

BY-LAWS OF DISTRICT 33K LIONS EYEMOBILE, INC.

ARTICLE I

Name

Section A. The name of this Corporation shall be

District 33K Lions Eyemobile, Inc.

ARTICLE II

Purpose and Objectives

Section A. The purpose and objective of this Corporation is to provide free health screenings to the residents of Massachusetts as requested by local Lions Clubs and approved by the Board of Directors of this Corporation.

ARTICLE III

Membership

Section A. Membership of this Corporation shall consist of the Lions Clubs of District 33K in good standing within the International Association of Lions Clubs. All property and assets of the Corporation belong to the Lions Clubs of District 33K and are operated on their behalf by the Corporation.

Article IV

Board of Directors

Section A. The Board of Directors shall be the governing and directing body of the Corporation.

Section B. The members of the Board of Directors shall be the President, First Vice President, Second Vice President, the current District Governor or their appointed Eyemobile Representative, all elected Directors, and the Immediate Past President.

Article V

Officers

Section A. The officers shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

Section B. Only Directors in good standing shall hold the office of President or Vice Presidents. Directors or other Lions, in good standing, may hold the office of Secretary or Treasurer.

- (1) The Secretary and Treasurer shall only have the right to vote if they were also elected or appointed as Director(s).
- (2) The Treasurer shall prepare and make available for all Lions Clubs a financial report of the Corporation at the end of the fiscal year and distribute it by mail to each Lions Club within the District no later than September 30th of that year.

Section C. The Board of Directors at their meeting following the annual meeting, but no later than June 30th, shall elect officers. Those elected will serve for a period of two (2) years.

Section D. There shall be no financial compensation, other than authorized and accepted reimbursements, to any officer or director for any services rendered to the Corporation in their official capacity.

Section E. No officer shall simultaneously hold the position of District Governor, Vice District Governor, International Officer, or Cabinet Secretary -Treasurer.

Article VI

Elections of Directors

Section A. Three (3) Lions from District 33K shall be elected each year to the position of Director at the Corporation's annual meeting. If, for any reason, any Director has not been able to complete their term of office, those positions shall also be filled in the same manner and at the same time.

- (1) Any Lions Club in good standing may nominate a member in good standing to be a candidate for the position of Director by submitting the endorsed Lion's name to the President of the Corporation who will then submit the names of all duly nominated candidates to the chair of the nominating committee, who will, after confirming the eligibility of all nominees, bring their names before the delegates at the Corporation's annual meeting.
- (2) Each Lions Club in District 33K shall receive written notice by December 31st listing the open positions for Directors that will be elected at that annual meeting of the Corporation.
- (3) Nominations for candidates to the position of Director must be received no later March 15th prior to the annual meeting.
- (4) Election to the Board of Director will be based on the number of open positions. The successful candidates will have received a plurality of the votes cast by duly elected delegates, or their alternates, to the MD33 Lions State Convention from Lions Clubs in District 33K.
- (5) If the number of candidates for the position of Director exceeds the number of open positions, then the election shall be by secret, written ballot.
- (6) The term of newly elected Directors shall begin on July 1st following the election for a term of three consecutive years.
- (7) The term of a Director that has been elected Second Vice President shall be extended to the period that Director serves as First Vice President and President if that Director is subsequently elected First Vice President and then President in the years immediately following.

ARTICLE VII

Forfeiture of Membership

Section A. Any Officer or Director may be removed from their position for just cause and by a two-thirds vote of the Directors present at a Board of Director's meeting.

Section B. The name of any Officer or Director who is absent from three consecutive regular meetings of the Board of Directors, without acceptable cause being given to the President, shall be submitted to the Board of Directors by the Secretary at the Board Meeting next following the third such absence, and the Board of Directors shall decide whether such member shall be removed from their position.

Article VIII

Vacancies

Section A. In the event of a vacancy caused by the resignation or removal from office of an Officer or Director, death, or other circumstances, the Board of Directors may make an interim appointment until the next scheduled election for that office.

Section B. Any Officer or Director may resign from their position upon submission of a written notice of intention and its acceptance by the Board.

Article IX

Meetings

Section A. There will be a minimum of four (4) Board of Director Meetings each year.

Section B. Special meetings of the Board of Directors may be called by the President, at his/her discretion or at the request of three or more members of the Board of Directors. Notice of a special meeting, setting forth the purpose, time and place thereof shall be given to each Board Member at least ten (10) days prior to the date thereof.

Section C. There will be an annual meeting of the Corporation that will coincide with the annual MD33 Lions State Convention. The presiding officer shall be the President of the Corporation. This meeting shall not be in conflict with other official business of the Convention.

(1) The voting delegates at the annual meeting shall be the same delegates, or their alternates, that have been elected to represent the Lion Clubs from District 33K at the MD33 State Convention.

Section D. A quorum shall consist of the physical presence of a minimum of four (4) members of the Board of Directors for any regular or special meeting of the Board and the physical presence of fifteen (15) elected delegates, or their alternates, from District 33K for the annual meeting.

Section E. Unless otherwise provided, an act of the majority of the members present and voting shall be the act and decision of the Corporation.

Article X

Amendments

Section A. These By-Laws may be amended at the annual meeting of the Corporation by a majority vote of a quorum of delegates present, or their alternates.

Section B. An amendment may be proposed by any Lions Club of good standing in District 33K or by the Board of Directors of the Corporation.

Section C. No amendment shall be put to a vote, unless written notice, stating the proposed amendment, shall have been mailed or delivered to each Lions Club of District 33K by the proponent of the amendment no later than March 15th to be considered at that year's annual meeting. In the case of a proposed amendment by a Lions Club, the officers of the Corporation shall also be provided written notice as stated above.

Section D. A proposed amendment shall be effective immediately upon being adopted unless otherwise stated in the amendment.

Section E. No motion may be entertained to lay on the table any amendment that has been submitted to the delegates for consideration.

Section F. The Board of Directors may make housekeeping changes to these By-Laws as long as the changes do not change the intent and substance of any provision(s).

Article XI

Associate Directors and Advisors

Section A. The Board of Directors may appoint Associate Directors and/or Advisors.

Section B. An Associate Director shall be a member in good standing from any Lions Club in District 33K who is willing to accept a responsible and active role in the operation of the Corporation.

Section C. An Advisor may be any layperson who has a critical skill beneficial to the operation of the Corporation and who is willing to accept a responsible and active role in the operation of the Corporation.

Section D. Associate Directors or Advisors shall not have the right to vote.

Section E. Appointments shall be for a period of one year starting July 1st and may be subject to re-appointment.

Article XII

Committees

Section A. The President shall appoint committees that are deemed necessary except for the finance committee, which is mandatory.

- (1) The President, First Vice President, Second Vice President, Treasurer, and Immediate Past President shall be members of the Finance Committee; the President shall be the chairperson.
- (2) The Finance Committee shall prepare a budget at the start of each fiscal year and shall submit it to the Board of Directors for their consideration no later than August 31st of that fiscal year. The budget shall be reviewed and approved, subject to change, by the Board of Directors at its next meeting following submittal.

Section B. The President shall be an ex-officio member of all committees

Article XIII

Parliamentary Practices

Section A. Except as otherwise specifically provided in these Bylaws, all questions of Order or Procedure with respect to any meeting or action of the Corporation, its Board of Directors or any appointed committee here under shall be determined in accordance with Robert's Rules of Order, as revised from time to time. A Director, appointed by the President, shall act as Parliamentarian in the interpretation of the rules of order. The final decision in the interpretation of rules of order shall rest with the Board of Directors of this Corporation.

Approved by the delegates of District 33K on May 6, 2001 at the District 33K Business Meeting of the MD33 State Convention.