

CONSTITUTION  
AND BYLAWS  
  
OF  
  
LIONS LOW VISION CENTER, INC

**Revised:** ~~November 2010~~ May 2017

*Constitution and Bylaws Committee*

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# CONSTITUTION OF LIONS LOW VISION CENTER, INC.

## **ARTICLE I – NAME**

The name of this corporation shall be “Lions Low Vision Center, Inc.” hereinafter referred to as the “Corporation.” The name shall be approved by the International Association of Lions Clubs and the Corporation incorporated under the laws of the State of Connecticut. The Corporation at all times shall act within the jurisdiction conferred by the International Association of Lions Clubs designated as District 23B, presently including Hartford and Litchfield counties, State of Connecticut (hereinafter referred to as District 23B).

## **ARTICLE II – PURPOSES**

Section 1 – The Corporation is a non-profit, non-stock corporation organized solely for the purposes as hereinafter set forth.

Section 2 – The purposes of this Corporation subject to the more particular provisions of the Certificate of Incorporation are:

- a. To promote and support the establishment and operation of Lions Low Vision Center(s)” and other projects designed to improve the quality of life for sight-impaired persons within Lions District 23B.
- b. To do and perform any and all corporate acts necessary and advisable to effectuate the purposes herein set forth, whether solely or in association with other individuals, partnerships, associations, foundations or corporations.
- c. To raise funds and solicit contributions, in cash or in kind, to receive, hold, manage, invest, reinvest and disburse such funds and other contributed property and the income derived therefrom, solely for the administration of the Corporation and in furtherance of the corporate purposes herein set forth.

Section 3 – No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, delegates, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities nor permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) or the Internal Revenue Code, or the 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4 – In the event of dissolution of this Corporation, the assets of this Corporation shall be distributed for one or more of the charitable purposes specified in Section

501(c)(3) of the Internal Revenue Code as time to time amended, or the corresponding section of any future federal tax code.

### **ARTICLE III – MEMBERSHIP**

The membership of this Corporation shall consist of every member in good standing of every Lions Club in good standing in District 23B (i.e. a Lions Club associated with the International Association of Lions Clubs) in Connecticut. One delegate and one alternate shall represent the membership from each club who shall be each Club's president and/or its designee(s).

### **ARTICLE IV – OFFICERS**

Section 1 – The officers of the Corporation shall be a President, a ~~First Vice President, a Second Vice President,~~ a Secretary and a Treasurer, **and an Immediate Past President**. Each officer must be a member in good standing of a Lions Club in good standing in District 23B.

### **ARTICLE V – BOARD OF DIRECTORS**

Section 1 – The affairs of the Corporation shall be managed by a Board of Directors, selected from the membership, who shall have voting rights as contained herein, provided that no Director or Officer of this Corporation shall exercise said voting right or participate in any discussion related to an item or policy from which the Director, Officer, or a member of his/her immediate family derives pecuniary benefit or compensation.

Section 2 – There shall be eight (8) voting members of the Board of Directors of the Corporation elected by the delegates at the Annual Meeting. Each such director shall serve for a two-year term (unless otherwise provided herein to initially create alternating terms) and shall serve until their successor has been elected and the successor's term commences. Each Director must be a member in good standing, of a Lions Club in good standing in District 23B.

Section 3 – The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> ~~Vice President~~ and Immediate Past President of the Corporation; ~~District 23B Low Vision Cabinet Chairman;~~ and District 23B District Governor shall be voting members of the Board of Directors of the Corporation concurrent with their respective terms of office.

Section 4 – The 23B Vice District Governors; 23B Immediate Past District Governor, Secretary and Treasurer of the Corporation shall be non-voting members of the Board of Directors.

Section 5 – Two (2) low vision eye care professionals may be nominated from the membership and approved by the Board of Directors to serve as non-voting, ex-officio members of the Board of Directors.

**Section 6** – The duties of the Board of Directors shall be:

- a. To transact such business of the Corporation as shall be necessary including the general management and control of the business, property (real or personal) and the funds of the Corporation.
- b. To review and approve a budget (submitted by the Finance and Audit Committee) for each fiscal year outlining anticipated receipts and expenditures; and net indebtedness shall not be created in excess of the income reasonably expected during the fiscal year.
- c. To manage, invest and control the funds held by the Corporation for its charitable purposes.
- d. To approve the fundraising projects of said Corporation.
- e. To approve non-budgeted expenditures and distributions consistent with the purposes of the Corporation and direct the Treasurer to make payment for same.
- f. To employ such persons and to enter into such contractual agreements as it may deem necessary for the successful advancement of the purposes of the Corporation.
- g. To investigate and approve each place of deposit of the funds of the Corporation.
- h. To direct the publication of such information as it may deem necessary or appropriate.
- i. To adopt such Bylaws for the government of this Corporation as may be consistent with the Constitution and designed to carry out the purposes of this Corporation.
- j. To provide for the annual audit of the books, records and accounts of the Corporation.
- k. To participate in any Board of Directors training and information sessions
- l. To serve as an advocate for Lions Low Vision Centers, promoting programs and services, including Club visits and presentations.
- m. To evaluate itself biennially for efficiency and effectiveness.

**ARTICLE VI – MEETINGS**

**Section 1** – The Annual Meeting of the Corporation shall be held during the fourth quarter of each fiscal year at such time and place as determined by the Board of Directors for the purpose of electing a Board of Directors for the next fiscal year, to receive reports, and to transact any other business which may properly come before the members.

**Section 2** – Special meetings of the Corporation may be called by the President and shall be called by the President when requested by five (5) voting members of the Board of Directors or upon written request by two-thirds (2/3) of the delegates. Notice of the Annual Meeting or any special meetings of the Corporation setting forth the purpose, time and place thereof shall be given to each officer, director and delegate of the Corporation by mail or personal delivery, at least thirty (30) days prior thereto. The date of the delivery and the date of the meeting shall not be included in the thirty (30) day notice period.

Section 3 – Each club delegate, or the alternate in the delegate's absence, will have the right to vote at the annual Meeting or any special meetings of the Corporation, provided that the club represented is in good standing with District 23B and the International Association of Lions Clubs.

Section 4 – Twenty (20) voting delegates, present in person, at any Annual or Special meeting of the Corporation shall constitute a quorum; and except as otherwise specifically provided, the act of a majority of the delegates present and voting shall be the act and decision of the Corporation.

## **ARTICLE VII – AMENDMENTS**

Section 1 – An amendment to this Constitution may be proposed by the Board of Directors on resolution of the Constitution and Bylaws committee, or may be proposed to the Board of Directors in writing by not less than ten (10) delegates.

Section 2 – This Constitution may be amended only at an Annual or Special Meeting of the Corporation, at which a quorum is present, by affirmative vote of not less than two-thirds (2/3) of the delegates present and voting, provided the Board of Directors has previously considered the merits of the amendment and favorably voted to recommend such amendment.

Section 3 – An amendment to this Constitution may be approved directly by the delegates, without prior Board of Director approval, if submitted and approved by three-fourths (3/4) of the delegates of the Corporation.

Section 4 – Any amendment must be submitted in writing to the Secretary of the Corporation in sufficient time to provide a copy to each officer, director and delegate of the Corporation, by mail or personal delivery, at least thirty days (30) days prior to the Annual or special meeting at which it is to be considered with notice that the same will be voted upon at said meeting. The date of delivery and date of the meeting shall not be included in the thirty (30) day period.

Section 5 – Each amendment to the Constitution shall become effective in the fiscal year of the Corporation immediately following its adoption unless otherwise specified in the amendment.

## **ARTICLE VII – ENACTMENT**

This revised Constitution shall become effective immediately when approved by the affirmative vote of not less than two-thirds (2/3) of the members present and voting as defined under the Constitution and Bylaws of the Lions Gallery of Vision Services, Inc. dated November 28, 1994. This Constitution shall replace and supersede any prior versions of the Constitution and Bylaws, as amended.

# BYLAWS OF LIONS LOW VISION CENTER, INC.

## **ARTICLE 1 - OFFICERS**

Section 1 – The President, ~~and First Vice President and Second Vice President~~ shall be drawn from the membership of the Corporation and elected by the Board of Directors ~~for two (2) year terms~~ at the final Board of Directors meeting held during each fiscal year. The Secretary and Treasurer shall be subsequently appointed by the newly-elected President of the Corporation subject to the review and approval of the Board of Directors at the next scheduled meeting of the Board of Directors.

Section 2 – The Secretary and Treasurer will serve one-year terms, but may be appointed to additional one-year terms(s) subject to the provisions herein. The Vice District Governors and Immediate Past District Governor shall serve concurrent with their respective terms of office.

Section 3 – No officer of the Corporation shall succeed themselves in the same officer position, with the exception of the Secretary and Treasurer, who may serve for successive terms, but in no event for more than five (5) years. This provision shall not prevent an officer from being elected to another term of the same office in subsequent years provided it is not an immediate repetition.

Section 4 – The Immediate Past President shall represent the Lions Low Vision Centers on the District Governor's Cabinet. The Immediate Past President shall serve until their successor has completed the President's term. The Immediate Past President shall be available to the President and Board to provide advice, counsel, historical perspective and institutional knowledge about Lions Low Vision Centers.

Section 5 – In the event of a vacancy among the Officers of the Corporation, the Board of Directors shall appoint within sixty (60) days of its occurrence a member to fill the unexpired term thereof.

Section 6 – The duties of the officers shall be as follows:

- a. **President** – The President shall preside at all regular and special meetings of the Board of Directors of the corporation; shall appoint any committees he or she may deem necessary and appropriate to accomplish the stated purposes of the Corporation; shall give a complete report of the Board's activities and a financial report on the corporation at the Annual meeting of this Corporation; shall by virtue of the office, be an ex-officio member of all committees; shall have authority to call special meetings on the Board of Directors and/or the membership of the Corporation when deemed necessary; shall upon written request by five (5) voting members of the Board of Directors or two-thirds (2/3) of the delegates call a meeting of the Board of Directors or of the Corporation as requested; shall supervise the work and activities of the Corporation and its

committees; and shall perform such other duties as may be prescribed by this Constitution and Bylaws or assigned to the President by the Board of Directors.

- b. **First and Second Vice Presidents** – The Vice Presidents, ~~in accordance with order of rank,~~ shall, in the event of the President's absence or inability to perform the duties of said office, perform the duties of the President and act with the full authority as the President. The Vice Presidents may oversee various committees and/or projects of the Corporation at the direction of the President and/or the Board of Directors.
- c. **Secretary** – The Secretary shall record the minutes of all meetings of the Corporation and the Board of Directors, maintain committee lists, officer lists, attendance records and delegate/alternate lists; serve as custodian of all records of the Corporation unless otherwise provided for; and shall perform such other duties as may be assigned by the President and/or Board of Directors or those functions that usually pertain to the Secretary.
- d. **Treasurer** – The Treasurer shall have custody of all funds of the Corporation; shall keep a full and accurate account of all receipts, expenditures and contributions; shall make disbursements in accordance with an approved budget, or as authorized by the Board of Directors; shall present a financial statement at every Board of Directors meeting and regular or special meeting of the Corporation; shall be responsible for the maintenance of records and books of account; shall give bond with approved surety in such amount as set by the Board of Directors for the full and faithful performance of his/her duties; and shall perform such other duties as may be assigned to the Treasurer by the Board of Directors.
- e. **Immediate Past President** – The Immediate Past President shall be the member who last served as President and shall serve until the expiration of the term of office of the next succeeding President. In the event the President cannot take the office of Immediate Past President, the currently serving Immediate Past President shall serve a successive term. The Immediate Past President shall represent the Lions Low Vision Centers on the District Governor's Cabinet.

## **ARTICLE II – BOARD OF DIRECTORS**

Section 1 – Four (4) voting directors shall be drawn from each of the two (2) geographic areas defined as Hartford and Litchfield Counties. The terms of these eight (8) voting directors will be staggered from the date of adoption of this Constitution and Bylaws so that initially within each geographic area two (2) directors will be elected to a two-year term and two (2) directors to a one-year term.

Section 2 – No provision contained herein shall prevent a member of the Board of Directors, who is not an officer of the Corporation, from being elected to another term including the ability to serve successive terms.

Section 3 – Any voting member of the Board of Directors that has unexcused absences from two (2) consecutive regular meetings of the Board shall be deemed a de facto resignation and will be subject to immediate replacement by the Board pursuant to the



provisions in Article II, Section 4 below. An absence is considered unexcused if the Board member fails to notify the President and/or Secretary in advance of the meeting with the reason for his/her absence. The Board shall use its reasonable judgement in the removal and replacement of such Board members.

Section 4 – Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors within sixty (60) days of its occurrence. The Board of Directors shall appoint a member meeting the qualifications of the position vacated to serve until the next scheduled Annual Meeting of the Corporation.

### **ARTICLE III – BOARD OF DIRECTORS MEETINGS**

Section 1 – Regular meetings of the Board of Directors shall be held at least quarterly during each fiscal year at such time and place as determined by the President.

Section 2 – Special meetings of the Board of Directors shall be held when called by the President, or when requested by five (5) or more voting members of the Board of Directors, at such time and place as the President shall determine.

Section 3 – The presence, in person, of a majority of the voting members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors, except as otherwise specifically provided. The act of a majority of the Board of Directors present and voting at any such meeting shall be deemed the act and decision of the entire Board of Directors.

### **ARTICLE IV – STANDING COMMITTEES**

The following committees may be formed under the direction of the President and undertake such duties as the President deems necessary and appropriate to accomplish the stated purposes of the Corporation.

Standing committees may include, but are not limited to:

- Constitution and Bylaws
- Long Range Planning
- Fundraising
- Finance and Audit
- Speakers/Club Visitations
- Awards and Recognition
- Publicity/Public Relations

Ad Hoc committees may be formed at the discretion of the Board of Directors and/or the President to address short-term needs of the Corporation.

## **ARTICLE V – PARLIMENTARY PROCEDURE**

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the Corporation in all questions of order and procedure for any meeting of the Corporation, Board of Directors, or any committee.

## **ARTICLE VI – FINANCE AND AUDIT**

The funds of the Corporation shall be deposited in such bank(s) or depository(ies) as the Board of Directors shall designate. All such deposits shall be made in the name of the Corporation and such monies shall be withdrawn either upon check or order signed by the Treasurer and/or such other officers as designated by the Board of Directors. An annual audit shall be performed at the end of each fiscal year by an independent audit firm as selected by the Finance and Audit standing committee subject to the review and approval of the Board of Directors.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1<sup>st</sup> each year and shall terminate on June 30<sup>th</sup> of the following year, unless otherwise set by the Board of Directors.

## **ARTICLE VIII – AMENDMENTS**

Section 1 – These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors of the Corporation, at which a quorum is present, by the affirmative vote of a majority of the Board of Directors present in person and voting.

Section 2 – No amendment to these Bylaws shall be put to vote unless written notice stating the proposed amendment shall have been mailed or personally delivered to each member of the Board of Directors at least thirty (30) calendar days prior to the regular or special meeting at which the vote on the amendment is to be taken.

Section 3 – Each amendment to the Bylaws shall become effective immediately at the close of the regular or special Meeting at which adopted unless otherwise specified in the amendment. The date of delivery and date of the meeting shall not be included in the thirty (30) day period.

Section 4 – These Bylaws will be reviewed at least biennially.

## **ARTICLE IX – INDEMNIFICATION AGAINST LIABILITY**

The International Association of Lions Clubs has a program of Commercial General Liability Insurance that covers Lions on a worldwide basis, including Lions organizations owned, controlled or operated by a Lions Club or District.