



**DISTRICT 33-A
SIGHT & HEARING
CONSERVATION & TREATMENT FUND, INC.**

BY-LAWS

**BY-LAWS OF
LIONS DISTRICT 33-A SIGHT AND HEARING
CONSERVATION AND TREATMENT FUND INC.**

REVISED AND ACCEPTED MARCH 17, 2002

SECTION 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR:

- 1.1 **Name and Purposes:** The name and purpose of the corporation shall be as set forth in the Articles of Organization and the purposes of this Foundation shall include solicitation, raising acceptance and appropriation of funds or other assets. Such funds and/or assets shall be appropriately invested and from time to time distributed by votes hereinafter authorized, for assistance in general **eye and ear care**, correction, **treatment** or in any other manner relative to sight and/or hearing conservation.
- 1.2 **Location:** The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.3 **Corporate Seal:** The Directors may adopt and alter the Seal of the Corporation.
- 1.4 **Fiscal Year:** The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on June 30th in each year.

SECTION 2. MEMBERS:

- 2.1 **Number, Election, and Qualification:** The incorporator at his initial meeting and thereafter the Members annually at their Annual Meeting, shall fix the number of members so fixed. At any Special or Regular Meeting the Members then in office may increase the number of members and elect New Members to complete the number so fixed; or they may decrease the number of member, by only to eliminate vacancies caused by the death, resignation, removal or disqualification of one or more members. A member shall be a member in good standing of District 33-A Lions International who shall be appointed by the Newly Elected District Governor of District 33-A Lions International and Current President of the Foundation. One (1) member shall be the immediate Past District Governor, one (1) member shall be the newly elected District Governor, one (1) member shall be the newly elected Vice District Governor, one (1) member shall be the Cabinet Secretary-Treasurer Designate, and one (1) member shall be the Past President of the Corporation, eight (8) Members-at-Large, at least one from each Zone appointed in such a manner that there shall be two (2) members from each Region of District 33-A. Two (2) of said members shall be appointed for a (4) year term, two (2) of said members shall be appointed for a three (3) year term, two (2) of said members shall be appointed for a two (2) year term, two (2) of said members shall be appointed for a one (1) year term. As each term expires, subsequent appointments shall be made of the Members-at-Large for a four (4) year term. Not more than one (1) Member-at-Large shall serve from each Club within District 33-A at any one time and appointments shall be made in such manner so that the term of not more than one (1) member from each Region shall expire in any one year. The term of the Immediate Past District Governor, the Immediate Past President, the newly elected District Governor and the newly elected Vice District Governor, as well as the term of two (2) Members-at-Large, shall coincide with the term of office of the District Governor of District 33-A. All Past Presidents of said Foundation shall be voting members.

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- 2.2 **Tenure:** Each Member shall hold office until expiration of his/her term and until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.
- 2.3 **Suspension or Removal:** A Member may be suspended or removed with or without cause by vote of a majority of members then in office. A Member may be removed only after reasonable notice and opportunity to be heard.
- 2.4 **Resignation:** A Member may resign by delivering his/her written resignation to the President, Treasurer, or Clerk of the Corporation, to a Meeting of the Members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.5 **Vacancies:** Any vacancy in the membership, except a vacancy resulting from enlargement, must be filled in accordance with Section 2.1. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified. The members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their numbers.
- 2.6 **Annual Meetings:** The Annual Meeting of the Members shall be held in July as required by corporate law. The Annual Meeting may be held at the principal office of the Corporation or at such other place within the United States as the President, Members or Directors shall determine. No change in the date fixed in these By-Laws for the Annual Meeting shall be made seven days before the date stated herein. Notice of any change of the date fixed in these By-Laws for the Annual Meeting shall be given to all members at least three (3) days before the new date fixed for such Meeting. If an Annual Meeting is not held as herein provided, a Special Meeting of the Members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all reference in these By-Laws, except in this Section 2.6, to the Annual Meeting of the Members shall be deemed to refer to such Special Meeting. Any such Special Meeting shall be called and notice shall be given as provided in Section 2.8 and 2.9.
- 2.7 **Regular Meetings:** Regular Meetings of the Members may be held at such places within the Commonwealth of Massachusetts and at such times as the Members may determine.
- 2.8 **Special Meeting:** Special Meetings of the Members may be held at any time and at any place within the Commonwealth of Massachusetts. Special Meetings of the Members may be called by the President or by the Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three (3) more members.
- 2.9 **Call and Notice:** a. **Annual and Regular Meetings:** Call or notice shall be required for Annual or Regular Meetings of Members. b. **Special Meetings:** Reasonable notice of the time and place of Special Meetings of the Members shall be given to each member. Such notice need not specify the purpose of a meeting, unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at the meeting (I) contracts or transactions of

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the Corporation with interested persons, (II) amendments to these By-Laws (as adopted by the Directors or otherwise), (III) an increase or decrease in the number of Members or Directors, or (IV) removal or suspension of a Member or Director. c. Reasonable and Sufficient Notice: Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least seven (7) days or by telegram at least forty-eight (48) hours before the meeting addressed to him/her at his/her usual or last known business or residence address or give notice to him/her in person by telephone at least twenty-four (24) hours before the meeting.

2.10 **Quorum:** At any meeting of the Members, five (5) members shall constitute a quorum. Any meeting may be adjourned to such a date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.11 **Action by Vote:** Each Member shall have one (1) vote. When a quorum is present at any meeting, a majority of votes properly cast by members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

2.12 **Compensation:** Members shall not be entitled to receive any compensation for services rendered to the Corporation.

2.13 **Past Presidents:** All Past Presidents of said Foundation shall be voting members.

**SECTION 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS AND
FRIENDS OF THE CORPORATION**

3.1 The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity not have right to notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4. BOARD OF DIRECTORS

4.1 **Number and Election:** The Members annually at their Annual Meeting shall fix the number of Directors and shall elect the number of Directors so fixed. At any Special or Regular Meeting, the members then in office may increase the number of Directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification as required by Section 2.1 of one or more Directors. A director shall be a member.

4.2 **Tenure:** Each Director shall hold office until the next Annual Meeting of the Members or until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified as required by Section 2.1.

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- 4.3 **Powers:** The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation.
- 4.4 **Committees:** The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Directors. The Members or any committee shall remain in office at the pleasure of the Directors.
- 4.5 **Suspension or Removal:** A Director may be suspended or removed (a) with or without cause by vote of a majority of the members then in office or (b) with cause by vote of a majority of the Directors then in office. A Director may be removed only after reasonable notice and opportunity to be heard.
- 4.6 **Resignation:** A Director may resign by delivering his/her written resignation to the President, Treasurer or Clerk of the Corporation, to a Meeting of the Members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.7 **Vacancies:** Any vacancy in the Board of Directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 4.1 shall be filled by the Current President of the Foundation. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 4.8 **Regular Meetings:** Regular Meetings of the Directors may be held at such places and at such times as the Directors may determine.
- 4.9 **Special Meetings:** Special Meetings of the Directors may be held at any time and at any place when called by the President or by two or more Directors.
- 4.10 **Call and Notice:** a. **Regular Meetings:** There shall be quarterly meetings of the Directors during the months of July, October, January, and April of each year. Said Meetings shall be held at a place and on a date to be selected by the President. Notice of the time and place of each meeting shall be given to the members not less than fourteen (14) days prior to said meeting in writing. b. **Special Meetings:** Reasonable notice of the time and place of Special Meetings of the Directors shall be given to each Director. Such notice need not specify the purpose of a meeting unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at a Meeting (I) contracts or transactions of the Corporation with interested persons, (II) Amendments to these By-Laws, (III) an increase or decrease in the number of Directors, or (IV) removal or suspension of a Director. c. **Reasonable and Sufficient Notice:** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail at least fourteen (14) days prior to a meeting.

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d. Waiver of Notice: Whenever notice of a meeting is required, such notice need not be given to any Director if a written Waiver of Notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A Waiver of Notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

- 4.11 **Quorum:** At any Meeting of the Directors, five (5) Directors shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.12 **Action by Vote:** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.
- 4.13 **Compensation:** Directors shall not be entitled to receive any compensation for services rendered to the Corporation. Directors may receive reimbursements for expenses incurred on behalf of the Corporation.

SECTION 5. OFFICERS AND AGENTS

- 5.1 **Number and Qualification:** The officers of the Corporation shall be a President, Vice-President, Treasurer, Clerk-Secretary and such other officers, if any, as the Directors may determine. The Corporation may also have such agents, if any, as the Directors may appoint. A person may hold more than one (1) office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors. The Treasurer shall be bonded for the full amount of the funds, for which from time to time shall be in his/her custody and possession.
- 5.2 **Election:** The President, Vice-President, Treasurer and Clerk-Secretary shall each hold office until the next Annual Meeting of the Members and until his/her successor is chosen and qualified.
- 5.3 **Tenure:** The President, Vice-President, Treasurer, Clerk-Secretary shall each hold office until the next Annual Meeting of the Members and until his/her successor is chosen and qualified.
- 5.4 **President and Vice-President:** The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all Meetings of the Members and at all Meetings of the Directors, except as the Members or Directors otherwise determine. The Vice-President shall have such duties and powers as the Directors shall determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his/her inability to act.

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- 5.5 **Treasurer:** The Treasurer shall be the Chief Accounting Officer of the Corporation. He/She shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and posers as designated by the Directors or the President. He/she shall also be in charge of its books of account and accounting records, and of its accounting procedures.
- 5.6 **Clerk-Secretary:** The Clerk-Secretary shall record and maintain records of all proceedings of the Members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principle office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, attested copies of the Articles of Organization and By-Laws and names of all Members and Directors and the address of each. If the Clerk is absent from any Meeting of Members or Directors, a Temporary Clerk chosen at the Meeting shall exercise the duties of the Clerk at the Meeting.
- 5.7 **Suspension or Removal:** An Officer may be suspended or removed with or without cause by vote of a majority of Directors then in office at any Special Meeting called for such purpose or at any Regular Meeting. An Officer may be removed only after reasonable notice and opportunity to be heard.
- 5.8 **Resignation:** An Officer may resign by delivering his/her written resignation to the President, Vice-President, Treasurer or Clerk-Secretary of the Corporation, to a meeting of the Members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 5.9 **Vacancies:** If the office of any Officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the un-expired term and in the case of the President, Vice-President, Treasurer, and Clerk-Secretary until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.
- 5.10 **Nominating Committee:** The current President of the Foundation and the newly elected District Governor of District 33-A Lions International shall be members of the Nominating Committee. The current President of the Foundation shall choose at least one (1) more member from the Board of Directors to act as a Nominating Committee for the purpose of selecting the Incoming Officers for the upcoming fiscal year.

SECTION 6. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by any two (2) of the following Officers: **President, Vice-President, Treasurer, or Clerk-Secretary.**

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SECTION 7. PERSONAL LIABILITY

The Members, Directors and Officers of the Corporation shall not be personally liable for any debit, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

SECTION 8. AMENDMENTS

These By-Laws may be altered, amended or repealed in whole or in part by vote of a two-thirds majority of the Directors then present except with respect to any provision thereof which by law, the Articles of Organization of these By-Laws required action by the members.

SECTION 9. APROPRIATION OF FUNDS

The funds of the Foundation shall be voted in the following manner: A request for assistance shall be made by an authorized Officer of the individual Lions Club of District 33-A and evidenced by a communication from the Secretary of such Club that such request has been properly voted by an individual Club. The clubs or Secretaries from the Clubs make requests for assistance through the Members-at-Large representing each Zone. Thereafter, the Directors of the Corporation may make such investigation as they deem suitable and the Directors shall thereafter determine such request by a vote. All requests for funds must be to assist individuals with sight or hearing deficiencies only, or for organizations directly aiding those with sight or hearing difficulties.

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