

CONSTITUTION
ALABAMA LIONS SIGHT
CONSERVATION ASSOCIATION, INC.
As Amended June 15, 2013

ARTICLE I

Name

The name of the Association shall be Alabama Lions Sight Conservation Association, Inc., herein after referred to as "Association".

ARTICLE II

Purpose

The purpose of the Association is to conserve sight and vision by avoiding and preventing blindness and partial blindness; to treat diseases and ailments of and injuries to the eye and to restore lost sight and vision where possible. Provided, however, that all medical and surgical work of said Association shall be done only by and through persons legally authorized to render such services and, further, provided that all services shall be rendered without charge to the indigent patients benefited thereby, or receiving such services.

ARTICLE III

Finance

The Association may acquire and hold real property and personal property may receive property by gift, will or devise, holding the same in conformity with all lawful conditions imposed by the donor, and may exercise such other powers as are incident to private associations.

ARTICLE IV

Location

The Association shall exercise its functions in the State of Alabama.

ARTICLE V

Management

The Association affairs shall be directed by the Board of Directors, who shall elect officers of the Association in accordance with the provisions of the By-laws of the Association hereafter established.

BY-LAWS
ALABAMA LIONS SIGHT
CONSERVATION ASSOCIATION, INC

ARTICLE I

Name

The name of the Association shall be Alabama Lions Sight Conservation Association, Inc.

ARTICLE II

Purposes and Objectives

Section 1.

The purpose of this Association shall be:

- a) To provide, under regulations adopted by the Board of Directors, examinations, medicines, surgery, hospitalization, optical supplies, and similar services and supplies for medically indigent Alabamians with eye defects and eye diseases who cannot receive such assistance through tax supported programs or other non-profit organizations;
- b) To provide equipment, instruments, and grants to be used in the diagnosis, treatment, and research of eye diseases and eye defects;
- c) To provide facilities, and to acquire and hold title to property, real and personal, and to make disposition of such properties as may be needed in the furtherance of the purposes of the Association, as provided for in the Articles of Incorporation.

Section 2.

The objectives of the Association shall be:

- a) To preserve, conserve and restore the vision of medically indigent persons in Alabama.
- b) To promote sight conservation in the State of Alabama.
- c) To promote education in the prevention of blindness through the distribution of information and through visual screenings.
- d) To provide vision screenings for school age children.

ARTICLE III

Membership

Section 1.

The membership of this Association shall consist of all Lions in good standing of Lions clubs in good standing of Multiple District 34, Lions of Alabama, Inc. The Board may establish levels of membership contributions and appropriate recognition for each.

Section 2.

Delegates of this Association shall be those defined in the Constitution of the Lions of Alabama, Multiple District 34 of the International Association of Lions Clubs.

ARTICLE IV Officers

Section 1.

a) The officers of this Association shall be President, First Vice President, Second Vice President and Secretary-Treasurer.

b) The employees of the Association shall not be eligible to hold office.

Section 2.

a) All officers shall be elected by the Board of Directors from among the Directors, except that ex-officio Directors and Adjunct Directors may not serve as officers. The election for the coming year will be held at the last regularly scheduled Board meeting of the preceding year.

b) All officers shall be members in good standing of member clubs in good standing.

A candidate for the office of First Vice President must be currently serving, or have served, as Second Vice President. Only in the event the current Second Vice President does not stand for election or a vacancy exists in the office of Second Vice President any Board Member may be elected to the position of First Vice President.

c) All officers shall assume their respective office on July 1st following their election, and shall serve a term of one year and will be eligible to serve a second one-year term. After serving as an officer for two consecutive years, an individual may not serve in that same capacity until after one year has lapsed.

d) Any vacancy in office shall be filled for the unexpired term on the recommendation of the committee responsible for nomination of officers and by a majority vote at a meeting of the Board of Directors at which a quorum is present.

e) All officers shall serve without compensation and shall not be entitled to receive any emolument, directly or indirectly, from this Association.

f) No officer shall be removed from office except by a two-thirds vote of the Board of Directors present, provided however a quorum is present, except an officer shall be removed by a majority vote of the Executive Committee upon an officer's absence from three consecutive Board or Executive Committee meetings without excuse.

Section 3.

a) **President**: The President shall preside at all: meetings of the membership, Executive

Committee and Board of Directors. He shall be an ex-officio member of all committees. He shall constantly promote the objectives of the Association through direction and cooperation with the several districts, their governors and clubs therein, to the end that opportunities for service to indigent persons may become known and made available; to advise and assist in membership and other campaigns to ensure adequate enrollment and financial support. He shall refer any requests for unbudgeted items exceeding an amount as defined in the financial policies of the Association to the Executive Committee for its consideration and recommendation. He shall appoint all committees.

b) **First Vice President:** The First Vice President shall serve as acting President should that office become vacant, until such time the Board can elect a replacement. The First Vice President shall have oversight of the areas and committees concerning Fund Development, Grants, and Public Relations.

Second Vice President: The Second Vice President shall serve as acting President should that office become vacant and the First Vice President be unable to serve in that capacity, and until such time as the Board can elect a replacement. The Second Vice President shall have oversight of the areas and committees concerning Patient Services, Outreach Programs, and New Initiatives.

c) **Secretary-Treasurer:** The Secretary-Treasurer shall supervise the preparation of the minutes of all meetings of the membership, Executive Committee, and Board of Directors, record all of the Association's official documents and records; issue notices for the annual meeting and for other meetings of the Board, file organizational reports required by governmental authorities, and oversee the custody of all funds, securities, and assets of the Association. At each meeting of the Board, he will give an accurate account of the Association's receipts and disbursements; prepare or cause to be prepared a true statement of the Association's assets and liabilities within a reasonable time after the close of the fiscal year; and, in conjunction with the Executive Director and Finance Committee, prepare annual budgets and ensure that financial information and required financial reports are produced and available to all Board members and to the public. The Secretary-Treasurer will present the recommended annual budget to the full Board for review and approval at the annual meeting. The Secretary-Treasurer may have other responsibilities as the Board or President may prescribe.

ARTICLE V

Board of Directors

Section 1.

a) The Senior Director from each District in Multiple District 34 shall be called upon, on a quarterly basis, to report on the progress and activities of the District and shall be the liaison between the District and the Association.

Section 2.

a) The number of Directors shall be not less than 18 or more than 30.

b) The Board of Directors shall consist of:

- 1) The incumbent officers of the Association.
- 2) The Immediate Past President for a period of one year.
- 3) A total of **15** Directors representing the Districts of Multiple District 34 with an approximately equal distribution among the Districts.
- 4) Ex-officio members – the District Governors, First Vice District Governors
- 5) Up to three Adjunct Directors as defined in Section 6 below.

All Directors except, as noted below, shall be voting Directors and count toward the quorum.

c) No person shall fill two positions on the Board of Directors simultaneously.

d) No more than one member from any single Lions club shall serve as a Director simultaneously, excluding the elected Officers, seated District Governors, First Vice District Governors, and Immediate Past President.

e) To the degree feasible, wide geographic distribution of nominees for Director within each district is preferred.

f) Except for the Adjunct Directors, all Directors shall be members of the Association as defined in Article III, Section 1.

g.) All Past Presidents of the Association, except the Immediate Past President, (whose Directorship is specified elsewhere), shall be automatically appointed as Board Members of the Association, Emeritus, without vote. Such Emeritus members shall not be counted towards a quorum. Any Emeritus Board member, who is appointed to the Board of the Association under sub-section 2(b) of this Article, shall hold such appointment, in preference to appointment under this sub-section, and shall revert to appointment under the provisions of this sub-section, upon the expiration or termination of the appointment under sub-section 2(b). The intent of this provision is to permit Past Presidents to serve as regular, voting members of the Board, if so appointed.

h) All members of the International family from Alabama, past or present, who otherwise qualify for Board membership status, shall be appointed members of the Board of Directors of the Association, ex-officio, without vote. Such members shall not be counted towards a quorum. Any member of the International Family, who is appointed to the Board of the Association under section 2(b) of this Article, shall hold such appointment, in preference to appointment under this sub-section, and shall revert to appointment under the provisions of this sub-section, upon the expiration or termination of the appointment under sub-section 2(b). The intent of this provision is to permit members of the International family, past or present, to serve as regular, voting members of the Board, if so appointed. *The members of the International family, as that term is commonly understood, are the current and past Executive officers and directors of Lions Club International.*

Section 3.

a) Each Director, except those appointed under sub-sections (g) and (h) of this article, shall serve for a three-year term beginning on July 1st following the meeting at which he is elected and ending on June 30th of the third year, or until his successor shall be elected. A Director may be eligible for re-election to the Board of Directors for a second three-

year term, after which the Director may not be elected to be a Director again until one year shall have elapsed after his second three-year term.

b) Any Director who shall fail to attend two successive meetings of the Board without an excused absence as defined by the Board shall automatically be suspended from the board and will not be counted in the quorum count for the next regularly scheduled, or special called board meeting, at which time the board will make a determination concerning the Board members status to include dropping that Director from membership on the board. Further, Any Director may be removed from the Board with or without cause upon recommendation of the Executive Committee and by a two-thirds vote of the Directors present at a meeting at which there is a quorum present.

c) Insofar as is practicable, approximately one-third in number of the Directors shall be elected each year.

Section 4.

a) A vacancy shall occur automatically upon the death, resignation, or removal of a Director, or upon a Director moving out of the District from which he/she was elected.

b) When a vacancy occurs, the Board of Directors shall elect a successor to serve the unexpired or upcoming term at the next meeting of the Board after the vacancy occurs.

Section 5.

a) The Board of Directors shall meet quarterly. The President shall advise the Board of meetings at least two weeks in advance.

b) Special meetings of the Board of Directors may be called by the President at his discretion, or shall be called upon the written request of seven Directors at such time and place as may be determined. Ten days written or facsimile notice of special meetings of the Board of Directors shall be given to each member of the Board by the Secretary.

c) A majority of the voting Board members shall constitute a quorum for the transaction of business.

d) The Board of Directors shall be responsible for the employment, appointment, and/or discharge of the Executive Director of the Association, with recommendation from the Executive Committee, upon the vote of two-thirds of the members present at a meeting at which a quorum is present. The Executive Director may be paid such reasonable compensation as the Board of Directors may authorize and direct.

Section 6.

Adjunct Directors. Three non-Lion residents of Alabama who share the Lions' concern for sight conservation, preservation and restoration and support the purposes of the Association may be named by the Board of Directors to serve as voting Directors on the Board. Such Directors will be called Adjunct Directors.

ARTICLE VI

Executive Committee

Section 1.

The Executive Committee shall consist of no more than nine voting members, including the officers, three Directors from the Board elected by the Board at its first meeting each year, a member of the Multiple District 34, Council of Governors, appointed by the Council at its first meeting after the International convention, the managing director who shall be a member of the Executive Committee, without vote, and the Executive Director who shall be a member without vote.

Section 2.

The Executive Committee may act for and on behalf of the members of the Board of Directors in the interim between said sessions of the Board.

Section 3.

The Executive Committee may meet monthly at the call of the President or at the request of any three members of the Executive Committee. Special meetings may be called in the same manner as above. Executive Committee meetings are open to all members of the Association. From time to time the Executive Committee may go into executive session attended only by the members of the Executive Committee in order to limit discussion.

Section 4.

A majority of the Executive Committee shall constitute a quorum for the purpose of transacting business.

Section 5.

Any action taken by the Executive Committee shall be subject to final approval by the Board of Directors.

Section 6.

The Executive Committee shall be composed in such a manner as to attempt to ensure inclusion of at least one member from each Lions District in Multiple District 34, but in no event shall more than three members of the Executive Committee be from the same District. In the selection of the Board Representatives, those making the selection must consider the current makeup of the Executive Committee to ensure this section is not violated. Candidates for Board Representatives from Districts which would violate this section are ineligible.

ARTICLE VII

Executive Director

The Executive Director directs and executes all decisions of or programs and services adopted by the Board of Directors; acts as chief executive officer of the Association; and performs other duties as the Board of Directors may prescribe or authorize. The foregoing duties include, but are not limited to: hiring and discharging of all employees; the signing of checks, drafts, or other orders of payment of money up to a limit

established by the Board of Directors; the deposit of all monies and other assets in the name of the Association according to policies or as the Board may prescribe; and serves as an ex officio, non-voting member of the Board and all committees. The Executive Director will furnish the Board with an operating and financial report at each meeting of the Board.

ARTICLE VIII

Delegates

Section 1.

The number of voting delegates for each club shall be the same as provided for in the rules and regulations of the Alabama Lions Multiple District 34 Constitution and By-laws and the delegates will exercise their vote through the use of delegate cards.

Section 2.

The Delegates of the Convention shall:

- a) Consider and review the activities of the Association;
- b) Where appropriate, recommend policies for the guidance of the Board of Directors.

Section 3.

- a) The annual meeting of the Delegates for the transaction of such business of this Association as may be brought before it shall be held at the Multiple District 34 Annual Convention.
- b) Special meetings of the Delegates may be called in one of the following ways:
 - 1) By the President, with the approval of a majority of the Executive Committee
 - 2) In the absence of the President, by the Vice President, with the approval of a majority of the Executive Committee;
 - 3) By a majority of the members of the Executive Committee of the Association;
 - 4) By a majority of the members of the Board of Directors of the Association.
- c) Notice of such meetings of the Delegates of the Association, whether annual or special, shall be mailed (U.S. post office or electronic) or faxed to each Delegate through his respective club not less than ten days prior to the date of the meeting. The notice of each special meeting shall state the time, location, and purpose for which said meeting is to be held.

ARTICLE IX

Committees

The Board of Directors may create committees which will have and may exercise such powers as conferred or authorized by the Board as they are created. At least two members of each committee shall be Directors and a Director shall chair each committee. With the exception of the Executive Committee, other committee members may be Lions

in good standing or representatives from the community and need not be Directors. A majority of each committee will constitute a quorum for the transaction of any business. A majority of any such committee may determine its actions and fix the time and place of its meetings, unless the Board directs otherwise.

ARTICLE X ALSCA Endowment Fund

All assets of Alabama Lions Sight Conservation Association, Inc.'s former Trust and Endowment or 'Endowment Fund' are now assets of the ALSCA Endowment Fund by virtue of a Resolution receiving 2/3 affirmative vote at the Annual Meeting of members of ALSCA held on May 15, 1999 in Decatur, Alabama at the MD-34 Annual Convention. Sixty percent of all trusts or estates received by Alabama Lions Sight Conservation Association, Inc. are required to be transferred to the ALSCA Endowment Fund, unless otherwise directed by the donor. The Directors of ALSCA Endowment Fund will be selected by the Board of Directors of Alabama Lions Sight Conservation Association, Inc. in accordance with the Articles and By-laws of the ALSCA Endowment Fund. All income from the ALSCA Endowment Fund will be transferred to Alabama Lions Sight Conservation Association, Inc. as needed and not less than at least annually. Before the Board of Directors of the ALSCA Endowment Fund may change the Trustee of the assets of the nonprofit corporation, they must first receive approval from the Board of Directors of Alabama Lions Sight Conservation Association, Inc. All other functions of the ALSCA Endowment Fund shall be handled separately by its board and in accordance with its Articles and By-laws.

ARTICLE XI Audit

Section 1.

The Board of Directors shall provide for a financial audit of the Association annually or in its discretion, at more frequent intervals.

Section 2.

The Board of Directors shall provide a fidelity bond on each officer and employee of this Association who handles money. The amounts of such bonds shall be set and sureties thereon shall be approved by the Board of Directors.

ARTICLE XII Fiscal Year

The fiscal year of this Association shall be July 1, through June 30.

ARTICLE XIII
Miscellaneous

The colors and logo shall be approved by the Board of Directors and use thereof shall conform to the rules and regulations of The International Association of Lions Clubs.

ARTICLE XIV
Amendments

These By-Laws may be amended and new or revised bylaws adopted at a meeting of the Board of Directors upon the vote of two-thirds of the members present at a meeting at which a quorum is present, provided, however that:

Notice of such amendments, changes, additions or deletions shall first be forwarded to all members of the Board of Directors, including Emeritus and ex-officio members, at least 45 days in advance of the meeting at which such changes are to be presented for a vote, and

Notice of such amendments, changes, additions or deletions shall first be forwarded to all duly constituted Lions Clubs in Multiple District 34 at least 45 days in advance of the meeting at which such changes are to be presented for a vote.

Notice under this provision shall be delivered by email, or mail to the appropriate addresses, as located in the offices of the Lions of Alabama, Multiple District 34 for Lions Clubs, and as located in the offices of the Association, for members of the Board of the Association.

ARTICLE XV
Awards

GEORGE C. SPENCE HUMANITARIAN AWARD. This award may be presented annually at the Multiple District 34 Annual Convention or other event as determined by the Board of Directors of the Association to an ophthalmologist or someone in the eye care field, who has been supportive of the Association. It shall be the responsibility of the Association to name a recipient, to prepare the plaque for presentation, and to incur all financial obligations for the award. The President of the Association, or his/her appointee, shall make the presentation of the award.

ARTICLE XVI

Immunity of Volunteers and Indemnification of Board Members and Officers

Section a:

Limitation of Liability. The members of the Board of Directors of Alabama Lions Sight Conservation Association, Inc. and the officers of the said Nonprofit Corporation shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in Section 6-5-3 36, Code of Alabama (1975), as well as the protection provided by section 10-11-1, et seq., Code of Alabama (1975). Liability of a Board member or officer of Alabama Lions Sight Conservation Association, Inc. is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendment or repeal. In addition to the foregoing, a Board member or officer of the said Nonprofit Corporation shall not be liable to the fullest extent permitted by any provisions of the statutes of Alabama hereafter enacted that further limits the liability of a Board member or officer.

Section b.

Right to Indemnification. Members of the Board of Directors of Alabama Lions Sight Conservation Association, Inc. and officers of said Nonprofit Corporation shall be indemnified by the said Nonprofit Corporation to the fullest extent allowable, including attorneys' fees, under the Alabama Nonprofit Corporation Act, more specifically section 1 O-3A-20(14) of the Code of Alabama (1975), or the provisions of any other applicable law.

Section c.

Insurance. Alabama Lions Sight Conservation Association, Inc. may purchase and maintain insurance, at its expense, to protect itself or any other person who is or was serving as a Board member or officer, whether or not the said Nonprofit Corporation would have the power to indemnify such person against such expense, liability or loss under this article XVI.

Section d.

Savings Clause. If this Article XVI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then Alabama Lions Sight Conservation Association, Inc. shall nevertheless indemnify and hold harmless each member and officers as to costs, charges, and expenses (including attorney's fees) judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this Article XVI that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE XVII

This Constitution and By-laws, as revised June 15, 2013 supersedes any previous Constitution and Bylaws.