



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

# By-Laws

Revised May 2, 2010

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## **BY-LAWS**

### **NORTH CAROLINA LIONS FOUNDATION, INCORPORATED**

**ARTICLE I            NAME**

The name of the Foundation 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 Club 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 Foundation.
- F. Provide channels of communication between the Foundation 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 Foundation in its activities and policies shall be nonsectional, nonsectarian and nonpartisan.

Section 3: This Foundation 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 Foundation 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 Foundation shall be the District Governors and Council Chairperson of Multiple District 31 of Lions Clubs International, two elected Directors from each sub-district, the President, Immediate Past President, First Vice-President, Second Vice-President, Secretary, and the Treasurer.

Section 2: The elective officers of the Foundation shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer. All members of the Board of Directors and officers of the North Carolina Lions Foundation, Incorporated, must be Lions in good standing.

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: In no event shall an elected Director serve more than two consecutive elected terms.
- Section 5: The corporate powers of this Foundation shall be vested in the Board of Directors.
- A. It shall have complete control of the management of this Foundation, 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 and shall fix the term of employment, compensation, duties, and other matters pertaining to this position. All Foundation personnel shall work under the direct supervision of the Executive Director in compliance with the Statement of Personnel Policies and Practices of the Foundation. 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 shall be entitled to receive any salary from this Foundation.
  - D. 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.

- E. The Board of Directors shall provide for an annual audit of the books and financial accounts of this Foundation 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 6: 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 7: In the event of a vacancy in any office, the Council of Governors of Multiple District 31 of Lions Clubs International shall 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 8: 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 Foundation, at his/her discretion, provided that ten days written notice of special meetings of the Board of Directors be given each member of the Board.
- Section 9: 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 each of the newly elected two (2) year directors and the remaining directors, elected by their group at the August meeting of the Board of Directors, to serve till a successor is elected.

## ARTICLE V

### MEETINGS

- Section 1: An Annual Meeting of the General Membership and four Board of Directors Meetings of the Foundation shall be held annually. The Annual Meeting of the General Membership shall be on the first Sunday in May beginning at 12:00 p.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 mailed to each member of the Board of Directors and to the President of each Lions Club in Multiple District 31 of Lions Clubs International at least 30 days prior to the meeting.
- Section 2: The fiscal year of this Foundation 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 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 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 Foundation shall announce the official cutoff time for certification prior to the beginning of the Annual Meeting.

## ARTICLE VI MEMBERSHIP

Section 1: Memberships in the Foundation 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 Foundation.

- 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: Persons purchasing a Life Membership may designate such contribution to be placed in the Foundation's Endowment Fund. Only earned interest from this fund will be used for current Foundation obligations. In the absence of specific designations, Life Membership contributions will be placed in the general operating fund of the Foundation. All other membership contributions will be placed in the general operating fund of the Foundation.

Section 4: Annual membership in this Foundation shall be from the date contributions are received by the Foundation.

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 this Foundation 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 this Foundation, except Elective Directors, to be filled at the next election. The Elective Directors shall be elected at district meetings prior to May 1 each year.

Section 4: The office of President shall be filled only by persons previously having served as a member of the Board of Directors of the Organization.

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 this Foundation 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 Foundation 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 Elective Directors shall be elected annually and take office on July 1, and shall hold office for one year from that date.

Section 9: One-half of the Elective Directors shall be elected annually and shall take office on July 1, and shall hold office for two years.

Section 10: 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 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 questions submitted (Article V, Section 3).

Section 11: Counting of votes shall be performed by a committee of the individual District members of the Nominating Committee chaired by the Nominating Committee Chairperson.

## ARTICLE VIII DUTIES OF OFFICERS

- Section 1: The President shall be the Chief Executive Officer of the Foundation 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 standing Committees outlined in the By-Laws, 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 Foundation. 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 the following committees or any other committees the President may designate: e.g., First Vice-President shall be in charge of the Budget and Finance, By-Laws, Camp Dogwood, Humanitarian/ White Cane, “Jack” Sticklely Fellow, Memorials/Honorariums and See the 21<sup>st</sup> Century Vision Van and LEHP Committees; and Second Vice-President shall be in charge of Public Information and Education, Eye and Organ Procurement, Sight and Hearing Conservation, Clinical Eye Research, Properties, Volunteers, and William L. Woolard “Partner-in-Service” Committees.
- 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 Foundation and shall keep full and accurate records of receipts and disbursements. He/She shall deposit all monies and all other valuable effects of this Foundation 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, Incorporated. He/She shall disburse the funds of this Foundation 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 Foundation staff members; however, he/she will continue to have full responsibilities for carrying out the duties of the office of Treasurer.

Section 5: The Elective Directors shall be the principal liaison officers between this Foundation and the Lions District, Club officers and general public, and they shall present a report concerning the current operations of the Foundation at each regularly scheduled Cabinet meeting.

#### ARTICLE IX COMMITTEES

Section 1: Wherever three year terms are referred to in the Foundation By-Laws, subsequent Governors approval is required for District appointments. NCLF State Chairpersons require the approval of subsequent NCLF Presidents

Section 2: A. The Chairperson of the following standing committees, with the exception of the By-Laws Committee, shall be appointed by the President of the North Carolina Lions Foundation, Incorporated, before July 1, next, following his/her election to office.

One member of each Committee shall be appointed by each District Governor-Elect, before July 1, next, following his/her election to office, except for members of the Budget and Finance Committee, the Properties Committee, the Public Information and Education Committee, the Sight and Hearing Conservation Committee and the By-Laws Committee, whose appointments are for a three-year term. Appointments to these committees to fill any vacancies created by this rotation system shall be made by the appropriate District Governor-Elect before July 1, following his/her election to office. Should he/she move out of the sub-district from which he/she was appointed, miss two consecutive meetings without justifiable cause, or be unable to serve for any reason, as determined by the District Governor, his/her term on the committee shall terminate and the successor for his/her unexpired term shall be appointed by the District Governor.

- (1) Budget and Finance
- (2) By-Laws
- (3) Camp Dogwood
- (4) Eye and Organ Procurement
- (5) Sight and Hearing Conservation
- (6) Humanitarian/White Cane
- (7) Properties
- (8) Public Information and Education
- (9) Jack Stickley Fellow
- (10) Memorials/Honorariums
- (11) Clinical Eye Research
- (12) Volunteers
- (13) William L. Woolard "Partner-in-Service"
- (14) See the 21<sup>st</sup> Century Vision Van and LEHP

- B. The President may appoint any special Committees and advisory Committees he/she deems necessary in the promotion and expansion of the work of this Foundation.
- C. The Foundation staff and committee members shall be adequately bonded by a bonding company approved by the Board of Directors.
- D. Foundation committee members as specified in Article IX, Section 2, A and B, shall be afforded the opportunity to be reimbursed for expenses not to exceed Lions Clubs International Rules of Audit.

Section 3: The President shall be an ex-officio member of all committees.

Section 4: All standing committees shall consist of a Chairperson and one member from each sub-district of Multiple District 31 of Lions Clubs International. No committee Chairperson or member shall serve for more than three one-year terms consecutively on the same committee.

Section 5: When requested by the President, Committee Chairpersons shall report either verbally or in writing at each regular meeting of the Executive Committee.

Section 6: When appropriate, matters brought to the attention of the full Board of Directors or Executive Committee shall be referred to the proper Committee for study, evaluation and action prior to submission to the Board of Directors.

Section 7: In the event any Committee member shall, during his/her term of office, move out of the sub-district from which he/she was appointed, miss two consecutive committee meetings without justifiable cause, or be unable to serve for any reason, his/her term of office shall terminate and a successor for his/her unexpired term shall be appointed by the respective District Governor,

## ARTICLE X STANDING COMMITTEES AND THEIR DUTIES

### Section 1: BUDGET AND FINANCE

This committee shall prepare in cooperation with the Foundation's Executive Director and Treasurer a budget that would ensure that the NCLF operate on a line item balanced budget annually, depicting anticipated receipts and expenditures that would include an adequate reserve fund to ensure a smooth cash flow for the fiscal year, and shall present this prepared budget at the May meeting of the Board of Directors for its consideration. Upon approval of this budget by the Board, it is the responsibility of the Budget and Finance Committee to monitor the Budget and request explanations of variances. Any adjustments to line item budgeted accounts shall require the review and recommendations of this committee, and approval by the Executive Committee and the Board of Directors of the Foundation. Any receipts in excess of the budgeted line items shall be referred to this committee for recommendation prior to expenditure. The Budget and Finance Committee, with the Chairperson of the North Carolina Lions State Council Research and Long Range Planning Committee, shall make periodic visits to agencies receiving Foundation funds for on-site program evaluation. Committee members shall be appointed for a term of three years.

### Section 2: BY-LAWS

The North Carolina Lions Multiple District 31 Constitution and By-Laws Committee will function as the By-Laws Committee of the North Carolina Lions Foundation. This committee shall meet prior to the November Board of Directors meeting and review the NCLF By-Laws to see that they are meeting the needs of the organization. This committee shall investigate changes proposed by the Board of Directors or the Annual Meeting of the General Membership and report them to the Board with the committee's recommendations. Committee members shall be appointed for a term of three years

### Section 3: CAMP DOGWOOD

This committee shall be responsible for the promotion of Camp Dogwood by encouraging both the blind, other handicapped, Lions, and other authorized persons to make use of the facilities at the Camp. In addition, this committee shall coordinate Camp activities with the local Lions Clubs, inform the Clubs of the Camp's needs, and shall encourage Lions Clubs to cooperate with Social Workers in preparing applications for blind campers. This committee shall also be responsible for conducting special fund raising activities for the Camp, subject to the approval of the Board of Directors and the North Carolina Lions State Council. All financial activities at Camp Dogwood shall adhere to the budget of the North Carolina Lions Foundation.

Section 4: EYE AND ORGAN PROCUREMENT

This committee shall serve as liaison between the Lions Clubs and the eye and human tissue banks. This committee shall cooperate with the eye and human tissue banks in securing organ and tissue pledges and tissue retrieval and, in cooperation with the eye banks shall be responsible for an educational program to acquaint the general public with the need of tissue for transplantation. The Chairperson of the committee may accompany the President of the Foundation to each meeting of the Board of Directors of the eye and human tissue organizations we serve.

Section 5: SIGHT AND HEARING CONSERVATION

This committee shall encourage clubs to enter into a variety of activities with the blind and/or hearing impaired community with particular emphasis on one-on-one involvement. Also, this committee shall distribute information concerning services available to the blind and/or hearing impaired through the programs of the North Carolina Lions Foundation, Incorporated, the Division of Services for the Blind and other agencies.

This committee shall be responsible for designing and updating the Blind and Sight Service Activities Report and Community Service Report, assisting clubs with preparation of the reports and tabulation of the results at the end of the reporting period.

This committee shall be responsible for awarding Educational Grants each year to worthy students of a blind or visually handicapped parent and/or parents, either living or dead. The committee shall develop promotional materials and establish criteria for awarding Educational Grants subject to the approval of the Board of Directors. Also, this committee shall assist in the selection of winners of the grants in accordance with board policy.

This committee shall assist local Lions Clubs in providing assistance to the deaf and the hearing impaired and shall coordinate statewide programs as adopted by the Lions of North Carolina.

Committee members shall be appointed for a term of three years.

#### HEARING

This committee shall assist local Lions Clubs in providing assistance to the deaf and the hearing impaired and shall coordinate statewide programs, including but not limited to: Public Information and awareness of the problems of the hearing impaired; screening and early detection of hearing problems; medical research, education, training and employment assistance, collection of used hearing aids, telephone and TV attachments; promoting the North Carolina State Department of Health and Human Services, Division of Services for the Deaf and Hard of Hearing, Hearing Assistance Program; providing for the use of Camp Dogwood and other types of recreation for the deaf; and other services relating to the deaf and hearing impaired that may be assigned to this Sight and Hearing Conservation Committee by the Board of Directors. Committee members shall be appointed for a term of three years.

#### Section 6: HUMANITARIAN/WHITE CANE

The duties of this Committee shall be to promote Foundation fund raising projects approved by the Board of Directors, the State Council of Governors, and the Lions of North Carolina in compliance with the existing state legislation. Funds collected from such drives, including Lions Clubs' contributions, shall be remitted to the state office of this Foundation which shall keep an accurate record of such funds. Monies shall be deposited in an approved bank to the credit of the North Carolina Lions Foundation, Incorporated.

#### Section 7: PROPERTIES

This committee shall review all transactions involving real estate of the Foundation and make appropriate recommendations to the Board of Directors. This committee shall also be responsible for the maintenance and upkeep of all Foundation property. The committee shall work closely with the North Carolina State Council, Research and Long Range Planning Committee, and shall be responsible for determining Foundation property needs, developing necessary plans, and implementing approved plans. In

addition to the appointed membership, the Chairperson of the Camp Dogwood Committee shall serve as an ex-officio member of the committee without a vote. Committee members shall be appointed for a term of three years.

Section 8: PUBLIC INFORMATION AND EDUCATION

This committee provides the news media with prepared stories and pictures, and news releases; prepares and distributes public service announcements in cooperation with any other committee; solicits advertising for the Foundation publications; and periodically reviews Foundation publications, brochures, pamphlets, films and media to keep all information current. This committee shall assist the Executive Director, or other staff member assigned this function, in compiling information for the Foundation publications and shall assist in producing a periodic newsletter. Committee members shall be appointed for a term of three years.

Section 9: "JACK" STICKLEY FELLOW

This committee shall promote the memory of Past International President John L. "Jack" Stickley to the Lions of North Carolina through an active informational program, and through promoting the Stickley Fellowship.

This committee shall work to ensure the future of the programs and services of the North Carolina Lions Foundation by building an "Endowment Fund" large enough to pay the North Carolina Lions Foundation administrative expenses with the income earned from said fund.

Section 10: MEMORIALS/HONORARIUMS

This Committee shall promote North Carolina Lions Foundation fund raising projects through the use of Memorials and Honorariums. The duties of this committee shall include educating the local clubs regarding this program, promoting the use of Memorials and Honorariums by the general public, preparing informational brochures and materials for use of Lions and conducting programs.

This committee should use all available means to promote Memorials and Honorariums such as district newsletters, Foundation newsletters and press releases.

Section 11: CLINICAL EYE RESEARCH

This Committee will be responsible for overseeing the eye research projects that have been voted on and approved by the Lions of

North Carolina. The committee members will coordinate their respective district fund raising projects for eye research. They will be responsible for having a close working relationship with agencies that are involved with eye research and in particular the ones that the Lions are supporting. Through programs and education, they will encourage the continued support of eye research throughout the State of North Carolina.

**Section 12: VOLUNTEERS**

This Committee shall promote the use of volunteers to reduce the operating expense of the North Carolina Lions Foundation. Duties shall include seeking and preparing a list of potential volunteers and determining and coordinating work projects with the cooperation of the Properties Committee and the Foundation Staff. This committee should present programs and encourage clubs to provide volunteers.

**Section 13:** The North Carolina Lions State Council's Nominating Committee will function as the Nominating Committee for the Foundation.

**Section 14:** The North Carolina Lions State Council's Research and Long Range Planning Committee will function as the Research and Long Range Planning Committee for the Foundation.

**Section 15: WILLIAM L. WOOLARD "PARTNER-IN-SERVICE" COMMITTEE**

This committee shall seek to honor Past International President William L. Woolard through an active program informing North Carolina Lions of his life and Lionistic work and through the promotion of the William L. Woolard "Partner-in-Service" Program.

**Section 16: SEE THE 21<sup>ST</sup> CENTURY VISION VAN AND LEHP COMMITTEE**

This committee shall be responsible for the oversight and review of the activities of the See the 21<sup>st</sup> Century Vision Van and the promotion of the Lions Eye Health Program (LEHP). Duties shall include but are not limited to: promotion of use of the van by Lions Clubs, changes and/or additions to services provided by the van, and review of the operations manual for the van.

The Lions Eye Health Program (LEHP) duties and responsibilities are to provide educational programs, enhance awareness of Diabetic eye disease and Glaucoma among those at risk and encourage people to seek comprehensive eye exams.

ARTICLE XI

AWARDS

Foundation Awards will be given based on Foundation Policies adopted by the Board of Directors.

ARTICLE XII

PARLIAMENTARY PRACTICES

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

ARTICLE XIII

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 XIV

AMENDMENTS

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

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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.

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