

**BYLAWS
OF
LIONS HELEN KELLER MEMORIAL (A PROJECT OF MD34)**

**ARTICLE I
NAME AND SCOPE OF BUSINESS**

SECTION 1. NAME.

The name of the activity shall be known as: Lions Helen Keller Memorial (a Project of MD34), herein after referred to as "corporation or Memorial." This corporation may also use the short title of Lions Helen Keller Memorial.

SECTION 2. SCOPE OF BUSINESS.

The corporation may, in furtherance of the purpose and objects thereof, engage in any business authorized by its Articles of Incorporation. The purpose of the Memorial is to honor the achievements of Helen Keller and is located at her birthplace at Ivy Green in Tuscumbia AL. The Lions Helen Keller Memorial is an area of Ivy Green that recognizes the support the Lions have provided to the prevention of blindness as requested by Helen Keller in her 1925 Lions Club International Convention "Knights of the Blind" speech.

SECTION 3. MANAGEMEENT AND CONTROL.

The business and property of the Memorial shall be controlled by the Board of Directors who shall have full power and authority to perform acts requisite to the lawful conduct of the business activity.

SECTION 4. REGISTERED AGENT

The Registered Agent, officer and attorney-in-fact for the purpose of service of process and for such other purposes as may be required by law shall file appropriate notice with the Secretary of Alabama, as required from time to time.

**ARTICLE II
OFFICES**

SECTION 1. PRINCIPAL OFFICE.

The principal office of the corporation is in Cullman County as this is the current office for the chairman of the corporation. This office location may be changed by a majority vote of the Board as required.

SECTION 2. CHANGE OF ADDRESS.

The designation of the county of the corporation's principal office may be changed by majority vote of the Board of Directors. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below and such

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change of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

**ARTICLE III
MEMBERSHIP AND MEETINGS**

SECTION 1. QUALIFICATIONS OF MEMBERS.

The membership of the corporation shall consist of those Lions who are in good standing of the Multiple District 34 (MD 34) Alabama and who shall be represented by the members of the Board of Directors. There shall be no dues payable by any member.

SECTION 2. SPECIAL MEMBERSHIP.

The Board of Directors from time to time may recognize with Special Membership those individuals who have or show their interest either by action or contribution for the activity's purpose.

SECTION 3. MEETINGS.

There will be at least one annual meeting held in the same month of Alabama Lions State Convention at a location determined by the Chairman. The Chairman or at least five Board members may call other meetings of the Board of Directors or Executive Committee pursuant to Article IV, Sections 6-8 and Article V, Section 4. Notice of such meeting will be given to the Board of Directors at least 72 hours prior to such meeting by written notice via email, mail, fax, website, or MD 34 newsletters.

SECTION 4. VOTING.

At any properly called meeting of the Board of Directors, each Director shall be entitled to vote on any matter brought before the Board. As long as a quorum is established, all matters submitted shall be determined by a majority vote of those present and voting. No Proxy voting by any Board of Director will be allowed.

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**ARTICLE IV
BOARD OF DIRECTORS AND MEETINGS**

SECTION 1. NUMBER

a. The Multiple District 34 Council of Governors will approve the initial officers and directors to the corporation. Following the initial appointment, the Board of Directors will determine the rotation and assignment of officers. The Board of Directors will ensure, if possible, an equal number of Board members are rotated out each year. All Board members and officers must be Lions in good standing for consideration and appointment to the Board.

b. The Board of Directors shall consist of a total of eleven (11) Directors with three directors from each of the MD 34 Districts and two Directors from the Tuscumbia Lions Club. The District Governor from each of the MD 34 Districts may recommend to the Board of Directors replacement board members from their district when vacancies become available.

c. The Board of Directors approve or elect new Board members that may be nominated to the board as vacancies occur.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state; no other qualifications are required except as in Section 1, above.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. TERM OF OFFICE.

The Board of Directors shall serve a three-year term. Each Board member may be elected for a second three-year term, after which they cannot serve on the Board until one-year has elapsed. Board member terms of office begin on July 1st and run for three years ending on June 30th. For the initial group of Board members, the Board may adjust the term of length to allow for the establishment of a rotation of 1/3 of the board members each year. Executive Committee officers (Chairman, Vice-Chairman, Secretary, Treasurer) are elected by the Board, and the Board determines the term of office for each position.

SECTION 5. COMPENSATION.

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Directors shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, as may be authorized by the Board of Directors. For a director to receive reimbursement of reasonable expenses, the Board must approve the expense in advance of the expenditure by a majority vote. The Board, at its first annual meeting of the fiscal year, will outline general requirements needed for a qualified reimbursable expense. Expenditures not approved in advance by the Board may not be reimbursed.

SECTION 6. REGULAR MEETINGS

Regular Board of Directors' meetings shall be held quarterly or as determined by chairman. Other than the annual meeting, a meeting may be held electronically (Zoom, Google Meets, Microsoft Teams, etc.) or by conference call. The annual meeting must be held during the last quarter of the fiscal year, normally during the month of the Alabama State Convention. The Board Chairman will determine the meeting location.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman, by any six directors, signed by such directors specifying the purpose of the meeting, or if different, by the persons specifically authorized under the laws of this state to call a special meeting of the Board of Directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 8. NOTICE OF MEETINGS

a. Unless otherwise provided by the Articles of Incorporation, these By-Laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

b. Regular meetings. Regular meetings do not require prior notice to be given.

c. Special Meetings. At least 72 hours prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic notification (email), or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by return message, email, or telephone call within twenty-four hours of the first facsimile transmission.

d. Waiver of Notice. Whenever a notice is required to be given by any statute, the Articles of Incorporation, and any amendments thereto or these By-Laws, a waiver thereof in writing designed by the person or persons entitled to such notice, whether before or after the

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time stated therein, shall be deemed equivalent to such notice, in addition, any member attending a meeting of members without protesting prior to the lack of notice at the commencement of the meeting be deemed to have waived notice of such meeting.

e. Notice of meetings shall be in writing and may be delivered personally, by mail, email, fax, posted in the MD 34 newsletter, or other electronic means. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a postage paid sealed envelope, and addressed to the Director at their address on file with the Secretary.

SECTION 9. QUORUM FOR MEETINGS.

Except as otherwise provided under the Articles of Incorporation, these By-Laws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the meeting Chair shall entertain at such a meeting is a motion to adjourn. A quorum is defined as 50 percent of the Board of Directors. Attendance by phone or electronic means will count in deciding if a quorum is present.

SECTION 10. MAJORITY ACTION AS A BOARD ACTION.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these By-Laws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. Proxy voting is not permitted at any time.

**ARTICLE V
EXECUTIVE COMMITTEE AND MEETINGS**

SECTION 1. NUMBER AND COMPOSITION

Executive Committee officers must be standing Board of Director members. The Board of Directors will elect/appoint the Executive Committee officers and set their term of office. The Executive Committee officers will consist of a Chairman, Vice-Chairman, Secretary, and Treasurer.

SECTION 2. TERM OF OFFICE.

a. The Executive Committee officers will serve the term of office determined by the Board. Officer terms of office begin on July 1st and end on June 30th.

b. In case of a vacancy in any of the Executive Committee (officer) position, the Board shall appoint a person to fill the office immediately for the remainder of the term, with the appointed officer taking the position immediately.

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SECTION 3. COMPENSATION.

Officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, as may be authorized by the Board of Directors. For an officer to receive reimbursement of reasonable expenses, the Board must approve the expense in advance of the expenditure by a majority vote. The Board, at its first annual meeting of the fiscal year, will outline general requirements needed for a qualified reimbursable expense. Expenditures not approved in advance by the Board may not be reimbursed.

SECTION 4. MEETINGS.

The Executive Committee may meet quarterly, at the discretion of the Chairman, separate from Board of Director meetings to conduct the business as outlined by the Board. Special meetings may be called in the same manner. Executive Committee meetings are open to all members of the corporation. A meeting may be held electronically (Zoom, Google Meets, Microsoft Teams, etc.) or by conference call.

SECTION 5. QUORUM.

A majority of the Executive Committee shall constitute a quorum for the purpose of transacting Executive Committee business. Proxy voting is not permitted by any Executive Committee member. For time sensitive issues, voting may occur by email or phone call. Whomever, collects the votes is responsible for documenting the results of the vote for documentation purposes.

SECTION 6. APPROVAL OF ACTIONS.

The Executive Committee is allowed to handle the day-to-day operations of the corporation as set forth by the Board of Directors.

**ARTICLE VI
COMMITTEES**

SECTION 1 COMMITTEES.

The Board of Directors may create committees that will exercise such powers as conferred by the Board for its intended purpose. At least two members of each committee shall be members of the Board of Directors and a Director must chair the committee. Except for the Executive Committee, other committee members may be Lions in good standing or representatives from the community and need not be Directors. A majority of each committee present at the meeting will constitute a quorum for transacting business. The committees may decide its actions and determine the time and place of its meetings.

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SECTION 2. COMMITTEE REPORTS.

Committee chairs will supply a report on their committee actions at every Board meeting. Committee Chairs will file, as directed by the Secretary, their committee minutes and any Board reports.

**ARTICLE VII
OTHER EMPLOYEES**

SECTION 1. NUMBER AND DUTIES.

The corporation may employ or otherwise procure the services of persons necessary to carry on the business of the activity upon such terms and conditions and at such times and places, with such duties and responsibilities, and for such compensation as may be prescribed by the Board of Directors or as in keeping with the procedures and policies adopted by the Board of Directors from time to time.

SECTION 2. CONTRACTS OF EMPLOYMENT.

No contract of employment for services to the corporation shall be undertaken unless the contract of employment is in writing. All written contracts of employment shall be in the form prescribed therefore by the Board of Directors and executed by the Officers of the corporation to whom the authority to execute the contracts has been delegated by the Board of Directors.

SECTION 3. REMOVAL.

Any employee or other person whose services are obtained by the corporation may be removed at any time by the Board of Directors or by any committee upon which such power of removal is conferred by the By-Laws or by resolution of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person so removed.

**ARTICLE VIII
CORPORATE SEAL**

SECTION 1. DESIGN.

The Board of Directors may prescribe a seal for the activity, which shall have inscribed thereon: "Lions Helen Keller Memorial" or "Lions Helen Keller Memorial (a Project of MD34)." The seal may be changed from time to time by the Board of Directors.

SECTION 2. USE.

The Corporate Seal, or printed facsimile thereof, shall be affixed to all instruments,

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certificates, reports, and other documents made and executed for and on behalf of the corporation when required by Law or by custom or usage. In all such cases the Corporate Seal shall be affixed by the Secretary who shall attest the affixing of the same by their signature. Absence of the Corporate Seal on any document will not nullify the document or the corporation's responsibilities.

**ARTICLE IX
ANNUAL STATEMENTS AND RECORDS**

SECTION 1. FISCAL YEAR.

The fiscal year for the corporation is from July 1st to June 30th.

SECTION 2. ANNUAL REPORT.

The Board of Directors shall present at each annual meeting of the members a full and clear statement of the business, condition, finances, and affairs of the corporation. The annual report will be presented at the annual meeting, which will normally occur at the MD34 annual/state convention.

**ARTICLE X
RESIGNATION AND VACANCIES**

SECTION 1. POWER TO RESIGN.

Any officer or director of the corporation may resign his office at any time.

SECTION 2. FORM OF RESIGNATION.

The resignation of an officer or director shall be in writing to the Chairman or Secretary. The resignation shall take effect from the time of its receipt unless it is stated therein to take effect at some other time. The formal acceptance of a resignation shall not be required to make it effective. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

SECTION 3. VACANCIES.

- a. Vacancies of the Board of Directors shall exist on the death, resignation, or removal.
- b. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state.
- d. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or

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provisions of law, vacancies on the Board may be filled by appointment from the Board. A person appointed to fill a vacancy on the Board shall hold office until the end of the vacated position's term or until his or her death, resignation, or removal from office.

**ARTICLE XI
ADMENDMENTS**

SECTION 1. POWER TO ADMEND.

These By-Laws may be altered, amended or repealed, or a new By-Law may be adopted by the affirmative vote of two-thirds of the members of the Board of Directors present at a meeting at which a quorum is present.

SECTION 2. NOTICE OF PROPOSED AMDENDMENTS.

Notice of any proposed amendments shall be forwarded to all members of the Board of Directors by the Secretary at least 30 days prior to the meeting at which a vote on the amendment is to be taken. Such notice must be provided in writing and delivered by mail, email, fax, website, or MD 34 newsletter.

**ARTICLE XII
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS.

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES.

Except as otherwise determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the corporation's Chairman or Vice-Chairman.

SECTION 3. DEPOSITS.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as determined by the

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Board of Directors.

SECTION 4. GIFTS.

The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE XIII
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS.

The corporation shall keep at its principal office or electronically, if available, the following records.

a. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

c. A record of its Board members, showing their names and addresses and the termination date of any appointment.

d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. INSPECTION RIGHTS.

Every director and member shall have the right to inspect the books, records and documents, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and law.

**ARTICLE XIV
IMMUNITY OF VOLUNTEERS AND INDEMNIFICATIONS OF BOARD
MEMBERS AND OFFICERS**

SECTION I. LIMITATION OF LIABILITY

The members of the Board of Directors of the corporation and the officers of the said activity shall receive the full benefit of the immunity provided by the Volunteer

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Service Act, as set forth in Section 6-5-3 36, Code of Alabama (1975), as well as the protection provided by section 10-11-1, et seq., Code of Alabama (1975). Liability of a Board member or officer of the corporation is not eliminated or limited to the extent such a person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud, or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendment or repeal. In Addition to the foregoing, a Board member or officer of the said activity shall not be liable to the fullest extent permitted by any provisions of the statutes of Alabama hereafter that further limits the liability of a Board member or officer.

SECTION 2. RIGHT OF INDEMNIFICATION

Members of the Board of Directors and officers of said nonprofit corporation shall be indemnified by the said activity to the fullest extent allowable, including attorney's fees, under Alabama Nonprofit Corporation Act, more specifically section O-3A-20(14) of the Code of Alabama (1975), or the provision of any other applicable law.

SECTION 3. SAVINGS CLAUSE

If this Article or any portion hereof shall be invalidated on any grounds by any court of competent jurisdiction, then the corporation shall nevertheless indemnify and hold harmless each member and officers as to costs, charges, and expenses (including attorney fees) judgements, fines, and amounts paid in settlement with respect to any action, suit, or proceeding, whether civil, criminal, investigative, or administrative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

**ARTICLE XVI
CONSTRUCTION AND TERMS**

a. If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

b. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

c. All references in these By-Laws to the Articles of incorporation shall be to the Articles of Incorporation filed with an officer of this state and used to establish the legal existence of this corporation.

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d. All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 12 pages, as the By-Laws of this corporation.

RONALD SEYBOLD		Chairman	6-1-2023
(Printed Name)	(Signature)	(Board Position)	(Date)
JOHN EMICH		Vice Chairman	June 3, 2023
(Printed Name)	(Signature)	(Board Position)	(Date)
LEON CHRITTENDEN		Treasurer	
(Printed Name)	(Signature)	(Board Position)	(Date)
VACANT		Secretary	
(Printed Name)	Signature)	(Board Position)	(Date)