

BY-LAWS
OF
TEXAS LIONS CAMP, INC.

(Amendments are denoted by Footnote) ver. 2011



ARTICLE I

NAME - OFFICE

Section 1. Name. The name of this corporation (hereinafter referred to in these By-Laws as the "Camp") shall be "Texas Lions Camp, Inc."¹

Section 2. Office. The principal office of the Camp shall be located on its 500 acre tract of land situated about two and one-half miles southeast of the City of Kerrville, Texas.

ARTICLE II

PURPOSE

Section 1. Purpose. The Camp is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (herein collectively called "the Code.") Within the scope of the foregoing purposes, and not by way of limitation thereof, the Camp is organized and operated to support, maintain and conduct, without charge, a camp for children with physical and medical disabilities who reside in Texas; to lease facilities to mission oriented organizations; and to conduct other similar charitable activities not inconsistent with its primary purposes, as may be determined by its Board of Directors.²

ARTICLE III

MEMBERSHIP

Membership in the Camp shall consist of Lions who are in good standing as active or life members of a Lions club in good standing in their district, in Multiple District 2 State of Texas and in Lions Clubs International. Members shall have no voting rights.

¹ Annual Board of Director's Meeting – August 2, 2008

² Annual Board of Director's Meeting – August 3, 2002

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The business affairs and property of the Camp shall be managed and controlled by a Board of Directors composed of the following, none of whom shall be an employee of the Camp and all of whom shall be Members of the Camp, to-wit:

- (a) The District Governors of each District of Texas Multiple District 2 of Lions Clubs International;
- (b) The Immediate Past District Governors of each District of Texas Multiple District 2 of Lions Clubs International;
- (c) Each Past President of the Texas Lions Camp so long as he/she shall continue active in the work of the Camp. "Active in the work of the Camp" shall be defined as follows:
 1. Retention of active or life membership in a duly organized Lions Club within the State of Texas.
 2. Be absent from no more than three (3) consecutive regular Board of Directors meetings without good cause shown.³
- (d) Two (2) Directors to be elected from each District of Texas Multiple District 2 of Lions Clubs International, who shall serve staggered terms of two (2) years and until their successors are chosen and qualified, and one (1) of whom shall be elected at the Annual Convention of each such District each year. All nominees for District Director shall be members in good standing of a club within that District and have the following qualifications:
 1. Must have been a Lions Club member for three (3) years,
 2. Have served as President of his/her club or as chairman of his/her Club's Camp Committee, and
 3. Must be willing to attend, unless providentially hindered, the regular and special meetings of the Camp's Board of Directors.

The Elected Director shall be limited to two (2) consecutive terms.⁴

- (e) All members of the Executive Committee who are not qualified for membership on the Board of Directors under any of the foregoing four subdivisions.

³ Annual Board Meeting, August 5, 2000

⁴ Annual Board Meeting, August 2, 1997

- (f) All Directors shall be members in good standing of a Lions club in Multiple District 2.

Section 2. Vacancies. In the event any District shall fail to elect a Director at its Annual Convention, or if any Director so elected shall, for any reason, vacate his/her office, such vacancy shall be filled by appointment by the District Governor and confirmed by the District Governor's Cabinet of such District. Any Director elected or appointed to fill a vacancy shall hold office until the expiration of the remaining term such Director is to fill and until such Director's successor is chosen and qualified, or until such Director's earlier death, resignation, retirement, disqualification or removal from office.

Section 3. Place of Meeting. All meetings of the Board of Directors shall be held at the principal office of the Camp or at such place as the Executive Committee may from time to time designate.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held in August and February of each year on a date in each month determined by the Executive Committee of the Board of Directors. The regular meeting held in August is hereby designated as the Annual meeting.

Section 5. Organizational Meeting. At the conclusion of the business of the retiring Board of Directors at each Annual meeting, the incoming Board of Directors shall meet, organize, elect officers for the ensuing year, and consider such other business of the Camp as may be presented to it.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President or by petition of one-third (1/3) of the members of the Board of Directors presented in writing to the Secretary.

Section 7. Notice of Meetings. Notice of meetings of the Board of Directors shall be given not less than ten (10) nor more than thirty (30) days in advance of the meeting.

Section 8. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for any regular or special meeting of the Board of Directors. In determining a quorum, absent Past Presidents shall not be included.⁵ The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, by the Articles of Incorporation or by these By-Laws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A Director may vote in person only; no proxy voting shall be permitted. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

⁵ Annual Board Meeting – August 4, 2001

ARTICLE V

OFFICERS

Section 1. Officers. The elected officers of the Camp shall be a President, eligible Immediate Past President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer and Secretary.

Section 2. Qualification. Members of the Camp, who shall have served for two years on the Board of Directors and/or a Standing Committee preceding their election and shall be active or life members in good standing of a Lions Club of Texas Multiple District 2, shall be eligible for election as officers of the Camp. Not more than one officer of the camp may be elected from any District of Texas Multiple District 2 of Lions Clubs International.⁶

Section 3. Election and Term of Office. All elected officers of the Camp except the Immediate Past President shall be elected annually by the Board of Directors at each Annual meeting of the Board, and shall serve until their successors have been elected and qualified. Neither the nomination, election, nor rank of their respective positions, shall be construed as an intendment or recommendation that the three vice presidents, or any of them, be elevated the following year.

Section 4. Compensation. No elected officer of the Camp or member of the Board of Directors shall ever receive any compensation for his/her services as such.

Section 5. Vacancies and New Offices. Vacancies in any offices of the Camp except Immediate Past President may be filled or new offices created by the Board of Directors at any regular or special meeting.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. President. The President shall be Chairman of the Board of Directors and of the Executive Committee, and he/she shall preside at all meetings thereof. He/she shall issue the call for all meetings of the Board of Directors and of the Executive Committee and shall preside over such meetings when present. He/she shall appoint all standing committees of the Camp and such special committees as may be deemed necessary from time to time, and shall be ex-officio a member of all committees except the Nominating Committee. He/she shall, with the assistance of the Vice-Presidents, see that the committees function and shall cooperate with the committee chairmen toward that end.

Section 2. Vice-Presidents. The Vice-Presidents shall succeed or substitute for the President in case of absence or vacancy, according to their order of office, performing the same duties and having the same authority as the officer whom they succeed or for whom they substitute. They shall, under the direction of the President, oversee the functioning of such committees of the Camp as the President may designate.

⁶ Bi-Annual Board Meeting – February 2, 2002

Section 3. Treasurer. The Treasurer shall be responsible for supervising all financial activities of the Camp and shall submit reports to the Board of Directors at each regular meeting. He/she further shall have such powers and perform such duties and services as shall from time to time be delegated by the President or prescribed by the Executive Committee or the Board of Directors.

Section 4. Secretary. The Secretary shall be responsible for supervising the keeping of the general records of the Camp, including the minutes of meetings of the Board of Directors and of the Executive Committee, shall be responsible for conducting the general correspondence of the Camp and shall perform such other duties as usually pertain to that office.

Section 5. Additional Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the Camp shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these By-Laws, or as the Board of Directors or the Executive Committee may from time to time determine or as may be assigned by any competent superior officer.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 1. Number and Term. The Executive Committee shall be composed of the elected officers of the Camp, a representative of the Council of Governors of Texas Multiple District 2 of Lions Clubs International and a representative of the duly elected District Directors of the Camp.

Section 2. General Powers. The Executive Committee, during the intervals between meetings of the Board of Directors, shall possess and may exercise all powers of the Board of Directors in the management and direction of all the business and affairs of the Camp in such manner as the Executive Committee shall deem in the best interest of the Camp, in all cases in which specific directions shall not have been given by the Board of Directors or these By-Laws.

Section 3. Specific Powers. The Executive Committee shall have the authority to employ and/or terminate a Chief Executive Officer, to fix the Chief Executive Officer's salary, to determine which (if any) of the Camp's employees shall be required to furnish surety bonds, to fix the amount of any such bonds and to approve the same.

Section 4. Report to the Board. Minutes of all meetings of the Executive Committee shall be furnished to each member of the Board of Directors, and any action of the Executive Committee shall be subject to revision or alteration by the Board of Directors, provided that no acts or rights of third parties shall be affected by such revision or alteration.

Section 5. Regular Meetings. Regular meetings of the Executive Committee shall be held prior to and immediately following each regular and special meeting of the Board of Directors.

Section 6. Special Meetings. Special meetings of the Executive Committee may be called by the President or by petition of five (5) of the members of the Executive Committee presented to the Secretary.

Section 7. Place of Meetings. Meetings of the Executive Committee shall be held at the office of the Camp, or at such other place as may be designated by the President in the notice of the meeting.

Section 8. Notice of Meetings. Notice of each special meeting of the Executive Committee shall be given to each member not less than ten (10) days in advance of the date of the meeting.

Section 9. Quorum. A majority of its members shall constitute a quorum for the transaction of any business by the Executive Committee, and the act of a majority of those present at any meeting at which a quorum is present shall constitute the act of the Executive Committee.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER⁷

The Chief Executive Officer shall be the chief executive of the Camp and, subject to the provisions of these By-Laws, shall have general supervision of the activities and affairs of the Camp and shall have general and active control thereof. The Chief Executive Officer shall be directly responsible to the Executive Committee and the Board of Directors for carrying out the policies of the Board with respect to the conduct of the Camp. The Chief Executive Officer shall have general authority to cause the employment of such other employees of the Camp as the proper conduct of operations may require and to fix their compensation; to discipline, suspend, or discharge any employee; and in general to exercise all the powers usually appertaining to the office of Chief Executive Officer, and as may be required by the Executive Committee and/or the Board of Directors from time to time, subject to the review of the Executive Committee.

ARTICLE IX⁸

OTHER COMMITTEES

Section 1. Committee Designations and Composition. The Camp shall involve the members of the Camp through participation in the Special, Standing and Ad Hoc committees as set forth below. Except as specifically provided herein, all committees shall be composed of not less than five (5) members as appointed by the President. All committee members shall serve from the date of their appointment until the conclusion of the next Annual meeting of the Board of Directors or until their successors shall have been appointed. All committee members shall be subject to removal from the committee in accordance with the policies established by the Executive Committee. The President, with approval of the Executive Committee, shall designate a chairman of each committee.

⁷ Board of Directors, February 6, 2010(Changed from Executive Director)

⁸ Article IX – Board of Directors, February 2, 2008: Revision of Entire Committee Structure

Section 2. Special Committees. The following Special Committees shall be appointed and operate as follows, to-wit:

- (a) Audit Committee. The Audit Committee shall consist of five (5) members comprised of the Camp's First Vice President, the Camp's Treasurer, the Chairman of the Finance Committee and two (2) additional members of the Finance Committee as appointed by the President. The President and the Chief Executive Officer shall serve as ex-officio, non-voting members of the Audit Committee. The Audit Committee shall review the annual independent audit of the Camp's financial records and associated management letter to insure compliance with the approved budget and all applicable laws pertaining thereto and shall report to the Executive Committee and the Board of Directors with respect thereto.
- (b) Nominating Committee. Not less than thirty (30) days prior to each Annual meeting of the Board of Directors, the President shall appoint a Nominating Committee consisting of one (1) member of the Board from each District in Texas Multiple District 2 of Lions Clubs International to make nominations for officers for presentation to the Annual meeting of the Board. The Chairman of the Nominating Committee shall be the Immediate Past President of the Camp and shall be a non-voting member of the committee. In the event the Immediate Past President is unable or unwilling to serve, the President shall appoint a Past President of the Camp to serve as Chairman.

Section 3. Standing Committees. The following Standing Committees shall be appointed and operate as follows, to-wit:

- (a) By-Laws Committee. The By-Laws Committee shall make a thorough study of the By-Laws to ascertain the need for amendment thereof, shall consider the form of all recommended changes to the By-Laws and shall report the same to the Executive Committee and the Board of Directors.
- (b) Camp Improvements Committee. The Camp Improvements Committee shall investigate the condition of all existing and proposed improvements to the Camp and shall report to the Executive Committee and the Board of Directors as to the condition and needs with respect thereto.
- (c) Camp Program Committee. The Camp Program Committee, shall make a thorough study of the programs offered or to be offered by the Camp and shall report to the Executive Committee and the Board of Directors as to the condition and needs with respect thereto.
- (d) Development Committee. The Development Committee shall study ways and means of financial support for the General Fund by all appropriate means, including, but not limited to, member, other individual, club and corporate sponsorships, as well as the use of memorial contributions and fund raising events and shall report the results of their studies to the Executive Committee and the

Board of Directors.

- (e) Finance Committee. The Finance Committee shall prepare, review and submit to the Executive Committee and the Board of Directors an annual budget and shall report to the Executive Committee and the Board of Directors with respect thereto and compliance therewith.
- (f) Historical Committee. The Historical Committee shall coordinate the preservation of the history of the Camp in all appropriate forms and shall report to the Executive Committee and the Board of Directors with respect thereto.
- (g) Investment Committee. The Investment Committee shall review all investments of the Camp in the Trust and Endowment Funds and shall report to the Executive Committee and the Board of Directors with respect thereto.
- (h) Planned Giving and Endowment Committee. The Planned Giving and Endowment Committee shall study ways and means of securing funds for the Trust and Endowment Funds by all appropriate means, including, but not limited to, pledge commitments, special gifts, inter vivos gifts and testamentary gifts and bequests and shall report to the Executive Committee and the Board of Directors with respect thereto.
- (i) Public Relations Committee. The Public Relations Committee shall study ways and means of promoting the image and mission of the Camp to the public through all appropriate media forms and shall report to the Executive Committee and the Board of Directors with respect thereto.

Section 4. Ad Hoc Committees. The President, subject to the approval of the Executive Committee, may establish such Ad Hoc Committees as determined to be in the best interest of the Camp. In the establishment of any Ad Hoc Committee, the purpose of and charge to such committee shall be specifically identified. All Ad Hoc Committees shall automatically terminate at the conclusion of the Annual Board of Directors meeting after which such Ad Hoc Committee was established.

Section 5. Committee Quorum Requirements. The Special Committees shall be subject to the quorum requirements set forth in Article XII below. The Standing Committees and any Ad Hoc Committees shall not be subject to any quorum requirements and shall be authorized to adopt any motions, resolutions or acts upon a majority vote of such members in attendance at a duly called meeting in accordance with the notice requirements set forth herein.

ARTICLE X

NOTICES

Section 1. Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation or these By-Laws, notice is required to be given to any Director or committee member of the Camp, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by mail, postage prepaid, by hand delivery, by facsimile transmission or by electronic mail transmission addressed to such Director or committee member at the address provided to the camp by that person. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or electronic mail transmission shall be deemed to be delivered at the time of such transmission.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member of the Camp under the provisions of any statute, the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a Director or a member of a committee of the Board of Directors at a meeting of the Board or of such committee, respectively, shall constitute a waiver of notice of such meeting, except when such Director or committee member attends such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XI

FUNDS

Section 1. Gift Acceptance Approval. The Camp shall not accept any gift, contribution or bequest which is in a form other than cash, cash equivalents or publicly traded securities without the prior approval of the Executive Committee. All assets and funds when received by the Camp shall be classified as belonging to one of the following, deposited, and used accordingly: General Fund, Endowment Fund, Building Fund or Trust Fund. The assets and properties of each Fund may be commingled for investment purposes. The Camp shall maintain, and it shall be the duty of the Executive Committee to instruct the Camp's investment advisors and custodians to maintain, separate accountings showing the increases and decreases in value of the assets and properties of each Fund.

Section 2. General Fund. All funds received and accepted by the Camp not classified as belonging to the Trust Fund, Endowment Fund or Building Fund shall belong to the Camp's General Fund and shall be used for such purposes as may be determined by the Board of Directors from time to time, subject to the provisions of this Article XI. All Lions Club membership dues shall be used only for the operation and maintenance of the Camp at Kerrville. Compliance with the restriction on the use of dues received shall be verified and commented upon in each certified audit.

Section 3. Endowment Fund.

- (a) All monies and properties, both real and personal, received from any source by the Camp for endowment purposes shall be designated as the Camp's Endowment Fund and shall be accounted for separately apart from other funds and properties of the Camp.
- (b) The authority to receive and administer the Endowment Fund is vested in the Executive Committee.
- (c) The Executive Committee shall by resolution designate the officer or officers who shall be authorized to contract and execute all legal papers pertaining to title to real estate, and who shall be authorized to convey title to real estate.
- (d) The assets of the Endowment Fund shall be invested pursuant to the Camp's Statement of Investment Policies and Procedures, as such Statement may be amended from time to time.
- (e) Only the Net Income (as defined in subsection (g) of this section 3) earned from the investment of the assets of the Endowment Fund may be transferred annually to the General Fund for the support and operation of the Camp. Any such transfers must be authorized by the Board of Directors, which shall consult with the management of the Camp from time to time in this regard. No portion of the Principal (as defined in subsection (g) of this Section 3) of the Endowment Fund shall be available for use in the operations of the Camp, it being the intent of the Board of Directors that the Principal of the Endowment Fund shall remain intact in perpetuity.⁹
- (f) The following provisions of the Uniform Management of Institutional Funds Act (Section 163 of the Texas Property Code) shall not apply to the Endowment Fund:
 - (i) Section 163.004, regarding the appropriation and expenditure of the net realized and unrealized appreciation of an endowment fund, it being the express intention of the Camp that, except as provided in Section 3(e) hereof, only the Net Income of the Endowment Fund may be expended; and
 - (ii) Section 163.008, regarding the release of restrictions on the use or investment of an endowment fund, it being the express intention of the Camp that the restrictions herein are to remain intact in perpetuity.
- (g) The following definitions shall apply with respect to the Endowment Fund for purposes of this Section 3:
 - (i) "Income" shall mean all money and other properties received as rent, interest, dividends, or otherwise in return for the use of Principal or on the assets and properties from time to time comprising Principal, including interest

⁹ February 2011 – amendment to stipulate the Endowment as a true endowment

on funds comprising Income. All money and other property received from sales and other dispositions of assets and properties, repayments of loans, liquidations of corporations in which any part of the Endowment Fund may have been invested, proceeds of insurance, or otherwise in exchange for the assets or properties of the Endowment Fund, and shares of stock received as stock dividends or in connection with stock splits, shall be and remain Principal of the Endowment Fund.

- (ii) "Net Income" of the Endowment Fund shall mean Income after deducting therefrom all expenses properly chargeable against Income, expressly including but not limited to, the fees and expenses of investment counsel, legal and accounting fees, brokerage fees and commissions, and similar expenses.
- (iii) "Principal" of the Endowment Fund shall include all assets and properties which do not constitute Income within the meaning of Section 3(g)(i).

Section 4. Building Fund.

- (a) Funds may be transferred to the Building Fund for asset acquisitions or repair or renovation of existing assets with such funds being accounted for separately apart from other funds of the Camp.
- (b) All gifts received by the Camp, specifically designated for asset acquisition, repair or renovation shall be deemed to have been received for the Building Fund. Such funds shall be accounted for separately apart from other funds of the Camp.
- (c) The Executive Committee shall have the authority to receive, invest, and administer the Building Fund.
- (d) The net revenue of the Building Fund hereafter earned and received and any excess funds remaining after a specified asset acquisition, repair or renovation shall remain in the Building Fund to be used only for Building Fund purposes as determined by the Board of Directors from time to time.

Section 5. Trust Fund.

- (a) Any testamentary gift received by the Camp, not specifically designated for any other purpose, shall be deemed to have been received for the Camp's Trust Fund, and any special inter vivos gift designated for the Trust Fund by the donor shall be maintained therein. Such funds shall be accounted for separately apart from other funds and properties of the Camp.
- (b) The Net Income of the Trust Fund may be transferred to the General Fund upon authorization by the Board of Directors, provided such action is taken within a twelve (12) month period after the year in which such Net Income is earned. If such action by the Board of Directors does not take place within such twelve (12)

month period after such Net Income is earned, then such Net Income shall become a part of the Principal of the Trust Fund and may be used only as provided in sub-section (c) of this Section 5.

- (c) The Principal of the Trust Fund may be used for acquisition and replacement of buildings, real estate and major equipment, or major maintenance on buildings and major equipment upon authorization by at least a two-thirds (2/3) majority vote of the entire Board of Directors, or for any other purpose upon authorization by at least a four-fifths (4/5) majority vote of the entire Board of Directors. In determining the number of Board members required to constitute the two-thirds (2/3) or four-fifths (4/5) majority, absent Past Presidents of the Camp shall not be included.
- (d) For purposes of this Section 5, the definitions of "Net Income" and "Principal" in Section 3 hereof pertaining to the Endowment Fund shall be used to determine the Net Income and Principal of the Trust Fund.

ARTICLE XII

ACTS AND RESOLUTIONS

All acts to be performed and all resolutions adopted by the Board of Directors, Executive Committee, and each Special Committee, shall, except as may be otherwise provided in the Articles of Incorporation or these By-Laws or by statute, require the majority affirmation of the members thereof present at meetings at which a quorum is present.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Camp shall be determined by a vote of the Board of Directors.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Section 1. Rules. Roberts' Rules of Order shall be the parliamentary authority of procedure not otherwise specifically covered in these By-Laws.

Section 2. Suspension. These rules of procedure shall not be suspended, added to, or amended, except by a two-thirds (2/3) vote at a meeting of the voting body at which a quorum is present.

ARTICLE XV

AMENDMENTS

Except for Article XI, Section 3 and Article XI, Section 5, these By-Laws may be amended or repealed, or new by-laws may be adopted, at any Annual, regular, or special meeting of the Board of Directors at which a quorum is present by a two-thirds (2/3) vote of all members present and voting; provided that such proposed amendment shall have been submitted to and approved as to form by the By-Laws Committee and thereafter submitted in writing to each member of the Board of Directors at least two (2) weeks before such meeting; and provided further that the notice of such meeting shall contain a statement describing the change or changes in the By-Laws to be considered. Article XI, Section 3 and Article XI, Section 5 may be amended only upon the vote of at least four-fifths (4/5) of the entire Board of Directors, excluding absent Past Presidents.

* * *

The undersigned hereby certifies that the foregoing amended By-Laws of the Camp were duly adopted by the Board of Directors of the Camp.

Jack King, President

William "Bill" Roe, Secretary