



The International Association of Lions Clubs (LCI)

**Lions Helen Keller Memorial
(A Project of MD-34)**

Policy Manual

September 11, 2023

Adopted by the Board of Directors on September 11, 2023

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ARTICLE I GENERAL INFORMATION

Section 1 Lions Helen Keller Memorial (LHKM). The Lions Helen Keller Memorial (a Project of MD-34) was approved in April 2023 as an Multiple District (MD)-34 Alabama Lions State Project at the annual convention. The Lions Helen Keller Memorial herein is known as the “corporation” or “Memorial.” The Lions of MD-34 approved setting up a 501C(3) to help raise funds for the sustainability of the Memorial.

Section 2 Policy Manual. This policy manual outlines specific policies and procedures for the Memorial. The policy manuals may further clarify policies addressed in the Memorial’s By-laws and Operating Agreement. This manual will be reviewed annually by the Board of Directors and updated as needed.

Section 3 MD-34 Requirements. Since this is an approved Alabama Lions State Project, the Memorial Board of Directors will adhere to the policies of MD-34. The MD-34 policies will take precedence in any conflict between this policy manual and the policies of MD-34.

Section 4 LHKM Facebook and Webpage. The communications committee will develop and maintain the Memorial’s Facebook and webpage. At a minimum, the webpage will contain and donate area to allow visitors to donate to the Memorial, a fillable brick order form and payment method, and an area to provide information on the Memorial and updates on activities. The Facebook page should have at least two entries per month to keep the Memorial in the forefront of followers.

Section 5 Electronic Voting and Correspondence. It is the intent of the Memorial to work as efficiently as possible. To help meet the needs of the board when the board is spread out across the State of Alabama, it is imperative that each board member have access to email and electronic means of communication. The chairman may choose to handle some board voting requirements via electronic means (emails, surveys, etc.).

Section 6 Real Property and Other Lion’s Property at Ivy Green. The real property at the Memorial includes the fountain area, two buildings and two covers (one for the statue the Warmth of Enlightenment and the other for the Māori Idina gate). All real property belongs to the Helen Keller Birthplace Foundation and the City of Tuscumbia. Since these items are real property and built on the Birthplace Foundation (City of Tuscumbia) property, once installed they have possession. The contents of the buildings and statues we own as we paid for these items, and they are not considered real property.

Section 7 Memorandums of Understanding (MOU). The board of directors may decide to enter into agreements with various organizations to conduct business of the Memorial. The chairman will sign these MOUs or agreements. The Memorial currently had MOUs with the Tuscumbia Lions Club and the Hele Keller Birthplace Foundation.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1 Term of Office. The board of directors will consist of three members from each of the three MD-34 Districts and two members from the Tuscumbia Lions Club for a total of eleven directors. The first board of director terms will expire as decided by the board. The intent of this guidance is for the board to ensure a one-third (1/3) rotation of board membership each year to minimize the loss of board expertise. The normal period for assignment to the board of directors is a three-year term. A director may agree to serve a second three-year term for a total of six years but must sit out for one year after the second term before returning to the board. The District Governor for each MD-34 District may nominate members from their district to serve on the board. The board of directors must approve those nominees' selection to the board.

Section 2 Resignation. Should a director move from the district they represent, resigns for any reason, or becomes unable to fulfill their term, that director's position shall immediately lapse. The District Governor shall immediately nominate a new member to the board from the impacted district to complete the unexpired term.

Section 3 Establishment of new MD-34 Districts. Any new sub-districts created within Alabama will be represented by a director and assigned a rotation by the board of directors. The board may need to redesignate the number from each district to accommodate adding new districts so that the number of board members remains eleven members.

**ARTICLE III
BOARD OF DIRECTOR RESPONSIBILITIES**

Section 1 General Information. The board of directors shall manage the business activities of the corporation. The board of directors will elect or appoint a Chairperson, Vice-Chairperson, Secretary, and Treasurer to handle the activities of the board and the corporation.

Section 2 Board of Director Responsibilities. It shall be the duty of the directors to:

(1) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, the By-laws, or these policies;

(2) Appoint and remove, employ, discharge, and except as otherwise provided in the By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(3) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

(4) Attend all board of director's meetings (attendance may be accomplished by electronic means (Goggle Meets, Microsoft teams, etc.) or telephone conferencing. If a

director knows of a meeting absence, they must notify the chairperson of the need for an excused absence prior to the scheduled meeting. A director who receives two regular meeting absences without an acceptable chairperson's excuse may be dismissed from the board by a majority vote of those present at the next board of directors meeting. The secretary will supply written notice of the action to the member and their District Governor.

- (5) Report the actions and activities of the Memorial to their respective Districts;
- (6) Inform and promote the continuance of the Memorial efforts within their Districts;
- (7) Serve on any such committees to which they are appointed;
- (8) Become familiar with the corporate by-laws, operating agreement, and this policy manual;
- (9) Oversee the actions of the executive committee to ensure they follow the guidance of the board;
- (10) Maintain access to electronic means (email, video conferencing, etc.) since this is one method the board may oversee the affairs of the corporation; and
- (11) Solicit contributions from individual Lions, Lions Clubs, corporations, or businesses within their Districts to further the goals of the Memorial.

ARTICLE IV EXECUTIVE COMMITTEE RESPONSIBILITIES.

Section 1 General Information. Every effort should be made to ensure the executive committee is composed of at least one member from each MD-34 district, if possible. In no event should three members of the executive committee be from the same District. The intent of this requirement is to ensure the widest distribution of leadership amongst the districts of the state. The executive committee will manage the day-to-day operations of the corporation. No officer of the corporation shall make decisions that has not been previously approved by the board, outlined in this policy, or specified in the corporate by-laws and/or operating guidelines. Any member of the executive committee who is not performing their duties may be removed from office with a 2/3 vote of the board of directors. All officers of the executive committee must have access to electronic means of communication.

Section 2 Chairperson Responsibilities. The chairperson will:

- (1) Preside at meetings on behalf of the corporation, its members, or the board of directors;
- (2) Conduct negotiations of behalf of the corporation, except those specifically given to the Secretary and/or Treasurer, and shall make every effort to further the purposes of the corporation;

(3) Supervise and control the business activities and affairs of the corporation and the officers;

(4) Develop a fundraising activity plan for the board;

(5) Sign written contracts of the corporation, except where signing and execution shall be expressly delegated by resolution of the board of directors to some other officer;

(6) Develop a fiscal year budget with the help of the treasurer and brief the upcoming budget at the last board meeting of the fiscal year in preparation for the new fiscal year; and

(7) Appoint chairpersons for permanent or ad hoc committees created by the board.

(8) Ensure the filling of applicable State of Alabama and IRS documents to keep the foundation in good standing.

Section 3 Vice-Chairperson Responsibilities. The vice-chairperson will:

(1) Perform the duties of the chairman in their absence;

(2) Develop long-range plans for the board and brief those plans at the first meeting of the fiscal year;

(3) Develop a communications plan in conjunction with the Communications Committee Chair to help promote the activities of the corporation;

(4) Maintain the corporate policy manual and coordinate and changes with the board;
and

(5) Other duties as assigned by the chairman or the board.

Section 4 Secretary Responsibilities. The secretary will:

(1) Maintain care and control of the seal of the activity and affix the seal of the corporation on documents duly authorized by the executive committee or the board;

(2) Maintain an electronic filing system (Google Drive or other electronic form) for the records of the corporation. These files must, at a minimum, be read access to all board members;

(3) Maintain and monitor the Memorial's email account. The email account will be available, at a minimum, to the chairman, vice-chairman, and secretary;

(4) Publish written minutes summarizing key decisions of each meeting of the executive committee and tracking open items for the board within five business days following the meeting. If the secretary is absent from a meeting the person leading the meeting will ensure

someone is designated to take meeting minutes and meet this five day publishing requirement;

(5) Develop and maintain the yearly calendar for the corporation;

(6) Publish a board of directors contact roster and distribute to board members;

(7) Maintain Board attendance at each meeting called for the board;

(8) Monitor the Alabama Secretary of State corporation filing requirements to ensure the corporation meets the yearly filing requirements; and

(9) Perform other duties as assigned by the chairman or board of directors.

(10) Coordinate with the treasure to ensure the State of Alabama corporate license is filed each year.

Section 4 Treasurer Responsibilities. The treasurer will:

(1) Have custody of all monies and securities of the corporation;

(2) Keep the books of the accounts of the corporation;

(3) Submit books, vouchers, receipts, records, and other papers to the directors and executive committee for their examination as often as needed or when requested;

(4) Deposit all funds of the corporation in a timely manner, normally within ten business days of receipt of funds, in such banks, trust companies, or other depositories as selected by the board of directors;

(5) Develop monthly financial reports and present the financial status of the corporation at every meeting and at the annual meeting of the corporation;

(6) Maintain up-to-date signature cards for the corporation that includes the treasurer, the chairman, and the vice-chairman;

(7) Ensure the corporation pays the yearly filing requirements of the Alabama Secretary of State;

(8) Pay debts of the corporation within five business days of the receipt of the purchase order or bill;

(9) Perform other duties as assigned by the chairperson or board of directors;

(10) Complete all IRS filing requirements;

(11) Ensure donors receive a receipt for their donations and explain what part of their donation is tax deductible;

(12) Develop a yearly budget for the corporation with the help of the president, and a fundraising plan that outlines fundraising opportunities for the corporation; and

(13) Have an audit performed as directed by the board of directors.

(14) Ensure the yearly filing of the IRS Form 990 and the State of Alabama Corporate license renewal.

(15) Ensure the filing of monthly and quarterly financial statements to include Statement of Financial Position (Balance Sheet), Statement of Activities (Income Statement), and Budget vs Actuals Report.

ARTICLE V COMMITTEES

General Information. Committees will meet at the discretion of the committee chairperson. The chairperson has the authority to assign committee chairs as needed. Each committee must have at least two board members assigned to the committee, with one of the board members serving as the Chair. Other members, who are not members of the board, can serve on committees if they are in good standing in MD-34. The committee chairperson will supply an update to the board on the activities of their committee at every board of directors' meeting. This update may be electronic or through quarterly reports. Committee chairpersons are not required to attend board of director meetings but should, at a minimum, provide an update of their activities for presentation to the board. Standing committees include:

Section 1 Communications and Marketing Committee. The Communications and Marketing Committee will:

- (1) Maintain Facebook page;
- (2) Develop and purchase marketing materials for the Memorial;
- (3) Issue press releases for the Memorial;
- (4) Update and maintain the Memorial Web page;
- (5) Maintain the Memorial's webpage; and

(6) Collaborate closely with the treasurer and the Brick Sales Chair to coordinate donations and brick sales from the web page.

Section 2 Brick Sales Committee. The Brick Sales Committee will:

- (1) Update and keep "Named" brick database listing the location of the named bricks;
- (2) Liaison with brick engraver at Atkins Marble in Russellville (Grant Atkins) and find

other engravers who can support engraving bricks;

- (3) Develop a process to ensure brick orders are processed as quickly as possible;
- (4) Update the brick at least quarterly; and
- (5) develop a way to display the named brick database at the Memorial.

Section 3 Fundraising Committee. The Fundraising Committee will:

- (1) Develop a plan to raise funds for the Memorial through activities and donations;
- (2) Oversee all fundraising activities for the Memorial;
- (3) Coordinate with the treasurer to ensure donors receive a receipt explaining the part of their donation that is tax deductible; and
- (4) Work fundraising activities for the Memorial.

ARTICLE VI MEETINGS

General Information. Meetings of the board of directors shall be presided over by the chairperson of the corporation or, in his or her absence, by the vice-chairperson, or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. Roberts Rules of Order shall govern meetings as far as such rules are consistent with or in conflict with the Articles of Incorporation, the By-Laws, or with provisions of law. It is imperative that board members attend meetings of the corporation.

ARTICLE VII REPORTS

Section 1. Annual Report. The board will develop an annual or periodic report required under law to be prepared and delivered to an office of this state or the MD-34 Council of Governors, to be prepared and delivered within the time limits set by law. The Council of Governors requires a quarterly report for each quarterly council meeting.

Section 2 Long Range Plan. The board develops the long range plan for the Memorial. In addition, the board should develop a fundraising plan to focus fundraising efforts, and a communications plan to promote advertising the Memorial's activities. These plans should outline planning requirements and courses of action; identify a committee or individual to accomplish the courses of action; and outline timelines for completion.

**ARTICLE VIII
POLICY MANUAL AMENDMENTS**

Section 1 General Information. Any proposed changes to this policy manual shall be submitted to the board of directors for review and drafting of the change. The vice chairperson will draft the change as directed by the board and keep the policy manual updated. Once drafted the vice chairperson will present the amendment to the board of directors for approval. Emergency deviations from this policy manual may be made if approved by the majority of the board. If an emergency deviation occurs the vice chair must begin the process to codify that change into a future version of the policy manual.

Section 2 Notice. The secretary will publish a notice of the proposed changes by regular post, electronic means, or by personal delivery to each member of the board of directors at least 14 days before the first reading. The "First Reading" of any proposed amendment to the Policy Manual can be posted electronically or in writing to all board of directors. The proposed change will be voted on at the next board meeting where there is a quorum of directors.

Section 3 Article Approval. A two-thirds (2/3) vote of the board of directors shall be required for adoption of proposed amendments. A majority vote from the directors present at the meeting shall be required for adoption of the change.

**ARTICLE IX
FINANCIAL REQUIREMENTS**

Section 1 Method of Business Transactions. This board may transact business at regular board meetings (virtual or in-person), by mail, through surveys, or through electronic communications. The board of directors will approve business transactions (expenditures). The secretary will ensure documentation of the expenditure's approval and amount will be included in the minutes. Every June at the end of the fiscal year, the treasurer will present a recap of the past year's budget and the upcoming yearly budget proposal. Specific expenditures (for example, post office box payment, surety bond, etc.) listed in the budget proposal and approved by the board. No further vote will be needed for payment as long as the amount does not exceed the amount approved by the board. Each fiscal year in July, the board can decide an amount for the executive committee to spend without prior board approval. This amount should be limited as it is the board that is authorized to approve expenditures. The intent of this limited amount is to give the executive committee minor funds for administrative expenditures (office supplies, stamps, etc.) without going to the board for approval. The treasurer will send monthly bank statements and financial statements to the board for review. Board members authorized to sign checks will include the chairperson, vice chairperson and/or treasurer. Each check written on the corporation bank accounts must be signed by two executive committee officers, one of which shall be the treasurer.

Section 2 Reimbursement. Members may be reimbursed for expenses of the corporation if those expenses were approved in advance by the board of directors. To receive reimbursement, the member must supply an original receipt for the expense. The treasurer will

have two weeks to process the reimbursement. Reimbursement for corporate project expenses will be in-line with the Board of Directors approved budget submitted by the project chairperson.

Section 3 Surety Bond. A surety bond will be needed, at the corporation's expense, at such time the corporate bank accounts total more than \$15,000.

Section 4. Compensation. No officer shall receive any compensation for any service made to this corporation in their official ability.

Section 5. Project Funding Approval. The project lead will ensure all projects that require funding have an estimate of funding requirements, so the board of directors understand the expected costs associated with the planned project. If the project budget is approved by the board, the project lead or chairperson can spend up to the budgeted amount for each specific line item. Anything above the budgeted amount must be approved by the board of directors prior to the expenditure. The chairperson may call a special board of directors meeting if the expenditure is time sensitive. Board approval of time sensitive expenditures may also be managed via electronic means or phone calls. If a phone call vote is taken to expedite corporate business, each director placing a phone call vote should email the secretary a written confirmation of the verbal vote within 48 hours.

ARTICLE X MEMORIAL ORGANIZATION AND STRUCTURE

Section 1. Organization Classification. The corporation is organized under Section 501(c)(3) of the Internal Revenue Code of the United States of America as a tax-exempt charity organization.

Section 2. Changes to Organization Classification and Structure. Any changes to the current organization classification and/or structure shall be proposed to the board of directors and presented to the MD-34 membership at the annual convention for approval. Information on the proposed change must be sent to MD-34 members in accordance with the MD-34 policy manual. Examples of structural changes include changing the board structure or tax-exempt status.