

**TEXAS LIONS EYEGLOSS RECYCLING CENTER
FOUNDATION**

BY-LAWS

Revised and Board Approved April 19, 2022

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**BY-LAWS OF THE
TEXAS LIONS EYEGLASS RECYCLING CENTER FOUNDATION**

ARTICLE I. BUSINESS OF THE FOUNDATION

Section 1.1 Name The name of the Foundation is and shall be:

Texas Lions Eyeglass Recycling Center Foundation

Acronym The Foundation may also be known as TLERC

Section 1.2 Scope of Business

The Foundation may, in any furtherance of the purpose and objects thereof, engage in any and all business authorized by its Certificate of Formation.

Section 1.3 Principal Office

The principal office of the Foundation shall be 2550 Flynt, Midland, Midland County, Texas. The principal office may be moved from time to time as approved by the Board of Directors. However, the principal office must always remain in Multiple District 2 (Texas), as defined by Lions International.

Section 1.4 Offices – In Addition to the Principal Office

The Board of Directors may designate places in addition to the principal office in the form of a Satellite Office in Texas.:

Section 1.5 Management and Control

The business and property of the Foundation shall be managed and controlled by the officers of the Board of Directors 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.

Section 1.6 Registered Office

The registered office shall be the same as the principal office of the Foundation.

Section 1.7 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 Secretary of State of Texas, as required from time to time.

Section 1.8 Rules of Parliamentary Order of Procedure

Where not otherwise expressly provided by the By-Laws, the Certificate of Formation, or Texas Law, the business of the Foundation conducted at its members meeting or Board of Directors Meeting 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.

ARTICLE II. **MEMBERS AND MEETINGS THEREOF**

Section 2.1 Qualifications of Members

The Members of the Foundation shall be the members of Multiple District 2 of the Lions Clubs International and who shall be represented by the Members of the Board of Directors.

Section 2.2 Special Membership

The Board may from time to time recognize with Special Membership those persons who possess or show their interest either by action or contribution for the Foundation's purposes. Such a person can be designated as an Emeritus Member.

Section 2.3 Membership Year

The fiscal year shall begin annually on July One (1) and end on June Thirty (30) of each year.

Section 2.4 Number of Meetings

There shall be one annual meeting held at the principal offices on the 3rd Saturday of August or September of each year. There shall be such other meetings as may be determined by the Board of Directors or by six (6) Board Members, pursuant to Sections 4.3, 4.4, and/or 4.6. At such meetings, the members' representatives shall transact such business as may be properly brought before the meeting. Notice of such meeting shall be given to the members' representatives at least (1) one week prior to such meeting by written notice. Notice may be given by mail, e-mail, fax, telegram, web-site, or MD-2 newsletters.

Section 2.5 Voting

At any properly called meeting of *the Board* of Directors, each duly appointed Director in addition to the Administrative Manager, Chairman of the Board, Secretary, Treasurer and the MD2 Council of Governors Representative (appointed pursuant to Section 3.3) and any Emeritus member shall be entitled to cast one vote on each matter submitted to a vote at the meeting. As long as a quorum is established, all matters submitted shall be determined by a majority vote of those present and voting, except as provided in Section 10.1.

ARTICLE III. **OFFICERS**

Section 3.1 Operations Officers

The Administrative Manager will have authority to make all decisions concerning the operations and make expenditures up to \$1,000 in the normal course of operations. Larger amounts can be referred to the Board for approval. Purchases of equipment to be paid for by a club are not included in this restriction since the club is responsible for the funding of the purchase. The Board of Directors may hire and fire employees, within the budgeted amounts. Admin Manager and Warehouse manager will refer to the Standard Operating Procedure (SOP) manual for guidelines of responsibilities and duties.

Section 3.2 Officers

The Officers of the Foundation shall be the Chairman of the Board, Vice-Chairman, Secretary and Treasurer The Officers severally shall have the qualifications and perform the duties prescribed by these By-Laws, and shall also perform other duties as may be assigned to them by the Board of Directors.

a) The Chairman and Vice-Chairman shall be selected by the District Directors from those appointed District Directors currently serving. A nominating committee will be appointed at the second board meeting held at the second council of governors meeting. The slate of officers for the next year will be presented at the third board meeting and other nominations may then also be accepted. The board Chairman and Vice Chairman will be elected at that meeting.

b) The Secretary and Treasurer shall be chosen by the District Directors. They shall serve at the discretion of the District Directors. These officers shall be on the Board of Directors.

Section 3.3 MD2 Council of Governors Representative

The current MD2 Council of Governors shall be entitled to select one District Governor from their Council to sit on this Board as a liaison between TLERC and MD2's Council of

Governors. Such Representative (or his/her replacement, if one becomes necessary) will only serve during that Council's term of office. The next Council may then appoint a Representative from their Council under the same rules.

- a) Such Representative will be a voting member of the Board of Directors. Such vote will count in determining a majority on a motion before the Board;
- b) Such Representative will not be counted for or against the number needed to have a quorum present.

Section 3.4 The Board Chairman

The Chairman shall:

- a) Preside at all meetings of the Foundation, its members, ~~and~~ the Board of Directors;
- b.) Conduct all negotiations on behalf of the Foundation, except those specifically given to the Secretary, and shall make every effort to further the purposes of the Foundation;
- c.) Exercise general supervision and control over all of the business and affairs of the Foundation and of the other officers of the Foundation;
- d.) Sign all written contracts of the Foundation, except where the signing and execution thereof shall be expressly delegated by resolution of the Board of Directors to some other officer or agent of the Foundation.
- e.) Appoint chairmen for permanent or ad hoc committees created by the Board pursuant to Section 4.13(c) Such as an annual Internal Audit

Section 3.5 Vice-Chairman:

The Vice-Chairman shall

- a) Perform the duties of the Chairman in his/her absence;
- b) Other duties as he/she may be assigned by the Chairman or the Board of Directors.

Section 3.6 Secretary

The Secretary shall:

- a.) Keep the minutes of all meetings of the Foundation and of the Board of Directors; And shall be maintained in Principal Office in a perennate location accessible to the members upon request.

- b.) Send out all notices, preserve all records and have charge of the necessary printing and publications ordered by the Foundation;
- c.) Maintain care and control of the seal of the Foundation;
- d) Affix the seal of the Foundation on all legal documents duly authorized to be executed by the Board of Directors.

Section 3.7 Treasurer

The Treasurer shall:

- a) Have custody of all monies and securities of the Foundation;
- b) Shall keep books of the accounts for the Foundation; and shall provide a monthly financial report to the board of directors.
- c) Shall share responsibility for payment of expenses and payroll.
- d) Shall ensure all records necessary to for the filing of all tax obligations are given to the accountant or CPA in a timely manner necessary to be file no later than November 15th..
- e) Shall submit such books together with all vouchers, credit card receipts, records and other papers to the members at the annual meeting thereof and to the Directors and Officers of the Foundation for their examination as often as they may require.
- f) Shall deposit funds of the Foundation in the name of the Foundation in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Directors; The funds may be deposited by the Administrative Manager as necessary.
- g) Shall perform all other duties as are incidental to such office and shall perform all other duties delegated or assigned by the Chairman or the Board of Directors.
- h) Shall be a member of the Budget and Finance Committee and assist with the internal audit during our annual meeting.

Section 3.8 Term of Office

a)The Chairman and Vice- Chairman shall hold office for one (1) year and until their successor shall have been duly elected, or until the death of the officer, or until the officer shall resign, retire or shall have been removed in the manner herein provided. The term of office shall begin July 1 and run through June 30 A Director may hold the office of

Chairman or Vice- Chairman at the discretion of the board.

b) The Secretary and Treasurer shall have no term limits but shall serve at the discretion of the current Board of Directors. Or at such time as they so choose to leave the Board of Directors.

Section 3.9 Delegation

In case of absence of any officer of the Foundation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer, or to any director, for the time being.

Section 3.10 Vacancies

In the event of a vacancy occurring in any of the four officers, the District Directors shall appoint a person to fill the office for the remainder of the term (if applicable), with such Officer taking their office immediately.

Section 3.11 Unfilled Offices

In its discretion, the Board of Directors, by vote of a majority thereof, may leave any office unfilled for any such period as it may determine.

Section 3.12 Compensation

No officer shall receive any compensation, unless granted by the Board of Directors for specified services. He/she shall, however with the approval of the Board of Directors shall be compensated for travel, room, and/or meals to attend special meetings of the Board or to attend meetings or conferences on behalf of TLERC.

ARTICLE IV. **THE BOARD OF DIRECTORS AND MEETINGS THEREOF**

Section 4.1 Appointment and Qualifications of Directors

In addition to the Officers, MD2 Council of Governors Representative [pursuant to Sections 3.1 and 3.2 (b) and 3.3], and the Emeritus Member, the Board of Directors of the Foundation shall be composed of active Lions in good standing from a club within each District in Texas. The number of such additional Directors shall currently be sixteen (16), consisting of one (1) Director from each of the sixteen Sub- Districts of MD-2.

- a) District Directors shall be appointed by the District Governor of the Sub-District, who will be serving on the date the new Director's term is effective.
- b) At the expiration of each of the Directors terms, the current Director may be re-appointed or another person may be selected as successor Director to serve a four (4) year term.
- c) The Sub-District Board terms will expire on rotating 4-year basis as follows:

- i) June 30 2023 for Sub-Districts T1, E1, E2, S2
 - ii) June 30, 2024 for Sub-Districts T2, X1, A2, S5
 - iii) June 30 2025 for Sub-Districts T3, X2, A3, S4
 - iv) June 30, 2022/26 for Sub-Districts X3, A1, S1, S3
- d) All District Directors' terms will be for four (4) year terms of office. Directors may be consecutively appointed to such positions as of July 1, of each new term. No District Director, however, may serve more than two four-year terms. Partial terms do not count against this limit.
- e) To be a Director of the Foundation, a Lion in good standing of Multiple District 2, must have worked effectively in some meaningful capacity with TLERC or have attended a day of training at TLERC in Midland, or agree to attend the one-day training within the first three months after the appointment to the Board.
- f) If no Director is appointed and/or qualified to serve, the Board of the Foundation may select a Director from that District with the approval of the District Governor.
- g) A Governor may not appoint himself/herself as a Director. Should a member move from the District that he/she represents, resigns for any reason or be unable to fulfill his/her term, the appointment of that member shall immediately lapse and the current District Governor shall appoint a new member from his/her District to complete the unexpired term of that member unable to complete his/her term of office.
- h) Any new Sub-Districts created within Texas will be represented by a Director and assigned a class rotation by the Foundation.
- i) Any reference to 16 Districts, Sub-Districts, or Directors will be assumed to be automatically adjusted up or down for any Sub-Districts created or abolished by MD2 or Lions International in the future.
- j) Should the Administrative Manager or Warehouse Manager be-hired from one of the appointed District Directors, such District shall be entitled to a new appointment by the then serving District Governor of that District to serve the remainder of the term.

Section 4.2 Duties

The business and affairs of the Foundation shall be managed by the Board of Directors. It is the responsibility of the Directors:

- a) To attend all Board Meetings of the Board of Directors (attendance at which can be accomplished by video or telephone conferencing);
- b) To report the actions and activities of the Foundation to their respective Districts;
- c) To solicit contributions from individual Lions, Lions Clubs, Corporations, Foundations, and Trusts within their respective District to further the goals and programs of the Foundation;
- d) To inform, educate and promote the establishment and continuance of TLERC programs within their own District;
- e) To serve on any such Board committees to which they may be appointed.
- f) Newly appointed Directors shall attend a one-day training session within the first three months of appointment at our principal office.

Any member of the Board of Directors, who shall absent himself/herself from two (2) regular meetings without excuse acceptable to the Board of Directors, may be dismissed from the Board by a majority vote of the other members and notice thereof shall be given in writing to such member and the District Governor of his/her District.

Section 4.3 Regular Meetings

An annual meeting of the Directors for the transaction of general business shall be held as called by the Chairman pursuant to section 2.4. Regular meetings may also be held at such times and places as the Chairman or Board may, from time to time, determine pursuant to sections 2.4, 4.4, and 4.6. Other than the annual meeting, a meeting may be held by video (ie zoom) conferencing or conference call.

Section 4.4 Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chairman, -by written request of any six (6) Directors of the Board, signed by such Directors specifying the purpose or purposes of the meeting. Upon such request at least seven (7) days' notice in writing, shall be given to each Director as provided herein for notices, stating the time, place and purpose of the proposed meeting.

Section 4.5 Quorum

A quorum shall consist of half plus one of the appointed District Directors with the exception that the MD2 Council of Governors Representative and the Emeritus position will not be counted for or against the number needed for a quorum. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there may adjourn the meeting from time to time until a quorum is present. Notice of such adjournment shall be given to any Directors who were not present, and unless announced at the meeting, to the other Directors. Once a quorum is determined to be present at a meeting of the Board of Directors, subsequent withdrawal of any Directors shall not extinguish the quorum.

Attendance by phone or video conferencing will be counted in determining if a quorum is present.

Section 4.6 Place

Other than the annual meeting, which must be held at TLERC's principal offices, meetings of the Directors may be held at such places in Texas (MD2) as may from time to time be designated by the Chairman, or any six (6) Directors who request a Special Meeting, pursuant to Section 4.4.

Section 4.7 Manner of Acting

All questions coming before the Board of Directors shall be decided by a majority of the members of the Board of Directors present when a quorum is determined to be present. The Directors shall act only as a Board, and the individual Directors, as such, shall have no power or authority to participate in the management of the Foundation, except as required by the Chairman.

Section 4.8 Record of Vote

It shall be the right of each Director to require the vote taken and entered upon the minutes of the meeting to record the affirmative or negative vote or abstention of each Director with reference to any action by the Board of Directors.

Section 4.9 Presumption of Assent

A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless their dissent thereof shall be entered in the minutes of the meeting or unless such Director shall file a written dissent with the Secretary of the Foundation before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Foundation within 5 business days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.10 Organization

The Chairman, or in absence thereof, the Vice- Chairman, shall preside at all meetings of the Board. In the absence of the Chairman and Vice- Chairman, the Secretary shall preside or appoint one of the Directors to preside. The order of business and all other matters affecting the manner in which the meeting shall be conducted shall be fixed from time to time by resolutions recorded in the minutes of the meetings of the Directors.

Section 4.11 Records

Minutes of all meetings of the Directors shall be preserved as a part of the permanent records of the Foundation, and the Secretary of the Foundation shall have custody thereof and shall disburse the minutes of the meeting to all Directors as soon as possible after the meeting.

A copy of the minutes shall be kept at the principal office.

Section 4.12 Certain Powers

Without limitation of the general powers conferred by law and the other powers and authorities conferred by these By-Laws, the Board shall have the following powers of authority:

- (a) To lease, purchase or otherwise acquire in any lawful manner for and in the name of the Foundation any and all real estate and other property, rights or privileges whatsoever deemed necessary or convenient for the execution of its business and which the Foundation is authorized to acquire, at such prices or consideration and generally on such terms and conditions as they may deem fit, and at their discretion to pay, therefore, either wholly or partly in money, stocks, bonds, debentures or other securities of the Foundation.
- (b) To appoint and at their discretion remove or suspend such employees, agents or servants, not otherwise elected or appointed, permanently or temporarily or for any fixed time, as they deem fit and to prescribe their duties and determine their salaries, emoluments and/or benefits and to require security in such instances and in such amounts as they see fit.
- (c) To establish committees of the Board of Directors and to delegate any powers of the Board in the course of the current business of the Foundation to any such committee or to any officer or agent and to appoint any persons to be the agents of the Foundation, with such powers (including the power to sub-delegate) and upon such terms as they see fit.

Section 4.13 Making Contracts

No deed, instrument or contract of any description purporting to be made on behalf of the Foundation shall be valid unless authorized by the Board of Directors, The Board of Directors may authorize any officer or officers or agent or agents, to enter into contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to particular matters, transactions or subjects.

ARTICLE V. **NOTICES**

Section 5.1 Form and Delivery

Notice to the Directors and Members shall be in writing and may be delivered personally, by mail, telegram, e-mail, fax or other electronic means. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a postage paid sealed envelope, and addressed to the Director or Member's Representative at their address appearing on the records of the Foundation.

Section 5.2 Waiver

Whenever a notice is required to be given by any statute, the Certificates of Formation and any amendments thereto or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice, in addition, any member attending a meeting of Members without protesting prior to or at the commencement such lack of notice shall be conclusively deemed to have waived notice of such meeting.

Section 5.3 Special Meetings

Notices of all special meetings of Members shall state the purposes for which meetings were called. Business at special meetings will be limited to such stated purpose.

ARTICLE VI. **OTHER EMPLOYEES**

Section 6.1 Number and Duties

The Foundation may employ or otherwise procure the services of all persons necessary to carry on the business of the Foundation upon such terms and conditions and at such times and places, with such duties and responsibilities, and for such compensation as may be prescribed by the Board of Directors or as may be in keeping with the procedures and policies adopted by the Board of Directors from time to time.

Section 6.2 Contracts of Employment

All contract of employment for services to be rendered to the Foundation shall be in writing. All written contracts of employment shall be in the form prescribed therefore by the Board of Directors and executed by the Officers of the Foundation to whom the authority to execute the contracts has been delegated by the Board of Directors.

Section 6.3 Administrative Manager

The Administrative Manager shall be responsible for the daily operations of the Foundation as outlined in the Standard Operations Procedures manual as made a part of this agreement by reference herein.

Warehouse Manager

Warehouse Manager shall oversee all shipping and receiving of glasses, maintain equipment and coordinate duties with the Administrative Manager as per the Standard Operations Procedures manual as made a part of this agreement by reference herein.

Section 6.4 Removal

Any employee or other person whose services are obtained by the Foundation may be removed at any time by the Board of Directors, or by any committee upon which such power of removal is conferred by the By- Laws or by resolution of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. CORPORATE SEAL

Section 7.1 Design

The Board of Directors shall prescribe a seal for the Foundation which shall be the Star of Texas and shall have inscribed thereon: Texas Lions Eyeglass Recycling Center Foundation

The seal may be changed from time to time by the Board of Directors.

Section 7.2 Custody

The seal of the Foundation shall be in the custody of the Secretary of the Foundation. If and when so directed by the Board of Directors, a duplicate of the corporate seal may be kept in the-principle office.

Section 7.3 Use

The Corporate Seal, or a printed facsimile thereof, shall be affixed to all instruments, certificates, reports and other documents made and executed for and on behalf of the Foundation when required by Law, or by custom or usage, to be so affixed. In all such cases, the Corporate Seal shall be affixed by the Secretary who shall attest the affixing of the same by his/her signature.

ARTICLE VIII. ANNUAL STATEMENTS AND RECORDS

Section 8.1 Fiscal Year

The fiscal year of the Foundation shall be July 1 to June 30.

Section 8.2 Annual Report

The Board of Directors shall present at each annual meeting of the members a full and clear statement of the business, condition and affairs of the Foundation.

Section 8.3 Inspection of Books

The Board of Directors shall determine from time to time whether, and if allowed, when and under what conditions and regulations the accounts and books of the Foundation (except such as may, by statute of the State of Texas be specifically open to inspection) or any of them shall be open to inspection to the Members and the rights of the members in this respect shall be restricted, governed and limited accordingly.

ARTICLE IX. **RESIGNATION**

Section 9.1 Power to Resign

Any Director or Officer of the Foundation may resign his office at any time.

Section 9.2 Form of Resignation

The resignation of an Officer or Director shall be in writing to the Chairman of the Board. The resignation shall take effect from the time of its receipt by the Foundation, unless it is stated therein to take effect at some other time. The formal acceptance of a resignation shall not be required to make it effective.

ARTICLE X. **AMENDMENTS TO BY-LAWS**

Section 10.1 Power to Amend

These By-Laws may be altered, amended or repealed, or a new By-Law adopted by the affirmative vote of two thirds (2/3) of the Members of the Board of Directors. A signed proxy vote delivered in writing by mail, telegram, e-mail, fax or other electronic means prior to the meeting, in which the amendment will be considered, will qualify in the vote, as long as a quorum is present at the meeting, as defined by Section 4.5

Section 10.2 Notice of Proposed Amendments

Notice of any proposed Amendment shall be given to each Member of the Board of Directors by the Secretary at least ten (10) days prior to the meeting at which a vote on the Amendment is to be taken. Such notice must be provided in writing and delivered by mail, courier, telegram, fax, e-mail or other electronic means.

ARTICLE XI. **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 11.1 Indemnification

The Foundation, MD-2, or Lions International may provide liability insurance to cover the acts and omissions of the Foundation, the Board, its officers or members. The type and scope of coverage provided shall remain within the discretion of the Foundation, MD-2, or Lions International, and neither the Foundation, MD-2 or Lions International shall have any duty or obligation to indemnify, save, or hold any of the Foundation, the Board, its officers, or members from liability, absent any insurance policy providing those services or an express agreement between the Foundation, MD-2, or Lions International to the contrary.

Section 11.2 Limitations

Any indemnification provisions provided herein will be limited to and by the coverage provisions and exclusions of any insurance policies provided through Lions International, MD2 and/or TLERC.

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