

CHAPTER 6

By-Laws Idaho / E. Oregon

Lions Sight and Hearing Foundation

IDAHO LIONS SIGHT & HEARING FOUNDATION BY-LAWS

ARTICLE I GENERAL

SECTION 1. OBJECTIVES:

The Idaho Lions Sight and Hearing Foundation, also Doing Business As (DBA) the Idaho / East Oregon Lions Foundation, hereafter referred to as the Foundation, is an arm of the 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:

The Foundation shall engage only in those sight and hearing conservation activities beyond the normal capabilities 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 Multiple District 39.

ARTICLE II MEMBERSHIP

SECTION 1. ELGIBILITY:

- A. All members in good standing of each Lions Club in Multiple District 39 shall be members of the Foundation.
- B. Honorary membership may be conferred on any person who have distinguished themselves or made exceptional contributions in or achievements in the field of sight and hearing conservation by action of the membership at the normal general meeting of the Foundation. An Honorary member is ineligible to vote on Foundation, Multiple District 39, or Lions Club International matters.

SECTION 2. VOTING RIGHTS:

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

SECTION 3. TERMINATION OF MEMBERSHIP:

- A. 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.
- B. 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:

- A. Any member may resign by filing a written resignation with the Secretary.

SECTION 5. REINSTATEMENT:

- A. Upon written request by a former member of the Foundation, filed with the Secretary, 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:

- A. Membership in the Foundation is not transferable or assignable.

**ARTICLE III
MEETINGS**

SECTION 1. ANNUAL GENERAL MEMBERSHIP MEETING:

- A. The Annual General Membership Meeting of the members of this Foundation for the transaction of such business as may properly come before the meeting shall be held each year within ninety (90) days after 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 General Membership Meeting 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 Multiple District

39. The President shall designate the time and place of the Annual Meeting and shall so notify Trustees, Officers and Standing Committee Chairpersons 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 other meetings.
- C. A quorum at any Annual General Membership Meeting or other meetings shall be a majority of the members of the Board of Trustees.

ARTICLE IV MANAGEMENT

SECTION I. BOARD OF TRUSTEES:

- A. The management of this Foundation shall be by a Board of Trustees which shall be comprised of twelve Trustees.
- B. The Board of Trustees representation will be based upon proportionate of total club membership population in each of the two Sub-Districts within Multiple District 39 based upon the previous Lions fiscal year population.
- C. A total of four Trustee positions will be open for election every year at the Annual Convention of Multiple District 39.
- D. Each Sub-District within Multiple District 39 shall have geographic regions represented on the Board of Trustees to allow travel by Trustees to attend Lions Club meetings and events in their geographic region.
- E. Each Trustee shall have one vote on each matter being considered by the Board of Trustees. Voting may be accomplished by mail or email.
- F. Each District Governor then elected shall be an ex-officio member of the Board of Trustees having all rights and privileges as a regular member of the Board of Trustees.
- G. The President and Vice-president shall be responsible to see that the other Trustees within that Sub-District carry out their assigned duties.
- H. Each Trustee shall serve as the Representative of the Foundation to the Lions Clubs in the geographic region to which the Trustee is assigned.
- I. It shall be the duty of the Trustees to visit each Club within their assigned geographic region at least once every year. The purpose of this visit shall be to

foster greater understanding of the Foundation and to determine ways that the Foundation can better serve the needs of the individual Lions Clubs and Lions.

- J. The Multiple District 39 Council Chairperson then elected shall be an ex-officio member of the Board of Trustees having all rights and privileges as a regular member of the Board of Trustees with the exception of only voting on matters where the vote is equally divided.
- K. The Board of Trustees duties are to set the policies, establish the programs and services to be rendered, perform long range planning, and finally perform oversight of the Foundation for the Executive Director to execute. If the Executive Director has questions on policies, programs, services, long range planning, and oversight of the Foundation, the Board of Trustees will evaluate and make a decision on all matters in question.
- L. The Board of Trustees approves the pay range, compensation rate, benefits, annual cost of living increases, and annual performance bonus range of all Foundation employees.

SECTION 2. ELECTION, APPOINTMENT OR REMOVAL OF TRUSTEES:

- A. At the Annual Convention of Multiple District 39, Trustees shall be elected from each Sub-District in accordance with the requirements of Article IV, SECTION 1 above. The nomination and election procedure provided for in 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 geographic region and Sub-District of Multiple District 39 wherein they reside, subject to the requirements of Article IV, SECTION 1 above.
- C. Each elected Trustee shall serve for a term of three years, with the term commencing on July 1 after the announcement of their election as Trustee, by the District Governor or Council Chair at the Annual Convention of the Multiple District 39.
- 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 geographic region or Sub-District from which elected, removal or failure to maintain membership in good standing in a Club within the geographic region or Sub-District 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 next 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.

- G. The President of the Foundation can only serve for a maximum of six consecutive years without a break. After six consecutive years, the President must step down and may remain as a Trustee of the Foundation. A Former President that has served six consecutive years as President must wait two years before they are eligible to serve as President again. The Board of Trustees may allow a President who has served six consecutive years to continue to serve, year by year, based on a 2/3 majority vote of Trustees. Voting on having a President to continue to serve past six consecutive years may be by mail or email.

SECTION 3. REPORTS:

- A. 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.
- B. The Executive Director, President, Secretary, and Treasurer shall prepare an Annual Report of the Foundation for the previous Foundation Fiscal Year by November 1 to include Idaho Lions Eye Bank Statistics, Financial Status of the Foundation, Minutes of Meetings, listing of financial donors greater than or equal to \$500, statistics on sight and hearing screenings, personal assistance provided for sight and hearing conservation services, locations served by the Mobile Screening Unit, information on issues associated with sight and hearing conservation, and upcoming events and fundraisers sponsored by the Foundation. The Annual Report of the Foundation will be mailed out to all members of the Foundation as well as posted on the Foundation's website.

SECTION 4 COMPENSATION:

- A. The Board of Trustees shall serve without compensation for services rendered on behalf of the Foundation with the exception of the Executive Director or by policy voted on by the Board of Trustees with a 2/3 majority vote.
- B. The Trustees of the Foundation shall be reimbursed for mileage in traveling to and from meetings of the Foundation at a twenty-five-cent (\$0.25) per mile rate. Mileage will be determined by the Executive Committee.

SECTION 5 FISCAL YEAR:

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

SECTION 6. EXECUTIVE DIRECTOR

The Trustees of the Foundation may hire an Executive Director to manage and oversee the function and operation of this Foundation. The duties, compensation and terms and conditions of employment of the Executive Director shall be determined by the Trustees of the Foundation.

ARTICLE V OFFICERS

SECTION I. OFFICERS:

- A. The Officers of the Foundation shall be a President, a Vice-president, Secretary, Treasurer, and Executive Director, 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. The Executive Director serves as a non-voting Officer of the Foundation.
- B. The President and the 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 and Treasurer shall be appointed by the President subject to confirmation by two-thirds of the Board of Trustees. Any such confirmed Secretary or Treasurer shall have all right and privileges as a regular member of the Board of Trustees.
- D. The election of the President, Vice-president and the confirmation of the Secretary and Treasurer shall take place at the Annual Meeting of the Board of Trustees held within ninety (90) days 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 judgment, 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.

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 Executive Director, Secretary and Treasurer in arranging for an audit of the Foundation Books of Record and Finances and its publication in the Annual Report of the Foundation.
- E. Vote in all cases where the President's vote would affect the result or where the vote is by ballot.
- F. Assign each Trustee from their Sub-District to a specific geographic region 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.
- H. Helps prepare the Annual Report of the Foundation with the assistance of the Executive Director, Treasurer, and Secretary.
- I. Serves as the Chief volunteer of the organization and is active in fundraising activities of the Foundation.
- J. Provides leadership to the Trustees.
- K. Chairs meetings of the Board of Trustees after developing the agenda with the Executive Director.
- L. Serves as the Executive Director without compensation if the position is not filled.

SECTION 3. DUTIES OF THE VICE-PRESIDENT:

The Vice-President shall:

- A. In the absence or vacancy (due to death, resignation, moving from the Sub-District from which elected, removal, disqualification or otherwise) of the President, have all 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 their Sub-District to a specific geographic region to which that Trustee will act as the Foundation Representative.

SECTION 4. DUTIES OF THE TREASURER

The Treasurer shall:

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- 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 [be] directed by the Board of Trustees.
- D. Prepare and present a current financial report at the Annual Meeting of the Board of Trustees of the Foundation within ninety (90) day of the Annual Convention of Multiple District 39.
- E. Helps prepare the Annual Report of the Foundation with the assistance of the Executive Director, President, and Secretary.
- F. Have such other duties as are customary to the office or as may be provided for by the Board of Trustees.
- G. Upon appointment by the Trustees of a qualified auditor, cooperate with the Executive Director, President, and Secretary in arranging for an audit of the Foundation Books of Record and Finances and its publication in the Annual Report of the Foundation.
- H. Helps the Executive Director prepare the Annual Budget of the Foundation for approval by the Board of Trustees.

SECTION 5. DUTIES OF THE SECRETARY

The Secretary shall:

- A. Record and keep in a permanent file the Minutes of all meetings of the Board of Trustees and provide each Trustee, District Governor, and Council Chairman a copy of the Minutes within thirty (30) days following the meeting.
- B. Upon appointment by the Trustees of a qualified auditor, cooperate with the Executive Director, President, and Treasurer in arranging for an audit of the Foundation Books of Record and Finances and its publication in the Annual Report of the Foundation.
- C. Helps prepare the Annual Report of the Foundation with the assistance of the Executive Director, President, and Treasurer.
- D. Is familiar with the By-Laws and the Articles of Incorporation of the Foundation, as well as Multiple District 39 to assist other Board of Trustee members with their assigned duties,

SECTION 6. DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director, if the position is filled, shall:

- A. Works collectively with the President in establishing the long range plans and goals of the Foundation.
- B. Reports directly to the Executive Committee.
- C. Provides the Board of Trustees with all necessary budgets, reports, analyses and assists the President, Secretary and Treasurer to meet the requirements for corporate records.
- D. Leads all marketing and fundraising activities associated with the Foundation.
- E. Manages the day-to-day operations of all entities under the Foundation including but not limited to oversight and management of the Foundation employees.
- F. Makes all decisions related to employment hiring or release, pay rate and performance bonus of paid staff of the Foundation.
- G. Assists the Treasurer in preparation of the Annual Budget of the Foundation.
- H. Upon appointment by the Trustees of a qualified auditor, cooperate with the President, Secretary, and Treasurer in arranging for an audit of the Foundation Books of Record and Finances and its publication in the Annual Report of the Foundation.
- I. Helps prepare the Annual Report of the Foundation with the assistance of the President, Secretary and Treasurer.

ARTICLE VI COMMITTEES

SECTION I. EXECUTIVE COMMITTEE:

- A. This Committee shall be a permanently established Committee for the purpose of removal of the Executive Director if needed, appointing a temporary Executive Director upon the vacancy of the position (due to death, resignation, removal or otherwise) until the position can be competitively filled and voted on by the Board of Trustees or propose to the Board of Trustees that the position is no longer need.
- B. Establish reimbursement requirements for mileage claims by Trustees.
- C. The President shall serve as Chairperson of this committee. The President, Vice President, District Governors of Sub-Districts and Council Chairperson of Multiple District 39 serve as members of this Executive Committee, The Executive Committee may meet in private to discuss and vote on all matters before it. The President will vote on Executive Committee matters when a vote

is tied. The vote can be performed by mail or email. All votes related to the Executive Director require 100% voting of the Executive Committee.

- D. The Executive Committee may establish from time to time a(n) Advisory Consultant(s) to the Executive Committee to seek advice or gain knowledge to help the Executive Committee understand issues or matters before the Committee.
- E. These Advisory Consultants may consist of non-Lion members.
- F. As Advisory Consultants are formed, their duties shall be clearly stated in writing, including duration, and shall be approved by the Executive Committee. An approved copy of such duties shall be made a part of the permanent records of the Foundation.
- G. These Advisory Consultants will have no voting privileges for all matters before the Executive Committee or Board of Trustees

SECTION 2. OTHER STANDING COMMITTEES

- A. There shall be Other Standing Committees as the Board of Trustees may from time to time establish.
- B. Each such Other Standing Committee shall have as its Chairperson a member of the Board of Trustees.
- C. Each Other Standing Committee shall appoint other members to the Committee, subject to the approval of the Trustees.
- D. Appointment to the Other Standing Committees shall be for a one year period, however any person may be re-appointed to successive terms of one year duration.
- E. As Other 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.

SECTION 3. ADVISORY COMMITTEES

- A. The Board of Trustees may establish from time to time an Advisory Committee to the Board of Trustees to seek advice or gain knowledge to help the Board understand issues or matter before the Board.
- B. These Advisory Committees may consist of non-Lion members.
- C. As Advisory Committees are formed, their duties shall be clearly stated in writing, including duration, 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.

- D. These Advisory Committees will have no voting privileges for all matters before the Board of Trustees.
- E. These Advisory Committees will have a Board of Trustee member as the chairperson for the Committee whose duties will include providing status to the Board on all issues, progress, and advise the Advisory Committee would like to communicate to the Board.

ARTICLE VII FINANCES

SECTION 1. CONTRIBUTIONS:

- A. Contributions by individual Lions and by Lions Clubs with Multiple District 39 shall be on a 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 Other 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 Annual Report of the Foundation.
- 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 a general activity fund within the Foundation.

SECTION 3. SURPLUS FUNDS:

- A. Any surplus funds not reasonably necessary for current expenses shall be invested in United States Government Bonds, bank savings accounts, certificates of deposit, or saving and loan accounts as the Board of Trustees may direct.
- B. All such funds shall be recoverable by the Foundation on ninety (90) days notice to the depository.
- C. Gifts or funds given by devise of 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.
- D. Interest earned from the Endowment Fund investments may be transferred annually at the Annual Meeting of the Board of Trustees 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 principal 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 shall be appropriately recognized by the Foundation Trustees.

**ARTICLE VIII
WAIVER OF NOTICE**

SECTION I. NOTICE:

- A. 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 I. 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 Lions Clubs in the Sub-Districts of Multiple District 39 at the Annual Convention.

- B. No amendment shall be voted upon unless the same shall have been published in Sub-Districts of Multiple 39 newsletters, mail to Presidents of Lions Clubs in the Sub-Districts of Multiple District 39 Lions Clubs or by email thirty (30) days prior to the convening date of the Annual Convention along with a notice that the 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 upon passing by a two-thirds (2/3) vote. Any votes on amendments to these By-laws require voting within 30 days of notice by the President and may be performed by mail or email.

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.

Notes:

- 1. The Endowment Fund Amendment was approved and adopted at the Multiple District 39 Annual Convention June 6, 1993. (checked) District Governor and Council Chairman 1992-1993

ARTICLE IV MANAGEMENT

SECTION 6. EXECUTIVE DIRECTOR

- A. The Trustees of the Foundation may hire an Executive Director to manage and oversee the function and operation of this Foundation. The duties, compensation and terms and conditions of employment of the Executive Director shall be determined by the Trustees of the Foundation.

Note: This Amendment was approved and adopted at the Multiple District 39 Annual Convention May 21, 2005