

Lions Vision Services

A South Carolina Charity

CONSTITUTION AND BY-LAWS

**Adopted and Approved
April 21, 2017**

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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, or such other places designated by the Board of Directors.

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 Constitution and Bylaws of this Corporation shall be in harmony with the Constitution and Bylaws of Lions Clubs International and Multiple District 32. These By-Laws supersede and replace South Carolina Lion Charitable Services By-Laws, as amended and restated April 10, 2014.

3. MISSION STATEMENT

- 3.1 Lions Vision Service empowers the blind and visually-impaired in under-served South Carolina communities to live safe, meaningful, and fulfilling lives.

4. PURPOSE

- 4.1 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.
- 4.2 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (See Article 1 above), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 Address additional health-related conditions deemed relevant by the Board of Directors in achieving the Corporation's mission.
- 5.5 Acquire and administer funds and other assets received by donations, gifts or bequests to LVS.
- 5.6 Provide channels of communication between South Carolina Lions Vision Services and the Lions of South Carolina.
- 5.7 Serve the Multiple District 32 Council of Governors and Lions Clubs by administering health and education services that advance the mission and service of Lions Clubs International.
- 5.8 Manage, operate and maintain LVS facilities, property and equipment.
- 5.9 Communicate the Corporation's work to the Lions of South Carolina and other key constituencies.
- 5.10 Comply with the Constitution and Bylaws of Lions Clubs International and promote the Lions International Objects and the Lions Code of Ethics.

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 establishment of 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. See Section 9.1 of these Bylaws.

8. OFFICERS

- 8.1 The officers of the Corporation shall be the Chairman, Vice Chairman, Immediate Past Chairman, Secretary, and Treasurer.

- 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 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 Chairman
- 8.4.1.1 Preside at all meetings of the Corporation, Executive Committee and Board of Directors.
- 8.4.1.2 General supervision of the affairs of the Corporation.
- 8.4.1.3 Perform such other duties as pertaining to the Office of Chairman.
- 8.4.1.4 Be an ex-officio member of all committees, other than the Nominating Committee 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-Chairman
- 8.4.2.1 Assists the Chairman in the performance of prescribed duties.
- 8.4.2.2 Preside at meetings in the absence of the Chairman.
- 8.4.2.3 In the event of inability of the Chairman to perform his duties, the Vice-Chairman will act.
- 8.4.2.4 Perform such other duties pertaining to the office of Vice-Chairman.
- 8.4.3 Secretary
- 8.4.3.1 Shall keep and maintain records of the minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee.
- 8.4.3.2 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.
- 8.4.3.3 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.
- 8.4.3.4 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 Chairman, Executive Committee or by the Board of Directors.
- 8.4.4 Immediate Past Chairman
- 8.4.4.1 Assist the Chairman and Vice-Chairman in the performance of prescribed duties.

- 8.4.4.2 Preside at meetings in the absence of the Chairman and Vice-Chairman.
- 8.4.4.3 In the event of the inability of the Chairman and Vice-Chairman to perform, the Immediate Past Chairman will assume the duties of Chairman as Acting Chairman.
- 8.4.4.4 Chair the Personnel and Nominations Committee.

8.4.5 Treasurer

- 8.4.5.1 Shall have custody of all administrative and project funds and securities of the Corporation, and shall keep a full and accurate account of all such receipts and disbursements of the Corporation. Shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.
- 8.4.5.2 Shall deposit all administrative and project monies received by the Corporation in depositories designated by the Board of Directors.
- 8.4.5.3 Shall render to the Board of Directors full and accurate reports of all administrative and project financial matters of the Corporation, when requested by the Board of Directors.
- 8.4.5.4 Present at the Annual Meeting of the Corporation a financial report showing administrative and project expenditures and income associated with the Corporation.
- 8.4.5.5 At the close of the Corporation's fiscal year, prepare a written annual report showing the amounts budgeted and the amounts received and spent for each line item in the Corporation's annual administrative and project budget. This report shall be distributed to the membership of the LVS by printed or electronic media.
- 8.4.5.6 Consult with the officers of the Corporation as to custody and investment of funds and preparation of an annual administrative and project budget.
- 8.4.5.7 Shall provide for 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 his 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.
- 8.4.5.8 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.

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.

Four (4) Directors shall adequately represent the geographic scope of Multiple District 32. Two (2) healthcare professionals may reflect the Corporation's services. One (1) legal, one (1) financial, and one (1) fundraising professional may serve as professional experts 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. All terms of office for Directors begin on July 1st.

- 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 Chairman, Vice-Chairman, Immediate Past Chairman, Secretary, Treasurer, one Director elected by the Board of Directors, Council of Governors Chairperson, and Legal and Financial Advisors as ex-officio members without vote.

10.1.1 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.

10.2 Terms of Office

10.2.1 The terms of office of the Chairman, Vice-Chairman, Secretary, Treasurer, shall be for one (1) year, which term shall start July 1st of each year. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, excepting the office of Treasurer. The President/CEO is not subject to any term limit.

10.3 Quorum

10.3.1 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.

10.4 Compensation

10.4.1 Officers of the Corporation shall serve without compensation. However, it shall be the policy of the Corporation to pay the expenses of the Chairman to attend the South Carolina District Convention outside the Chairman's home District.

10.5 Vacancy

10.5.1 A vacancy in the office of Chairman, Vice-Chairman, Secretary, or any other vacancy shall be filled by the Board of Directors. If the Board is unable to find a willing candidate from the same district with 1-year prior service as a Board member (See Section 8.2), the Board may fill the vacant office with a qualified candidate from any district for the remainder of the current term.

10.6 Removal and Resignation

- 10.6.1 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.
- 10.6.2 Any officer may resign at any time by notifying the Chairman 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.
- 10.6.3 No officer may be removed from office except by a two-thirds (2/3) vote of all of the Directors then in office.

11. BOARD RESPONSIBILITIES AND AUTHORITY

- 11.1 The Board of Directors shall be composed of the Chairman; Vice-Chairman; Secretary; Treasurer; Immediate Past Chairman; four (4) Directors from the sub-Districts within the state of South Carolina who are nominated by their respective sub-district and elected by the Board of Directors, as provided at Section 9.1 of these Bylaws; Multiple District 32 Council Chairperson; current District Governors or a Designated replacement recommended by the District Governor from the same Sub-District when he/she elects not to serve on the Board of Directors because of a conflict of interest; and Legal and Financial Advisors as ex-officio members without vote. Any Lions Clubs International Officers, present or past, residing in the state, may serve as ex-officio members without vote.
- 11.2 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.
- 11.3 The Board of Directors shall constitute the Executive body of the Corporation and its actions shall be final.
- 11.4 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.
- 11.5 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 Chairman 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. Proxy attendance is not permitted.
- 11.6 Vacancies on the Board of Directors shall be filled as follows:
 - 11.6.1 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.
 - 11.6.2 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 11.1 of these Bylaws.
- 11.7 The Board of Directors may employ such individuals as it may deem necessary and upon such terms as it may deem advisable to carry on the functions of the Corporation. Such employees shall make reports of their activities from time to time as requested by the Board of Directors

11.8 Fiduciary Responsibilities

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

- 11.8.1.1 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.
- 11.8.1.2 Manage and hold real property, improvements, buildings, fixtures, and the maintenance, preservation and improvements of same.
- 11.8.1.3 Exercise all functions of LVS permitted by law, including but not limited to borrowing and expending funds, purchasing property, disposing of real property, leasing or mortgaging assets.
- 11.8.1.4 With advice of the Financial Advisor, protect the Endowment Fund and promote growth of the Endowment Fund while exercising prudent business risks.
- 11.8.1.5 Hold and manage all gifts, contributions and donation 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.
- 11.8.1.6 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.
- 11.8.1.7 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.
- 11.8.1.8 Set organizational direction and ensure effective planning.
- 11.8.1.9 Ensure availability of necessary resources, both financial and human.
- 11.8.1.10 Provide oversight of the LVS President/CEO, assets, programs and services.
- 11.8.1.11 Ensure appropriate internal controls are in place at all times.
- 11.8.1.12 Set financial indicators and ask pertinent questions.
- 11.8.1.13 Remain vigilant of environmental factors that might affect financial performance.

11.9 Delegation of Authority

11.9.1 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:

- 11.9.1.1 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.

11.9.1.2 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.

11.9.1.3 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 Checks, Drafts, Etc.

11.12.1 All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by majority vote of the Board of Directors.

11.13 Deposits

11.11.1 All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories the Board of Directors may select.

11.14 Quorum

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

11.15 Conflict of Interest

11.15.1 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 Chairman and subject to Section 12.4.1 of these By-Laws. Emergency meetings of the Executive Committee or Board of Directors may be held via electronic media (teleconferencing).

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 Chairman 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 Lion 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 Chairman, but in no event shall written notice be sent less than two (2) days before the meeting. Email or phone notice of emergency meetings shall be sent no less than one (1) day before the meeting.

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 Chairman, but in no event shall written notice be sent less than two (2) days before the meeting, subject to the effective time periods provided at Section 12.3.3 of these Bylaws. Email or phone notice of emergency meetings shall be sent no less than one (1) day before the meeting.

12.4 Board of Directors and Executive Committee

12.4.1 The Board of Directors shall meet quarterly.

12.4.2 Executive Committee meetings as necessary shall be held at the call of the Chairman, or on petition addressed to the Secretary and signed by two or more Executive Committee members.

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

13. DISTRICTS

13.1 The Corporation shall follow Multiple District 32 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 Chairman 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 Chairman in establishing an ad-hoc committee.

14.5 Within thirty (30) days after the Annual Meeting of the Corporation, the incoming Chairman shall appoint the Chairperson and members of all administrative and project committees, and each District Governor, in consultation with the Chairman, shall appoint one (1) member each for project committees that are duplicated at the District level.

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 overall 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 for review. A majority of the Board Members present and voting is required to approve the proposed revision.

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 Fund 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.

16.1.1. 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 be held or used for purposes other than those herein set forth in the LVS Policy Manual.

17. PUBLICATIONS

- 17.1 The official publication of LVS and Lions Multiple District 32 is *The Palmetto Lion*.

18. NON-LIABILITY OF OFFICERS AND DIRECTORS

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

19. LIABILITY AND INDEMNIFICATION

- 19.1 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.
- 19.2 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 of the following conditions are satisfied:
- 19.2.1 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.
- 19.2.2 Such member of the Executive Committee, Board of Directors, or officer of the Corporation reasonably believed:
- 19.2.2.1 in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest;
- 19.2.2.2 In other cases, that his conduct was at least not opposed to its best interests; and
- 19.2.2.3 In the case of criminal proceedings, he had no reasonable cause to believe his conduct was unlawful.
- 19.2.3 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.
- 19.3 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.

20. RULES AND REGULATIONS

- 20.1 Executive Committee, Board of Directors, annual, and special meetings shall be conducted according to the latest edition of "Robert's Rules of Order, Revised."
- 20.2 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.

21. AMENDMENTS

- 21.1 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.

- 21.2 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.
22. FISCAL YEAR
- 22.1 The fiscal year shall be July 1st, through June 30th.
23. CONFLICT BETWEEN BYLAWS, ARTICLES AND THE ACT
- 23.1 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.
24. DISTRIBUTION
- 24.1 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 Constitution and 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 21, 2017.

ATTEST:

Randy Edwards

PDG Randy Edwards
Secretary, LVS