

CONSTITUTION AND BY-LAWS
West Virginia Lions
Sight Conservation Foundation

MULTIPLE DISTRICT TWENTY-NINE
STATE OF WEST VIRGINIA

CONSTITUTION

ARTICLE I

Section 1. Name

This organization shall be known as The West Virginia Lions Sight Conservation Foundation.

Section 2. Objects

The purpose of this organization shall be to provide sight and hearing conservation and rehabilitation.

Section 3. Governance

The Foundation shall be governed by a Board of Trustees, consisting of the District Governors of each District of Multiple District 29 and two members elected from each District ("Elected Trustees").

Section 4. Fiscal Year

The fiscal year of the Foundation will be July 1 to June 30.

ARTICLE II - TRUSTEES

Section 1. Qualifications

At the time of election, each Elected Trustee shall be an active member in good standing of a Lions club in good standing in the District from which he or she is elected. If any Trustee shall cease to be a member of a Lions Club in the District from which he or she was elected, his (her) term of office shall thereon cease and the office will be declared vacant.

Section 2. Term of Office

Elected Trustees shall serve four-year terms, which shall begin on July 1 next following their election. No Trustee may serve more than two consecutive terms or the major portion thereof.

Section 3. Election

Election for Elected Trustees shall be by secret written ballot held at a District or Multiple District Convention. The candidate(s) receiving a simple majority of the votes cast by the delegates present and voting shall be declared elected. In the event of a tie vote, or if no candidate receives the required majority, balloting shall continue for each position with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes cast. The results of the elections shall be verified to the District Governor and become a part of the minutes

of that convention. The ballots shall be delivered to the State Council Secretary to be held in case of a recount.

Section 4. Removal

Any Elected Trustee may be removed from office by a vote of two-thirds of the Trustees for nonattendance, malfeasance, misfeasance, or conduct bringing disgrace upon the Foundation.

Section 5. Vacancies

If a vacancy occurs for any reason, the District Governor of the District where there is a vacancy shall appoint a successor to serve until the next District Convention, at which time a replacement shall be elected to serve the unexpired term.

Section 6. Meetings

Regular meetings of the Board of Trustees shall be held quarterly. An organizational meeting shall be held at the close of the Multiple District Convention to elect officers for the ensuing year. Special meetings may be called by the President or any four Trustees. Notice of a special meeting shall indicate the business to be considered at the meeting.

Section 7. Quorum

A quorum of the Board of Trustees shall consist of seven members. In the absence of officers due to reasonable cause, the Trustees in attendance shall elect a temporary chairman.

Section 8. Officers

At the organizational meeting, the Trustees shall elect a President and Vice President from among the Elected Trustees. A Secretary-Treasurer shall be elected and may be from among the Elected Trustees or from outside the Board of Trustees.

Section 9. Compensation

The Trustees shall serve without compensation. If any Trustees are reimbursed for expenses, the Rules of Audit established by Lions Clubs International shall be utilized to determine the amount of reimbursement.

ARTICLE III – POWERS AND DUTIES OF TRUSTEES

Section 1. Administration of Funds

The Board of Trustees shall have the power and authority to administer, disburse, invest and control all monies contributed to the Foundation.

Section 2. Employment of Staff

The Board of Trustees may employ such staff as they deem necessary and appropriate. The Board shall determine the terms of employment and provide for proper management of the staff.

ARTICLE IV – AMENDMENTS

Section 1. Method

This Constitution may be amended only at a Multiple District Convention, by resolution reported by the Multiple District Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the delegates present and voting.

Section 2. Procedure and Timing

No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to the President and Secretary of each Lions Club in the Multiple District no less than sixty (60) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 3. Effective Date

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

BY-LAWS

ARTICLE I DUTIES AND RESPONSIBILITIES

Section 1. Trustees

The Board of Trustees shall:

- (1) Direct the fund-raising activities of the Foundation, including grant applications;
- (2) Approve the annual budget;
- (3) Prepare and execute the annual marketing program to assist in raising funds and identifying recipients;
- (4) Supervise and coordinate the program and efforts of the Foundation in the best interests of Lions Clubs International and the Lions of West Virginia;
- (5) Provide for an annual audit to be conducted by a qualified auditor at the end of each fiscal year and distribute copies of such audit upon request to interested parties and Lions Clubs of West Virginia;
- (6) Prescribe the amount of bond that shall be required of the Secretary-Treasurer;
- (7) Designate the bank or banks to be used as depositories of Foundation funds;
- (8) Appoint District Service Coordinators, in accordance with Article II, Section 1; and
- (9) Establish the policies under which the Foundation operates.

Section 2. President

The President shall:

- (1) Preside at meetings of the Foundation
- (2) Submit a written annual report to the Council of Governors of Multiple District 29 within 90 days after the close of the fiscal year.
- (3) Report personally, or through a designee, to each Council of Governors meeting on the progress of the Foundation.
- (4) Represent the Foundation at public functions, including District Conferences and Conventions.

- (5) Serve on Multiple District Committees as required by the Multiple District Constitution and By-Laws or as directed by the Council of Governors.
- (6) Shall perform such other duties as are specified or implied in the Constitution.

Section 3. Vice President.

The Vice President shall:

- (1) Perform the duties of the President in his or her absence;
- (2) Be knowledgeable of the operation and financial condition of the Foundation;
- (3) Perform such other duties as assigned by the President or the Board of Trustees.

Section 4. Secretary-Treasurer

The Secretary-Treasurer shall:

- (1) Prepare minutes of meetings of the Board of Trustees and provide copies of same to the Trustees, the Multiple District Council Chairman, and the State Secretary-Treasurer within 30 days after the meeting;
- (2) Maintain complete and accurate financial records for the Foundation;
- (3) Prepare checks for disbursements, each of which shall be signed by any two officers or designated Trustees; (No less than three persons shall be authorized to sign.)
- (4) Present regular financial reports to the Trustees in such form and manner as the Trustees may prescribe;
- (5) Maintain the official records (current and historical) of the Foundation;
- (6) Perform such other duties as may be prescribed by the Trustees.

ARTICLE II DISTRICT SERVICE COORDINATORS

Section 1. Appointment and Qualifications

The Board of Trustees shall appoint four District Service Coordinators in each District upon recommendation of each District's Trustees and District Governor. District Service Coordinators shall be members in good standing of Lions Clubs in their respective Districts, and shall serve one year terms. District Service Coordinators may be reappointed to successive terms, without limitation. No more than one District Service Coordinator may be appointed from any one Zone. The Board of Trustees may, by majority vote, replace any District Service Coordinator at any time.

Section 2. Duties

District Service Coordinators shall:

- (1) Receive applications from Lions Clubs, review and investigate applications, approve or disapprove applications, and coordinate service to the patient, in accordance with guidelines established by the Trustees;
- (2) Attend training sessions as required by the Trustees;
- (3) Perform such other duties as prescribed by the Board of Trustees.

ARTICLE III AMENDMENTS

Section 1. Method of Amendment

These By-Laws may be amended only at a Multiple District Convention, by resolution reported by the Multiple District Committee on Constitution and By-Laws, and adopted by a two-thirds (2/3) affirmative vote of the votes cast.

Section 2. Notice Requirement

No amendment shall be so reported and voted upon unless the same shall have been mailed to the President and Secretary of each Lions Club, all Cabinet officers, and Past District Governors in the State no less than twenty one (21) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 3. Effective Date of Amendment

Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment or by the Convention at the time of voting.