



**Charter & Bylaws of
Mid-South Lions
Sight And Hearing Service, Inc**

**As amended on
June 11, 2011**



**ARTICLES OF AMENDMENT
TO THE CHARTER
(nonprofit)**

THIS AMENDED AND RESTATED CHARTER (the “2009 Charter”) is approved as of the 6th day of June, 2009 at a duly noticed meeting of the membership of the Mid-South Lions Sight and Hearing Service, Inc. (“MSLSHS” or “the corporation”)

WITNESSETH:

WHEREAS, the original charter was effective as of 12/11/1942; and

WHEREAS, it has been amended and restated in 1951, 1973, 1983, 1986, 1990, and 2000, and

WHEREAS, the structure of the Charter has developed into a combination of Charter and Bylaws, and

WHEREAS, the membership desires that the charter should be amended to reflect those items set out in T.C.A. §48-52-102 with the remaining provisions to be incorporated in duly adopted bylaws as set out in T.C.A. §48-52-106, and

NOW, THEREFORE, in consideration of the premises, the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties hereby adopts the following as it a restated and amended charter agree as follows:

(1) The Corporate name for the corporation is the Mid-South Lions Sight and Hearing Service, Inc.

(2) This corporation is a public benefit corporation;

(3) The street address and zip code of the corporation's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office as initially filed.

(4) The incorporators are as set forth in the Original articles.

(5) The corporation is not for profit;

The street address and zip code of the principal office of the corporation:

930 Madison Ave Suite 101, Memphis, Shelby County, TN 38103

(6) Membership in the Corporation shall consist of the following classifications:

6.1 All Lions in Lions Clubs in Arkansas, Mississippi, Missouri and Tennessee, duly chartered or certified by the International Association of Lions Clubs (hereinafter called Lions Clubs International) and in good standing with Lions Clubs International and their respective Multiple District.

6.2 The Board of Directors may elect to membership in the Corporation persons of integrity and good judgment who have demonstrated interest and commitment to the accomplishment of the goals and objective of the Corporation.

(7) The Board of Directors shall be elected by the members of the corporation as specified in the By-Laws. The majority of the members of the Board of Directors shall be individuals that are also members of the International Association of Lions Clubs, save and except for up to six (6) members of the board who can be independent directors at-large and are not required to be a member of a Lions Club.

(8) BYLAWS.

8.1 This corporation may adopt bylaws.

8.2 No bylaw may conflict with this charter.

(9) INDEMNIFICATION Consistent with the provisions of the laws under which this corporation is incorporated, this corporation may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Board of Directors member, officer, employee, agent, or other member of any committee of this corporation, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.

(10) CONTINUING RESOLUTIONS.

10.1 The corporation in a legally called meeting or the Board of Directors may enact continuing resolutions. Such continuing resolutions may not conflict with the charter or bylaws of this corporation.

10.2 Continuing resolutions shall be enacted or amended by a majority vote of a meeting of the corporation or a two-thirds vote of all voting members of the Board of Directors.

(11) Dissolution – Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

MID-SOUTH LIONS SIGHT AND HEARING SERVICE, INC.
BYLAWS

As amended March, 13 2010

Ratification June 12, 2010

Article I
NAME

The name of this corporation shall be the MID-SOUTH LIONS SIGHT AND HEARING SERVICE, INC.

Article II
OBJECT

The object of this corporation shall be to positively enhance the lives of the indigent sight or hearing impaired by providing light, sound, and hope through partnerships with Lions Clubs, medical professionals, and facilities throughout Arkansas, Mississippi, Missouri and Tennessee.

Article III
MEMBERSHIP

The membership of this corporation shall be as stated in paragraph (6) subsection 6.1 of the Charter. Membership in the corporation may be extended to persons of integrity and good judgment who have demonstrated interest and commitment to the accomplishments of the goals and objectives of the corporation.

Article IV
OFFICERS

Section 1: The officers of this corporation shall be:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Third Vice President
- e. Fourth Vice President
- f. Secretary
- g. Treasurer
- h. Immediate Past President

Section 2: The election of the officers of this corporation shall be as specified in Article X of these bylaws.

Section 3: The vice presidents shall serve as ex-officio, without vote, members of the committees as specified in Article VIII.

Article V
DUTIES OF THE OFFICERS

Section 1: The duties of the officers of this corporation shall be as follows:

a. President: The president shall preside at all meetings of the membership of the corporation and/or the board of directors. Except for the nominating committee and past presidents committee, the president shall be an ex-officio member, with no vote, of all committees. The president shall in concert with all the vice presidents appoint a parliamentarian, and the chair and all members of standing committees except the nominating committee and past presidents committee. The president shall have the authority to create and appoint Ad Hoc committees. The president shall be a member of the board of directors.

b. Vice presidents: If the president is unable to perform the duties of president, the vice president in the order of their ascendancy shall perform the duties of the office of president with full title, authority and responsibility. All vice presidents shall perform other duties as assigned. The vice presidents shall be members of the board of directors.

c. Secretary: The secretary shall keep the minutes of all meetings of the membership and board of directors. The secretary shall give notice of all meetings, maintain record of attendance and membership, and perform such other duties as may pertain to this office. The secretary shall be a member of the board of directors.

d. Treasurer: The treasurer shall, on a monthly basis, review financial records of the corporation to ensure proper procedures and reconciliation of accounts. The treasurer shall, in cooperation with staff, review the current budgetary situation and make reports as necessary to the board of directors. The treasurer shall be a member of the board of directors.

e. Immediate Past President: The immediate past president shall be the chair of the nominating committee and secretary of the past presidents committee. The immediate past president shall be a member of the board of directors.

Section 2: The term of office for all officers except for secretary and treasurer shall be one year. The term of office for secretary and treasurer shall be two years, and no one shall serve more than two consecutive terms as secretary or treasurer. The secretary and treasurer's terms shall be staggered.

Article VI DIRECTORS

Section 1: The board of directors, the majority of whom must be Lions in good standing, shall consist of the officers of the corporation as set out in Article IV; seven (7) at-large positions; and eight (8) Lions, two (2) each from Arkansas, Mississippi, Missouri and Tennessee, and shall serve without compensation.

Section 2: The board of directors shall meet a minimum of three (3) times per year, and at other times upon the call of the president or a majority of members of the board of directors. Notice shall be sent via mail or electronically in a timely manner. Only items in the call for a special meeting may be discussed.

Section 3: The board of directors shall have authority and responsibility to carry out the business of the corporation.

Section 4: A simple majority of the board of directors shall constitute a quorum at any meeting thereof.

Section 5: The board of directors shall be authorized to declare vacant any elected position, when in the opinion of the board; the duties of that office are not being adequately discharged. A seventy-five percent (75%) vote of the board of directors is required to remove any individual from an elected position. Any vacancy in an elected position shall be filled by recommendations from the nominating committee and majority vote of the board of directors.

Section 6: Directors will be elected to serve two year terms and shall be eligible to serve additional terms. Effective for the Lions Fiscal Year 2011-2012, four (4) of the at-large-directors and one-half of the non-officer Lions directors shall be elected for a one (1) year term. The others shall be elected for a two (2) year term.

Section 7: Continuing resolutions that do not conflict with or change the intent of bylaws or the charter of the corporation may be passed by majority vote of the board of directors.

Article VII TRUSTEES

Section 1: Trustees of the Mid-South Lions Sight And Hearing Service, Inc. Endowment Fund shall be Lions elected, one each from Arkansas, Mississippi, Missouri and Tennessee, to a four-year term on a rotating basis. Names shall be received by the nominating committee and reported to the delegates at the annual meeting. Election of trustees shall be as outlined in Article X of the bylaws. The trustees shall, at the first meeting following their election select a chair. Trustees shall be eligible to serve additional terms.

Section 2: The sole duty of the trustees is to manage any endowment funds received by the Corporation.

Section 3: In the event a trustee cannot complete their elected term, the president shall, upon the recommendation of the nominating committee and the approval of the board of directors, appoint a qualified individual from the same state as the vacating trustee to complete the current year as trustee. The remaining unexpired term of the position, if any, shall be filled pursuant to election procedures described in Article X.

Article VIII COMMITTEES

Section 1: Executive Committee:

- a) The executive committee shall consist of the officers of the corporation as described in Article IV. The executive committee shall conduct the business of the corporation between regularly scheduled board of directors meetings. Any and all decisions of the executive committee must be reported to the board of directors in a timely manner, not later than the next meeting of the board of directors. A quorum for any in-person or electronic meeting of the executive committee shall consist of at least five (5) officers.
- b) This committee shall not determine policy but shall merely exercise administrative functions to carry out the purposes and objectives of the corporation within the policy and directives as formulated by the board of directors.

Section 2: Standing committees

The standing committees shall be as follows:

- a) Case Service
- b) Finance
- c) Fund Raising
- d) Governance
- e) Meetings
- f) Nominating
- g) Past Presidents

Nothing will prevent the board of directors from forming ad hoc or other committees as required.

Section 3: Committee chairs not bound by position will be appointed by the president subject to approval of the board of directors.

Section 4: Standing committees, with exception of the fund raising committee, nominating committee and past presidents committee, shall consist of the chair plus four members, one from each state that will be appointed by the president, subject to approval by the board of directors.

Section 5: Duties

- a) **Case Service**-the committee shall make recommendations to the Board of Directors regarding changes in procedures that may affect the delivery of patient care by the corporation. The third vice president shall serve as an ex-officio member of this committee.
- b) **Finance**-the finance committee shall review any and all aspects of the assets, liabilities and investments of the corporation. The committee shall consider budgetary recommendations as presented by the staff for review, amending, and/or approval. They shall then forward them to the executive committee and the board of directors. The treasurer shall serve as chair of this committee. The second vice president shall serve as an ex-officio member of this committee.
- c) **Fund Raising**-fund raising is the responsibility of every member of the corporation. The fund raising committee shall consist of a chair plus four members from the Memphis metro area. The fund raising committee shall supervise the organization and management of all major fund raising activities of the corporation.
- d) **Governance**-the governance committee shall draft desirable and required changes in the articles of incorporation and bylaws to serve the corporation's purposes more effectively. The parliamentarian shall be the chair of this committee. The fourth vice president shall serve as an ex-officio member of this committee.
- e) **Meetings**-the meetings committee shall supervise the organization and management of all regularly scheduled and special meetings of the corporation. The first vice president shall serve as an ex-officio member of this committee.
- f) **Nominating**-the nominating committee shall consist of the immediate past president as chair plus four members, one from each state. The committee shall solicit and develop qualified applicants for the nominating committee, board positions, officers and trustees. The committee shall present a slate of candidates for open positions for consideration at the third quarterly meeting of the board of directors. Nominations from the floor will be accepted at that meeting. These nominations will be published to all members no later than 30 days prior to the annual membership meeting. Voting will be conducted at the annual membership meeting.
- g) **Past Presidents**-the past presidents committee shall assist in fundraising and public relations and serve in any other capacity as requested by the president. The immediate past president once removed shall serve as chair, and the committee shall consist of all past presidents of the corporation.

ARTICLE IX MEETINGS

Section 1: Quarterly meetings of the board of directors shall be held at a time and place approved by a majority of the board of directors. Notice shall be sent to board members via mail or electronically a minimum of 30 days prior to the meeting.

Section 2: Special meetings of the membership may be called by the president or a majority of the board of directors. Notice shall be sent via mail or electronically in a timely manner. Only items in the call for the special meeting may be discussed.

Section 3: The annual membership meeting of the corporation shall be held in conjunction with the fourth quarterly board of directors meeting in the month of June. Notice shall be sent to all to members of the corporation through Lions Clubs, and board members via mail or electronically no later than 30 days prior to the meeting date.

Section 4: A majority of the members present for a vote at any business session of the annual membership meeting shall constitute a quorum.

ARTICLE X ELECTIONS

Section 1: The election of officers, trustees, board members and the nominating committee and the adoption of a budget by the members shall be held at the annual membership meeting.

Section 2: Individuals seeking elected positions shall submit a list of their qualifications to the chair of the nominating committee prior to March 1.

Section 3: In the event that any elected position does not have a nominee at the time of the election, nominations for that position only may be made from the floor of the annual meeting provided the nominee consents. If any positions remain vacant at the end of the annual membership meeting, those positions shall be filled as described in Article VI, Section 5.

Section 4: Voting will be by secret ballot. If there are no contested positions, an alternate method of voting may be approved by a majority of the membership.

Section 5: Vice presidents shall be elected one each from Arkansas, Mississippi, Missouri and Tennessee, with each vice president being nominated for the next progressive office including president. The fourth vice president shall be from the same state as the president.

Section 6: If the office of president or vice president becomes vacant, that office will be filled by a qualified individual from the same state.

**ARTICLE XI
FISCAL YEAR**

The fiscal year for the corporation shall be July 1 through June 30.

**ARTICLE XII
REVIEW OF ACCOUNTS**

Prior to the annual membership meeting, the board of directors on recommendation of the executive committee shall select and employ a certified public accountant to conduct a fiduciary review of the corporation.

**ARTICLE XIII
PARLIAMENTARY RULES**

The proceedings of all meetings shall be governed by and conducted in accordance with the current version of Robert's Rules of Orders newly revised.

**ARTICLE XIV
AMENDMENTS**

Section 1: Upon adoption by the membership of the corporation, these bylaws shall become effective at the adjournment of that meeting.

Section 2: These bylaws may be amended by majority vote of the membership of the corporation.

Section 3: Written or electronic notice of any proposed change(s), with copies of the proposed change(s) to the bylaws shall be sent to all to members of the corporation through Lions Clubs, and to board members via mail or electronically no later than 30 days prior to the meeting at which the change(s) will be considered.

**ARTICLE XV
RATIFICATION AND IMPLEMENTATION**

The Nominating Committee, in conjunction with the Executive Committee will determine the mechanics of a process so that the terms of the Secretary, Treasurer and any applicable officer will be staggered in order to fully implement Article V, Section 2.

Approved by the Board of Directors on March 13, 2010; General membership on June 12, 2010. Effective June 12, 2010 with additional amendment adopted on June 11, 2011.

i Approved June 11, 2011.

MID-SOUTH LIONS SIGHT AND HEARING SERVICE, INC.
OFFICERS, BOARD MEMBERS, TRUSTEES AND CHIEF EXECUTIVE OFFICER
2011 - 2012

OFFICERS:

PRESIDENT THOMAS EPPERSON, MULBERRY, AR

VICE PRESIDENTS

CAROLYN SCHRIBER, GERMANTOWN, TN

GINA BOETTCHER, GERALD, MO

BILL NORRIS, WATER VALLEY, MS

RON FREY, BENTONVILLE, AR



President Thomas Epperson

SECRETARY TOM LONON, FAYETTEVILLE, AR

TREASURER MARTY GREENBERG, MEMPHIS, TN

IMMEDIATE PAST PRESIDENT HOWARD JENKINS, COLUMBUS, MS

BOARD MEMBERS:

LARRY BOETTCHER - MISSOURI (2 YR)

JANIS WASSMAN - MISSOURI (1 YR)

KEN MADDOX - MISSISSIPPI (1 YR)

JUSTIN SUTTON - MISSISSIPPI (2 YR)

WILLIAM FUHRMAN - AT LARGE (TENNESSEE) (2 YR)

MARK RULEMAN - AT LARGE (NON-LION) (1 YR)

CURTIS L DAVIS - TENNESSEE (2 YR)

CALVIN SAMMONS - TENNESSEE (1 YR)

BRUCE DAVIS - ARKANSAS (1 YR)

WILLIAM JOHNSTON - ARKANSAS (2 YR)

LARRY HINCK - AT LARGE (ARKANSAS) (1 YR)

WILLIAM MERTINS - AT LARGE (ARKANSAS) (2 YR)

BILL FREEMAN – AT LARGE (ARKANSAS) (1 YR)

TERRY BOETTCHER – AT LARGE (MISSOURI) (2 YR)

JAMES GRIFFIN – AT LARGE (ARKANSAS) (2 YR)

TRUSTEES:

BILL FREEMAN, HOPE, AR

LEWIS TOUCHSTONE, TUPELO, MS

BUD DEAN, ROLLA, MO

RON FOSTER, GERMANTOWN, TN

CHIEF EXECUTIVE OFFICER: BRAD BAKER, JONESBORO, AR



CEO Brad Baker



MID-SOUTH LIONS AT WORK
JUNE 2011 ANNUAL MEMBERSHIP MEETING



Mid-South Lions Sight And Hearing Service, Inc.

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The mission of the Mid-South Lions Sight And Hearing Service, Inc. is to positively enhance the lives of the indigent sight and hearing impaired by providing light, sound and hope through partnerships between Lions Clubs, medical professionals and facilities throughout the mid-south.