

HAWAII LIONS FOUNDATION, INC.

BY-LAWS

From By-laws Adopted 5/3/19 – revisions approved by HLF Board, 12-12-20

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 Board of Trustees.

ARTICLE II – BOARD OF TRUSTEES AND OFFICERS

- A. The Board of Trustees shall be comprised of not less than 11 and not more than 18 Trustees. The Board of Trustees will consist of one trustee elected by each Region, 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. Not more than 6 Trustees-at-Large to be nominated by the HLF Executive Committee and approved by the Board of Trustees, half of whom shall be appointed annually to serve the term of two (2) years, or until successors are nominated by the HLF Executive Committee in accordance with guidelines established by the Board of Trustees.
 - 1. The elected and appointed trustees shall attend their respective Region/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 Region 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.
 - a. The financial records shall be audited at least biannually or as directed by the Board of Trustees. The report of the auditor shall be given at the Board of Trustee meeting not later than 120 days after fiscal year end.
 - b. The Treasurer need not be a trustee but may be required to be bonded if ordered by the Board of Trustees.
 5. Ex-officio Members. 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. Nominations and Elections

1. At a meeting following the annual meeting of the District Convention, the President shall appoint, with the approval of the Board of Trustees, a nominating committee of three (3) of its members to serve throughout the following fiscal year.
2. The nominating committee shall submit nominations for the election of officers for the following year at a meeting of the Board of Trustees at least forty-five (45) days 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 within forty-five (45) days following the annual meeting. Further nominations may be made at that time.
3. 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.
4. 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.
5. Term Limits.
 - a. The term of a trustee, elected or appointed, shall be limited to two (2) consecutive terms, respectively.
 - 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 the Notice for the annual meeting of the HLF, and a majority of the registered delegates in attendance shall constitute a quorum of the annual meeting of the Hawaii Lions Foundation
- B. Meetings of the Hawaii Lions Foundation may be called by the President or any three (3) Trustees by electronic means provided at least seven (7)

days prior to such meetings. The notice of any meeting other than the annual meeting shall be electronically sent to all clubs in District 50, all trustees, HLF Committee Chairpersons, District Governor and First and Second Vice District Governors.

- C. Regular meetings of the Board of Trustees shall be held monthly or as may be determined by the Board of Trustees by electronic means transmitted at least seven (7) days prior to such meetings. Voting via electronic means with a two third (2/3) of the elected and appointed 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 Immediate Past President. 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 as established in Section IV-A above. Meetings shall be at the call of the President and notice of meetings may be given orally and by electronic means, but no less than four (4) days prior to such meetings.
- C. The Executive Committee shall have the authority to transact necessary Board business in periods between Board of Trustees meetings to make urgent decisions as needed and subject to approval at the next scheduled Board of Trustees meeting. Actions taken shall be consistent with prior acts of the Board and not in conflict with powers delegated by the Board and HLF By-Laws. However, The Executive Committee may not approve any expenditures in excess of \$10,000, initiate any loans, investment transactions or sale of real estate or other assets.

ARTICLE V – ACTIVITIES

- A. Hawaii Lions Eye Bank and Makana Foundation DBA Lions Eye Bank of Hawaii (Eye Bank)
 - 1. The Eye Bank is a major activity of HLF. It is governed by an Operations Board of Directors responsible for medical and operational policies. The Operations Board shall be comprised of a Chairperson, who shall be a Trustee with at least two (2) years remaining as a Trustee at the time of appointment, appointed by the President to a two (2) year term with the approval of the Board of Trustees; at least one (1) Medical

Director; 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), and members-at-large need not be Lion members. The members-at-large need to be appointed by the HLF Executive Committee with approval by the HLF Board of Trustees.

The Chairperson of the Eye Bank Operations Board is responsible for supervising employees of the Eye Bank in accordance with HLF Personnel Manual and its financial policies.

2. The Operations Board shall employ a program administrator who shall attend all regular and special meetings of HLF as a non-voting participant. The Eye Bank program administrator 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 the 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 to ensure 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.
- a. All requests for HLF funding must first be submitted to this committee.
 - b. Budget requests should be submitted by the third quarter of the fiscal year in order to finalize the annual fiscal year budget in June for the next fiscal year.
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. A committee of one or more may 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.
 - b. 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 and other humanitarian efforts within their communities. Grant-in-Aid funds will not be carried over to the next fiscal year.
6. Human Resources. This committee shall consist of 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. Annual performance evaluations of the Eye Bank Program Administrator shall be completed and submitted to the HR Committee and the Board of Trustees.
 7. 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.
 8. Public Relations. This committee 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 – INDEMNIFICATION

- A. HLF shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of HLF), by reason of the fact that such person is or was a trustee, director, officer, employee or agent of the HLF, against expenses, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the HLF, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably

believed to be in or not opposed to the best interests of the HLF and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- B. HLF shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the HLF by reason of the fact that such person is or was a trustee, director, officer, employee or agent of the HLF against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the HLF; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such a person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the HLF unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.
- C. To the extent that a person seeking indemnification under Article VII (A) or (B) has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, HLF shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.
- D. HLF shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of that person is proper because such person meets the applicable standards of conduct set forth in Article VII above. Such determination may be made (1) by the majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion to the HLF, or (3) by the court in which such action, suit or proceeding was pending upon application made by the HLF or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the HLF.
- E. The Board of Trustees shall authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Article above,

provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Article.

- F. The indemnification provided by Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any by-law, agreement, vote of disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a trustee, director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.
- G. HLF may purchase and maintain insurance on behalf of any person described in Article VII above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the HLF would have the power to indemnify the person against such liability under this Article.
- H. This Article VII shall be effective with respect to any person who is a trustee, director, officer, employee or agent of the HLF, at any time on or after the effective date of this By-Laws with respect to any action, suit, or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

ARTICLE VIII – 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 IX – 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.

CERTIFICATION OF OFFICERS

The undersigned certify that they are the President and Secretary, respectively, of the Hawaii Lions Foundation, and that the foregoing is a true and correct copy of the By-Laws of the Foundation as amended by all necessary action at the Annual Meeting of the members of the Hawaii Lions Foundation held on _____, at which a quorum of voting delegates were present.

Dated: _____

Signed _____
President

Signed _____
Secretary