

**CONSTITUTION AND BY-LAWS  
West Virginia Lions  
Sight Conservation Foundation**

**MULTIPLE DISTRICT TWENTY-NINE  
STATE OF WEST VIRGINIA**

**CONSTITUTION**

**ARTICLE I**

**Section 1. Name**

This organization shall be known as The West Virginia Lions Sight Conservation Foundation.

**Section 2. Objects**

The purpose of this organization shall be to provide sight and hearing conservation and rehabilitation.

**Section 3. Governance**

The Foundation shall be governed by a Board of Trustees, consisting of the District Governors of each District of Multiple District 29 and two members elected from each District ("Elected Trustees").

**Section 4. Fiscal Year**

The fiscal year of the Foundation will be July 1 to June 30.

**ARTICLE II – TRUSTEES**

**Section 1. Qualifications**

At the time of election, each Elected Trustee shall be an active member in good standing of a Lions club in good standing in the District from which he or she is elected. If any Trustee shall cease to be a member of a Lions Club in the District from which he or she was elected, his (her) term of office shall thereon cease and the office will be declared vacant.

**Section 2. Term of Office**

Elected Trustees shall serve four-year terms, which shall begin on July 1 next following their election. No Trustee may serve more than two consecutive terms or the major portion thereof.

**Section 3. Election**

Election for Elected Trustees shall be by secret written ballot held at a District or Multiple District Convention. The candidate(s) receiving a simple majority of the votes cast by the delegates present and voting shall be declared elected. In the event of a tie vote, or if no candidate receives the required majority, balloting shall continue for each position with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes cast. The results of the elections shall be verified to the District Governor and become a part of the minutes of that convention. The ballots shall be delivered to the State Council Secretary to be held in case of a recount.

**Selection 4. Removal**

Any Elected Trustee may be removed from office by a vote of two-thirds of the Trustees for nonattendance, malfeasance, misfeasance, or conduct bringing disgrace upon the Foundation.

**Section 5. Vacancies**

If a vacancy occurs for any reason, the District Governor of the District where there is a vacancy shall appoint a successor to serve until the next District Convention, at which time a replacement shall be elected to serve the unexpired term.

**Section 6. Meetings**

Regular meetings of the Board of Trustees shall be held quarterly. An organizational meeting shall be held at the close of the Multiple District Convention to elect officers for the ensuing year. Special meetings may be called by the President or any four Trustees. Notice of a special meeting shall indicate the business to be considered at the meeting.

**Section 7. Quorum**

A quorum of the Board of Trustees shall consist of seven members. In the absence of officers due to reasonable cause, the Trustees in attendance shall elect a temporary chairman.

**Section 8. Officers**

At the organizational meeting, the Trustees shall elect a President and Vice President from among the Elected Trustees. A Secretary-Treasurer shall be elected and may be from among the Elected Trustees or from outside the Board of Trustees.

**Section 9. Compensation**

The Trustees shall serve without compensation. If any Trustees are reimbursed for expenses, the Rules of Audit established by Lion Clubs International shall be utilized to determine the amount of reimbursement.

**ARTICLE III – POWERS AND DUTIES OF TRUSTEES**

**Section 1. Administration of Funds**

The Board of Trustees shall have the power and authority to administer, disburse, invest and control all monies contributed to the Foundation.

**Section 2. Employment of Staff**

The Board of Trustees may employ such staff as they deem necessary and appropriate. The Board shall determine the terms of employment and provide for proper management of the staff.

**ARTICLE IV – AMENDMENTS**

**Section 1. Method**

This Constitution may be amended only at a Multiple District Convention, by resolution reported by the Multiple District Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the delegates present and voting.

**Section 2. Procedure and Timing**

No amendment shall be so reported to voted upon unless the same shall have been furnished in writing to the President and Secretary of each Lions Club in the Multiple District no less than sixty (60) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

**Section 3. Effective Date**

Each amendment shall take effect at the close of the Multiple District Convention at which it was adopted unless otherwise specified in the amendment.

# **BY-LAWS**

## **ARTICLE I DUTIES AND RESPONSIBILITIES**

### **Section 1. Trustees**

**The Board of Trustees shall:**

- 1) Direct the fund-raising activities of the Foundation, including grant applications;**
- 2) Approve the annual budget;**
- 3) Prepare and execute the annual marketing program to assist in raising funds and identifying recipients;**
- 4) Supervise and coordinate the program and efforts of the Foundation in the best interests of Lions Clubs International and the Lions of West Virginia;**
- 5) Provide for an annual audit to be conducted by a qualified auditor at the end of each fiscal year and distribute copies of such audit upon request to interested parties and Lions Clubs of West Virginia;**
- 6) Prescribe the amount of bond that shall be required of the Secretary-Treasurer;**
- 7) Designate the bank or banks to be used as depositories of Foundation funds;**
- 8) Appoint District Service Coordinators, in accordance with Article II, Section 1; and**
- 9) Establish the policies under which the Foundation operates.**

### **Section 2. President**

**The President shall:**

- 1) Preside at meetings of the Foundation;**
- 2) Submit a written annual report to the Council of Governors of Multiple District 29 within 90 days after the close of the fiscal year;**
- 3) Report personally, or through a designee, to each Council of Governors meeting on the progress of the Foundation;**
- 4) Represent the Foundation at public functions, including District Conferences and Conventions;**
- 5) Serve on Multiple District committees as required by the Multiple District Constitution and By-Laws or as directed by the Council of Governors;**
- 6) Shall perform such other duties as are specified or implied in the Constitution.**

### **Section 3. Vice President**

**The Vice President shall:**

- 1) Perform the duties of the President in his/her absence;**
- 2) Be knowledgeable of the operation and financial condition of the Foundation;**
- 3) Perform such other duties as assigned by the President or the Board of Trustees.**

**Section 4. Secretary-Treasurer**

The Secretary-Treasurer shall:

- 1) Prepare minutes of meetings of the Board of Trustees and provide copies of same to the Trustees, the Multiple District Council Chairman, and the State Secretary-Treasurer within 30 days after the meeting;
- 2) Maintain complete and accurate financial records for the Foundation;
- 3) Prepare checks for disbursements, each of which shall be signed by any two officers or designated Trustees; (No less than three persons shall be authorized to sign)
- 4) Present regular financial reports to the Trustees in such form and manner as the Trustees may prescribe;
- 5) Maintain the official records (current and historical) of the Foundation;
- 6) Perform such other duties as may be prescribed by the Trustees.

**ARTICLE II DISTRICT SERVICE COORDINATORS**

**Section 1. Appointment and Qualifications**

The Board of Trustees shall appoint four District Service Coordinators in each District upon recommendation of each District's Trustees and District Governor. District Service Coordinators shall be members in good standing of Lions Clubs in their respective Districts, and shall serve one year terms. District Service Coordinators may be reappointed to successive terms, without limitation. No more than one District Service Coordinator may be appointed from any one Zone. The Board of Trustees may, by majority vote, replace any District Service Coordinator at any time.

**Section 2. Duties**

District Service Coordinators shall:

- 1) Receive applications from Lions Clubs, review and investigate applications, approve or disapprove applications, and coordinate service to the patient, in accordance with guidelines established by the Trustees;
- 2) Attend training sessions as required by the Trustees;
- 3) Perform such other duties as prescribed by the Board of Trustees.

## **ARTICLE III AMENDMENTS**

### **Section 1. Method of Amendment**

These By-Laws may be amended only at a Multiple District Convention, by resolution reported by the Multiple District Committee on Constitution and By-Laws, and adopted by a two-thirds (2/3) affirmative vote of the votes cast.

### **Section 2. Notice Requirement**

No amendment shall be so reported and voted upon unless the same shall have been mailed to the President and Secretary of each Lions Club, all Cabinet officers, and Past District Governors in the State no less than twenty-one (21) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

### **Section 3. Effective Date of Amendment**

Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment or by the Convention at the time of voting.

**WVLSCF, Inc. Constitution and By-laws  
Quick Reference Table**

Topic	Constitutional Reference
<b>Legal Name</b>	<b>Article I, Section 1</b>
<b>Fiscal Year</b>	<b>Article I, Section 4</b>
<b>Trustee Qualifications</b>	<b>Article II, Section 1</b>
<b>Trustee Terms</b>	<b>Article II, Section 2</b>
<b>Method of Election</b>	<b>Article II, Section 3</b>
<b>Filling Vacancies</b>	<b>Article II, Section 5</b>
<b>Meetings</b>	<b>Article II, Section 6</b>
<b>Quorum</b>	<b>Article II, Section 7</b>
<b>Officers</b>	<b>Article II, Section 8</b>
<b>Method of Amending</b>	<b>Article IV, Section 1</b>
<b>Notice Requirement</b>	<b>Article IV, Section 2</b>
Topic	By-laws Reference
<b>Trustee's Duties</b>	<b>Article I, Section 1</b>
<b>District Service Coordinator's Qualifications</b>	<b>Article II, Section 1</b>
<b>District Service Coordinator's Duties</b>	<b>Article II, Section 2</b>
<b>Method of Amending</b>	<b>Article III, Section 1</b>
<b>Notice Requirement</b>	<b>Article III, Section 2</b>