

# **TEXAS LIONS MUSEUM**

## **BY-LAWS**

### **ARTICLE I**

#### **BUSINESS OF THE FOUNDATION**

##### **SECTION 1.1**

##### **NAME**

The organization shall be known as the Texas Lions Museum, Inc., hereinafter referred to as the State Office and Museum. This Foundation shall be part of the Texas Lions Clubs.

### **ARTICLE II**

#### **SCOPE OF BUSINESS**

To provide a non-profit structure with which to advance the purpose and objects of the Lions of Texas and to preserve the historical documents and memorabilia for the future. The Foundation may, in any furtherance of the purpose and objects thereof, engage in any and all business authorized by its Articles of Incorporation.

### **ARTICLE III**

#### **OWNERSHIP**

The owners of this Foundation shall be the Lions Clubs in Texas chartered by Lions Clubs International.

##### **SECTION 3.1**

##### **PRINCIPAL OFFICE**

The principal office of the Foundation shall be 3301 Legion Drive, Kerrville, Kerr County, Texas, 78028. The principal office may be moved from time to time as approved by the Board of Directors. However, the principal office must always remain in Multiple District 2 (Texas) as defined by Lions Clubs International.

### **ARTICLE IV**

#### **AUTHORITY**

##### **SECTION 4.1**

The Constitution and By-Laws of Lions Clubs International are hereby made a part of this document. Where conflict occurs, the latest edition of the Lions International Constitution and By-Laws take precedence.

**ARTICLE V**

**ORGANIZATION**

**SECTION 5.1**

**BOARD OF TRUSTEES**

A. The Board of Trustees of the Foundation shall be composed of an active Lion in good standing from a club within each Sub-District in Texas.

Beginning in 2015-2016, the Trustees shall be appointed for a 3-year term by the sitting Governor (who may not appoint himself or herself) of the Sub-District as follows:

2015-2016: E-2, X-1, X-2, A-3, S-3	2023-2024: T-2, T-3, X-3, A-2, S-2, S-5
2016-2017: T-1, E-1, A-1, S-1, S-4	2024-2025: E-2, X-1, X-2, A-3, S-3
2017-2018: T-2, T-3, X-3, A-2, S-2, S-5	2025-2026: T-1, E-1, A-1, S-1, S-4
2018-2019: E-2, X-1, X-2, A-3, S-3	2026-2027: T-2, T-3, X-3, A-2, S-2, S-5
2019-2020: T-1, E-1, A-1, S-1, S-4	2027-2028: E-2, X-1, X-2, A-3, S-3
2020-2021: T-2, T-3, X-3, A-2, S-2, S-5	2028-2029: T-1, E-1, A-1, S-1, S-4
2021-2022: E-2, X-1, X-2, A-3, S-3	2029-2030: T-2, T-3, X-3, A-2, S-2, S-5
2022-2023: T-1, E-1, A-1, S-1, S-4	2030-2031: E-2, X-1, X-2, A-3, S-3

Rotation table corrected and revised 9/1/2021

B. The Chairman of the Board shall be elected annually by members of the Board. After the initial Chairman, the newly elected Chairman must be someone who has already served one (1) year on the Board.

The duties of the Chairman shall be to preside over the meetings of the Board, call special meetings of the Board when necessary, maintain order in the meetings, prepare the agenda for each meeting, and along with the Treasurer, execute any financial documents necessary and approved by the Board, and perform such other duties as directed by the Board. The Chairman shall represent the Board at Council of Governors meetings. He/she can appoint committees as may be necessary to present the activities of the Foundation. At least a majority of any such Committee must be composed of current members of the Board of Trustees.

C. The Vice Chairman shall be elected annually by the members of the Board and this member must be someone who after the initial year has already served (1) year on the Board.

D. The Secretary shall be elected annually by the members of the Board. After the initial year this member must be someone who has already served (1) year on the Board. The Secretary shall keep accurate minutes of the meetings, record motions and votes, write the minutes and present copies of the minutes to each member of the Board within thirty (30) days after each meeting.

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such place as the board may determine a book of minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members, recording therein the time and place of holding.

whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and in case in the case where any membership has been terminated. He or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incidents to the office Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

E. The Treasurer shall be elected annually by the members of the Board and this member must be someone who has already served one (1) year on the Board after the initial year. The Treasurer, along with the Chairman shall be responsible for the summary audit. The Treasurer, Chairman or Chief Operations Officer may give the financial report at tall regular meetings and special meetings of the Board as well as meetings of the MD-2 Council of Governors.

Have charged custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

F. Any Committee appointed by the Chairman as set forth above may investigate matters coming under the spectrum of that particular Committee and may make such recommendations to the Board of Trustees as said Committee shall see fit. A Committee may not expend funds or initiate grants for and on behalf of the Board. All Committee reports shall be submitted to the Executive Committee, for review purposes only, fifteen (15) days prior to submission to the Board of Trustees.

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of five board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the board from time to time as the board may require.

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

G. No Lion serving on the Board will receive any type of compensation for his/her time. He/she shall, however, with approval of the Executive Committee of the Board, be compensated for travel, room and meals on the same basis as are the members of Council of Governors to attend special meetings of the Board.

H. The Board may hire employees as the demand occurs for the day-to-day operations of the Foundation. They shall serve under the direction of the Board of Trustees and the Board shall be empowered to enumerate the duties of the office and determine the compensation of said employee.

I. The officers of the Foundation who are to serve for the next Lions' year shall be elected by majority vote of the members of the Board of Trustees in attendance at the regular Board Meeting of Trustees at the MD-2 State Conference held each year. Any Lion in good standing who has served or who is presently serving as Trustee of the Foundation shall be eligible to hold office of Chairman, Vice-Chairman, Secretary or Treasurer, will full voting privileges. Newly elected officers will take office July 1, following their election.

## **ARTICLE VI**

## **MEETINGS**

A. The Board shall meet no less than three (3) times yearly in conjunction with the meetings of the Past District Governors and MD-2 Council of Governors in Kerrville, Texas in August and February of each year and at the MD-2 State Conference.

B. The Executive Committee, made up of the Chairman, Vice-Chairman, Secretary and Treasurer may meet if called by the Chairman.

C. It shall be the obligation of the Executive Committee to review the operation of the Foundation and report the conditions and the activities of the tenants of the Museum and Office Building since the last meeting.

D. Special Meetings of the Board may be called upon written request of five (5) member of the Board with specific agenda items to be considered. Notice shall state the time and place for the meeting and no matters except those specifically set forth and be acted upon at such special meeting.

E. Notice may be given by mail, telegram, telephone, text, e-mail or any electronic means.

F. Except as otherwise provided under the Articles of Incorporation, these Bylaws, 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 Chair shall entertain at such meeting is a motion to adjourn.

G. 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 Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

H. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

I. The directors shall not be personally liable for debts, liabilities, or other obligations of the corporation.

J. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

K. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

## **ARTICLE VII**    EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### **SECTION 7.1**                      EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, 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 7.2**                      CHECKS AND NOTES

Except as otherwise specifically 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 President of the corporation.

### **SECTION 7.3**                      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 the Board of Directors may select.

### **SECTION 7.4**                      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 VIII**    CORPORATE RECORDS, REPORTS AND SEAL

### **SECTION 8.1**                      MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- A. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, 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 members, indicating their names and addresses and the termination date of any membership;

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 8.2 CORPORATE SEAL

The seal of the corporation shall be the Lions Emblem, as authorized by Lions Clubs International, with the names of the Corporation inscribed beneath. Failure to affix the seal the corporate instruments, however, shall not affect the validity of any such instrument.

#### SECTION 8.3 DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 8.4 MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

A. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

B. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

C. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, provisions of law.

**SECTION 8.5**                    **RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**SECTION 8.6**                    **PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or the members of this corporation, to be prepared and delivered within the time limits set by law.

**ARTICLE IX**            **IRC 501 (C)(3) TAX EXEMPTION PROVISIONS**

**SECTION 9.1**                    **LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 9.2**                    **PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**SECTION 9.3**                    **DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section (c) (3) of the Internal Revenue Code or shall be

distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE X**                      AMENDMENT OF BYLAWS

### **SECTION 10.1**                      AMENDMENT

These Bylaws may be amended by the general membership of the organization at its regular annual meeting by affirmative vote of a majority of the members present in person and voting.

## **ARTICLE XI**                      CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

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

All references in these Bylaws 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.

All references in these Bylaws 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 any future federal tax code.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of eleven preceding pages, as the bylaws of this corporation.

Dates: \_\_\_\_\_

\_\_\_\_\_  
Rod Chisholm, 2-A2

\_\_\_\_\_  
Ryan Hodge, 2-T1

\_\_\_\_\_  
James Norton, 2-T2

\_\_\_\_\_  
Vic Morgan, 2-T3

\_\_\_\_\_  
Jerry Bentley, 2-E1

\_\_\_\_\_  
Suzi Schneider, 2-E2

\_\_\_\_\_  
Darla Wisdon, 2-X1

\_\_\_\_\_  
Nancy VanAlstine, 2-X2

\_\_\_\_\_  
Lawrence Sanchez, 2-X3

\_\_\_\_\_  
Frank Berthold, 2-A1

\_\_\_\_\_  
Michael Olszewski, 2-A3

\_\_\_\_\_  
Waldo Dalchau, 2-S1

\_\_\_\_\_  
Eddie Risha, 2-S2

\_\_\_\_\_  
Frank Kinald, 2-S3

\_\_\_\_\_  
Ronnie Martin, 2-S4

\_\_\_\_\_  
Danny Stribling, 2-S5

\_\_\_\_\_  
Lewis Gardner, PCC