

The problems with election of board members for the District 26-M2 Eye Foundation pointed out the need to modify the Bylaws so the problem would not be repeated. Bylaws and Articles of incorporation were reviewed and modified to conform and hopefully alleviate any future problems with voting and membership.

The following are the proposed changes. Only those sections that are proposed to be modified are listed here. The full Articles of incorporation and bylaws can be found on the district 26-M2 web site for your review if you like.

Modification of the District Bylaws probably needs to occur to also eliminate any future problems with voting but that rests with the District and cannot be addressed here.

Yellow highlights are additions and red highlights with strike through are deletions. Article IV in Eye Foundation Bylaws conflicts with Article III 3.4. The rest of the Articles and subsections would naturally have to be renumbered.

**Eye Foundation  
Articles of Incorporation  
Article II  
Members**

2.3 Annual Meeting – The Board of Directors shall conduct a meeting of the members not less frequently than annually for the purpose of reviewing the affairs of the organization for the preceding year and for the transaction of such other business as may come before the meeting. Unless otherwise designated by the Board of Directors, the annual meeting shall be held during the ~~last week~~ **month** of July ~~with the meeting starting at 7:00 p.m.~~

2.6 Notice of Meeting – Written or printed notice of the annual meeting, stating the time and place of the meeting, and in the case of a special meeting, the purpose thereof, shall be delivered not less than thirty (30) nor more than sixty (60) days prior to the date of the meeting, to each organizational member (Lions Clubs within District 26-M2) by hand delivery, **electronic transmission by email** or by depositing same in the U.S. Mail, postage prepaid, addressed to the last known address of the organizational member (Lions Club within district 26-M2) as it appears on the membership rolls. It shall be the duty of the Secretary to see that said notice is timely sent. It shall be the duty of each organizational member (Lions Club of District 26-M2) to disseminate the information contained in the notice to the individuals of the organizational member (Lions Club of District 26-M2) and Friend of the foundation members who comprise their Club.

2.8 Quorum – One third (33.33%) of the organizational members (Lions Club of District 26-M2) entitled to vote upon the issues to come before the meeting, represented in person shall constitute a quorum at any meeting of the members. If less than said number of organizational members shall be represented at said meeting, then a **three-fourths (75%)** majority of the organizational members so represented may **ratify or approve any action to be taken at said meeting.** ~~adjourn the meeting, from time to time, without further notice, to a date no longer than ninety (90) days from the date originally set for such meeting.~~

2.9 Voting – Each organizational member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. ~~No amendment to these Articles of Incorporation shall be deemed adopted unless it shall have been approved by a three-fourths majority (75 percent) of the organizational members (Lions Club within District 26-M2) voting by in person representation.~~

**Eye Foundation  
By Laws  
ARTICLE III**

3.2 Election and Terms of Office – Each director shall hold office until **June 30 or** ~~the annual meeting of the members and~~ until the term of office of such director's successor has commenced. The board of directors shall serve staggered five year terms, such that each year one director's term shall expire and a new election for such position on the board of directors shall occur. Any director may be elected for successive terms. A full term for a director shall consist of five full years.

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**No more than one member from any Club within the District can serve as a Director at any one time.**

3.3 Commencement of Term of Office – The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise. Each newly-elected director shall assume such position beginning on July 1 following the director's election at the annual convention of District 26-M2. **Nominations for Director of the Foundation to fill an expiring term shall be made at the cabinet meeting preceding the annual convention of District 26-M2 but in no case less than thirty (30) days prior to the annual convention. Nominations shall be repeated at the annual convention of District 26-M2 in a manner similar to the established practices of nominations for District Governors. Election of Directors shall be conducted by the election committee of District 26-M2 at the annual convention of District 26-M2 but in no way shall this impinge on the fact that the District 26-M2 Eye Foundation is a separate and distinct entity.** The election of new directors shall be subject to the rules and regulations as established by District 26-M2. **Should a tie occur for the position of Director. The Director shall be selected by lot with a blind draw of name by the District Governor.**

3.4 Vacancies – In the case of the death, resignation, or removal of one or more of the directors, the District Governor of District 26-M2 shall appoint a successor. In the event that a period of thirty (30) days passes following the occurrence of the vacancy without an appointment being made and there is more than sixty (60) days to the beginning of the next succeeding fiscal year, the directors remaining in office may by majority vote appoint a person to fill the vacancy provided that the person so selected shall be a member of a Lions Club from District 26-M2. A director appointed by the governor or the directors to fill a vacancy shall meet all qualifications set forth in these Bylaws, and shall serve out the remainder of the term of the vacating director.

3.6 Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the president or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

#### ARTICLE IV

4.5 Vacancies — Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the expiration of their predecessor's term or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 6. BALLOT. The election shall be by secret written ballot. When two or more candidates are placed in nomination, the candidate receiving the simple majority of the votes cast shall be elected. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, ~~balloting shall continue on the tied candidates until one is elected.~~ **Winner shall be selected by blind draw of name by the District Governor.**

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#### Article VII Notice

**(5) on the date an electronic transmission or email is sent to the director or member with no return exception received by the sending party**