

SUMMARY OF PREPOSED CHANGES TO  
DISTRICT 2-A2 LIONS SIGHT AND TISSUE FOUNDATION, INC.  
dba DISTRICT 2-A2 LIONS SIGHT RESEARCH FOUNDATION

**Changes to comply with State Law:**

Article I NAME: corrects the constitution to reflect the legal name of the foundation as shown in the corporate charter registered with the Texas Secretary of State.

Article VII DUTIES OF OFFICERS, paragraph C Term of Office: add requirement for officers to remain in office until new officers are elected; maintains responsible officers during the period from 30 June of each year until new officers are elected and installed by the incoming board of directors.

Article XV INDEMNIFICATION: corrects reference to Code of Texas Laws for non-profit corporations

**Editorial changes:**

Article II OBJECTIVES, paragraph E: formalizes the mission statement and over all objectives of the foundation.

Article IV MEMBERSHIP, paragraph A: clarifies that Lions in good standing of District 2-A2 have the right to attend foundation board meetings.

Article IV MEMBERSHIP, paragraph B: corrects grammatical errors.

Article IV MEMBERSHIP, paragraph D: deletes last line because operations manual does not include descriptions of recognition items.

Article VI DIRECTORS, paragraph C Term of Office, subparagraph 1: delete information on number of directors to be elected each year since this does not effect term of office

Article VII DUTIES OF OFFICERS, paragraph E, Duties, subparagraph 1: deletes duties of the Chairman and Chief Executive Officer that duplicate the duties of the Chief Operations Officer employment contract.

Article VII DUTIES OF OFFICERS, paragraph F, Methods of Selections, subparagraph 1: deletes duties that are reserved to the elections committee for District 2-A2 in the district constitution

Article VII DUTIES OF OFFICERS, paragraph G, Authority: deletes redundant statement.

Article VII DUTIES OF OFFICERS, paragraph H, Meetings, subparagraph 1: clarifies that the annual meeting of the foundation held in conjunction with the annual district meeting is a regular meeting of the foundation and not a special called meeting.

Article VII DUTIES OF OFFICERS, paragraph L, Removal for Cause: clarifies that absences

from board meetings must be unexcused before being ground for removal from the board

**Changes to comply with District 2-A2 constitution and by-laws:**

Article IV MEMBERSHIP, paragraph C: corrects definition of a quorum to comply with District 2-A2 constitution regarding eligibility voting delegates.

Article VI DIRECTORS, paragraph C Term of Office, subparagraph 2: changed to identify which vice district governor is a voting member of the board of directors.

Article VII DUTIES OF OFFICERS, paragraph F, Methods of Selections, subparagraph 1: deletes duties that are performed by District 2-A2.

Article VIII, COMMITTEES, paragraph D, Duties of Foundation Committees subparagraph 6, Marion Jones Stride for Sight: adds Second vice district governor and specifies First and Second vice district governor are co-chairs for Marion Jones Stride for Sight Committee and changes wording to make the subparagraph grammatically correct.

**SUBSTANTIVE CHANGES:**

Article VIII, COMMITTEES, paragraph A: changes appointment of committee members to allow committee chairmen to appointment committee members with approval of the Chairman of the Board rather than requiring full board action.

Article VIII, COMMITTEES, paragraph C: changes committee Chairman reports to require a written report rather than a verbal report.

Article IX, EX-OFFICIO MEMBERS: adds Second vice district governor as a non-voting ex-officio member of the board of directors.

DISTRICT 2-A2 LIONS SIGHT AND TISSUE FOUNDATION, INC.

**CONSTITUTION**

**Article I - NAME**

The name of the corporation shall be "~~Lions Sight Research Foundation of District 2-A2",~~ District 2-A2 Lions Sight and Tissue Foundation, Inc." hereafter referred to as the Foundation. Business is conducted as the District 2-A2 Lions Sight Research Foundation.

**Article II - OBJECTIVES**

- A. To enhance the worldwide sight conservation efforts of Lions Clubs International by promoting and supporting research to find cures for diseases of the eye.
- B. To promote a continuing program of local research related to defects and diseases of the eye and other diseases affecting sight, in order to reduce or to prevent the occurrence of eye diseases and/or other defects.
- C. To assist in the preparation, restoration, and conservation of sight and rehabilitation of the visually handicapped.
- D. To encourage the dissemination of information on sight conservation, eye research, and donor tissue.
- E. Mission Statement  
The mission of the District 2-A2 Lions Sight Research Foundation is to enhance the Worldwide Sight Conservation Efforts of Lions Clubs International by supporting research to find cures for diseases of the eye and provide vision related service programs.

**Article III - OFFICES**

- A. Principal Office - The principal office for the transaction of business of the Foundation shall be located in San Antonio, Bexar County, Texas.
- B. Other Offices - Branch or subordinate offices may be established by the Board of Directors.

**Article IV – MEMBERSHIP**

- A. Eligibility - All Lions who are members in good standing of any Lions Club in District 2-A2 of the International Association of Lions Clubs shall be members of this Foundation. All members will have the right of attendance at ~~all~~ board meetings of the Foundation.

- B. Voting rights – All ~~current~~ eligible voting members of District 2-A2 of Lions International in attendance at the District 2-A2 Annual Convention may vote on those issues related to Director elections, proposed amendments to the Constitution ~~or~~ and other issues as required or as noted elsewhere in the Constitution.
- C. Quorum - Except as otherwise provided by the Constitution, a quorum for transaction of business at the Annual District Convention shall consist of twenty-five (25) percent of all members of the Foundation ~~registered~~ accredited to vote at the Convention. Unless otherwise provided by the Constitution, a majority vote of those present at the Convention shall decide any question brought before such meeting.
- D. Categories of Membership/Special Recognitions - The Board may establish categories of membership consistent with the needs of the Foundation. Special Recognition Programs may be established and administered by the Board to benefit the Foundation and to recognize eligible individuals and organizations. ~~These Recognitions are described in the "Operations Manual."~~

#### **Article V – RESTRICTIONS**

- A. No officer or member of this organization shall debate partisan politics or sectarian religion at any meeting.
- B. No officer or member of this organization shall use it as a means of furthering any personal, political, or other aspirations, nor shall the organization, as a whole, take part in any movement not in keeping with the real purpose and objectives of the Foundation as listed in the Articles of Incorporation and the Constitution.

#### **Article VI - DIRECTORS**

- A. Number and Composition - The government of this Foundation shall be vested in a Board of Directors, hereinafter referred to as the Board. The Board will be composed of 12 Directors selected according to Section C of this Article, the District Vice Governor, the Immediate Past District Governor and the Immediate Past Chairman of the Foundation.
- B. Qualifications- Each Director must be an active member in good standing of District 2-A2.
- C. Term of Office:
  - 1. Elected Directors shall serve a term of three (3) years each ~~with four (4) new Directors being elected each year.~~ No elected Director may serve more than two (2) successive terms. To become eligible again, one (1) year must elapse after the second elected term.
  - 2. The First District Vice Governor and the Immediate Past District Governor shall serve terms of one (1) year.

3. The Immediate Past Chairman, at the end of his (her) last regular term as Chairman, shall serve one (1) additional year as Director unless the incumbent Chairman is re-elected; then the Immediate Past Chairman may continue to serve until a new Chairman is elected.

### **Article VII – DUTIES OF OFFICERS**

- A. Officers – The officers of the Foundation shall be a Chairman, Vice Chairman, Secretary, Treasurer, and Immediate Past Chairman and together they shall comprise the Executive Committee. The offices of Secretary and Treasurer may be combined. The President (Chief Operating Officer) will serve as a non-voting member of the Board and the Executive Committee.
- B. Election – All officers shall be elected by the incoming Board, based upon a slate of officers presented by the Nominating Committee.
- C. Term of Office - All officers shall be elected for one-year terms. Officers shall remain in office until new officers are elected at the first board meeting of the next Lion year. Officers may be re-elected.
- D. Voting – On special occasions it may be necessary to use electronic/telephone conference call to handle business.
- E. Duties:
  1. The Chairman shall be the Chief Executive Officer of the Foundation and shall preside at all meeting of the Board. The Chairman shall ~~supervise and coordinate the programs and efforts of the Foundation;~~ appoint all committees in accordance with the Constitution, ~~keep the Board and President fully informed, and freely consult with the Board concerning the activities of the Foundation;~~ make regular reports to the Board, to the District 2-A2 meeting, and to the District Assembly at the District Convention ~~and perform such other duties as may be assigned by the Board in keeping with the purposes of the Foundation.~~
  2. Vice Chairman – The Vice Chairman, in absence of the Chairman or at the direction of the Chairman, or in event of the inability of the Chairman to act, shall perform the duties of the Chairman.
  3. Secretary – The Secretary shall work with the President to keep Minutes of all Board and Executive Committee meetings with Minutes being provided to each Director prior to the next scheduled meeting; give all notices in accordance with the Constitution; maintain a register of the mailing address and phone number of each Officer and Director; and, in general, perform those duties incident to the office of Secretary.

4. Treasurer – The Treasurer shall work with the President to oversee the care and custody of all Foundation funds and securities and shall see that accurate accounts are made of all receipts and disbursements in books belonging to this Foundation. The Treasurer shall also render to the Chairman and Board at regular meetings of the Board or whenever the Chairman or Board may additionally require, and to the Annual Convention, an accounting of the financial condition of the Foundation, or oversee such presentation by the President.
5. Executive Committee - The Executive Committee, during the intervals between meetings of the Board, shall possess and exercise all powers of the Board in the management and direction of all business and affairs of the Foundation, in all cases in which specific directions shall not have been given by the Board or Constitution. In addition, this committee shall review the activities of the President on an annual basis and make recommendations to the Board concerning continued employment and salary adjustments. Four members shall constitute a quorum of Executive Committee meetings, but conference calls may be necessary to provide a quorum.

F Method of Selection:

1. Elected Directors - The Chairman of the Board shall appoint a Nominating Committee consisting of three (3) members of the Foundation. ~~The Nominating Committee will screen those potential candidates who have filed for election to the Foundation as a Director and present the results to the Board.~~ No nomination for Director to this Foundation shall be made from the floor at the Annual Convention, unless candidates have not been nominated, or unless a candidate, if there be only one shall be incapacitated during the intervening time. In such an event, nominations of qualified candidates, with their approval, shall be permitted from the floor at the Annual District Convention.
2. Voting Procedure - When the number of candidates and vacant positions for elected Directors are the same, the District Governor may call for a voice vote at the Annual Convention. Where there are more candidates than there are positions available, the election shall be by secret ballot and the candidate/candidates receiving the highest number of votes of the members present shall be elected to said Board.

G. Authority - The Board shall have the power and authority over all business and affairs of the Foundation, including the authority to administer, disburse, invest, and control all monies of the Foundation, under the laws of the State of Texas ~~and to pay all expenses connected with the administration of the Foundation.~~

H. Meetings:

1. Regular - The Board shall meet as frequently as the District 2-A2 Meetings each year, at such time and place as may be determined by the Chairman, with the Annual Meeting being considering as a Regular meeting held in conjunction with the District Convention. All Directors shall be provided notice of the meeting at least ten (10)

days prior to each regular meeting. Foundation Members shall receive notice through the *District 2-A2 Newsletter*, or in such manner deemed appropriate by the Board.

2. Special - These meetings may be convened, at such time and place as designated by the Chairman, when business of the Foundation needs to be conducted in order to promote the purposes and objectives of the Foundation. Special meetings may be called by the Chairman or a majority of the Board. The purpose of the meeting shall be stated in the written notice, including electronic mail, which must also contain the date, time, and place and be provided to each Director at least ten (10) days prior to said meeting. If a quorum cannot be obtained, business may be transacted by telephone conference.
- I. Quorum - A majority of the voting members of the Board shall constitute a quorum to conduct the business of the Foundation. A majority vote of those present when a quorum is available shall decide any question brought before such meeting unless otherwise stated in the Constitution.
- J. Compensation - All Directors of the Board shall serve without compensation, and shall not receive any compensation directly or indirectly from the Foundation for any services rendered.
- K. Vacancies - In the event of a vacancy on the Board of elected Directors, for any reason, the Board, in a regular or special meeting, shall have the power and authority to fill such a vacancy until the next duly constituted Annual Convention of District 2-A2 when a successor shall be elected to complete the unexpired term in accordance with provisions of this Article.
- L. Removal for Cause - Any elected Director of the Board who has unexcused absences ~~is absent~~ from two (2) consecutive regular meetings ~~without advance notice, in writing or by a phone call to the Chairman or President of the Foundation,~~ may be summarily dismissed from the Board and notice thereof shall be given in writing to such Director. Just causes for absenteeism may be defined by the Board.

### **Article VIII – COMMITTEES**

- A. Committees shall be designated as Standing and Special (ad hoc) and shall be appointed, as needed, by the Chairman with the approval of the Board. The Chairman and President shall be non-voting ex-officio members of all committees
- B. All committees shall consist of a Chairperson and as many members as shall be considered necessary by the Chairman of the Committee and approved by the Chairman of the Board, with advisory members to include medical, legal, or other experts to provide technical, scientific, and legal advice. All Foundation members shall be eligible for appointment to serve on such committees.

- C. Each committee, through its Chairman, shall submit a written report ~~verbally~~ to the full Board, with a copy of the report in writing for the Secretary, if requested. No committee member may vote on action taken by the Board at a meeting of the Board unless serving as an official Director.
- D. Duties of Foundation Committees will include, but will not be limited to the following:
1. Advisory – Act as consultants on matters concerning the overall operation of the Foundation.
  2. Constitution – Accept, consider, and prepare proposals submitted on all modification or additions to the Constitution for further consideration by the Board and the Foundation members at the Annual District Convention.
  3. Finance – Develop an annual budget and make recommendations concerning disbursements and investments. Oversee investment programs that may be developed.
  4. Long Range Planning – To develop long range plans for guidance of the Board and the Foundation.
  5. Nominating – Preparation of a slate of candidates for the annual election of Directors and Officers.
  6. Marion Jones Stride for Sight – A special committee shall be appointed each year to oversee the Marion Jones Stride-for Sight fundraiser. ~~The Chair of This committee shall be co-chaired by the current 1<sup>st</sup> Vice Governor and 2<sup>nd</sup> Vice Governor of District 2-A2. who shall be assisted by~~ At least two other Board Members shall serve on the committee.

#### **Article IX - EX-OFFICIO MEMBERS**

The President of the Foundation, LSRF Directors Emeritus, and the Chairman of the Department of Ophthalmology (UTHSC/SA) or his designee, the District Governor, the 2<sup>nd</sup> Vice District Governor and others who may be approved by unanimous vote of the Board shall serve as non-voting ex-officio members of the Board.

#### **Article X - STAFF**

- A. President - The Board may appoint a President of the Foundation, serving at the pleasure of the Board and subject only to the terms of any written agreement and salary approved by the Board.
- B. Length of Contract - The length of period for which a President shall be hired will be recommended by the Executive Committee and approved by the Board. The President shall be appointed or dismissed only at a regular meeting of the Board or a special meeting

called for that specific purpose. A two-thirds (2/3) majority is required for appointment or dismissal. Thirty (30) days notice shall be required in writing for any dismissal or resignation.

- C. Additional Staff - The Board may authorize additional permanent and/or temporary staff positions when it is in the best interests of the Foundation and when funds are available.

#### **Article XI - ADMINISTRATIVE AND FISCAL MANAGEMENT**

- A. General - The administrative and fiscal management of the Foundation shall adhere to the Articles of Incorporation and the specific instructions and regulations presented heretofore and forthwith in this Constitution.

- B. Finances:

1. Income - Revenue of the Foundation shall be from voluntary contributions, grants, endowments and other deferred giving, recognition or honor awards, and from money derived from any fund-raising activities carried on by this Foundation or for the benefit of the Foundation. Mandatory assessments by the Foundation of any amount upon any member of any District 2-A2 Lions Club are prohibited.
2. Expenditures - Disbursement of funds shall be made by the Treasurer and/or President at the discretion and direction of the Board.
3. Budget - A proper administrative and activity budget as developed and presented by the Finance Committee shall be reviewed and voted upon by the Board. Excess money from this budget shall be invested.
4. Permanent Trust Fund - A Permanent Trust Fund shall be established and managed by the Board of Directors. The corpus of this fund will not be invaded and the income from investments may only be expended under extra-ordinary circumstances with a two-thirds (2/3) vote of all Directors.
5. Financial Statements – At a minimum, an annual compilation with full disclosure shall be made of the financial books and records of this Foundation by a Certified Public Accountant appointed by the Board.
6. Report – A copy of the annual Financial Statement shall be provided for each Director and for the District Governor within fifteen (15) days after the completion of the compilation. Such compilation will be made available to the Foundation members upon request.

- C. Fiscal Year – The fiscal year of this Foundation shall be from 1 July of each year to 30 June of the following year.

## **Article XII - RULES OF ORDER AND PROCEDURE**

- A. Unless otherwise provided by this Constitution, or by the rules adopted for the meeting, or by local statute or common law, all questions of order or procedure with respect to any meeting or action of this Foundation, its Board, or any committee operating there-under, shall be determined in accordance with *ROBERTS RULES OF ORDER, NEWLY REVISED*.
- B. The Board of Directors shall be empowered to establish, from time to time, rules of procedure for hearing complaints, disputes, or claims arising from the provision of this Constitution.

## **Article XIII – SUSPENSION**

Any Article, except Article V may be suspended at any meeting of the Board, at which a quorum is present, by the vote of a majority of the Directors present and voting.

## **Article XIV - AMENDMENTS**

- A. Origin - A proposal for an amendment to the Constitution of this Foundation may originate from within the Board or from any Foundation member in good standing.
- B. Development - Said proposals shall be transmitted to the Committee on Constitution of the Foundation for consideration. If such a proposal seems appropriate this Committee will develop a statement for consideration by the Board.
- C. Action - This Constitution shall be amended or revised only if the proposed amendment(s) or revision(s) is/are presented at least thirty (30) days prior to the Annual District Convention through the District Newsletter or by mail to all member Clubs and/or Foundation Members and then voted on at the Annual Convention. Any such amendment(s) or revisions(s) presented and certified as above may be acted upon at said Convention in any modified, altered, or changed form that may result from discussion of the matter and majority agreement on the Convention floor.

## **Article XV- INDEMNIFICATION**

The Foundation shall, to the full extent permitted by law, indemnify its officers and directors in each and every lawsuit and other proceedings covered by Article ~~139-2.228~~ 1396-2.22A of the Texas Non-profit Corporation Act, as amended from time to time.

## **Article XVI - DISSOLUTION**

In the event of dissolution of this Foundation, the procedure for dissolution as designed and presented in Article XI, Articles of Incorporation shall be followed.