

RHODE ISLAND LIONS



SIGHT FOUNDATION, INC.

BY-LAWS

ARTICLE I GENERAL PROVISIONS

Section 1. The name of this organization shall be **RHODE ISLAND LIONS SIGHT FOUNDATION, INC.**

Section 2. The corporation shall maintain its principal office in the State of Rhode Island or at such other place or places as may be determined from time to time by the Board of Directors.

Section 3. The objects of this corporation will be for the purpose of receiving and maintaining funds and applying the income and principal there from in the preservation of sight and health aid to the visually impaired in the State of Rhode Island. It shall be within the purpose of said corporation to use as a means to that end, research, publication, the establishment and maintenance of charitable benevolent and health research activities, agencies and institutions, and the aid of any such activities, agencies and institutions already established, and any other means, persons, or agencies which, from time to time, shall seem expedient to its members or directors and which shall further the purposes above named and to solicit and receive gifts and grants of money and property, both real and personal, and invest, reinvest and otherwise administer the same for the aforesaid purposes and in addition to the foregoing to do anything necessary or proper for the accomplishment of these purposes.

Section 4. The Board of Directors shall have authority to carry on the corporate activities and to carry out the purposes of the corporation as set forth in the Articles of Incorporation, and to do all things necessary and proper in the furtherance of said activities and purposes without further specific authorization.

ARTICLE II MEMBERSHIP

Section 1. The membership of the corporation shall consist of all members in good standing of the Lions Clubs of the 42nd District, International Association of Lions Clubs.

Section 2. Honorary membership may be action of the membership at any annual meeting to be conferred on any person who has distinguished himself or made exceptional contributions or achievement toward the purposes of the corporation in any field of sight conservation or related fields.

Section 3. Upon termination of active membership in a Lions Club in the 42nd District, International Association of Lions Clubs, the membership of such Lion shall also terminate in this corporation.

ARTICLE III MEETINGS

Section 1. The Annual Meeting of the corporation shall be held during DATES OF MAY 15th TO JUNE 15th at a time and place as may be called by the President in consultation with the District Governor at which meeting reports of officers and committees shall be submitted for such other business as may properly come before the meeting and for the acceptance of Directors. NOTICES SHALL BE GIVEN TO EACH CLUB PRESIDENT & SECRETARY ALONG WITH THE OFFICERS, DIRECTORS AND ALTERNATES OF THE SIGHT FOUNDATION AT LEAST 14 DAYS BEFORE THE ANNUAL MEETING.

Section 2. The members present shall constitute a QUORUM OF THE MEMBERSHIP of this Corporation, for the transaction of business at any Annual Meeting.

Section 3. Each member of the Corporation present at the Annual Meeting shall be entitled to one (1)

vote on all matters.

Section 4. SPECIAL MEETINGS of the Corporation may be called by the President upon resolution of a majority of the Board of Directors to call such a meeting. Notice of any special meeting shall be given to each club President and Secretary at least twenty (20) days before such special meeting.

Section 5. At least one (1) meeting of the Board of Directors shall be held within the regions of the 42nd District in each fiscal year.

Section 6. The First Meeting of the Directors shall be held immediately following the Annual Meeting of the Corporation. No notice need be given of the First Meeting of the Directors. At this meeting the Officers of the Corporation shall be elected. Immediately following the Election of Officers, the Regional Representatives, who shall become members of the Executive Committee as provided in ARTICLE VI--Section 1. will be elected by the Directors of the Region that they will represent. PROVIDING, HOWEVER, THAT EACH REGIONAL REPRESENTATIVE MUST BE A DIRECTOR FROM A CLUB IN THE REGION HE IS ELECTED TO REPRESENT.

Section 7. Special Meetings of the Directors may be called and held upon the call of the President, and shall be called by the President or Secretary upon the written request of any six (6) Directors. Seven (7) days notice in writing shall be given to each member of the Board of Directors of any such Special Meeting.

Section 8. At any meeting of the Directors, A QUORUM shall consist of one-third of the number of Directors then holding office.

ARTICLE IV DIRECTORS

Section 1. The Board of Directors shall consist of the PRESIDENT OF THE FOUNDATION, District Governor, District 42, International Association of Lions Clubs, The Immediate Past District Governor, The District sight conservation Chairman, The Immediate Past President of this Corporation, the Sight mobile Chairman and (1) one member of each Club of the 42nd District, which members shall be DESIGNATED by each said Lions Club and certification of such DESIGNEE received by the Secretary of the Rhode Island Lions Sight Foundation, Inc. Each Lions Club shall also DESIGNATE an Alternate, who shall be certified in the same manner and may act as a Director of the Sight Foundation in the event of the absence or inability of the duly elected Director to act. Such Alternate may attend the meetings of the Board of Directors. These Directors and Alternates shall be DESIGNATED and serve until their successors have been duly CERTIFIED.

Section 2. In the event of a vacancy in the Board of Directors notice thereof shall be given to the Lions Club from which vacancy exists and within thirty (30) days such club shall DESIGNATE a Director to fill such vacancy and certification thereof shall be given as herein before provided.

ARTICLE V OFFICERS

Section 1. The officers of this corporation shall be President, First Vice President, Second Vice President, Immediate Past President, Secretary, Assistant Secretary, Regional Representatives, and a Treasurer. All officers shall be elected from the Board of Directors. One person may not hold more than one office. The Officers, with the exception of the Immediate Past President shall be elected by the Board or Directors at its Annual Meeting for a term of one year (1) , or until their successors are duly elected--PROVIDED, FURTHER, THE PRESIDENT SHALL NOT SERVE MORE THAN (3) THREE CONSECUTIVE TERMS.

Section 2. The President shall preside at all meetings of the Directors, and of the Corporation, and shall execute on behalf of the Corporation, all instruments in writing which may be required in transacting the business of the Corporation; shall make an annual report of the Activities of the Corporation to the membership at the Annual Meeting and shall perform such other duties as may be assigned by the Board of Directors.

Section 3. The First Vice President shall preside in the absence of the President, and may sign instruments in writing on behalf of the Corporation as directed by the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. The Second Vice President shall preside in the absence of the President and First Vice President, and may sign instruments in writing on behalf of the Corporation as directed by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.

Section 5. The immediate past President shall have all of the powers and duties generally exercised by a member of the Board of Directors.

Section 6. The Secretary shall keep the minutes of all meetings of the membership, the Board of Directors, and the Executive Committee, shall conduct all correspondence of the Corporation, shall serve as Assistant Treasurer, and shall perform such other duties as he may be assigned by the President and the Board of Directors. The Secretary will furnish a copy of the minutes to each Director and each President of the various Lions Clubs, THE DISTRICT GOVERNOR AND THE VOTING MEMBERS OF HIS CABINET (14) FOURTEEN DAYS PRIOR TO THE NEXT MEETING.

Section 7. The Assistant Secretary shall perform such duties as he may be assigned by the President, the Board of Directors, and the Secretary, and shall perform the duties of the Secretary in his absence.

Section 8. The Treasurer shall keep and maintain correct accounts of the properties and business transactions of the Corporation, have the care and custody of the funds of the Corporation and deposit the same in the name of and credit of the Corporation with such depositories as the Board of Directors may designate, disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, render to the President and Secretary and the Board of Directors whenever they may require an account of all his transactions as Treasurer, and a financial statement in form, satisfactory to them showing the condition of the Corporation and have such other powers and perform such other duties as may be prescribed by the Board of Directors. THE TREASURER MUST BE BONDED.

Section 9. An audited report shall be submitted to the Board of Directors by the Treasurer pursuant to the directives of the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. There shall be an Executive Committee consisting of the President, Immediate Past President, Vice Presidents, Secretary, Assistant Secretary and Treasurer of the Corporation, and the representative from each region, to take interim action on transactions arising between Directors' meetings, which action shall be binding upon the Corporation within its articles of incorporation, thereby legal and resolving in effect, and to perform other such duties as the Board of Directors may direct, other than expenditures exceeding the sum of \$100.00 on any transaction and other than committing, or otherwise binding the Corporation to undertake any project, donation or other acts in accordance with the purpose of the Foundation.

Section 2. There shall be such other committees as shall be created by the President with the advice and consent of the Board of Directors.

Section 3. The President with the approval of the Board of Directors, may set the number of committee members. Committee members need not be members of this Corporation.

ARTICLE VII PROPERTY AND FISCAL MANAGEMENT

Section 1. The Corporation shall make no charge for services rendered by it in carrying out its objects as a scientific and charitable organization, but such activities shall be supported by voluntary contributions.

Section 2. The net receipts of the Corporation shall be devoted exclusively to charitable, benevolent and scientific purposes for the benefit of the public, and no part of the net receipts of this corporation may inure to the benefit of any member of the Corporation.

Section 3. All funds of the Corporation shall be deposited in such bank or banks that may be designated by the Board of Directors, as depositories of the funds of this Corporation, and shall be withdrawn only upon check or voucher signed by both the President or First Vice President (in the absence of the Treasurer) . All claims against the Corporation shall, as far as practicable, be paid by check drawn to the order of the person making the claim.

Section 4. The fiscal year of the Corporation shall begin on the first day of JULY of each year and end on the THIRTIETH DAY OF JUNE OF EACH YEAR.

Section 5. Upon the dissolution or other termination of the existence of this Corporation, all the property belonging to the Corporation shall be transferred to some other organization or organizations organized for similar charitable, benevolent, and scientific purposes as this Corporation. In no event, shall the property of the Corporation be distributed to the members.

Section 6. No officer or director shall receive any salary, fee, or other compensation for the services rendered by him as such officer or director, but the Board of Directors may provide for reimbursement of expenses incurred by such officers or directors in the performance of their duties.

Section 7. No use of the property of this Foundation shall be made in the course of carrying out the purposes set forth in the Articles of Incorporation which is not charitable or educational within the meaning of Section 501 (3) of the Internal Revenue Code of 1954 as amended or any similar provision of any subsequent Internal Revenue Code or Act so that such use will result in the loss of any exemption from the Federal Income Tax or in the Disallowance of any deduction for the purposes of said tax otherwise allowable to the Corporation, or will result in the disallowance of any deduction for the purpose of the Federal Income Tax, the Federal Estate Tax or the Federal Gift Tax otherwise allowable by a donor to the Corporation.

ARTICLE VIII CORPORATE SEAL

Section 1; The Corporate Seal shall contain the name of the Corporation, in such form and manner as the Board of Directors shall prescribe.

ARTICLE IX AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting or at any special meeting of the Corporation, provided that notice of any proposed amendment to be acted upon at any meeting shall be given to the Clubs in writing at least twenty (20) days prior to such meeting.

ARTICLE X These By-Laws shall become effective upon passage.