

WESTERN NORTH CAROLINA LIONS, INC.

By-Laws

ARTICLE I

Section 1: The Corporate name as provided by the charter shall be Western North Carolina Lions, Incorporated.

ARTICLE II

Section 1: Western North Carolina Lions, Inc. (W. N. C. Lions) is a private, non-profit organization which is made up exclusively of members of Lions Clubs from within Lions International District 31-L. The major projects of W. N. C. Lions are the operation of the Marjorie McCune Memorial Center and the operation of an Eye Screening Program. The objects of the Corporation shall be as provided in Article III of the charter.

ARTICLE III

Section 1: Number and Authority: A Board of Directors shall be composed of *three* Members-at-Large from each zone of District 31-L of Lions International; the elective officers and immediate Past President. The District Governor, First Vice District Governor and Second Vice District Governor of District 31-L Lions International, the District Chairperson for the McCune Center, the WNC Lions Chairperson for the Vision Screening Committee, and the WNC Lions Chairperson for the McCune Center Volunteers Committee shall serve as ex-officio members of the Board with voting rights.

Employees and residents of the McCune Center are ineligible to serve on the Board of Directors.

Section 1A: Board Authority: a. The corporate powers of W.N.C. Lions shall be vested in the Board of Directors. It shall have complete control of the management of W.N.C. Lions, its properties and finance, and shall exercise general control and supervision over all officers and assigned committees.

b. The Board of Directors shall employ an Administrator for the McCune Community and shall fix the term of employment, compensation, duties and other matters pertaining to this position. All McCune Community personnel work under the supervision of the Administrator. The Administrator reports directly to the President of W.N.C. Lions

c. No member of the Board of Directors or elected officer shall be entitled to receive any salary from W.N.C. Lions.

d. The Board of Directors shall approve a line item balanced budget annually, depicting anticipated receipts and expenditures.

e. The Board of Directors shall provide for a bi-annual audit of the books and financial accounts of W.N.C. Lions by a Certified Public Accountant, retaining such Accountant for consulting purposes in maintaining an up-to-date set of financial records. A copy of the auditor's report shall be furnished to each member of the Board of Directors.

Section 2: Qualifications: No person shall be elected, nor shall be competent to serve as a Director of the Corporation unless he/she is a member in good standing with a Lions Club in District 31-L.

Section 3: Election - Board Members at Large: The Board Members at Large shall be elected by the general membership of the zone in attendance at the last official zone meeting of the fiscal year. One half of the Membership-at-Large shall be elected annually and shall take office at first official meeting of the Corporation in July. Elected members shall hold office for two years from that time, with the exception that the first election held after the adoption of these By-Laws, one half of the Membership-at-Large Directors shall be elected for two years and the other half shall be elected for one year period. The zone chairperson shall certify the name (or names), **address, email address, and phone number** of the duly elected member or members to the District Governor for his/her approval and transmittal to the President of the Corporation. If the President has not received the names of the duly elected member or Members-at-Large from each zone by July 1, (**Exception: August 1, 2015**) these positions shall be considered vacant.

Section 4: Vacancies: Any vacancy occurring on the Board of Directors shall be filled for the unexpired term by the Board of Directors.

Section 4-A: Attendance: The name of any active member who shall absent him/herself from two consecutive regular meetings of the Board without notification being given to the President or the Secretary, shall be submitted to the Board meeting next following the second such absence, and the Board of Directors shall direct the Secretary to inquire as to the reasons for the absences. If the absences are other than excused that member shall be dropped, and another member appointed from the same zone.

Section 5: Meetings: A. Special meetings of the Board of Directors may be held at any time upon request by the President, *or a minimum of 5 (five) members of the Board of Directors. While it is preferable to hold regular meetings monthly,* there shall be, at least, a regular quarterly meeting of the Board with the date set by the President. The Secretary shall, 5 (five) days prior to the meeting, notify each Member of the Board of all regular or special meetings, giving time, place, and purpose of the meeting.

B. *While rare, Emergency meetings of the Board of Directors, may be held by the President, or a minimum of 5 (five) members of the Board of Directors with a 48 (forty eight) hour notice. The Secretary shall notify each member giving time, place, and purpose of the meeting.*

C. *ALTERNATIVE MEETING FORMATS: Regular and/or special meetings of the W.N.C. Lions, Board of Directors, Executive Committee and all other W.N.C. Lions, committee meetings may be held through the use of alternative meeting formats, such as teleconference and/or web/virtual conference.*

ARTICLE IV

General Officers and Mode of Election

Section 1: General Officers: The general officers shall be a President, first, second and third Vice Presidents, Secretary, Assistant Secretary, and Treasurer, and Assistant Treasurer. They

shall be elected by the Board of Directors at the Board's regular meeting in May. Officers must be members of Lions Clubs in District 31-L and may be chosen from the membership at large, without respect to zones. Officers must have served for two years on the Board of Directors or be on the current Board when nominated.

Section 2: The President of the Board shall appoint a nominating committee consisting of a minimum of three Board Members at the March meeting of the Board of Directors. The Chairman of the nominating committee shall make his/her report at the April meeting of the fiscal year. The President will ask for nominations from the floor at the May meeting. If more than one Lion is nominated for a given office, Members of the Board shall vote by secret ballot. If only one candidate is nominated for any given office, a voice vote or show of hands will suffice. All officers shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and duly installed. The President and Vice Presidents shall serve no more than two consecutive terms in any one office. The Secretary and/or the Treasurer may serve successive terms for as long as duly elected by the Board. This procedure for nominations and elections shall be followed in accordance with the schedule of meetings provided for during that fiscal year.

ARTICLE V

Duties of General Officers

Section 1: President: The President, when present, shall preside at all meetings of the board and shall, when duly authorized, sign all contracts, orders, deeds, liens, licenses, and other instruments of a special nature. At each meeting of the Board, the President shall submit a report of the Corporation's current affairs, and at the last meeting of the fiscal year, shall submit a report summarizing the full year's activities. The President shall be an Ex-officio member of all standing committees and have such usual powers of supervision and management as may pertain to the office of the President and perform such duties as may be required by the Board of Directors. The President shall have the general supervision and direction of the officers of the Corporation and shall see that their duties are properly performed.

Section 2: Vice Presidents: The Vice Presidents shall succeed or substitute for the President in case of absence or vacancy according to their order of office. They shall, under the direction of the President, oversee the functioning of committees as assigned by the President. They shall familiarize themselves with the affairs of the Corporation and under the direction of the President assist in promoting and carrying out the objectives of the Corporation.

Section 3: Secretary: The Secretary shall keep full records of all meetings of the Board of Directors; and shall have all such minutes read at the proper subsequent meetings, and when approved, signed by him/herself and the President. All minutes shall be prepared and mailed or sent by electronic means to all Board members prior to the next Board of Directors meeting, along with a notice for the meeting. He/she shall issue all calls for meetings, and notify all officers and directors of their election and affix his/her signature upon such instruments as required by the Board.

He/she shall make such reports and statements as are required by the law. He/she shall attend

to such correspondence and to such other duties as may be incidental to his/her office or assigned to the Secretary by the Board. In the absence of the Secretary, The Assistant Secretary shall perform all duties of the Secretary.

Section 4: Treasurer: The Treasurer shall have the custody of, and be responsible for all money and securities of the Corporation; shall keep the regular book of accounts, showing the transaction of the Corporation, its accounts, liabilities, and financial condition, and shall see that all the expenditures are duly authorized. These accounts and records shall be audited yearly by a certified public accountant. His/her books and accounts shall be open at all times to the inspection of any Director of the Corporation. He/she shall, together with the President, have the supervision of the finances of the Corporation.

In the absence of the Treasurer, the Assistant Treasurer shall perform his/her duties. In the absence of the Treasurer and the Assistant Treasurer, the President shall perform or assign all his/her duties. All officers handling funds shall be bonded, the appropriate amount being determined by the Board.

He/she shall make a full report of the financial condition of the Corporation at each regular meeting of the Board as shall be required by the Board of Directors, or law of the state.

Section 5: General Financial Operation: The President and Treasurer shall sign or countersign or endorse for collection, as may be necessary, all checks, bills, notes, and other negotiable instruments pertaining to the ordinary course of the Corporation business. The Board of Directors may authorize other Board members or the Administrator of the Marjorie McCune Center for the Handicapped to sign and countersign or endorse for collection, as may be necessary, all checks, bills, notes, and other negotiable instruments as pertains to the ordinary course of the Corporation business.

Section 6: Executive Committee: The elected officers of the Corporation *and District 31-L District Governor* shall comprise the Executive Committee and this Committee is here by authorized to spend up to \$1,000.00 for the extraordinary expenses, outside the scope of ordinary expenses, in the Executive Committee's discretion. The executive Committee shall be further empowered to spend up to \$3,000.00 of corporate funds in the event of an emergency. The Executive Committee is expected to use its best judgment in defining what an emergency is. *Any action taken by the Executive Committee shall be reported to the Board by the President at the next regularly scheduled meeting of the Board, and shall be reported by the Secretary in the permanent records of W.N.C. Lions.*

Limits of Authority: No additional Authority is implied. All other actions are to be approved by the Board of Directors.

Section 7: Committees: A. The President of the Corporation shall appoint such standing and special committees as he/she deems necessary in carrying out the objectives of the Corporation.

B. Notice: All committees, including the Executive Committee (except as noted in Section 6), perform a valuable service for W.N.C. Lions, but they are to do research, perform fact finding etc. and present all proposals back to the Board of Directors for action.

Section 8: Order of Business: The regular order of business at the meeting of the Board of

Directors shall be as follows:

1. Reading of minutes and disposal of any unapproved minutes.
2. Report of officers.
3. Committee reports.
4. Unfinished business.
5. New Business.
6. Adjournment.

ARTICLE VI

Amendments

Section 1: Amendments: The By-Laws may be amended, repealed, or altered in whole or in part by a three-fourths majority of the Board of Directors present, subject to the approval of the general membership of the organization at a district convention or regular annual meeting of that organization of the Multiple District 31 of Lions International.

ARTICLE VII

Fiscal Year: The fiscal year of this Corporation shall be from July 1 through June 30.

-Approved By WNC Lions, Inc. Board of Directors: May 14, 2015

-Approved By District 31-L Convention Delegates: July 11, 2015

-Proposed Amendment 9-13-'18 by Board of Directors and Approved by District 31-L Convention Delegates on November 17, 2018.

-Proposed Amendments 8-11-'22 by Board of Directors and Approved by District 31-L Convention Delegates on November 19, 2022.