

OKLAHOMA LIONS SERVICE FOUNDATION, INC. CONSTITUTION

ARTICLE 1 Name, Affiliation, Mission Statement, Membership, Dues

Section I. The name of this corporation shall be The Oklahoma Lions Service Foundation, Inc., hereinafter referred to as the "Foundation". It shall be located in the office as designated by the Board of Directors. Date of Incorporation: 1974

Section II. This Foundation is organized by the Lions of Oklahoma, Multiple District 3, and Lions Clubs International.

Section III. The Foundation shall be a non-profit organization, under Code Section 501 (c) (3), for charitable and benevolent services through Lions Clubs of Oklahoma, operating under the control and direction of its Board of Directors.

Section IV. All persons who hold active membership in good standing of a Lions Club of Oklahoma shall be active members of the Foundation. Non-Lions may become members of the Board of Directors of the Foundation as provided for in its By-Laws.

Section V. Membership in the Foundation shall not require payment of dues. No assessment of any kind shall ever be levied against any Lion or Lions Club.

ARTICLE 2 Foundation Functions and Duties, Board of Directors, Duties of Directors, Officers of Board of Directors, Duties of Officers

Section I.

(a) This corporation is not-for-profit, and shall have duration of fifty (50) years from the date of its incorporation and can be dissolved only by the affirmative vote of 2/3 of the Directors of the Foundation, and the affirmative vote of 2/3 of the active members at an annual membership meeting of the Foundation. In the event of such a dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purpose of the Foundation, 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 the Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

(b) The Foundation shall be the organization authorized, empowered and directed to solicit, raise and accept funds for, and on behalf, of existing statewide charitable and benevolent projects of the Lions of Oklahoma and any and all other charitable and benevolent projects which the Board of Directors shall approve from time to time.

(c) The Foundation shall perform and carry-on all matters and business transactions necessary to the object and purposes of the Foundation as is usual and proper in connection with not-for-profit agencies/organizations, and is authorized under and by virtue of the laws of the State of Oklahoma.

Section II

(a) The Board of Directors shall be composed of three (3) members from each District of Multiple District 3, Lions Clubs International. The membership of each District will elect one (1) Director annually, during their District Convention, to serve a three (3) year term not to exceed two (2) consecutive terms.

(b) All Board Members for the Foundation must be Lions Club members in good standing in the District that they represent in Multiple District 3, Lions Clubs International.

(c) Board members shall serve without compensation or reimbursement.

(d) Any Director having two (2) consecutive unexcused absences (as determine by a majority vote of the voting Board members) from an official Board meeting will be removed from the Board.

(e) A vacancy on the Board of Directors will be filled by the incumbent District Governor of the district from which the vacancy occurs who will appoint a qualified Lions Club member in his/her district to fill the vacancy.

(f) Sitting Governors of Multiple District 3, Lions Club International, current Presidents of the Official State Projects and the Chairman of the Council of Governors of Multiple District 3, Lions Club International shall be designated as ex-officio Board members without voting power on the Foundation's Board of Directors.

(g) Service Foundation Board members with voting power may not serve as a voting member of any Board for which the Oklahoma Lions Service Foundation rises or receives funds.

(h) Terms of office for Directors and Officers shall begin July 1st of each year.

(I) Past Foundation's Presidents shall be Honorary Members of the Board of Directors without a vote.

(j) The Board of Directors, may, in their sole discretion, by simple majority vote, appoint up to five (5) ADDITIONAL "At-Large" Board members for one (1) year terms as further defined within this section. "At-Large" Board members may or may not be members of an Oklahoma Lions Club. Non-Lions, may become ex-officio members, without voting power, by making donations to the Foundation; or shall otherwise qualify as an At-Large Board member with full voting rights as provided by provisions of this section.

Section III The powers of the Board of Directors of The Oklahoma Lions Service

- (a) The property, affairs and business of the Foundation shall be under the care and direction of the Board of Directors,
- (b) The Board shall have the authority to employ and terminate personnel, to conduct annual performance evaluations, and appoint committees as it may from time to time deem necessary, define their duties and obligations, and affix their compensation.
- (c) The Board shall have the power to remove or suspend temporarily any officer, employee, committee or member of any committee appointed by it, at any time with cause, by a majority vote of the voting members of the Board.
- (d) The board shall be authorized to do all the things set forth in Article 5 of the Constitution of the Foundation.
- (e) The Board shall appoint the Trustees of the Lions of Oklahoma Irrevocable Trust as authorized by the Constitution of The Lions of Oklahoma Irrevocable Trust.
- (f) The Board shall appoint the members of the Mobile Health Screening Unit (MHSU) Committee, who will develop the operating procedures for their committee, direct the operation of the MHSU and report as requested to the Foundation Board of Directors. The MHSU committee will serve at the pleasure of the Board of Directors. The Executive Director of the Foundation shall be the Operational Director of the MHSU and work with the committee.

Section IV Officers of the Board of Directors:

- (a) All Elected Directors of the Foundation, excepting ex-officio members, shall be eligible to be elected to hold any office in the Foundation. Officers shall be elected to annual terms of office. The President may not succeed him/herself
- (b) The officers of the Foundation shall be: a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. In case any officer is absent from a meeting or is ill or otherwise unable to function, the Board may delegate, for the time being, the duties of such officer to some other member of the Board of Directors.
- (c) The above named officers shall be elected by the Board of Directors of the Foundation at a board meeting prior to May 15, yearly. Said officers shall be elected for a term of one (1) year beginning July 1st and ending June 30th of the following year and shall hold office until their successors are duly elected and qualified. No one shall be eligible to hold any of said offices who is not a Director of the Foundation. No person shall hold more than one (1) office concurrently.
- (d) In the event of a vacancy of any of the said officers, through death, removal or inability to act, the Board of Directors shall fill such vacancy at the next meeting of the Board.

Section V Duties of the Board Officers:

(a) The President shall be the Chairman of the Board of Directors and Executive and shall preside at all regular and special meetings of said Board and Executive Committee, but may choose to designate others to preside. The President shall sign all membership certificates, and written contracts or other instruments in writing for the Foundation. The President shall appoint the necessary committees to carry out the purposes and objectives of the Foundation. By virtue of the office, the President shall be an ex-officio member of all committees and shall, in general, exercise supervision over the affairs of the Foundation. The President shall authorize the Executive Director to make purchases. He/she will do so in writing. E-mail authorization will be acceptable.

(b) The First Vice-President shall perform the usual duties of the President in the latter's absence or inability to act.

(c) The Second Vice-president shall perform the usual duties of the President in the absence of the president and the First Vice-President, or their inability to act.

(d) The Secretary shall be responsible for maintaining accurate records of all affairs and business of the Foundation and the provision of written minutes of each general meeting of the Board of Directors.

(e) The Treasurer shall be responsible for and oversee the management of all funds, monies and securities, if any, of the Foundation. The Treasurer shall be responsible for providing a written financial report of the financial status of the Foundation at each meeting of the Board of Directors. The Treasurer shall give bond in such amount and with such sureties as the Board may require, conditioned upon the faithful performance of the duties of the office. The Treasurer shall perform all duties as are incidental to the office.

ARTICLE III Meetings of Board of Directors

Section I. Regular meetings: Meetings of the Board of Directors shall be held at the State Convention of Multiple Districts 3, Lions Clubs International and at such dates as the regular meetings of the Council of Governors, unless otherwise directed by the Board of Directors.

Section II. Special meetings may be called by the President, the Vice-Presidents or by a majority of the voting Board members. All such special meetings must be called by notice giving at least ten (10) days advance notice.

Section III. Minutes of all regular meetings of the Board are the duty of the Board Secretary or designee. A copy of the minutes of any Board meeting shall be furnished to each member of the Board of Directors within 30 days following the conclusion of the meeting.

Section IV. A quorum for the transaction of business of the Board of Directors shall be a majority of the voting Board membership.

Section V. Governance of Board Meetings:

(a) All meetings of the Board of Directors shall be open meetings. Any member of the Foundation is invited to attend at any time. Except during the twice a year closed meetings for personnel evaluations.

(b) Procedures for all Board meetings shall be determined by "Robert's Rules of Orders" (current edition) unless specifically provided for in this Constitution or its By Laws.

ARTICLE IV Committees

Section I. Standing Committees:

(a) The Executive Committee of the Foundation shall consist of the Board Officers, the Immediate Past-President of the Board and an "At-Large" Board member from each District not represented by at least one of the Officers of the Board. The "At-Large" Board members shall be elected by the Board at the same time the Officers are elected. The Executive Committee may submit plans, ideas, and programs for approval by the Board. All actions of the Executive Committee shall be affirmed by vote of the Board.

(b) The Nominating Committee shall present nominations for the elected slate of officers at the Board meeting when the election shall be held. Nomination may be made from the floor. The Nomination Committee shall be composed of the Board President, the First Vice-President, and one (1) Board member from each district, not represented, whom the President shall appoint.

(c) The Constitution and By Laws Committee shall present proposed changes to the Constitution and By Laws. This committee shall be appointed by the President and affirmed by the Board of Directors. The Second Vice-President shall be a member of this committee and all districts will be represented on this committee.

(d) The Finance Committee shall present all required budget information and presentation of the audit to the Board of Directors. The Finance Committee shall be appointed by the President and affirmed by the Board of Directors. The First Vice-President will be a member of this committee and all districts shall be represented on this committee.

(e) The White Cane Committee shall organize and conduct the annual White Cane Fundraising Campaign. The Second Vice-President shall be the Campaign Chairman and all districts shall be represented on this committee. The White Cane Committee shall be appointed by the President and affirmed by the Board of Directors.

(f) The Cowboy Cadillac Committee shall organize and conduct the annual Cowboy Cadillac Fundraising Campaign. The First Vice-President shall be the State Cowboy Cadillac Fundraising Campaign Chairman and all districts shall be represented on this committee. The

Cowboy Cadillac Committee shall be appointed by the President and affirmed by the Board of Directors.

Section II. A list of the Standing Committee membership shall be furnished to each Board Member immediately following the first Board meeting each year.

ARTICLE V. Finance

Section I. The Board of Directors shall designate and approve the banks or depository in which accounts shall be opened. Further, the Board of Directors shall authorize the Treasurer to open such bank accounts, i.e., general or specific accounts, or otherwise, as may be deemed necessary to conduct the affairs of the Foundation and segregate specific funds for specific purposes.

Section II. All checks drawn on any of said Foundation accounts shall be signed by two (2) officers, the Treasurer and the President, and in the absence of either, then by one of the Officers of the Foundation Board of Directors.

Section III. Fiscal Year. The fiscal year of the Foundation shall begin July 1st and terminate June 30th of the following year.

Section IV. Annual audit.

(a) The Board of Directors shall make provision for an annual audit of all Foundation funds and accounts by a qualified auditor, or at more frequent intervals if deemed necessary. Any Certified Public Accountant or Public Accountant holding a license to practice by the State of Oklahoma shall be considered a "qualified" auditor.

(b) The Treasurer must provide all necessary records to the designated auditor of the Audit Committee within thirty (30) days following the end of the fiscal year.

(c) A copy of such audit report shall be provided to each Director with ninety (90) days following the receipt of the audit.

(d) The audit shall be made available to all Oklahoma Lions at their request after it is made available to the Directors.

ARTICLE VI Amendments to OLSF Constitution

Section I. Recommendations for changes or amendments to the Foundation's Constitution from the Board's Constitution and By Laws Committee must be approved by a majority vote of the Board of Directors.

Section II. All such approved changes/amendments shall then be submitted to the State Constitution and By Laws Committee, Multiple District 3, Lions Clubs International, Inc. for review to determine that no conflicts with the Oklahoma Lions Constitution are apparent. Any recommended corrections by this committee must be made to the

President of the Foundation within three (3) weeks from their receipt of the proposed changes or amendments.

Section III. If the recommendation is found to be in conflict with the Oklahoma Lions Constitution; the OLSF Constitution and By Laws Committee shall amend the recommendations, or omit the recommendation that is in conflict with the Constitution.

Section IV. If the original recommendation is amended, it must go back to the Oklahoma Lions Constitution and By Laws Committee for review before it can be voted on by the OLSF Board.

Section V. The approved recommendation will require a 2/3rd affirmative vote of the membership (active Oklahoma Lions) present and voting at a regular meeting to pass such a resolution.

ARTICLE VII By-Laws

Section I. The By Laws of the Oklahoma Lions Service Foundation shall be maintained as a separate document from the Constitution.

Section II. The By Laws Document shall contain:

- (a) All previously adopted/approved By-Laws
- (b) Process to amend/adopt By-Laws
- (c) Effective date of approved By-Law
- (d) Date of membership notification

ARTICLE VIII Policies

Section I. The Oklahoma Lions Service Foundation shall establish and maintain a separate document containing the Policies of the Oklahoma Lions Service Foundation.

Section II. The Policies document shall contain: (a) All previously adopted Policies

- (b) Process to amend/adopt Policies
- (c) Effective date of approved Policy
- (d) Date of membership notification

Section III. The Policy Document shall be available at every state Convention for membership review.