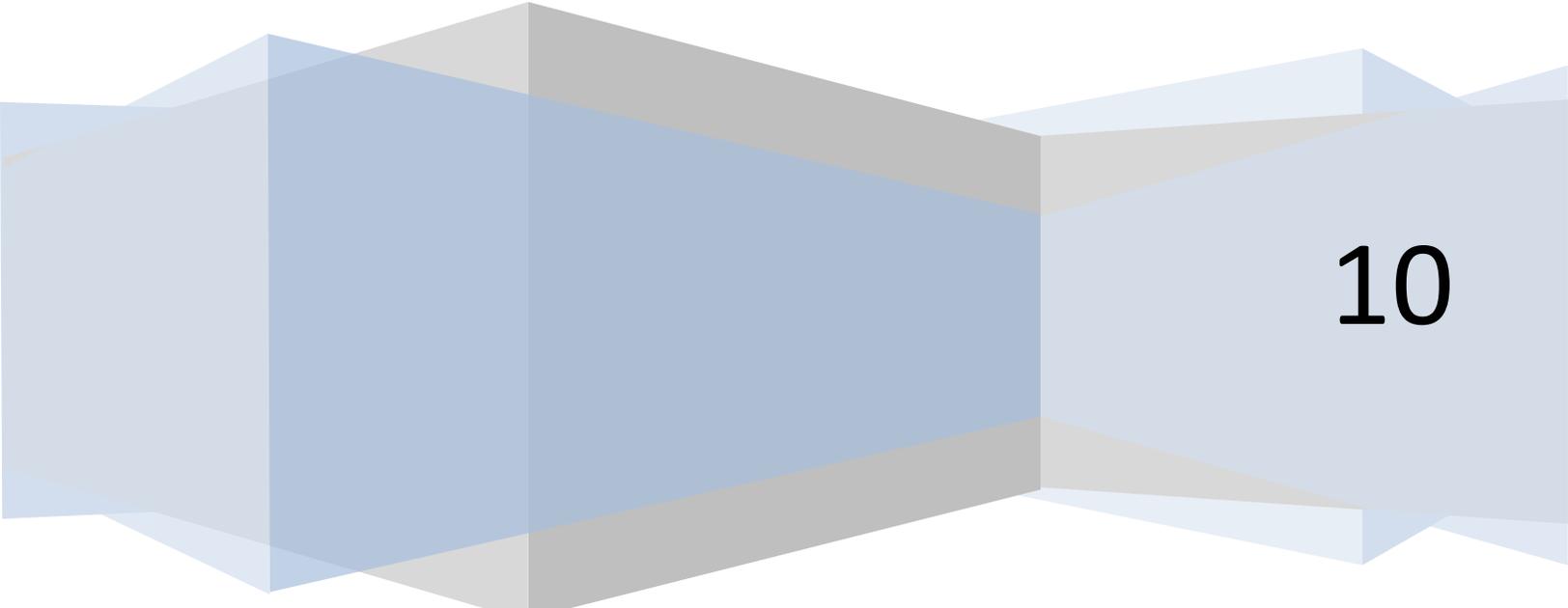


Texas Lions Camp, Inc.

Board Manual

A Compilation of Board Policies

TLC Board of Directors



10

Board Manual

February 1

2018

This manual is a compilation of various actions and governing decisions made by the Texas Lions Camp Board of Directors and recorded in the official record and minutes of the organization's permanent record. Whenever possible, reference to date and/or the entity that passed said action is included in the compilation. The date of the last amendment is recorded above.

**A Compilation
of Board
Action**

Table of Contents

Contents

BANK ACCOUNTS	3
PURCHASING	3
EQUIPMENT, GOODS & SERVICES.....	3
AUDIT	4
INVESTMENTS	4
REVIEW OF 990	4
WHISTLEBLOWER POLICY	4
RECEIPT OF ACCOUNTING MATTER COMPLAINTS	5
CONSIDERATIONS RELATIVE TO WHETHER THE AUDIT COMMITTEE OR MANAGEMENT SHOULD INVESTIGATE A REPORT	7
PROHIBITION ON RETALIATION	7
COMPLIANCE WITH THE POLICY	8
BOARD MEMBERS	11
EXECUTIVE COMMITTEE	11
STANDING COMMITTEES	12
MINUTES	13
ELECTED DIRECTORS	13
100% PARTICIPATION AWARDS - CLUBS	14
100% PARTICIPATION AWARDS - MEMBERS	14
CONFLICT OF INTEREST	16
AMERICAN CAMP ASSOCIATION	18
CAMPER ELIGIBILITY	18
RESERVATION OF CAMPER SPACES	19
PICNICS	20
QUALIFICATIONS	21
ANNUAL EVALUATIONS	21
EMERGENCY EXECUTIVE SUCCESSION	22
PAID BENEFITS	23
COMPENSATION POLICY	23

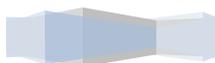
MUSEUM.....	27
NEWSLETTER	27
RECORD RETENTION	27
USE OF TLC LOGO AND EMBLEMS.....	28

1

Capital Improvements

- A. No capital improvement shall be started until funds necessary for the completion of the improvement have been accumulated and deposited in the account of the Texas Lions Camp. The amount required for deposit shall be equal to or exceed the lowest estimate of costs as given by a Board approved construction contractor. (February 1987)
- B. All projects, building or otherwise, must be completely paid for by the club or other organization proposing the project. This includes all pre-project expenses, related post-project expenses and any other expenses incurred by the Camp in relationship to the project. The only exception to this is when the Camp had planned such related expenses into its budget and such funds are available. (February 1987)
 - 1. If any expenditure of funds is required by the Camp, the work project or construction must first be approved by the Board of Directors. (June 1987)
- C. All property adjoining the Lions Camp should be studied and the feasibility of the Lions purchasing any that becomes available be made with authority given to the Executive Committee to enter into optional contract for conditional purchase or purchase of lease with the approval of the Board of Directors. (August 1983)
- D. A project may be named for a donor who contributes 50% or more of a project's cost. (Board – August 1997)
- E. Bidding - Capital Improvements (Executive Committee, February 2013)
 - a. Capital expenditures in excess of \$25,000.00 will require three competitive written bids. (Executive Committee, February 2013)

- b. If the project is of a project cost to require competitive bids and bids are not available or no bid is accepted, a negotiated contract may be entered into, however, if no bids are received or if all bids are rejected, a copy of the negotiated contract shall be forwarded to the Camp Executive Committee, along with a memorandum setting forth the reasons no bids were received or that all bids were rejected, for review and approval at the next regular or called meeting of the Camp Executive Committee. (Executive Committee, February 2013)
- c. If the project is of a project cost to require competitive bids and bids are not available, and if time is of the essence because of fire, windstorm or other catastrophe, by unanimous vote, the Chief Executive Officer, the President of the Camp and the Chairman of the Camp Improvement Committee, may negotiate a contract, not to exceed \$30,000.00 in scope, for the project in question, taking into consideration their best estimate of the reasonable cost of the project, the work required, the difficulty of the work involved and the time needed to complete the project. (Executive Committee, February 2013)
- d. The Executive Committee may waive the requirements for bidding on any capital expenditure and negotiate a contract with selected contractors or vendors as the Committee deems to be in the best interest of Texas Lions Camp. (Executive Committee, February 2013)



2

Management of Camp Funds

Bank Accounts

- A. The Camp will maintain permanent accounts for all fund cash accounts and Certificates of Deposit in or around the Kerrville area. (February 1993)

- B. No bank account of the Texas Lions Camp will carry a balance exceeding the FDIC/FSLIC insurable limit by more than one month's interest on same. Exceptions to this are found only in Trust & Endowment accounts where the above limitations do not apply. (February 1991) [FDIC dollar amount redacted and Endowment account added (Executive Committee - October 2012)].
 - 1. The Camp shall conform to Generally Accepted Accounting Principles (G.A.A.P.) in regards to the implementation of FASB 116 and 117. (February 1996).

- C. Warrants may be completed by electronic transfer of funds between Texas Lions Camp bank accounts, as proposed by the Treasurer and the Chief Executive Officer. (Executive Committee - January 2003)

Purchasing

Equipment, Goods & Services

- A. All purchases require a purchase order. All purchase orders must have the approval of the Department head as a needed and budgeted item. In addition, any purchase over five hundred dollars (\$500) must have the approval of the Chief Executive Officer. (Executive Committee, October 2012).

- B. Competitive bids will not be required for the purchase of goods or services not otherwise characterized as capital expenditures; however, it is expected the staff will take every effort to ensure TLC is receiving the best value for the approved expenditure. (Executive Committee, February 2018).

Audit

- A. The camp will receive an audit by an independent auditing firm at the close of each fiscal year.
- B. 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.

Investments

- A. The Texas Lions Camp shall not invest funds in first lien notes on real estate. (circa 1979)
- B. The Board authorizes the Camp's investment manager to invest 10% of the Camp's holdings with TCB in T. Rowe Price International Stock Fund and that when the TCB product is developed that 10% of the Camp's holdings with TCB be allowed in this fund as well. (Executive Committee - November 1997)
- C. Reimburse will be made to the Immediate Past Secretary and Secretary elect for training each year, when the new officers are elected to the Camp, not to exceed 3 days/2 nights, including lodging, meals and mileage. (Executive Committee - January 2003).

Review of 990

- A. The Executive Committee shall be provided a copy of the organization's 990 Information return for review, prior to its execution and filing with the Internal Revenue Service by the Chief Executive Officer. (Executive Committee; October 2009)

Whistleblower Policy

Policy and Procedures for Receipt, Retention and Treatment of Complaints and Concerns Regarding Accounting, Internal Accounting Controls and Auditing Matters

Introduction

Consistent with its goal of creating an environment conducive to open discussions of business practices, Texas Lions Camp, Inc. is fully committed to complying with all applicable laws that protect employees against unlawful discrimination or retaliation as a result of their disclosure of reporting of questionable or illegal acts by TLC, Inc. or its agents.

The Audit Committee of Texas Lions Camp, Inc. (the "Corporation") has established the following procedures for:

1. the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and
2. the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Any complaints or concerns of employees or other persons regarding accounting, internal accounting controls, or auditing matters (which are referred to in these procedures as "Accounting Matter Complaints") will be considered by the Corporation in accordance with these procedures, subject to the oversight by the Corporation's Audit Committee. The Corporation is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, and internal accounting controls.

Any employee of the Corporation who submits an Accounting Matter Complaint in good faith should have no fear of dismissal or retaliation of any kind.

Scope of Matters Covered by These Procedures

These procedures apply to Accounting Matter Complaints, relating to, among other things, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Corporation;
- fraud or deliberate error in the recording and maintaining of financial records of the Corporation; the misapplication of generally accepted accounting principles;
- deficiencies in or noncompliance with the Corporation's internal accounting controls;
- the misrepresentation of a fact or the making of a false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Corporation; or
- deviation from full and fair reporting of the Corporation's financial condition.

Receipt of Accounting Matter Complaints

Employees with Accounting Matter Complaints may report their complaints or concerns to:

1. their manager or higher levels of management
2. the President of the Organization; or
3. any member of the Corporation's Audit Committee.

Contact details for these individuals may be found in the corporation's Board Book, which is produced twice yearly and is available to all staff as well as permanently stored in the Vault of the Administration Building.

Such complaints or concerns may be submitted anonymously by internal or regular mail or may be delivered confidentially, whether orally or in writing, such as through e-mails and letters. If a complaint is written and the employee seeks to remain anonymous, the employee should not submit such complaint via e-mail and should take care to submit a letter without a return address or other identifying mark.

The Camp cannot guarantee that oral complaints, whether by telephone or voice mail, can be made on an anonymous basis because the recipient of the complaint may recognize a complainant's voice. All such complaints or concerns by employees and any complaints or concerns submitted by non-employees, such as creditors, vendors and suppliers, will be forwarded to the Chairman of the Audit Committee.

The report of any Accounting Matter Complaint should be factual rather than speculative, and should contain as much specific information as possible to allow for proper assessment. A complaint describing an alleged violation or concern should be candid and set forth all of the information that the complainant knows regarding the allegation or concern. In addition, all complaints must contain sufficient corroborating information to support the commencement of an investigation.

The Audit Committee may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support.

Treatment of Accounting Matter Complaints

Any report that is made directly to a Designated Official (whether openly, confidentially or anonymously) shall be promptly reported to the Audit Committee.

Upon receipt of a complaint or concern, the Audit Committee will review the complaint to:

1. determine whether the complaint is a credible Accounting Matter Complaint; and
2. when appropriate, acknowledge to the sender receipt of the complaint or concern.

Each credible complaint will be reviewed and investigated by the Audit Committee to determine whether the Audit Committee or management should investigate the Report, taking into account the considerations set forth in the next Section.

If the Audit Committee determines that management should investigate the Report, the Audit Committee shall notify TLC's Executive Director of that determination. Management shall thereafter promptly investigate the Report and shall report the results of its investigation to the Audit Committee. Unless the Audit Committee directs otherwise, management shall be free in its discretion to engage outside auditors, counsel, or other experts to assist in the investigation and in the analysis of the results thereof.

If the Audit Committee determines that it should investigate the Report, the Audit Committee shall promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee shall be free in its discretion to engage outside auditors, counsel, or other experts to assist in the investigation and in the analysis of the results thereof.

If the Audit Committee so directs, a summary of Reports received and/or investigated shall be provided to the full Board of Directors.

Considerations Relative to Whether the Audit Committee or Management Should Investigate a Report

In determining whether management or the Audit Committee should investigate a Report, the Audit Committee shall consider, among any other factors that are appropriate under the circumstances, the following:

- A. *Who is the alleged wrongdoer?* If an executive officer, senior financial officer, or other high management official of TLC is alleged to have engaged in wrongdoing, that factor alone might merit the Audit Committee conducting the investigation.
- B. *How serious is the alleged wrongdoing?* The more serious the alleged wrongdoing, the more appropriate the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of TLC, that factor alone may favor the Audit Committee conducting the investigation.
- C. *How credible is the allegation of wrongdoing?* The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation.

All credible complaints will be investigated to a resolution. The Audit Committee will ensure that the Corporation's management takes prompt and appropriate corrective action when and as warranted in the judgment of the Audit Committee, including, where appropriate, reporting any violation to the relevant authorities.

The Audit Committee will determine the appropriate report to be made to the Corporation's external, independent auditor.

Prohibition on Retaliation

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. The identity of the complainant will be shared only with persons whose decisions are not implicated by the Accounting Matter Complaint.

The Corporation will not discharge, demote, suspend, threaten, harass or in any manner retaliate or discriminate against or tolerate any discrimination or retaliation by any other persons or group against any employee based upon any lawful actions of such employee with respect to good faith reporting of Accounting Matter Complaints.

Reporting and Retention of Complaints and Investigations

The Audit Committee will maintain a log of all complaints relating to Accounting Matter Complaints tracking their receipt, investigation and resolution. Copies of complaints and such log will be maintained in accordance with the Corporation's document retention policy.

Policy Administration

The Audit Committee will be responsible for the administration of this policy, including any updates which may be necessary or appropriate.

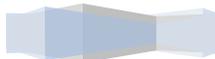
Compliance with the Policy

The Corporation will deliver a copy of this policy to all current employees promptly after the adoption of this policy and will deliver a copy of this policy to new employees on or prior to their start of employment. All employees must follow the procedures outlined herein and cooperate with any investigation initiated pursuant to this policy. Adhering to this policy is a condition of employment. The Corporation must have the opportunity to investigate and remedy any alleged violations of this policy or employee concerns, and each employee must ensure that the Corporation has an opportunity to undertake such an investigation. This policy does not constitute a contract of employment or change the at-will status of any employee.

Contact information for making reports may be found:

- At the Camp's reception desk
- Vault copy of the Board Book
- Staff contact list

(Executive Committee – October 2009.)

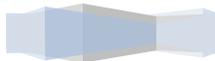


3

Use of Facilities

- A. No groups, Lions or non-lions, will be allowed to use the program areas for meetings during summer camp. (August 1993).
- B. All contracts or agreements between the Camp and groups or individuals wishing to use Alcoholic Beverages on the Camp's property must be approved by the Board of Directors. All use must be in the context of a controlled setting and not an open bar nor uncontrolled and open usage. (August 1989).
- C. The parking of motor homes or travel trailers for overnight stays on the property of the Texas Lions Camp is forbidden. (February 1987).
- D. The long standing policy of the Texas Lions Camp stating that no alcoholic beverages may be possessed nor consumed by anyone on camp property will be appropriately enforced and communicated to guests, the public, and the Lions of Texas. This policy will be communicated in Camp releases announcing work days or other Camp activities so that Lions who do not know may be made aware. (August 1983).
- E. Individual Lions Clubs may not erect storage buildings at the Camp for storage of such items as Carnival equipment. (August 1983).
- F. No Lions Club friendship banners, displays or pictures may be affixed to the walls in any Camp buildings. (August 1987).
- G. Hunting of game on the Camp's property is limited to staff and shall be controlled by the staff based upon an annual game census. (February 1993).
- H. Upon prior approval by the Chief Executive Officer, the camp staff will be allowed to use the guest apartments. The apartments may be used for a five day maximum at a cost of ten dollars per day. The staff member will be responsible for all clean up and laundry. (February 1993).

- I. The Camp will allow local support and non-profit organizations to use the Camp on a daily basis. This use will be approved by the Chief Executive Officer on an individual basis and will not include meals or housing. (September 1992)



4

Board of Directors

Board Members

- 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

- 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:

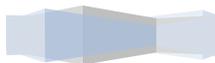
- a) Attendance at regular and special meetings of the Executive Committee and the Board of Directors;
- b) Being an informed voting member of the Executive Committee
- c) Serving as chief communicator between the Elected Directors and the Executive Committee in regard to contemporary issues.
- d) Keeping 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.

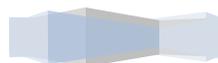


Minutes

- 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

- 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

- 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.

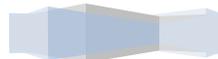
100% Participation Awards - Members

- 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 1st or 2nd 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).

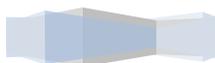
Conflict of Interest

- 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).



5

Summer Camp

American Camp Association

- A. The Texas Lions Camp will be a member of and accredited by the American Camping Association. (August 1986)

Camper Eligibility

- A. Children having any physical disability qualify as campers with the following exceptions:
 - 1) Hemophilia
 - 2) Tourettes Syndrome
 - 3) Osteogenesis Imperfecta
 - 4) Emotionally Disturbed
 - 5) Contagious Diseases
 - 6) Bedfast
 - 7) Autistic
 - 8) Mental Retardation (an IQ of 70 or above is required)
- B. The Camp will not release any personal data or information regarding minor children who attend The Texas Lions Camp. (Executive Committee – July 1998)
- C. The Texas Lions Camp will accept children, age 6, to the Day Camp. (Board – August 1999)
- D. The age requirements of Camp Discovery are permitted to allow 17 and 18 year old campers (ages 7 – 18). (Executive Committee – February 2000)
- E. The Board reaffirms its desire that all campers must be residence of Texas in order to attend camp and their application should reflect their residence status. (Executive Committee – May 2000)

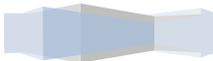
- F. Heart and Cancer patients are eligible as campers as a low priority assignment. (August 1989).
- G. No deviations from established age limits for campers as set out in Camp policy and printed on camper application forms will be authorized. (February 1987)
- H. Children from other states are not eligible as campers at the Texas Lions Camp. (August 1983)
- I. A camper may not be accompanied by a personal nurse to Camp. (August 1994)

Reservation of Camper Spaces

- A. In regard to reserving spaces for campers, except diabetic campers, the following will prevail:
 - 1) The District may reserve the number of last year's eligible applications, as determined by the staff, plus ten percent(10%). (June 1994)
 - 2) All requests for spaces to be blocked for campers must be requested, in writing, by the Governor for the clubs in or for his District.
 - 3) These spaces within a session will be reserved on a first come, first served basis.
 - 4) Only 60% of each session will be allowed to be blocked. No reservations can be made for diabetic camps.
 - 5) These blocked spaces must be filled sixty (60) days before the requested session starts.
 - 6) After sixty (60) days before the session starts, these spaces will automatically be filled by Camp staff according to the Intake Committee priority system, defined below. (August 1987)
- B. All assignments will be made on a first come, first served basis until 90% of a given session is filled at which time the priority system given below will become effective. If a session is not filled two calendar weeks before a session start date, the session will be filled from the waiting list on a first come, first served basis in this order:
 - a. New campers
 - b. Sixteen (16) year olds
 - c. Children with substantiating evidence of need
 - d. Campers who have attended previous years (August 1987)

Picnics

A club or district may reserve a date to provide a picnic during summer camp by sending a written request from the club president or District Governor, after October 1, to the Camp. Reservations will be on a first come, first served basis and requests will only be considered from clubs or districts that have no outstanding balances due to the Camp for past picnics.



6

Staff

Qualifications

- A. Summer Staff must be 19 years old and have completed one year of college. Twenty-five percent (25%) of the counselors may be recent high school graduates of age 18 so that the Camp may retain more counselors on a year to year basis. (August 1985)
- B. The C.I.T. program may use not only the Texas Lions Camp's former campers but also other former campers that are age 17 or more. (August 1985)

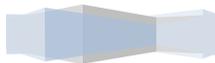
Annual Evaluations

- A. All full-time staff will receive an annual evaluation which will be conducted on the date and in the format determined by the Chief Executive Officer.
- B. The Chief Executive Officer's annual evaluation will be conducted by the Executive Committee using the following procedures:
 - a. *Evaluation Objective*
 - i. To ensure quality of programs.
 - ii. To ensure effective fiscal management.
 - iii. To ensure the maintenance of effective dialogue between the Board of Directors (the policy making body) and the Chief Executive Officer (the chief operating officer).
 - b. *Evaluation Process*
 - i. The Chief Executive Officer shall prepare a written report for distribution to the Executive Committee by December of each year.
 - ii. The report shall include:
 - 1. Financial performance data with budget comparisons.
 - 2. Programmatic statistical analysis.

3. Areas of success, failure, or concern determined to be important to the operations of the Texas Lions Camp for Crippled Children.
 4. The report shall be distributed to each member of the Executive Committee by the Chief Executive Officer.
- iii. The President of the Texas Lions Camp shall prepare a written response to the Chief Executive Officer's report for presentation to the Executive Committee. The response shall identify areas of commendation, and if appropriate, areas in need of improvement.
 - iv. The Executive Committee shall take formal action to:
 1. Receive the report of the Chief Executive Officer.
 2. To accept or amend the response of the President.
 - v. The approved written response of the President shall be presented to the Chief Executive Officer and receipt of said response acknowledged by the signature of the Chief Executive Officer.
 - vi. The report of the Chief Executive Officer and response of the President shall be placed in the Chief Executive Officer's permanent personnel file, a copy retained by the President, and a copy given to the Chief Executive Officer.

Emergency Executive Succession

- A. In order to protect the board from sudden loss of Chief Executive Officer services, the Chief Executive Officer may not:
 - 1) Have fewer than two other employees who are generally familiar with non-profit board and Chief Executive Officer issues and processes.
 - 2) Fail to advise the Executive Committee of:
 - a. Reserve funds that would need to be used in order to provide money to find, recruit and train a replacement, or pay an interim Chief Executive Officer.
 - b. The location of existing "Key Man" insurance policy and policy number that may exist to insure the organization against loss of the Chief Executive Officer.
 - 3) Fail to provide the executive committee with information on:
 - a. Executive search firms for non-profit organizations.



- b. An interim Chief Executive Officer to handle day to day operations of headquarters during the search process. (Executive Committee – February 2006.)

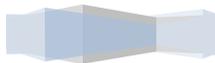
Paid Benefits

- A. The days between Christmas and New Year’s Eve also be an official Camp Holiday on an ongoing basis for full time employees. If the Holiday is on a Saturday, then the holiday is taken on Friday. If the holiday falls on Sunday, then it is taken on Monday. (Executive Committee – November 1999)
- B. If the Texas Lions Camp chooses to administer a SEP/IRA program, then all qualifying employees are required to participate, as a condition of their continued employment. If an employee fails to supply the Chief Executive Officer with the necessary account information by the established deadline, then the employee expressly authorizes the Chief Executive Officer to open a retirement account on behalf of the employee, and deposit any funds due to said account. This policy shall be considered void during any year for which a distribution is not authorized. (Executive Committee – November 2003.)

Compensation Policy

In compliance with Internal Revenue Service guidelines for approval of senior management compensation, the Board of Directors of Texas Lions Camp, Inc. (“TLC”) will follow the following review and approval guidelines.

- A. Individuals Subject to this Policy (defined as “Covered Individuals”):
 - a. **Chief Executive Officer**: The individual who has the ultimate responsibility for implementing the decisions of TLC, Inc.’s governing body or for supervising the management, administration, or operations of TLC, Inc., including TLC, Inc.’s top management official.
 - b. **Key Employees**: Individuals who are not a Chief Employed Executive or an officer of TLC, Inc., but who meet all of the following criteria:
 - 1) **\$150,000 Threshold**. The individual receives reportable compensation¹ from TLC, Inc. and all related organizations² in excess of \$150,000 for the calendar year ending with or within TLC, Inc.’s tax year;
 - 2) **Responsibility Criteria**. The individual:



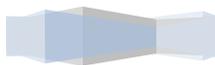
- a) has responsibilities, power or influence over TLC, Inc. as a whole that is similar to those of officers, directors, or trustees;
 - b) manages a discrete segment or activity of TLC, Inc. that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to the organization as a whole; or
 - c) has or shares authority to control or determine 10% or more of TLC, Inc.'s capital expenditures, operating budget, or compensation for employees.
- 3) **Top 20 Limitation.** In addition to meeting the \$150,000 threshold and the Responsibility Criteria, the individual is one of the top 20 most highly compensated employees (including all income from TLC, Inc. and related organizations) for the calendar year ending with or within TLC, Inc.'s calendar year.

B. **Procedure for Approving Compensation** - In reviewing and approving the compensation of any Covered Individuals, the Texas Lions Camp, Inc. Board of Directors, or a delegated committee of the Board (referred to as the "Executive Committee" below), will utilize the following process:

- a. **Impartial Decision Makers.** The compensation arrangement must be approved in advance (before any payment is made) by the Executive Committee of TLC, Inc. composed entirely of individuals who do not have a conflict of interest with respect to the compensation arrangement (example: neither the executive whose compensation is being determined nor any of his/her family members may be present during the discussion/debate or participate in the vote).
- b. **Comparability Data.** When the Executive Committee is considering compensation to Covered Individuals, it must rely on comparability data that demonstrate the fair market value of the compensation in question. For example, when crafting compensation packages, the Executive Committee must secure data that documents compensation levels for similarly qualified individuals in like positions at like organizations. This data may include the following:
 - 1) expert compensation studies by independent firms;
 - 2) written job offers for positions at similar organizations;
 - 3) documented telephone calls about similar positions at both nonprofit and for-profit organizations; and
 - 4) information obtained from the IRS Form 990 filings of similar organizations.
- c. **Concurrent Documentation.** The Executive Committee must document how it reached its decisions, including the data on which it relied. To

qualify as concurrent documentation, written or electronic records of the Executive Committee (such as meeting minutes) must note:

- 1) the terms of the compensation and the date it was approved;
- 2) the members of the Executive Committee who were present during the debate on the compensation that was approved and those who voted on it;
- 3) the comparability data obtained and relied upon and how the data were obtained; and any actions taken with respect to consideration of the compensation by anyone who is otherwise a member of the Executive Committee but who had a conflict of interest with respect to the decision on the compensation. (Executive Committee – October 2009).



7

Organization's Name

- A. The Texas Lions Camp for Crippled Children, Inc. will be known as the Texas Lions Camp instead of the Texas Lions Camp for Crippled Children. The name "Texas Lions Camp" will be used on stationery, tee shirts, signs and billboards as well as any other appropriate location to better reflect the broad scope of its services to disabled individuals. (February 1985)
- B. The Legal Name of the organization is changed, and shall from this point forward known as: The Texas Lions Camp, Inc. (Board of Directors – August 2008).



8

Intellectual Property

Museum

- A. No item of questionable historical value will be destroyed or disposed of until such time as the Historical Committee can evaluate each item. (August 1983)
- B. The Historical Committee and the Chief Executive Officer will appoint one member of the staff as the curator of historical information. (February 1994)

Newsletter

- A. The Texas Lions Camp will produce and mail a periodic newsletter to all of the Lions of Texas as well as other groups such as human resource groups, organizations who work with handicapped children, senior citizens groups and health agencies, etc. The newsletter should contain as much "good news" as possible about the Camp and stress money as a secondary point. (February 1983)
- B. An order form for materials which can be purchased from the Camp will be included in the Camp newsletter as well as being sent to the District Governors for inclusion in their District Newsletters. (August 1983)
- C. The Camp will not rent, sell or make available its mailing or donor list to any outside organization. (June 1993)

Record Retention

- A. **General**
 - 1. It is the Texas Lions Camp's ("TLC") policy to maintain complete, accurate and high quality records. Records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, contractual, legal or regulatory requirements or for other purposes as may

be set forth herein. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

2. No officer, director, employee, volunteer, or agent of TLC shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. This policy covers all records and documents of TLC. TLC reserves the right to amend, alter and terminate this policy at anytime and for any reason.

B. Responsibility for Administration

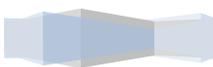
1. The Chief Executive Officer of TLC (or his/her staff designee) shall be responsible for administering this policy.
2. As part of this role, the Chief Executive Officer of TLC (or his/her staff designee), in consultation with legal counsel, shall ensure that TLC documents and records retained by officers, directors, employees, volunteers, or agents are stored or destroyed in a manner consistent with this policy. (Executive Committee – October 2009).

Use of TLC Logo and Emblems

- A. The logos referenced in Appendix B are the property of the Texas Lions Camp, Inc. ("TLC") but may be used by Lions Club members in good standing in accordance with the terms and conditions set forth below.
 1. Use of one or more of the logos shall constitute consideration for, agreement to, and acceptance of the following terms and conditions of this license by the user:
 - a. The attached logos are the sole and exclusive property of TLC. These logos may be used only by Lions Club members in good standing if and only if such use is made pursuant to the terms and conditions of this limited and revocable license.
 - b. Any failure by a user to comply with the terms and conditions contained herein may result in the immediate revocation of this license, in addition to any other sanctions imposed by TLC. The interpretation and enforcement (or lack thereof) of these terms and conditions, and compliance therewith, shall be made by TLC in its sole discretion.

2. The logos are made available to Lions Club members in good standing in camera-ready, printed form in color and/or black [modify accordingly for electronic media].
 3. The logos may not be revised or altered in any way, and must be displayed in the same form as produced by TLC.
 4. The logos are of a specific color. The official color of the logos are Pantone Reflex Blue and Pantone Process Yellow. The logos must be printed in their official colors or in black.
 5. The logos may be used by members of Lions Clubs International in a professional manner on the user's business cards, stationery, literature, advertisements, storefront window, Web site, or in any other comparable manner to signify the user's membership in TLC. Notwithstanding the foregoing, the logos may not be used in any manner that, in the sole discretion of TLC: discredits TLC or tarnishes its reputation and goodwill; is false or misleading; violates the rights of others; violates any law, regulation or other public policy; or mischaracterizes the relationship between TLC and the user, including but not limited to any use of the logos that might be reasonably construed as an endorsement, approval, sponsorship, or certification by TLC of the user, the user's business or organization, or the user's products or services, or that might be reasonably construed as support or encouragement to purchase or utilize the user's products or services.
 6. Use of the logos shall create no rights for users in or to the logos or their use beyond the terms and conditions of this limited and revocable license. The logos shall remain at all times the sole and exclusive intellectual property of TLC. TLC shall have the right, from time to time, to request samples of use of the logos from which it may determine compliance with these terms and conditions.
 7. Without further notice, TLC reserves the right to prohibit use of the logos if it determines, in its sole discretion, that a user's logo usage, whether willful or negligent, is not in strict accordance with the terms and conditions of this license, otherwise could discredit TLC or tarnish its reputation and goodwill, or the user is not an TLC member in good standing.
 8. Any questions concerning use of the logos or the terms and conditions of this license should be directed to Texas Lions Camp's Chief Executive Officer.
- B. This license may be reviewed and changed from time to time by the Board of Directors, with or without prior notice as serves the interest of the organization. (Executive Committee – January 2008).

Note: The name and emblem of Lions Clubs International are registered trademarks and are the property of LCI, and used by permission.



9

Alumni Association

- A. The Alumni Association will abide by the guidelines established by the Executive Committee. (Executive Committee – May 2002)

Management Plan Texas Lions Camp Alumni Association

Policy

Purpose: The purpose of the Association shall be to promote, publicize and support the mission of the Texas Lions Camp and its endeavors.

Objective: To facilitate the on-going camaraderie of former staff members, Campers and volunteers, and to provide a forum for which the afore mentioned can remain involved and contribute to the spirit and mission of the Texas Lions Camp.

Administration

1. The affairs, operation and administration of the Alumni project shall reside solely with the Executive Committee, whose liaison shall be the Chief Executive Officer.
2. From time to time, and as needed, volunteer project groups may be established at the direction of the Chief Executive Officer in order to achieve specific goals and objectives.

Fundraising

1. Projects, fundraisers and activities will be approved by the Executive Committee, prior to implementation or involvement of the Association.
2. Alumni program will be funded from the Camp's operating account, as a result of the Camp's general fund raising efforts.
3. The Association may not create giving programs to the Association other than dues and life memberships, but may invite interested parties to

participate in current or planned giving programs existing at the Texas Lions Camp.

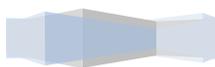
4. All checks, contributions and monies will be made payable to the Texas Lions Camp, and shall be placed on deposit at the Texas Lions Camp within two working days of receipt.

Membership

1. The Alumni will consist of four classes of membership
 - a) Former Campers – all former campers of the Camp
 - b) Staff members – Seasonal & Professional Staff members of TLC
 - c) Sponsor members – Lions & Volunteers
 - d) Inactive Members – Former members in good standing

Records

1. All data for the program shall be maintained at the Texas Lions Camp including, but not limited to: databases, financial statements and donor profiles.



Appendix A

Conflict of Interest Affidavit

TLC BOARD OF DIRECTORS

Annual Statement of Disclosure

I, _____ (name printed), have read the Conflict of Interest Policy of TLC.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to TLC.

To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to TLC.

To the best of my knowledge and belief, I do not expect to receive compensation from TLC, or to receive in excess of \$10,000 annually from TLC for services I provide to TLC as an independent contractor, other than reimbursement of reasonable expenses.

To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from TLC.

To the best of my knowledge and belief, I have no family relationship or business relationship with any current member of the Board of Directors, any officer, or any key employee of TLC.

Any exception to the statements made herein are disclosed in full below.

Without Exception ____ (initial) **or** With Exception as Described Below ____ (initial)

Signature _____

Date _____

Appendix B

Logo & Emblems

