

Massachusetts Lions Eye Research Fund, Inc. BY-LAWS

Article 1 Name and Location

The name of this organization shall be the Massachusetts Lions Eye Research Fund, Inc. hereinafter referred to as the Corporation, chartered and incorporated as a charitable organization in the Commonwealth of Massachusetts, by and under the jurisdiction of Lions Clubs International Massachusetts Multiple District 33, hereinafter referred to as State. The principal place of business shall be a location designated by the Directors, within the Commonwealth of Massachusetts and as recorded at the office of the Secretary of the Commonwealth.

Article 2 Purposes and Objects

The purpose of this Corporation shall be:

- A) to provide an organization that enables the Lions of Massachusetts to fulfill the mandate of the Lions State Constitution which designates the Corporation as the primary State project.
- B) To obtain donations and funds to provide grants to Massachusetts organizations. Said grants are to be used for research dedicated to preventing loss of vision and improving and restoring the sight of the visually impaired.
- C) To promote, engage and coordinate the support of the Lions Clubs of Massachusetts
- D) To conduct current operations with an 'eye' to the future in order to perpetuate the continued growth of the Corporation's grants.
- E) To provide a forum for the cooperation, common understanding and open discussion of all matters necessary to achieve these objectives.

Article 3 Membership and Board of Directors

Section 1

The members of the Corporation shall be active members in good standing of a duly chartered Massachusetts Lions Club. The members of the Corporation shall also be Directors of the Corporation and collectively, shall comprise the Board of Directors, hereinafter referred to as the Board.

Section 2

The Board shall have the authority and responsibility to carry out the business of the Corporation.

Section 3

Directors shall be appointed or elected as follows:

- (a) The District Governor of each of the five districts in Massachusetts shall serve as a Director for a term of one year.
- (b) The Vice District Governor of each of the five districts in Massachusetts shall serve as a Director for a term of one year.
- (c) Twenty Directors shall be appointed, four from each of the five districts of Massachusetts. Each District Governor-elect shall appoint one Lion from his District to serve a four year term which will begin at the close of the Annual Meeting.
- (d) The Immediate Past President of the Corporation shall be a Director for a term of one year.
- (e) A Director becoming Vice District Governor shall relinquish his appointed Directorship upon assuming the office of Vice District Governor. A replacement shall be selected as provided in sub-paragraph (g) of this Article if his unexpired term extends beyond the current year.
- (f) After the election to the office of Secretary, the term of a Director will be automatically extended if necessary and if he is elected in subsequent years to the office of Third Vice-President, Second Vice-President, First Vice-President and President. Without such exception no person shall serve as a Director for more than a cumulative total of eight years, not including time served as Vice District Governor, District Governor or Immediate Past President of the Corporation.
- (g) A vacancy in the term of any appointee to the Board shall be filled by the District Governor of the District with the opening and shall only be for the balance of the unexpired term.
- (h) Wherever the male gender or pronoun presently appears in these By-Laws, they shall be interpreted to mean both male and female persons.
- (i) All Officers, Directors, Honorary Members, Committee Members, and the Treasurer shall serve without remuneration.
- (j) The Corporation shall not assess or require any mandatory dues of the Clubs or Members in the State.

Section 4

- a) The Board may designate any individual who has preformed outstanding service to the Corporation or to the cause of Eye Research the title of "Honorary Member".
- b) All Past Presidents, except the Immediate Past President, shall be Honorary Members.
- c) Honorary Members may attend meeting and receive board communications but shall not be eligible to vote or hold office.

Article 4 Officers

Section 1

The Officers of the Corporation shall be the President, Immediate Past President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer and Secretary. Each term shall begin at the close of the Annual Meeting.

Section 2

The Officer, except the Treasurer shall be for a term of one (1) year. The term of Treasurer shall be for a term of five (5) years and need not be a director.

Section 3

Each officer, except the Treasurer, shall be a member of the Board of Directors. No Officer shall serve the same office for more than two (2) terms except for the Treasurer. No incumbent Vice District Governor or District Governor (or their replacement) shall serve as an Officer or Treasurer.

Section 4

In the ordinary course of events, it is expected that a Director who is elected to the office of Secretary will be elected in subsequent years to the offices of Third Vice-President, Second Vice-President, First Vice-President and President.

Section 5

Vacancies occurring during the unexpired terms shall be filled as follows:

- (a) If the office of President or Vice President the succeeding Vice President shall automatically advance in office and any vacancy then remaining shall remain vacant until the next fiscal year. No election shall be held with respect to any office of President or Vice-President to which the incumbent advanced by reason of vacancy, if said incumbent shall express a desire to serve a full term therein.
- (b) The office of Treasurer shall be filled until the end of the fiscal year by appointment by the President with the approval of the Board.

Article 5 Nomination and Elections

Section 1

There shall be a Nominating Committee chaired by the Immediate Past President. Before April, the President shall appoint four (4) additional Directors, one from each Sub-District who is not a Corporate Officer. Said Committee shall recommend a slate of Officers as provided by Article 4, Section 1, the position of Treasurer, as may be required by Article 4, Section 2, and the members of the Trust and Endowment Fund Committee as provided in Article 10.

Section 2

This Committee shall meet in April to report its findings to the Secretary in time for said Secretary to insert thereof in the mailed notice for a regularly scheduled meeting in May at which said nominations shall be acted upon. Additional nominations may be made from the floor of said May meeting and must be duly seconded.

Section 3

An election meeting shall be held in June and a notice thereof must be mailed to each Director by the Secretary in advance of the meeting. Such notice shall include the names of all nominees approved at the preceding nomination meeting and a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section 4

The election of officers shall be by secret ballot only if there is competition for that office. In the event there is not any competition in an individual office, the Secretary may cast the one ballot for the uncontested office.

Section 5

The Secretary shall be nominated and subsequently elected annually in the Sub-District rotational system of K,Y,S,A and N from the District with the pending vacancy. If the District with the pending vacancy does not have a candidate for the office of secretary, then that District shall vacate their immediate turn in the rotational system and shall subsequently return to the rotational system in the years following and in the same place as vacated.

Article 6

Removal for Cause

Section 1

A Director and/or a member of the Trust and Endowment Committee may be removed from membership for justifiable cause by a seventy five (75) percent vote of those present and voting. A fourteen (14) day prior notice shall be sent by U. S. Mail to all Directors and by "Certified Mail, Return Receipt Requested" to the Director in question. The complainant shall send a written statement detailing the name of the Director, the specific charge and a copy must be filed with the President. The only charges to be considered are (a) malfeasance or non-feasance in office, (b) criminal conviction, (c) loss of status as an Active Member in good standing of a duly chartered Massachusetts Lions Club.

Section 2

Upon written receipt of any charge, the President shall investigate same and present a report at the aforementioned meeting.

Section 3

Any Director, Officer, and/or Treasurer unable to perform his respective duties for reasons other than cause set forth in this Article 6, Section 1, or who has missed three (3)

consecutive meetings and/or visitations without cause, may, upon a seventy five (75) percent vote of the Board, present and voting, be requested to resign. In the event of a failure to so comply, he shall be removed from the Board without prejudice.

Article 7

Meetings of Directors, Duties, and Powers

Section 1

An Annual Meeting of the Corporation shall be held no later than thirty (30) days after the close of the fiscal year. Said meeting shall be within the Commonwealth of Massachusetts at a time and place selected by the President, subject to the approval of the Board.

Section 2

In addition to the Annual Meeting, there shall be at least one (1) meeting of the Corporation held each year at a time and place and location to be determined by the President, subject to the approval of the Board. A special meeting may be held upon a call by a majority of the Board. A fourteen (14) day prior written notice shall be furnished to all members for all meetings of the Board. An agenda and a list of all items of business to be conducted at each meeting shall be included in the above fourteen (14) day notice.

Section 3

The personal presence of a majority of the Directors shall constitute a quorum at any meeting thereof, except as otherwise specifically provided, the act of a majority of the members present and voting shall be the act and decision of the entire Board.

Section 4

The Board shall, at all times, have the sole authority to approve or to reject

- a.) Recommendations for Eye Research Grants.
- b.) Any and all expenses and expenditures necessary for the purpose of the Corporation and shall be derived only from earned interest.

Section 5

The order of business and agenda at all meetings called by the President shall be arranged by said President.

Article 8

Executive Committee

There shall be an Executive Committee of seven (7) Officers enumerated in Article 4, Section 1. The President shall appoint additional Directors to this Committee to the extent necessary to insure representation from each Sub-District of the State and one (1) Director who is not an Officer of the Corporation. This Committee shall assist the

President in the formulation of effective agendas, research and programs for all meetings of the Corporation and implement such duties as may be assigned it.

The Executive Committee shall meet a minimum of six (6) times each year at a time, place and location determined by the President for the execution of its duties.

Article 9

Audit

The Executive Committee shall appoint an Auditor, who shall be a Certified Public Accountant and/or Public Accountant, who shall audit the books of the Treasurer and within forty-five (45) days after the close of the Fiscal year he shall forward his report to the Secretary. The Secretary shall have copies made in sufficient quantity to distribute to the Board at the next regularly scheduled meeting.

Article 10

Trust and Endowment Fund Committee

Section 1

There shall be a seven (7) member standing Trust and Endowment Committee with a majority being current Directors. It shall promote, administer and manage the "Massachusetts Lions Eye Research Trust Fund" in accordance with the terms and provisions of said Trust Agreement, as well as take all actions relative thereto.

Section 2

All terms shall be for a period of two (2) years and shall follow the expiration dates of the currently elected members.

Section 3

Annually, within thirty (30) days after the close of the Fiscal year, the outgoing Chairman shall call a meeting of the newly elected Committee to elect for a one (1) year term: A Chairman, a Vice-Chairman, and a Clerk. A vacancy in the position of Vice-Chairman or Clerk shall be filled in every instance and within thirty (30) days after it occurs.

- (a) The Chairman shall call and conduct meetings, assign duties to the Committee members, represent the Committee at Board and/or public meetings, and otherwise provide leadership to the Committee. He shall fulfill his duties as Trustee as may be set forth in the aforementioned Trust Agreement.
- (b) The Vice-Chairman shall, in the absence of the Chairman, fulfill the duties enumerated in sub-paragraph (a) of this Section 3.
- (c) The Clerk shall keep accurate records of all Committee meetings and shall, after approval of the Committee, submit copies of the same to the Secretary.

Section 4

Within thirty (30) days of a vacancy in an unexpired term on this Committee, the Nominating Committee shall recommend a replacement and shall cause his name to be published in the Secretary's advanced notice of the next meeting. Said notice shall state

that there shall be an election and that additional nominations may be made from the floor. Election shall be by a majority secret ballot vote of those Directors present and voting at said meeting.

Section 5

A Past Director of the Corporation is eligible to be elected as a member of the Committee.

Section 6

The Board shall have the power to amend the Massachusetts Lions Eye Research Trust Fund Agreement.

**Article 11
President**

The President shall be responsible for the general care and direction of the affairs of the Corporation. He shall report to the Board on all matters perceived by him to affect in any way the Purpose and Objects of the Corporation and deal with the personnel, institutions, and organizations that are requesting and/or are recipients of grants by the Corporation. He shall oversee the Grants Committee of the Corporation in the preparation of their reports, requests for progress reports, and the presentation of their recommendations to the Board. He shall set the schedule of meetings and visitations.

**Article 12
Vice-Presidents**

The Vice-Presidents shall assist and aid the President in all matters pertaining to or associated with the said office of the President. In the absence of the President and in the order of their rank and presence, they shall assume the duties of the President with all the power and authority.

**Article 13
Secretary**

The Secretary must reside in this Commonwealth and shall be the custodian of the Corporate Seal and all the records of the Corporation. He shall act as Secretary of the Board and it shall be his duty to attend all meetings and to keep a true record of the meeting minutes. He shall prepare and mail to all Board and Executive Meeting notices no less than fourteen (14) days prior to said meeting. The records covering his tenure of office shall be presented to his successor at the close of the fiscal year.

**Article 14
Treasurer**

The Treasurer shall be the custodian of the Corporation's funds that are not included in the Trust and Endowment Fund established in Article 10. He shall deposit in interest bearing accounts in such bank or trust companies as the Directors may designate. He shall keep accurate records of these accounts which shall always be open for inspection by the Board. A statement of financial condition of these accounts shall be rendered at all meetings of the Board or whenever the Directors may request same. Upon adequate notice he shall present to the Board a complete report of all funds received and disbursed and the balances remaining. He shall disburse by check monies required for the legitimate expenditures previously budgeted and/or approved by the Board. Payments of twenty-five hundred (2,500) dollars or more shall be countersigned by any two (2) of the following: President, Secretary, or Treasurer. He shall be responsible for the preparation of financial reports. The Treasurer shall be bonded in the amount approved by the Board and the expense of the same shall be paid by the Corporation. The Treasurer shall be responsible for the filing of all required governmental forms and reports.

Article 15 Grants Committee

There shall be a Grants Committee comprised of five (5) Directors, including a Chairman, appointed by the President. The Committee shall screen all requests for contributions, study the merits thereof and report their recommendations to the President and the Board as provided by Article 11.

Article 16 Finance Committee

The Finance Committee shall consist of members of the Executive Committee with the First Vice-President as Chairman.

Article 17 Standing Committees

With the exception of the Executive, Nominating, Grants, Trust and Endowment Fund, and Finance Committees, the President may continue or disband previously established standing Committees. He may create new committees. He shall annually appoint, unless provided elsewhere in the By-Laws, the members of these committees. All such actions must be with the approval of the Board. The President shall be an ex-officio member of all committees.

Article 18 Corporate Seal, Logo and Fiscal Year

Section 1

The Corporation shall have a seal consisting of flat-faced circular die, with the name of the Corporation and the year of its incorporation: 1958 (January 10).

Massachusetts Lions Eye Research Fund, Inc.

Section 2

The fiscal year shall be from July first through June 30th.

Section 3

The official logo of the Corporation is



Article 19

Indemnification of Directors and Officers

As voted May 20, 1999

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a Director, Officer or Director of, or in any similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with an threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided by any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to not have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof has been approved by a court with competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses occurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding. Upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best action of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization for whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case, where a Director of the Corporation approves payment of indemnification, such Director shall be wholly protected if the payment has been approved or ratified:

- (i) by a majority of a quorum consisting of uninterested Directors
- (ii) if such quorum cannot be obtained, then a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors
- (iii) if there are not two or more disinterested Directors in office then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel, appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (iv) by a court of competent jurisdiction.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article 20

Rules of Order and Procedure

Unless otherwise provided by these By-Laws, or the rules adopted for a meeting, or by local statute or common law, all questions of order of procedure with respect to any meeting of this Corporation, its Executive Board, and any committee operating hereunder shall be determined in accordance with ROBERTS RULES OF ORDER NEWLY REVISED, as revised from time to time.

Article 21

Amendment

These By-Laws may be amended only at a Board meeting with an affirmative vote of two thirds (2/3) of the Directors present and voting by a secret ballot. No amendment shall be reported to a meeting of the Board for a vote until the same shall:

- a.) have been presented in writing to the President and a copy thereof forwarded to all Directors
- b.) The meeting at which a vote on the proposal shall be made shall be no sooner than fifteen (15) days after complying with sub-paragraph (a) of this Article 21.

Article 22

Effective Date

These By-Laws shall become effective upon the adjournment of the meeting at which the same is adopted.