

## CONSTITUTION DISTRICT 2-A2

### HUMAN NEEDS BOARD

As Approved April 14, 2018

#### ARTICLE 1 - NAME

**Section 1** The name of the Board shall be the Lions District 2-A2 Human Needs Board, hereinafter referred to as the Board.

#### ARTICLE 2 - AUTHORITY

**Section 1:** International - The constitution and by-laws of the Lions Clubs International, hereinafter called LCI, are hereby made a part of this document. Where conflict arises, the latest edition of the LCI Constitution and By-Laws shall take precedent.

**Section 2:** District - This constitution and all its amendments shall be passed by a 2/3 majority of a quorum of the District 2-A2 delegates sitting in the annual district convention and must be in agreement with the Constitution and By-laws of District 2-A2.

#### ARTICLE 3 – PURPOSE AND OBJECTIVES

**Section 1a** The purpose of the of the Board, as a non-profit organization providing a charitable service, shall be to provide financial assistance to a District 2-A2 Lions club or a group of District 2-A2 Lions clubs in order to meet a human need that, in the opinion of a majority of the members of that club or group of clubs, are found worthy to receive financial assistance, but for which that club or group of clubs do not possess the financial capability to meet that need.

**Section 2: The objectives of the Board shall be:**

**Section 2a** To assist a District 2-A2 Lions club or group of District 2-A2 Lions clubs in meeting a human need by providing a source of resources to aid in the procuring of the equipment or goods, including auditory equipment for children, necessary to meet that need according to the HNB procedures.

**Section 3a** To foster a greater communication and cooperation among District 2-A2 Lions clubs in meeting the human needs of the communities served by encouraging joint projects by District 2-A2 Lions clubs.

## ARTICLE 4 - MEMBERSHIP

**Section 1 Eligibility:** All Lions who are members in good standing of any Lions club in District 2-A2 and in good standing with the International Association of Lions clubs may become members of the Board.

**Section 2 Club Membership:** To be entitled to the services of the Board, a Lions club in District 2-A2 must be in good standing with District 2-A2 and the LCI.

**Section 3 Meetings:** All members have the right of attendance and to the expression of opinions on all matters pertinent to the topical discussions as governed by ROBERTS RULES of ORDER at all meetings as defined in Article 5 Section 6.

**Section 4 Voting Rights:** All current eligible voting members of District 2-A2 in attendance at the annual District 2-A2 convention may vote on those issues related to the election of the directors of the Board, proposed amendments to the constitution, or other issues as required or noted elsewhere in this constitution.

**Section 5 Quorum:** A quorum for the transaction of business at the annual convention shall consist of 25% of all voting members of District 2-A2 duly registered at the convention.

## ARTICLE 5 - BOARD OF DIRECTORS

**Section 1 Number and Composition:** The government of this Board shall be vested in this Board of Directors, herein referred to as the Directorate, composed of seven (7) Directors elected as indicated in Section 4 of this Article. The sitting District Governor will serve as an ex-officio member. The District Governor may appoint the 1<sup>st</sup> or 2<sup>nd</sup> Vice District Governor, or the Immediate Past District Governor, to serve as the ex-officio member.

The Board has the option of requesting up to two (2) additional Lions Club members in good standing within District 2-A2 to be appointed by the presiding District Governor to serve on the Board in a non-voting capacity for a period of no less than one year. These individuals will be required to attend regular and special meetings of the Board.

Should each of the open positions not be filled by election at the District Convention in April, the current Governor may appoint a member in good standing to fill the position until the next April election.

**Section 2 Qualifications:** Each of the seven (7) elected Directors shall be an active member of Lions District 2-A2, in good standing.

**Section 3 Terms of Office:** Elected Directors shall serve terms of two (2) years, and no Director can serve more than two (2) consecutive terms. To be eligible again, one (1) year must elapse after the second term.

**Section 4a Elected Directors:** The Board must notify the Nominations and Elections Committee of the number and the qualifications of Directors needed not less than 60 days prior to the annual Convention (April). Nominations shall be endorsed by a majority of the members, in good standing, of the club from which the nominee is a member.

The District Governor shall thereafter inform each club in the District of the names and clubs of the candidates seeking the Office of Director. This notice shall be given at least 30 days prior to the opening session of the annual meeting. No nominations for Director to this Board shall be made from the floor of the annual Convention unless no qualified candidate has been nominated. Or, if there is only one and he/she becomes incapacitated during the last 60 day interim period. In such cases nominations from the floor, with the nominee's permission, shall be permitted. No more than one (1) related (blood or otherwise) Director may be elected from any one club.

**Section 4b Voting Procedure:** When there are more candidates for the position of Director than there are positions available, the election shall be by secret ballot and the individual(s) with the most votes shall be declared the winner. In the event of a tie, the District Constitution and its Bylaws shall be utilized to decide the winner.

**Section 5 Authority:** The Board shall have the power and authority over all business affairs of the Board. This includes the authority to administer, disburse, invest and control all moneys of the Board under the laws of the state of Texas and the policies of Lions International, and to pay all expenses connected with the administration of the Board. No moneys shall be disbursed or invested without the approval of the Directorate at a duly constituted meeting of said Board. Excepting that the Chairman and Treasurer may authorize amounts not to exceed \$100.00. Faxes, E-mail, telephone calls, texts, and letters shall be deemed acceptable methods of communication for approval by the Directorate.

**Section 6 Meetings of the Directorship:**

**Section 6a Regular:** The Board shall meet during the four District 2-A2 Cabinet meetings each year at such time and place as may be determined by the chairman, with the annual meeting being held in conjunction with the District Convention. All Directors shall be sent a notice of the meeting by the Secretary at least 10 days prior to each regular meeting. Members of the Human Needs Board may receive notice through the District Newsletter or in such manner as deemed necessary by the Chairman or Secretary.

**Section 6b Special:** These meetings may take place at such time and place as designated by the Chairman when the business of the Board may require or necessitate such meetings in order to promote the purpose or objectives of the Board. Special meetings may be called by the Chairman or by the majority of the Directors.

In such cases, a written request for such a meeting must be provided. This notice must state the reason for the meeting, the date, time and place and be sent to the individual Directors at least 10 days prior to the meeting. No other business, than that stated, should be considered at such special meetings except by unanimous consent of all Directors present.

**Section 6c Combined:** By the end of June, the current Board members and the newly elected Board members shall hold a meeting to elect officers and establish a budget committee and other committees as needed. The next year's budget may be established at this time.

**Section 7 Quorum:** The presence in person of a majority of the Directors shall constitute a quorum at any meeting of the Board. Except as otherwise specifically provided, the act of a majority of the Directors present at any meeting of the Board shall be the act and decision of the entire Board.

**Section 8 Compensation:** All members of the Board of Directors shall serve without compensation and shall not receive any compensation directly or indirectly from the Board for any services rendered.

**Section 9a Vacancies:** In the event of a vacancy on the Board of an elected member, the Board in a regular or special meeting shall have the power and authority, after consultation with the District Governor, to fill such vacancy until next duly constituted Annual meeting. At said meeting, a successor shall be elected by a vote of the Board to complete the unexpired term in accordance with provisions of Article 5, Sections 2 and 3.

**Section 9b:** When any elected Director shall cease to be a member in good standing of a District 2-A2 Lions club which is in good standing and of the Human Needs Board, the office shall be declared vacant immediately and a successor shall be elected in accordance with the provision of Section 9 of this Article.

**Section 10 Removal for Cause:** Any elected official of the Board who shall be absent from two ( 2 ) consecutive meetings without advance notice and an excuse in writing to the Chairman and/or Secretary and acceptance by the Chairman shall be dismissed from the Board and notice thereof be given in writing to the Board and to the District Governor. The office shall be declared vacant immediately and a successor shall be elected in accordance with the provision of Section 9 of this Article.

## **ARTICLE 6 - OFFICERS**

**Section 1 Officers:** The officers of the Board shall be a chairman, a vice chairman, secretary, and treasurer. At the discretion of the members, the latter two positions may be combined into one office. If agreed by the Board, they may exclude the vice chairman position.

**Section 2 Election:** All officers shall be elected by the incoming Directors at, or shortly after, the closing of the District Convention.

**Section 3 Terms of office:** All officers of the Directorate shall be elected for a one ( 1 ) year term, with the option of serving one (1) additional successive term. With the approval of the Directorate, an officer may serve an additional term(s). Upon completion of his/her term each officer shall forthwith submit all files, records, correspondence, documents and any other pertinent items in his/her possession to his/her successor.

**Section 4 Duties:**

**Section 4a Chairman:** The Chairman shall preside at all meetings of the Board.

- He/she shall supervise and coordinate the progress and efforts of the Board.
- He/she shall appoint all committees in accordance with Article 7 herein.
- He/she shall write all agendas and distribute them to the members at all meetings or seek assistance from the Secretary.
- He/she shall freely consult with the Board and keep it fully informed as to ongoing activities.
- He/she shall make annual reports to the Directorate and to the assembly at each District Cabinet Meeting.
- The Chairman shall appoint a committee from the seated Board to review and suggest changes to the Board Constitution.
- The Chairman performs other duties as may be assigned by the Board in keeping with the purpose of the Board and as usually pertains to the office.
- He/she may delegate any of these duties to other officers.

**Section 4b Vice Chairman:** The Vice Chairman will act in place of the regular Chairman when and if he/she is absent or unable to conduct the meeting. Should a Vice Chairman not be elected, the Secretary or Treasurer will act in place of the regular chairman when absent.

**Section 4c Secretary:** The Secretary, under the supervision of the Chairman, shall:

- Keep an accurate record of the proceedings of all meetings of the Directorate and within 10 days of each meeting forward copies of the minutes to each Board member.
- Receive all requests from District Lions clubs for assistance and provide each member with copies of such requests and maintain records of the disposition of each request.
- With the HNB Hearing Aid Committee, provide hearing aid assistance applications to clubs and authorize dispensing of auditory equipment according to HNB procedures.
- Sign all notices and documents issued by the Board.

- Assist the Chairman as requested.

**Section 4d Treasurer:** The treasurer shall collect and receipt for all moneys received from members and clubs in the District. The Treasurer will provide receipts for all money received with the exception of the District dues received from Clubs.

- He/she shall deposit such moneys in a bank or banks approved by the Directorate.
- He/she shall disburse moneys by order of the Directorate and maintain accurate books and records of accounts available upon request for verification.
- He/she shall sign, in conjunction with the Director(s) chosen as second signatories, all checks, notes, drafts and orders for payments and maintain records for all clubs in good standing with the Board.
- The Treasurer shall cooperate in an annual review of the financial books and records performed by the District 2-A2 Financial Review Committee.
- The District 2-A2 Financial Review Committee report is to be made by the first cabinet meeting of the new Lions year, or at the discretion of the Board at more frequent intervals. A copy of the annual District 2-A2 Financial Review Committee report shall be provided for each Director and the District Governor within fifteen (15 ) days after completion of the review.

#### **Section 5 Vacancies and Removals:**

**Section 1 Vacancies:** In the event of a vacancy on the Board of an elected Officer, a majority of the Board, in a regular or special meeting shall have the power and authority to fill such vacancy. At this meeting, a successor shall be elected to complete the unexpired term in accordance with the provisions of Article 5, Sections 2 and 3.

**Section 2 Removal:** Any officer elected or appointed by the Board may be removed for cause by a majority vote of the total Board. Such action shall only be taken at a meeting of the Board (regular or special). The officer to be removed must be given written notice of the pending action twenty (20) days prior to the vote, and given ample opportunity to present their case for non-removal.

### **ARTICLE 7 - COMMITTEES**

**Section 1 Eligibility:** All current members of the Board shall be eligible to serve on a committee. The Chairman, at his/her discretion, shall appoint members to needed committees.

**Section 2 Ex-Officio Members:** The Chairman shall serve as an ex-officio member of all committees. The Chairman may select any District 2-A2 member in good standing with special expertise to serve as ex-officio members in an advisory capacity.

## ARTICLE 8 - FISCAL MANAGEMENT

**Section 1 General:** The fiscal management of the Board shall follow generally accepted accounting methods and any specific instructions presented herein under the constitution

**Section 2 Fiscal Year:** The fiscal year of the Board shall be from July 1 of each year to June 30 of the following year.

**Section 3 Income:** Main Revenues of the Board shall be from dues from the Lions of District 2-A2 (\$1.00) of every District 2-A2 membership dues collected semi-annually shall be directed to the Human Needs Board in meeting a human need providing sources to aid in the procuring of the equipment or goods, including auditory equipment for children, necessary to meet the need according to the HNB procedures. Additional income may be derived from fundraising, contributions, endorsements, grants, etc.

**Section 4 Expenditures:** Disbursement of funds shall be made by the Treasurer at the discretion of the Board when co-signed by another authorized Board member. Nominal expenditures not to exceed \$100.00 may be approved by the Chairman and Treasurer. Disbursements over this amount shall require a vote by the Board.

**Section 5 Budget:** If needed, a proper budget shall be developed by the Budget committee and adopted by the newly elected Board immediately following the first District 2-A2 Cabinet meeting.

## ARTICLE 9 - DISSOLUTION

**Section 1:** In the event of dissolution of this Board, all records, reports and correspondence, along with all funds shall be turned over to the District Governor of District 2-A2 for resolution and appropriate action.

## ARTICLE 10 - AMENDMENTS

**Section 1 Origin:** A proposal for an amendment to this constitution may originate from any Board member.

**Section 2 Development:** Proposals shall be forwarded to the Board or a committee on the constitution and by-laws for consideration.

**Section 3 Action:** This constitution may be amended or revised only after the amendment or revisions are presented to the District Governor at least thirty (30) days prior to opening session of the annual Convention for his/her review in advance of a vote for ratification at the District 2-A2 annual Convention.

**Section 4: Automatic Update:** When amendments to the International and/or District Constitution and By-Laws are passed at the International and/or District Convention, any amendments that would have an effect on this Constitution shall automatically be updated in this Constitution effective at the close of the International and/or District Convention.

**Section 5: Effective Date:** Each amendment shall take effect at the close of the District Convention at which it is adopted unless otherwise specified in the amendment. This Constitution and amendments shall supersede any and all previous constitutions and amendments of the District 2-A2 Human Needs Board.

**MEMBERS OF THE HUMAN NEEDS BOARD WHEN CHANGES APPROVED:**

Lion Alice Lopez, Chairman  
Lion Faye Evans, Treasurer  
Lion Debbie Book, Secretary  
Lion Cecilia Nobles  
Lion M.D. “Mac” Mc Cain  
Lion LaJuana Newnam-Leus  
Lion Nancy Hosek