

TEXAS LIONS FOUNDATION, INC.
CONSTITUTION AND BY-LAWS

ARTICLE I NAME

SECTION 1. The organization shall be known as the Texas Lions Foundation, Inc., hereinafter referred to as "The Foundation." This Foundation shall be a part of the Texas Lions Clubs.

ARTICLE II. OBJECTS

SECTION 1. To provide a non-profit structure with which to advance the purposes and objects of the Lions of Texas.

ARTICLE III OWNERSHIP

SECTION 1. The owners of this Foundation shall be all the Lions Clubs in Texas chartered by Lions Clubs International.

ARTICLE IV AUTHORITY

SECTION 1. The Constitution and By-Laws of Lions International are hereby made a part of this document. Where conflict occurs, the latest edition of the Lions International Constitution and By-Laws take precedence.

ARTICLE V ORGANIZATION

SECTION 1. **BOARD OF TRUSTEES**

- A. The Board of Trustees of the Foundation shall be composed of an active Lion in good standing from a Club within each District in Texas. This member shall be appointed by the District Governor of each District and shall serve for a term of two (2) years and no Trustee can serve more than two consecutive two-year terms, unless appointed to complete an unexpired term.

The incoming District Governor of each of the following Districts on odd-numbered years shall appoint a Lion from his/her District to the Board, which said Lion shall serve a term of two (2) years on the Board.

T1	E2	X1	A1	S2
T3			A3	S4

The incoming District Governor of each of the following Districts on even-numbered years shall appoint a Lion from his/her District to the Board, which said Lion shall serve a term of two (2) years on the Board.

T2	E1	X2	A2	S1
		X3		S3
				S5

A Governor may not appoint himself/herself. Should a member move from the District he/she represents or resigns or be unable for any reason to fulfill his/her term, the appointment of that member shall immediately lapse, and the current Governor shall appoint a new member from his/her District to complete the unexpired term of that member unable to complete his/her term of office. Any new sub-district created within Texas will be represented by a Trustee and assigned a class rotation by the Foundation.

Any member of the Board of Trustees who shall absent himself/herself from two regular meetings without an excuse acceptable to the Board of Trustees shall be summarily dismissed from the Board of Trustees and notice thereof shall be given in writing to such member and to the District Governor of this Sub-District.

- B.** The Chairman of the Board shall be elected annually by members of the Board. This member must be someone who has already served one (1) year on the Board.

The duties of the Chairman shall be to preside over the meetings of the Board, call special meetings of the Board when necessary, maintain order in the meeting, prepare the agenda for each meeting, and, along with the Treasurer, execute any financial documents necessary and approved by the Board, and perform such other duties as directed by the Board. The Chairman shall represent the Board at Council of Governors meetings. He/she can appoint Committees as may be necessary to present the activities of the Foundation. At least a majority of any such Committee must be composed of current members of the Board of Trustees.

- C.** The Vice Chairman shall be elected annually by the members of the Board and this member must be someone who has already served one (1) year on the Board.
- D.** The Secretary shall be elected annually by the members of the Board and this member must have already served one (1) year on the Board. The Secretary shall keep accurate minutes of the meeting, record motions and votes, write the minutes and present copies of the minutes to each member of the Board within thirty (30) days after each meeting.
- E.** The Treasurer shall be elected annually by the members of the Board and this member must be someone who has already have served one (1) year on the Board. The Treasurer, along with the Chairman shall be responsible for the summary audit. The Treasurer, Chairman or Chief Operations Officer may give the financial report at all regular meetings and special meetings of the Board as well as meetings of the MD-2 Council of Governors
- F.** Any Committee appointed by the Chairman as set forth above may investigate matters coming under the spectrum of that particular Committee and make such recommendations to the Board of Trustees as said Committee shall see fit. A Committee may not expend funds or initiate grants for and on behalf of the Board. All Committee reports shall be submitted to the Executive Committee, for review purposes only, fifteen (15) days prior to submission to the Board of Trustees.
- G.** No Lion serving on the Board will receive any type of compensation for his/her time. He/She shall, however, with approval of the Executive Committee or Board, be compensated for travel, room and meals on the same basis as are the members of the Council of Governors to attend special meetings of the Board.
- H.** The Board may hire employees as the demand occurs for the day-to-day operations of the Foundation. They shall serve under the direction of the Board of Trustees and the Board shall be empowered to enumerate the duties of the office and determine the compensation of said employees.

- I.** The officers of the Foundation who are to serve for the next Lions' year shall be selected by majority vote of the members of the Board of Trustees in attendance at the regular Board Meeting of the Trustees at the MD-2 State Conference held each year. Any Lion in good standing who has served or is presently serving as a Trustee of the Foundation shall be eligible to hold the office of Chairman, Vice Chairman, Secretary or Treasurer, with full voting privileges. Newly elected officers will take office on July 1, following their election.
- J.** Past International Director Edwin H. "Ed" Flood is hereby appointed as a permanent Trustee with full voting privileges of the Foundation as of July 1, 1991. He shall hereby be appointed as Executive Director Emeritus and be a member of the Executive Committee with full voting privileges.
- K.** The Chief Operations Officer and the Assistant Chief Operations Officer shall be a member of the Executive Committee of the Foundation with full voting privileges.

ARTICLE VI. MEETINGS

- A.** The Board shall meet no less than three (3) times yearly in conjunction with the meetings of the Past District Governors and MD-2 Council of Governors in Kerrville, Texas in August and February of each year and at the MD-2 Texas State Conference. A required meeting of the Executive Committee in November shall be called under the rules hereof.
- B.** The Executive Committee, made up of the Chairman, Vice Chairman, Secretary, Treasurer, Chief Operations Officer, Assistant COO and PID Edwin H. "Ed" Flood, may meet if called by the Chairman..
- C.** It shall be the obligation of the Executive Committee to review the operation of the Foundation , Committee reports, and recommend to the Board at its Regular Meetings , the areas in which the Board shall direct the expenditure of funds or grants by the Foundation.
- D.** Special Meetings of the Board may be called upon written request of five (5) members of the Board.
- E.** Notice of any special meeting must be sent to all members of the Board at their last known address at least fifteen (15) days prior to the convening of any meeting, which notice shall state the time, place and matters to be discussed. Notice may be given by mail, telegram, telephone, e-mail or any electronic means.
- F.** No matters except those specifically set forth in the notice of any special meeting may be acted upon as such special meeting.

ARTICLE VII SOURCE OF REVENUE

- SECTION 1.** Revenue of the Foundation shall be from voluntary contributions and from monies derived from fund-raising activities carried on by this Foundation or for the benefit of this Foundation. Assessment, voluntary or involuntary, upon any Lion member of any Lions Club is prohibited.

ARTICLE VIII PURPOSES FOR WHICH FUNDS MAY BE EXPENDED

The funds of the Foundation may be expended by the Board for its normal operating expenses. All grant requests other than emergency requests to the Foundation must be submitted to the Executive Committee forty-five (45) days prior to the Board Meeting.

SECTION 1 The Trust Fund Corpus may not be spent for any purpose.

SECTION 2 The income from the corpus funds of the Foundation from the previous year may be expended by the Board for the giving of grants by the Foundation in accordance with the requirements of Article XIV of the Constitution and By-Laws in the following manner:

All operating expenses must be paid first. Grants would be paid next. If any money is left over from that year's allocation it would be carried over to the next year for use in further grants.

Grants will be given to:

- A. All grant monies to be spent within the State of Texas.
- B. To help defray the cost of any natural disaster evidenced by significant mortality, injury, property damage and loss, population displacement or any substantial combination of these. Any disaster not considered to be a natural disaster may be investigated by the Executive Committee and considered for funding if two-thirds are in agreement.
- C. To help underwrite the cost of conducting the Texas Lions Foundation Diabetic Awareness educational program.
- D. To help any qualified Texas Lions health organization that devotes its services to serving indigent children and adults.
- E. A sum of ten (10) percent of the operating funds each year shall be used for publicity and public relations for the Foundation.

SECTION 3. The Administrative Fund will be governed by the Board of the Foundation for normal operation purposes: employee salaries, office space, equipment, utilities, telephone and telegraph and postage, any other ordinary administrative expenses of the Foundation and mileage, meals and rooming expenses of the Board Members to attend special called meetings.

SECTION 4. All grants disbursed will be directed through the District Governor and the District Trustee within the respected District and an accounting of all funds used is required from the responsible individual within sixty (60) days after completion of the project. No other grant(s) will be available to any Lions organization within that District as long as any grant report is outstanding. A grant remains open until final accounting is received by the Chief Operations Officer.

SECTION 5. The Foundation will receive and disburse any directed giving toward any grant that has been previously approved by the Board. This designated money will not be placed in the Foundation Corpus Account. This money will be placed in the Holding Account of the Foundation and awarded as directed by the Executive Committee.

ARTICLE IX ANNUAL SUMMARY AUDIT

SECTION 1. An annual summary audit shall be made of the books and records of this Foundation by a Certified Public Accountant appointed by the Board; said audit to be made as of June 30th, each year or, in the discretion of the Board, at more frequent intervals.

SECTION 2. The Board shall provide a bond for each employee and officer who is in any way involved in the care, custody and control of the funds of the Foundation. The amount of the bond shall be determined, and the sureties thereon shall be approved as to form and sufficiency, by the Board.

SECTION 3. A copy of the annual summary audit shall be provided to each member of the Board within fifteen (15) days after its completion. The audit shall be reviewed by the Board at the Board meeting held in conjunction with the first Council of Governors meeting of MD-2, Lions International, held in August or the earliest Council meeting thereafter.

ARTICLE X QUORUM

SECTION 1. A majority of the members of the Board shall constitute a quorum to conduct business of the Foundation.

ARTICLE XI FISCAL YEAR

SECTION 1. The fiscal year of this Foundation shall be from July 1 of each year to June 30 of the following year.

ARTICLE XII PARLIAMENTARY AUTHORITY

SECTION 1. Except as may be otherwise provided in this Constitution, Roberts Rules of Order, Newly Revised, shall govern all questions of order or procedure of any meeting or proceeding of this Foundation, its Board or any Committee.

ARTICLE XIII AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

SECTION 1. This Constitution and By-Laws may be altered, amended or repealed and a new Constitution and By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the voting members of the Board of the Foundation at any regular or special meeting provided they are submitted thirty (30) days prior to the meeting.

ARTICLE XIV

DISBURSEMENT OF FUNDS

SECTION 1.

Disbursement of Foundation funds in the amount of Two Thousand Dollars (\$2000) or less may be approved by a two-thirds (2/3) vote of the Executive Committee or a majority of the Board present and voting.. Disbursement of Foundation funds in excess of Two Thousand Dollars (\$ 2000) shall be made after complete investigation by the Executive Committee and recommendation to the Board and approval by two-thirds (2/3) vote of the Board present and voting..

SECTION 2.

The funds of this Foundation shall be placed in a depository designated by the Board and be subject to checks as made in the corporate name and signed by the Chief Operations Officer with all checks in the amount of Five Thousand Dollars (\$ 5000) or more requiring a co-signature of an Executive Committee Member.

Amended May 26, 2006