

**SOUTH CAROLINA LIONS,
INCORPORATED**

**CONSTITUTION
AND
BY-LAWS**

* REVISED APRIL 28, 2000

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CONSTITUTION

ARTICLE I

Name The name of the organization shall be "THE SOUTH CAROLINA LIONS, INCORPORATED".

Address The location of the principle place of business of this corporation shall be 110 Medical Circle, West Columbia, South Carolina, 29169 where the central office and telephone office shall be maintained.

ARTICLE II

PURPOSE AND OBJECTIVES

Section 1

- (a) To provide examinations, medical treatment, surgery, hospitalization, optical supplies and similar services for indigent and underprivileged persons with eye defects and diseases who can not receive assistance from other social agencies.
- (b) To provide equipment and instruments to be used in diagnosis and treatments of eye defects and eye disease.
- (c) To provide facilities and to acquire property, real and personal, to make disposition as may be needed in the furtherance of the purposes of the SCL, Inc., as provided for in the Articles of incorporation.
- (d) To own and operate blind workshops or other facilities for the employment of blind and others who may be handicapped.
- (e) To secure funds through state-wide projects, workshops, etc. to carry out the projects of the SCL, Inc..
- (f) South Carolina Lions, Inc., is associated with and supports the activities of the South Carolina Lions Eye Bank, Inc.
- (g) To assist indigent and under-privileged persons in securing and maintaining devices to aid in hearing and to provide equipment to be used in the diagnosis and treatment of hearing defects and diseases.
- (h) To provide assistance to South Carolina Lions Clubs in carrying out other programs of Lions International.

- Section 2** (a) To promote Sight Saving classes In tile schools of South Carolina.
- (b) To promote education in the prevention of blindness through the distribution of literature and information and through visual screening of school children.
- (c) To provide funds for the programs of the South Carolina Lions, Incorporated.

- Section 3** (a) Any unrestricted gifts that are made to the SCL, Inc. in the form of cash, securities, or any other type of property, real or personal, shall be turned over to the South Carolina Lions Foundation.
- (b) The Foundation will then manage and invest these gifts in the same manner that it handles all other gifts that are under their control.

ARTICLE III

Section 1 The membership of the SCL, Inc. shall consist of

- (a) All organized Clubs which are located in the State shall be member Clubs. Each Club, in good standing, having ten or fewer *members* at the beginning of the SCL, Inc's fiscal year shall be entitled to one voting delegate. Each member Club, in good standing, shall be entitled to one additional voting delegate for each ten additional members, or major fraction thereof, as of the beginning of the SCL, Inc's fiscal year. Each member Club, in good standing, shall certify to the SCL, Inc. the names and addresses of its official voting delegates so designated by its Board of Directors. The Board of Directors of any member Club, in good standing, may re-designate its official voting delegates any time upon proper certification to the SCL, Inc..
- (b) All Past Presidents of the SCL, Inc. shall be designated as official delegates.

Section 2 It shall be the duty and obligation of all official delegates to attend and vote on all matters brought before the meeting of the SCL, Inc..

Section 3 All individual members are invited and encouraged to attend all meetings of the SCL, Inc..

Section 4 Wherever the male gender or pronoun presently appears in the Constitution and By-Laws of the SCL Inc., it shall be interpreted to mean both male and female persons.

ARTICLE IV

Section I The officers of the SCL, Inc. shall be the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer, provided that the Secretary-Treasurer may be combined and held by one person.

Section 2 All officers shall be elected at the Annual Meeting of the SCL, Inc..

Section 3 All officers shall be members in good standing in clubs in good standing. Provided, however, that no person shall serve the SCL, Inc. as President, First, Second or Third Vice-P resident, who, at the same time is serving in a similar capacity with the South Carolina Lions Eye Bank,

or as an officer of the Foundation. In the event this provision is violated, the office shall be declared vacant, and the vacancy filled as provided by the Constitution and By-Laws.

Section 4 The term of office of each officer shall be for one year until their successors have been elected and qualified provided, however, that the Directors shall serve three year terms. In order to provide continuity, one Director shall be elected from each District each year.

Section 5 The officers of the SCL, Inc. shall serve without compensation; provided, however, it shall be the policy of the SCL, Inc. to pay the expenses of the SCL, Inc. President to attend all South Carolina District Mid-Winter Rallies, with the exception of one held in the District in which he resides.

Section 6 In the event of vacancy in any office, the Board of Directors shall have the power to fill such vacancy for the remainder of the term.

Section 7 No officer, nor the Executive Director, may be removed from office except by a two-third vote of the Board of Directors.

ARTICLE V

***Section 1** The Board of Directors shall be composed of the President, First Vice-President, Second Vice-President, Third Vice-President, the Secretary and the Treasurer, three Directors from each of the Districts within the state of South Carolina, the President of the South Carolina Lions Eye Bank Inc., the Multiple District 3 2 Secretary, the Multiple District 3 2 Council* Chairman, the current District Governors, the President of the South Carolina Lions Foundation, Inc., any International Officers or Directors residing within the State, any Past International Officers or Directors residing within the state, and immediate Past President of the SCL, Inc..

Section 2 The corporate powers of the SCL, Inc., expressed or implied, shall be vested in the Board of Directors.

Section 3 The Board of Directors shall constitute the Executive body of the SCL, Inc. and its actions shall be final.

Section 4 The Board of Directors shall exercise the general management and control of the business, property and funds of the SCL, Inc.. It shall prepare and submit to the official delegates at the Annual Meeting of the SCL, Inc., a budget showing the amount of anticipated receipts and expenditures for the ensuing year. The Board of Directors shall also have prepared. an audited financial statement showing all receipts and expenditures for that year.

Section 5 Two thirds of the membership of the Board of Directors attending the board meeting shall constitute a quorum.

Section 6 The Executive Committee of the Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Third Vice-President, the secretary and the treasurer, one Director elected by the Board of Directors, the Immediate Past President, the Council Chairman of the Council of Governors, the President of the South Carolina Lions Eye Bank, Inc., and the President of the South Carolina Lions Foundation, Inc.. The Executive Committee may act for the Board of Directors in the interim between meetings of the Board. Actions by a majority of the Executive Committee shall be subject to the final approval by the Board of Directors.

Section 7 The Board of Directors may employ such individuals as it may deem necessary and upon such terms as it may deem advisable to carry on the functions of the SCL, Inc.. Such employees shall make reports of their activities from time to time as requested by the Board of Directors.

ARTICLE VI

***Section 1** Regular meetings of the SCL Inc. shall be held at times and places to be determined by the Board of Directors, with the Annual Meetings to be held in conjunction with the Annual Convention of the Lions Clubs of South Carolina Multiple District 32. Special meetings of the SCL, Inc. may be called by the President at any time the need arises or upon the request of five (5) or more Directors.

Section 2 Each official delegate and each officer present at the Annual Meeting of the SCL, Inc. shall be entitled to cast one vote on each question.

Section 3 Forty (40) official delegates at any meeting of the SCL, Inc. shall constitute a quorum for the transaction of such business to come before the meeting.

ARTICLE VII

Section 1 The colors of the SCL, Inc. shall be purple and gold.

Section 2 The emblem of the SCL, Inc. shall be a design as shown on attachment 1.

ARTICLE VIII

Section 1 This constitution may be amended only at a regular meeting of the SCL, Inc. by a two-thirds affirmative vote of the delegates present at the meeting; provided, however, that any proposed amendments shall have been presented in writing by a letter or published in the Palmetto Lion, at least thirty (30) days prior to the meeting at which the proposed amendments are to be voted on.

BY-LAWS

ARTICLE I

Section I FISCAL YEAR

The fiscal year shall be July 1st, through June 30th.

ARTICLE II

Section 1 NOMINATIONS

The Nominating Committee shall be the most Immediate Past President available from each District of Multiple District 32 to propose officers for each year. In the event that there is no Past President available to represent a District, the Executive Committee of the SCL, Inc. shall designate a member to serve on the Nominating Committee.

Section 2 ELECTIONS

The election of officers shall be conducted at the Annual Meeting of the SCL, Inc.. A majority vote shall be necessary to elect.

ARTICLE III

DUTIES OF SOUTH CAROLINA LIONS, INC. OFFICERS

Section 1 PRESIDENT

The President shall preside at all meetings of the SCL, Inc., the Board of Directors, the Executive Committee, and as chief Executive Officer shall supervise the work and activities of the SCL, Inc.. He shall serve as Exofficio member of all committees of the SCL, Inc..

Section 2 FIRST VICE-PRESIDENT

In the absence of the President, or in the event of inability of the President to perform his duties, the First Vice-President shall perform the duties of the President. He will automatically be nominated for President the following year.

*Section 3 SECOND VICE-PRESIDENT

In the absence of the First Vice-President, or in the event of the inability of the First Vice-President to perform his duties, the Second Vice-President shall perform the duties of the First Vice-President. He will automatically be nominated for First Vice-President the following year.

Section 4 THIRD VICE-PRESIDENT

The Third Vice-President will perform such duties as may be delegated to him by the President, and he will automatically be nominated for Second Vice-President the following year.

***Section 5 SECRETARY**

The Secretary shall keep and maintain records of the minutes of all meetings of the SCL, Inc., the Board of Directors and the Executive Committee. He shall, through the Executive Director of the SCL, Inc., give notice of all meetings of the SCL, Inc., to the Board of Directors and to the Executive Committee.

Section 6 TREASURER

The Treasurer shall have custody of all funds and securities of the SCL, Inc., and shall keep a full and accurate account of all receipts and disbursements of the SCL Inc.. He shall deposit all monies received by the SCL, Inc. in depositories designated by the Board of Directors. He shall make disbursements of funds of the SCL, Inc. in such manner and for such purposes as the Board of Directors may designate. He shall render to the Board of Directors full and accurate reports of all financial matters of the SCL, Inc. 'when requested by the Board of Directors.

Section 7 DIRECTORS

Each Director is expected to attend all meetings of the Board of Directors.

Section 8 Any member of the Board of Directors who shall be absent from three consecutive meetings of the Board of Directors, without notifying either the President or Secretary whether directly or through the Executive Director of SCL, Inc., with an acceptable reason in advance for such absence, shall be dropped from office, and the position declared vacant. (See Constitution Article IV, Section 6 for the method of filling the vacancy).

ARTICLE IV

***Section I COMMITTEES**

Within 30 days after the Annual Meeting of the SCL, Inc., the President shall make the following appointments, consisting of Chairman, and if he so desires, a Vice-Chairman, and at least one Lion from each District.

STANDING COMMITTEES

A. ADMINISTRATIVE COMMITTEES

1. Communication and Publicity Committee
2. Constitution and By-Laws Committee
3. Executive Committee
4. Budget & Finance Committee
5. Long Range Planning Committee
6. Nominating Committee
7. Personnel Committee
8. Property Committee

B. PROJECT COMMITTEES

1. Candy Day & Fund Raising Committee
2. Diabetes Education Committee
3. Youth Services Committee
4. Eyeglasses & Hearing Conservation Committee
5. South Carolina Lions Eye Research Committee
6. International Youth Exchange Camp Committee
7. Leader Dogs for the Blind Committee
8. Health Services Committee
9. Health Screening Unit Committee

***Section 2 NEW COMMITTEES**

The President, upon recommendation of the Executive Committee, and with approval of the Board of Directors, may, at his discretion, create a new committee, as the need arises.

ARTICLE V

AUDIT OF ACCOUNTS

Section 1 The Board of Directors shall provide for the audit of the books and accounts by a licensed accountant, annually, or at more frequent intervals, at their discretion.

Section 2 The Board of Directors shall provide a Fidelity Bond on such officers and salaried employees of the SCL, Inc. as the Board deems necessary.

ARTICLE VI

AMENDMENTS

Section 1 These By-Laws may be amended only at a regular meeting of the SCL, Inc. by a two-thirds vote of the official delegates present at the meeting; provided, however, that an' proposed amendment shall be presented by y letter or published in the Palmetto Lion, at least 30 days prior to the meeting at which the proposed amendments are to be voted on.

AMENDED AND APPROVED BY THE MEMBERSHIP AT THE ANNUAL MEETING ON APRIL 28, 2000.

President

Secretary