

Proposed changes January 10, 2020

CONSTITUTION OF THE ROCKY MOUNTAIN LIONS EYE BANK

ARTICLE I

NAME

Section 1. The name of the corporation shall be The Rocky Mountain Lions Eye Bank.

Section 2. This non-profit corporation shall not have and shall not issue shares of stock.

ARTICLE II

MEMBERSHIP

All Lions who are members of a Lions Club in MD-6 or in District-15 and who are in good standing with their Multiple District, their respective District and their individual Lions Club, shall be voting members of this corporation.

ARTICLE III

AREA OF OPERATION

This corporation shall operate within the geographical areas of Colorado and Wyoming and other areas as approved by the Board of Directors of the Rocky Mountain Lions Eye Bank.

ARTICLE IV

PURPOSE

This corporation shall operate principally to recover, process and distribute human eye tissue to restore sight and support research and education compatible with this intent.

ARTICLE V

FISCAL YEAR

The fiscal year of this corporation shall be from July 1st through June 30.

ARTICLE VI

DIRECTORS

The Board of Directors shall consist of an elected Lion from each participating District, and sufficient At Large Directors from District 15 and MD-6 to total three (3) Directors from District 15 and six (6) Directors from MD-6 for a grand total of nine (9) elected Directors. Additional non-Lions may be appointed for one (1) year terms to the Board of Directors by the elected Directors. The non-Lion members of the Board shall not exceed one third (1/3) of the total Board. The initial Board shall consist of those members named in Article XV and shall serve for the terms indicated in said Article. Directors shall be elected as provided for by each respective District or Multiple District.

ARTICLE VII

REPLACEMENT OF DIRECTORS

Upon the death, resignation, or incapacity of a member to serve, the respective District Governor or Council Chairman shall appoint a replacement to the Board. A majority of the Board of Directors may recommend to the Cabinets or Councils that an elected member be removed and replaced by the respective Governor or Council Chairman. Non-Lion members of the Board may be removed from the Board by the elected members of the Board of Directors for cause.

ARTICLE VIII

LIABILITY COVERAGE

Officers and Directors of this corporation, when acting in their official capacities for the corporation, shall be insured by the corporation against any and all liability for their actions.

ARTICLE IX

QUORUM

Participation at regular, ~~or~~ special ~~or annual~~ meetings may be by ~~person or way~~ ~~of~~ interactive electronic means such as but not limited to webinar, Skype, conference calling or other similar means where two way communications are assured and those connected can participate in the discussions. A quorum for any meeting shall consist of a majority of the Board of Directors provided that over fifty (50) percent of those participating are Lions Members.

ARTICLE X

OFFICERS

Section 1. All officers of the Board of Directors shall be members in good standing in a Lions Club which shall be in good standing with their District, Multiple District, and Lions Club International. The officers shall be a President, Vice President, Secretary, and Treasurer. The officers are chosen by a majority vote of the Board of Directors. Their tenure shall be one year and they may not serve more than two consecutive terms.

Section 2. Standing Committees will be appointed by the President. ~~Chairpersons~~ ~~Chairman~~ of standing committees do not have to be Lions as long as the majority of the committee consists of Lions in good standing as provided in Section 1.

ARTICLE XI

INCOME

The net receipts of the corporation shall be used by the corporation at the direction of the Board of Directors to further expand the services of the corporation through corneal transplants, eye surgery, eye research and education.

ARTICLE XII

EMPLOYEES

All employees of the corporation shall be hired by, or terminated by, with salaries fixed by the Executive Director as directed by the Board of Directors of the corporation.

ARTICLE XIII

AMENDMENTS

This constitution may be amended at any regular or special meeting of the membership of the corporation by a two-thirds (2/3) vote of the members in attendance provided the text of the amendment shall have been ~~provided mailed~~ to each Lions Club of the corporation ~~by regular mail~~ ~~or by electronic means~~ thirty (30) days prior to the meeting at which a vote is to be taken. The provision of this Article shall apply to amendments to the Articles of Incorporation.

ARTICLE XIV

VOTING

Section 1. At all **Board** meetings of the corporation, each **Board Member** present, **either in person or by electronic means**, shall be entitled to one vote.

Section 2. Voting at the Annual Meeting shall be as outlined in the Corporate By-Laws.

Section 3. Proxy voting at any meeting of this corporation shall not be allowed.

ARTICLE XV

FOUNDING BOARD

The founding Board of Directors of this corporation shall consist of the following individuals, serving the terms and representing the District or Multiple District as indicated.

<u>NAME</u>	<u>REPRESENTING</u>	<u>TERM</u> (years)
PDG Gale Crosier	6-E	2
PDG Leonard Amend	6-N	2
Lt. Gov. John Draper	6-S	1
Lion Gary Rife	6-C	3
PID Earl Maddox	MD-6	1
PID Bert Lewis	6-W	3
PID Bill Winland	MD-15	2
Lion Bryan Russell	15-A	1
PDG Don Martinson	15-B	3
Andrew J. Cottingham, Jr., M.D.	Non-Lion	1
Mardee McKinley Burchfield	Non-Lion	1

Terms of the founding Board of Directors shall commence on July 1, 1982, and succeeding terms shall commence on July 1st.

ARTICLE XVI

ANNUAL MEETINGS

Annual meetings of the corporation shall be held each year, as provided for in the Bylaws of the corporation.

ARTICLE XVII

REDISTRICTING

Due to redistricting, the number of At Large Directors shall be adjusted for a total of three (3) Directors from District 15 and six (6) Directors from MD-6 for a grand total of nine (9) elected Directors. If a district is added, a corresponding At Large position will be eliminated, after completion of that At Large Director's term, to keep the number of Directors at status quo. If a district is eliminated, a corresponding At Large position will be added, after completion of that District Director's term, to keep the number of Directors at status quo. The length of a term for each elected Director shall be (3) years and shall commence on July 1.

ARTICLE XVIII

CORPORATE DISSOLUTION

Section 1. The Corporate Dissolution may be by the sale of the Rocky Mountain Lions Eye Bank, in whole or part, to another entity or the closing of the doors of the Rocky Mountain Lions Eye Bank for any reason, including due to it no longer being a viable business.

Section 2. Upon the dissolution of the corporation, as outlined in Section 1 above, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, to such organizations or organization organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court 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.

Section 3. This Corporate Dissolution must also meet the Laws of the State of Colorado and of the United States Internal Revenue Code.

Revision effective as per annual meeting of the Corporation, ~~May 30, 2015 at Aspen, Colorado.~~