



CANYON-STATE *Lion*

ARIZONA-CALIFORNIA



SPECIAL EDITION REVISED

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Arizona Lions Vision Center and Lions Sight and Hearing Foundation Wish to Combine as One!

The Arizona Lions Vision Center and the Lions Sight and Hearing Foundation would like to combine into one. The Arizona Lions Vision Center is currently a club project of the Phoenix North Phoenix Lions Club and

has given their permission for the union to proceed.

The Arizona Lions Vision Center and the Lions Sight and Hearing Foundation share many of the same ideals. The Arizona Lions Vision Center performs eye exams and manages the mobile Vision Van. The Lions Sight and Hearing Foundation take care of eye surgeries and hearing needs. We both take care of vision screenings using the Spot Machines. In addition, we both compete for the same type of grants and feel that if we were a combined entity it would be much

easier to obtain grants to better serve the less fortunate in our communities.

Committees have been set up and discussions have begun. We would like to modify our names and we seek your approval at the MD-21 State Convention in May 2018.

Attached is a copy of the Lions Sight and Hearing Foundation Bylaw changes that you will be voting on at the State Convention in May of this year giving us your approval to merge as one.

PCC Lion Jim Sterenberg, O.D.
President Lions Sight & Hearing

Lion Tony McLain
President AZ Lions Vision Center



Changes/strikes made to original LS&HF Bylaws are black bold, italicized and grey highlighted

CHANGED WORDING AND PUNCTUATION HIGHLIGHTED IN YELLOW AND RED BOLD

Spacing was added before and after the dashes (-) in Articles

BY-LAWS OF ARIZONA LIONS VISION AND HEARING FOUNDATION OF MULTIPLE DISTRICT 21 *(Added ARIZONA, deleted SIGHT, added VISION, extended OF MULTIPLE DISTRICT 21)*

ARTICLE I : NAME, PURPOSE, OFFICES AND CORPORATE SEAL:

Section 1. The name of **the** Organization is ARIZONA LIONS VISION AND HEARING FOUNDATION **OF MULTIPLE DISTRICT 21** (hereinafter, the "Foundation"). *(Name change)*

Section 2. This foundation has been formed and organized and shall always be operated as a nonprofit corporation, solely and exclusively for charitable and educational purposes. The principal objective of the Foundation shall be to make a significant contribution to the cause of conservation of sight and hearing, and to render assistance of all kinds, direct and indirect, to persons having visual and auditory problems. The Foundation is intended to be an entity through which all Lions Clubs in Multiple District 21 may coordinate and strengthen their efforts in these endeavors and maximize their effectiveness in the areas of sight and hearing conservation.

Section 3. The principal office of this corporation is in Maricopa County, Arizona. Offices may also be maintained at such other place or places as may be designated from time to time by the Board of Directors, where the business of the Corporation may be transacted, and regular meetings of the Board of Directors may be held, with the same effect as though done or held at said principal office.

Section 4. The Corporation shall have a common seal, consisting of a circle, having on the circumference, "ARIZONA LIONS VISION AND HEARING FOUNDATION **OF MULTIPLE DISTRICT 21**" and in the center, "ARIZONA INCORPORATED 1974". *(Replaced name change)*

ARTICLE II : MEETINGS:

Section 1. **Annual Meeting.** The annual meeting of the board of directors of the Foundation shall be held within 30 days of the conclusion of the **M**ultiple District 21 Convention, at a time and place fixed in the notice of the meeting. *(Replaced members and during or immediately following)*

- A. The election of Directors shall be ratified.
- B. Officers for the year beginning July 1 and ending June 30 will be elected.
- C. The Budget for the next fiscal **year** will be presented for approval.
- D. Other business of the Board of Directors may be conducted if due notice is given.

Section 2. **Regular Meetings.** The Board of Directors shall meet six (6) times each year to conduct the business of the Foundation in an efficient and timely manner at a time and place determined by the Executive Committee.

Section 3. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or the Vice President whenever they deem it expedient, or when requested to do so by five (5) members of the Board of Directors. It shall be the duty of the Secretary or their designee to give notice of the time and place of special meetings to Board members by written notice mailed to each member at their address as **the same** appears on the records of the Foundation, at least ten (10) days prior to such special meeting or by giving notice personally, by telephone or electronically at least five (5) days prior to such meeting.

Section 4. **Meeting Notification.** It shall be the duty of the Board Secretary to give notice of the time and place of all meetings of the Board of Directors by written notice thereof to each Director at their address as the same appears on the records of the Foundation at least **ten** (10) days to such meeting, by giving notice personally, by telephone, US mail or electronically to any Director. *(Replaced Office Manager with Board Secretary)*

Section 5. **Quorum.** At any meeting of the Board of Directors a majority of members present (50% + 1) of the elected **and/or** appointed voting members shall be present to constitute a quorum. *(Eliminated plus elected)*

ARTICLE III : OFFICERS & DIRECTORS:

The affairs of the Foundation shall be conducted by a Board of Directors and such officers and committees.

Section 1. **Election.** Open positions for the Board of Directors will be posted in the Canyon State Lion each January/February or by the direct correspondence to each club in MD 21. Positions open in each District and their length of term shall be listed. Members desiring to serve as a director shall have their Club send a letter of endorsement to the Secretary not later than sixty (60) days prior to the Multiple District Convention. The Secretary will notify the appropriate Cabinet Secretary who the candidates are from each district not later than forty-five (45) days prior to the Multiple District Convention.

Section 2. **Eligibility.** Any member in good standing of Lions Clubs in Multiple District 21 in good standing with Lions Clubs International may apply to fill the position of Director allotted to their district. No more than two members from any Club shall be allowed to serve on the Board of Directors at any one time. Candidates shall be qualified by the Nominating Committee according to the criteria outlined in the Policy Manual. *(Eliminated qualified active member of a Club with the and added 21)*

Section 3. **Qualifications and Duties of Elected Directors.** The Board of Directors shall be chosen by ballot at the Multiple District Convention and the vote ratified at the annual meeting. The total number of Director **p**ositions shall **not** **be** fewer than 12 with equal representation from each of the sub-districts. Each Director shall serve the term for which elected and qualified unless removed from office as provided in these Bylaws.

Section 4. **Powers of Directors.** The Board of Directors shall have the entire management of the business of the Foundation. In the management and control of properties, business and affairs of the Foundation, the Board of Directors is hereby vested with all powers possessed by the Corporation itself, and so far as this delegation of authority is not inconsistent with the laws of the State of Arizona, with the Articles of Incorporation or with the Bylaws. The Board of Directors shall have the power to determine policy and direction of the Foundation and such determination by the Board of Directors shall be final and conclusive.

Section 5. **Qualifications and Duties of Appointed Advisory Members of the Board.** The President shall appoint Advisory Board Members to serve during their term in office. These Advisory Board Members shall be individuals who have put their talents and involvement in the areas of sight and hearing conservation, as well as other related fields of endeavor and have indicated their willingness to serve as consultants to the elected Board.

Section 6. **District Governors/Council Members.** Each District Governor will be non-voting member of the Board of Directors. A current District Governor or a voting Council Member may not serve as an elected Director.

Section 7. **Honorary Members.** International Presidents, Past International Presidents, International Directors and Past International Directors in Multiple District 21 shall be honorary members of the Board. *(Added International Directors and Past International Directors and eliminated residing)*

Section 8. **Resignation.** Any Director, Advisor or Officer of the Foundation may resign at any time by giving written notice to the President, or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon the acceptance date of the Board.

Section 9. **Removal.** The name of any Director who shall absent themselves from three (3) consecutive regular meetings of the Board, without acceptable cause being given the President, or Secretary, shall be submitted to the Board of

Directors at the third Board meeting. The Board of Directors shall decide whether the Director shall be removed or retained. Any member of the Board of Directors may be removed for cause. Removal shall require **an** affirmative vote from two-thirds (2/3) of the voting Board Members present and constituting a quorum. Charges for cause may be initiated by **a** Board member and must be in writing to the Board. Upon receipt, the President, or their designee shall investigate and present the facts to the Board of Directors, as a listed agenda item, at their next meeting.

Section 10. **Vacancies.** If the office of any Director or Officer becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Director may, **with a** vote of a majority of a quorum, choose a successor from the same Sub-District who shall hold office until the next regular election. The District Governor, from the same sub-district, may recommend individuals to fill vacancies in Director Positions allotted to this district.

Section 11. **Executive Committee.** There shall be **an** Executive Committee formed of the elected Officers, Immediate Past President, Vision Committee chairman, the Lions Eyeglass Recycling Center (LERC) Chairman, and the Hearing Committee Chairman. The Executive Committee shall meet monthly prior to the meeting of the Board of Directors to consider matters within their responsibility and act upon those matters to be brought up to the Board. A simple majority shall constitute a quorum for the transaction of all business. All business transacted by the Executive Committee shall be reported to the Board of Directors at its next meeting. **(Changed Sight to Vision)**

Section 12. **Compensation.** All Officers and Directors will serve and shall not receive any compensation or emoluments directly or indirectly, from the Foundation.

ARTICLE IV | FINANCIAL REVIEW:

Section 1. An annual Financial **R**evue or Audit shall be made of the books and records of this Foundation by a qualified outside auditor, as determined by the Board of Directors. This Financial Review or Audit is to be completed and presented to the Board of Directors, Council of Governors and Finance and Planning Committee of MD21 no later than 90 days after the end of the fiscal year.

ARTICLE V | POLICY MANUAL:

Section 1. There shall be a policy manual, which shall supplement these Bylaws. The objective of the Policy Manual is to give guidelines and provide recommended methods of operation to carry out the intent of the Bylaws.

Section 2. The **P**olicy **M**anual may be changed by the Board of Directors.

Section 3. Should there be any conflict between the Bylaws and the Policy Manual, the Bylaws prevail.

ARTICLE VI | OFFICERS AND DUTIES:

Section 1. The Officers of this Corporation shall be a President, a First Vice President, a Second Vice President, a Third Vice President, Secretary and Treasurer.

- A. **President.** The President shall preside at all meetings. They shall sign all conveyances of real estate, and any other instruments affecting the Corporation or requiring their signature. They shall have all powers and perform all duties incident to the office of President of the Foundation and shall have such other powers and duties as may be from time to time vested in or assigned to them by the Board of Directors, providing, however, they at no time violate the aims and purposes of this Foundation.
- B. **First Vice President.** The First Vice President shall have all the powers and perform all duties of the President in case the President's absence or inability to act.
- C. **Second Vice President.** The Second Vice President shall have such duties as the President and the Board of Directors shall designate.
- D. **Third Vice President.** The Third Vice President shall have such duties as President and the Board of Directors shall designate.
- E. **Secretary.** The Secretary shall keep all minutes of the Board of Directors and the Membership. The Secretary shall be the custodian of the Corporation's seal, and shall affix it to all proper instruments. The Secretary shall

give, or cause to be given, notices of all meetings of the membership of the Foundation and of the Board of Directors. The Secretary shall have charge of the records of meetings and shall perform all duties as may be assigned to them by the President **and/or** the Board of Directors.

- F. **Treasurer.** The Treasurer shall have custody of all funds and securities of the Foundation. The Treasurer shall deposit, or cause to be deposited, all funds of the Foundation to its credit in such banks or financial institutions as the Board of Directors designate. Regular books and accounts are to be kept under their discretion and supervision, and the Treasurer shall be chairperson of the Finance and Budget on a regular basis. The Treasurer shall be chairperson of the Finance and Budget Committee which will designate funds to be invested. The Treasurer shall perform such other duties as may be incident to their office or that may be assigned by the Board of Directors.

Section 2. **Employees.** The Board of Directors shall have the right and prerogative to engage the services of all employees who shall be compensated for services in an amount determined by the Executive Committee and approved by the Board of Directors. The duties of the employees shall be in accordance with job descriptions prepared by the Executive committee and approved by the Board of Directors. The Office Administrator may take the minutes of the meetings of the Foundation in the absence of the Board Secretary. The Executive Director and/or the Office Administrator must inform the Executive Board of all actions affecting the Foundation. In no way shall this absolve any of the Officers or Directors of the Foundation on their responsibilities as defined herein and in the Articles of Incorporation. ***(Eliminated Office Manager and Office Assistant; Added in the absence of the Board Secretary and Executive Director and/or the; changed Manager to Administrator)***

ARTICLE VII | COMMITTEES:

Section 1. **Appointments.** The President shall appoint the Chairmen of the Standing Committees at the first meeting in July. A completed list of the Committees, and the Chairman of each Committee, shall be given to all Directors.

Section 2. **Ex-Officio Member.** The President is an ex-officio member of all committees.

Section 3. **Special Committees.** The President may appoint Special Committees.

Section 4. **Standing Committee Responsibilities.** The President shall designate committee portfolio assignments to the three Vice Presidents.

Section 5. **Finance and Budget Committee.** The Committee shall consist of the Treasurer, and the three Vice Presidents. The Treasurer shall be the Chairman. The Committee shall prepare the annual budget for approval by the Board of Directors at the last meeting of the fiscal year. The Committee shall oversee the work of the Financial Advisor appointed by the Board of Directors.

Section 6. **Election of Officers.** The President shall appoint a Nomination Committee at the March meeting, to present a slate of candidates to be elected at the annual meeting.

Section 7. **Committee Membership.** The Committee Chairman forms their Committee with at least one member from each District of Multiple District 21. Every Director should be a member of at least one Committee.

ARTICLE VIII - REVENUE:

Section 1. Revenue of the Foundation shall be from contributions, grants awarded or monies derived from any fund-raising activities carried on by this Foundation or for the benefit of this foundation. ***(Added grants awarded or)***

ARTICLE IX - DISBURSEMENTS:

Section 1. Funds will be disbursed according to the approved budget each year. Any expenditures above budgeted amounts will be voted on and approved by the Board of Directors. Corporate checks will have four (4) signatories, as designated by the Executive Committee. Corporate checks shall have **two (2)** signatures.

ARTICLE X - 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 XI - PARLIMENTARY AUTHORITY:

Section 1. Except as may be otherwise provided **in** these bylaws, Roberts Rules of Order, Newly Revised, shall govern all questions of order or procedure of any meeting or proceeding of the Foundation, its Board of Directors or any committee thereof.

ARTICLE XII - AMENDMENTS:

Section 1. This Board of Directors shall have the power to make, amend, and repeal these By-Laws by a vote of the majority of the Directors present at any meetings of the Board, provided, however, notice of such contemplated action shall be given to each Director in the notice of the meeting. Such notice having been given, proposed amendments may be further amended during the meeting at which they are considered.

Section 2. Amendments to these Bylaws shall be submitted to the MD21 Constitution and Bylaws Committee for review, published to each MD21 Lions Club **sixty (60)** days in advance of the next upcoming MD21 Annual Convention, and ratified by a **(50% + 1)** "Yes" vote of the Delegates present and voting at that MD21 Annual Convention. Each amendment shall take effect at the beginning of the Fiscal year following the close of the convention where it was adopted.

These Bylaws were voted on and approved May 20, 2018 at the MD-21 Convention.

Lion James Sterenberg

(Changed date and Lion to sign when approved)