

*Lions*



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*P*rogram

*of District 2-A2*

**Constitution and By-Laws**

**LIONS CHILDREN SERVICES PROGRAM  
of DISTRICT 2-A2**

**CONSTITUTION and BY-LAWS**

**ARTICLE I**

**NAME**

Section 1: The name of the Board shall be Lions Children Services Program of District 2-A2 Board of Directors; hereinafter referred to as the Children Services Board.

**ARTICLE II**

**PURPOSES**

Section 1: Lions Children Services Program of District 2-A2 is organized exclusively to maintain a sustainable program that will insure yearly vision and hearing screenings for all young children within District 2-A2. This program is to continue with our services that we provided through the Lions KidSight and School Screening Program to the daycares, Head Starts Programs, Pre-K, Kindergarten and 1<sup>st</sup> grade classes in public, parochial and charter schools within our district. For the past 6 years, we have provided these facilities with vision and hearing screenings to children 6 months to 16 years of age. The KidSight and School Screening Program will be incorporated into the Lions Children Services Program of District 2-A2.

Section 2: The services that the Lions Children Services Program of District 2-A2 will include vision screenings, with the use of the Spot or similar devices and the State required eye charts; and hearing screenings that will be conducted with State approved audiometers.

Section 3: This program will also provide hearing aids and glasses to children that qualify for assistance by the standard State Guidelines for Assistance. A minimum of 5, not to exceed 10 pair of glasses per year will be provided to children who qualify for assistance. The purchase of glasses will be based upon the urgent need and unavailability of other resources for the child and the Lions Clubs within District 2-A2.

Section 4: This program will also provide for the expenses needed to purchase equipment for vision and hearing screenings and to maintain and calibrate the audiometers on a yearly basis.

Section 5: No part of the net income of this Board shall inure to the benefit of, or be distributable to its Directors, trustees, officers, or other private persons, except when the Board shall be authorized and empowered to pay reasonable services rendered and to make payments and distributions on any indebtedness incurred.

**ARTICLE III**

**MEMBERSHIP**

**Section 1: Membership**

The membership of the board shall be open to all Lions in good standing; in a Lions Club in good standing in District 2-A2 and the International Association of Lions Clubs; and, who also meet the qualifications as described in Article V, Section 3.

**Section 2: Voting**

All current eligible voting Delegates of District 2-A2 of Lions Clubs 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 other issues as required or as noted elsewhere in the Constitution.

## **ARTICLE IV**

### **ADMINISTRATIVE**

#### **Section 1: Dissolution**

Upon the dissolution of the board, assets shall be distributed to one or more District programs. The majority of the Board of Directors will decide on the designation of remaining funds. Funds shall be distributed within ninety (90) days of the dissolution of the Lions Children Services Program of District 2-A2. Any such assets not so distributed, shall be distributed within thirty (30) days by the current District Governor of District 2-A2.

#### **Section 2: Specific Objectives and Purposes**

The specific objectives and purposes of this Board shall be to solicit, collect and otherwise raise money for children's vision and hearing screening purposes: to expand, contribute, disburse, and otherwise handle and dispose of the same for such purposes relating to the goals of the Lions Children Services Program of District 2-A2 and that of the International Association of Lions Clubs. Included are contributions to other Lions entities or to institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of other non-profit charitable organizations in the local community concerned with the vision and hearing screenings of young children.

#### **Section 3: Conflicts of Interest**

The board shall not enter into any transaction or arrangement that might benefit the private interest of any officer or director of this Board, that violates the conflicts of interest policies of Lions Clubs International or that, violates any other applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations. The board of directors shall adopt policies and procedures as appropriate and necessary to ensure the Board operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

Section 4: There shall be no dues payable by any member of the board.

#### **Section 5: Funding**

A. This Lions Children Services Program of District 2-A2 shall begin its funding by the **\$21,060.45** that was transferred from the Human Needs Board and allocated for the Children Services Program. This also includes other contributions that were donated to this program and also the former KidSight and School Screening Program. The dues for funding the Lions Children Services Program of District 2-A2 will be one dollar (\$1.00) per member as part of the District 2-A2 Dues structure.

B. The District dues of one dollar (\$1.00) per member for the Lions Children Services Program of District 2-A2 shall be voted on at the Annual District Convention on April 4, 2020.

C. Beginning the Lion year of July 1, 2020, the Children Services Program will be funded by District 2-A2 dues (\$1.00 per member) and by any other charitable contributions.

#### **Section 6: Equipment, Maintenance and Replacement**

A. The devices currently used for Vision Screening are as follows:

1. Four (4) Sloan Eye Charts;
2. Two (2) Tumbling "E" Eye Charts;
3. Nine (9) Spot Devices (two (2) devices are no longer serviceable)

B. The devices currently used for Hearing Screening are as follows:

1. Eight (8) audiometers

C. The equipment and devices shall be maintained in good operating condition (reasonable wear and tear excepted).

D. Make any and all maintenance, service and repairs necessary for such purpose except where the failure to maintain such equipment could not reasonably be expected to have an accurate screening result.

E. After all maintenance and repairs have been exhausted, all necessary replacements of equipment and devices shall be made so that the program can continue to operate efficiently.

## **ARTICLE V**

### **DIRECTORS**

#### Section 1: Number of Directors

A. There shall be a minimum of five (5) Board of Directors. The Board may increase the number of Board members as it may deem necessary to carry out the functions of the Lions Children Services Program.

#### Section 2: Ex-Officio Members

The Second Vice District Governor of District 2-A2, Directors Emeritus, and others who may have been approved on a committee in an advisory position, shall serve as a non-voting ex-officio member of the Board.

#### Section 3: Qualifications

All Board of Directors shall be:

- A. A Lion member in good standing; in a Lions Club in good standing. in District 2-A2 and the International Association of Lions Club
- B. Spot Certified (current certification)
- C. State Vision Certified; (current certification)
- D. State Hearing Certified; (current certification)
- E. Commit to 10 vision and/or hearing screenings per year;
- F. May not serve on any other Board or Committee within District 2-A2

#### Section 4: Powers

Subject to the provisions of these Bylaws relating to action required or permitted to be taken or approved by the members of the Lions Children Services Program Board of Directors, the activities and affairs of this Board shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

#### Section 5: Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by the Board of Directors, or by these Bylaws;
- (b) Appoint, remove and discharge, except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all Board of Directors;
- (c) Supervise all officers and directors of the board to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;

#### Section 6: Term of Office

Each elected director shall serve a three (3) year term. An elected director may serve up to two (2) consecutive terms. One (1) year must lapse after the second elected term for a Director to become

eligible for another elected term. An appointed director shall serve a term of one (1) year and may run for election to the Board at the next District Convention. The first elected Board shall draw slots to see who will serve a two (2) or three (3) year term. All subsequent Board elections will have staggered terms of three (3) year terms.

#### Section 7: Compensation

Directors shall serve without compensation except for the reasonable expense reimbursement, relating to operation of the Children Services Program. All expense reimbursements shall be authorized by the Board of Directors.

#### Section 8: Place of Meetings

Meetings shall be held at places (or other means such as conference calls) as may be determined by the Board of Directors.

#### Section 9: Regular Meetings

Regular meetings of the Board of Directors shall be held quarterly and in conjunction with the District 2-A2 Cabinet and District meetings. All meetings shall be held within thirty (30) days prior to each district meeting.

#### Section 10: Special Meetings

Special meetings of the Board of Directors may be called by the Chairman or by any two directors. Such meetings shall be held at the place designated by the Chairman. The purpose of the meeting shall also be stated in the notice by electronic email. Notice of the Special meeting shall be sent to all Board of Directors at least seven (7) days prior to the meeting date. If a quorum is not obtained, then the business at hand may be discussed through electronic email.

#### Section 11: Notice of Meetings

The following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Quarterly or Special Meetings: At least one-week prior notice shall be given by the Secretary of the board to each director of each quarterly or special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of email notification, the director to be contacted shall acknowledge personal receipt of the email notice by return email or telephone call within twenty-four (24) hours of the first email transmission.

(b) Waiver of Notice: Whenever any notice of a meeting is required to be given to any director of this board under provisions of these Bylaws, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 12: Quorum for Meetings

Except as otherwise provided under these Bylaws, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Executive Directors shall entertain at such meeting is a motion to adjourn.

#### Section 13: Majority Action as Board Action

Every act or decision done or made by a majority of the directors' present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

#### Section 14: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Executive Directors of the board or, in their absence, by a director chosen by majority of the directors' present at the meeting. The Secretary/Treasurer of the board shall act as a secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws.

#### Section 15: Vacancies

Vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office until the next election of the Board of Directors.

#### Section 16: Non-Liability of Directors

The directors shall not be personally liable for debts, liabilities, or other obligations of the Board.

## **ARTICLE VI**

### **OFFICERS**

#### Section 1: Designation of Officers

The officers of the board shall be the Chairman, Secretary and Treasurer; also known as the Executive Directors

#### Section 2: Qualifications

Any Lion who is a current member of the Board of Directors may serve as an officer of this Board.

#### Section 3: Election and Term of Office

Elections shall be conducted every year to elect the Officers. Elections shall begin no earlier than July 1 and conclude no later than July 30 of the current year. The Board of Directors shall determine the time and methods by which the election shall be conducted, in a manner not inconsistent with these Bylaws.

#### Section 4: Removal and Resignation

Any officer may be removed, with cause, by a majority vote of the full Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or Secretary of the board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5: Vacancies

Any vacancies caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Executive Directors, such vacancy may be filled temporarily by appointment by the Executive Directors until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### Section 6: Duties of the Executive Directors

The Executive Directors shall be the chief executive officers of the board and shall, subject to the control of the Board of Directors, supervise and control the affairs of the board and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be

required by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Executive Directors shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by the Bylaws, he/she shall, in the name of the board, execute any business instruments which may from time to time be authorized by the Board of Directors.

#### Section 7: Duties of the Chairman

- A. Call and preside over all regular and special meetings of the Board,
- B. Serve as a signatory on the bank accounts of the Board,
- C. Serve as a liaison between the Board and the Governor's Cabinet,
- D. Report the activities of the Lions Children Services Board to the Lions of District 2-A2 at each quarterly District meeting.
- E. Insure the development and implementation of program operational guidelines and procedures
- F. Schedule all vision and hearing services within the school districts.
- G. Schedule all vision and hearing certification training within District 2-A2
- H. Monitor all vision and hearing equipment loaned out to Clubs within District 2-A2.
- I. Report the screening activities to the Lions in District 2-A2 and to the Lions State Vision Chair.
- J. Keep record of all Spot, State and Hearing Certified Lions in District 2-A2.

#### Section 8: Duties of the Secretary

- A. Certify and keep the boards original, or a copy, of these Bylaws as amended or otherwise altered to date.
- B. Keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.
- C. See that all notices are duly given in accordance with the provisions of these Bylaws.
- D. Be custodian of the records as authorized by the provisions of these Bylaws, to duly executed documents of the board.
- E. Keep a membership book containing the name and address of each and any members, and if any member has been deceased, resigned or removed. He or she shall record such fact in the membership book together with the date on which such membership ceased.
- F. Exhibit at all reasonable times to any director of the board on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the board.
- G. In general, perform all duties incidents to the office of Secretary and such other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 9. Duties of the Treasurer

- A. Have charged custody of, and be responsible for, all funds and securities of the board, and deposit all such funds in the name of the board in such banks or other depositories as shall be selected by the Board of Directors.
- B. Receive, and give receipt for, moneys due and payable to the board from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the board as may be directed by the Board of Directors, taking proper vouchers for such disbursements
- D. Keep and maintain adequate and correct accounts of the board's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

E. Exhibit at all reasonable times the books of account and financial records to any director of the board, the District Governor or any Lion member in District 2-A2, on request, thereof.

F. Render to the Executive Directors and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the board.

G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 10: Compensation

The officers shall serve without compensation except for reasonable expense reimbursement, relating to operation of the Board. All expenditures must be authorized by a three-fourths (3/4) majority vote from the Board of Directors.

### ARTICLE VII

#### COMMITTEES

##### Section 1. Special Purpose Committee

The Board of Directors may, by a majority vote of its members, designate a Special Purpose Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Board, to the extent permitted, and except as may otherwise be provided, by provisions of these bylaws. By a majority vote of its members, the board may at any time revoke or modify any or all of the Special Purpose Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Special Purpose Committee, and fill vacancies on the Special Purpose Committee from members of the board. The Special Purpose Committee shall keep regular minutes of its proceedings, cause them to be filed with board records, and report the same to the board from time to time as the board may require.

##### Section 2. Other Committees

The Board shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

##### Section 3. Meetings and Actions of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-laws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### ARTICLE VIII

#### EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

##### Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the board to enter into any contract or execute and deliver any instrument in

the name of and on behalf of the Lions Children Services Program, and such authority may be general or confined to specific instances. Unless so authorized, no officer or board of director shall have any power or authority to bind the board by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the board shall be signed by the Chairman and countersigned by the Treasurer or by the Secretary of the Board. The checking account shall have a minimum of three (3) authorized signatures.

#### Section 3. Deposits

All funds of the Board shall be deposited from time to time to the credit of the Board in such banks or other depositories as the Board of Directors may select.

#### Section 4. Gifts

The Board of Directors may accept on behalf of the Lions Children Services Program any contributions, gifts, bequest, or devise for the nonprofit purposes of this Board.

### **ARTICLE IX**

#### **BOARD RECORDS, REPORTS AND LOGO**

##### Section 1: Maintenance of Board Records

The Board shall keep:

A. Minutes of all meetings of directors, committees of the board and, if this board has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

C. A record of its members, indicating their names and addresses and the termination date of any membership;

##### Section 2: Logo

The logo of the Lions Children Services Program of District 2-A2 shall contain the Lions Emblem, as authorized by Lions Clubs International, and the name of the Children Services Program inscribed within. Failure to affix the seal to the program instruments, however, shall not affect the validity of any such instrument.

##### Section 3: Director's Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Board and shall have such other rights to inspect the books, records and properties of this Board. Each request must be in writing.

##### Section 4: Member's Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

A. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Board, which demand shall state the purpose for which the inspection rights are requested.

B. To obtain from the Secretary of the Board, upon written demand on, and payment of a reasonable charge to, the Secretary of the Board, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Board or after the date specified therein as of which the list is to be compiled.

C. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the Board by the member, for a purpose reasonably related to such person's interests as a member.

D. Members shall have such other rights to inspect the books, records and properties of this board,

#### Section 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by email and the right to inspection shall include the right to copy and make extracts.

#### Section 6: Periodic Report

The Board shall cause any annual or periodic report required by the District Governor in preparation of the District Cabinet and District meetings. This report shall be prepared and delivered, by email to the District Governor and the District Secretary at least ten (10) days prior to the district meetings.

### **ARTICLE X**

#### **AMENDMENT OF BY-LAWS**

##### Section 1: Amendment

These By-Laws may be amended by the general membership of District 2-A2 at its annual District Convention by affirmative vote of a majority of the members present in person and voting.

### **ARTICLE XI**

#### **ADOPTION OF BYLAWS**

We, the Committee members of the Lions Children Services Program of District 2-A2, formerly known as the Lions KidSight and School Screening Program, along with the District Governor, consent to, and hereby do, adopt the foregoing bylaws, consisting of ten (10) preceding pages, as the bylaws of the Lions Children Services Program of District 2-A2. Current committee members are as follows:

Lion Ken Book, Region 20 Lions Club  
Lion Debbie Book, Region 20 Lions Club  
Lion RoseMary Paletta, San Antonio West Side Lions Club  
Lion Cecilia Nobles, San Antonio West Side Lions Club  
Lion Ernesto Castro, San Antonio West Side Lions Club  
District Governor, Lion Janie Garza, Stockdale Lions Club