

**OHIO LIONS FOUNDATION**

**CODE OF REGULATIONS AMENDED**

**[AS APPROVED BY THE BOARD OF TRUSTEES ON 10/03/2015]**

**ARTICLE III-A**

**TRUSTEES**

**(EFFECTIVE FOR FISCAL YEARS COMMENCING AFTER JUNE 30, 2016)**

***Section 3.1 Effective Date of this Article III-A.*** The provision of this Article III-A are effective for fiscal years commencing after June 30, 2016, except with respect to the provisions of the Transition Rule at Section 3.15 which shall be effective as of July 1, 2015.

***Section 3.2 The Board of Trustees:*** As provided in the Articles of Incorporation, the Board of Trustees shall consist of not less than ten (10) nor more than twenty (20) trustees. The actual number of Trustees shall be equal to the number of Trustees specified in this Article III-A of the Code of Regulations, and the procedure for election and appointment of Trustees shall be as set forth below in this Article III-A of the Code of Regulations.

***Section 3.3 Composition of the voting members of the Board of Trustees:*** The voting members of the Board of Trustees shall consist of (a) the Elected sub-district trustees, as elected in accordance with Section 3.5 hereof, (b) the Trustee-At-Large, as appointed in accordance with the provisions of Section 3.6 hereof, and (c) not less than two (2) nor more than five (5) Appointed Trustees, as appointed in accordance with the provisions of Section 3.7 hereof.

***Section 3.4 Composition of The non-voting members of the Board of Trustees:*** The non-voting members of the Board of Trustees shall consist of the Trustees Emeritus, as appointed in accordance with the provisions of Section 3.8 of this Article III-A, and the Trust Advisors as appointed in accordance with the provisions of 3.9 of this Article III-A

***Section 3.5 Elected Sub-District Trustees:*** The Elected Sub-District Trustees shall consist of one Sub-District Trustee elected from each sub-district of Multiple District 13 Ohio Lions Inc. to serve for three (3) year staggered terms.

***§3.5.1. Election of Sub-District Trustees.*** The election of Sub-District Trustees shall be held at the annual meeting of each sub-district (sub-district convention); if a Trustee from a sub-district is not elected, for any reason, then a special meeting of such sub-district shall be called for the purpose of electing such Trustee, and such election of a Trustee must be held not less than thirty (30) days prior to the annual meeting of the members as stated herein.

***§3.5.2 Term of office of Elected Trustee:*** The term of office of an Elected Sub-District Trustee shall be for three (3) years. The term of the Elected Sub District Trustee shall

commence at the beginning of the fiscal year. A Trustee elected in the manner and form as set forth herein, shall continue in office until such Trustee's successor has been duly elected and qualified.

**§3.5.3** Any member in good standing of a Lions Club associated with Multiple District 13 - Ohio Lions, Inc. is eligible to be elected Trustee from his sub-district. An Elected Sub-District Trustee may be re-elected for additional terms.

**§ 3.5.4** The initial staggered terms under this Article III-A shall be as set forth in the Transition rule at Section 3.15.3 herein below.

**§ 3.5.5** The Elected Trustees shall serve as voting members of the Board of Trustees.

**3.5.6** Elected Trustees may be elected for additional terms.

**Section 3.6 Trustee-At-Large:** The Council of Governors of Multiple District 13 - Ohio Lions, Inc. shall appoint one (1) Trustee-At-Large who shall serve for a one (1) year term as a voting member of the Board of Trustees. Any member in good standing of a Lions Club associated with Multiple District 13 - Ohio Lions, Inc. is eligible to be appointed Trustee-At-Large. The Trustee-At-Large may be re-appointed by the Council of Governors for additional terms.

**Section 3.7 Appointed Trustees:** The Board of Trustees shall appoint not less than two (2) nor more than five (5) Appointed Trustees serving at any time, to serve as voting members of the Board of Trustees., of which two (2) appointed trustees shall serve for two (2) year terms and three (3) Appointed Trustees shall serve for three (3) year terms.

§3.7.1 Appointed Trustees may be re-appointed by the Board of Trustees for additional terms.

**Section 3.8. Trustees Emeritus.** The Trustees Emeritus shall be those former elected trustees who have served at least one (1) full three year term as an elected Sub-District Trustee and who in the judgment of the board have rendered outstanding service to the foundation who shall have been appointed as Trustee Emeritus by the Board of Trustees.

**Section 3.9 Trust Advisors:** Individuals who the Board of Trustees believe may be able to render advice, based on their experience or expertise, to the Board of Trustees, may be elected as Trust Advisors by the Board of Trustees. Trust Advisors shall be non-voting members of the Board of Trustees.

§ 3.9.1 The term of office of a Trust Advisor shall be one (1) year. Trust Advisors shall be non-voting members of the Board of Trustees Trust Advisors may be re-appointed by the Board of Trustees for additional terms.

§ 3.9.2 Trust Advisors are not required to be members in good standing of a Lions Club.

**Section 3.10. Compensation:** All Trustees shall serve without compensation for their services except reasonable expenses actually incurred may be authorized and paid by the Board of Trustees.

**Section 3.11. Power of Trustees.** The business and property of this corporation shall be operated, managed, conducted and controlled by the Board of Trustees.

**Section 3.12 Vacancies.** Vacancies caused by the death, resignation, removal, or when the office of an Elected Sub-District Trustee has been declared vacant by action of the Board of Trustees, may be filled by a majority vote of the Board of Trustees for the unexpired term upon recommendation of the District Governor of the sub-district from which the Sub-District Trustee, whose office is vacant, was elected. Such person being appointed must be from and represent the sub-district having the vacancy.

§3.12.1 A vacancy in the Trusteeship-At-Large appointed by the Council of Governors shall be filled by the Board of Trustees upon recommendation by the Council of Governors

§3.12.2 A vacancy in the office of an Appointed Trustee may be filled by the Board of Trustees.

**Section 3.13 Removal.** Any Trustee may be removed from office for cause by the affirmative two-thirds (2/2) vote of the Board of Trustees. The office of a trustee who has failed to attend three (3) consecutive meetings may be declared vacant by the affirmative two-thirds (2/3) vote of the Board of Trustees.

**Section 3.14. Qualification of Trustees:** Only members in good standing of a Lions Club associated with Multiple District 13 – Ohio Lions, Inc. shall be eligible to serve as an Elected Sub-District Trustee, an Appointed Trustee, a Trustee-a-Large, or a Trustee Emeritus.

§3.14.1 No person who has been convicted of a felony under the laws of the U.S. or of any state shall be eligible to serve as an Elected Sub-District Trustee, an Appointed Trustee, a Trustee at Large, a Trustee Emeritus, or a Trust Advisor. Each trustee upon the commencement of a new term shall certify to the Board the he or she meets the requirements of this section. This Section shall be applicable to elections and appointments of trustees occurring after the date of adoption hereof.

**Section 3.15 Re-Districting Transition rule:** Under this transition rule effective July 1, 2015, during the transition, existing currently serving Elected Trustees (trustees' whose terms which extend beyond June 30, 2016 shall continue to serve until their respective terms expire, and a new election shall be held in each of the new sub-districts at such time as there shall be no currently Elected Trustee serving with respect to that new sub district. A currently serving Elected Trustee (elected from an old sub-district) whose term extends beyond June 30, 2016, shall be deemed to be an Elected Trustee with respect to the new sub-district which encompasses the Lions Club of which such currently serving Elected Trustee was a member when elected...

§ 3.15.1 With respect to Sub-district Elected Trustees with terms of office ending June 30, 2015 (present sub-districts H, J and K), Trustees shall be elected by an election held in the current (old) sub-district for a full three (3) year term commencing July 1, 2015, and ending June 30, 2018.

§ 3.15.2 With respect to current sub-district Elected Trustees with terms of office ending June 30, 2016 (current sub-districts A, B, C and D), those trusteeships would *not* be filled by an election held in the existing (old) sub-districts at the district conventions held in the fiscal year ending June 30, 2016. To the extent there is a vacancy in a new sub district (no then serving elected trustee), the vacancy shall be filled by an election to be held at the special electoral convention to be held for the new sub-district sometime prior to June 30, 2016, for a term commencing July 1, 2016.

§3.15.3 A schedule of initial staggered terms of Elected Sub-District Trustees shall be established similar to that which applied to the Foundation's first election: (a) Two districts (OH-4 and OH-5) shall elect trustees for an initial one (1) year term, (b) Two districts (OH-6 and OH-7) shall elect trustees for an initial two (2) year term, and (c) Three districts (OH-1, OH-2 and OH-3) shall elect trustees for an initial three (3) year term. Thereafter, Elected Trustees shall serve for a full three (3) year term.

§ 3.15.4 ***Example of Effect of Transition Rule:*** As a result, there could in fact be two serving trustees with respect to a new sub-district during the transition period. For example, the elected trustees from old sub-districts J and H, to be elected in fiscal year ending June 30, 2015, for a three year term commencing July 1, 2015 and ending June 30, 2018, would both be deemed to be trustees with respect to the new sub-district OH--06. A new election would be held in new Sub-district OH-06 in the fiscal year ending June 30, 2018, for a term commencing July 1, 2018.