

# **South Carolina Lions Charitable Services (SCLCS)**

## **BY-LAWS**

**April 3, 2009**

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**SOUTH CAROLINA LIONS CHARITABLE SERVICES**

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**BY-LAWS**  
**OF THE**  
**SOUTH CAROLINA LIONS CHARITABLE SERVICES**

**1.0 NAME**

- 1.1 The name of this Corporation shall be South Carolina Lions Charitable Services, hereinafter designated as the “Corporation.” The Corporation reflects the merger of the South Carolina Lions, Incorporated and the South Carolina Lions Foundation, Incorporated.
- 1.2 The location of the principal place of business of this Corporation shall be 110 Medical Circle, West Columbia, 29169.

**2.0 AFFILIATION**

- 2.1 The Corporation is associated with the Lions of South Carolina Multiple District 32. It is the intent that the By-laws of this Corporation shall be in harmony with the Constitution and By-laws of Lions International and Multiple District 32.

**3.0 MISSION STATEMENT**

- 3.1 The Corporation is a nonprofit corporation dedicated to improving the lives of South Carolina residents. It provides services of examinations, optical supplies, hearing devices, medical treatment, surgeries, and youth activities for underprivileged persons who cannot receive assistance from other social agencies. The Corporation is committed to serving our State ethically, and effectively at every level, and through alliances with South Carolina Lions, Multiple District 32, and Lions Clubs International’s objectives and the Lions Code of Ethics.
- 3.2 The purpose of the Corporation is exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be carrying on of propaganda. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code, or corresponding section of any future federal tax code.

#### **4.0 PURPOSE AND OBJECTIVES**

- 4.1 Provide examinations, medical treatment, surgery, hospitalization, optical supplies and similar services for indigent and underprivileged persons with eye defects and diseases who cannot receive assistance from other social agencies.
- 4.2 Provide equipment and instruments to be used in diagnosis and treatments of eye defects and eye diseases.
- 4.3 Provide facilities and acquire property, real and personal, to make disposition as may be needed in the furtherance of the purposes of the Corporation, as provided for in the Articles of Incorporation.
- 4.4 Secure funds through statewide projects to carry out the projects of the Corporation.
- 4.5 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.
- 4.6 Provide assistance to South Carolina Lions Clubs in carrying out other programs of Lions International.
- 4.7 Promote education in the prevention of blindness through the distribution of literature and information and through visual screening.
- 4.8 The publication and distribution of information relating to sight and hearing conservation.
- 4.9 The promotion of a continuing educational program leading to a professional elevation of the membership.
- 4.10 The advancement of practical knowledge in the technology, design, construction, operation, maintenance, and management of sight and hearing devices.
- 4.11 Provide channels of communication between the South Carolina Lions Charitable Services Foundation and the Lions of South Carolina.
- 4.12 Serve as the umbrella services Corporation for statewide programs recommended by the Multiple District 32 Council and approved by the South Carolina Lions.
- 4.13 Manage, operate and maintain the facilities owned by the Corporation.
- 4.14 Comply with the Constitution and By-laws of Lions Clubs International and promote the Lions International Objects and the Lions Code of Ethics.

#### **5.0 FRANCHISE**

- 5.1 The exclusive service area of the Corporation shall consist of the State of South Carolina.

- 5.2 Any revision to franchise areas or to the establishment of any new franchise area must follow the procedure(s) established by Lions Clubs International.

## **6.0 MEMBERSHIP**

- 6.1 The membership of the Corporation shall consist of all Lions who are members in good standing of clubs in good standing in MD-32.
- 6.2 All organized clubs in good standing located in South Carolina shall be member clubs.

## **7.0 OFFICERS**

- 7.1 The officers of the Corporation shall be the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Associate Treasurer. The Secretary-Treasurer may be combined and held by one person.

7.1.1 The appropriate officers of the Corporation hereby are, and each of them hereby is, authorized, in the name on behalf of the Corporation, to execute and deliver any and all documents, instruments, filings and writings of any nature and to do any other act or thing as, with the advice of counsel, they may deem necessary or desirable to carry out the intent of these By-laws.

### **7.2 Duties and Functions**

#### **7.2.1 President**

7.2.1.1 Serve as the Chief Executive Officer (CEO) of the Corporation.

7.2.1.2 Preside at all meetings of the Corporation, Executive Committee and Board of Directors.

7.2.1.3 General supervision of the affairs of the Corporation.

7.2.1.4 Perform such other duties as pertaining to the Office of President.

7.2.1.5 Be an ex-officio member of all committees, other than the Nominating Committee and appoint the chairperson of all committees where membership is not otherwise specified in the By-laws.

7.2.1.6 Present an annual report at the Annual Meeting.

#### **7.2.2 First Vice-President**

7.2.2.1 Assists the President in the performance of prescribed duties.

7.2.2.2 Preside at meetings in the absence of the President.

7.2.2.3 In the event of inability of the President to perform his duties, the First Vice-President will act.

7.2.2.4 Will be responsible for, but not limited to, overseeing the following committees: Budget and Finance, Property, and Fund Raising.

7.2.2.5 Perform such other duties pertaining to the office of First Vice-President.

7.2.2.6 Will automatically be nominated for President the following year.

7.2.2.7 Will select the Vice Chairperson of all administrative and project committees.

### 7.2.3 Second Vice-President

7.2.3.1 Assist the President and First Vice-President in the performance of prescribed duties.

7.2.3.2 Preside at meetings in the absence of the President and the First Vice-President.

7.2.3.3 In the event of inability of the President or First Vice-President to perform their duties, the Second Vice-President will act.

7.2.3.4 Will be responsible for, but not limited to, overseeing the following Committees: Communication and Publicity, Advertising and Youth Activities.

7.2.3.5 Perform such other duties pertaining to the office of Second Vice-President.

7.2.3.6 Will automatically be nominated for First Vice-President the following year.

### 7.2.4 Third Vice-President

7.2.4.1 Assist the President, First Vice-President, and Second Vice-President in the performance of prescribed duties.

7.2.4.2 Preside at meetings in the absence of the President, the First Vice-President, and the Second Vice-President.

7.2.4.3 In the event of inability of the President, First Vice-President, and Second Vice-President to perform their duties, the Third Vice-President will act.

7.2.4.4 Will be responsible for, but not limited to, overseeing the following Committees: Diabetes Education, Special Health Services, Health Screening Unit, Hearing Conservation and Sight Conservation.

7.2.4.5 Perform such other duties pertaining to the office of Third Vice-President.

7.2.4.6 Will automatically be nominated for Second Vice-President the following year.

7.2.5 Secretary

7.2.5.1 Shall keep and maintain records of the minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee.

7.2.5.2 Shall, through the Executive Director of the Corporation, give notice of all meetings of the Corporation, to the Board of Directors and to the Executive Committee.

7.2.5.3 Prepare the agenda as directed by the President, and attend all meetings of the Executive Committee, and Board of Directors, record, and distribute proceedings of such meetings to the Executive Committee and Board of Directors.

7.2.5.4 In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President, Executive Committee or by the Board of Directors.

7.2.6 Treasurer

7.2.6.1 Shall have custody of all administrative and project funds and securities of the Corporation, and shall keep a full and accurate account of all such receipts and disbursements of the Corporation. Shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

7.2.6.2 Shall deposit all administrative and project monies received by the Corporation in depositories designated by the Board of Directors.

7.2.6.3 Shall make disbursements of administrative and project funds of the Corporation in such a manner and for such purposes as the Board of directors may designate.

7.2.6.4 Shall render to the Board of Directors full and accurate reports of all administrative and project financial matters of the Corporation, when requested by the Board of Directors.

7.2.6.5 Present at the Annual Meeting of the Corporation a financial report showing administrative and project expenditures and income associated with the Corporation.

7.2.6.6 At the close of the Corporation's fiscal year, prepare a written audit report showing the amounts budgeted and the amounts received and spent for each line item in the Corporation's annual administrative

and project budget. This report shall be published in *The Palmetto Lion*.

7.2.6.7 Consult with the officers of the Corporation as to custody and investment of funds and preparation of an annual administrative and project budget.

7.2.6.8 Upon retiring from office, turn over to his successor or to the Auditing Committee, all financial records and other property of the Corporation in his custody. The incoming Treasurer, or the Auditing Committee, shall give the retiring Treasurer a receipt for all such records and property turned over.

7.2.6.9. In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be designated by the Board of Directors.

7.2.7 Associate Treasurer (Ref. Section 16.2, these By-laws, South Carolina Charitable Services Foundation)

7.2.7.1 Shall have custody of all funds and securities of the South Carolina Lions Charitable Services Foundation (“Foundation”), and shall keep an accurate account of all receipts and disbursements of the Foundation. Shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Foundation Board of Trustees shall determine.

7.2.7.2 Shall deposit all monies received by the Foundation in depositories designated by the Foundation Board of Trustees.

7.2.7.3 Shall make disbursements of funds of the Foundation in such a manner and for such purposes as the Foundation Board of Trustees may designate.

1.2.7.4 Shall render to the Foundation Board of Trustees full and accurate reports of all financial matters of the Foundation when requested by the Foundation Board of Trustees.

7.2.7.5 Present at the Annual Meeting of the Corporation a financial report showing expenditures and income associated with the Foundation.

7.2.7.6 At the close of the Foundation’s fiscal year, prepare a written audit report showing the amounts budgeted and the amounts received and spent for each line item in the Foundation’s annual budget. This report shall be published in *The Palmetto Lion*.

7.2.7.7 Consult with Trustees of the Foundation in preparation of an annual Foundation budget.

7.2.7.8 Upon retiring from office, turn over to his successor all financial

records and other property of the Foundation in his custody. The incoming Associate Treasurer shall give the retiring Associate Treasurer a receipt for all such records and property received.

7.2.7.9 In general perform all the duties incident to the office of Associate Treasurer and such other duties as from time to time may be designated by the Foundation Board of Trustees.

7.2.8 Each year at its Annual District Convention, delegates will nominate one Lion as Director for a three year term to begin July 1st of that year. Also at its Annual Convention each District will nominate Lions to complete the terms of directors who can no longer serve. Nominees will be presented at the SCLCS Annual Meeting for election.

7.2.8.1 Directors shall attend Board Meetings to help develop the direction of SCLCS

7.2.8.2 Directors shall serve as members of the speaker's bureau of SCLCS.

7.2.8.3 Directors will make recommendations to officers to optimize performance of SCLCS.

7.2.8.4 Directors shall visit clubs in their districts to present programs, discuss projects, and promote SCLCS for continual support.

7.2.8.5 Directors shall actively work on assigned committees to plan and complete actions to enhance SCLCS.

## **8.0 EXECUTIVE DIRECTOR**

8.1 The Executive Director of the Corporation serves as the Chief Operating Officer. In the capacity of Chief Operating Officer, he/she is responsible for all facets of its operation, for supervising employees of the Corporation, and assisting the elected officers in meeting objectives of the Corporation, under the overall supervision of the Board of Directors.

8.2.1 The Personnel Committee and one (1) member from Council, with the approval of the Executive Committee and Board of Directors shall select the Executive Director.

8.3 For administrative purposes, the Executive Director reports to the President of the Corporation.

8.4 The Executive Director's annual review shall be conducted by the outgoing SCLCS President and the outgoing Council Chairperson.

## **9.0 EXECUTIVE COMMITTEE**

9.1 The Executive Committee of the Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Associate Treasurer, one Director elected by the Board of Directors,

Immediate Past President; Chairperson, Council of Governors; President, South Carolina Lions Charitable Services (SCLCS) Foundation Board of Trustees and as ex-officio members, Legal and Financial Advisors without vote. 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 of the Board of Directors.

## 9.2 Terms of Office

9.2.1 The terms of office of the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, shall be for one (1) year, which term shall start July 1<sup>st</sup> of each year. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, excepting the offices of Secretary, Treasurer, Associate Treasurer and President, SCLCS Foundation Board of Trustees.

## 9.3 Quorum

9.3.1 Attendance by a majority of the Committee members shall constitute a quorum. Such quorum is required for the conduct of business at any meeting of the Executive Committee. Proxy attendance is not permitted.

## 9.4 Compensation

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

## 9.5 Vacancy

9.5.1 A vacancy in the office of President, First Vice-President, or Second Vice-President shall be filled by automatic succession (in numerical order) by a Vice-President. Any other vacancy may be filled by the Board of Directors.

## 9.6 Removal and Resignation

9.6.1 Any officer may be removed with cause, unless provided otherwise in the Articles of Incorporation. An officer may be removed by the Board of Directors only at a meeting called for such purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of an officer.

9.6.2 Any officer may resign at any time by notifying the President or Secretary of the Corporation. Successors for officers who are removed or have resigned from office shall be elected at the next regular meeting or a special meeting before the next regular meeting of the Board of Directors.

9.6.3 No officer, nor the Executive Director, may be removed from office except by a two-thirds (2/3) vote of the Board of Directors.

## 10.0 BOARD OF DIRECTORS

- 10.1 The Board of Directors shall be composed of the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Associate Treasurer, Immediate Past President, three (3) Directors from each of the Sub-Districts within the state of South Carolina and nominated at the annual meeting of their respective sub-district, Multiple District 32 Secretary, Multiple District 32 Council Chairperson, current District Governors, one (1) at-large member, President of the SCLCS Foundation Board of Trustees and as ex-officio members, Legal and Financial Advisors without vote. Any International Officers, present or past, residing in the state, would serve as ex-officio members without vote.
- 10.2 All corporate powers shall be exercised by or under the authority of the Board of Directors which shall be invested with all the corporate powers not expressly reserved by statute, the Articles of Incorporation, or the By-laws.
- 10.3 The Board of Directors shall constitute the Executive body of the Corporation and its actions shall be final.
- 10.4 The Board of Directors shall exercise the general management and control of the business, property, and funds of the Corporation. It shall prepare and submit to the official delegates at the Annual Meeting of the Corporation, a budget showing the amount of anticipated receipts and expenditures for the ensuing year. The Board of Directors shall also have an audited financial statement showing all receipts and expenditures for that year.
- 10.5 Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors, without notifying either the President or Secretary whether directly or through the Executive Director of the Corporation with an acceptable reason in advance for such absence, shall be dropped from office, and the position declared vacant. (See 9.5.1 for the method of filling the vacancy). Proxy attendance is not permitted.
- 10.6 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 Corporation. Such employees shall make reports of their activities from time to time as requested by the Board of Directors
- 10.7 Contracts
  - 10.7.1 The Board of Directors may authorize the Executive Director, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
- 10.8 Loans
  - 10.8.1 No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of

the Board of Directors. Such authority may be general or confined to specific instances.

#### 10.9 Checks, Drafts, Etc.

10.9.1 All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### 10.10 Deposits

10.10.1 All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories the Board of Directors may select.

#### 10.11 Quorum

10.11.1 A simple majority of the membership of the Board of Directors attending the Board meeting shall constitute a quorum.

#### 10.12 Conflict of Interest

10.12.1 Sometimes an officer or board member of SCLCS may also be holding an office or position with another Lions' supported organization. Actions or proposals from SCLCS may impact on that organization. In such cases, said person will excuse himself or herself from final discussions, decision making and voting on these matters.

### **11.0 DELEGATES**

11.1 Each member in good standing of a club in good standing with voting privileges in MD-32 shall be entitled to one vote, in person, at all Annual and Special meetings. Those present and attending the meeting shall constitute a quorum.

11.2 It shall be the duty and obligation of all members to attend and vote on all matters brought before the meeting of the Corporation.

11.3 The election of officers and directors shall be conducted at the Annual Meeting of the Corporation. A simple majority vote shall be necessary to elect.

### **12.0 MEETINGS**

#### 12.1 Annual Meeting

12.1.1 An Annual Meeting of the Corporation shall be held during the South Carolina Lions MD-32 State Convention to receive reports of officers and

committees, to elect officers, directors and carry on other business of the Corporation. Notice of said meeting shall be published in *The Palmetto Lion* or sent by first class surface mail at least thirty (30) days prior to date of meeting.

## 12.2 Regular Meetings

12.2.1 Regular meetings of the Executive Committee and Board of Directors shall be held at times and places to be determined by the President.

## 12.3 Special Meetings

12.3.1 Special meetings of the Corporation shall be held at such other times and places as requested by the President or upon a petition of ten (10%) of eligible voting members.

## 12.4 Executive Committee and Board of Directors

12.4.1 The Executive Committee and the Board of Directors shall meet quarterly.

12.4.2 Other Executive Committee meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Executive Committee members.

12.4.3 Other Board of Directors meetings shall be held at the call of the President or on petition addressed to the Secretary and signed by five (5) or more Directors.

12.4.4 Notice of all Executive Committee, Board of Directors and Special meetings shall be issued by the Secretary at least fifteen (15) days in advance of such meetings to all Executive Committee and Board of Directors members.

12.4.5 Any Executive Committee or Board of Directors members may waive notice of any meeting in writing before or after the time of the meeting stated herein, and attendance of a member of the Executive or Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee or Board of Directors upon arriving at the meeting or prior to the vote on the matter not noticed in conformity with the Act, the Corporation's Articles of Incorporation, or these By-laws, objects to lack of notice and does not thereafter vote in or assent to the objected action.

## **13.0 DISTRICTS**

13.1 The Corporation shall follow Multiple District boundaries.

## **14.0 COMMITTEES**

14.1 The Executive Committee shall have the power to create and dissolve administrative and project committees with the approval of the Board of Directors. These

committees may be established from time to time by a resolution adopted by a three-quarter majority vote of the Executive Committee members present and voting and approved by a three-quarter vote of the Board Members present and voting at a duly called meeting. Such committees shall perform such duties and have such powers as may be provided in the enabling amendment to the Administrative Policy Manual, but shall not have, nor exercise, the authority of the Executive Committee in the management of the affairs of the Corporation. In addition to the above committees, the President may appoint special committees ad-hoc, as the need arises for some special task or purpose. An administrative, project or ad-hoc committee may not authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove members of the Executive Committee or fill vacancies on the Executive Committee or on any committee; or adopt, repeal, or amend the By-laws.

- 14.2 Each committee, as described in Section 14.1, may adopt rules for the conduct of its own business not inconsistent with these By-laws, or with rules and responsibilities which may be adopted by the Executive Committee in establishing an administrative or project committee, or the President in establishing an ad-hoc committee.
- 14.3 Within thirty (30) days after the Annual Meeting of the Corporation, the incoming President shall make all administrative and project committee appointments consisting of Chairperson, and, a Vice Chairperson, who shall be selected by the incoming First Vice President, and at least one Lion from each Sub-District.
- 14.4 The Executive Committee shall maintain an Administrative Policy Manual to provide services for efficient administration of the Corporation and to facilitate the effective delivery of charitable services to the citizens of South Carolina. Administrative and project committee responsibilities shall be established by the Executive Committee with Board approval. Additions, deletions and/or revisions to the Administrative Policy Manual may be proposed in writing by any member of the Board of Directors or committee chairperson to the Executive Committee for review. The Executive Committee shall, upon a three-quarter majority vote of members present and voting, refer the proposed revision, with a recommendation to approve, reject or amend, to the full Board of Directors for consideration. A three-quarter majority of the Board Members present and voting is required to approve the proposed revision-

## 15.0 **EMPLOYEE POLICIES AND PROCEDURES**

- 15.1 Employee policies and procedures shall be the responsibility of the Executive Director of the Corporation under the overall supervision of the Board of Directors. The employee policies and procedures shall be maintained by the Executive Director in the Employee Policy Manual.
- 15.2 Revisions to the Employee Policy Manual shall be submitted by the Executive Director to the Executive Committee for review. The Executive Committee shall, upon a three-quarter vote of members present and voting, refer the proposed revision, with a recommendation to approve, reject or amend, to the full Board of Directors for consideration. A three-quarter majority of the Board Members present

and voting is required to approve the proposed revision.

## **16.0 SOUTH CAROLINA LIONS CHARITABLE SERVICES FOUNDATION**

- 16.1 The South Carolina Lions Charitable Services Foundation (“Foundation”) shall operate independently of the Corporate Board of Directors and will be governed by its Board of Trustees. The Foundation shall have no members but shall be governed by its Board of Trustees (Trustees).
- 16.2 The Foundation may authorize distributions, or the sale, pledge or transfer of the Foundation’s assets as determined by its Board of Trustees to support the Mission of the South Carolina Lions Charitable Services. (Ref. Section 3.0, these By-laws, Mission Statement.) The Foundation will operate under the procedures in the Foundation Policy Manual which will be established and maintained by the Foundation Board of Trustees. The Foundation Treasurer shall serve as the SCLCS Associate Treasurer, an officer of the Corporation.
- 16.3 The composition of the Board of Trustees shall consist of three (3) Lions who serve three (3) year terms representing each sub-district; one (1) at large member who serves a one (1) year term; President of SCLCS, ex-officio; First Vice President of SCLCS, ex-officio; Council Chairperson, ex-officio; and the Financial Advisor, ex-officio. The sub-district Trustee members are appointed on a rotating basis so that one-third (1/3) of this class rotates off the Board each year. As the sub-district Trustee members’ terms expire, they may be reappointed for one (1) more consecutive three (3) year term.
- 16.4 The Trustees shall recommend Trustee appointments to the incoming president of SCLCS for appointment. The incoming President of SCLCS shall, upon recommendation of the Trustees, appoint all Trustee members except the Council Chairperson, the First Vice President and the Financial Advisor. If initial recommendations are rejected, the incoming SCLCS President shall request additional nominees from the Board of Trustees. This procedure may be repeated until all Trustee vacancies are filled.
- 16.5 The Trustees shall select from their members, the following officers who shall serve one (1) year terms: President, Vice President, Secretary and Foundation Treasurer who shall also serve as Associate Treasurer of SCLCS. The officers can serve for more than one (1) term, but in no case shall they serve more than three (3) consecutive years. The Foundation Treasurer shall not serve more than four (4) consecutive years.

## **17.0 PUBLICATIONS**

- 17.1 The official publication of the Corporation and Multiple District 32 is *The Palmetto Lion*.

## **18.0 NON-LIABILITY OF OFFICERS**

- 18.1 The Executive Committee, Board of Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **19.0 LIABILITY AND INDEMNIFICATION**

- 19.1 No member of the Executive Committee, Board of Directors or other Officer of the Corporation shall be liable to any member for any decision, action, or omission made or performed by such member of the Executive Committee, Board of Directors, or Officer of the Corporation in the course of his duties unless such member of the Executive Committee, Board of Directors, or officer acted in bad faith or in reckless disregard of the rights of any person or of the terms of the Certificate of Incorporation of these By-laws.
- 19.2 The Corporation shall indemnify and defend each member of the Executive Committee, Board of Directors, and Officer of the Corporation to the extent and in the manner permitted by law, from any liability claimed or imposed against him by reason of his position or decision, action or omission as a member of the Executive Committee, Board of Directors, or Officer of the Corporation if all of the following conditions are satisfied:
- 19.2.1 Such member of the Executive Committee, Board of Directors, or Officer of the Corporation has not acted in bad faith or in reckless disregard of the rights of any person or of the terms of the Articles of Incorporation or these By-laws.
- 19.2.2 Such member of the Executive Committee, Board of Directors, or Officer of the Corporation reasonably believed:
- 1) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest;
  - 2) in other cases, that his conduct was at least not opposed to its best interests; and
  - 3) in the case of criminal proceedings, he had no reasonable cause to believe his conduct was unlawful.
- 19.2.3 Such member of the Executive Committee, Board of Directors, or Officer of the Corporation as provided herein shall be an expense of the Corporation and shall be borne by all members, including such member of the Executive Committee, Board of Directors or Officer.
- 19.3 An Executive Committee or Board of Directors member may not be indemnified until twenty (20) days after the South Carolina Attorney General has received written notice of proposed indemnification.

## **20.0 RULES AND REGULATIONS**

- 20.1 Executive Committee, Board of Directors, annual, and special meetings shall be conducted according to the latest edition of "Robert's Rules of Order, Revised."
- 20.2 To effectively carry out the objectives of the Corporation as stated above, the

Executive Committee, and Board of Directors may propose Rules and Regulations for the orderly government of the Corporation and the advancement of the work provided that they are not inconsistent with the Act, these By-laws, Lions International Constitution and By-laws, Multiple District 32 Constitution and By-laws, or the Corporation's Articles of Incorporation. No Rules and Regulations shall be made which are not for the benefit of the membership. Special groups may adopt rules which apply to that particular group with the consent of the Executive Committee and Board of Directors, but in no case shall it be incumbent upon the Corporation as a whole to adopt them as By-laws of the Corporation.

## **21.0 AMENDMENTS**

- 21.1 Amendments to these By-laws may be proposed by a majority of the Executive Committee or Board of Directors or through them, on petition of ten percent (10%) of members. All proposed amendments shall be submitted in writing to the Executive Committee.
- 21.2 These By-laws may be amended only at the Annual Meeting of the Corporation by a two-thirds (2/3) vote of the members present in the meeting, provided, however, that any proposed amendment shall be presented by 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.

## **22.0 DISSOLUTION**

- 22.1 Upon the dissolution of the Corporation, the Executive Committee and the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such Corporation or Corporations organized and operated exclusively for charitable, or scientific purposes as shall at the time qualify as an exempt Corporation or Corporations under 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 Executive Committee and Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such Corporation or Corporations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## **23.0 FISCAL YEAR**

- 25.1 The fiscal year shall be July 1<sup>st</sup>, through June 30<sup>th</sup>.

## **24.0 RESOLUTION**

These By-laws rescind and supersedes the establishment of committees of the Corporation as delineated in the Resolution approved by the Board of Directors of the South Carolina Lions Charitable Services on February 9, 2005. Committees established by the Executive Committee under authority of Section 14.0 of these By-laws shall be published in the

SCLCS Administrative Policy Manual as authorized by the Executive Committee.

25.0 DISTRIBUTION

These By-laws and approved revisions shall be distributed by electronic media to all SCLCS Board Members, the MD 32 Council of Governors, SCLCS Committee Chairpersons, the SCLCS Executive Director and any International Officers, past or present, residing in MD 32.

## CERTIFICATE

**This is to certify that the foregoing By-Laws were revised and adopted by a more than two-thirds (2/3) affirmative vote of the Lions members, who were present in person, qualified and voting at the Annual Meeting of the Corporation held Myrtle Beach, South Carolina, April 18, 2008.**

**ATTEST:**

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PCC Roy Hartz  
Secretary, SCLCS