

# CODE OF REGULATIONS

## ARTICLE I

### Name

The name of this organization shall be the Greater Akron Lions Eyecare Program (G.A.L.E.P.), hereafter referred to as the corporation.

## ARTICLE II

### Purpose

The purpose of the Greater Akron Lions Eyecare Program shall be to provide for the funding of eyecare for any qualified person referred to the corporation, in accordance with the prescribed referral process.

## ARTICLE III

### Meeting of Members

The annual meeting of the Members for the election of officers of the Board of Directors and the transaction of other business shall be held at the office of the Corporation, in Tallmadge, Ohio in April. Officers elected at said meeting in April shall assume the duties of their respective offices *and be installed* at the next *following* meeting of the Board of Directors.

Special meetings may be held at such times and places as may be ordered by the Board of Directors or by call (giving the object) signed by at least three members of the Board of Directors.

Notice (signed by the President or Secretary and giving the purpose) of such annual and special meetings shall be given to each Officer and Director appearing as such on the books of the Corporation, and to each Secretary of record for each Lions Club of the Ohio Lions, District 13C, by duly mailing the same to his/her regular home address or email address thirty days prior to the date of such meeting.

At such meetings, no business shall be transacted except that stated in the Notice.

## ARTICLE IV

### Quorum

At all meetings, Ten (10) Directors and officers of the corporation shall constitute a quorum for the transaction of business.

## ARTICLE V

### Proxies

In accordance with the Constitution of the International Association of Lions Clubs, no proxy votes shall be authorized and any such proxies submitted shall be destroyed as null and void.

## ARTILE VI

### Board of Directors

The corporate powers, property and affairs of the Corporation, subject to the limitations contained in the General Code, the articles or regulations, shall be exercised, conducted and controlled by the Board of not less than *ten* nor more than *fifteen regular* Directors, each of whom shall have been *elected* by their respective *zone advisory committees*, and each of whom shall be a member in good standing of the International Association of Lions Clubs, Ohio District 13-C. One Director shall be *elected* each year by *a majority of the zone clubs* in each zone. *At the zone advisory meeting called for the purpose of the election of Directors, each zone club shall have one vote to cast for each Director to be elected.* There shall be no more than three Directors from each participating zone, *unless otherwise stated herein.* There shall be no more than one Director from each club, *unless otherwise stated herein.*

The *election* of Directors shall take place by not later than June 30 each year for the ensuing year beginning July 1. Directors shall be *elected* for a three year term, and shall continue in office until their successors are *either elected or* appointed and qualified or until the Director's office is declared vacant by virtue of a majority vote of the Board of Directors following a third consecutive unexcused absence of any member of the Board of Directors. Absences may be excused by a majority vote of the Board of Directors, upon receipt of a written request from the absent Director. Vacancies may be filled by *appointment by* the Zone Chairman of the affected zone, effective with the next or subsequent meeting of the Board of Directors, for the unexpired term of the Director whose office is vacated.

In the event that a vacancy or vacancies on the Board of Directors is/are not filled by the zone chairman of the affected zone by the next Board of Directors meeting following notice of a vacancy or vacancies to the affected zone chairman, the Board of Directors may fill the vacancy or vacancies at its next meeting. Replacement board member candidates to be appointed by the Board of Directors must be nominated, first, from qualified candidates from the zone for which the vacancy is to be filled. If no qualified candidate is available from the zone for which the vacancy occurs, the Board may appoint a qualified candidate from any zone in District 13-C. Notwithstanding the above indicated limit of one Director appointed from each Lions Club and/or three (3) Directors from each participating zone, if the Board of Directors must appoint a replacement candidate, the Board may appoint an otherwise qualified candidate from any club or zone in the order outlined above. Vacancies filled through this process shall be for the unexpired term of the director whose office is vacated.

It shall be the responsibility of all members of the Board of Directors, including all Directors and/or Officers, and other interested persons, as referred to in the Board's Conflict of Interest Policy, to annually fulfill the responsibilities outlined in the Board's Conflict of Interest Policy, first adopted by the Board on December 3, 2007 and as may be amended by action of the Board thereafter. Any Director, Officer and/or interested person who refuses to fulfill the obligations of Article VI – Annual Statements, of the Board's Conflict of Interest Policy, shall be subject to recall by a majority vote of the Board at any regular or special meeting of the Board, following a 30 day notice to the Board member and/or Officer to be recalled or to immediate removal from any appointed position as may be determined by the appointing authority.

Past Presidents of the GALEP Board of Directors shall be members-at-large of the Board of Directors and shall retain voting rights. The limitations of this article in regard to numbers of Board members and/or numbers of Board members from each club shall not apply to Past Presidents serving as Board members-at-large. However, the provision in this article relating to removal of members of the Board of Directors from the Board for a third unexcused absence shall apply to Past Presidents serving as members-at-large. Past Presidents removed from member-at-large status due to unexcused absences shall not be reinstated without a unanimous vote of the remaining Board members present and voting on the question of reinstatement.

## **ARTICLE VII** **Executive Committee**

The elected officers shall be the President, Vice President, Secretary and Treasurer and shall serve as the Executive Committee, which committee shall have charge of the management of the business and affairs of the Corporation in the interim between the meetings of Directors, with power generally to discharge the duties of the Board of Directors, but not to incur debts, excepting for current expenses, unless specially authorized. *A quorum for purposes of a meeting of the Executive Committee shall be three members.*

*The Executive Committee shall also act as a Review Committee with responsibility to review all requests for services in a timely manner, normally not to exceed one week from receipt of a request. The Executive Committee shall appoint two additional individuals from any member of the corporation to serve on the Review Committee at the pleasure of the Executive Committee. Appointment of the additional committee members shall take place following the election of officers, but no later than June 30<sup>th</sup> following such election. Vacancies in appointed members of the Review Committee may be filled at any time by the Executive Committee. The Review Committee shall adopt its own procedures to meet its timely review requirements.*

COMMITTEE REVIEW

*The Review Committee is granted the authority to approve any individual request for services deemed necessary and applicable to the purpose of the corporation, up to a cumulative amount per month as approved by the Board of Directors, based on the recommendation of the Treasurer. Any uncommitted balance in a monthly allocation to meet requests for services may be carried forward to the next month for purposes of meeting requests for services, unless otherwise revised by the Board of Directors.*

*A quorum for purposes of the Review Committee approval of requests for service shall be two members, one of whom must be a member of the Executive Committee. Otherwise, a quorum for all other decisions of the Review Committee shall be three members.*

*A majority vote of the Executive Committee is required to approve any individual request for services exceeding \$500, but not in excess of \$1000. Individual requests for service which require a cost in excess of \$1,000 must receive the approval of the Board of Directors.*

The Executive Committee shall at all times act under the direction and control of the Board of Directors and shall make reports to the Board of Directors of their acts, which reports shall form part of the records of the Corporation.

## **ARTICLE VIII**

### **Officers Term**

The executive officers of the Corporation to be elected by the Directors shall be a President, Vice-President, Secretary and Treasurer. They shall be members of the Corporation in good standing and shall serve as members of the Board of Directors with voting rights in the Corporation. Such officers shall be elected for two years unless recalled by a two-thirds (2/3) majority vote of the Board of Directors present and voting at a regular meeting of the Board of Directors. Notice of recall of any officer shall have been provided to all members of the Board of Directors at least 30 days prior to the meeting at which said recall vote is held. All officers shall serve until their successors are elected and qualified, unless recalled pursuant to this article.

The offices of Secretary and Treasurer may not be held by one and the same person.

No one shall serve as an officer and Director concurrently. If a Director is elected as an officer of the Corporation, he shall resign his Director's post. This vacancy shall be filled by an appointment as outlined in Article VI of this Code of Regulation.

Should a vacancy be declared in any of the Offices noted above, the Board of Directors may fill the vacant office by majority vote of the remaining Board members at a regular or special meeting of the Board for the remainder of the term of the office vacated.

COMMITTEE REVIEW

## **ARTICLE IX**

### **Duties of President and Vice President**

It shall be the duty of the President to preside at all meetings of Members and Directors, to sign the records thereof, and, on the expiration of his/her term of office, deliver all papers and property of the Corporation in his hands to his/her successor, and in general to perform all the duties usually incident to such office or which may be required by the Members or Directors.

It shall be the duty of the Vice President to perform all the duties of the President in a case of the latter's absence or disability. On the expiration of his/her term of office, the Vice President shall deliver all papers and property of the Corporation in his/her hands to his/her successor or to the President.

## **ARTICLE X**

### **Duties of Secretary**

It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the Members and Directors; give all notices required by law and by the Members and Directors; on expiration of his/her term of office, deliver all books, papers and property of the Corporation in his/her hands to his/her successor or to the President; and in general to perform all the duties usually pertaining to the office.

## **ARTICLE XI**

### **Duties of Treasurer**

The Treasurer shall receive and ensure safekeeping of all money and assets provided and/or belonging to the Corporation and ensure proper and legal disbursement of such monies in accordance with the actions approved by the Board of Directors. He/She shall keep an accurate account of the finances of the Corporation and cause to be published a monthly statement, to be distributed according to the direction of the Board of Directors. He/She shall give bond in such sum as the Board of Directors may purchase, and shall, upon completion of his/her term, make proper accounting of all funds under his/her jurisdiction for said term. The Treasurer shall acknowledge all donations to G.A.L.E.P. with appropriate letters to individuals and/or organizations as directed by the Board of Directors. On the expiration of his/her term of office, he/she shall deliver all money and other property of the Corporation in his/her hands to his/her successor or to the President.

COMMITTEE REVIEW

## **ARTICLE XII**

### **Fees and Dues of Members**

There shall be no assessment or special tax placed upon any Member.

## **ARTICLE XIII**

### **Qualification and Election of Members**

Any member of Ohio Lions District 13-C, who is and remains in good standing according to the criteria established by Ohio Lions District 13-C, shall be a member of the Greater Akron Lions Eyecare Program, with certain rights pertinent thereto. Such rights shall include the assumption of elected office upon a majority vote cast by the members of the Board of Directors of Greater Akron Lions Eyecare Program, to engage or debate on matters pertaining to the Corporation, and to be appointed to committees by the Board of Directors. Only a member of the Board of Directors shall cast a ballot in deciding Board matters and elections. However, members of the Greater Akron Lions Eyecare Program, as defined above, shall be eligible to cast a ballot in deciding on questions of amendments to the Code of Regulations.

## **ARTICLE XIV**

### **Seal**

The Seal of the Corporation shall be the Seal of the International Association of Lions Clubs, Incorporated.

## **ARTICLE XV**

### **Order of Business**

At the Annual Members meetings the order of business shall be as follows:

1. Roll Call
2. Reading minutes of previous meeting and acting thereon
3. Reports of Directors and Committees
4. Financial report or statement
5. Reports of President or other Officers
6. Unfinished business
7. Election of Officers
8. New or miscellaneous business

This order may be changed by affirmative vote of the majority of the **voting members** present.

COMMITTEE REVIEW

## **ARTICLE XVI**

### **Regulations Amended, Etc.**

These Regulations may be repealed, amended or changed by the assent thereto of two-thirds of the Members present and voting at any regular or special meeting of the Board of Directors, notice of which (signed by the President or Secretary and giving the text of the proposed amendment) shall be given to each Officer and Director of record and to each Secretary of record for each Lions Club in the Ohio Lions, District 13C, by duly mailing, faxing or emailing same to all officers and Directors and to said Secretaries at their last known address, thirty (30) days prior to the date of such meeting.

## **ARTICLE XVII**

### **Parliamentary Authority**

Unless specially provided otherwise in this Code of Regulations, all questions of parliamentary procedure in the operations of this Corporation shall be governed by Roberts Rules of Order, Newly Revised.

ADOPTED:

ATTESTED:

\_\_\_\_\_  
Lion PDG Maggie Dellmore President

\_\_\_\_\_  
Lion Ray Dellmore, Secretary