

*DISTRICT 2-A2 LIONS SIGHT RESEARCH FOUNDATION, INC.*

**CONSTITUTION**

As amended by vote April 8, 2017  
at the District 2-A2 Convention in Kerrville, Tx

**Article I - NAME**

The legal name of the corporation is District 2-A2 Lions Sight Tissue Foundation, Inc. Business is conducted as the District 2-A2 Lions Sight Research Foundation, Inc. (hereinafter also referred to as Foundation).

**Article II - OBJECTIVES**

- A. To enhance the worldwide sight conservation efforts of Lions Clubs International by promoting and supporting research to find cures for diseases of the eye.
- B. To promote a continuing program of local research related to defects and diseases of the eye and other diseases affecting sight, in order to reduce or to prevent the occurrence of eye diseases and/or other defects.
- C. To assist in the prevention and early identification of vision impairments as well as to aid in the conservation and restoration of sight as may be accomplished through rehabilitation.
- D. To be an agent in the distribution of educational materials related to sight conservation and current research on eye disease and related treatments, and to encourage organ and tissue donation.
- E. Mission Statement:  
The Mission of the District 2-A2 Lions Sight Research Foundation, Inc. is to enhance the worldwide sight conservation efforts of Lions Clubs International by supporting research to find cures for diseases of the eye and to provide vision related service programs.

**Article III - OFFICES**

- A. Principal Office - The principal office for the transaction of business of the Foundation shall be located in San Antonio, Bexar County, Texas.
- B. Other Offices - Branch or subordinate offices may be established by the Board of Directors.

#### **Article IV – MEMBERSHIP**

- A. Eligibility - All Lions who are members in good standing of any Lions Club in District 2-A2 of the International Association of Lions Clubs shall be members of this Foundation. All members will have the right of attendance at Board meetings of the Foundation.
- B. Voting rights – All eligible voting members of District 2-A2 of Lions International in attendance at the District 2-A2 Annual Convention may vote on those issues related to Director elections, proposed amendments to the Constitution, and other issues as required or as specified elsewhere in the Constitution.
- C. Quorum - A quorum for transaction of business at the District 2-A2 Annual Convention shall consist of twenty-five (25) percent of all members of the Foundation certified to vote at the District 2-A2 Annual Convention. A majority vote of those present at the District 2-A2 Annual Convention shall decide any question brought during the Annual Convention.
- D. Categories of Membership/Special Recognitions - The Board may establish categories of membership consistent with the needs of the Foundation. Special Recognition Programs may be established and administered by the Board to benefit the Foundation and to recognize eligible individuals and organizations

#### **Article V – RESTRICTIONS**

No officer or member of this organization shall use their position as a means of furthering any personal, political, or other aspirations. No member of this Foundation shall act in any manner that is counter to the core values of the Ethical Standards of Lions Clubs International. Members shall conduct themselves in keeping with the established mission statement and objectives of the Foundation as reflected in Article II of this Constitution, and in accordance with Article III of its Articles of Incorporation, and as may be approved and amended by the Board of Directors. All Foundation policies will be strictly adhered to by Officers, Directors and Foundation staff).

#### **Article VI - DIRECTORS**

- A. Number and Composition - The governance of this Foundation shall be vested in a Board of Directors, hereinafter referred to as the Board. The Board will be composed of 12 Directors selected according to Section C of this Article, the First Vice District Governor, the Foundation’s Chief Operations Officer (as a non-voting Director), and the Immediate Past Chairman of the Foundation.
- B. Qualifications – Each Director must be an active member in good standing of a Lions Club in good standing in District 2-A2.

C. Term of Office:

1. Elected Directors shall serve a term of three (3) years. No elected Director may serve more than two (2) successive terms. To become eligible again, one (1) year must elapse after the second elected term.
2. The First Vice District Governor shall serve a term of one (1) year.
3. The Immediate Past Chairman, at the end of his (her) last regular term as Chairman, shall serve one (1) additional year as Director (with the Title of Immediate Past Chairman). In the event that a sitting Chairman is re-elected as Chairman for a new Lions year, then the Immediate Past Chairman may continue to serve until a new Chairman is elected.

**Article VII – FOUNDATION OFFICERS**

- A. Officers – The Officers of the Foundation shall be a Chairman, Vice Chairman, Secretary, Treasurer, and Immediate Past Chairman; and together they shall comprise the Executive Committee. The offices of Secretary and Treasurer may be combined. The Foundation’s Chief Operations Officer shall be the Foundation’s Board President and shall serve as a non-voting member of the Board and the Executive Committee. The Foundation’s Chief Operations Officer serves as a member of the Foundation staff with duties and responsibilities as further defined in written agreements, and Article X of this Constitution.
- B. Election – All officers shall be elected by the incoming Board, based upon a slate of officers presented by the Nominating Committee.
- C. Term of Office - \_All Officers shall be elected for one-year terms, which term commences on July 1 and ends June 30 of each year. If re-elected, Officers may serve additional one-year terms.
- D. Voting – \_The current Chairman will preside over the election of officers for the upcoming new Lions year at a special called meeting of the newly elected Board of Directors. Timing of this special election meeting will be on a date that will facilitate planning for the new Lions year. If necessary, this special election may be accomplished by the newly elected Board of Directors utilizing electronic means to vote for new officers.
- E. Duties:
1. The Chairman shall preside at all Foundation Board meetings. The Chairman shall appoint all committees in accordance with the Constitution and make regular reports to the Board and membership at District 2-A2 Cabinet Meetings.
  2. Vice Chairman – The Vice Chairman, in the absence of the Chairman, or at the direction of the Chairman, or in event of the inability of the Chairman to act, shall perform the duties of the Chairman.

3. Secretary – The Secretary shall record Minutes of all Board and Executive Committee meetings and work with the President to insure that they are provided to each Director; insure that all notices are given in accordance with the Constitution; maintain a register of the mailing address and phone number of each Officer and Director; and, in general, perform those duties incident to the office of Secretary.
4. Treasurer – The Treasurer shall work with the President to oversee the care and custody of all Foundation funds and securities and shall see that accurate accounts are made of all receipts and disbursements in books belonging to this Foundation. The Treasurer shall also render to the Chairman and Board at regular meetings of the Board, or whenever the Chairman or Board may additionally require, and to the Annual Convention, an accounting of the financial condition of the Foundation, or oversee such presentation by the President.
5. Executive Committee - The Executive Committee, during the intervals between meetings of the Board, shall possess and exercise all powers of the Board in the management and direction of all business and affairs of the Foundation, in all cases in which specific directions shall not have been given by the Board or Constitution. In addition, this committee shall review the activities of the President on an annual basis and make recommendations to the Board concerning continued employment and salary adjustments. Four members shall constitute a quorum for the Executive Committee to conduct business; a conference call may be used to achieve a quorum.

F Method of Selection:

1. Elected Directors - The Chairman of the Board shall appoint a Nominating Committee consisting of three (3) members of the Foundation. No nomination for Director to this Foundation shall be made from the floor at the Annual District Convention, unless candidates have not been nominated, or unless a candidate, if there be only one, shall be incapacitated during the intervening time. In such an event, nominations of qualified candidates, with their approval, shall be permitted from the floor at the Annual District Convention.
2. Voting Procedure - When the number of candidates and vacant positions for elected Directors are the same; the District Governor may call for a voice vote at the Annual District Convention. When there are more candidates than there are positions available, the election shall be by secret ballot and the candidate(s) receiving the highest number of votes shall be elected.

G. Authority - The Board shall have the authority to conduct all business of the Foundation, including the authority to administer, disburse, invest, and control all financial resources of the Foundation under the laws of the State of Texas.

H. Meetings:

1. Regular - The Board shall meet as frequently as the District 2-A2 Cabinet Meetings

each year, at such time and place as may be determined by the Chairman, with the Annual Meeting being considered a Regular meeting held in conjunction with the Annual District Convention. All Directors shall be provided notice of a meeting at least ten (10) days prior to each regular meeting. Foundation Members shall receive notice through the *District 2-A2 Newsletter*, or in such manner deemed appropriate by the Board.

2. Special - These meetings may be convened, at such time and place as designated by the Chairman, when business of the Foundation needs to be conducted in order to promote the purposes and objectives of the Foundation. Special meetings may be called by the Chairman or a majority of the Board. The purpose of the meeting shall be stated in the written notice, including electronic mail, which must also contain the date, time, and place and be provided to each Director at least ten (10) days prior to said meeting. If a quorum is not present, a conference call may be used to achieve a quorum.
- I. Quorum - A majority of the voting members of the Board shall constitute a quorum to conduct the business of the Foundation. A majority vote of those present when a quorum is available shall decide any question brought before such meeting unless otherwise stated in the Constitution.
  - J. Compensation - All Directors of the Board shall serve without compensation, and shall not receive any compensation directly or indirectly from the Foundation for any services rendered.
  - K. Vacancies - In the event of a vacancy on the Board of Elected Directors, for any reason, the Board, in a Regular or Special meeting, shall have the power and authority to fill such a vacancy with a "Temporary Director" until the next duly constituted Annual District 2-A2 Convention. At the next Annual District Convention, the vacated director position for which a "Temporary Director" was appointed shall be opened for voting by the members of the Foundation certified to vote at the Annual District Convention; and, such Director position will be for the unexpired remaining term of the vacated Director position. Any person filling a vacancy or elected to the unexpired term of a vacated Director position, shall not have that term of service counted as an election service term under Article VI – Directors, subpart C. Terms of Office, subsection (1).
  - L. Removal for Cause - Any elected Director of the Board who has unexcused absences from two (2) consecutive regular meetings may be summarily dismissed from the Board and notice thereof shall be given in writing to such Director. Just causes for absenteeism may be defined by the Board.

### **Article VIII – COMMITTEES**

- A. Committees shall be designated as Standing and Special (ad hoc) and shall be appointed, as needed, by the Chairman with the approval of the Board. The Chairman and President shall be non-voting ex-officio members of all committees
- B. All committees shall consist of a Chairperson and as many members as shall be considered necessary by the Chairman of the Committee and approved by the Chairman of the Board,

with advisory members to include medical, legal, or other experts to provide technical, scientific, and legal advice. All Foundation members shall be eligible for appointment to serve on such committees.

- C. Each committee, through its Chairman, shall submit a written report to the full Board, with a copy of the report in writing for the Secretary, if requested. A committee member who is not also a Director of the Board may not vote on action taken by the Board at a meeting of the Board.
  
- D. Duties of Foundation Committees will include, but will not be limited to, the following:
  - 1. Advisory – Act as consultants on matters concerning the overall operation of the Foundation.
  - 2. Constitution – Accept, consider, and prepare proposals submitted on all modification or additions to the Constitution for further consideration by the Board and the Foundation members at the Annual District Convention.
  - 3. Finance – Develop an annual budget and make recommendations concerning disbursements and investments. Oversee investment programs that may be developed.
  - 4. Long Range Planning – Develop long range plans for guidance of the Board and the Foundation.
  - 5. Nominating – Preparation of a slate of candidates for the annual election of Directors and Officers.
  - 6. Marion Jones Stride for Sight – A special committee shall be appointed each year to oversee the Marion Jones Stride for Sight fundraiser. This committee shall be co-chaired by the 1<sup>st</sup> Vice District Governor and the 2<sup>nd</sup> Vice District Governor of District 2-A2. At least two other Board Members will be appointed to serve on the committee.

#### **Article IX - EX-OFFICIO MEMBERS**

The President of the Foundation also known as Chief Operations Officer, Lions Sight Research Foundation (LSRF), Directors Emeritus, and the Chairman of the Department of Ophthalmology (UTHSC/SA) or his designee, the District Governor, the 2<sup>nd</sup> Vice District Governor and others who may be approved by unanimous vote of the Board shall serve as non-voting ex-officio members of the Board.

#### **Article X - STAFF**

- A. President - The Board may appoint a President of the Foundation. The Board appointed President shall serve as Chief Operations Officer, (COO) of the Foundation. He (she) shall serve at the

pleasure of the Board, subject to the terms of a written agreement and any salary approved by the Board.

- B. Length of Contract - The length of period for which a President /Chief Operations Officer shall be hired will be recommended by the Executive Committee and approved by the Board. The President /Chief Operations Officer shall be appointed or dismissed only at a regular meeting of the Board or a special meeting called for that specific purpose. A two-thirds (2/3) majority is required for appointment or dismissal. Thirty (30) days notice shall be required in writing for any dismissal or resignation.
- C. Additional Staff - The Board may authorize additional permanent and/or temporary staff positions when it is in the best interests of the Foundation and when funds are available.

### **Article XI - ADMINISTRATIVE AND FISCAL MANAGEMENT**

- A. General - The administrative and fiscal management of the Foundation shall adhere to the Articles of Incorporation and the specific instructions and regulations presented heretofore and forthwith in this Constitution.
- B. Finances:
  - 1. Income - Revenue of the Foundation shall be from voluntary contributions, grants, endowments and other deferred giving, recognition or honor awards, and from money derived from any fundraising activities carried on by this Foundation or for the benefit of the Foundation. Mandatory assessments by the Foundation of any amount upon any member of any District 2-A2 Lions Club are prohibited.
  - 2. Expenditures - Disbursement of funds shall be made by the Treasurer and/or President at the discretion and direction of the Board.
  - 3. Budget - A proper administrative and activity budget as developed and presented by the Finance Committee shall be reviewed and voted upon by the Board. Excess money from the budget shall be invested.
  - 4. Permanent Trust Fund - A Permanent Trust Fund shall be established and managed by the Board of Directors. The corpus of this fund will not be invaded and the income from investments may only be expended under extraordinary circumstances with a two-thirds (2/3) vote of all Directors.
  - 5. Financial Statements – At a minimum, an annual compilation with full disclosure shall be made of the financial books and records of this Foundation by a Certified Public Accountant approved by the Board.
  - 6. Report – A copy of the annual Financial Statement shall be provided to each Director and to the District Governor within fifteen (15) days after the completion of the annual Financial Statement. Such Financial Statement will be made available to Foundation members upon request.



- C. Fiscal Year – The fiscal year of this Foundation shall be from 1 July of each year to 30 June of the following year.

### **Article XII - RULES OF ORDER AND PROCEDURE**

- A. Unless otherwise provided by this Constitution, or by the rules adopted for the meeting, or by local statute or common law, all questions of order or procedure with respect to any meeting or action of this Foundation, its Board, or any committee operating there-under, shall be determined in accordance with *ROBERTS RULES OF ORDER, NEWLY REVISED*.
- B. The Board of Directors shall be empowered to establish, from time to time, rules of procedure for hearing complaints, disputes, or claims arising from the provision of this Constitution.

### **Article XIII – SUSPENSION**

Any Article, except Article V (Restrictions) may be suspended at any meeting of the Board, at which a quorum is present, by the vote of a majority of the Directors present and voting.

### **Article XIV – AMENDMENTS**

- A. Origin - A proposal for an amendment to the Constitution of this Foundation may originate from within the Board or from any Foundation member in good standing.
- B. Development - Said proposals shall be transmitted to the Constitution Committee of the Board for consideration. If such a proposal seems appropriate the Constitution Committee will develop a statement for consideration by the Board.
- C. Action - This Constitution shall be amended or revised only if the proposed amendment(s) or revision(s) is/are presented at least thirty (30) days prior to the Annual District Convention through the *District Newsletter* or by mail to all member Clubs and/or Foundation Members and then voted on at the Annual Convention. Any such amendment(s) or revisions(s) presented and certified as above may be acted upon at said Convention in any modified, altered, or changed form that may result from discussion of the matter and majority agreement on the Annual District Convention floor.

### **Article XV- INDEMNIFICATION**

The Foundation shall, to the full extent permitted by law, indemnify its officers and directors in each and every lawsuit and other proceedings covered by Chapter 8 of the Texas Non-profit Corporation Act, Texas Business Organizations Code, as amended from time to time.

### **Article XVI - DISSOLUTION**

In the event of dissolution of this Foundation, the procedure for dissolution as designed and presented in Article XI, Articles of Incorporation shall be followed.