees. Six Trustees shall come from each of the two Sub-Districts within Multiple District 39 and shall be duly elected at the Annual Convention of Multiple District 39, Lions International. Reasonable effort will be made to include on the Board of Trustees, an Ophthalmologist and an Optometrist.

B. Each Region of each sub-District shall be entitled to have two Lions on the Board of Trustees.

C. Each Trustee shall have one vote on each matter being considered by the Board of Trustees.

D. Each District Governor then elected shall be an ex-officio member the Board of Trustees having all rights and privileges as a regular member of the Board of Trustees.

E. The President and Vice-President shall be responsible to see that other Trustees within that Sub-District carry out their assigned duties.

F. Each Trustee shall serve as the Representative of the Foundation to the Lions Clubs in the Zone to which the Trustee is assigned.

G. It shall be the duty of the Trustees to visit each club within their assigned Zone at least once every year. The purpose of this it shall be to foster greater understanding of the Foundation and determine ways that the Foundation can better serve the needs of the individual Lions Clubs and Lions.

The Trustees from each Sub-District shall meet twice yearly, in August and February, with the Sub-District sight & Hearing Committee Chairman and the District Governor or the respective Sub-Districts. The purpose of this meeting, which will be called by the President or Vice-President of the respective Sub-District, is to mutually exchange programs, ideas and plans to better promote an integrated program of sight and hearing activities within the Sub-Districts.

##### SECTION 2. ELECTION, APPOINTMENT OR REMOVAL OF TRUSTEES.

A. At the Annual Convention of the Multiple District 39, two Trustees shall be elected from each Sub-District in accordance with requirements of Article IV. Section 1.B. above. The nomination and election procedure provided for in Article I, Section 2 of the By-Laws of Multiple District 39 shall be applicable.

B. Any member in good standing in a duly organized Lions Club shall be eligible to serve as a Trustee representing the Region wherein he resides, subject to the requirements of Article IV, Section 1.B. above.

C. Each elected Trustee shall serve for a term of three years, which term shall commence immediately upon the announcement of their election as Trustee or District Governor.

MD39-S&H BL- Page 3

MD39-S&H BL- Page 4

D. Any Trustee of this Foundation may be removed from office for cause by the affirmative vote of two-thirds (2/3rds) of the entire Board of Trustees.

E. A vacancy shall be considered within the Board of Trustees by reason of death, resignation, moving from the region from which elected, removal or failure to maintain membership in good standing in a club within the Region from which elected.

F. In the event of a vacancy of the Board, the District Governor of the Sub-District shall appoint a qualified Lion in accordance with the above requirements. Such appointment shall be made within thirty (30) days after being notified by the Foundation President of the vacancy. Appointed Trustees shall serve until the Convention of the Multiple District 39, at which time a Trustee will be elected from that Sub-District in the approved manner to fill the remainder of the unexpired term.

#### SECTION 3 REPORTS:

The Trustees of the Foundation shall make a report at each Annual Convention of Multiple District 39 of the activities and financial status for the current fiscal year.

#### SECTION 4. COMPENSATION;

A. The Trustees, Officers and members shall serve without compensation for services rendered on behalf of the Foundation.

B. The Trustees of the Foundation shall be reimbursed for mileage in travelling to and from meetings of the Foundation at a fifteen (\$0.15) per mile rate. Mileage will be determined by the Executive Committee

#### SECTION 5. FISCAL YEAR:

The fiscal year of the Foundation shall be July 1 through June 30.

### ARTICLE V OFFICERS

#### SECTION 1. OFFICERS:

A. The Officers of the Foundation shall be a President, a Vice President, a Secretary/Treasurer and such other Officers as it shall deem advisable. The Board of Trustees may elect or appoint such other Officers, including one or more Assistant Secretary/Treasurers, such Officers to have the authority necessary to perform the duties prescribed, from time to time, by the Board of Trustees. Only one office may be held by the same person.

B. The President and Vice-President shall be members of the Board of Trustees and shall be elected by the Board of Trustees provided that they do not come from the same Sub-District

C. The Secretary/Treasurer shall be appointed by the President subject to confirmation by two-thirds of the Board of Trustees. Any such confirmed Secretary/Treasurer shall have all right and privileges as a regular member of the Board of Trustee.

D. The election of the President, Vice-President and the confirmation of the Secretary/Treasurer shall take place at a meeting of the new Board of Trustees held immediately at the conclusion of the Annual Convention of Multiple District 39.

E. The Officers shall serve for a term of one year, which term shall commence with their election, or confirmation.

F. Any such Officer elected or confirmed by the Board of Trustees may be removed by the Board of Trustees by a two-thirds vote of the Board whenever, in its judgement, the best interests of the Foundation would be served thereby.

G. A vacancy in any office, elective or by confirmation, because of death, resignation, moving from the Sub-District from which elected, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term. Such appointment shall be made in accordance with these By-Laws.

MD39-S&H BL- Page 5

MD39-S&H BL- Page 6

#### SECTION 2. DUTIES OF THE PRESIDENT:

The President shall:

A. preside at all meetings of the Foundation and shall present the Annual Report of the Foundation's activities and programs to the Annual Convention of Multiple District 39.

B. appoint a Trustee as Chairman of each standing committee.

C. supervise and coordinate the program, activities and efforts of the Foundation to insure its best interests and the best interests of the Lions of Multiple District 39 and the International Association of Lions Clubs.

D. upon appointment by the Trustees of a qualified auditor, cooperate with the Secretary/Treasurer in arranging for an audit of the Foundation Books of Record and Finances and its publication in the next issue of the Sight & Hearing News.

E. vote in all cases where his vote would effect the result or where the vote is by ballot.

F. assign each Trustee from his Sub-District to a specific Zone to which that Trustee will act as Foundation Representative.

G. perform all other duties customary to the office of President and as may be directed by the Lions of Multiple District 39.

### SECTION 3. DUTIES OF THE VICE-PRESIDENT:

The Vice-President shall:

A. in, the absence or vacancy of the President, have all of the powers of the President. In addition, the Vice-President shall have powers specifically granted by the Lions of Multiple District 39 or by the Board of Trustees.

B. shall assign each Trustee from his Sub-District to a specific Zone to which that Trustee will act as the Foundation Representative.

MD39-SH°Page 7

### SECTION 4. DUTIES OF THE SECRETARY/TREASURER:

The Secretary/Treasurer shall:

A. provide a corporate surety bond, to be paid for by the Foundation, in such amount as the Trustees may determine.

B. keep complete and accurate records of all receipts and disbursements.

C. make any disbursements as may directed by the Board of Trustees.

D. prepare and present a current financial report at the Annual Convention of Multiple District 39.

E. record and keep in a permanent file the Minutes of all meetings of the Board of Trustees and provide each Trustee and District Governor a copy of the Minutes within thirty (30) days following the meeting.

F. have such other duties as are customary to the office or as may be provided for by the Board of Trustees.

## ARTICLE VI COMMITTEES

### SECTION 1. PERMANENT STANDING COMMITTEE:

A. This Committee shall be a permanently established Committee for the purpose of conducting the annual sight conservation week fund raising drive for the Multiple District.

B. The President and Vice-President shall serve as Co-Chairmen of this Committee.

C. Each Trustee shall be a member of this Committee and shall be responsible for his assigned Zone.

MD39-S&H BL- Page 8

D. It shall be the duty of each Trustee to meet with each Club within his assigned Zone to:

(1) explain the purpose of the project,

(2) obtain the Clubs order for supplies,

(3) see that the supplies are delivered to the Club, (4) pick up funds collected and all left over supplies, and,

(5) submit a written report to the Sub-District Cochairman within sixty (60) days of the concluding day of the project.

### SECTION 2. OTHER COMMITTEES:

A. There shall be other Standing Committees as the Board of Trustees may from time to time establish.

B. Each such Standing Committee shall have as its Chairman a member of the Board of Trustees.

C. Each Standing Committee shall appoint other members to the Committee, subject to the approval of the Trustees.

D. Appointment to the Standing Committee shall be for a one year period, however, any person may be re-appointed to successive terms Of one year duration.

E. As Standing Committees are formed, their duties shall be clearly stated in writing and shall be approved by the Board of Trustees An approved copy of such duties shall be made a part of the permanent records of the Foundation.

## ARTICLE VII

### FINANCES

#### SECTION 1. CONTRIBUTIONS:

A. Contributions by individual Lions and by Lions Clubs within Multiple District 39 shall be on ad voluntary basis.

#### SECTION 2. BUDGET:

A. At the Annual Meeting of the Board of Trustees, there shall be adopted a balanced budget of the proposed expenditures and receipts for that fiscal year.

B. Each Standing Committee shall make recommendations for proposed expenditures in relation to the activities of the Committee.

MD39-SH BL-Page 9

B. Each Standing Committee shall make recommendations for proposed expenditures in relation to the activities of the Committee.

C. Following the Annual Meeting of the Board of Trustees, the adopted budget shall be published in the next issue of the Sight & Hearing News.

D. At each meeting of the Board of Trustees, the state of the budget and the current receipts and disbursements shall be reviewed. The budget may be revised to reflect needs and anticipated receipts and disbursements.

E. If the amounts allocated to a given activity are not spent for that fiscal year, the unexpended balance shall revert back to the general activity fund within the Foundation.

F. Each Trustee and the District Governor shall be advised semi-annually, or more often as the Board of Trustees directs, of the financial contributions from their respective Sub-Districts.

#### SECTION 3. SURPLUS FUNDS:

A. Any funds not reasonably necessary for current expenses, may be invested in securities which provide the most favorable rates of interest to the Foundation, are readily available and the risk to the principle is minimal as determined by the Board of Trustees.

B. Gifts or funds given by device or bequest under a will may be received by the Foundation.

#### SECTION 4. ENDOWMENT FUND:

A. There shall be established the Idaho Lions Sight & Hearing Foundation, Inc Endowment Fund, hereinafter known as the Endowment Fund.

B. Contributions to the Endowment Fund shall be voluntary

C. All monies contributed to the Endowment Fund shall be maintained in a separate interest bearing account.

MD39-SH BL- Page 10

D. Interest earned from the Endowment Fund investments may be transferred annually on July 1 of each year to the General Fund of the Foundation upon a majority vote of the Board of Trustees of the Foundation.

E. The Board of Trustees of the Foundation may authorize distribution of the principle of the Endowment Fund for the purchase of capital equipment necessary to further the Foundation's activities or in the event of extreme financial need by the Foundation. Extreme financial need shall be deemed to occur only when the continued existence of the Foundation will be threatened because of the lack of operating funds. The existence of such extreme financial need shall be determined by not less than a two-thirds affirmative vote by the Board of Trustees.

F. Contributions to the Endowment Fund in excess of \$500.00 shall be appropriately recognized by the Foundation Trustees.

ARTICLE VII  
WAIVER OF NOTICE

SECTION 1. NOTICE:

Whenever any notice is required to be given under provisions of the Nonprofit Cooperative Associations Law of the State of Idaho or under these By-Laws, a waiver, thereof, in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

AMENDING THE BY-LAWS SECTION 1. AMENDMENTS:

A. These by-laws may be amended only at a Multiple District 39 Annual Convention by resolution reported to the Convention Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3rds) of the votes cast by official and certified voting delegates of the Convention.

B. No amendment shall be voted upon unless the same shall have been published in the Sight & Hearing News prior to the convening date of the Annual Convention along with a notice that same will be voted upon at said Convention.

C. Each amendment shall take effect at the close of the Annual Convention of Multiple District 39 at which it was adopted unless otherwise specified in the amendment.

D. Any amendment to these By-Laws shall be proposed, endorsed and submitted by the Board of Trustees of the Foundation.

ARTICLE X  
BY-LAWS ADOPTION

SECTION 1. ADOPTION DATE:

A. These By-Laws shall become effective upon adjournment of the Annual Convention of Multiple District 39 at which they were approved and adopted in Sun Valley, Idaho on May 14, 1988.

NOTE:

(1) The By-Laws were amended to include Governors, Lt. Governors and Council Chairmen as ex-officio members June, 1992 & June 1993.

(2) The Endowment Fund amendment was approved and adopted at the Multiple District 39 Annual Convention June 6, 1993.

(3) A resolution to amend the By-Laws to allow for the investment of funds to take advantage of higher interest rates was approved and adopted at the Multiple District 39 Convention in Sun Valley in June, 1997.

MD39-SH BL- Page 11

MD39-SH BL- Page 12

BY-LAWS

Idaho Lions Eye Bank is an unincorporated association composed of the Idaho Lions Sight & Hearing Foundation, St-Alphonsus Regional Medical Center, Inc and it shall operate under the provisions of this agreement.

SECTION 1. NAME:

The name of this association is the Idaho Lions Eye Bank.

SECTION 2. OBJECTIVE:

The objectives of the Idaho Lions Eye Bank shall be:

2.1. to conserve and restore sight,

2.2. to conduct eye related research, and;

2.3. to perform such services as is necessary to fulfill such objectives.

SECTION 3- PRINCIPAL OFFICE:

The principal office of the Idaho Lions Eye Bank shall be at St. Alphonsus Regional Medical Center, Inc., Boise, Idaho.

SECTION 4. OPERATING COMMITTEE:

4.1. The responsibility for the activities of the Idaho Lions Eye Bank shall be vested in an Operating Committee composed of eleven members. Six shall be chosen by the Idaho Lions Sight & Hearing Foundation and five shall be chosen by St. Alphonsus Regional Center, Inc. and shall include the funeral director representative.

4.2. The Committee members shall each have one vote, except advisory members.

MD39-EB BL- Page 1

4.3. The Committee shall have the power to designate such non-voting or advisory members as it shall deem necessary and proper.

4.4. The Chairman of the operating Committee shall be one of the Idaho Sight & Hearing Foundation appointees.

4.5. There shall be an Executive Committee Of the Operating Committee comprised of the Chairman and two other Members. One shall be an appointee of the Lions Sight & Hearing Foundation and one shall be an appointee of the St. Alphonsus Regional Medical Center, Inc. The Operating Committee may delegate to the Executive Committee such of its powers and authorities as it deems appropriate. Any action taken by the Executive Committee shall be reported to and be ratified by the Operating Committee at the next regular or special meeting of the Operating Committee and shall be reflected in the Minutes of that meeting.

4.6. The terms of office shall be rotated when possible. Vacancies shall be filled as in 4.1. All positions shall be appointed annually. Continuity shall be encouraged.

4.7. The Operating committee may appoint such other Committees as it deems necessary and may assign duties to such committees as it deems appropriate.

4.8. Notwithstanding any other provisions or this agreement, the Members appointed by St. Alphonsus Regional Medical center, Inc. shall have the final authority and responsibility for any medical matters coming before the operating Committee, including supervision of medical employees.

#### SECTION 5. FISCAL YEAR

The fiscal year of the Idaho Lions Eye Bank shall be from July 1 through June 30.

MD39-EB- Page 2

#### SECTION 6. ASSOCIATION MEMBERS RESPONSIBILITY:

6.1. The Idaho Lions Sight & Hearing Foundation shall have the responsibility for the following through the Idaho Lions Eye Bank

- (a) supervise the activities and delineate the functions of the Executive Director and other non medical Eye Bank Staff.
- (b) promote eye donations through the dissemination of donor cards.
- (c) publicize the work of the Eye Bank with the Lions.
- (d) procure and set up branch Eye Banks.
- (e) establish delivery networks for donated eyes.

6.2. St. Alphonsus Regional Medical Center, Inc. shall be responsible for the following through the Lions Eye Bank:

- (a) supervision of all medical matters of the Eye Bank. Medical defined as all operating procedures not identified in paragraph 6.1
- (b) training of lay personnel where applicable.
- (c) determine quality control procedures as outlined by the Eye Bank Association of America (EBAA).
- (d) determine usage of donor eyes for either transplantation or research.
- (e) inform the Eye Bank Operating Committee of the needs and usage of donor eyes.
- (f) establish and maintain relationships with the medical community and hospital facilities.
- (g) provide personnel policies and procedures for use of employees of the Eye Bank.
- (h) utilization of hospital payroll and administrative systems for benefit of the employees of the Eye Bank.

6.3. The Eye Bank operating committee members shall have joint responsibility for the following: (a) writing the budget.

- (b) approval of the budget.
- (c) coordinating and supervising Eye Bank public relations.
- (d) nothing herein is intended to require either party to comply with the other party's rules.

**SOLICITATION OF FUNDS:**

The Idaho Lions Eye Bank may solicit and receive funds for operational or endowment purposes. The operating Committee shall have the authority to designate either the Idaho Lions Sight & Hearing Foundation or Alphonsus regional Medical Center, Inc. as the repository for such funds. If the donor has not otherwise been directed, the Idaho Lions Sight & Hearing Foundation and St. Alphonsus Regional Medical Center, Inc. agree that the funds will be administered and segregated in accordance with the wishes of the donor and under the direction of the operating committee. The united States Internal service and the State of Idaho Department of revenue both recognize the tax exempt status of the Idaho Lions Sight & Hearing Foundation and St. Alphonsus Regional Medical center, Inc. In the event that either organization should lose its exemption, the Operating Committee shall no longer direct donations or contributions to organizations.

**DISSOLUTION:**

8.1. In the event of the dissolution or cessation or business by the Idaho lions Eye Bank, any funds in the possession of the St.- Alphonsus Medical Center, Inc. in the name of the Idaho Lions Eye Bank shall be used for eye banking purposes at St. Alphonsus Regional Medical Inc.

8.2. In the event of the dissolution or cessation of business by the Lions Eye Bank, any funds in the possession of the Idaho Sight & Hearing Foundation donated for eye banking purposes shall be used for eye banking in the State of Idaho.

**SECTION 9. CONFLICT WITH OTHER ORGANIC DOCUMENTS:**

The operating Committee of the Idaho Lions Eye Bank shall not cause to be enacted any policies or procedures that conflict with the Constitution, Bylaws, Articles of Incorporation or Rules or Regulations of any of the parties hereto.

MD39-EB BL- Page 3

MD39-EB-Page 4