

LIONS VISION RESEARCH FOUNDATION

BY-LAWS

22 May 2021

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ARTICLE I: GENERAL

Section 1. **Name.** The name of the project shall be MULTIPLE DISTRICT 22 LIONS VISION RESEARCH FOUNDATION, INC.

Section 2. **Objective.** The purposes of this organization are to advance Lionism within the Multiple District in accordance with the objects of Lions Clubs International, to bring greater strength to the Lions Clubs in the Multiple District through unity of effort and to provide proper administration.

Section 3. **Principal Office.** The address of the principal office is Post Office Box 1714, Baltimore, Maryland, 21203-1714.

Section 4. **Membership.** Membership shall consist of Lions Clubs or Club members in good standing from the Lions clubs of Multiple District 22, and personnel from The Johns Hopkins Wilmer Institute.

Section 5. **Fiscal year.** The fiscal year of the Foundation shall begin July 1 of each year and end June 30 of the following year.

Section 6. **Gender.** In this document, titles and pronouns expressed in the masculine gender are to be interpreted to include the feminine gender.

ARTICLE II: BOARD OF TRUSTEES

Section 1. **Number, Tenure, Meetings.** The administrative and general affairs of the Foundation shall be managed by its Board of Trustees as elected and chosen by these By-Laws.

A. The Board of Trustees shall consist of twenty-one (21) Lions members from the active clubs in Multiple District 22, and three (3) members from The Johns Hopkins Wilmer Institute.

B. The District Governor shall automatically be a voting member of the Board of Trustees by virtue of his election as a District Governor. Each Sub-District shall furnish three (3) additional members from the clubs in their respective Districts. The Immediate Past Chairman of the Foundation shall also be a voting member of the Board of Trustees.

C. Each Sub-District, at a meeting of the District governor and the Honorary committee, shall elect each year prior to the Multiple District Convention, one (1) new member to replace the retiring member from said Board. This new member shall serve for a period of three years except for the first year (1988) when each Sub-District shall elect three (3) members, one to serve three (3) years, one to serve two (2) years and one to serve one (1) year. The election of said Board member shall be by written ballot and the name shall be announced at the Multiple District Convention.

D. There shall be as non-voting advisors to the Board, the International Officer, the International Director, Past International Officers, and all Past International Directors from Multiple District 22.

E. Proxy voting shall not be allowed on any action of this Board of Trustees.

Section 2. **Remuneration.** Members of this Board of Trustees shall not receive any remuneration for their services.

Section 3. **Regular Meetings.** The Board of Trustees shall meet regularly on alternate months beginning with the first meeting in July. The regular meeting in May of each year shall be the annual meeting of the Board of Trustees.

Section 4. **Special Meetings.** Special Meetings of the Board of Trustees may be called at any time by the following methods:

- 1- By the Chairman.
- 2- By any group of six members of the Board of Trustees.
- 3- By the Chairman of the Council of Governors.

The notice of special meetings shall be in writing, shall state the purpose or purposes for which the meeting is called, and shall give the date, the time and the place of meeting and shall comply with Section 4 above.

Section 5. **Notice.** Notice of any regular or special meeting of the Board of Trustees shall be given in writing at least ten (10) days previously thereto sent by mail or electronically to each Trustee at his address as shown on the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service box, with postage thereon prepaid. The business to be transacted at the meeting need not be classified in the notice of such meeting, unless specifically required by these By-Laws.

Section 6. **Quorum.** A majority of the Trustees shall constitute a quorum for any regular or special meeting. All actions of the Board of Trustees shall be taken by a majority vote of the Trustees present at the meeting at which there is a quorum.

Section 7. **Trustee Replacement.** Any officer or other member of the Board who is absent for three (3) consecutive meetings, without adequate excuse to the Board of Trustees, shall be deemed to have resigned. Replacement for his unexpired term shall be made by the Governor, of the District affected, in a meeting with his Honorary Committee.

Section 8. **Indemnification of Trustee.** In the event any trustee of the Foundation is charged to account for his actions as a trustee in any court of law, the Foundation will indemnify him by payment of his expenses in connection therewith.

ARTICLE III: THE EXECUTIVE COMMITTEE

Section 1. **Number.** The Executive Committee of the Board of Trustees shall consist of the Chairman, the Vice-Chairman, the Secretary, the Treasurer, and the Immediate Past Chairman. No two (2) principal offices may be held by the same person.

Section 2. **Election.** At the first meeting of the Board of Trustees and at subsequent meetings in May of each year, the members of the Board shall elect an Executive Committee from its group consisting of a Chairman, Vice-Chairman, Secretary and Treasurer, except that the Secretary and Treasurer need not be Trustees. A Secretary or Treasurer who is not a Trustee shall not have a vote on the Board of Trustees.

Section 3. **Tenure.** The Executive Committee shall serve for a term of one (1) year or until their successor or successors have been elected.

Section 4. **Vacancies, Removal or Resignations.** Any resignation by a member of the Board of Trustees must be submitted in writing and passed by the Board at a regular or special meeting of the Board of Trustees.

Any or all members of the Executive Committee may be removed by the Board of Trustees at any time for just cause. The Board of Trustees alone shall determine what constitutes just cause and for this purpose may conduct hearings as it deems necessary. In no event, however, shall any or all the members of the Executive Committee be removed for cause by less than two-thirds (2/3) vote of the Trustees present at a meeting for which written notice has been given at least ten (10) days prior to the date of said meeting wherein the Trustees are notified of the intent to vote on such removal.

Section 5. **Scope.** The Executive Committee shall meet whenever in its judgment a special meeting is necessary. Notice of all meetings shall be given in person, by mail or electronically. Notice by mail shall be deemed to have been given when the notice properly addressed and deposited in the United States Postal Service box, with postage thereon prepaid.

Section 6. **Duties.** All officers and agents of the Foundation shall have such authority and perform such duties in the management of the Foundation as may be provided in the By-Laws or as may be determined by resolution of the Board of Trustees not inconsistent with the By-Laws.

ARTICLE IV: OFFICERS

Section 1. **Number.** The principal officers of the Foundation shall consist of the Chairman, the Vice-Chairman, the Secretary, the Treasurer, and any other such officers and assistant officers and agents as may be deemed necessary by the Board of Trustees. No two (2) principal offices may be held by the same person.

Section 2. **General Duties.** All officers and agents of the Foundation, as between themselves and the Foundation, shall have such authority and perform such duties in the management of the Foundation as may be provided in the By-Laws or as may be determined by resolution of the Board of Trustees not inconsistent with the By-Laws.

Section 3. **Duties.**

The Chairman shall have executive management of the operations of the Foundation, subject, however to the control of the Board of Trustees. He shall, in general, perform all duties incident to the office of Chairman and other such duties as from time to time may be assigned to him by the Board of Trustees.

The Vice-Chairman shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe or as the Chairman may delegate to him. In the absence or inability of the Chairman to act, the Vice-Chairman shall perform the duties of the Chairman.

The Secretary shall keep or cause to be kept, in books provided for the purpose, the minutes of the meetings of the Board of Trustees; shall see that all notices are given in accordance with the provision of the By-Laws and as required by law; shall be custodian of the records and in general, shall perform all duties incident to the office of Secretary and such duties as may from time to time be assigned by the Board of Trustees or by the Chairman.

The Treasurer shall be the financial officer of the Foundation; shall have charge and custody of, and be responsible for, all funds and deposit all such funds in the name of the Foundation in such banks, trust companies and other depositories as shall be selected by the Board of Trustees; shall receive and give receipts for monies due and payable to the Foundation from any source whatsoever; and in general shall perform all the duties incident to the office of Treasurer and any other such duties as from time to time may be assigned to him by the Board of Trustees or by the Chairman. The Treasurer shall, at each regular meeting of the Board of Trustees, give a written account of his transactions and the financial condition of the Foundation. He shall if required by the Board of Trustees, give bond in such amount and with surety or sureties as may be ordered by the Board of Trustees, for the faithful performance of the duties of his office and for the restoration to the Foundation, in case of death, resignation, retirement, or removal from office, all books, papers, vouchers, money and other property of whatsoever kind in his possession or under his control belonging to the Foundation.

ARTICLE V: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.** All contracts entered into on behalf of the Foundation other than for normal operating expenses, shall be approved by resolution of the Board of Trustees. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and any such authority may be general or confirmed to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness as issued in the name of the Foundation, shall be signed by the Chairman and the Treasurer. In the event of the incapacitation of either person, the Vice-Chairman is an authorized co-signer.

Section 3. **Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE VI: BOOKS AND RECORDS

Section 1. **Records.** The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees, and all committees and shall kept at the principal office a record of giving, the names and addresses of the Trustees entitled to vote. All books and records of the Foundation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

Section 2. **Examination of Financial Records.** The financial records of the Foundation shall be examined by an independent certified public accountant as required by the Maryland Solicitations Act. If contributions are below the threshold for required compliance with this act, an internal review shall be conducted by a review committee appointed the Chairman.

ARTICLE VII: DUES

Section 1. **Dues.** No dues shall be assessed to any member of the International Association of Lions Clubs of Multiple District 22, nor shall there be any dues assessed to any club in Multiple District 22 for the purpose of supporting the Multiple District 22 Lions Vision Research Foundation, Inc.

ARTICLE VIII: AMENDMENTS

Section 1. **Amendments.** These By-Laws may be amended, repealed or altered, in whole or in part, only at the Multiple District 22 Convention, on a resolution of this Board of Trustees and reported by the Convention Committee on Constitution and By-Laws, and adopted by an affirmative vote of two-thirds of the votes cast. Such votes shall be taken by the use of written ballot at the individual District Elections.

Section 2. **Notification.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing by mail or electronically to each club of the Multiple District no less than thirty (30) days prior to the convening date of the annual Convention with notice that the same will be voted at said Convention.

Section 3. **Effect.** Each amendment shall take effect at the close of the Multiple District Convention at which same was adopted.

These By-Laws shall bear the date of **22 May 2021**.