

HAWAII LIONS FOUNDATION, INC.
BY-LAWS
Revisions Adopted 5/4/12

We, the members of the Hawaii Lions Foundation, hereinafter referred to as HLF, in order to maintain the body corporate as a non-profit charitable and tax-exempt subsidiary of District 50 Hawaii, Lions Clubs International; and to uphold and advance those objects and purposes set forth in its Charter of Incorporation of fostering programs for the prevention and treatment of sight and hearing loss and other humanitarian efforts, do adopt and establish these By-laws.

ARTICLE I. – MEMBERS

- A. Membership shall consist of all Lions Clubs members in good standing in District 50 Hawaii.
- B. Any person or legitimate business enterprise may be awarded the title of Honorary Member at the discretion of the Voting Delegates.

ARTICLE II – BOARD OF TRUSTEES AND OFFICERS

- A. The Board of Trustees shall consist of one trustee elected by each Zone, one-third of whom shall be elected annually to serve the term of three (3) years, or until successors are elected. Such elections shall be in accordance with guidelines established by the Board of Trustees and shall be overseen by the Nominating Committee. The District Governor, the First and Second Vice District Governors and the Immediate Past President of the HLF shall be ex-officio members of the Board of Trustees.
 - 1. The elected trustees shall attend their respective Zone Advisory Committee meetings and visit individual clubs as may be necessary to disseminate information relating to the HLF and Lions Clubs International.
 - 2. In the event a member of the Board of Trustees or officers is unable to perform the duties of the office for any cause as determined by a majority of the other trustees, said officer/trustee shall cease to serve in that capacity. If the occurrence is within ninety (90) days of the annual meeting, that position shall remain vacant, but if more than three months remain in the year, the Nominating Committee shall supervise an election for a replacement to serve the remainder of that term. The replacement shall be from the Zone affected.
- B. The officers of the Hawaii Lions Foundation shall be a President, a Vice President, a Secretary, and a Treasurer, all elected by and from among the Trustees, at a special meeting of the Board of Trustees immediately

following the Annual Meeting, to serve for terms of one (1) year beginning July 1 and ending on June 30 next, or until their successors are elected, provided, however, that the Treasurer need not be a Trustee, and if not a Trustee, the Treasurer shall serve without the right to vote. All officer vacancies shall be filled by the Board of Trustees.

1. President. The President shall be the presiding officer and administrator of the Hawaii Lions Foundation and such powers and duties as may be authorized in these By-laws or may be assigned by the Board of Trustees.
2. Vice President. The Vice President shall serve as aide to the President, represent the President upon request, preside in the absence of the President during which he/she shall have all the powers of the office except the power to appoint. The Vice President shall automatically assume the office of the President in the event of a vacancy in the office.
3. Secretary. The Secretary shall record the minutes of all meetings of the HLF and the Board of Trustees, be the keeper of all records and committee reports, and give notice of all meetings, as required by these By-laws, including special meetings called for special purpose. A recording secretary may be appointed.
4. Treasurer. The Treasurer shall be the custodian of the funds of the organization and keeper of all financial records. Separate accounting shall be kept of monies designated for specific purposes and payments made there from kept separated. Payments shall be by check and signed by two officers. The Treasurer need not be a trustee but may be required to be bonded if ordered by the Board of Trustees.
5. Audits. The financial records shall be audited annually. The auditor(s) shall be selected by the Board of Trustees from qualified auditors from outside the organization. The report of the auditor shall be given at the Board of Trustee meeting, not later than ninety (90) days after the annual meeting.
6. All officers are ex-officio members at standing committee meetings with the right to vote, except (1) that if the Treasurer is not a Trustee, he does not have the right to vote and (2) the President shall not vote at Nominating Committee meetings.

C. Nomination & Elections.

1. The nominating committee shall submit nominations for the election of officers for the following year at a meeting of the Board of Trustees immediately prior to the annual meeting of the Hawaii Lions Foundation held during the annual District Convention. The names of the nominees shall be announced at the annual meeting of the District Convention. The election of said officers shall be held by the Board of Trustees and Officers immediately following the annual meeting. Further nominations may be made at that time.
2. At a meeting following the annual meeting of the District Convention, the Board of Trustees shall elect a nominating committee of three (3) of its members to serve throughout the following fiscal year.
3. Under the policies and procedures established by the Board of Trustees, the nominating committee shall make nominations for the election of officers.
4. The nominating committee shall fill any vacancies occurring during the year and invite nominations from clubs affected when a replacement trustee is needed and supervise the election thereof.
5. All elections held at the Board of Trustees meeting shall allow for additional nominations to be made from the floor with voting to be by ballot with a plurality to elect, and in the event of a tie, the result shall be decided by those individuals drawing lots.
6. Term Limits.
 - a. The term of a trustee shall be limited to two (2) consecutive three (3) year terms.
 - b. The term of President shall be limited to two (2) one year terms.

ARTICLE III – MEETINGS

- A. The Hawaii Lions Foundation shall hold a meeting annually as part of the District 50 Hawaii Convention. Notice of the District Convention shall be Notice for the annual meeting of the HLF, and a majority of the registered delegates shall constitute a quorum of delegates and alternates to the District 50 Hawaii Convention.
- B. Additional meeting of the Hawaii Lions Foundation may be called by the President, or any three (3) trustees with written notice mailed at least thirty (30) days prior to such meetings. The notice of any meeting other than the

annual meeting shall be mailed to all clubs in District 50, all trustees, HLF Committee Chairpersons, District Governor and First and Second Vice District Governors.

- C. Meetings of the Board of Trustees shall be held bimonthly or quarterly as may be determined by the Board of Trustees with written notice mailed at least ten (10) days prior to such meetings. A majority of the trustees shall constitute a quorum.

ARTICLE IV – EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES

- A. The Executive Committee of the Board of Trustees shall consist of the President, Vice President, Secretary, Treasurer and the Chairperson of the Hawaii Lions Eye Bank and Makana Foundation. Where the Treasurer is not a trustee, he/she shall serve without the right to vote. The District Legal Advisor and Parliamentarian may be invited to attend meetings as non-voting attendees.
- B. The quorum of its meeting shall be a majority of the members. Meetings shall be at the call of the President and notice of meetings may be given orally, but no less than four (4) days prior to such meetings.
- C. The Executive Committee shall possess only such powers as are specifically delegated to it by the Board of Trustees, except in the event of an emergency, when it may act as necessary and have its action ratified by the Board of Trustees.

ARTICLE V – ACTIVITIES

- A. Hawaii Lions Eye Bank and Makana Foundation (Eye Bank)
 - 1. The Eye Bank is the primary focus and the major activity of HLF. It consists of the Board of Directors of the Eye Bank; a Chairperson, who shall be a trustee with at least two years remaining as a Trustee at the time of appointment, appointed by the President to a two (2) year term; at least one (1) Medical Director; a Representative appointed by the Hawaii Ophthalmological Society; and no less than four (4) appointed members-at-large. The majority of this Board shall be made up of Lion members. The Medical Director(s), the representative of the Hawaii Ophthalmological Society and members-at-large need not be Lion members. The members-at-large need to be appointed by the HLF Executive Committee with the approval by the HLF Board of Trustees.
 - 2. The Board of Directors shall employ an Executive Director who shall, unless excused by the Board of Directors, attend all regular and special meetings of HLF as a non-voting participant. The Executive Director shall be under the auspices of the Eye Bank Chairperson.

- B. Other HLF Activities include vision, hearing, and other humanitarian projects, as set forth in the Charter of Incorporation.

ARTICLE VI – COMMITTEES

A. Standing Committees

- 1. By-laws and Policies. At the annual meeting or soon thereafter as possible, the President shall appoint a Committee Chairperson to review and recommend changes at the next annual meeting. The Chairperson should use the services of the District Legal Advisor and Parliamentarian as needed. Recommended changes shall be submitted to the District 50 Hawaii Constitution, By-laws and Policies Committee Chairperson for distribution to all clubs forty-five (45) days prior to such meetings.
- 2. Communications. A committee of a whole is established with the President serving as chairman. All Trustees are members of this committee.

This committee is to ensure that all Trustees communicate results of HLF meetings back to their respective clubs through interactions at Zone Advisory Meeting and club visitations.

To further emphasize the importance of communications, the President shall be responsible that pertinent HLF information is presented in the Leo Liona newsletter and other means of communications.

- 3. Finance. The Committee shall consist of a Chairperson and one or more members appointed by the President. The duties of this committee are to help the Treasurer prepare the annual budgets and to ensure all financial reports are proper and accurate. All requests for HLF funding must first be submitted to this committee.
- 4. Fundraising. Fundraising committee/subcommittees may be formed for fundraising programs, such as pin donations, mail solicitations, building fund and bequest programs. Notable Lions of District 50 will be recruited to lead this effort.

Every Trustee will be asked to support these fundraising efforts to the best of their abilities. While it is encouraged that Trustees make personal donations to set the proper example to other Lions, making donations is strictly voluntary. At a minimum, support can mean working on fundraising committee or subcommittees to help raise funds for the Foundation.

5. Grants. A committee of one or more shall be appointed by the President with duties to include the solicitation of public and private grants for the purpose outlined in the Objects and Purposes of the Hawaii Lions Foundation and the operation of the Hawaii Lions Eye Bank and Makana Foundation.
6. Grant-in-Aid. A committee with a minimum of three members and no more than five to be appointed by the President to administer a grant-in-aid program. The primary purpose of this program is to provide financial support beyond the means of Lions Clubs of District 50 to better deal with sight and hearing problems within their communities.
7. Human Resources. This committee shall consist of members of the Executive Committee plus other members appointed by the President. The Human Resource committee shall establish goals and processes as follows:
 - a. This committee shall establish the Human Resources (HR) policies for all HLF employees.
 - b. All employees of HLF shall follow the HR policies as amended and approved by the Trustees.
 - c. The employees understand and shall follow the job descriptions, as amended and approved by the Trustees.
 - d. The Eye Bank Executive Director shall be held reasonably accountable to meet the financial and operational benchmarks established in the annual approved budget for the Eye Bank.
 - e. The Eye Bank Executive Director shall ensure that system standards are met or exceeded pertinent to industry and statutory regulations.
 - f. Annual performance evaluations of the Executive Director shall be completed by a personnel subcommittee of the Eye Bank and submitted to the Eye Bank Board of Directors. Likewise, the Executive Director shall complete performance evaluations of the Eye Bank staff and submit such performance evaluations to the HR Committee.
8. Long-Range Planning. A committee of one or more shall be appointed by the President with duties to determine and recommend approval of future goals and direction of the Foundation covering a period of not less than three (3) years.

9. Public Relations. This committee of one or more is appointed by the President and is expanded to include mass media type public relations. The committee will focus on public relations and marketing directed toward the general public, the vision industry and the Lions community. Products, such as public service announcements for TV and radio, and newly printed brochures for distributions to organizations and events will be produced. Promotional products to market specific fundraising events for HLF and the Eye Bank will also be developed.

- B. Other Committees. Other Committees are secondary activity committees of the Foundation in the areas of vision, hearing and other humanitarian needs. The President may appoint as many committees as are needed to ensure the efficient operation of the HLF. All such committees shall act in the name of the Foundation only with the prior approval of the Board of Trustees.

ARTICLE VII – PARLIAMENTARY AUTHORITY

Except as otherwise specifically provided for in these By-laws, or by Special rules of Order adopted for a meeting, the Parliamentary Authority for all meeting shall be Robert’s Rule of Order, Newly Revised.

ARTICLE VIII – AMENDMENTS

These By-laws may be amended only at the annual Meeting held in conjunction with the District 50 Hawaii Convention by a two thirds (2/3) affirmative vote by delegates, and provided that notice of any proposed amendment had been submitted in writing to all clubs in District 50 at least forty five (45) days prior to the Convention at which the amendments are to be voted upon.