

**DISTRICT 2-E2
LIONS EYEGLASS RECYCLING CENTER FOUNDATION
BY-LAWS**

**ARTICLE I
NAME AND PURPOSE**

Section 1: Name. The name of the Entity shall be the District 2-E2 LIONS EYEGLASS RECYCLING CENTER FOUNDATION, referred to herein as the ERC. The ERC may also be referred to with the acronym, 2E2 ERC

Section 2: Purpose. The ERC is organized, to promote eyeglass recycling efforts and all acts and duties reasonably pursuant thereto and all acts in furtherance of the objectives and purposes as described in the Articles of Incorporation, specifically including collection and processing of eyeglasses from all sources and distribution of eyeglasses as processed.

Section 1.3: Foundation Year. The fiscal year for the ERC shall begin annually on July One (1) and end on June Thirty (30) of each year.

Section 1.4: Foundation control. As further defined below, a Board of Directors will manage and control the ERC.

**ARTICLE II
OFFICES AND AGENT**

Section 1: Principal Offices. The offices of the ERC shall be within the geographic territory of District 2-E2 in the county of Tarrant, state of Texas or such other offices within the geographic territory of District 2-E2 (as defined by Multiple District 2 (Texas) and Lions Clubs International) as the Board of Directors may approve from time to time. The principal office of the Foundation shall initially be 5621 Bunker Blvd, Watauga, Tarrant County, Texas.

Section 2: Registered Office. The registered office shall be the same as the principal office of the Foundation but may be changed as the Board of Directors may approve from time to time, with any change duly recorded with the State of Texas.

Section 3: Registered Agent. The Registered Agent, officer and attorney-in-fact for the purpose of service of process and for such other purposes as may be required by law, shall be the Secretary of the Foundation, who shall file appropriate Notice with the Secretary of State of Texas, as required from time to time.

**ARTICLE III
MEMBERSHIP**

Section 1: Regular Members. The Regular Members of the Foundation shall be all the Lions of District 2E2 in good standing, a part of Multiple District 2 (Texas) of the Lions Clubs International and who shall be represented by the Members of the Board of Directors.

Section 2: Other Members. Individuals, organizations, or groups, whether incorporated or not, may apply for membership in the ERC, where membership of these Other Members is subject to the majority approval of the ERC Board of Directors given a consideration of the applicant's interest, which may be shown either by action or contribution for the Foundation's purposes.

Section 3: Voting privileges. Each "Regular" or "Other" member as defined herein, if present, is entitled to vote at the Annual Meeting of the ERC (convened in conjunction with the annual District Convention).

Section 4: Honorary Members. Honorary memberships may be offered to any citizen of the United States, its possessions, or Canada who has rendered extraordinary, meritorious service to the ERC or who has accomplished results worthy of recognition in the ERC's field of work.

Section 4.1: Honorary Members Approval. Any Honorary Member requires a two-thirds vote of the ERC Board of Directors to be granted.

Section 4.2: Honorary Members voting. Honorary members shall have no voting privileges and shall not be required to pay dues to the ERC.

Section 5: Length of Membership. Membership in the ERC as granted by ARTICLE III, Sections 1, 2, and 4 shall be lifelong when applicable as specified therein or for the duration of the ERC, whichever is less.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Role of the ERC Board of Directors. The ERC Board of Directors is responsible for the overall policy and direction of the Foundation.

Section 1.1: Management and Control. The ERC Board of Directors shall manage and control the business and property of the Foundation and, as herein provided, shall have full power and authority to do and perform every act requisite to the lawful conduct of the business of the Foundation. The Board of Directors will act under the auspices of and in keeping with the precepts of the Lions Clubs International sanctioned Texas Lions Eyeglass Recycling Center.

Section 1.2: Parliamentary Procedure Rules. Where not otherwise expressly provided by the By-Laws, the Articles of Incorporation, Lions Clubs International, or Texas Law, the business of the Foundation conducted at its member's meeting or Board of Directors Meetings shall be governed by Robert's Rules of Order, Newly Revised, with such changes as shall be necessary for effective parliamentary procedure at such meetings.

Section 1.3: ERC Funding. The Board of Directors shall provide for the raising of any monies required by the ERC, in excess of monies appropriated to the ERC by District 2-E2, for administrative and project purposes and shall appropriate funds from time to time to each project of the ERC and may appropriate funds to any other corporation or institution having objectives similar to those of the Corporation.

Section 2: Size and Composition of the Board. The Board shall consist of nine (9) or more members serving staggered three year terms, plus Ex-Officio members per Section 2.2.

Section 2.1: Board Member Guidelines. The Board members should reasonably represent those organizations that support and use the ERC facilities and should include, when possible, members from various geographic locations with District 2-E2.

Section 2.2: Ex-Officio members. The Ex-Officio members shall include the immediate Past District Governor, the present District Governor, and the present Vice District Governor(s) of Lions District 2-E2. Ex-Officio members serve in an advisory capacity and have no voting privileges.

Section 2.3: Board of Directors Member Limits. Board composition shall be limited such that there are no more than three (3) members from the same club.

Section 3: Compensation. The members of the Board of Directors receive no compensation other than reimbursement for reasonable out of pocket expenses as determined and approved by the Board Treasurer.

Section 4: Regular Meetings. The Board of Directors shall meet monthly at an agreed upon time and location. As noted above, Robert's Rules of Order will govern procedures of the meeting. The meeting location, date, and time should be posted on the Board's web site.

Section 5: Special Meetings. A Special Meeting of the Board can be called on request of the President or any three members of the Board.

Section 6: Notice of Meetings. Each Board member shall receive notice of an impending regularly scheduled meeting by written or electronic means no later than two (2) days in advance thereof. Board members shall receive written or electronic notice of a Special Meeting no later than two (2) days in advance thereof.

Section 7: Quorum. A quorum consisting of at least fifty percent (50%) of the currently seated Board members (empty positions do not count) must be present before business can be transacted or motions made or passed. In the absence of a quorum, the Directors present can, by a majority vote, recess or adjourn the meeting until such time that a quorum is in attendance.

Section 8: Election of Board Directors. Election of new Board members to fill expired terms or re-election of current Board members to a second term shall occur in conjunction with other District elections held at the annual District Convention.

Section 8.1: Election at District Convention. Directors of the Lions Eyeglass Recycling Center of District 2-E2 shall be elected in accordance with the By-Laws or amendments thereto of District 2-E2. The election and the time of same shall be consistent with the Constitution and By-Laws of Lions Clubs

International. All voting delegates to the District Convention from individual Lions Clubs of District 2-E2 may cast ballots for all open positions for ERC Directors in the same manner as for the election of the District Governor.

Section 8.1.2: At the incorporation of the ERC, the Governor of District 2E2 shall appoint three (3) or more members to the Board of Directors of the ERC and these three (3) directors will be authorized to oversee the initial incorporation of the ERC including all undertakings reasonably pertinent thereto and shall serve until and be subject to election at the next District Convention elections.

Section 8.2: Election to Fill Expired Terms. Candidates seeking to fill vacancies on the Board as first seated or resulting from expired terms shall file for election, or re-election as the case may be, as prescribed herein.

Section 8.2.1: Subject to the provisos of Section 2.3, any Lion of District 2-E2 in good standing and having a written endorsement from his/her local Lions Club is eligible to seek election or re-election to the Board of Directors. For a Lion to be placed on the ballot, his/her Club endorsement must be presented to the District Governor no less than thirty (30) days prior to the District Convention.

Section 8.2.2: At the time of District Convention elections, a vacancy on the Board of Directors shall have been noted on the ballot with the names of all eligible candidates who have filed for that position. The candidate on the ballot receiving the most votes is elected to be a Director of the ERC. If there is more than one opening on the Board of Directors, the candidate receiving the next-most votes is duly elected to be Director as well and so on and so forth.

Section 8.2.3: The Board as first seated and elected at the time of District Convention elections can have as many as nine (9) vacancies, with up to three (3) of these for three (3) year terms, up to three of these for two (2) year terms and up to three of these for one (1) year terms. Any vacancies on the Board as first seated shall be filled in accordance with 8.2.2 with the candidate receiving the most votes filling the vacancy with the longest term, the second most votes the remaining vacancy with the longest terms, and so on.

Section 8.3: Election to Fill Unexpired Terms. A candidate seeking to fill a vacated, unexpired position on the Board shall be elected by the Board as prescribed herein.

Section 8.3.1: Subject to the provisos of Section 2.3, any Lion of District 2-E2 in good standing and having a written endorsement from his/her local Lions Club is eligible to seek election to an unexpired term by the Board of Directors.

Section 8.3.2: Candidates shall indicate their desire to become a Director by attending two (2) Board meetings over the course of a three (3) month period.

Section 8.3.3: An endorsement from his/her Club must be presented to the Board President prior to a vote by the Board to elect.

Section 8.3.4: The vote of the Board shall occur on the nominee's third visit and in his/her absence.

Section 9: Terms of Office. A Director elected at the District Convention shall serve for a period of three (3) complete Lions years. A Director may be re-elected to a second three (3) year term. A Director elected by Board action to fill a vacated position shall serve for the balance of the un-expired term. Thereafter, he/she may file for re-election per section per Section 8.2.

Section 9.1: Directors, shall serve no more than two consecutive terms of three (3) complete Lions years.

Section 9.2: After serving two consecutive elected terms, any ex-Director may seek re-election after a one (1) year vacancy from the Board.

Section 10: Removal of Directors. A Board member may be discharged for three unexcused absences from regular Board meetings within a 6 month period.

Section 10.1: Any Director who violates any of the rules or purposes of the Foundation or so conducts himself or herself in or out of the Foundation that his or her continued membership on the Board is deemed by the Board of Directors to be a detriment to the Foundation may be removed from the position by a two-thirds vote of the Board of Directors.

Section 10.2: Any Director being dropped shall be given ten (10) days notice in writing of such pending action and shall be given an opportunity to appear before the Board in person or by attorney on his or her behalf.

Section 10.3: Directors dropped from the Board shall have no right to appeal.

Section 11: Resignations. Resignation from the Board must be in writing and received by the President or Secretary.

ARTICLE V OFFICERS

Section 1: Officer Positions. There shall be five (5) officers of the Board, constituting the Executive Committee, and consisting of a President, First Vice President, Second Vice President, Secretary, and Treasurer. The First Vice President, Second Vice President or Secretary may also be Treasurer, if necessary.

Section 2: Election of Officers. The officers should be elected by the Board at the first Board meeting after the Annual meeting or at the first Board meeting after the resignation of an officer and should be elected prior to the beginning of a new Lions year (July 1)..

Section 3: Length of Office. Officers shall hold their respective offices from July 1 through June 30 of the following year.

Section 4: Officer Duties. The President shall convene and preside over each Board meeting or, in absence, arrange for other members of the Executive Committee as can be present to do so as commissioned in the following order: First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 4.1: The President shall see that the officers fulfill the Board's instructions, and that nothing is done without the Board's authority. The President shall serve for no more than one term but, with one year intervening, s/he may again be elected to the Presidency.

Section 4.2: The First Vice-President, in the absence of the President, shall perform the duties and exercise the powers of the President and shall have such powers and perform such duties as usually pertain to that office or as required by the Board of Directors.

Section 4.3: The Second Vice-President shall fulfill the role of President if the President and the First Vice-President are unable to fulfill their positions.

Section 4.4: The Secretary shall be responsible for keeping records of Board action, including the taking of minutes at all Board meetings; sending out meeting announcements; distributing copies of minutes and the agenda to each Board member at least two (2) days before the next meeting via U.S. mail or e-mail; and assuring that **Foundation** records are maintained. The secretary may sign such instruments as required of the Secretary by the Board of Directors or the Executive Committee, if any.

Section 4.5: The Treasurer shall have the care and custody of all funds and securities of the **Foundation** and deposit same in the name of the **Foundation** in such banking institution or institutions as the Directors may designate. The Treasurer shall make a report at each Board meeting, shall chair the finance committee, assist in the preparations of the budget, and make financial information available to the Board. The Treasurer, and such other persons as the Board may designate, shall be bonded in such amount as the Board of Directors may require; the cost of such bonds to be borne by the **Foundation**. The Treasurer or other officers shall not disburse funds unless previously authorized by the Board of Directors. The Treasurer shall be the Registered Agent of the **Foundation** and shall notify the Secretary of State of such. The Treasurer shall prepare a financial statement for presentation at District Cabinet meetings.

Section 5: Signature Authority. The Board of Directors or Executive Committee shall designate the person or persons who shall sign all checks, drafts, notes, orders for payment of money, and any other instruments as may be approved by the Board. All checks, drafts, notes, and orders for payment of money shall require two signatures. Designated persons shall have the authority to sign checks, drafts, notes, and orders for the business transactions of the Board.

ARTICLE VI COMMITTEES

Section 1: Establishment of Committees. The Board may create committees. The Board President shall appoint and outline the duties and objectives of each committee and shall appoint the Chair of each committee. The Chair of each committee shall appoint such members of the Foundation as s/he desires to be members of the respective committee/s. The President shall serve as ex-officio member of each committee approved by the Board.

Section 2: Term of Office. Each member of a committee shall continue to serve on the committee until the next annual meeting of the ERC or until the committee is terminated.

Section 3: Executive Committee. The officers of the Board of Directors shall serve as the Executive Committee.

Section 3.1: The Executive Committee may exercise all the powers of the Board during intervals between the meetings of the Board except as to such matters as require a vote by the Board.

Section 3.2: The Executive Committee may establish its own procedures provided the procedures are not in conflict with the By-Laws of the **Foundation** and have been approved by the Board.

Section 3.3: Executive Committee members may be designated and authorized to sign checks, drafts, notes, and orders for payment of money. The Board of Directors shall authorize any and all funds prior to disbursement of funds.

ARTICLE VII ANNUAL MEETING

Section 1: Meetings. The regular annual meeting of the Foundation shall be held on the same date and ahead of the Regularly scheduled Board Meeting in June of each Lions year. The Board of Directors shall publish an announcement to the District. Robert's Rules of Order will govern the proceedings of the meeting.

Section 2: Fiscal Year. As noted above, the fiscal year shall extend from July 1 through June 30 of the subsequent year.

Section 3: Voting Delegates. Members of the Foundation that are present at the annual meeting may vote. A majority vote of those present may decide any question that is properly presented to them. No member shall be allowed to vote by proxy.

ARTICLE VIII GOVERNING DOCUMENT OF ENDOWMENT FUNDS

Section 1: Monies or Properties. Received for the designated purpose of establishing and continuing a growing endowment fund shall be maintained in a separate accounting in separate accounts from the general funds of the Lions ERC.

Section 2: Funds. Shall be invested or deposited in such account/s as the Board of Directors considers prudent and as *allowed by the By-Laws of the Foundation*.

Section 3: New Account. A 75% vote of the Board of Directors shall be required to transfer the endowment fund or any portion of the endowment fund to any financial institution to establish a new account.

Section 4: Access of Funds. Access to the endowment funds shall be strictly limited. Only the interest income should be transferred if needed to the general funds. The transfer, or release, of any part of the principal funds shall require a seventy-five (75%) vote of the Board of Directors. No part of the interest or principal shall be issued for purposes other than those of the District 2-E2 Lions Eyeglass Recycling Center Foundation, except as provided in the case of dissolution of the corporation.

ARTICLE IX BOOKS AND RECORDS

Section 1: Required Books and Records. The Foundation shall keep correct and complete books and records of accounts. The Foundation's books and records shall include:

- a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Foundation, including, but not limited to, the Articles of Incorporation and any Articles of Amendment.
- b) A copy of the By-laws and any amended versions or amendments to the By-laws.
- c) Minutes of the proceedings of the Board of Directors and committees having the authority of the Board of Directors.
- d) A list of the names and addresses of the Directors, Officers, and Executive Committee members of the Board of Directors.
- e) A financial statement showing the income and expenses of the Foundation for the three (3) most recent fiscal years.
- f) A financial statement showing the assets, liabilities, and net worth of the Foundation at the end of the three (3) most recent fiscal years.
- g) All rulings, letters, and other documents relating to the Foundation's federal, state, and local tax status.
- h) The Foundation's federal income tax returns and state and local information for each of the Foundation's three (3) most recent tax years.

Section 2: Inspection and Copying. Copies of these records may be examined by any duly elected Director or officer of the 2-E2 ERC upon request. Copies of records shall be paid at the individual's own expense.

Section 3: Audit. The finances of the Foundation shall be audited on an annual basis.

ARTICLE X ADOPTION

Upon the approval and adoption of these By-laws by the members of the Foundation at the Annual Meeting, all previous By-laws are hereby repealed.

ARTICLE XI AMENDMENTS

Section 1: Amended. The By-laws may be altered or amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments or changes to the By-laws must be submitted to the Secretary to be sent with regular Board announcements to each Board member and presented to the Board at the next regular Board meeting. A vote on any By-law changes will occur at the meeting following the presentation of such changes.

Section 2: Repeal. The Board may propose the repeal of any By-laws at any meeting of the Board. A vote on any By-law changes will occur at the meeting following the presentation of such changes.

Section 3: Major Changes. Major changes to the By-laws shall be presented to the members of the Foundation for a vote at the Annual Meeting.

ARTICLE XII COMPLIANCE WITH FEDERAL STATUTES

Notwithstanding any other provision of the By-laws, this organization shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII DISSOLUTION

Section 1: Transfer of assets. In accordance with the Articles of Incorporation and the amendments thereto, in the event the District 2-E2 Lions Eyeglass Recycling Center ceases to exist, all of the assets remaining shall be transferred to District 2-E2. The District 2E2 Cabinet shall select a Lions organization exempt under the Internal Revenue Code 501(c)(3) to receive all assets of the District 2-E2 Lions Eyeglass Recycling Center in accordance with the Internal Revenue Code at the time of such dissolution. Under no circumstances shall any of the Corporation's assets ever be transferred, conveyed, received by, or inure to the benefit of any individual.

Section 2: Transfer of Endowment Fund. In the event of dissolution of the ERC of District 2-E2, Inc., any endowment funds shall be given in whole to District 2-E2 to insure charitable use of these monies and assets, all funds will be turned over to a similar non-profit charitable organization chosen by the District 2E2 Cabinet.

These By-laws were approved for presentation at the Annual Meeting of the Foundation by the Board of Directors of District 2-E2 Lions Eyeglass Recycling Center,

at a meeting on March 20, 2014.

These By-laws were approved at the Annual Meeting of District 2-E2 Lions Eyeglass Recycling Center, on April 12, 2014.