

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED

BY-LAWS

Revised: March 29, 2007

Reviewed: May 12, 2006

ARTICLE I

Lions Charities of District 8-S, Inc. (here after Lions Charities) was established in 1979. The organization has several purposes.

1. Lions Charities is to receive and disperse monies raised by approved entities within District 8-S. Approved entities can include clubs, zones, regions or the district as a whole. This could include other entities as recognized by Lions Charities or the district of 8-S.
2. Lions Charities is to provide an accounting of all monies it receives and disburses on behalf of an approved activity. The board of directors of Lions Charities defines what constitutes approved activities.
3. Lions Charities provides to District 8-S long range planning services. Such services are non-binding and are offered to the District as a tool to promote the ideals of Lionism and unity of purpose throughout the District.
4. Lions Charities provides to entities within the District "production" services for the purpose of furthering the fundraising efforts of such entities within the District. Such services are offered without charge to Lion's entities within the District.
5. Lions Charities is to promote and further the projects and ideals of District 8-S and Lions Clubs International. Where ever possible, Lions Charities will promote District unity and single mindedness of purpose.

ARTICLE II

The number of directors of Lions Charities, shall be thirteen (13) whose terms of office shall begin on July 1 of current year and end on June 30 of the following year except as noted in Article IV. The number of directors may increase or decrease from year to year consistent with the number of established "regions" as specified below. The directors of said corporation, elected according to established procedure (See Article III), shall include the following: One (1) director elected from each of the established regions; one (1) 3-year director-at-large, one (1) 2-year director-at-large, one (1) 1-year director-at-large, each of whom shall be elected by the general membership; the district governor and vice-district governor most recently elected by District 8-S prior to July 1 of the current year, and the immediate past district governor and immediate past president of said corporation.

Page 1 of 5

D:\Profiles\FREGOSIA\My Documents\lion\Lions Charities of District 8-S, Inc\Purpose and Bylaws Files\Bylaw Revisions\8SCHAIRTIESBYLAWS rev3_07.doc

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED, BY-LAWS

ARTICLE III

Past presidents of said corporation shall be given the status of board member with voting rights as per the following rules: (1) That a letter be sent to the president of said corporation, advising of their intention to serve on the board of directors for the coming year. This letter MUST be received by June 1, of each year. (2) Two missed and unexcused meetings will result in loss of voting rights for the current year. All excused absences will be reviewed by the board of directors. Once voting right has been lost for the current year, it can be renewed the following year, if so requested in writing as stated above. Past presidents of said corporation cannot serve as a representative from one of the established regions or as the at-large director.

ARTICLE IV

The election of directors shall be held *prior* to the annual multiple district state convention. Each Lions club, considered to be "*in good standing*" at time of said election, shall be entitled to one (1) delegate vote per ten (10) members or major fraction thereof as recorded on most recent Membership & Attendance (M&A) Report. A candidate for regional director shall be a member "*in good standing*" of a Lions club in that region and shall be elected by a majority vote of the delegates from that region. The 3-year director-at-large shall be elected by a majority vote of delegates representing all regions of said district. The 3-year director-at-large shall automatically progress to the 2-year and then the 1-year at-large positions. In the event that one of the At-Large positions was declared vacant during the prior year, as provided for in Article XIV, then that At-Large position will be filled the following year in the same manner as stated in Article III above.

ARTICLE V

The term of office of the directors shall be as follows: the director-at-large shall serve a term of three (3) years; the regional directors shall serve a term of one (1) year; the district governor shall serve a term of two (2) years - one (1) as district governor, one (1) as immediate past district governor; the vice-district governor and the immediate past president of said corporation shall each serve a term of one (1) year.

ARTICLE VI

After the second quarterly meeting in October, the Secretary of Lions Charities of 8-S, *shall* send a letter to all Lions Clubs Presidents in the District, announcing openings for the At-Large and for each Region Representative position for the upcoming year. Those interested *shall* submit letters of endorsements from their Clubs, not later than January 15 of the following year. The list of candidates will be announced at the Third Quarterly Meeting.

Page 2 of 5

D:\Profiles\FREGOSIA\My Documents\lion\Lions Charities of District 8-S, Inc\Purpose and Bylaws Files\Bylaw Revisions\8SCHAIRTIESBYLAWS rev3_07.doc

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED, BY-LAWS

ARTICLE VII

All affairs of said corporation shall be managed by the board of directors, the majority of which shall constitute a quorum. Said board shall meet quarterly and shall forward a written report to each Lions club of said district summarizing all activities and financial transactions for the quarter most recently completed.

ARTICLE VIII

All financial records and books of said corporation shall be audited at the end of each fiscal year by the treasurer and two voting members of the board, to be appointed by the president (as of June 30th of the current year) of Lions Charities of 8-S. The fiscal year of said corporation shall begin on July 1 of the current year and end on June 30 of the following year. Said audit *shall* be submitted to the Lions Charities of 8-S Board by September 1 of the current year.

ARTICLE IX

Officers of said corporation shall consist of a president, vice-president, secretary and treasurer who shall serve for a period of one (1) year. Said officers shall be elected by the members of the board of directors at a special meeting to be called by the president within forty-five (45) days of the election of directors. The officers for President, Vice-President and Secretary shall be selected from among the thirteen (13) directors as specified in Article II. The officer for Secretary or Treasurer may be selected from among the thirteen (13) directors or from among the voting Past Presidents of the corporation as defined in Article III. Duties of said officers shall be as follows:

- 1) PRESIDENT - shall preside at all meetings of the board of directors and shall see that the by-laws of said corporation are properly and impartially executed. The president shall issue calls for all quarterly and special meetings of said board and/or general membership.
- 2) VICE-PRESIDENT - shall, in the absence of the president, assume the duties of president.
- 3) SECRETARY - shall keep a true and accurate record of the proceedings of each meeting of said board, act as custodian of all papers and documents and conduct all correspondence relating to said corporation. The secretary shall send a copy of the minutes of each quarterly meeting of said board to (1) all directors with a notice of the next scheduled meeting and (2) all Lions clubs in said district.
- 4) TREASURER - shall be the custodian of all funds of said corporation and shall keep a true and accurate account of all financial transactions. The treasurer shall, at the annual meeting for the purpose of electing new officers, submit a written report listing all receipts and disbursements for the current year to date of said meeting.

There shall be an executive committee of the board of directors consisting of the president, vice-president,

Page 3 of 5

D:\Profiles\FREGOSIA\My Documents\lion\Lions Charities of District 8-S, Inc\Purpose and Bylaws Files\Bylaw Revisions\8SCHAIRTIESBYLAWS rev3_07.doc

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED, BY-LAWS

secretary, treasurer and district governor. Said committee may act on behalf of said board as may be deemed necessary, i.e., at times other than at scheduled meetings, in order to (1) disburse funds to those individuals or institutions to which said funds have been dedicated (2) disburse funds approved at a previous board meeting (3) disburse non-dedicated funds not to exceed one hundred dollars (\$100.00) per occurrence with a maximum of five (5) occurrences per quarter and (4) disburse funds to provide for the costs of printing and postage for said corporation. The President of the corporation shall, without prior board or executive committee approval, be permitted to disburse non-dedicated funds not to exceed one hundred dollars (\$100.00) per quarter.

ARTICLE X

Although the charter gives authority to the board of directors to borrow money, purchase and/or sell, lease, encumber or otherwise alienate any of the immovable property belonging to said corporation without obtaining approval or a resolution authorizing same by members of said corporation, said board will not exercise such authority without first obtaining such resolution authorizing same by the majority vote of Lions clubs delegates (procedure same as noted in Article III) in attendance at any district meeting.

ARTICLE XI

The by-laws of said corporation may be amended and/or revised only by a resolution approving same by a majority vote of Lions clubs delegates (procedure same as noted in Articles III) at a district meeting called for by the district governor. Any proposed amendment(s) shall be submitted, *in writing*, to the secretary of said corporation no less than sixty (60) days prior to said meeting. Each Lions club of said district shall be notified, in writing, of the proposed amendment(s) and/or revision no less than thirty (30) days prior to said meeting.

ARTICLE XII

All meetings of the board of directors shall be governed by "Robert's Rules of Order" (Revised).

ARTICLE XIII

The provisions of the State of Louisiana, Non-Profit Corporation Laws, shall govern in all cases not provided for in these by-laws.

Page 4 of 5

D:\Profiles\FREGOSIA\My Documents\lion\Lions Charities of District 8-S, Inc\Purpose and Bylaws Files\Bylaw Revisions\8SCHAIRTIESBYLAWS rev3_07.doc

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED, BY-LAWS

ARTICLE XIV

Notwithstanding any provisions of the constitution and by-laws of said corporation, the district governor of said district shall add to the first per-capita billing of each Lions club of said district a levy of one dollar (\$1.00) per member as recorded on the (club) June Membership and Activity Report. Said monies received shall be used to defray all necessary expenses of said corporation.

ARTICLE XV

If any director shall, *for any unexcused reason*, be absent from two (2) consecutive quarterly meetings of said board, the board shall declare the position vacant prior to close of business of the second meeting. The vacancy shall be filled by a member recommended by the district governor, on an interim basis and with the concurrence of said board, until the next annual election meeting of said corporation. If a vacancy occurs for any other reason that vacancy shall be filled in the same manner. A director may be removed from office, *for just cause*, upon an affirmative vote of three-quarters (3/4) of the directors present and voting.

ARTICLE XVI

Each director and past-president who has requested voting rights of said corporation shall at the first quarterly meeting, remit to the secretary of said corporation, the amount of \$20.00 to cover the cost of the meals at each of the four quarterly meetings to be held during said directors or past-presidents term on this corporation's board. This payment will be non refundable regardless of the attendance record of said directors or past-presidents. Should a director or voting past-president be absent at the first quarterly meeting, the secretary of said corporation, shall send an invoice for said payment to the director(s) or past-president(s) in question.

Guests in attendance at each of the quarterly meetings will remit to the treasurer of said corporation, the amount of \$5.00 at the time of the meeting.

At each quarterly meeting, the amount of \$5.00 per director and voting past-president (regardless of attendance) and of any guests will be remitted by the treasurer of said corporation, to the club hosting that particular quarterly meeting.

In the event of any specially called meetings, in addition to the quarterly meetings, at which a meal is provided, all in attendance shall remit to the treasurer of said corporation, the amount of \$5.00 at the time of the meeting, which shall be remitted to the club hosting that particular meeting.

Page 5 of 5

D:\Profiles\FREGOSIA\My Documents\lion\Lions Charities of District 8-S, Inc\Purpose and Bylaws Files\Bylaw Revisions\8SCHAIRTIESBYLAWS rev3_07.doc

LIONS CHARITIES OF DISTRICT 8-S, INCORPORATED, BY-LAWS