

LONE STAR LIONS EYE BANK
102 E. Wheeler, P. O. Box 347
Manor, Texas 78653

BY-LAWS

ARTICLE I

Memberships

- A. Membership shall be composed of all members in good standing of the Lions Clubs comprising Districts 2-S3, 2-S5, and 2-X3 plus other such individuals, or organizations, or groups, whether or not incorporated, admitted to membership subject to approval of the Board of Directors.
- B. All voting privileges will be by Lions members of the Multiple Districts, only in good standing. Participation in the activities of the Eye Bank is voluntary. Therefore, Lions Clubs and Club members are not subject to mandatory dues to participate and shall have all voting rights and privileges extended to them.
- C. Membership in the Corporation shall be for the duration of the Corporation unless terminated as hereinafter provided or by death of the member.
- D. Resignation shall be signified whenever a Lions Club or Club member is not in good standing in Districts 2-S3, 2-S5, or 2-X3.
- E. Any member, Officer, or Director who violates any of the rules or purposes of the Corporation or so conducts him or herself, in or out of the Corporation, in a manner that his or her continued membership in the Corporation is deemed by the Board of Directors to be detrimental to the Corporation may be dropped from membership by a two-thirds vote of the members of the Board of Directors provided such member, Officer, or Director shall have been given ten (10) days notice in writing of such pending actions and be given an opportunity to appear before the Board in person or by Attorney in his/her own behalf. Such member shall have no right or appeal to the membership.
- F. Any citizen or person who has rendered extraordinary meritorious service to this Corporation or who, through his or her own efforts, has accomplished results worthy of recognition in the Corporation's field of eye work may be elected an Honorary Member of this Corporation by a two-thirds vote of the Board of Directors. No voting privilege is attached to such membership.

ARTICLE II

Organization

- A. The Board of Directors of the Eye Bank shall be elected by the voting delegates of the Lions of Districts 2-S3, 2-S5, and 2-X3 at the annual District 2-S3, 2-S5, and 2-X3 Lions Conventions, respectively. A term for those elected shall be three (3) years. No member may serve 2-S3, 2-S5, or 2-X3 as an Officer or Director of the Eye Bank for more than two (2) consecutive elected terms. Appointment to fill the unexpired term of another individual shall not prohibit any member from serving two (2) consecutive elected terms.

- B. The Board of Directors shall have the entire care and management of the property and affairs of the Corporation for Administrative purposes, and shall appropriate funds from time to time to each department and project of the Corporation or institution having objectives similar to those of the Corporation.
- C. Any Director may resign the office of Director at any time by giving written notice to the President or Secretary/Treasurer of the Board of Directors with such resignation to take effect at the time specified therein.
- D. The remaining members of the Board at any meeting at which a quorum is present may fill any vacancy of the Board for the balance of the unexpired term. Such appointment must be in accordance with Article IV of the Constitution. If any Director is absent as many as three (3) consecutive meetings in succession, his or her office may be deemed vacant.
- E. At the February meeting of the Board of Directors, the Board President shall appoint a Nominating Committee (See Article V, Section F) to nominate qualified Board of Directors to serve as next year's Board of Director Officers. These positions are: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer and/or Executive Treasurer (to be determined by the Board of Directors). Any Director is eligible to be nominated for any officer position provided they have at least one year remaining on their current term or, are eligible or re-election to another term as Director. The Presidents position shall alternate between Districts 2-S3, 2-S5, and 2-X3, consecutively. The Nominating Committee, during the April meeting, shall report to the Eye Bank Board of Directors, and the Governors and Vice District Governors of Districts 2-S3, 2-S5, and 2-X3 the names of those nominated to serve. Following the election of Directors at their respective 2-S3, 2-S5, and 2-X3 Lions District Conventions, the Board of Directors, composed of newly elected Directors and carry-over Directors, shall meet and elect the following officers: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer and/or Executive Treasurer, as nominated by the Committee and/or from the floor. Names of these officers shall be submitted to the Governors and Vice District Governors of 2-S3, 2-S5, and 2-X3 immediately for purposes of District Directory publication.
- F. Meetings of the Board of Directors shall be held quarterly at time and place provided for and specified by the Board President. The Executive and appointed Standing Committees may meet every month when a Board meeting is not scheduled. Committee chairmen will decide on appropriate place and time to meet. The Board of Directors may schedule a full board meeting in lieu of a scheduled Executive or appointed standing committee meeting.
- G. Special meetings of the Board of Directors shall be held whenever called by the President or a third of the Board of Directors.
- H. Notice of all regular and special meetings of the Board of Directors shall be given to each Director at least twelve (12) days before each meeting.
- I. A quorum at any meeting of the Board of Directors shall consist of 50% of the members of the Board plus one member including the President of the Board of Directors. A majority of such quorum may decide any question, except as provided in Article I, Section E. The Directors present at any duly constituted meeting may continue to transact business until adjournment. The subsequent withdrawal of Directors from the meeting shall not effect the quorum. In the absence of a quorum, Directors present may, by majority vote, adjourn the meeting from time to time without notice until a quorum shall attend.
- J. The Board of Directors may, at any regular or special meeting, appoint an Executive Committee to act for it between meetings, which Committee shall consist of not less than three (3) nor more than five (5) members of the Board of Directors and the Officers, other

than the President. The Executive Committee, during intervals between the meetings of the Board, shall have the powers of the Board except as provided in Article I, Section E. The Executive Committee shall provide minutes of all its meetings to the Board of Directors. A majority of the Executive Committee must be Lions. All matters and actions taken by the Executive Committee are to be presented to the Board of Directors for review and discussion and subject to the Board of Directors final approval.

- K. No single Lions Club will be entitled to have more than one elected Director unless the second director is an Honorary Director or Immediate Past President.
- L. The President, First Vice-President, and Second Vice-President shall serve on their respective District Cabinet at the Governor's invitation.
- M. The Board of Directors and Co-Medical Directors shall be solely and exclusively responsible for the selection, appointment and employment of the Executive Director position. This will be a paid position as directed by the Board of Directors. The Executive Director will be responsible to the Board President and Senior Medical Director on a day-to-day operational basis of the Eye Bank. It shall be the duty of the Executive Director to:
 - 1. Develop and implement all administrative standards, policies, and procedures for the day-to-day operations of the Eye Bank. All such standards, policies, and procedures shall meet or exceed the prevailing Eye Bank Association of America medical standards and Food and Drug Administration (FDA) regulations and be approved by the Board of Directors.
 - 2. Carry out all policies of the Board of Directors.
 - 3. Administer the daily operations and activities of the Eye Bank.
 - 4. Prepare all reports required by governmental authority and such reports as may be directed by the Board of Directors. The Executive Treasurer will be responsible for the preparation of all pertinent accounting documents germane to his area of responsibility.
 - 5. Submit a written budget/revision, as required, to the Budget and Finance Committee for recommendation and approval by the Board of Directors and Officers.
 - 6. Recommend the organizational structure and adequate staff requirements of the Eye Bank and technical employees for the Eye Bank to meet its humanitarian mandate and purpose.
 - 7. Advise and assist in the selection of all qualified technical employees and shall hire, with approval of the Board of Directors, all Eye Bank paid employees.
 - 8. Shall cooperate and assist the Senior Medical Director in fulfilling his medical responsibilities to the Eye Bank.
 - 9. Perform and discharge such other duties as generally pertains to the office of Executive Director and any other duty as may be properly required by the Board of Directors or President which are in the best interest of the Eye Bank.
- N. The Board of Directors shall approve the selection of Co-Medical Directors who shall be responsible for all medical aspects of the Eye Bank operations. The Co-Medical Directors must meet and maintain the Eye Bank Association of America medical standards and accreditation criteria for Medical Director to be appointed. The Co-Medical Directors may appoint "Corneal Consultants" of equal or greater qualifications to assist in fulfilling the Medical Director's responsibilities as outlined in the Eye Bank Association of America medical and accreditation standards. Medical Directors and Corneal Consultants are invited, though not required, to attend Board of Director meetings. It is preferred that Medical Directors attend a minimum of one annual meeting of the Board of Directors. Medical

Directors may request to be placed on the Board of Director's meeting agenda. Ten (10) days notice is required for additional agenda topics.

ARTICLE III

Officers

- A. The Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Executive Treasurer. .
- B. Officers shall hold their respective offices from July 1 following elections to and including June 30 of the following year.
- C. The President shall preside at all meetings of the Board, and it shall be his duty to see to it that the officers carry out the instructions of the Board, that nothing is done without the Board's authority, and shall submit a report to the district members at their annual convention.
- D. All business coming before the Board of Directors will be submitted to the President fifteen (15) days prior to the next meeting in order to be placed on the agenda. Emergency matters may be added to the agenda if it is in the best interest of the Board of Directors as deemed so by the President.
- E. The President shall direct and supervise the activities of the Corporation, be generally responsible therefore, and shall submit a report thereof at each meeting of the Board of Directors. The President shall perform all duties incident to his/her office and such other duties as from time to time may be assigned by the Board of Directors.
- F. No member shall be elected President of this Corporation for more than one successive yearly term. Any Director is eligible to be nominated for any Vice-President position provided they have at least one year remaining on their current term or are eligible for re-election to another term as Director. Except for Immediate Past President, all Board Officers shall continue to serve as Director from their Region while serving in their elective office.
- G. The First Vice-President or Second Vice-President or Third Vice-President, in the absence of the President, shall perform the duties and exercise the powers of the duties as usually pertain to the office, or as required by the Board of Directors. Robert's Rules of Order will govern procedures of the meetings.
- H. The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall issue or cause to be issued notices of all meetings of the Board of Directors as required by law or these by-laws. The Secretary may sign such instruments that require his signature when authorized to sign by the Board of Directors and shall perform such other duties as usually pertain to his/her office or as required by the Board of Directors or the Executive Committee.
- I. Except as otherwise provided in the by-laws, the powers or duties of any Officer of the Eye Bank in case of his/her absence or for any other reason, may be delegated, for the time being, by the Board of Directors to any other Officer.
- J. The Board of Directors may appoint an Executive Treasurer from the voting membership who shall have the care and custody of all funds and securities of the Corporation and deposit this same in the name of the Corporation in such banking institutions as the Directors designate. The Board or the Executive Committee shall designate the Board President, Executive Treasurer, Secretary, or any other designee, to sign all checks, drafts, notes and orders for payment of money. No Board member shall bind or obligate the Eye Bank in any

financial matter, except upon written authorization of the Board of Directors. The President and Executive Treasurer and such other persons as the Board may designate shall be bonded, in such amount as the Board of Directors may require, the cost of such bonds to be borne by the Corporation.

- K. The Officers of the Eye Bank shall be elected as provided for in Article II, Section E. The Secretary shall provide the District Governors, as early as possible after the last District Convention, with a roster of Directors with the expiration date of their terms for purposes of district directory publication. Each District will annually provide copies of their directories to the Eye Bank.
- L. The Immediate Past President will be a member of the Board of Directors will full voting privileges.

ARTICLE IV

Humanitarian Support

- A. Membership in this Corporation shall be voluntary for members in good standing of the Lions Clubs comprising Districts 2-S3, 2-S5, and 2-X3 and of the following classes and amounts:

CLASS OF MEMBERSHIP

HUMANITARIAN CONTRIBUTIONS

- | | |
|-----------------------------|---|
| 1. 100% Contributing Member | Established annually by the Eye Bank Board of Directors |
| 2. Life Member | \$100.00 or more |
| 3. Honorary* | None |

*Honorary membership is not limited only to members in good standing of the Lions Clubs (See Article I, Section F).

- B. The voluntary Humanitarian Contributions of each member admitted to membership shall be contributed for each fiscal year of membership, including the year in which the member terminates.
- C. Any member may change from one to another class of membership by voluntarily contributing the difference in class amounts for the current year in which the member wishes to change.

ARTICLE V

Committees

- A. The following standing committees may be appointed by the President of the Board of Directors:
 - 1. Personnel
 - 2. Budget & Finance
 - 3. Public Relations & Fund Raising
 - 4. Equipment & Facilities
 - 5. Program
 - 6. Constitution & By-laws

7. Certification

- B. Board of Directors shall outline the duties and objectives of each committee. Unless otherwise provided by the Board, the President shall appoint the Chairman of each committee and as many members as shall be appropriate.
- C. The President of the Board of Directors shall be an ex-officio member of all committees and chairman of the Nominating Committee.
- D. The Vice-Presidents shall, under the direction of the President, oversee the functioning of committees as follows: First Vice-President in charge of Personnel, Budget & Finance and Certification Committee; Second Vice-President in charge of Public Relations and Fundraising and Equipment and Facilities Committee; Third Vice-President in charge of Constitution & By-laws and Programs Committee.
- E. The Executive, Nominating and Standing committees shall report all action taken by them to the Board of Directors for final action and approval.
- F. Before election of Officers each year, a Nominating Committee shall be formed of the current Board President, the Immediate Past President, and three members of the Board of Directors appointed by the President of the Eye Bank. The current President shall meet and report as provided by Article II, Section E.
- G. No authorization, assignment, referral or delegation of authority by the Board of Directors to any Committee, Officer, Agent, or other official of the Eye Bank, the employed staff, or the Medical Directors, or any organization which is auxiliary to, associated or affiliated with, or conducted under the auspices of the Eye Bank, shall preclude the Board of Directors from exercising the authority required to meet its responsibility for the conduct of the activities of the Eye Bank.

ARTICLE VI

Voting

- A. No member shall be allowed to vote by proxy.
- B. Written notice of members who are to be nominated by their respective Lions Club and are to be placed on the official ballot for Directors of the Eye Bank shall be presented to the Governors of Districts 2-S3, 2-S5, and 2-X3 at least thirty (30) days prior to the date of the election.
- C. The current District Governors and Vice District Governors of Districts 2-S3, 2-S5, and 2-X3 shall be a member of the Board of Directors of the Eye Bank and have full voting privileges.

ARTICLE VII

Meetings and Fiscal Year

The initial meeting of the newly elected and returning Board of Directors will be held in July or August following the District 2-S3, 2-S5, and 2-X3 Convention for the sole purpose of orientating, selecting and installation of the Board of Directors and Officers. This meeting will

be in lieu of the regular scheduled meeting for that particular month. The Fiscal Year will begin July 1 and will end on June 30 of the following year.

ARTICLE VIII

Permanent Record

The Board minutes of the Eye Bank will be organized and kept by the Executive Director in a permanent office in the County of Travis, State of Texas. Copies of these records will be made available to any Lions member in good standing of the Eye Bank upon written notice.

ARTICLE IX

Reserve Fund

A reserve fund shall be established for the long-term financial welfare of the Eye Bank. This Reserve Fund shall be established by order of the Board of Directors of the Eye Bank.

- A. The purpose of this Reserve Fund is to provide permanent funding for asset acquisition and program improvement for the Eye Bank.
- B. The Governing Body of this Reserve Fund shall be a Reserve Fund Committee constituted as follows:
 - 1. President of the Board of Directors of the Eye Bank;
 - 2. The District Governor of District 2-S3;
 - 3. The District Governor of District 2-S5;
 - 4. The District Governor of District 2-X3;
 - 5. Three Directors of the Eye Bank elected from among the Board as a whole;
 - 6. The Immediate Past President of the Eye Bank;

The Reserve Fund Committee shall serve for a one-year term. Directors elected at large can serve two (2) consecutive elected terms. The Executive Treasurer of the Eye Bank will serve as a consultant to the Reserve Fund Committee.

The President of the Board of Directors shall be Chairman of the Reserve Fund Committee and shall appoint a Secretary to record minutes of such meetings.

The Reserve Fund Committee should meet at least two (2) times each fiscal year to review, discuss and report to The Board of Directors the overall financial status of the Reserve Fund.

The President of the Reserve Fund Committee reserves the right to convene the Reserve Fund Committee as the need arises or as directed by the Board of Directors. District Governor's appointments are automatic commensurate upon their election as District Governor and cease

upon expiration of their term. The Vice District Governor may be appointed, in writing, by the District Governor to represent the District Governor in which case the Vice District Governor has full voting rights and privileges.

- C. Action of the Reserve Fund Committee shall require a simple majority, that being five-ninths (5/9), in order to expend funds of the Reserve.
- D. The Reserve Fund shall be maintained separate from the Operating Fund of the Eye Bank, using a double entry system of accounting with financial statements produced no less often than semi-annually. Financial statements shall be made available to all members of the Reserve Fund Committee and the Board of Directors of the Eye Bank.
- E. The Reserve Fund Corpus shall be derived from individual and organizational monetary gifts, last will and testaments and bequeaths, Lions and Lions Clubs designated donations, Lions and Lions Club Life Memberships, and any other such funds designated by the Board of Directors are to be immediately deposited into the Endowment Fund Corpus. All dividend funds generated by the Fund principal investments are to be reinvested into the Fund once received. Funds shall always be solicited in an ethical manner.
- F. Invasion of the Reserve principal and generated revenues shall be allowed upon unanimous vote of the Reserve Fund Committee after a written request is received from the Board of Directors of the Eye Bank.
- G. Items not specifically covered by this instrument shall be governed by the by-laws and other such instruments as adopted by the Eye Bank.

ARTICLE X

Amendment of By-laws

- A. The Articles of Incorporation may be altered or amended, or new Articles adopted, in accordance with the provisions of the State of Texas Nonprofit Corporation Act.
- B. A proposal to alter, amend or repeal the by-laws or to adopt new by-laws, shall, whenever feasible, be presented for a reasonable period of review and recommendation by the Constitution and by-laws Committee. These by-laws may be altered, amended, or repealed, and new By-laws adopted: (a) by the affirmative vote of a simple majority of the combined total of Voting Delegates at the District 2-S3, 2-S5, and 2-X3 Convention(s) at which a quorum exists (quorum being defined - per District - as at least 51% of all Voting Delegates in attendance) provided that the members have received thirty (30) days written notice of intent to seek to amend the By-laws and the general substance of such amendments; (b) by a simple majority vote of the Board of Directors at any meeting if the Board determines that a by-laws amendment is immediately advisable, provided that any such amendment shall be presented to the membership at the next Districts 2-S3, 2-S5, and 2-X3 Convention, and shall be deemed revoked and of no further force or effect unless it shall be ratified by the proportionate vote of the Voting Delegates, described in clause (a).
- C. Amendments will be presented on the ballots in each District as submitted (to the District) by the Eye Bank Board of Directors.

ARTICLE XI

Miscellaneous

If any provision of these by-laws is held to be invalid for any reason, it shall not affect the validity of any other provision hereof, and to this end, the provisions hereof shall all be deemed severable.