

**LIONS
SIGHT AND HEARING
FOUNDATION
OF NEW HAMPSHIRE, INC.**



Constitution and By-Laws

Approved By Board of Directors – September 2019
Approved by Lions of Multiple District 44 – January 2020

LIONS SIGHT AND HEARING FOUNDATION
OF NEW HAMPSHIRE, INC.

Constitution and By-Laws

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LIONS SIGHT AND HEARING FOUNDATION OF
NEW HAMPSHIRE, INC.

CONSTITUTION

Article I

Name

Section 1. The name of this Foundation shall be Lions Sight and Hearing Foundation of New Hampshire, Inc., hereinafter referred to as the Foundation.

Article II

Objects

Section 1. The object for which this Foundation is established is to provide leadership to and services for blindness and sight conservation, deafness and hearing conservation, health screening and services, assistance to local Lion Clubs where **and when** appropriate, and otherwise to assist needy persons in the area principally of sight and hearing deficiencies.

Article III

Membership

Section 1. Membership in the Foundation shall consist of all Lions Club members who are in good standing of a duly chartered Lions Club in the State of New Hampshire.



Article IV

Purpose

Section 1. This Foundation is organized exclusively for charitable purposes, the making of distribution to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law) and to initiate, coordinate, cooperate, give leadership, and provide services for (1) Blindness and sight conservation and other related services to needy persons throughout the State: (2) Deafness and hearing conservation; (3) Public relations for both statewide and local projects: (4) coordinate and give leadership to health screening service's in New Hampshire: (5) Development of or assistance to existing and/or future projects and activities: and (6) Assist local Lions Clubs where possible with emergency cases they are unable to serve.

Article V

Earnings

Section 1. No part of the net earnings of a Foundation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under 17- (d) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).



Article VI

Dissolution

Section 1. Upon the dissolution of the Foundation, the board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of the assets of the Foundation exclusively for the purpose of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization under section 510 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes of the such organization as said Court shall determine, which is operated and organized exclusively for such purposes.

Article VII

Annual Meeting

Section 1. An annual meeting shall take place once a year on a date determined by the Board of Directors. Election of officers for the coming year and any changes to the Constitution and By-Laws shall be voted upon at the annual meeting.

Article VIII

Committees

Section 1. Committees shall be established to fulfill the requirements and needs of the Board of Directors. All members of the Board of Directors can serve as committee members. When it is deemed necessary any Lion in good standing may be asked to serve on a committee.

Article IX



Conflict of Interest

Where a transaction involving a Lion, other than normal expense reimbursements or stipends as planned in the budget, exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the Lions Sight & Hearing Foundation BOD is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made, that the interested Lion and all other Lions with a pecuniary transaction with the charity during the fiscal year were absent during both the discussion and the voting on the transaction. Every new Lion being elected, or appointed, to the Lions Sight & Hearing Foundation BOD or officer position will be advised of this policy and shall sign a statement acknowledging understanding and agreement to this policy. The Lions Sight & Hearing Foundation BOD will comply with all other requirements of the New Hampshire law in this area and the requirements are incorporated into and made a part of this policy statement.



OF NEW HAMPSHIRE, INC.

THE FOLLOWING ARTICLES FORM THE BY-LAWS OF THE LIONS SIGHT AND HEARING FOUNDATION OF NEW HAMPSHIRE, INC., A NONPROFIT CORPORATION, HEREINAFTER REFERRED TO AS THE FOUNDATION

BY-LAWS

Article I Officers

- A. The officers of this Foundation shall be the President, Vice-President, Secretary, Treasurer, Clerk, Immediate Past President, and such other officers as may be elected or appointed by the Board of Directors.
- B. **Elections:** The officers of this Foundation shall be elected on or before June 1 next following the Annual Meeting by the Foundation Board of Directors and they shall serve one year beginning July 1, next following election, or until their successors have been named and qualified.
- C. **Vacancies:** Should the President's office become vacant, the Vice-President shall succeed to the office. Should the Vice-President be unable to serve or should a vacancy occur in any other office, the Board of Directors shall elect a replacement.
- D. **Powers and Duties:**
 - 1. **President:** The President of the Foundation shall be the Foundation's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Foundation. The President shall have the following specific powers and duties:
 - a. To execute bonds, mortgages, and deeds of trust, as appropriate and/or necessary, when approved and authorized by the Board of Directors.
 - b. To preside at all meetings of the members.
 - c. To have general and active management of the business of the Foundation.
 - d. To see that all orders and resolutions of the Board of Directors carried into effect.
 - e. To ensure the safekeeping of the seal of the Foundation if a seal is authorized by the Board of Directors.
 - f. To have general superintendence and direction of all the other officers of the Foundation and of the agents and employees thereof, and to see that their



respective duty is properly performed.

- g. To operate and conduct the business and affairs of the Foundation according to the orders and resolutions of the Board of Directors, and according to his/her own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
 - h. To submit a report of the operation of the Foundation to the Directors at the regular meeting of the Board of Directors and an annual report thereof to the members at the annual meeting, and from time to time to report to the Directors all matters within his/her knowledge that should be brought to their attention in the best interests of the Foundation.
 - i. To appoint a Nominating Committee from within the Board of Directors of no less than three members nor more than five members and specifically to include the Secretary.
 - j. In addition, the President shall have such other powers, duties, and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the Board of Directors from time to time.
2. **Vice President:** The Vice-President shall exercise the powers and perform the functions that are from time to time assigned to him/her by the President. The Vice-President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act, and at other times when specifically so directed by the Board of Directors. The Vice President shall oversee all Committees including the projects committee.
3. **Clerk:** The clerk of the Foundation shall be the custodian of and shall maintain the Foundation books and records and shall be the recorder of the Foundation's formal actions and transactions. The Clerk shall have the following specific powers and duties:
- a. To keep at the principal office of the Foundation, or such other place as the Board of Directors may order, record books showing the details required by law with respect to membership of the Foundation, including ledgers showing all memberships issued and also all other books of the Foundation excepting books of account.
 - b. To keep at the principal office, or such other place as the Board of Directors may order, open to inspection by members at all reasonable times, the original or a certified copy of the Articles of Agreement and By-laws of the Foundation as amended or otherwise altered to date.
 - c. To attend to the giving and serving of all notices of the Foundation required by law, and the Constitution and By-laws.



- d. To attend to such correspondence and make such reports as may be assigned to him.
 - e. The Clerk shall have no vote, arising out of the office as Clerk, but the Clerk shall not be precluded from having a vote by reason of the office in the event that he/she is a Director.
 - f. In addition, the Clerk shall have such other powers, duties, and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the President or the Board of Directors from time to time.
4. **Treasurer:** The Treasurer of the Foundation shall be its chief fiscal officer and custodian of its funds, securities, and property. The Treasurer shall be bonded in an amount designated by the Board of Directors and shall have the following specific powers and duties:
- a. To keep and maintain, open to inspection by the President and any Director at all reasonable times, adequate and correct accounts of the assets and business transactions of the Foundation, which shall include all matters required by law and which shall be in form as required by law.
 - b. To have the care and custody of the funds and valuables of the Foundation and deposit the same in the name and to the credit of the Foundation with such depositories as the Board of Directors may designate.
 - c. To maintain accurate lists and descriptions of all assets of the Foundation, including land, buildings, and plants.
 - d. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the business of the Foundation.
 - e. To disburse the funds of the Foundation for proper expenses and as ordered by the Board of Directors and to take proper vouchers for such disbursements.
5. **Secretary:** The Secretary of the Foundation shall be the correspondent of the Foundation and shall have the following specific powers and duties:
- a. To keep and maintain, open to inspection by the President and any Director at all reasonable times, a chronological file of all incoming and outgoing correspondence.
 - b. To correspond with any and all persons, corporations, and/or organizations at the direction of the President and/or the Board of Directors concerning official Foundation business.
 - c. To render to the President and Clerk or to the Board of Directors



whenever they may require it, an account of all transactions as Secretary.

- d. To record or supervise the proper recording of the minutes and transactions of all meetings of the Directors and the members, and to maintain separate minute books at the principal office of the Foundation, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law.
 - e. To request nominations for the position of Director from the Club Presidents not less than sixty (60) days prior to the Annual Meeting.
 - f. To notify the members of the Annual Meeting as defined in Article 3.
 - g. In addition, The Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these By-laws and as may be prescribed by the President or the Board of Directors from time to time.
6. The Immediate Past President shall have such powers, duties and authority as may be set forth in these By-Laws and shall have full voting rights as given to all Directors.

Article II Board of Directors

- A. The affairs of the Foundation shall be managed by its Board of Directors.
- B. The Board of Directors shall consist of not more than sixteen (16) members comprising twelve (12) Lions as detailed in Article 2, Section E, plus one (1) the Immediate Past President; one (1) the Chairperson of the Multiple District 44 State Council; and two (2) the incumbent District Governors or, in his/her stead the 1st or 2nd Vice District Governor (in succession), of each Lions International District in New Hampshire.

In the event that a vacancy in an officer position occurs, and no sitting Board member can fulfill the vacancy, the Board of Directors may elect, for a year at a time, a Lion in good standing from the Multiple District to a voting position on the board and to the vacant officer position, with concurrence from the District Governor from which the Lion is a member. This would allow up to 17 members on the board, and if the previous paragraph is also enacted, up to 18 members on the board.

Non Voting Members of the Board: The Chairperson of the Multiple District 44 Health Services Board, the Multiple District 44 State Council Secretary/Treasurer and the ranking official of the Lions Twin State Soccer Association shall be advisors to the Board.



- C. All Past Presidents of the Lions Sight & Hearing Foundation of New Hampshire, Inc. shall act as advisors to the Board of Directors.
- D. It shall be the duty of the Board of Directors to give direction and formulate policy governing the functions and purposes of this Foundation. They shall have full power of administration.
- E. At each Annual Meeting, two (2) directors shall be elected from each district of New Hampshire, 44N and 44H. A qualified candidate shall be a current member, in good standing, of a Lions Club in Multiple District 44. The Directors shall elect the officers of Foundation from the membership of the Board of Directors excepting the Clerk who may or may not be a Lion in Multiple District 44. An elected Director shall be able to run for a second consecutive three- (3) year term and after a second three- (3) year term shall not succeed him/herself.
- F. The Board of Directors shall meet a minimum of three times annually and shall be on call for special meetings called by the President or five members of the Board of Directors.
- G. Should a vacancy occur on the Board of Directors, it is the responsibility of the incumbent Lions District Governor of the district in which vacancy occurs to appoint a replacement. A replacement should not be someone that is completing their six (6) year term. A one (1) year break must be completed before a Lion is re-elected to the board.
- H. A quorum shall consist of a minimum of nine (9) Directors. If a member should be absent from three successive meetings of the Board of Directors without a valid excuse, he/she, at the discretion of a majority of the Board of Directors, may be removed and replaced by the current Board of Directors, in accordance with Article 2, Paragraph G.
- I. No member of the Board of Directors shall receive any compensation for his/her service.
- J. Alternate Board Member: Whenever an existing Director also serves as District Governor or Vice District Governor, the District Governor shall appoint for a one (1) year term, one (1) alternate.



Article III Membership Meetings

- A. The membership of this Foundation shall meet at the Annual New Hampshire Lions Multiple District 44 Convention. If it is impossible to have a Lions Convention or to meet at the convention, it shall be incumbent upon the President to call a meeting of the membership at a time and place suitable for the transaction of the Foundation's affairs. The membership shall be advised of such meeting through the local Lions Clubs at least thirty (30) days prior to the scheduled date selected.

- B. **Special Meetings:** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights as of the preceding month's Membership Report, at a place designated by the Board of Directors.

- C. **Notice of Meetings:** Written, printed or e-mail notice stating the place, day, hour, and agenda of any meeting of members shall be delivered by their contact availability to each Lion in the State of New Hampshire not less than thirty (30) days before the date of such meeting, by or at the direction of the President, the Clerk, or the officers or persons calling the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Lions Club at the address of its Secretary as it appears on the records of the Foundation, with postage thereon prepaid.

- D. **Quorum:** Members holding two percent of the votes that may be cast at the meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

- E. **Procedural Authority:** Robert's Rules of Order Newly Revised, latest edition, shall be the authority for all questions of procedure at any meeting of the foundation.

Article IV Committees

- A. The Executive Committee shall consist of six officers of the Foundation who shall serve as a Steering Committee for the Board of Directors. The members of all other committees need not be Directors of the Foundation but shall be Lions of good standing in a Lions Club in Multiple District 44. All committee Chairpersons shall be elected Directors.



- B. **Finance Committee:** A Finance Committee shall be appointed which shall recommend a budget based on anticipated income. The Treasurer shall be the Chairperson.
- C. **Projects Committee:** A Project Committee may be appointed which shall screen service projects and give direction with reference to recommending service projects for the Foundation to undertake. The liaison between patient and foundation shall be a Lions Club in New Hampshire or Director of this Board. The Project Chair will be appointed and must be a member of the Board of Directors. The Project Chair may appoint a committee of up to 2 people. Those appointed need not be directors of the Foundation.
- D. **Membership Committee:** A Membership Committee may be appointed to obtain Sustaining Members.
- E. **Public Relations Committee:** A Public Relations Committee shall be appointed to administer public relations of this Foundation. One member of this committee shall be in charge of publicity.
- F. **Fundraising Committee:** A fundraising committee shall be appointed to recommend and oversee fundraising projects for the benefit of the Foundation. The committee Chairperson shall be a current member of the Board of Directors; committee members shall be any Lions Club members who are in good standing of a duly chartered Lions Club in the State of New Hampshire. Committee members will provide timely reports of fundraising activities to the Chairman who will make regular reports to the Board of Directors.
- G. **Nominating Committee:** A Nominating Committee comprised of three (3) to five (5) members shall be appointed by the President for the purpose of soliciting and accepting nominations of persons to be elected as Officers. The Secretary shall serve as Chairperson. The Nominating Committee shall report its recommended slate to the Board by the April meeting of each year.
- H. **Audit Committee:** Two (2) - qualified members, one from each district of New Hampshire, shall be appointed by the President of the board to audit the books and accounts of the Foundation. No officer or member of the Board of Directors shall be appointed to this committee. In addition to the external audit there will be an internal review.



Article V Trust and Endowment

Purpose: The purpose of the Lions Sight and Hearing Foundation of NH, Inc., a 501(c)(3) organization, Endowment Fund, is exclusively for charitable purposes, the making of distribution to organizations that qualify as exempt organizations under or corresponding provision of any future U.S. I.R.S. law and to initiate, coordinate, cooperate, give leadership, and provide services for (1) Blindness and sight conservation and other related services to needy persons throughout the State of NH; (2) Deafness and hearing conservation; (3) Public relations for both statewide and local projects; (4) Coordinate and give leadership to health screening services in New Hampshire ; (5) development of or assistance to existing and/or future projects and activities; and (6) Assist local Lions Clubs where possible with emergency cases they are unable to serve.

- A. The Board of Directors shall establish a Trust and Endowment Committee of, not less than, three (3) of its voting members including its Chairperson. The Board of Directors may, in addition, appoint up to three (3) other persons, citizens of New Hampshire, to serve on this committee.
- B. The committee shall meet periodically to review investments of the endowment fund and make recommendations to the Board of Directors relative to fund manager and investment policy.
- C. The Endowment Fund portfolio shall be annually reviewed on June 30th and multiplied by 5%. This 5% will be the maximum amount available for distribution over the course of the next 12 months as approved by the Lions Sight and Hearing Foundation Board of Directors in accomplishing their mission. However, at no such time may distribution be made from the Endowment Fund should the market value be less than \$600,000.00
- D. The Endowment committee also recommends that this disbursement by-law be reviewed on a regular basis with regard to market conditions and adjusted as necessary.
- E. Donations and gifts in the name of Granite State Fellowships, Progressive Granite State Fellowships, 150 Club Banners & Pins and Memorials shall be deposited for and to the Endowment Fund. Any undesignated donations shall be deposited to the General Fund for project distribution as approved by the Board of Directors.



Article VI Indemnification

Each Director and Officer of the Foundation now or hereafter serving as such shall be indemnified by the Foundation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Director or Officer; and the Foundation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

Article VII Bonding

The Treasurer, President and Secretary shall be bonded. This will be paid for by the Foundation.

Article VIII Contracts, Checks, Deposits and Funds

- A. **Contracts:** The Board of Directors may authorize any Officer or Officers, agent or agents of the Foundation, in addition to the Officers so authorized by the By-laws to enter into any contract to execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or may be confined to specific instances.

- B. **Checks, drafts, or orders:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by any of the two (2) following officers, Treasurer, President or Secretary of the Foundation as specified in Article 1, paragraph D (4) (g), unless otherwise specifically ordered by the Board of Directors.



- C. **Deposits:** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. **Gifts:** The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for any purpose of the Foundation.
 - 1. As previously committed, in the dissolution of the Candia Lions Club assets, an advertisement will be executed once a year in a publication local to Candia and in a statewide publication advising residents of Candia may apply for a granted hearing and/or eyesight project(s) as administered within the Sight & Sound Program of this foundation.

Article IX Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members and its Board of Directors. The Foundation shall keep, at its principal office, a record giving the names and addresses of all Lions Clubs in good standing in New Hampshire. All books and records of the Foundation may be inspected at the offices of the Foundation by any member or his/her agent or attorney for any proper purpose at any reasonable time. All Officers shall turn over all books and records to their successors at the expiration of their term. All changes to the Constitution & By-Laws shall be made a part of the Books & Records and attached as Addendum to these Constitution & By-Laws.

Article X Fiscal Year

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

Article XI Amendment of By-laws

These By-Laws shall be reviewed a minimum of every three (3) years and approved by the Board of Directors and presented at the Annual meeting of the Sight and Hearing Foundation for ratification by its members.



Article XII

Mission Statement

The Directors of the Foundation shall promulgate such policy, as they shall determine. Mission statements shall be reviewed a minimum of every three (3) years, and may only be changed by affirmative vote of a majority of the Foundation membership at the annual meeting.

Article XIII

History of Amendments and Addendums

All changes to the Constitution and By-Laws shall be attached herein as a statement of record.

