

## SYNOPSIS OF CHANGES TO THE HLF BY-LAWS

(Approved by the HLF Trustees on December 12, 2020)

1. **ARTICLE I.-MEMBERS, Section B, line 2:**  
Change allows the title of Honorary Member to be awarded at the discretion of the Board of Trustees. Current By-Laws grant the Voting Delegates the authority to make this award.  
Rationale: Allowing the Board of Trustees to make the award will enable making an award upon recommendation and not only annually.
2. **ARTICLE II.A.2-BOARD OF TRUSTEES AND OFFICERS, Last sentence:**  
Change replacement of a Trustee or Officer who is unable to perform his/her duties with a replacement from the Region affected versus Zone.  
Rationale: A Trustee is elected by each Region.
3. **ARTICLE II.B.4a. – BOARD OF TRUSTEES AND OFFICERS, AUDITS, 1<sup>st</sup> sentence:**  
Change timing of audits to specify “annually” but no longer than biannually and eliminate “but not less than five (5) years.”  
Rationale: Many Grantors or charitable foundations request current or previous years’ annual independent CPA audit. An independent CPA Review and Certification of the organization’s financial statements in lieu of an annual audit will be acceptable and is significantly less than the cost of an independent audit.
4. **ARTICLE II.C.1. -NOMINATIONS AND ELECTONS**  
Change heading to Article II.C.2.  
Rationale: Outlining the responsibilities of the Nominating Committee should follow the appointment of the Committee.  
Change line 3: Delete wording, “immediately” prior to the Annual HLF Meeting.....and replace with “at least forty-five (45) days prior to the Annual HLF Meeting. Also replace “immediately” before “following the annual meeting” in line 8, and change to “within forty-five (45) days” following the annual meeting.  
Rationale: Provides specificity and flexibility.
5. **ARTICLE II.C.2. – NOMINATIONS AND ELECTIONS:**  
Change heading of Article II.C.2. to Article II.C.1.. Further, change made to grant the President of the HLF the authority to make appointments subject to approval by the Board of Trustees, vs. the Trustees making the appointments without the President’s recommendations.  
Rationale: Changing the heading and order to address the appointment of the Nominating Committee first is logical followed by its responsibilities. Allowing the President to make Committee appointments is consistent with business practices.
6. **ARTICLE II.C.3.**  
Eliminate this paragraph to make nominations.  
Rationale: This paragraph is repetitive with newly labeled ARTICLE II.C.2.

**7. ARTICLE III.B. – MEETING, LINES 3 AND 4:**

**Change:** Replace (1) thirty (30) days with seven (7) days and (2) change “mailed” to “provided” in line 3, and (3) replace mailed with “electronically sent,” in line 4.

**Rationale:** Allows for shorter period to announce additional meetings and by electronic mail due to current communication protocols and processes.

**8. ARTICLE III.C., LINES 1-5:**

**Strike out** “bi-monthly” or “quarterly” from reference to “meetings” and insert “monthly” for regular meetings; **strike out** “written notice” and replace with “electronic mail;” change “ten days” to seven (7) days; replace “mailed” with “transmitted;” and replace “constituting with “shall constitute.”

**Rationale:** Allows flexibility in scheduling regular meetings and prompt communication using electronic means.

**9. ARTICLE IV.A., EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS, LINE 2:**

**Change:** add Immediate Past President as a member of the Executive Committee

**Rationale:** The Immediate Past President adds experience and value in the Executive Committee discussions.

**10. ARTICLE IV.B. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS, LINES 2-3:**

**Change:** Insert, “and by electronic mail” for calling meetings by the President.

**Rationale:** Oral notice may not be possible if individuals not available to receive and acknowledge messages. Transparency is ensured with an email paper trail.

**11. ARTICLE IV.C. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS, LINES 1-4:**

**Change:** Delete all words following, “ The Executive Committee shall...” and replace with, “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.”

**Rationale:** There are day-to-day HLF activities which require the Executive Committee to decide and act in the best interest with HLF fiduciary tasks. This clarification allows emergency action and immediate attention to non-routine matters, subject to the Board of Trustees’ approval. The scope of authority is also defined.

**12. ARTICLE V.A. “Hawaii Lions Eye Bank and Makana Foundation (Eye Bank)**

**Add:** “DBA Lions Eye Bank of Hawaii,” after “Foundation”

**Rationale:** The change will be consistent with the new logo and marketing materials.

**13. ARTICLE V.A.1, beginning line 1...**

**Change:** insert word, “operations” before “Board” and add “responsible for medical and operational policies.” Also added provision that appointment of the Chair of the Eye Bank Operations Board is subject to approval by the Board of Trustees. Further, eliminated requirement that the Operations Board must include a “Representative appointed by the Hawaii Ophthalmological Society” because there has been no response by the Organization to multiple requests. Lastly, a last sentence was added to this section defining the responsibility of the Eye Bank Chairperson is to “supervise the employees of the Lions Eye Bank of Hawaii in accordance with HLF Personnel and Finance Policies Manuals.

**Rationale:** The HLF Board of Trustees is the primary governing board of the Eye Bank which is an activity of HLF so the change is intended to define the responsibilities and scope of the Eye Bank Operations Board. Trustees’ approval of the Chair is consistent with current practice of other appointments by the President. Supervision of the employees is prudent and the Chairperson will enforce HR and financial policies developed by the Human Resources and Finance Committees.

**14. ARTICLE V.A.2 – ACTIVITIES, LINE 1:**

**Change:** replace title of “Eye Bank Executive Director” to “program administrator.”

**Rationale:** This allows for flexibility in hiring an administrator without requiring an Executive at a higher level of compensation. However, the change does not preclude having an Executive when a person has the necessary qualifications.

**15. ARTICLE VI.A.3b. – FINANCE, SUB PARAGRAPH “b.”**

**Change:** added new subparagraph: 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.

**Rationale:** Adding deadline to submission of budget requests assures sufficient time for consideration.

**16. ARTICLE VI.A.5.b. GRANTS, LINES 6-7:**

**Change:** Insert “other humanitarian efforts” in addition to sight and hearing. Also added new last sentence: Grant-in-Aid funds will not be carried over to the next fiscal year.

**Rationale:** Expanding other humanitarian efforts is consistent with LCI mission and not carrying funds to the next fiscal year preserves the integrity of the fiscal year budget.

**17. ARTICLE VII – A-H – INDEMNIFICATION**

**New Article and Sections added with language from District 50 Legal Advisor.**

**Rationale:** Indemnification provisions essentially provide protection against liability to HLF trustee, director, officer, employee or agent if those individuals acted in good faith and in the best interests of HLF.