



We Serve

**MAINE LIONS SIGHT AND HEARING
FOUNDATION
CONSTITUTION AND BY-LAWS**

REVISED	OCTOBER, 1988
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INDEX

ARTICLE I		
	Name	3
ARTICLE II		
	Purposes	3
ARTICLE III		
	Membership	3
ARTICLE IV		
	Meetings of Corporation	4
ARTICLE V		
	Officers and Directors	5
ARTICLE VI		
	Election of Officers	6
ARTICLE VII		
	Terms	6
ARTICLE VIII		
	Duties of Officers	7
ARTICLE IX		
	Committees	7
ARTICLE X		
	By-Laws	10
ARTICLE XI		
	Amendments	10
ARTICLE XII		
	Rules of Procedure	10
CHANGES & AMENDMENTS		11

ARTICLE I. - NAME

Section 1. This Corporation shall be known as Maine Lions Sight & Hearing Foundation.

- a. Wherever the male gender or pronoun appears in this document, it shall be interpreted to mean male or female persons.
- b. Wherever the term LCI appears in this document, it shall be interpreted to mean Lions Clubs International.
- c. Wherever the term C&BL appears in this document, it shall be interpreted to mean Constitution and By-Laws.

ARTICLE II. - PURPOSES

Section 1. The objects and purposes for which this Corporation is formed are to furnish education to the people of the State of Maine resulting in the early detection of vision and hearing abnormalities; to assist in any projects which will result in improved sight and hearing for the people of the State of Maine; to assist any person or groups of persons in the preservation or improvement of their sight and hearing; to provide other services and financial assistance related to the sight and hearing preservation of residents of the State of Maine who are at or below the financial income limit established by the Foundation.

Section 2. This Corporation shall have the power to own, buy, sell, lease, mortgage or pledge real estate and personal property within the limits provided by law and the authority to borrow money and conduct any activities to raise money for the purposes stated in Section 1., hereof. The Corporation shall have all powers and authority necessary and incidental to any of the above purposes.

ARTICLE III. - MEMBERSHIP

Section 1. Types of Membership. There shall be 5 types of membership: (1) Lions Clubs, (2) Individual Lions, (3) Non-Lion, (4) Life, (5) Honorary.

Section 2. Lions Club Membership. All Lions Clubs in the State of Maine which are in good standing with LCI and District 41 shall be members of the Corporation providing they maintain their member in good standing status with LCI and District 41. The Corporation Secretary shall maintain an up-to-date record of all member Lions Clubs.

Section 3. Individual Lions. Individual members of a Lions Club in the State of Maine which are in good standing with LCI and District 41 shall be members of the Corporation and may attend all meetings of the Corporation; however, only those Lions which have been authorized as delegates or alternates by their Lions Clubs shall have the right to vote at such meetings as provided by ARTICLE IV Section 4 of this C&BL. The payment of dues to the Corporation shall not be a requirement for membership in the Corporation.

Section 4. Non-Lions Membership. Any organized group or any individual (not a member of a Lions Club as set out in Sec. 3. hereof) may apply for membership and become a member upon approval of the Board of Directors and payment of the current fee as stated in the Policy Manual. The Board of Directors may, with good cause, reject any such membership.

Section 5. Life Members. Any individual may apply for membership and become a Life Member upon approval of the Board of Directors and payment of the current fee as stated in the Policy Manual. The Board of Directors may, with good cause, reject any such application.

Section 6. Honorary Members. Persons of distinction who have rendered outstanding service to this Corporation may be designated as Honorary Members by the Board of Directors and shall continue as such at the pleasure of the Board of Directors. Such persons shall not have voting privileges but shall have the right to address the Board of Directors at board meetings.

ARTICLE IV. - MEETINGS OF THE CORPORATION

Section 1. Annual Meeting. The annual meeting of this Corporation shall be convened in September of each year at such time and place, in the State of Maine, as the Board of Directors shall designate. The fiscal year of this Corporation shall begin on the first day of October and end on the last day of September.

Section 2. Special Meetings. Special Meetings of the Corporation shall be convened at such time and place, in the State of Maine, as the Board of Directors shall designate.

Section 3. Call of Meetings. The Secretary of this Corporation shall call an annual or special meeting of the Corporation by E-Mail, when possible, or by depositing in the United States Mail, a notice of such meeting addressed to the current President of each Lions Club in the State of Maine, to all Officers and Directors of this Foundation and to the District Maine Lions Sight and Hearing Foundation Chairman at least 30 days prior to the date of the meeting. Said notice shall state the time and place of said meeting.

Section 4. Voting at Annual and Special Meetings. Each member Lions Club shall select two delegates from the membership of their Club to attend meetings of this Corporation. Such delegates, plus the Officers, Board of Directors, Committee Chairs of this Foundation, the 1st and 2nd Vice District Governors of District 41, all Past District Governors of District 41 and all Past Presidents of the Corporation shall have the sole voting power at Annual and Special meetings of the Corporation. Two alternates may be chosen by such Clubs to take the place of delegates not in attendance at Corporation meetings. To be accredited, such delegates and alternates shall have written authorization signed by their Club Secretary or Club President. Authorizations may be submitted at any time and will be valid for the fiscal year received, October 1st through September 30th of that year. Such authorizations shall be kept on file, by club, by the Foundation Secretary.

Delegate and Alternate authorizations may be invalidated by the respective Lions Club, or the Corporation Board of Directors provided just cause for such action has been established. Lions Clubs may replace delegates and alternates as required. On or before August 1st, the Corporation Secretary shall send a notice, by E-Mail or USPS, to each of the District 41 Lions Club Presidents instructing them to review and update their Delegate and Alternate information before the next annual Corporation meeting convenes.

Section 5. Attendance at meetings.

- a. All Non-Lion, Life and Honorary members shall have the right to attend all meetings of this Corporation, and shall have the right to address such meetings. Such members shall not have the right to vote.
- b. Individual Lions shall have the right to attend all meetings of this Corporation and shall have the right to address such meetings. If they have been authorized as a delegate or alternate by their Lions Club and maintained their status as an LCI and District 41 member in good standing, such individual Lions shall have the right to vote, as provided in Article IV Section 4 of this C&BL, at all annual and special meetings of the Corporation.

Section 6. Quorum. At any regular or special meeting 20 or more eligible voting members shall constitute a quorum. Those members eligible to vote are as designated in ARTICLE IV, Section 4 of this C&BL. A majority vote of those present and voting shall rule. A number smaller than a quorum, shall have the right to adjourn any properly called meeting to a fixed time and place; however, in the case of an immediate need to vote on an issue of urgency, a motion and second to temporarily change the rules may be brought to the floor by any eligible voting members for the purpose of addressing only the specific issue or issues which have been identified. There must be eleven (11), or more, eligible voting members present and the vote to temporarily change the rules must be passed by a unanimous (100%) vote of all eligible members present. While the rules are temporarily changed a 75% affirmative vote by all eligible members present shall rule.

ARTICLE V. - OFFICERS AND DIRECTORS

Section 1. Officers. The Officers of this Corporation shall be President, Vice President, Treasurer and Secretary. All Officers and Directors of this Corporation shall be LCI and District 41 members in good standing.

Section 2. Board of Directors. The Board of Directors of this Corporation shall consist of the Officers, mentioned in Section 1 hereof, the immediate Past President of the Foundation, 6 Directors to be elected, the current District Governor and Immediate Past District Governor of Maine Lions District 41. The first election of Directors shall serve a staggered term, i.e. two for 1 year, two for 2 years, two for 3 years and thereafter a full term.

Past Presidents of this corporation are ex officio Life Directors without voting privileges. Seventy-five percent (75%) of the current members of the Board of Directors shall constitute a quorum and a majority vote of those present and voting shall rule.

Section 3. Compensation of Officers. All Officers and all Directors described in ARTICLE V shall serve without pay. The Board of Directors may, if they see fit, reimburse such Officers and Directors for expenses.

Section 4. Life Director. A Lion in good standing and having performed exceptional service for this Corporation may be elected a Life Director with full voting privileges.

ARTICLE VI. - ELECTION OF OFFICERS

Section 1. Officers and Directors. At least sixty (60) days prior to the Annual Meeting the President shall appoint a nominating committee. Said committee shall present a slate of Officers and Directors of the Corporation to the Corporation membership 30 days prior to the annual meeting. Said slate of Officers and Directors shall be voted on at the annual meeting.

Section 2. Executive Secretary. The Board of Directors is authorized, at its discretion, to employ an Executive Secretary and to fix his stipend and length of term.

Section 3. Other Officers. The Board of Directors is authorized to choose, or cause to be chosen, such other Officers and employees, as it deems proper, and to fix their stipends.

Section 4. Vacancies. The Board of Directors is authorized to fill all vacancies in all offices. Such replacements of elective Officers or Directors shall fill out the balance of the term of those whom they replace.

ARTICLE VII. - TERMS OF OFFICE AND MEMBERSHIP

Section 1. Officers. All Officers shall take office on the first day of October in the year of their election and remain in office until the last day of September in the year following their election.

Section 2. Directors. All elected Directors shall hold office for a term of three years or until their successors are elected. If any voting Director shall miss two (2) consecutive meetings, except when the absences were approved by the Corporation President prior to the missed meetings, his position shall automatically be determined to be vacated and at that meeting the remaining Directors shall elect his replacement for the remaining portion of his term.

Section 3. District Governors and Immediate Past District Governors. The District Governors who are ex officio voting members of the Board of Directors shall take office as such Directors at the next election of Officers after their term of office as District governor begins, and shall continue in such office for one year as District Governor and one succeeding year as Immediate Past District Governor, such combined term being for two years and terminating at the Foundation's annual meeting at which their respective successors as District Governors become Immediate Past District governors.

Section 4. Term of Membership. All memberships in this Corporation shall remain valid providing the club or individual members good standing status is maintained with LCI.

Section 5. Term of Office. Except for Life and ex officio Directors, Secretary and Treasurer, Officers and Directors shall serve no more than two consecutive terms.

ARTICLE VIII. - DUTIES OF OFFICERS

Section 1. Board of Directors. The Board of Directors shall have charge of the general management of the Corporation, plan all programs and activities of the Corporation and instruct the various Officers, employees and committees on how to conduct such programs and activities.

Section 2. President. The President shall be the Chief Officer of the Corporation, preside at all meetings of the Corporation and of the Board of Directors, and have charge of the execution of the business of the Corporation between meetings of the Board of Directors.

Section 3. Vice-President. The Vice-President shall be the assistant to the President, assume his duties in his absence and assume responsibility for all tasks delegated to him by the President of the Corporation.

Section 4. Secretary. The Secretary shall keep all records of meetings of the Corporation, and the Board of Directors. He shall collect all monies, keep records of same and turn over all monies received to the Treasurer. At the end of each fiscal year, the Secretary shall provide a written report to the Maine Lions Sight and Hearing Foundation President on all contributions received by the Foundation for said fiscal year.

Section 5. Treasurer. The Treasurer shall have charge of all funds of the Corporation. He shall deposit the same in such bank as the Board of Directors may from time to time choose, shall disburse said funds on order of the Board of Directors, and shall render annual and such other reports of the finances of the Corporation as the Board of Directors may prescribe.

Section 6. Executive Secretary. The Executive Secretary, if the Board of Directors see fit to employ one, shall be a salaried employee who shall carry out such parts of the program as the Board of Directors or the Officers may direct.

Section 7. Bond of Officials. The Treasurer shall be bonded. Any other Officer or employee may be bonded at the discretion of the Board of Directors. All bonds shall be in the amounts directed by the Board of Directors, and all premiums shall be paid by the Corporation.

ARTICLE IX. - COMMITTEES

Section 1. Appointment. The President may appoint Standing or Special Committees to serve at his pleasure and assist him in his work. They may include, but are not limited to, the Standing Committees hereinafter specified.

Section 2. Committee on Membership and Credentials. The Committee shall be composed of a Chairperson and two or more members from the membership of the Foundation, whose duties shall be:

- a. To verify the qualifications of all members of the Foundation
- b. To recommend to the Board of Directors changes in the qualifications of membership.
- c. To encourage the participation of all qualified persons or groups.
- d. To supervise or act as a Credentials Committee for meetings of the Assembly of Delegates and other meetings of the Foundation.

Section 3. Committee on Public Relations and Publications. The Committee shall be composed of a Chairperson and two or more members from the membership of the Foundation. The Treasurer shall be an ex officio member of the Committee. The Committee shall supervise all official publications of the Foundation. A financial statement on such publications shall be included in the annual report of the Treasurer to the membership. Their duties shall be:

- a. To conduct such campaigns of public enlightenment or education as it may deem advisable.
- b. To furnish public officials with pertinent facts and information that they may better maintain high standards of public and private health as it pertains to the conservation of sight in Maine.
- c. To recommend to the Board any policies or actions of vision conservation which the Foundation may formulate or perform to the benefit of the medically indigent.
- d. To conduct, develop, or assist in programs, lectures, courses or other means of sight education, for the benefit of the members and the general public.

Section 4. Finance Committee. This Committee shall be composed of the Treasurer as Chairperson and three or more members from the membership of the Foundation. This Committee shall oversee the Foundation's financial activities, accounts, submit an annual budget for the approval of the Board, and arrange for an audit of the books annually by an approved Public Accountant.

Section 5. Constitution and By-Laws. This Committee shall be composed of a Chairperson and two or more members from the membership of the Foundation. It shall make a study of the Constitution and By-Laws and make recommendations for changes, deletions, modifications and interpretations after having given due consideration to submitted proposals.

Section 6. Grants Committee. The Grants Committee shall be appointed by the Board of Directors and shall be composed of a Chairperson and four or more additional members from the membership of the Foundation. Except for the first Committee, all members shall serve a five year term, or longer, until a successor is appointed and qualifies. The first Committee members shall serve for a staggered term, i.e., five years, four years, three

years, two years and one year. At the conclusion of each original term the member or his successor shall be appointed for a full term. Vacancies in any position shall be filled for the remaining portion of the term by appointment by the Board of Directors.

Upon notification of appointment to the Grants Committee, the appointee shall specify in writing his acceptance of the appointment. Failure of a committee member to attend two consecutive committee meetings without the prior approval of the committee chairperson for his absence shall constitute an automatic resignation and create a vacancy to be filled by the Board of Directors.

Section 7 – Sight Services & Hearing Aid Committee (SS&HA). This Committee shall be composed of a Program Coordinator and two or members from the Foundation. The SS&HA Program information and Coordinator contact information shall be listed in the District 41 Lions’ Directory and on the Maine Lions Sight & Hearing Foundation webpage.

- a. The Coordinator will promote and conduct SS&HA program education and outreach activities to ensure a greater understanding of program purpose and policies within the District.
- b. The purpose of the SS&HA program is to provide financial support for sight saving services (eye exams or eyeglasses) and access to refurbished hearing aid(s), requests that are unable to be honored by a local club or requests from areas not served by a Lions club.

Section 8. Vision Screening Committee. This Committee shall be composed of a Coordinator and two or more members from the membership of the Foundation. The Committee shall be the custodian of the vision screening equipment and supplies that are owned by the Foundation. The Foundation will be responsible for all costs of any supplies, maintenance, and repairs necessary.

Section 9. Fundraising Committee. This Committee shall be composed of a Chairperson and two or more members from the membership of the Foundation. The Committee shall be responsible for identifying, planning and implementing fundraising projects which will benefit the Maine Lions Sight and Hearing Foundation.

Section 10. Curtis D. Lovill Fellowship. This Committee shall be composed of a Chairperson and two or more members from the membership of the Foundation.

- a. The purpose of the Curtis D. Lovill Fellowship is to honor Lions and Non-Lions who have made a special contribution to sight and hearing impaired. The cost will be a donation of \$500.00 and will go to Maine Lions Sight and Hearing Foundation for the betterment of sight and hearing. The donation may be made by an individual and/or a Club.
- b. The recipient shall receive a framed certificate and a pin presented by Maine Lions Sight and Hearing Foundation for dedicated service to the sight and hearing impaired of Maine.

Section 11. Long-Range Planning Committee. This Committee will be composed of a chairperson and two or more members from the membership of the Foundation. The purpose of this committee is to provide a two to four year plan for the direction the Foundation should take in support of its mission.

ARTICLE X. - BY-LAWS

Section 1. The Corporation may adopt by-laws to further govern the conduct of the business of the Corporation if it sees fit.

Section 2. Special Meetings of the Corporation.

- a. Special meetings shall be called at the discretion of the Board of Directors at a time and place designated by the Board of Directors.
- b. When possible, Special Meetings of the Corporation shall be convened immediately following the adjournment of a District 41 Cabinet Conference.
- c. The Board of Directors may cancel any scheduled Special Meeting provided they give notice to the Corporation membership no later than 30 days prior to the originally scheduled meeting date.
- d. Whenever a Special Meeting is cancelled, the Corporation Secretary shall request up-to-date information from the Officers, Directors and Committee Chairs of the Corporation which shall then be published in a Corporation News Bulletin. Said News Bulletin shall be distributed to the Corporation membership by E-Mail or United States Mail no later than the originally scheduled meeting date.

ARTICLE XI. - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Section 1. This Constitution and any By-Laws which may be hereafter adopted may be amended as follows: Such amendments may be submitted to the Chairperson or any member of the Constitution and By-Laws Committee at least 60 days prior to any annual meeting. Said amendment shall take effect immediately if an affirmative vote is cast by a majority of those present and voting at such meeting. By-Laws may be adopted in the first instance in the same manner.

ARTICLE XII. - RULES OF PROCEDURE.

Section 1. Except as otherwise specifically provided in this Constitution and By-Laws, or in the rules of procedure adopted for a specific meeting, all questions of order and procedure for all meetings of this Corporation shall be determined by RORERT'S RULES OF ORDER, NEWLY REVISED.

Changes and Amendments to Maine Lions Sight and Hearing Foundation Constitution and By-Laws

ARTICLE I	Sec. 1.a. Sec. 1 Name Change Sec. 1.b.c.	Apr., 1992 Sep., 2012 Oct., 2014
ARTICLE II.	Sec. 4, 7 Sec. 2, 3, 7 Sec. 1, 2.	Oct., 1995 Oct., 1996 Oct., 2014
ARTICLE III.	Sec. 1, 2, 3, 4, 5 Sec. 1, 4, 7 Sec. 2, 3, 4, 6, 7 Sec. 2, 3, 4, 5	Oct., 1988 Apr., 1992 Oct., 2014 Sept, 2016
ARTICLE IV.	Sec. 4, 5. Sec. 1, 3, 5 Sec. 4 Sec. 1, 2, 3, 4, 5, 6 Sec. 4, 5.b	Oct., 1988 Oct., 1990 Apr., 1992 Oct., 2014 Sept, 2016
ARTICLE V.	Sec. 2. Sec. 1, 2 Sec. 4 Sec. 2 Sec. 1, 2, 3, 4, 5 Sec. 1	Oct., 1988 Oct., 1990 Apr., 1992 Oct., 2007 Oct., 2014 Sept, 2016
ARTICLE VI.	Sec. 1, 2.	Oct., 2014
ARTICLE VII.	Sec. 3 Sec. 1, 2, 4	Oct., 1988 Oct., 2014
ARTICLE VIII.	Sec. 4 Sec. 1, 2, 3, 4, 6, 7, 8 Sec. 4	Oct., 1990 Oct., 2014 Sept, 2016
ARTICLE IX.	Sec. 7 Sec. 8, 9. Sec. 2.a. c., 7., 7.a. b. d., 8., 8.a. Through i., 8. NEW Sec. 2, 3, 4, 5, 6, 7, 8 New, 9 New, 10, 11, 12 New	Oct., 1993 Oct., 2010 Oct., 2014 Sept, 2016
ARTICLE X.	Sec. 2 Sec. 2 Sec. 2 Sec. 2	Oct., 1990 Oct., 1996 Oct., 2007 Oct., 2014
ARTICLE XI.	Sec. 1 Sec. 1	Oct., 2014 Sept, 2016
ARTICLE XII.		Oct., 2014