

Georgia Lions Lighthouse Foundation, Inc. and Georgia Lions Eyeglass Recycling Center

Article I
Name and Purpose

Section 1. Name.

The Name of the Corporation is “Georgia Lions Lighthouse Foundation, Inc. and Georgia Lions Eyeglass Recycling Center” referred to hereafter as “the Corporation” or “Lions Lighthouse and GA LERC”, and the designated phrase to be used with this name is “A Sight and Hearing Conservation Project of Georgia Lions Clubs.”

Section 2. Purpose.

The purpose of this non-profit Corporation is to foster sight conservation, sight restoration, and hearing conservation, and shall be administered as set forth in the powers given in this Constitution.

- A. Within resources available, assistance will be rendered to any person with proof of legal, permanent residence in the State of Georgia, not otherwise eligible or capable of obtaining assistance from any other agency.
- B. To be a resource for those who are visually and/or hearing impaired.
- C. To encourage and participate in hearing and vision research programs through direct grants.
- D. To conduct an eyeglass and hearing aid recycling program for distribution through approved agencies to assist those in need throughout the world.

Article II
Seal and Corporate Authority

Section 1. Registered Office and Agent

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address within the State of Georgia as the Board of Directors may determine. The Board may change these designations at any time.

Section 2. Business Office(s) Authorized.

The Board of Directors of the Corporation may establish one or more offices for the conducting of business within or outside of the State of Georgia, whenever circumstances warrant.

Section 3. Corporate Seal

The seal of the Corporation shall be in such form as the Board of Directors may determine.

Section 4. Authority to Bind Corporation.

In order for the Corporation to be legally bound to an obligation, the corporate seal, together with the signature of the Chair of the Board of Directors with a certification statement by the Secretary must be affixed.

Article III Board of Directors and Executive Committee of the Board

Section 1. Establishment and Function

Management of the Corporation shall be vested in a Board of Directors, referred to hereafter as the "Board of Directors" or "Board". The Board conducts its proceedings as provided in the Articles of Incorporation and the Official Code of Georgia Annotated ("Code").

Section 2. Composition and Terms

The affairs of the Corporation shall be controlled and administered by a Board of Directors. The Board shall be composed of persons who have demonstrated an interest in the charitable concerns for which the Corporation was formed, and be representative of the communities served by the Corporation. No Board member, except the Executive Director, shall be an employee of the Corporation, or spouse, child, parent, brother, or sister, by blood or marriage, of an employee without approval of the Board.

The Board of Directors shall be composed of the following:

- A. All Officers elected under Article IV, Section 3.
- B. The District Directors elected under Article III, Section 3.
- C. Members-at-Large appointed under Article III, Section 4.
- D. The Immediate Past Chair of the Board.
- E. The Council of Governors for the Lions of Georgia will select a representative who shall be a voting member of the Board.
- F. The Executive Director shall be an ex officio, non-voting member of the Board.

Section 3. District Directors.

- A. Each Lions sub-district in Georgia will elect a District Director to serve on the Board.
- B. The District Directors shall be elected every other year at their respective District Conventions. Districts L and O will conduct elections in odd-numbered years, and Districts I and N will conduct elections in even-numbered years. Any Lion in good standing from a club within that sub-district shall be eligible to stand for election, provided said Lion meets the qualifications as set forth in the Policy Manual. That Lion shall send written notice to the sitting District Governor and the Chair of the Board of their intent to stand for election no less than 30 days prior to their District Convention.
- C. The duties of the District Directors are:

1. to attend and actively contribute to the meetings of the Board;
 2. to advocate on behalf of the Lions Lighthouse and GA LERC among the Lions of their sub-district;
 3. to coordinate the efforts in their sub-district to raise funds for the Lions Lighthouse and GA LERC;
 4. to provide leadership in promoting the programs and projects of the Lions Lighthouse and GA LERC between both the Lions community and the communities within their sub-district;
 5. to chair or be an active member of such Board committees as assigned;
 6. to assist the Chair in recruiting qualified committee and sub-committee members; and,
 7. to perform such other duties as directed by the Chair or the Board.
- D. An individual Lion may only serve a maximum of two (2) successive terms as a District Director; however, there is no lifetime limitation on their service.

Section 4. Members-at-Large.

The Governance Committee, in its consultation with the Executive Director, may recommend to the Board certain Lions in good standing from Georgia to serve as Members-at-Large. The maximum number of Members-at-Large shall not exceed eight (8). These Lions should have special skills, talents, abilities or constituency that would assist the Board in fulfilling its role. If approved by the Board, these Members-at-Large will sit on the Board for one (1) year, with all duties and responsibilities as other Board members. The Members-at-Large may serve a maximum of four (4) one-year terms. Members-at-Large will coordinate with the District Directors in representing the Lions Lighthouse and GA LERC in their respective sub-districts.

Section 5. Powers and Duties of the Board of Directors.

The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the Articles of Incorporation or the Code, including the following:

1. determine the services to be provided by the Lions Lighthouse and GA LERC;
2. schedule the hours during which such services will be provided;
3. approve the Lions Lighthouse and GA LERC's budget and major resource decisions;
4. establish general policies for the Lions Lighthouse and GA LERC, including those addressing administrative, health care, financial, and personnel issues;
5. select, dismiss, and evaluate the performance of the Executive Director of the Lions Lighthouse and GA LERC;
6. develop and update the Corporation's personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales; employee grievance procedures, and equal opportunity practices;
7. establish and update the Corporation's charges and collection policies, including, but not limited to, a sliding fee scale discount and partial payment system;

8. assure that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws;
9. evaluate the Corporation's activities, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives; and developing a process for hearing and resolving patient grievances;
10. evaluate at least annually the Corporation's achievements, and using this knowledge, adjust its mission, goals, objectives, budgets, and plans, as may be appropriate; and
11. evaluate itself periodically for efficiency, effectiveness, and best practices of a non-profit Board.

Section 6. Executive Committee of the Board.

The Board may activate, for a period not to exceed thirty (30) days, an Executive Committee, consisting of the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, and the Executive Director.

- A. The duties of the Executive Committee may include reviewing of daily operations and planning of the Corporation, implementing the policies of the Corporation as established by the Board, and attending to any other matters delegated to the Executive Committee by the Board. The Executive Director of the Corporation shall serve as a non-voting ex officio member of the Executive Committee. The Executive Committee shall **NOT** have the authority to:
 1. adopt a plan of merger with another Corporation;
 2. authorize the sale, lease, exchange or mortgage of all, or substantially all, of the property assets of the Corporation;
 3. authorize the voluntary dissolution of the Corporation or revoke proceedings therefore, or adopt a plan for the distribution of assets of the Corporation;
 4. fill vacancies on the Board;
 5. hire or terminate the employment of the Executive Director;
 6. adopt, amend or repeal the Articles of Incorporation; or,
 7. amend, alter, repeal or take action inconsistent with any resolution or action of the Board.
- B. The Executive Committee shall act by majority vote of its members.
- C. The Board may designate one or more Board members as alternate members of the Executive Committee.

Section 7. Meetings of the Board

- A. The Board will hold at least four (4) scheduled meetings each year, but it is encouraged to have other meetings as needed to fulfill the duties entrusted to it.
- B. The Chair or five (5) members of the Board may call a meeting of the Board if 14 days' written notice, including agenda objectives, is provided to the members of the Board of the time and location of the meeting, according to the Lions Lighthouse and GA LERC policy manual.

- C. All meetings of and communication to the Board, its Committees and taskforces may occur through electronic means, utilizing read receipt procedures.
- D. A quorum will be established when a majority of the members of the Board are present; however, if a majority is not present, the meeting may be suspended in order to secure a majority without the necessity of re-noticing the meeting. In the absence of a quorum, any action taken is non-binding.
- E. An organizational meeting of the incoming Board shall be held prior to or in conjunction with the annual Lions of Georgia Convention, wherein the incoming Board will review the incoming Chair's committee appointments, review the recommended Members-at-Large, review and adopt the new budget, and perform such other organizational duties as needed. Any action taken by this incoming Board will automatically become effective on July 1st without additional ratification being required.

Section 8. Committees, Sub-Committees, and Taskforces.

- A. Without further action of the Board of Directors, the following standing committees are established:
 - 1. Development Committee
 - 2. Finance and Audit Committee
 - 3. Programs and Quality Assurance Committee
 - 4. Personnel Committee
 - 5. Governance Committee
 - 6. Advisory Committee
- B. The Chair, with approval of the Board, may appoint additional committees, sub-committees, and/or task forces to perform specific functions. All committees, sub-committees, and task forces shall expire at the end of the Chair's term of office.
- C. The Chair shall appoint a member of the Board to chair each committee. The Chair, together with the appointed committee chairs, will appoint members to serve on each committee. Membership on a committee, sub-committee, or taskforce is open to any Lion or community leader.
- D. The Board will adopt and include in its Policy Manual a description of all duties of each committee and sub-committee.
- E. It is understood that in the transaction of its business, the meetings of the Corporation, its Board, and its committees may be conducted with informality and/or consistent with the latest edition of Robert's Rules of Order, Newly Revised.

Section 9. Removal.

- A. Any member of the Board who does not fulfill the responsibilities as outlined in the Policy Manual will be subject to immediate removal. Any member of the Board may be

removed from their position only following a two-thirds (2/3) vote of the members of the Board supporting a resolution finding cause for the removal. Cause for removal will be defined in the Policy Manual.

- B. The Board has the authority to remove any member of any committee, sub-committee, or taskforce.

Section 10. Vacancies.

Except for District Directors, the Board by majority vote may fill any officer, trustee or member-at-large position that becomes vacant. The cabinet of the electing district will fill any vacancy in the position of District Director; however, if the district cabinet has not appointed a successor within 30 days of notification of the vacancy, then the Board shall choose a successor by majority vote. All successors chosen under this section shall hold office for the unexpired term.

Article IV
Officers

Section 1. Officers.

All officers of the Lions Lighthouse and GA LERC must be Lions in good standing of a Lions Club in Georgia at the time of their election, and at all times while serving on the Board.

- A. The Chief Volunteer of the Lions Lighthouse and GA LERC shall be the Chair of the Board (“Chair”). The Chair must have served on the Board of Directors within the last five (5) years before standing for election. The Chair shall be the driving force in setting the policies for the Lions Lighthouse and GA LERC.
- B. The Vice Chair must have served on the Board within the last five (5) years prior to being elected. In the event the Chair is not able to perform his or her duties, the Vice Chair will assume the role on a temporary basis. The Vice Chair shall perform such duties as assigned by the Chair.
- C. The Secretary is responsible for recording and documenting the actions of the Board, will serve as the custodian of all corporate documents, and such other duties assigned by the Chair.
- D. The Treasurer shall chair the Finance and Audit Committee, oversee the finances of the Lions Lighthouse and GA LERC, present for approval the annual budget, and perform such other duties as assigned by the Chair.

Section 2. Election of Officers

- A. The annual election of officers shall be conducted during the first calendar quarter of each year at the Annual Lions Lighthouse and GA LERC Volunteer Meeting. All Georgia Lions at said meeting shall be voting delegates. The date and location for this meeting shall be set at least 30 days in advance with proper notice of the meeting being provided.
- B. By December 1st of each year, any Georgia Lion who meets the qualifications for the office being sought may run for a Lions Lighthouse and GA LERC officer position,

and shall submit to the Immediate Past Chair (or designee) a letter of intent to stand for election. Said letter must be countersigned by the president of the candidate's home Lions Club certifying the club's endorsement of the candidate. In the event that no candidate submits a letter for a position, a nomination may be accepted from the floor, provided that the nominated person is a Lion in good standing from a Georgia Lions Club.

- C. The Immediate Past Chair (or designee) shall preside over the election portion of the meeting, provided he or she is not standing for election. In the event of contested elections, each candidate will be allowed four minutes to speak to the delegates. Only the candidate will be allowed to speak. In the event of only one qualified candidate for an office, a vote by acclamation is in order. To prevail in an election, the winning candidate must receive 50% of the vote plus one. In the event that no candidate receives the required votes, the two candidates with the most votes shall stand in a run-off election.

Section 3. Term Limitations and Fiscal Year.

- A. The Officers and Members-at-Large shall each serve a one-year term that begins on July 1st of each year and ends on June 30th of the following year. This will also act as the fiscal year for the Corporation.
- B. The Chair and Vice Chair may serve only two consecutive terms in their respective offices; however, there is no lifetime limitation on their service.

Article V Board of Trustees

The Board of Trustees will serve as a sub-committee of the Finance and Audit Committee, and will be charged with the responsibility of overseeing the Lions Lighthouse and GA LERC investment funds, and other duties as specified in the Policy Manual.

Terms of all current Trustees will expire June 30, 2015.

Article VI Indemnification and Insurance

Section 1. Basis for Indemnification

The Corporation does hereby indemnify any and all of its Board members, officers, employees, attorneys and agents where any such person was, is or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that such person is or was a Board member, officer, employee, attorney, while serving the Corporation, or agent of the Corporation, in accordance with and to the fullest extent now or hereafter permitted by the laws of the state of Georgia. The foregoing

right of indemnification shall be in addition to, and not exclusive of, any other right to which those seeking indemnification otherwise may be entitled.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of any member of the Board, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her as a result of any act(s) in his or her official capacity.

Article VII Amendments and General Provisions

Section 1. Amendment by Lions Lighthouse and GA LERC Volunteer Meeting.

Subject to the restriction under Article VII, Section 2., upon an affirmative vote of two-thirds (2/3) of the Board, any proposed amendments to this Constitution may be presented to the Annual Lions Lighthouse and GA LERC Volunteer Meeting. A majority vote of all Lions in attendance at that meeting described under Article IV, Section 2 may approve amendments recommended to said body of delegates by the Board. A 30 days' notice shall be given to all Lions Clubs in Georgia of any proposed amendments or changes to the Constitution.

Section 2. Restriction on Amendments.

Any amendment that includes the removal of the word "Lions" from the Corporate or Operating name of the Lions Lighthouse and GA LERC must also be approved by a three-fourths (3/4) vote on a resolution of the delegates at the annual state convention of the Lions of Georgia.

Section 3. Notices.

Any notice required under this Constitution may be sent to the person by mail or electronic means, including fax and email, with transmission confirmations maintained.

Section 4. Policy Manual.

In lieu of formal by-laws, the Board will create a Policy Manual that will define roles and implement procedures to further the purposes of the Lions Lighthouse and GA LERC.

Section 5. Dissolution.

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation in such manner or to such organization or organizations similar to those of the Corporation, to be used exclusively for exempt purposes as defines under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 6. Conflict of Interest

In accordance with regulations promulgated by the United States Internal Revenue Service and the Department of Health and Human Services, Health Resources and Services Administration, bureau of Primary Health Care, the Board shall adopt a Conflict of Interest Policy.

Section 7. Reimbursement by Corporation Employees

Any payments made to an employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed. The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board may withhold amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.