

## 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 Chairman of the Board <sup>3</sup>of the Texas Lions Camp so long as he/she shall continue to be active in the work of the Camp. Past Chairman of the Board includes all of those who served as Chairman under the title of President while that title was in use. "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. <sup>4</sup>
- (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. <sup>5</sup>

- (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.

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<sup>3</sup> Semi-Annual Board Meeting, February 2019 Title of President was changed throughout to Chairman of the Board

<sup>4</sup> Annual Board Meeting, August 5, 2000

<sup>5</sup> 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 Chairman of the Board 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. Thirty five (35)<sup>6</sup> members of the Board of Directors shall constitute a quorum for any regular or special meeting of the Board of Directors. <sup>7</sup> 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.

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6 Semi-Annual Board Meeting - February 2019

7 Annual Board Meeting - August 4, 2001

## ARTICLE V

### OFFICERS

Section 1. Officers. The elected officers of the Camp shall be the Chairman of the Board, eligible Immediate Past Chairman of the Board, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman, 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.<sup>8</sup>

Section 3. Election and Term of Office. All elected officers of the Camp except the Immediate Past Chairman of the Board 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-chairmen, 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 Chairman of the Board 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. Chairman of the Board. The Chairman of the Board 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-Chairmen, see that the committee's function and shall cooperate with the committee chairmen toward that end.

Section 2. Vice-Chairmen. The Vice-Chairmen shall succeed or substitute for the Chairman of the Board 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 Chairman of the Board, oversee the functioning of such committees of the Camp as the Chairman of the Board may designate.

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<sup>8</sup> Semi-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 Chairman of the Board 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 President & Chief Executive Officer (hereinafter known as President & CEO), to fix the President & CEO'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 Chairman of the Board 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 Chairman of the Board 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

### PRESIDENT & CEO<sup>910</sup>

The President & CEO 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 President & CEO 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 President & CEO 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 President & CEO, 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. The President & CEO shall be designated as the "Registered Agent" of Texas Lions Camp, Inc. and shall take steps to be designated as such with the Secretary of State.<sup>11</sup>

## ARTICLE IX<sup>12</sup>

### 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 Chairman of the Board. 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

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

10 Board of Directors, February 2019, (Changed from CEO to President & CEO)

11 Board of Directors, February 2019, (to designate the President & CEO as the Registered Agent)

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

Executive Committee. The Chairman of the Board, with approval of the Executive Committee, shall designate a chairman of each committee.

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-Chair, the Camp's Treasurer, the Chairman of the Finance Committee and two (2) additional members of the Finance Committee as appointed by the Chairman of the Board. The Chairman of the Board and the President & CEO 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 Chairman of the Board 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 Chairman of the Board of the Camp and shall be a non-voting member of the committee. In the event the Immediate Past Chairman of the Board is unable or unwilling to serve, the Chairman of the Board shall appoint a Past Chairman of the Board 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.

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## Board of Directors

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### Board Members

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- A. The Board of Directors of the Texas Lions Camp will maintain its long-standing policy of equal representation on the Board by each Lions District of Texas and no action shall be taken by the By-Laws Committee to increase the number of Directors in one District.
- B. Board members may use the Texas Lions Camp logo to have business cards printed at their own expense. (April 1987).

### Executive Committee

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- A. The Executive Committee will meet no less than four (4) times per year, or as needed, to interact with the Camp staff so they might be better informed and more available to address the requirements of the Camp's operations. (August 1985).
- B. **Elected Director's Representative to the Executive Committee** - The position of Elected Director's Representative to the Executive Committee, in accordance with the By-Laws, is a voting position on the Executive Committee. The following policy has been developed in order to ensure proper selection and decorum is observed in election proceedings.
  - a. **Eligibility**
    - 1) Only Elected Directors who have served at least one year on the Board of Directors may be elected to the position of Elected Director's Representative to the Executive Committee (including Past District Governors serving in their first year as Elected Director).
    - 2) Please note that nominations for this position are expected to be for persons who will earnestly devote their time and energies for

the good of the Camp, campers, and Lionism. Duties include but are not limited to:

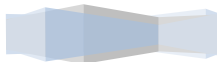
- a) Attendance at regular and special meetings of the Executive Committee and the Board of Directors;
- b) Being an informed voting member of the Executive Committee
- c) Serving as chief communicator between the Elected Directors and the Executive Committee in regard to contemporary issues.
- d) Keeping the elected Directors informed, in a timely manner, of any matters that concern them and the grassroots Lions in their districts.

**b. Nominations & Elections**

- 1) Currently seated elected directors, including those who are rotating off of the Board are eligible to place names in nomination and to vote.
- 2) (Newly elected directors [*those who have not yet been sworn in*] are not eligible to place names in nomination or to vote).

### Standing Committees

- A. As a matter of courtesy and policy, the President of the Camp shall mail each committee member, whether new or long-standing, a notification of his appointment to the Standing Committee along with the President's designation of the Chairman. (February 1986).
- B. To be considered eligible for an appointment to the Committees for the Camp the following needs to be observed – the roll call taken at Committees by the Chairperson will be the determining factor for a Lion to be eligible to be assigned to a committee by the President and the Lion must attend the Committee that he has been appointed to by the President in order to be considered present. (Board - January 2003).
- C. When two or more committees make recommendations to the Board regarding the same subject matter yet containing conflicting recommendations, the conflicting recommendations will be immediately brought before the Board for resolution.





## Minutes

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- A. Board minutes will be mailed to voting Board members only. Voting members include the Governor, Immediate Past District Governor, and the two elected directors from each District. It also includes all past Presidents of the Camp and current Executive Committee members. (Board of Directors - September 1992).

## Elected Directors

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- A. 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.
  - 4) The Elected Director shall be limited to two (2) consecutive terms. (Board of Directors [By-Laws], August 1997).
- B. Each Elected Director will be provided with a Texas Lions Camp Director's Club Visitation report to be filed monthly with the Camp. The purpose of the report is to assist the Camp in its public relations, membership development, fund raising, and securing of campers for summer camp. It is to be filed in triplicate with one copy kept by the Director, one copy going to the Camp and one copy going to the District Governor. (August 1985).
- C. If the elected director's from any district are not performing their responsibilities as a director, the Executive Committee, or the President of TLC, or District Governor shall contact said director to ascertain what the problem or problems are and what can be done to correct the deficiencies. If said deficiencies are not corrected in a reasonable time then the President of TLC should contact the District Governor that the Executive Committee recommends that the Governor request that the director resign, and the Governor appoint a new director. (Executive Committee - May 2001).



## 100% Participation Awards - Clubs

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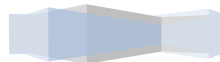
- A. 100% participation is \$10.00 per club member. Awards for clubs achieving more than 100% participation are as follows:
  - 1) 200% - Bronze Award
  - 2) 300% - Silver Award
  - 3) 400% - Gold Award
  - 4) 500% - Diamond Award
  - 5) 1,000% - Ambassador Award
  
- B. A plaque will be made available to any club that requests one. Otherwise, only a certificate will be mailed.

## 100% Participation Awards - Members

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- A. A special lapel pin will be presented to the District Governor of any District obtaining 1) 100% of its clubs as 100% participation clubs **or** 2) a total of 200% or higher in donations to the 100% program, for the total number of members in that District during the Lions fiscal year (same as \$20.00 per member of the District involved in the 100% program).
  
- B. A "District Director Achievement Award" will be presented to one or both of the Elected Directors of each district, provided that the Director or Directors have met the criteria stated under Paragraph H. These awards are to be presented at the breakfast meeting of the Board of Directors in August.
  
- C. Criteria for Directors' awards:
  - a. First-year Directors - An Elected Director will be awarded a "District Director's Achievement Award" (lapel pin) after the end of the Director's first year, if the following have been accomplished during that year:
    - a) Have 50% of his or her district clubs as 100% Clubs or have at least a 10% annual increase in 100% Clubs over the previous years.
    - b) The Director attended the Director's orientation program provided by the camp;
    - c) The Director attended at least one meeting of the Board of Directors and Standing Committee to which the Director is assigned (*exception may be made for illness or weather conditions*);

- d) The Director presented at least fifteen camp programs to Lions clubs or other groups, and timely reported such presentations to the camp on the form prescribed; and
  - e) The district had camper participation during the Lions fiscal years; and
  - f) The Director established a Lions Camp information booth at either the Mid-Winter Conference or the District Convention, or presented a seminar on the Lions Camp at one of these meetings each year.
- 2) Second-year Directors - An elected Director will receive a "Second year Director's Achievement Award" (a plaque) if the following have been accomplished during the Director's two-year term:
- a) Have 50% of his/her District's Clubs as 100% Clubs or have at least a 10% annual increase in 100% Clubs over the previous year.
  - b) The Director attended the Directors' orientation program provided by the camp either the first or second year of the Director's term;
  - c) The Director attended at least three out of four Board Meetings (cumulative over the two year term) and Standing Committee Meetings to which the Director is assigned (*exception may be made for illness or weather conditions*);
  - d) The Director presented at least thirty camp programs (cumulative over the two year term) to Lions clubs or other groups, and timely reported such presentations to the camp on the form prescribed;
  - e) The district had camper participation during the Lions fiscal years; and
  - f) The Director established a Lions Camp information booth at either the Mid-Winter Conference or the District Convention, or presented a seminar on the Lions Camp at one of these meetings each year.



Summary: *Silver Lapel Pin*- Awarded to Directors who successfully complete the first year of their term, and who have met the above stated criteria for first year Directors.

*Plaque*-Awarded to Directors who successfully complete the second year of their term, and who have met the above stated criteria for second year Directors. (November 1996)

- D. The Camp's practice of issuing a plaque to be second year director in his 1<sup>st</sup> or 2<sup>nd</sup> term be discontinued, and that 100% directors be recognized initially with a pin, and a numbered rocker for each subsequent year they qualify as 100% under the Board's Criteria to be a 100% director. (Board - November 2001).

## **Conflict of Interest**

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- A. Members of the Board of Directors of the TLC, Inc. ("TLC"), officers, and key employees each have an affirmative obligation to act at all times in the best interests of TLC. This policy serves to define the term "conflict of interest," to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of TLC whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as "Covered Officials.")
- B. *Fiduciary duty*. Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of TLC. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of TLC.
- C. *Conflict of interest defined*. A "conflict of interest" is any transaction or relationship which presents, or may present, a conflict between a Covered Official's obligations to TLC and his or her personal, business, or other interests.
- D. *Disclosure*. The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to TLC. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.
- E. *Process and remedy*. The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of TLC. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in

such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other TLC body.

- F. *Delegation.* The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the TLC Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
- G. *Annual disclosure process.* On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below. (Executive Committee – October 2009).

*Note:* Please See Appendix A for a copy of the Affidavit that must be signed and submitted by each member, each year. (Executive Committee – October 2009).



**Texas Lions Camp  
Executive Committee Membership  
Office of Secretary**

**About the Position**

The position of Secretary is an entry-level position to serving as a member of the Executive Committee and generally starts a member on a seven (7) year commitment, once elected. This position is also one of seven Corporate Officers of Texas Lions Camp, Inc. - a Texas Non-Profit Corporation-and carries with it expanded legal duties and fiduciary capacities. Those elected to this position are generally considered presumptive successors to the next higher chair, though this is not guaranteed; however, the position of Secretary is a pathway to becoming Chairman of the Board at a future date when nominated by the Nominating Committee and seated by vote of the Board of Directors. This is an active, working position that will require computer skills, command of the spoken and written English Language and the ability to attest to validity of certain corporate instruments.

**About the Executive Committee**

The Executive Committee will generally meet four (4) times per year and anytime a special called meeting is called by the Chairman. The Executive Committee will also receive regular briefings from the President & CEO, who will actively communicate electronically to the members. Membership on the Committee will dictate that members also be capable of digital communication via internet and are willing to participate in on-line discussions.

**Qualifications**

Article V Section 2 of TLC's By-laws, establishes the qualifications for serving as a member of the Executive Committee, as follows:

- 1) Members of the Camp
- 2) who shall have served for two years on the Board of Directors, and/or
- 3) a Standing Committee preceding their election, and
- 4) 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.
- 5) Not more than one officer of the camp may be elected from any District of Texas Multiple District 2 of Lions Clubs International.

Candidates may not be otherwise disqualified from serving by virtue of a criminal conviction or offense involving, but not necessarily limited to, one or more of the following:

1. Crimes against persons
2. Fraud, theft or larceny, whether public or private
3. Crimes involving moral turpitude or actions that may otherwise reflect negatively upon TLC, Inc. as defined in the sole opinion of the Board of Directors of TLC
4. An unresolved or undeclared Conflict of Interest that would be presented if elected.



### **Duties as Secretary**

Article VI, Section 4 of TLC's By-laws enumerates the duties of the office of Secretary as follows:

- 1) 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.
- 2) From time to time, the Secretary may be responsible for conducting 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.

Lastly, the Secretary will be called upon from time to time to attest to the validity and accuracy of action taken by the Board of Directors or Executive Committee through various corporate instruments such as corporate resolutions, contracts, statutory filings, bank instruments or others as required.

### **Chronology of a Successful Election**

1. Consider your desire and capabilities to serve in the various chairs as an officer of Texas Lions Camp, Inc., and ultimately, as Chairman of the Board at some future date.
2. Consider the time commitment required for meetings, assignments and between meeting, digital discussions.
3. Evaluate if there is already a member of your district serving as one of the seven (7) corporate officers (Chairman, Immediate Past Chairman, 1<sup>st</sup>-Vice Chairman, 2<sup>nd</sup> Vice-Chairman, 3<sup>rd</sup> Vice-Chairman, Treasurer or Secretary). The representative positions on the Executive Committee are not officers of the corporation and do not disqualify same-district candidates from running for the office of Secretary. If there is any question on this point, contact Stephen Mabry, President & CEO for clarification.
4. Seek your District's endorsement by approaching your Governor to express your interest and requesting the District's endorsement by resolution. This may also involve your preparing a resume, cover letter and or supporting documents to qualify you as your District's candidate. Candidates must have their District's endorsement to qualify for consideration by TLC's Board of Directors.
5. The signed resolution should be transmitted to TLC through the office of the President & CEO.
6. Once confirmed, the candidate will be invited to present their candidacy and qualifications directly to the Nominating Committee on an established date.



7. The nominating committee will deliberate and select a nominee, who will be presented as such to the Board of Directors during the Annual Board Meeting held each August.
8. The Board of Directors will deliberate and vote upon the Nominating Committee's report, and then officially seat each position, at the sole discretion of the Board of Directors.

Questions regarding the content of the Executive Summary or other items of concern should be addressed to the office of the President & CEO at TLC.



# Texas Lions Camp, Inc.

## Voting Procedures

**Elected Director's Representative to the Executive Committee** - The position of Elected Director's Representative to the Executive Committee, in accordance with the By-Laws, is a voting position on the Executive Committee. The following policy has been developed in order to ensure proper selection and decorum is observed in election proceedings.

### a. Eligibility

- 1) Only Elected Directors who have served at least one year on the Board of Directors may be elected to the position of Elected Director's Representative to the Executive Committee (including Past District Governors serving in their first year as Elected Director).
- 2) Please note that nominations for this position are expected to be for persons who will earnestly devote their time and energies for the good of the Camp, campers, and Lionism. Duties include but are not limited to:
  - a) Attendance at regular and special meetings of the Executive Committee and the Board of Directors;
  - b) Being an informed voting member of the Executive Committee
  - c) Serving as chief communicator between the Elected Directors and the Executive Committee in regard to contemporary issues.
  - d) Keeping the elected Directors informed, in a timely manner, of any matters that concern them and the grassroots Lions in their districts.

### b. Nominations

- 1) Currently seated elected directors, (including those who are rotating off of the Board) are eligible to place names in nomination and to vote.
- 2) (Newly elected directors [*those who have not yet been sworn in*] are not eligible to place names in nomination or to vote).

### c. Election

- 1) The currently seated director's rep will serve as the presiding officer of the election.
- 2) Ballots of those placed in nomination will be available for the casting of votes.
- 3) Service profiles of those whose names have been placed in nomination will be available or given orally at the time of the election.
- 4) Tabulation of votes will be made available to the Chairman of the Executive Committee and the Chairman of the Nominations Committee.
- 5) The newly-elected Directors' Representative will be named by the Nominations Committee Chairman at the Saturday afternoon General Session of the Board of Directors.