

Lions Vision Services

A South Carolina Charity

CONSTITUTION AND BY-LAWS

**Adopted and Approved
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CONSTITUTION AND BYLAWS
OF
LIONS VISION SERVICES

1. NAME AND PRINCIPAL OFFICE

- 1.1 The name of this Corporation shall be Lions Vision Services - a South Carolina Charity, hereinafter designated as the “Corporation” or “LVS”.
- 1.2 The location of the principal place of business of this Corporation shall be 234-C Outlet Pointe Boulevard, Columbia, SC 29210.

2. AFFILIATION

- 2.1 The Corporation is associated with the Lions of South Carolina Multiple District 32 (“Multiple District 32” or “MD 32”). It is the intent that the Bylaws of this Corporation shall be in harmony with the Constitution and Bylaws of Lions Clubs International and Multiple District 32.

3. MISSION STATEMENT

- 3.1 LVS is a nonprofit organization dedicated to improving the lives of South Carolina residents by providing or facilitating health screenings, optical supplies, hearing services, and eye surgeries for underprivileged persons without insurance and who cannot receive assistance from state, federal, or other agencies.

4. PURPOSE

The purpose of the Corporation is exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

5. OBJECTIVES

The Corporation is committed to serving our State ethically and effectively at every level, and through alliances with South Carolina Lions, Multiple District 32, and Lions Clubs International’s objectives and the Lions Code of Ethics. The Corporation’s objectives are as follows:

- 5.1 Provide an administrative structure with which to advance the purposes of LVS.
- 5.2 Preempt blindness and visual impediments by screening and educating vulnerable demographics.
- 5.3 Promote education in the prevention of blindness across South Carolina.
- 5.4 Assist low-income and under-served persons in securing and maintaining devices to aid in hearing and to provide equipment to be used in the diagnosis and treatment of hearing defects and diseases.

- 5.5 Acquire and administer funds and other assets received by donations, gifts, or bequests to LVS.
- 5.6 Promote education in the prevention of blindness and of hearing loss through the publication and distribution of literature and information relating to sight and hearing conservation and through vision and hearing screenings.
- 5.7 Provide channels of communication between Lions Vision Services and the Lions of South Carolina.
- 5.8 Serve as the service Corporation for statewide vision and hearing programs recommended by the Lions' Multiple District 32 Council of Governors and approved by South Carolina Lions.
- 5.9 Manage, operate, and maintain LVS facilities, property, and equipment.
- 5.10 Comply with the Constitution and Bylaws of Lions Clubs International and promote the Lions International Objects and the Lions Code of Ethics. Comply with the Association of Fundraising Professionals Code of Ethical Standards, Donor Bill of Rights, and International Statement of Ethical Principles in Fundraising.

6. FRANCHISE

- 6.1 The exclusive service area of the Corporation shall consist of the state of South Carolina.
- 6.2 Any revision to franchise areas or to establish any new franchise area must follow the procedure(s) established by Lions Clubs International.

7. MEMBERSHIP

- 7.1 The membership of the Corporation shall consist of all Lions who are members in good standing of clubs in good standing in MD-32.
- 7.2 All organized clubs in good standing located in South Carolina shall be member clubs.
- 7.3 Members have all rights provided under the South Carolina Nonprofit Corporation Act of 1994 (the "Act") except that the members nominate, but do not vote for Directors.

8. OFFICERS

- 8.1 The officers of the Corporation shall be the Chair, Vice Chair, Past Chair, Treasurer, and Secretary.
- 8.2 Except as provided at Section 11.6 of these Bylaws, all officers shall be appointed by the Board of Directors at the regular meeting immediately preceding the annual meeting of the members and will serve at the pleasure of the Board. Except for the offices of Secretary and Treasurer all officers must have served as a member of the Board of Directors for at least one (1) year.
- 8.3 Each officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time. The appropriate officers of the Corporation hereby are, and each of them hereby is, authorized, in the name of and on behalf of the Corporation, to execute and deliver any and all documents, instruments, filings and writings of any nature and to do any other act or thing as, with the advice of legal counsel, they may deem necessary or desirable to carry out the intent of these Bylaws.
- 8.4 Duties and Functions

- 8.4.1 Chair
 - 8.4.1.1 Preside at all meetings of the Corporation, Executive Committee, and Board of Directors.
 - 8.4.1.2 Provide general supervision of the affairs of the Corporation.
 - 8.4.1.3 Perform such other duties as pertaining to the Office of Chair.
 - 8.4.1.4 Be an ex-officio member of all committees and appoint the chairperson of all committees where membership is not otherwise specified in the Bylaws.
 - 8.4.1.5 Present an annual report at the Annual Meeting.
- 8.4.2 Vice Chair
 - 8.4.2.1 Assists the Chair in the performance of prescribed duties.
 - 8.4.2.2 Preside at meetings in the absence of the Chair.
 - 8.4.2.3 In the event of the inability of the Chair to perform their duties, the Vice-Chair will act.
 - 8.4.2.4 Perform such other duties pertaining to the office of Vice Chair.
- 8.4.3 Treasurer
 - 8.4.3.1 Shall serve as Financial Officer of the organization, manage the Board's review of and action related to the Board's financial responsibilities, and consult with the officers of the Corporation as to custody, stewardship, and investment of funds.
 - 8.4.3.2 Shall prepare and give regular financial reports to the Board, prepare and give a financial report at the Annual Meeting, and ensure the integrity of the Corporation's financial reporting in conformance with Board policies.
 - 8.4.3.3 Assist the President & CEO in preparing an annual budget and submitting it to the Board for approval.
 - 8.4.3.4 Sign such documents as may require the Treasurer's signature and shall perform such other duties as may be required by law.
 - 8.4.3.5 Shall assist LVS staff in overseeing an audit, prepared by a CPA licensed by the State of South Carolina, of the Corporation books and accounts at the end of each fiscal year, and upon retiring from office, turn over to their successor all financial records and other property of the Corporation in his/her custody. The incoming Treasurer shall give the retiring Treasurer a receipt for all such records and property turned over.
 - 8.4.3.6 In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be designated by the Board of Directors.
- 8.4.4 Secretary

- 8.4.4.1 Shall keep and maintain records of the minutes of all meetings of the Corporation, the Board of Directors, and the Executive Committee.
- 8.4.4.2 Shall, through the President/CEO of the Corporation, give notice of all meetings of the Corporation, to the Board of Directors and to the Executive Committee.
- 8.4.4.3 Attend all meetings of the Executive Committee and Board of Directors, record, and distribute proceedings of such meetings to the Executive Committee and Board of Directors.
- 8.4.4.4 In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Chair, Executive Committee or by the Board of Directors.
- 8.4.5 Past Chair
 - 8.4.5.1 Assist the Chair and Vice Chair in the performance of prescribed duties.
 - 8.4.5.2 Preside at meetings in the absence of the Chair and Vice Chair.
 - 8.4.5.3 In the event of the inability of the Chair and Vice Chair to perform, the Past Chair will assume the duties of Chair as Acting Chair.
- 8.5 Terms of Office
 - 8.5.1 The terms of office of the Chair, Vice Chair, Treasurer, Secretary, and Past Chair shall be for one (1) year, which term shall start July 1st of each year.
- 8.6 Compensation
 - 8.6.1 Officers of the Corporation shall serve without compensation. However, it shall be the policy of the Corporation to pay the expenses of the Chair to attend the South Carolina Multiple District Convention outside the Chair's home District.
- 8.7 Vacancy
 - 8.7.1 A vacancy in the office of Chair, Vice Chair, or any other vacancy shall be filled by the Board of Directors for the remainder of the current term. If the Board is unable to find a candidate that meets the criteria of the office (see Section 8.2), the Board may elect to fill the vacancy with any competent individual they see fit for the remainder of the current term.
 - 8.7.2 Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors, without notifying either the Chair or Secretary whether directly or through the President & CEO of the Corporation with an acceptable reason in advance for such absence, shall be removed from office and the position declared vacant.
 - 8.7.3 Vacancies on the Board of Directors shall be filled as follows:
 - 8.7.3.1 A vacancy for a Director elected by the Board of Directors shall be filled by the Board of Directors for the remainder of the unexpired term.
 - 8.7.3.2 A vacancy for all other Director positions shall be filled by the person filling the designated office of the Director as set forth in Section 9.1 of these Bylaws.

8.8 Removal and Resignation

- 8.8.1 Any officer may be removed with cause, unless provided otherwise in the Articles of Incorporation (the “Articles”). An officer may be removed by the Board of Directors only at a meeting called for such purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of an officer.
- 8.8.2 Any officer may resign at any time by notifying the Chair or Secretary of the Corporation. Successors for officers who are removed or have resigned from office shall be elected at the next regular meeting or a special meeting before the next regular meeting of the Board of Directors.
- 8.8.3 No officer may be removed from office except by a two-thirds (2/3) vote of all of the Directors then in office.

9. BOARD STRUCTURE AND DIRECTOR DUTIES

- 9.1 The Board of Directors shall consist of individuals whose experience, background and expertise are consistent with the purposes of the Corporation and who are responsive to the needs of the Corporation. Directors shall be persons who are accomplished and successful in their fields. Directors are expected to be enthusiastic and hardworking individuals committed to the mission of the Corporation. The Board shall be composed of at least ten individuals, at least 51% of which must be active Lions in good standing with their local club. The Board may choose at any time to increase its size by a majority vote of current Directors, but the Board must always maintain at least 51% of its membership as active Lions in good standing with their local club.

At least four (4) Directors shall adequately represent the geographic scope and sub-districts of Multiple District 32. Industry professionals and thought leaders in the fields of vision health, the law, finance, human resources, fundraising, and nonprofit management may be sought after to serve on the Board. The current Multiple District Council Chair and all sitting District Governors shall be Board members. Any Lions Clubs International Officers, present or past, residing in the state, may serve as ex-officio members without vote.

All Directors are elected to a one (1) year term, after which the Director shall declare to the Board whether or not they wish to stand for a three (3) year term. The Board shall then vote by secret ballot as to whether or not to elect the Director to a three (3) year term. Electing Board members to three (3) year terms must take precedent over electing new members to the Board until all Board positions as described above are filled. Directors can only be elected to one consecutive three (3) year term unless a one-year extension is voted on by the Board.

- 9.2 Directors shall attend Board Meetings to help develop the direction of LVS.
- 9.3 Directors shall serve as members of the speaker’s bureau of LVS.
- 9.4 Directors will make recommendations to officers to optimize performance of LVS.
- 9.5 Directors shall visit clubs in their districts to present programs, discuss projects, and promote LVS for continual support.
- 9.6 Directors shall actively work on assigned committees to plan and complete actions to enhance LVS.
- 9.7 Directors shall financially support LVS.

10. EXECUTIVE COMMITTEE

- 10.1 The Executive Committee of the Board of Directors shall consist of the Chair, Vice Chair, Treasurer, Secretary, Past Chair, Council of Governors Chairperson, and one Director elected by the Board of Directors. Advisors and staff may serve as ex-officio members without vote at the discretion of the Executive Committee.
- 10.2 Executive Committee meetings as necessary shall be held at the call of the Chair, or on petition addressed to the Secretary and signed by two or more Executive Committee members.
- 10.3 The Executive Committee may act for the Board of Directors in the interim between meetings of the Board. Interim actions shall be by a majority vote of the Executive Committee. Actions taken shall be reported to the Board of Directors.
- 10.4 Quorum
 - 10.2.1 Attendance by a majority of Committee members shall constitute a quorum. Such quorum is required for the conduct of business at any meeting of the Executive Committee. Proxy attendance is not permitted.

11. BOARD RESPONSIBILITIES AND AUTHORITY

- 11.1 All corporate powers shall be exercised by or under the authority of the Board of Directors which shall be invested with all the corporate powers not expressly reserved by statute, the Articles of Incorporation, or the Bylaws.
- 11.2 The Board of Directors shall constitute the executive body of the Corporation and its actions shall be final.
- 11.3 The Board of Directors shall exercise the general management and control of the business, property, and funds of the Corporation. It shall prepare and submit to the membership at the Annual Meeting of the Corporation a budget showing the amount of anticipated receipts and expenditures for the ensuing year. The Board of Directors shall also have an audited financial statement showing all receipts and expenditures for the previous fiscal year.
- 11.4 President & Chief Executive Officer
 - 11.4.1 The Board is responsible for overall policy and direction of the Corporation and may delegate authority for day-to-day operations to the President & CEO.
 - 11.4.2 The President & CEO shall be recommended by such committee or body of persons as established by the Board of Directors and shall be hired with the approval of a majority of the full Board of Directors.
 - 11.4.3 The President shall manage the Corporation's day-to-day operations and be responsible for its staff, budget activities, committees, and implementation of action items. The President & CEO may attend all meetings of the Board, the Members, or committees except when their performance or compensation is to be discussed. The President & CEO shall be responsible for hiring, discharging, directing, and supervising the staff and contractors of the Corporation. The President & CEO in general shall perform all duties incident the chief executive officer of the Corporation and such other duties as may be prescribed by the Board from time to time.
 - 11.4.4 The President & CEO may sign all documents and contracts binding on the Corporation which the Board has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Nonprofit Act, the Board, or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

11.4.5 The President & CEO, with the cooperation of the Chair and the appropriate Board Committee, shall assist in the preparation of the annual budget. The President & CEO shall be responsible for all expenditures within the approved budget.

11.5 Fiduciary Responsibilities

11.5.1 The Board of Directors is responsible for the administration of all LVS assets, and shall:

11.5.1.1 Receive, hold, manage, invest or arrange for investing, and acquire by gift, devise, bequest, purchase or otherwise and use property of any kind and funds exclusively for the benefit of LVS, its programs and missions.

11.5.1.2 Manage and hold real property, improvements, buildings, fixtures, and the maintenance, preservation, and improvements of same.

11.5.1.3 Exercise all functions of LVS permitted by law, including but not limited to borrowing and expending funds, purchasing property, disposing of real property, and leasing or mortgaging assets.

11.5.1.4 With advice of the Financial Advisor, protect the Endowment Fund and promote growth of the Endowment Fund while exercising prudent business risks.

11.5.1.5 Hold and manage all gifts, contributions and donations received by LVS for specific causes in accordance with any terms or conditions attached thereto by the donor, except that no gifts or donations shall ever be received or accepted by LVS to be held or used for purposes other than those set forth herein.

11.5.1.6 All funds held by LVS, unless otherwise specified by the donor, shall be instruments as recognized by the State of South Carolina as legal for the investment of trust funds.

11.5.1.7 Set organizational direction and ensure effective planning.

11.5.1.8 Ensure availability of necessary resources, both financial and human.

11.5.1.9 Provide oversight of the LVS President & CEO, assets, programs and services.

11.5.1.10 Ensure appropriate internal controls are in place at all times.

11.5.1.11 Set financial indicators and ask pertinent questions.

11.5.1.12 Remain vigilant of environmental factors that might affect financial performance.

11.5.1.13 In the case a Board member fails to carry out the fiduciary responsibilities as a result of excessive absenteeism or failure to perform the duties described in Section 9, the Board of Directors may remove that member from the Board by unanimous vote of a quorum of voting members of the Board of Directors present and voting.

11.6 Delegation of Authority

11.6.1 LVS is a fiduciary and responsible for directing and monitoring the investment of Endowment Fund assets. As such, Board members are authorized to delegate certain responsibilities to professional experts in various professions. These include, but are not limited to:

11.6.1.1 Financial Advisor. The Financial Advisor may assist LVS in establishing investment policy, objectives, and guidelines; in selecting investment managers; in reviewing such managers over time; in measuring and evaluating investment performance; and other tasks as deemed appropriate. The Financial Advisor shall not be a Lion in MD32.

11.6.1.2 Investment Managers. Investment Managers have discretion to purchase, sell or hold the specific securities that will be used to meet the Endowment Fund's objectives within the specific limitations described in LVS' investment policy, objectives and guidelines. Managers will be held responsible and accountable to achieve objectives stated therein. While it is believed that limitations will not hamper investment managers, the managers should request modifications that deem appropriate.

11.6.1.3 Additional specialists such as attorneys, auditors, actuaries, consultants, and others may be employed by LVS to assist in meeting its responsibilities and obligation to administer assets prudently. If such employed experts are deemed to be fiduciaries, they must acknowledge such in writing. All expenses for such experts must be customary and reasonable, and will be borne by the Endowment Fund as deemed appropriate and necessary.

11.10 Contracts

11.10.1 The Board of Directors may authorize the President & CEO, any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

11.11 Loans

11.11.1 No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

11.12 Quorum

11.12.1 A simple majority of the membership of the Board of Directors attending the Board meeting shall constitute a quorum.

11.13 Conflict of Interest

11.13.1 Each Director shall review the Corporation's conflict of interest policy annually and execute an acknowledgment that he/she has reviewed it and agrees to abide by its terms.

12. MEETINGS

12.1 Annual Meeting

12.1.1 An Annual Meeting of the members of the Corporation shall be held during the South Carolina Lions MD-32 State Convention to receive reports of officers and committees and carry on other business of the Corporation. Notice of said meeting shall be published in *The Palmetto Lion* or sent by first class surface mail or sent by electronic media at least thirty (30) days prior to date of meeting. The effective date of the notice shall be as provided at Section 12.3.2 of these Bylaws.

12.2 Regular Meetings

12.2.1 Regular meetings of the Board of Directors shall be held at times and places to be determined by the Chair and shall not be less frequent than one meeting per quarter. Emergency meetings of the Executive Committee or Board of Directors may be held via electronic media (teleconferencing).

12.2.2 Other Board of Directors meetings shall be held at the call of the Chair or on petition addressed to the Secretary and signed by five (5) or more Directors.

12.3 Special Meetings

12.3.1 Special meetings of the Corporation shall be held at such other times and places as requested by the Chair or upon a petition of ten percent (10%) of eligible voting members.

12.3.2 Notice of Special Meeting of the Members: The notice of a special meeting must describe the purpose of such meeting. The person calling a special meeting shall give, or cause to be given, to each member and Director at his most recent business or other address provided to the Corporation, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than thirty (30) days prior to the meeting. Notice may be sent by publication in the *Palmetto Lion*, by first class surface mail, or by electronic media (email with return reply requested) to the Secretary-of-record of each Lions Club in good standing within MD32. Written notice is effective: (i) When received; (ii) Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed; (iii) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed. Email notice is effective 5 days after date of email transmission.

12.3.3 Notice of Special Meeting of the Directors: The notice of a special meeting must describe the purpose of such meeting. The person calling a special meeting shall give, or cause to be given, to each Director at his most recent business or other address provided to the Corporation, notice of the date, time, and place of the meeting by any means of communication acceptable under the Act not less than fifteen (15) days prior to the meeting. Notice may be sent by first class surface mail or sent by electronic media (email with return reply requested) to each current Director. Written notice is effective: (i) When received; (ii) Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed; (iii) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed. In case of emergency, meetings may be called on shorter notice via email or phone at the discretion of the Chair.

12.3.4 Notice of all Executive Committee, Board of Directors and Special meetings shall normally be issued by the Secretary at least fifteen (15) days in advance of such meetings to all Executive Committee and Board of Directors members. In case of emergency, meetings may be called on shorter notice via email or phone at the discretion of the Chair, subject to the effective time periods provided at Section 12.3.3 of these Bylaws.

13. DISTRICTS

13.1 The Corporation shall follow Multiple District boundaries.

14. COMMITTEES

14.1 The Board of Directors may create and dissolve administrative and project committees. These committees may be established from time to time by a resolution adopted and approved by a majority vote of the Board Members present and voting at a duly called meeting. Such committees shall perform such duties and have such powers as may be provided in the enabling amendment to the Administrative Policy Manual, but shall not have, nor exercise, the authority of the Board of Directors in the management of the affairs of the Corporation. In addition to the above committees, the Chair may appoint special committees ad-hoc, as the need arises for some special task or purpose.

14.2 No committee, including the Executive Committee, may authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove members of the Executive Committee or fill vacancies on the Executive Committee or on any committee; or adopt, repeal, or amend the Bylaws.

14.3 Any committee delegated the authority to take action in the absence of the Board of Directors must be composed of at least two (2) Directors and only Directors may vote on such actions.

14.4 Each committee, as described in Section 14.1, may adopt rules for the conduct of its own business not inconsistent with these Bylaws, or with rules and responsibilities which may be adopted by the Board of Directors in establishing an administrative or project committee, or the Chair in establishing an ad-hoc committee.

14.5 Within thirty (30) days after the Annual Meeting of the Corporation, the incoming Chair shall appoint the Chairperson and members of all administrative and project committees.

14.6 The Board of Directors shall maintain an Administrative Policy Manual to provide efficient administration of the Corporation and to facilitate the effective delivery of charitable services to the citizens of South Carolina. Administrative and project committee responsibilities shall be established by the Board of Directors. Additions, deletions and/or revisions to the Administrative Policy Manual may be proposed in writing by any member of the Board of Directors or committee chairperson to the Board of Directors for consideration. A majority of the Board Members present and voting is required to approve the proposed revision.

15. EMPLOYEE POLICIES AND PROCEDURES

15.1 Employee policies and procedures shall be the responsibility of the President & CEO of the Corporation under the general supervision of the Board of Directors. The employee policies and procedures shall be maintained by the President & CEO in the Employee Policy Manual.

15.2 Revisions to the Employee Policy Manual shall be submitted by the President & CEO to the Board of Directors as a point of information but shall not require a vote by the Board of Directors for implementation. The Board reserves the right to rescind the President & CEO's changes to the

Employee Policy Manual if they are found to be inconsistent with these Bylaws or the Administrative Policy Manual.

16. GIFTS, CONTRIBUTIONS, REQUESTS, GRANT RECEIPTS

The Development Committee of the Board shall maintain a “Gift Policy” document to establish a common understanding among donors, volunteers, and staff as to how gifts will be valued and reported for the Corporation. The Board shall adhere to the Donor Bill of Rights and Code of Ethical Standards as set forth and maintained by the Association of Fundraising Professionals.

16.1. Funds

All financial accounting shall be divided into the following independent Funds: Operating and Endowment Fund.

16.1.1. Operating Fund

All undesignated donations in money or property, including gifts, contributions, bequests, and grant receipts, shall be used to fund the annual LVS budget through the Operating Fund.

16.1.2. Endowment Fund

The Endowment Fund shall be composed of the Donor-Restricted Endowment and the Unrestricted Endowment. Ninety percent (90%) of the annual capital gains (earnings) from investments in the Endowment may be used to fund LVS operating expenses with approval of two-thirds (2/3) majority vote of the Board of Directors; 10% of the annual capital gains (earnings) shall be returned to the principal of the Endowment. No portion of the Donor-Restricted Endowment may be expended or hypothecated from the principal for any purpose. No portion of the Unrestricted Endowment shall either be expended or hypothecated from the principal without approval of two-thirds (2/3) majority vote of the Board of Directors.

16.2. Designated Gifts

All Gifts contributions, donations, grants and contracts received by LVS for specific causes shall be held and managed in accordance with any terms or conditions attached to such gifts by the donor, except that no gifts or donations shall ever be received or accepted by LVS to held or used for purposes other than those herein set forth in the LVS Policy Manual.

17. NON-LIABILITY OF OFFICERS AND DIRECTORS

17.1 The Executive Committee, Board of Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

18. LIABILITY AND INDEMNIFICATION

18.1 No member of the Board of Directors of the Corporation shall be liable to any member for any decision, action, or omission made or performed by such member of the Executive Committee, Board of Directors, or Officer of the Corporation in the course of his/her duties if such member of the Executive Committee, Board of Directors, or Officer acted in good faith and in accordance with the terms of the Act, the Articles, and these Bylaws.

18.2 The Corporation shall indemnify and defend each member of the Executive Committee, Board of Directors, and Officer of the Corporation to the extent and in the manner permitted by law, from any liability claimed or imposed against him/her by reason of his/her position or decision, action,

or omission as a member of the Executive Committee, Board of Directors, or officer of the Corporation if all the following conditions are satisfied:

18.2.1 Such member of the Executive Committee, Board of Directors, or officer of the Corporation acted in good faith and in accordance with the terms of the Act, the Articles, and these Bylaws.

18.2.2 Such member of the Executive Committee, Board of Directors, or officer of the Corporation reasonably believed:

18.2.2.1 In the case of conduct in their official capacity with the Corporation, that their conduct was in its best interest;

18.2.2.2 In other cases, that their conduct was at least not opposed to its best interests; and

18.2.2.3 In the case of criminal proceedings, they had no reasonable cause to believe their conduct was unlawful.

18.2.3 Such member of the Executive Committee, Board of Directors, or officer of the Corporation as provided herein shall be an expense of the Corporation and shall be borne by all members, including such member of the Executive Committee, Board of Directors or Officer.

18.3 An Executive Committee or Board of Directors member may not be indemnified until twenty (20) days after the South Carolina Attorney General has received written notice of proposed indemnification.

19. RULES AND REGULATIONS

19.1 Executive Committee, Board of Directors, annual, and special meetings shall be conducted according to the latest edition of "Robert's Rules of Order, Revised."

19.2 To effectively carry out the objectives of the Corporation as stated in these By-Laws, the Executive Committee and Board of Directors may propose Rules and Regulations for the orderly government of the Corporation and the advancement of the work provided that they are not inconsistent with the Act, these Bylaws, Lions Clubs International Constitution and Bylaws, Multiple District 32 Constitution and Bylaws, or the Corporation's Articles. No Rules and Regulations shall be made which are not for the benefit of the membership. Special groups may adopt rules which apply to that particular group with the consent of the Executive Committee and Board of Directors, but in no case shall it be incumbent upon the Corporation as a whole to adopt them as Bylaws of the Corporation.

20. AMENDMENTS

20.1 Amendments to these Bylaws may be proposed by a simple majority of the Board of Directors or through them, on petition of ten percent (10%) of members. All proposed amendments shall be submitted in writing to the Board of Directors.

20.2 These Bylaws may be amended only at the Annual Meeting of the Corporation by a two-thirds (2/3) vote of the members present in the meeting, provided that any proposed amendment shall be presented by electronic media, letter, or published in the "Palmetto Lion," at least thirty (30) days prior to the Annual Meeting at which the proposed amendments are to be voted on.

21. CONFLICT BETWEEN BYLAWS, ARTICLES AND THE ACT

21.1 The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

22. DISTRIBUTION

22.1 These Bylaws and approved revisions shall be distributed by electronic media to all Board Members, the MD 32 Council of Governors, Committee Chairpersons, the President & CEO, and any Lions Clubs International Officers, past or present, residing in MD 32.

CERTIFICATE

This is to certify that the foregoing By-Laws were revised and adopted by a more than two-thirds (2/3) majority affirmative vote of the Lions delegates, who were present in person, qualified and voting at the Annual Meeting of the Corporation held in Spartanburg, South Carolina, April 10, 2021.

ATTEST:

Lion Mary Louise Resch
Secretary, LVS