

**LIONS CLUBS INTERNATIONAL
DISTRICT 2-S2**

HUMANITARIAN RELIEF FUND

Revised July 15, 2006

ARTICLES OF INCORPORATION
OF
DISTRICT 2-S2 LIONS INTERNATIONAL
HUMANITARIAN RELIEF FUND

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation is DISTRICT 2-S2 LIONS INTERNATIONAL HUMANITARIAN RELIEF FUND.

II

The corporation is a nonprofit corporation.

III.

The period of duration is perpetual.

IV.

The purposes for which this Corporation is organized are:

- A. To promote human welfare by careful application of funds to support humanitarian, disaster and emergency relief for the sick, injured, afflicted, infirm, disabled, or destitute persons.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on Nonprofit Corporation under the laws of Texas, or which may hereinafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

C. This Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

V.

The street address of the initial registered office of the Corporation is 4114 Fifth Street, Brookshire, Texas 77423, and the name of its initial registered agent at such address is Karl N. Micklitz.

VI.

The number of Trustees constituting the initial Board of Trustees of the Corporation is eight (8), and the names and addresses of the persons who are to serve as the initial Trustees are:

Bill F. Mayfield	7142 Roos, Houston, Texas 77074
Al Santa Maria	3709 Westheimer, Houston, Texas 77027
E. H. Munger	818 T. C. Jester Blvd., Houston, Texas 77008
R. E. Manchee	1220 Winrock #502, Houston, Texas 77057
Vernon Carmichael	5920 Bissonnet #L, Houston, Texas 77081
Abel E. Lozano	2701 Arbuckle, Houston, Texas 77005
Karl N. Micklitz	4114 Fifth Street, Brookshire, Texas 77423
Horace H. Andrews	

VII.

The name and address of each incorporator is:

Bill F. Mayfield	7142 Roos, Houston, Texas 77074
R. E. Manchee	1220 Winrock #502, Houston, Texas 77057
Karl N. Micklitz	4114 Fifth Street, Brookshire, Texas 77423

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IX.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 Court of Common Pleas 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 do operate exclusively for such purpose.

IN WITNESS WHEREOF, we have hereunto set our hands,

this ___ day of _____, 19 ____.

Bill F. Mayfield _____

R. E. Manchee _____

Karl N. Micklitz _____

State of Texas
County of _____

I, _____, a notary public, do hereby certify that on this _____ day of _____, 19 ____, personally appeared before me BILL F. MAYFIELD, R. E. MANCHEE, and KARL N. MICKLITZ, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public in and for _____ County, Texas

BY-LAWS
OF
DISTRICT 2-S2 LIONS INTERNATIONAL
HUMANITARIAN RELIEF FUND

ARTICLE I.

- 1.01. The principal office of the corporation in the State of Texas shall be located in the City of Houston, Harris County, Texas. The corporation may have such other offices either within or without the State of Texas as the Board of Directors of this corporation may determine or as the affairs of the corporation may require from time to time.
- 1.02. The registered office of the corporation shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non- Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the State of Texas and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

- 2.01. The corporation shall have as members all Lions of District 2-S2 Lions International.
- 2.02. The officers of the corporation shall be elected members of any Lions Club in District 2-S2 Lions International.
- 2.03. Each member shall be entitled to vote on each matter submitted to a vote of the members.

ARTICLE III.

- 3.01. The annual meeting of the members shall be held concurrent with the meeting of the membership of Lions of District 2-S2 at the annual District Convention each year for the purpose of electing Directors and for the transaction of other business as may come before the meeting.
- 3.02. Special meetings of the members may be called by the District Governor or by the Cabinet of the District Governor or by not less than one-tenth of the members having voting rights.
- 3.03. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member

entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting by or at the direction of the District Governor or the Cabinet Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By- Laws, the purpose or purposes for which the meeting is called shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

ARTICLE IV.

- 4.01 The affairs of the corporation shall be managed by its Board of Directors. Directors must be members of the corporation.
- 4.02. The number of Directors shall be eight (8) voting members and one (1) non voting member as follows:
- A. Three of the Directors are to be elected by the members of the corporation for a term of three years, one such Director to be elected at each annual meeting, their terms staggered.
 - B. The District Governor
 - C. The Vice District Governor
 - D. The Immediate Past District Governor.
 - E. The Cabinet Secretary
 - F. The Cabinet Treasurer.
- G. A legal counsel who shall be elected by the Board of Directors of the corporation to act as an advisor, and when requested, provide interpretation of the by-laws to ensure that there are no conflicts with disbursement of requested funds. This person may or may not be a Lion. This is a non-voting position.
- If at a date in the future, the offices of Cabinet Secretary and Cabinet Treasurer are combined, the number on the Board would be reduced to seven (7) voting and one (1) non-voting member.
- 4.03 Meetings of the Board of Directors shall be based on need. An emergency vote may be taken by electronic means determined by the Chairman. Such emergency vote shall be unanimous for action to be taken, and votes shall be verified and recorded in the minutes of the next regular meeting.
- 4.04. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting without further notice.

- 4.05. Vacancies occurring on the Board of Directors shall be filled by appointment of the District Governor for the remainder of the current Lion year. Thereafter, an election shall be held at the next District Convention to fill the remainder of the unexpired term.
- 4.06. The Board of Directors is authorized to approve payment of up to but not exceeding \$2,500.00 including matching funds without prior approval of the District Cabinet. Procedures for requesting a grant from this Fund are as follows: A completed form and a check in the amount of the matching fund requested shall be presented with a request for approval. In the case of an emergency request, receipts of expenditures for the amount of the matching fund request will be accepted.
- 4.07 Any grant request approved shall be limited to the confines of the boundaries of District 2-S2. Additionally, no grant will be made to benefit a Lion.

ARTICLE V.

- 5.01. The officers of the corporation shall be a Chairman, a Vice Chairman, Secretary and Treasurer, or Secretary/Treasurer.
- 5.02. The officers of the corporation shall be elected annually by the Board of Directors at the first regular meeting after the District Convention.
- 5.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation should be served thereby but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 5.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term which act is subject to the approval of the District Governor.
- 5.05. The officers of the corporation shall have the powers and duties generally ascribed to the respective officers and such additional authority or duty as may from time to time be established by the Board of Directors.

ARTICLE VI

- 6.01. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer or Secretary/Treasurer and counter-signed by the District Governor or Immediate Past District Governor of Lions District 2-S2.

6.02. All funds of the corporation shall be deposited from time to time to the credit of the corporation in an interest-bearing account or certificate of deposit in the same bank as the general funds of District 2-S2 Lions International has its deposits.

ARTICLE VII

7.01. The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and Board of Directors. All books and records of the corporation may be inspected by any member or agent or attorney of that member for any purpose at any reasonable time.

7.02. Reports of activities of the corporation shall be made at all meetings of the District 2-S2 Cabinet. A report to all members of the corporation shall be made at the annual meeting of the members being held concurrently with the District Convention of District 2-S2 Lions International.

7.03. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII

8.01. Funds for the corporation will be obtained through District fund raising and voluntary contributions. In addition, each Lions Club within District 2-S2 shall remit an amount equal to \$2.00 per member in order to qualify for a grant from the fund. Contributions of lesser amounts will be accepted and acknowledged.

AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting subject however, to repeal or change by action of the District Cabinet of District 2-S2, Lions International.

Appendix A

Operational Procedures

A.1. General

These procedures will describe the methods for processing an HRF request for funds, calling a meeting and distribution of the funds request, voting procedures and the disposition of the request for funds.

A.2. HRF Request Form (May be downloaded from the District Web Site.)

This form must be generated and completed by a sponsoring Lions Club, in good Standing and participating in the fund, from District 2-S2, and the recipient must be a part of the District. The HRF Request must be submitted to the District Cabinet Secretary with; (1) a check in the amount of the requested matching funds, and (2) a descriptive invoice or statement or cost estimate from the service provider(s), and (3) a statement that this is or is not an emergency. The amount of money provided by the sponsoring Lions Club plus the matching funds must equal the amount as stated by the service provider(s).

A.3. HRF Request Form Distribution

The Cabinet Secretary will review and distribute the form to all HRF Committee Members. In the process of review and if the Secretary has reasons to believe that the request does not meet the criteria of the HRF Mission, the HRF Committee Chairman and the District Governor shall be made aware of these concerns, and if so directed, the Cabinet Secretary shall distribute a copy of the request to the Legal Counsel.

Distribution will be via E-Mail, Fax, or mail. For those members requiring mail service, they may first be notified by telephone if the request is an emergency case. In all cases of distribution, the committee members must confirm, by return, that the request was received.

A.4. HRF Committee Meeting (Non-Emergency)

The Cabinet Secretary and HRF Chairman will establish a meeting place and time. For non-emergency requests, scheduling a meeting after the next scheduled PS&C Meeting could be a logical choice. All committee members and the Lions Club sponsor will be notified of the meeting place and time.

A.5. HRF Committee Meeting (Emergency)

In the case of an emergency request, the Cabinet Secretary will notify all committee members via the most expedient means. If obtaining a quorum (five committee members) appears not to be a problem, a meeting will be scheduled as soon as possible and as consistent with the tacit requirements of an emergency meeting. Should obtaining a quorum appear problematic, the Cabinet Secretary and HRF Committee Chairman shall declare a meeting via telephone and or e-mail. The quorum rule shall apply. The Cabinet Secretary will apprise all committee members about the request via the most expedient means. Once all members have considered the request, they may vote 'For' or 'Against' via return of E-mail or Fax on the original submission. This shall be the permanent record of the member's vote. For those without these messaging methods, the Secretary shall read the request to the member via telephone, and after consideration, the member shall cast a "telephone vote" to the Cabinet Secretary. In the case of telephone votes, the HRF Chairman shall call each telephone voter and verify the vote as cast. The HRF Chairman will send a signed and dated statement to the Cabinet Secretary affirming the voters' choice.

A.6. HRF Request Disposition

Once the HRF Request has been approved, the Cabinet Treasurer will issue the check to the service provider(s) for the requested funds and deposit the Lions Club check in the district account. The Cabinet Secretary will maintain a file of HRF requests on a date, club and case basis.

DIRECTOR
DISTRICT 2-S2 LIONS INTERNATIONAL
HUMANITARIAN RELIEF FUND

TERM: Three years - one director elected each year.

QUALIFICATIONS OF CANDIDATE:

1. Must be a member in good standing of a Lions club in good standing within District 2-S2.
2. Shall have been a member of a Lions Club for three (3) years.
3. Must have served as President of his/her club or as chair of his/her club's humanitarian relief committee.
4. Be willing to attend, unless providently hindered, all regular and special meetings of the Humanitarian Relief Fund Board of Directors, the Cabinet meetings of his/her District, present, if possible, the message of the Humanitarian Relief Fund to each Club in his/her District.
5. Must be endorsed by a majority of the members of his/her club.
6. The elected Director shall be limited to two (2) consecutive terms.

DUTIES & RESPONSIBILITIES:

1. Attend regular and special meetings of the Board of Directors of the Humanitarian Relief Fund to stay abreast of its activities, to help formulate policies that are in the best interest of the fund, and to participate in proper administration of the fund. (Regular meetings of the Board of Directors shall be held quarterly.)
2. Serve as liaison between the fund and the clubs and cabinet of this district.
3. Attend district cabinet meetings to stay current regarding the District Governor's programs and to keep the cabinet apprised of HRF activities.
4. When requested by the Chairman, investigate requests for funds and make appropriate reports and recommendations to the Board of Directors.
5. Promote financial support of the HRF through 100% and other contributions.