



North Carolina Lions Foundation, Incorporated
PO Box 39
Camp Dogwood Drive
Sherrills Ford, NC 28673

By-Laws

Revised May 7, 2023

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BY-LAWS

NORTH CAROLINA LIONS FOUNDATION, INCORPORATED

ARTICLE I NAME

The name shall be the North Carolina Lions Foundation, Incorporated with its principal office at Camp Dogwood, Sherrills Ford, Catawba County, North Carolina.

ARTICLE II PURPOSE

Section 1: The purpose of the North Carolina Lions Foundation, Incorporated shall be to:

- A. Sponsor and/or coordinate projects and programs promoting the prevention of blindness and the continuous care, education, vocational training and placement of the blind and visually impaired in the State of North Carolina.
- B. Sponsor and/or coordinate projects and programs for aid to the hearing impaired, disaster victims, and diabetes awareness programs and other benevolent purposes for which the Lions of North Carolina raise funds or otherwise support.
- C. Encourage the local Lions Clubs to provide, through recommendations from the County Department of Social Services or other social agencies, examination, medical treatment, surgery, hospitalization, optical supplies, hearing aids and similar services and supplies for the blind and visually handicapped indigent citizens who are not eligible for services through tax supported programs.
- D. Serve as the umbrella services organization for all statewide programs recommended by the North Carolina Lions State Council and approved by the North Carolina Lions.
- E. Manage, operate and maintain the facilities owned by the North Carolina Lions Foundation, Incorporated.
- F. Provide channels of communication between the North Carolina Lions Foundation, Incorporated and the Lions of North Carolina.
- G. Comply with the Constitution and By-Laws of Lions Clubs International and promote the Lions International Objects and the Lions Code of Ethics.

Section 2: This North Carolina Lions Foundation, Incorporated in its activities and policies shall be nonsectional, nonsectarian and nonpartisan.

Section 3: This North Carolina Lions Foundation, Incorporated shall have no affiliation with any individual, group or agency outside the boundaries of the State of North Carolina with respect to disbursement of financial aid.

ARTICLE III GENERAL POWERS

Section 1: The North Carolina Lions Foundation, Incorporated shall have the power to acquire, hold or dispose of properties, monies or other articles of value which it may come into possession thereof.

Section 2: Nothing in the North Carolina Lions Foundation, Incorporated By-Laws will be in conflict with, or interfere with the normal function of Multiple District 31 of Lions Clubs International.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1: The Board of Directors of the North Carolina Lions Foundation, Incorporated shall be comprised of the District Governors, 1st Vice District Governors, 2nd Vice District Governors, of Multiple District 31, the council chair of Multiple District 31, the president, immediate past president, 1st vice-president, 2nd vice-president, secretary, treasurer, and up to five at-large directors to represent but not limited to:

- a) Advocate for the blind and visually impaired
- b) Development officer-donor representative and/or corporate donor
- c) Major donor (Lion or non-Lion)
- d) Major donor (Lion or non-Lion)
- e) Major donor (Lion or non-Lion)

The at-large directors may be non-Lions, a health care provider, or one who can bring experience in working with a not-for-profit organization.

Section 2: The elected officers of the North Carolina Lions Foundation, Incorporated shall be president, 1st vice-president, 2nd vice-president, secretary and treasurer. All members of the Board of Directors and officers of the North Carolina Lions Foundation, Incorporated except for the five at large members, must be Lions in good standing; with the president, 1st vice-president, and 2nd vice-president having served on the Board of Directors as a district

governor, 1st Vice District Governor or 2nd Vice District Governor from his or her sub-district, or in any other elected board position. Each elected Lion director shall be a Lion in good standing.

Candidates for at-large directors may be recommended to the Executive Committee to be elected to the Board by the Board of Directors for a period of three years.

Any director may be removed from the board by a two-thirds vote of the board members for justifiable cause.

Section 3: In case any elected Director shall, during his/her term of office, move out of the sub-district from which he/she was elected, miss two consecutive Board Meetings without justifiable cause, or be unable to serve for any reason, as determined by his/her District Cabinet, his/her term of office shall terminate and the successor for his/her unexpired term shall be appointed by the District Governor.

Section 4: The corporate powers of the North Carolina Lions Foundation, Incorporated shall be vested in the Board of Directors.

A. It shall have complete control of the management of the North Carolina Lions Foundation, Incorporated, its properties and finance, and shall exercise general control and supervision over all officers and assigned committees.

B. The Board of Directors* shall employ an Executive Director and/or other administrative officers necessary to accomplish the objectives of the North Carolina Lions Foundation, Incorporated and shall fix the term of employment, compensation, duties, and other matters pertaining to this position. All North Carolina Lions Foundation, Incorporated personnel shall work under the direct supervision of the Executive Director in compliance with the Statement of Personnel Policies and Practices of the North Carolina Lions Foundation, Incorporated. In addition, the Executive Director is responsible for allocation of equipment and personnel to support the administrative responsibilities of the North Carolina Lions Multiple District 31 Secretary and Treasurer.
*(Effective July 1, 1991)

C. No member of the Board of Directors or elected officer is entitled to receive any salary for serving as a Board of Directors member or an elected officer from the North Carolina Lions Foundation, Incorporated.

- D. No member of the Board of Directors or elected officer shall be entitled to receive any salary from the North Carolina Lions Foundation, Incorporated.
- E. The Board of Directors shall approve a line item balanced budget annually, depicting anticipated receipts and expenditures that include an adequate reserve fund to ensure a smooth cash flow for the fiscal year.

In the event of a natural disaster or other unforeseen catastrophe, the Board, with a two-thirds majority vote, may deviate from the balanced budget requirements for the remainder of the fiscal year only.
- F. The Board of Directors shall provide for an annual audit of the books and financial accounts of the North Carolina Lions Foundation, Incorporated by a Certified Public Accountant, retaining such Accountant at a nominal fee for consulting purposes in maintaining an up-to-date set of financial records. A copy of the auditor's report shall be furnished to each member of the Board of Directors.

Section 5: A majority of the Board of Directors or of any standing committee shall constitute a quorum at any meeting of the Board or standing committee.

Section 6: In the event of a vacancy in any office, any Lion in good standing may submit one or more names to the Board of Directors which shall have the power to fill such vacancy for the unexpired term except that of president, in which case, the vice-presidents shall succeed to the office of president according to rank.

Section 7: Special meetings of the Board of Directors may be called by the State Council of Governors of Multiple District 31 of Lions Clubs International or the President of the North Carolina Lions Foundation, Incorporated, at his/her discretion, provided that a ten-day notice of special meetings of the Board of Directors be given each member of the Board either by written or electronic method.

Section 8: The Executive Committee shall be the President Immediate Past President, First Vice-President, Second Vice-President, Secretary, Treasurer, the Chairperson of the State Council of Governors of Multiple District 31 of Lions Clubs International or his/her appointee, and one member from the 1st Vice District Governors and one member from 2nd Vice District Governors elected by their group at the August meeting of the Board of Directors, to serve till a successor is elected. The Executive Committee may act for and on behalf of the Board of Directors in the interim between sessions of said Board. A majority of the members of the Executive

Committee shall constitute a quorum. Any action taken by the Executive Committee shall be reported to the Board of Directors by the President at the next regularly scheduled meeting of the Board and shall be recorded by the Secretary in the permanent records of the North Carolina Lions Foundation, Incorporated.

ARTICLE V MEETINGS

Section 1: An Annual Meeting of the General Membership and four Board of Directors Meetings of the North Carolina Lions Foundation, Incorporated shall be held annually. The Annual Meeting of the General Membership shall be on the first Sunday in May beginning at 11:00 a.m. or as soon thereafter following the conclusion of the meeting of the Board of Directors. The Board of Directors shall meet in August, November, February, and May. These meetings shall be on the second Sunday of said designated months, at a time and place designated by the Board of Directors, with the exception of the May Meeting which will be held on the first Sunday in May. The Board of Directors may change the meeting due to emergencies which may arise prior to any given meeting. Notice of such meetings shall be sent to each member of the Board of Directors and to each Lions club in Multiple District 31 of Lions Clubs International at least 30 days prior to the meeting either by written or electronic method.

Section 2: The fiscal year of the North Carolina Lions Foundation, Incorporated shall be July 1 through June 30.

Section 3: The power to vote in the Annual Meeting of the General Membership shall be limited to qualified and certified voting delegates (certified by club President or Secretary) present, to Life Members present who can be qualified and certified by North Carolina Lions Association for the Blind records as having been Life Members prior to March 4, 1985, and to Lions present who have served as President of either the North Carolina Lions Foundation, Incorporated or its predecessor organizations. Each charter Lions Club in North Carolina shall be entitled to one voting delegate and one alternate delegate for each ten members who have been enrolled for at least one year and a day in the Club, or major fraction thereof, based upon their active membership as shown by the records of Lions International on the first day of the month last preceding that month during which the Annual Meeting is held.

Persons who are qualified and certified as being Life Members prior to March 4, 1985, and Past Presidents of the North Carolina Lions Foundation, Incorporated or its predecessor organizations,

shall be a voting delegate in his/her own right, shall enjoy the same privileges extended to voting delegates and shall in no way affect the number of voting delegates assigned to any Lions Club. Each qualified and certified voting delegate, each qualified and certified Life Member, and each qualified and certified Past President shall be entitled to cast only one vote for each office or each question submitted.

Qualified delegates arriving at the Annual Meeting who have not been properly certified beforehand by their club secretary or president may be certified at the meeting by their club secretary or president. In the event officers are not in attendance, the District Governor or Vice District Governor of the District of which the club is a member may certify the delegate. Certification must take place, in person, at the certification desk.

All qualified delegates must be certified prior to the beginning of the Annual Meeting. The President of the North Carolina Lions Foundation, Incorporated shall announce the official cutoff time for certification prior to the beginning of the Annual Meeting.

Section 4 : ***ALTERNATIVE MEETING FORMATS. Regular and/or special meetings of the NCLF Board of Directors, Executive Committee and all other NCLF committee meetings may be held through the use of alternative meeting formats, such as teleconference and/or web/virtual conference. Such action may be initiated with approval of the majority of the NCLF Board of Directors.***

ARTICLE VI MEMBERSHIP

Section 1: Memberships in the North Carolina Lions Foundation, Incorporated shall consist of Active, Sustaining, Patron or Life Memberships. All members in good standing of Lions Clubs in North Carolina are Active Members of the North Carolina Lions Foundation, Incorporated.

Section 2: Paid Membership classifications shall be as follows:

- A. A Sustaining Member--\$50. or more but less than \$100.
- B. A Patron Member--\$100. or more but less than \$200.
- C. A Life Member--\$200. or more.

Section 3: All membership contributions will be placed in the general operating fund of the North Carolina Lions Foundation, Incorporated.

Section 4: Annual membership in the North Carolina Lions Foundation, Incorporated shall be from the date contributions are received by the North Carolina Lions Foundation, Incorporated.

Section 5: Life Members shall be entitled to all rights and privileges of membership for life, unless revoked for sufficient reason by the Board of Directors.

ARTICLE VII ELECTIONS

Section 1: At the August meeting of the Board of Directors the President shall announce the members of the Nominating Committee appointed by the Council of Governors consisting of one member from each sub-district of Multiple District 31 of Lions Clubs International.

Section 2: No person shall be eligible to hold office or be appointed to a committee in the North Carolina Lions Foundation, Incorporated unless he/she is a Lion in good standing.

Section 3: The Nominating Committee shall meet, decide and propose one or more nominees for each elective office of the North Carolina Lions Foundation, Incorporated, to be filled at the next election.

Section 4: The office of president, 1st vice-president, and 2nd vice-president shall be filled only by a Lion previously having served as a member of the Board of Directors of North Carolina Lions Foundation, Incorporated as a district governor, 1st Vice District Governor, 2nd Vice District Governor, or in any other elected board position

Section 5: The Nominating Committee shall obtain written consent from each nominee confirming his/her willingness to serve, and such written consent shall be turned over to the Secretary of the North Carolina Lions Foundation, Incorporated and become a part of the permanent records.

Section 6: The report of the nominating committee shall be made at the February meeting of the Board of Directors. Any additional nominations may be made from the floor at the Annual Meeting of the General Membership in May by a North Carolina Lions Foundation, Incorporated Delegate present prior to election provided, however, that nominations are not in conflict with Article VII, Section 7 of these By-Laws.

Section 7: The election of officers shall be at the Annual Meeting of the General Membership in May and shall be by secret, official ballot. A plurality vote shall be necessary to elect.

The office of the President, First Vice-President, and Second Vice-President shall be elected annually and take office on July 1. The time for each position shall be limited to one term.

The Secretary shall be elected annually and take office on July 1. The term of office shall be for no more than three consecutive one-year terms.

The Treasurer shall be elected annually and take office on July 1. The term of office shall be for no more than four consecutive one-year terms.

Section 8: All officers, except at-large directors shall be elected annually and take office on July 1 and shall hold office for one year from that date.

Section 9: Voting shall be limited to qualified and certified voting delegates present, and qualified and certified Life Members present, and qualified and certified Past Presidents of the North Carolina Lions Foundation, Incorporated or its predecessor organizations present only, and no delegate, Life Member, or Past President shall cast more than one vote for each office or each question submitted (Article V, Section 3).

Section 10: Counting of votes shall be performed by a committee of the individual District members of the Nominating Committee chaired by the Nominating Committee Chairperson

.Section 11: SPECIAL NOTICE: In a very rare situation, such as the COVID-19 Pandemic of 2020, when Federal or State governmental regulations make it impossible or highly impracticable to safely hold the NCLF General Membership meeting, the Officers of NCLF, regardless of respective term limits in these By-Laws, shall be eligible to serve for one additional consecutive fiscal year. Such action may be initiated with approval of the majority of the NCLF Board of Directors.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: The President shall be the Chief Executive Officer of the North Carolina Lions Foundation, Incorporated and shall preside at all Executive Committee, Board of Directors and General Membership meetings. He/She shall issue the call for regular and called meetings of the Executive Committee, Board of Directors and General Membership. He/she shall appoint the Chairpersons of the committees outlined in the Policies of the North Carolina Lions Foundation, Incorporated and shall be an ex-officio member of each

of these Committees. He/She shall see that the Committees function and shall cooperate with the Committees towards carrying out the purposes and objectives of this North Carolina Lions Foundation, Incorporated. He/She shall call for regular written Committee reports. He/She shall see that regular elections are held in accordance with these By-Laws.

- Section 2:** The vice-presidents succeed or substitute for the president in case of absence or vacancy, according to their order of office. They shall, under the direction of the president, oversee the functioning of committees as designated by the president.
- Section 3:** The Secretary shall attend all General Membership, Board of Directors and Executive committee meetings, and assisted by the Executive Director, shall report all votes and the minutes of all proceedings at such meetings. He/She shall keep a record of all committee appointments and lists of officers showing addresses and telephone numbers. He/She shall give notice in writing of all General Membership, Board of Directors and Executive Committee meetings. He/She shall perform such other duties as may be prescribed by the Board of Directors.
- Section 4:** The Treasurer shall be custodian of all funds and securities belonging to the North Carolina Lions Foundation, Incorporated and shall keep full and accurate records of receipts and disbursements. He/She shall deposit all monies and all other valuable effects of the North Carolina Lions Foundation, Incorporated in such depositories as may be designated by the Board of Directors, and in the name of and to the credit of the North Carolina Lions Foundation. He/She shall disburse the funds of the North Carolina Lions Foundation, Incorporated as he/she may be ordered by the Board of Directors, taking properly approved vouchers for such expenditures. He/She shall prepare and submit financial reports to the Budget and Finance Committee and the Board of Directors at their regular or called meetings. The Treasurer and the President and all other officers and staff handling funds shall be adequately bonded by a bonding company approved by the Board of Directors. He/She may delegate certain duties of the Treasurer to North Carolina Lions Foundation, Incorporated staff members; however, he/she will continue to have full responsibilities for carrying out the duties of the office of Treasurer.
- Section 5:** The 1st Vice District Governor and 2nd Vice District Governor shall be the principal liaison officers between the North Carolina Lions Foundation, Incorporated and the Lions District, Club officers and general public, and they shall present a report concerning the current operations of the North Carolina Lions

Foundation, Incorporated at each regularly scheduled Cabinet meeting.

ARTICLE IX AWARDS

North Carolina Lions Foundation, Incorporated Awards will be given based on North Carolina Lions Foundation, Incorporated Policies adopted by the Board of Directors.

ARTICLE X PARLIAMENTARY PRACTICES

In the absence of rules in the By-Laws of the North Carolina Lions Foundation, Incorporated, the proceedings of the North Carolina Lions Foundation, Incorporated standing Committee meetings, Board of Directors meetings, and the General Membership meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE XI COMPLIANCE WITH INTERNAL REVENUE CODE AND DISTRIBUTION OF ASSETS

Section 1: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (03) of the Internal Revenue Code of 1964 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (B) (1) (A) vi of the Internal Revenue Code of 1964 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Upon the dissolution of the corporation, the Board of Trustees (Directors) shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or

scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (03) of the Internal Revenue Code of 1964 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the General Court of Justice, of the County in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII AMENDMENTS

These By-Laws may be amended or repealed at any annual or special meeting of the North Carolina Lions Foundation, Incorporated by two- thirds vote of all voting members present, provided notice of such proposed changes has been mailed, faxed, e-mailed or by any other appropriate technology for communication, to each member of the Board of Directors and each Lions Club in the State of North Carolina at least thirty (30) days prior to the date of the meeting.

Approved and adopted at the North Carolina Lions Association for the Blind General Membership meeting May, 1986, and adopted at the North Carolina Lions State Convention, Asheville, North Carolina, June 1, 1986, and to become effective July 1, 1986.

