



Georgia Lions Camp, INC. Constitution

Approved at the 4-23-2016

Board Meeting

Ratified at the

STATE CONVENTION

AT

CALLAWAY GARDENS

June 3<sup>rd</sup>, 2016

Olin C. Newby, Chairman

Laurie Lane, Acting Secretary

Brenda Arnold, Secretary

# Georgia Lions Camp, Inc.

## Constitution and By-Laws

### Article I

#### Name and Purpose

##### Section 1. Name.

The name of the Corporation is the "Georgia Lions Camp, Inc.", hereinafter referred to as the "Camp."

##### Section 2. Location.

The principle office of the Corporation shall be located in Ware County, Georgia, but the Corporation may maintain offices and places of business at such other locations within the State of Georgia as the Board of Directors may determine.

##### Section 3. Purpose.

The purpose for which the Corporation is formed and the power which it may exercise are set forth in the charter of the Corporation.

##### Section 4. Equal Treatment.

It shall be the policy of the Camp to treat each applicant for employment and each employee on his/her individual merit without regard to race, color, religion, gender, age, national origin, disability, veteran status, sexual orientation, or any other status protected by applicable law. It is the policy of the Camp to provide clients/applicants access to programs and services without regard to race, color, religion, gender, age, national origin, disability, veteran status, sexual orientation, or any other status protected by applicable law.

### Article II

#### Corporate Seal

##### Section 1. Corporate Seal.

The Corporate Seal shall have inscribed thereon the name of the Corporation.



## **Section 2. Custody of the Corporate Seal.**

The Secretary of the Corporation shall have custody of the Corporate Seal.

## **Section 3. Authority to Bind Corporation.**

In order for the Corporation to be legally bound to an obligation the Corporate Seal, together with the signature of the Chairman of the Board of the Camp with a statement by the Secretary, must be affixed.

The Corporate Seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced.

## **Article III Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June each year.

## **Article IV Board of Directors and Officers**

### **Section 1. Composition.**

The Board of Directors shall be composed of the following:

- A. All Officers elected under Article V.
- B. The District Directors elected under Article IV, Section 2.
- C. Members-at-Large appointed under Article IV, Section 3.
- D. The Immediate Past Chairman of the Board.
- E. The Council of Governors for the Lions of Georgia will select a representative who shall be a voting member of the Board.
- F. The Camp Executive Director shall be an ex-officio, non-voting Director.

Each board member shall be entitled to one (1) vote per member. At all times a majority of the members of the Board of Directors shall consist of Lions. No Board member, except the Executive Director, shall be an employee of the Corporation or the spouse, child, parent, brother, sister, by blood or marriage, of an employee without approval of the Board.

A quorum will be established when a majority of the members of the Board are present; however, if a majority is not present the meeting may be suspended in order to secure a majority without the necessity of re-noticing the meeting. In the absence of a quorum any action taken is non-binding.

### **Section 2. District Directors.**



- A. Each Lions Club sub-district in Georgia Multiple District 18 (MD-18) shall have one (1) Camp District Director serve on the Board of Directors.
- B. The District Director shall be elected every other year at their respective District Conventions on a rotating basis. Sub-districts L & N will conduct elections in the even numbered years. Sub-districts I & O will conduct elections in the odd numbered years. Each District Director will serve a two (2) year term. Any Lion in good standing from a Lions Club in good standing within that sub-district shall be eligible to stand for election provided said Lion sends in written notice to the sitting District Governor and the Chairman of the Board thirty (30) days prior to their respective District Conventions. The election process for the District Director will follow the same process for election as a District Governor. The District Governor shall send, or cause to be sent, written notice of said election to the Chairman of the Board within ten (10) days after the District election.
- C. The duties of the District Director shall be:
  - a. To attend and actively contribute to the meetings of the Board of Directors.
  - b. To represent the Camp among the Lions of the sub-district that elected her/him.
  - c. To coordinate the efforts in the respective sub-district to raise funds for the Camp.
  - d. To provide leadership in promoting the Camp programs and projects between both the Lions Community and the general communities within the respective sub-district.
  - e. To chair or be an active member of such board or committee as assigned.
  - f. To assist the Chairman of the Board in recruiting qualified committee and sub-committee members.
  - g. To perform such other duties as directed by the Chair or the Board.
- D. An individual Lion may only serve a maximum of two (2) consecutive terms as a District Director. However, there is no lifetime limitation on their service.

### **Section 3. Members-at-Large.**

- A. The Board of Directors, in consultation with the Executive Director, may recommend certain individuals from within MD-18 to serve as Members-at-Large. These candidates should have special skills, talents, abilities or constituency that would assist the Board of Directors in fulfilling its role. If approved by the Board of Directors, these Members-at-Large will sit on the Board of Directors for one (1) year with a maximum of two (2) successive terms. The maximum number of Members-at-Large may not exceed the number of sub-districts in Georgia MD-18.
- B. The duties of the Members-at-Large shall be:
  - a. To attend and actively contribute to the meetings of the Board of Directors.
  - b. To chair or be an active member of such board or committee as assigned.
  - c. To perform such other duties as directed by the Chair or the Board.

### **Section 4. Powers and Duties of the Board of Directors.**

- A. The Board of Directors shall be entrusted with the oversight of the operations of the Camp. It shall receive reports from any committee and take such action as is needed upon such reports. It shall review and set an annual budget.



- B. The Board of Directors shall review and approve the policies and procedures for the operations of the Camp.
- C. The Board of Directors shall select, hire, appoint, or confirm all agents or employees of the Corporation or remove such agents or employees of the Corporation, prescribe such duties and designate such powers as may not be inconsistent with the by-laws, fix their compensation and pay for faithful services. The Board of Directors will handle all personnel issues.
- D. The Board of Directors may borrow from any source, money, goods, or services, and to make or issue notes and other negotiable and transferable instruments, mortgages, deeds of trust, and trust agreements and do every act and thing necessary to effectuate the same.
- E. The Board of Directors shall order, at least once a year, a certified audit of the financial books and accounts of the Corporation by a reputable Certified Public Accountant. The report prepared by such accountant shall be submitted to the Board of Directors at their Annual Meeting in conjunction with the annual convention of the MD-18 Lions, together with a proposed annual budget for the upcoming year. Copies of such financial review and budgets shall be submitted to any parties as may be required by other agreements.
- F. The Board of Directors shall fix the charges, rates and fees, to be paid for services rendered by the Corporation and to fix the time of payment and manner of collection.
- G. The Board of Directors shall require all officers, agents and employees, charged with responsibilities for the custody of any of the funds of the Corporation to be bonded, the cost thereof to be paid by the Corporation. It shall be at the sole discretion of the Board of Directors as to who is required to be bonded and the amount of such bond. This shall be listed in the Policy Manual.
- H. The Board of Directors, with a recommendation from the applicable committees, shall select one (1) or more financial institutions to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing and distributing the funds of the Corporation and the form of the checks and the person, or persons, by whom the same shall be signed. All financial institutions shall be properly protected by an agency of the United States of America.

#### **Section 5. Meetings of the Board of Directors.**

- A. The Board of Directors shall hold an Annual Meeting during the annual convention of MD-18 Lions. The Board shall approve at their annual meeting a calendar of board meetings as needed. This will specifically set the Winter meeting where officers are elected.
- B. The Chairman of the Board or five (5) members of the Board of Directors may call a meeting of the Board of Directors provided a twenty (20) day notice is given, in writing, and communicated by mail or electronically to the members of the Board of Directors of the time and location of the meeting.
- C. Meetings of the Board of Directors, its committees and task forces, when feasible and practical, can occur through electronic means such as internet conferences, conference calls or similar means.
- D. A formal meeting on an issue can be waived and action taken by written vote with the written approval of a two-thirds (2/3) majority of the members of the Board of Directors.



- E. An organizational meeting of the incoming Board of Directors shall be held prior to or in conjunction with the annual convention of MD-18 Lions wherein the incoming board will review & confirm the incoming Board Chair's committee appointments, review & confirm the recommended Members-at-Large, review & adopt a new budget, and perform such other organizational duties as needed. Any action taken by this incoming Board of Directors will automatically become effective on July 1<sup>st</sup> without additional ratification being required.

#### **Section 6. Removal.**

- A. Any officer, trustee or director can be removed from their office only following a vote of two-thirds (2/3) of the Board of Directors supporting a resolution finding cause for the removal of the officer, trustee or director.
- B. Cause for removal of an officer, trustee or director will be defined in the Policy Manual; however, it will include, but not be limited to, the following:
- a. The failure to attend meetings of the Board of Directors.
  - b. Engaging in self-dealing conduct; meaning that no officer, trustee or director of the Corporation may engage in doing business with the Corporation that would lead to personal gain for the officer, trustee or director or a member of his or her family.
  - c. Malfeasance in the performance of their duties.
  - d. Such other conduct or inaction as defined in the Policy Manual.

#### **Section 7. Vacancies.**

Except for District Directors, the Board of Directors by majority vote may fill any officer, trustee or director position that becomes vacant. The District Cabinet of the electing District will fill any vacancy in the position of District Director; however, if the District Cabinet has not appointed a successor within thirty (30) days of notification of the vacancy then the Board of Directors can choose a successor by majority vote. All successors chosen under this section shall hold office for the unexpired term of the predecessor in office.

A vacancy shall be defined as: failure to attend regular meetings of the Board of Directors (absenteeism); death, resignation; or the inability to fulfill the duties or requirements of the office or position.

### **Article V Officers**

#### **Section 1. Officers.**

- A. **Chairman of the Board.** The chief volunteer officer and driving force of the Camp shall be the Chairman of the Board. The Chairman will preside at all meetings of the Board. The Chairman will be an ex-officio, non-voting member of all Committees. The Chairman must be a Lion in good standing of a Lions Club in good standing in MD-18, Georgia, at the time of his or her election and at all times while in office. The Chairman of the Board must have served at least



one full term of office on the Board of Directors within the last five (5) years before standing for election.

- B. **Vice Chair.** The Vice Chair shall be a Lion in good standing of a Lions Club in good standing in MD-18, Georgia, at the time of his or her election and at all times while in office. In the event the Chairman of the Board is not able to perform his or her duties, the Vice Chair shall assume the role on a temporary basis. The Vice Chair shall perform such duties as assigned by the Chair or the Board.
- C. **Board Secretary.** The Secretary of the Board of Directors must be a Lion in good standing of a Lions Club in good standing in MD-18, Georgia, at the time of his or her election and at all times while in office. The Secretary is responsible for recording and documenting the actions of the Board, will serve as the custodian of all corporate documents, and such other duties as assigned by the Chair or the Board.
- D. **Board Treasurer.** The Treasurer of the Board of Directors must be a Lion in good standing of a Lions Club in good standing in MD-18, Georgia, at the time of his or her election and at all times while in office. The Treasurer shall be responsible for developing an annual budget for the operation of the Camp, shall chair the Finance Committee, supervise the financial accounts of the Camp, and perform such other duties as assigned by the Chair or the Board.

## **Section 2. Elections, Annual Winter Meeting.**

- A. The annual election of officers shall be conducted during the first calendar quarter of each year during the Winter meeting of the Camp volunteers, officers, directors, and interested parties. Each chartered Lions Club in good standing shall be entitled to one (1) voting delegate for each ten (10) members or a major portion thereof. Only the duly certified and qualified Club Delegates and any Past District Governor presently a member of a Georgia Lions Club, along with current members of the Board of Directors, shall be allowed to vote. The date and location of the meeting shall be set at least ninety (90) days in advance with notice being provided to the newsletter editor of the Georgia MD-18 newsletter and to each sub-district newsletter editor.
- B. By December 1<sup>st</sup> of each year, any Georgia Lion interested in running for a Camp officer position shall submit to the Immediate Past Chairman a letter of intent to stand for election. Said letter must be countersigned by the president of the candidate's home Lions Club and must certify the club's endorsement of the candidate. In the event that no candidate submits a letter of intent for a position, a nomination may be accepted from the floor, provided that the nominated person is a Lion in good standing of a Lions Club in good standing in MD-18, Georgia and meets any other officer qualifications. The Immediate Past Chairman and two other members of the Board of Directors, appointed by the Chairman of the Board, shall comprise the Nominations Committee. They are charged with the responsibility of verifying that each candidate for office is qualified and meets all criteria for that office.
- C. The Immediate Past Chairman (or designee) shall preside over the election portion of the meeting, provided that he or she is not standing for election. In the event of contested elections, each candidate will be allowed four (4) minutes to speak to the delegates. Only the candidate will be allowed to speak. In the event of only one (1) qualified candidate for an office, a vote by acclamation is in order. To prevail in an election the winning candidate must receive fifty (50)



percent of the vote plus one (1). In the event that no candidate receives the required votes, the two (2) candidates with the most votes shall stand in a run-off election.

### **Section 3. Term and Limitations.**

- A. The officers shall all serve a one (1) year term that will begin on July 1<sup>st</sup> of each year and will end on June 30<sup>th</sup> of each year.
- B. The Chairman of the Board may serve only two (2) consecutive terms in their office. However, there is no lifetime limitation on their service.

## **Article VI Committees**

### **Section 1. Board Committees, Sub-Committees and Task Forces.**

- A. Without further action of the Board of Directors, the following standing committees are established:
  - a. Building & Grounds
  - b. Constitution & By-laws and Policy
  - c. Finance
  - d. Fundraising
  - e. Long-Range Planning
- B. The Chairman of the Board shall appoint the chair of each committee, unless otherwise specified in this paragraph. The Board Treasurer shall automatically serve as Finance Committee Chair. The Chairman of the Board, together with the District Directors, shall appoint members to serve on each committee. Membership on a Committee or Sub-Committee will be open to any Lion or community leader in the State of Georgia that can provide meaningful leadership to the committee's responsibilities. Equal representation from each district will not be required.
- C. Each standing Committee shall have such sub-committees as are necessary to fulfill the functions assigned to that Committee. The Chairman of the Board, in consultation with the Committee Chairs, shall appoint the members and chair of the Sub-Committees.
- D. The Board of Directors will adopt and include in its Policy Manual a complete description of all of the duties and responsibilities of each Committee and Sub-Committee.
- E. The Chairman of the Board may appoint Task Forces to perform specific functions, with the advice and consent of the Board of Directors. All task forces shall expire at the end of the Chairman of the Board's term of office.
- F. It is understood that in the transaction of its business, the meetings of the Corporation, its Board, and its committees may be conducted with formality and/or consistent with the latest edition of Robert's Rules of Order, Newly Revised.

### **Section 2. Committee Composition & Duration.**

Each committee shall consist of four (4) members, one from each sub-district in MD-18, Georgia, where possible. Committee members shall be appointed, or re-appointed, annually.



## **Article VII**

### **Indemnification and Insurance**

#### **Section 1. Basis for Indemnification.**

The Corporation does hereby indemnify any and all of its Board members, officers, employees, attorneys, and agents where any such person was or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that such person is or was a Board member, officer, employee, attorney, while serving the Corporation, or agent of the Corporation, in accordance with and to the fullest extent now or hereafter permitted by the laws of the State of Georgia. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other right to which those seeking indemnification otherwise may be entitled.

#### **Section 2. Insurance.**

The Corporation may purchase and maintain insurance on behalf of any member of the Board, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her as a result of any act(s) in his or her official capacity.

## **Article VIII**

### **Board of Trustees**

#### **Section 1. Selection.**

The Board of Trustees shall be composed of two (2) Lions from each sub-district in MD-18, Georgia. Each year the Board of Directors shall submit at the Winter Meeting, for approval, a recommended Lion from each sub-district to serve a two (2) year term on the Board of Trustees. The Board Treasurer will serve as an ex-officio member of the Board of Trustees. The Immediate Past Chairman shall serve as the chair of the Board of Trustees.

#### **Section 2. Duties.**

The Board of Trustees shall oversee the administration of the Investment Fund of the Camp. The Trustees shall set the investment policy for the funds contributed to the Investment Fund. Although it should rarely be adjusted, any change in the spending policy of the Investment Fund must first be approved by the Board of Trustees and affirmed by the Board of Directors. The Trustees in consultation with and approval of the Board of Directors shall set a policy for providing funding for the Investment Fund from general contributions. Said policies, following approval by the Board of Directors, shall be included in the Policy Manual. All designated gifts for the Investment Fund will be placed in the Investment Fund. The Trustees will recommend to the Board of Directors such investment vehicles that



can be used to a) secure the assets of the Fund and b) increase the funds through reasonably secure financial investments.

### **Section 3. Fund Limit.**

No funds from the Investment Fund shall be loaned out, or otherwise disbursed, without two thirds (2/3) of the Board of Trustees and Board of Directors approving such action.

### **Section 4. Meeting.**

The Board of Trustees shall meet at least once during the Winter Meeting with the Board of Directors. Other meetings may be called as necessary by the Chair of the Board of Trustees.

### **Section 5. Annual Report.**

The Board of Trustees shall provide a written annual report to the Board of Directors. This report shall be filed at least thirty (30) days prior to the Annual Meeting with the Board of Directors.

## **Article IX Advisory Board**

### **Section 1. Purpose.**

An Advisory Board has been created after realizing that there are many individuals that can give meaningful advice and guidance to the operations of the Camp, but may not be able to function as an active member of the Board of Directors.

### **Section 2. Membership.**

The Chairman of the Board may appoint any qualified individual or Lion that he or she deems necessary to the Advisory Board. All appointments are for one (1) year. All Past Chairman (Presidents) shall be invited to be members of the Advisory Board.

### **Section 3. Chair of the Advisory Board.**

The Chairman of the Board of Directors shall appoint a Board member to serve as the chair of the Advisory Board.

## **Article X Amendments and General Provisions**

### **Section 1. Amendments.**



Subject to the restrictions under Section 2, a proposed amendment to this Constitution may be presented at any Board of Directors meeting. A majority vote of all Lions in attendance at said meeting, as described under Article V, Section 2, may approve an amendment as recommended to the body of delegates by the Board of Directors. The Board of Directors must be notified of any and all proposed amendments or revisions to the Constitution at least thirty (30) days prior to the meeting at which they will be considered.

#### **Section 2. Restriction on Amendments.**

Any amendment that includes removal of the word "Lions" from the Corporate or Operating name of the Camp must be approved by a three-fourths (3/4) vote on a resolution of the delegates at the Annual MD-18, Georgia, State Convention of the Lions of Georgia.

#### **Section 3. Notices.**

Any notice required under this Constitution may be sent to the person by mail or electronic means, including fax or email. Publication in the MD-18, Georgia, newsletter and sub-district newsletters is also an acceptable means of communication to the rank & file, non-board, membership.

#### **Section 4. Policy Manual.**

The Board will create a Policy Manual that will define roles and implement procedures to further the purposes of the Georgia Lions' Camp.

#### **Section 5. Dissolution.**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation in such manner or to such organization or organizations similar to those of the Corporation, to be used exclusively for exempt purposes as defined under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **Section 6. Conflict of Interest.**

In accordance with regulations promulgated by the United States Internal Revenue Service and the Department of Health and Human Services, Health Resources and Services Administration, Bureau of Primary Health Care, the Board shall adopt a Conflict of Interest Policy.

#### **Section 7. Reimbursement by Corporation Employees.**

Any payments made to an employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of



any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed. The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board may withhold amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

## ARTICLE XI

### TEMPORARY TRANSITION PROVISIONS

If approved, this restated constitution will become effective immediately. All current officers and directors will retain office until June 30, 2017. All positions created under this new constitution will be elected during the winter and spring of 2017 as directed herein. The elected officers and directors will assume office effective July 1, 2017. This provision will be deleted from the Constitution automatically on July 2, 2017.