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Tennessee Lions Charities, Inc.  
Bylaws

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ARTICLE I

NAME

The name of the corporation shall be: Tennessee Lions Charities, Inc. referred to herein as the Corporation. The creation of this Corporation is by action of the delegates at the Annual Convention of Multiple District 12, Tennessee, a part of the International Association of Lions Clubs, held in the city of Nashville, Tennessee on Saturday, May 27, 1995.

ARTICLE II

PURPOSES

The purpose of the corporation is set forth in its Certificate of Incorporation, as from time to time amended, namely to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations within the jurisdiction of Lions Clubs or groups of Lions Clubs in the State of Tennessee; all of which shall be within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributive to, or inures the benefit of its Officers or Trustees. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERSHIP

The Corporation is not for profit and is to have members, who shall consist of those individuals who are members in good standing of any Lions Club in good standing in Tennessee, and any other citizen and resident of the State of Tennessee who expresses an interest in promoting the interests and purposes of the Corporation as set forth by the Charter.

There shall be no dues payable by any member.

Approved 28 Jan 06

## ARTICLE IV

### TRUSTEES

1. The Trustees of the Corporation shall consist of three members elected from each of the five sub-districts that comprise Multiple District 12, Tennessee Lions. Also, the individual serving in the office of Chairman of the Council of Governors of Multiple District 12, Tennessee Lions; and any active member of any Lions Club in Tennessee who has held the office of International Director or International President.
2. The term of the elected Trustees shall be three years except that in the beginning one of the Trustees from each of the Sub-districts shall be named for a period of one year, and one of the Trustees from each of the sub-districts shall be named for two years so that one Trustee would then be elected from each sub-district each year for a three-year term.
3. The election of the Trustees shall be held at the annual membership meeting of the Corporation. Said annual membership meeting shall be held in conjunction with the annual convention of Tennessee Lions. The President shall appoint a nominating committee no later than November 1 of each year. The name of the chairman and members of the nominating committee shall be published in all appropriate District newsletters, bulletin or statewide Lions publications. Any member in good standing of any Lions Club in good standing in Multiple District 12 Tennessee may seek the office of Trustee of the Corporation by advising the chairman of the nominating committee no later than 45 days prior to the date of the annual meeting of the members. In the event sufficient candidates to fill the positions do not qualify the nominating committee shall select persons for nomination. All nominees shall be considered "at large" although representing one sub district and will be voted on by all members of the Corporation at the annual meeting of the Corporation. Election to the Board of Trustees requires a majority of the votes cast.
4. A regular meeting of the Trustees shall be held the fourth Saturday of July each year. The purpose shall be for organization, election of officers, appointment of committees and such other business as called for in the announcement of the meeting. Subsequent scheduled meetings shall be held the fourth Saturday of October and January each year. A fourth meeting shall be held at the same time and place as the annual convention of the Tennessee Lions prior to convening the TLC annual meeting. The President shall select the place and time.
5. Special meetings of the Trustees shall be held when called by the President, or when requested by seven (7) or more Trustees, at such time and place as the President shall determine.
6. The presence in person of a majority of the Trustees shall constitute a quorum at any meeting of the Trustees. Except as otherwise specifically provided, the act of a majority of Trustees present at any meeting of the Trustees shall be the act and decision of the entire Board of Trustees.

Approved 28 Jan 06

7. The duties of the Board of Trustees shall be:
  - (a) to transact business of the Corporation;
  - (b) to approve all expenditures and contributions consistent with the purposes of the Corporation;
  - (c) to report to the Corporation on the activities and financial status;
  - (d) to examine the Statement of Position and approve the budget;
  - (e) to approve committee appointments,
  - (f) to fill an unexpired term of a Trustee;
  - (g) to approve all proposed amendments to these bylaws prior to submitting to the Corporation for vote.
8. The officers and trustees shall serve without salary.

## ARTICLE V

### OFFICERS

1. The officers of the Corporation shall be the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice President, Secretary, and Treasurer (Secretary/Treasurer may be combined) and other officers as may be deemed needed after the need and reason is presented and approved by the Board of Trustees. The Trustees at the organizational meeting shall elect said officers.
2. There shall be an executive committee composed of the President, Vice-Presidents, Secretary and Treasurer, and one other as deemed necessary by the Trustees elected from within the Board of Trustees. This committee shall:
  - Develop and present long range plans and goals to the board;
  - Consider business matters for presentation to the board for approval;
  - Other actions assigned by the president and approved by the board.
3. In the event of a vacancy in any office, the Board of Trustees shall appoint a member of the corporation to fill the unexpired term.

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4. Duties of Officers:

- (a) The President shall preside at all meetings of the Corporation and the Board of Trustees; shall perform such other duties as may be prescribed in these bylaws as assigned by the Trustees.
- (b) The First Vice President shall preside in the absence of the President. The First Vice President shall serve as chairman of the fund raising committee, and shall perform other duties as may be prescribed by the bylaws and/or assigned by the Trustees.
- (c) The Second Vice President performs those duties of (b) above, in the absence of the First Vice President.
- (d) The Secretary shall record the minutes of all meetings of the Corporation and the Board of Trustees and shall perform such other duties as may be assigned.
- (e) The Treasurer shall have oversight of all funds of the Corporation; shall ensure full and accurate account of receipts, expenditures and contributions; and shall allow disbursements in accordance with an approved budget, and shall be responsible for the maintenance of records and books of account.

ARTICLE VI

MEETINGS

- 1. Regular Meeting. Refer to paragraph 4, Article IV, Trustees.
- 2. Special Meeting. Refer to paragraph 5, Article IV, Trustees.
- 3. Annual Meeting. Held at the same time and place as the annual convention of the Tennessee Lions.
- 4. A majority of members present shall be a quorum and except as otherwise specifically provided the act of the majority of members present and voting shall be the act of the Corporation.

Approved 28 Jan 06

ARTICLE VII

PRACTICE

Roberts Rules of Order, as revised from time to time, shall determine all questions of order and procedure for any meeting of the Corporation, Trustees, or any committee.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended at any regular or special meeting of the Board of Trustees, at which a quorum is present, by affirmative vote of two-thirds of the members present in person and voting.

Approved 28 Jan 06