

**ACTION BY WRITTEN CONSENT OF BOARD MEMBERS  
OF  
OHIO LIONS EYE RESEARCH FOUNDATION, INC.  
R.C. 1702.25**

On this 17<sup>th</sup> day of May, 2024, the undersigned, certifies that by 2/3 majority of the board members of Ohio Lions Eye Research Foundation, Inc., (OLERF) and pursuant to the laws of Ohio, hereby evidence the action of the Board Members' affirmative vote for, and approval of, the adoption of the following resolutions and action:

**RESOLVED**, that the following Amended Constitution and By-Laws be, and the same hereby are, adopted as the Constitution and By-Laws of the Foundation from this day forth:

**AMENDED  
CONSTITUTION AND BY-LAWS  
OF  
OHIO LIONS EYE RESEARCH FOUNDATION, INC.**

**PREAMBLE**

The provisions which follow regarding Board Members and Trustees, should be implemented and exercised in accordance with the general philosophy expressed in this Preamble. Although the organization cannot force its Board Members or Trustees to act in any specific manner, it is an objective of the organization that its Board Members and Trustees cooperate with those whose mission and objectives are similar. The Board Members and Trustees are therefore encouraged to follow the standards set forth in this Preamble in their personal lives and as well, consider the following standards when appointing or electing Board Members, Trustees or Officers of the organization.

The activities of the Ohio Lions Eye Research Foundation, Inc. are to be primarily directed toward the further research into the cause and the treatment of eye diseases and disorders, including diabetes. The Foundation supports eye research institutions throughout Ohio by providing resources and funds contributed by Lions Clubs and the public or private sector. The Foundation shall provide education relevant to vision research and promote the goals of Lions Clubs International.

Membership consists of Lions clubs or club members in good standing.

The Board Members and Trustees should facilitate the adjustment of differences, controversies, and misunderstandings; to promote integrity and good faith; to promote just and equitable principles of business; to maintain uniformity in commercial usage; and to acquire and preserve valuable business statistics while also promoting programs of eye research, education and treatment.

**ARTICLE I.  
BOARD MEMBERS**

**1.01 Board Members.** The board membership of the Foundation shall consist of members of all Lions Clubs in Multiple District 13 who are in good standing with their respective Club and who support the purpose of this Foundation. There are Trustees elected from each Ohio Lions district, appointed At Large Trustees as well as other executive appointees. There are no mandatory dues assessed against members of the foundation.

**1.02 Trustee Emeritus/Honorary Board Membership.** A Trustee Emeritus/Honorary board membership may be bestowed upon an individual for exemplary service to the Foundation, public affairs, or community. Honorary board members shall have all of the privileges of regular board membership, with the exception of holding office or the right to vote, and a financial contribution shall not be required. Trustee Emeritus status will be given to Trustees who have been a Trustee for 12 years or in special OLERF Trustees recommended cases and require approval of the Board. A majority vote held by the Board of Trustees shall confer or revoke such board memberships.

**1.03 Annual Meeting.** *An annual meeting of the membership for the consideration of any reports and for the transaction of such other business as may be brought before the meeting shall be held during the annual Ohio Lions Inc. Multiple District 13 State Convention.*

**1.04 Special Meetings.** Special meetings of the board members shall be held at such times and places within or without the State of Ohio as may be specified in the notice therefore whenever called by any of the following: the President, Vice-President, or three members of the Board of Trustees acting with or without a meeting. Upon the request in writing delivered to the President or to the Secretary by any persons entitled to call such meeting of board members, stating the purposes for which such meeting is called, the person to whom the request is delivered shall give notice to the board members of the meeting. If the request is refused, the person or persons making such request may fix the time of the meeting and give notice thereof in the manner set forth in Paragraph 1.06.

**1.05 Place of Meetings.** The annual and all other meetings of the board membership shall be held at such places as may from time to time be designated by the Board. If another place has not been designated by the Board, all meetings shall be held at the principal office of the Foundation.

**1.06 Notice of Meetings.** Written notice of any meeting of the board membership shall be given not more than sixty (60) days nor less than seven (7) days before the day upon which the meeting is to be held by serving the notice personally to the board member, by mailing the same to the address of the board member as last shown on the records of the Foundation, or by electronic means. Except as otherwise required by the laws of the State of Ohio, no publication of any notice of any meeting of the board membership shall be required.

**1.07 Waiver of Notice of Meeting.** Each board member may, either before or after any meeting, waive any notice required to be given by law or under this Constitution and By-Laws. Any waiver of notice must be in writing and filed with or entered upon the records of the Foundation.

**1.08 Action Without Meeting.** Any action which may be authorized or taken at a meeting of the board membership may be taken without a meeting if authorized in writing and signed by all board members; email concurrence/non-concurrence will constitute a signature.

**1.09 Quorum.** At any meeting of board members there shall be present in person or via approved electronic means, in order to constitute a quorum, at least seven (7) board members of the Board of Directors. The majority of board members present at any meeting of board members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.

**1.10 Voting.** At any meeting of board members, each person who is a board member in good standing of the Foundation on as of the date of said meeting shall be entitled to one (1) vote on each matter properly submitted to the board members for their vote, consent, release or other action. At any meeting of board members at which a quorum is present all questions coming before the board members for a decision shall be decided by a vote of a majority of board members present at the meeting. Proxy voting is not permitted.

**1.11 Board Membership Book.** The Secretary will maintain a list of board members of the Foundation This list will contain the name, address, phone and email of each member. A list will be maintained that identifies the date of membership admission to OLERF. In addition, the Foundation may, if the Trustees so direct, issue certificates of membership to the Foundation's board members.

**1.12 Order of Business.** At all board members' meetings after the ascertainment of board members present the business of the Foundation shall be considered in such order as the President or a majority of the board members deem advisable and expedient.

**1.13 Confidential Information.** It shall be the duty of all such persons of the Foundation; including but not limited to Trustees, Officers and Board Members, to respect and maintain the confidentiality of such information.

## **ARTICLE II. BOARD OF TRUSTEES**

**2.01 General Powers.** All of the authority of this Foundation shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. A Trustee shall perform his or her duties as a Trustee in good faith, in a manner he or she reasonably believes to be in the best interest of the Foundation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers or employees of the Foundation whom the Trustee reasonably believes are reliable and competent in the matters

prepared or presented; (b) Counsel, Public Accounts, or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; (c) Committee of the Trustees upon which he or she does not serve, duly established in accordance with the provisions of this Constitution and By-Laws, as to matters within its designated authority, which Committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be found to have failed to perform his or her duties, unless it is proved, by clear and convincing evidence, in an action brought against the Trustee that he or she has not acted in good faith, in a manner he or she reasonably believes to be in or not opposed to the best interests of the Foundation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances, such an action includes, but is not limited to, an action that involves or affects any of the following:

- a. A change or potential change in the control of the Foundation;
- b. A termination or potential termination of his or her service to the Foundation as a Trustee; and
- c. His or her service in any other position or relationship with the Foundation.

The Trustees shall submit in writing at the Annual Meeting, a full report of the finances and business of the organization. The Board shall review the Treasurer's report at its meetings and review the financial situation for the current year.

There are four At-Large Trustees. Their duties are to help in the districts across Ohio by promoting and speaking about OLERF at club meetings, conventions, etc. They can assist the district Trustees, when requested. Some items to promote are speaking at meetings on grants, fellowships and what is happening with OLERF, and the research being conducted. At-Large Trustees can promote by posting on Facebook and other electronic media, author news articles and advertising OLERF and what OLERF does. At-Large Trustees attend OLERF meetings, are voting board members, are board members of committees, attend visits/tours of grant/fellowship locations, etc.

***2.02 Qualifications. In order to be a Trustee of the Foundation, one must be a "member" of the Foundation as defined in Article 1, Section 1.01. Further, a Trustee shall not have been convicted of a felony or crime punishable by more than one (1) year in prison.***

**2.03 By-Laws.** The Trustees may adopt additional by-laws to govern their own proceedings and their transaction of business, as well as the administration of the Foundation, the conduct of the Foundation's business and other affairs, management of the Foundation's property and any other matters properly within the authority or discretion of the Board of Trustees so long as consistent with the laws of the State of Ohio, the Articles of Incorporation and this Constitution and By-Laws.

**2.04 Number.** The Board of Trustees of this Foundation shall consist of one elected (1) Trustee from each sub-district of MD-13 Ohio Lions Incorporated, four at-large appointed Trustees (by the President), *not less than eleven*. The President shall serve as a board member of the Board of Trustees and shall be counted *as part of the eleven*. The Past President may serve as an *ex-officio* board member.

**2.05 Election.** With the exception of the Ex officio board members of the Board of Trustees and the appointed Trustees, the remaining Trustees shall be elected at the Annual meeting of each membership sub-district (sub-district convention) in accordance with the bylaws of the Trustees, or, if not then elected, then appointed by the respective District Governor. Only persons nominated as candidates shall be eligible for election. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

*Seven (7) Trustees shall be elected as provided above. Four “at large” Trustees shall be appointed by the Board of Trustees of the Foundation at the annual meeting of the Foundation.*

**2.06 Term.** *With the exception of the Ex officio Trustees, who shall remain permanent positions by virtue of their office, each Trustee elected at any annual or special meeting of the members shall serve for a term of three (3) years.*

*a. Each Trustee elected at any annual or special meeting of the members shall serve for a term of three (3) years, according to the following schedule:*

<i>Districts 3, 4 &amp; 6</i>	<i>2019, 2022, 2025, 2028, 2031</i>
<i>Districts 2 &amp; 5</i>	<i>2020, 2023, 2026, 2029, 2032</i>
<i>Districts 1 &amp; 7</i>	<i>2021, 2024, 2027, 2030, 2033</i>

*Trustees shall serve until the next annual meeting of members and until his or her successor is elected, or until his or her earlier resignation, removal from office, or death. Trustees may serve more than one term.*

**2.06 Vacancies.** The office of a Trustee shall become vacant if he or she dies, resigns, which resignation shall take effect immediately or at such other time as said Trustee resigning may specify, or after hearing and two-thirds (2/3) vote of all Trustees. If the vacancy is for an elected Trustee, the Trustee shall be appointed by the respective District Governor to fill the vacancy and shall serve until the next annual meeting of members and until his or her successor is elected and qualified.

If the vacancy is of an appointed Trustee, the Board of Trustees shall appoint his/her successor at the next regularly scheduled meeting or a special meeting held for such purpose.

**2.07 Removal.** *With the exception of Ex officio Trustees, all of the Trustees or any individual Trustee may be removed from office for incompetency, inefficiency, dishonesty, immoral conduct, neglect of duty or any other acts of misfeasance, malfeasance or nonfeasance in the performance of his or her duty. Said Trustee may be removed by a vote of*

*the majority of the board members present at a meeting of board members called for the purpose of removing Trustees, if a quorum is present. Such removal shall create a vacancy or vacancies on the Board.*

**2.08 Meetings.** The annual meeting of the Board of Trustees shall be held immediately following the fourth quarterly meeting of the Board of Trustees.

Regular meetings of the Board of Trustees shall take place at least four (4) times per year, said meetings to be quarterly, at a date, time and place set by the President with the concurrence of the Board.

Special meetings of the Board of Trustees may be called from time to time by the President, the Vice-President, or any two (2) Trustees. All meetings of the Board of Trustees shall be held at such places within or without the State of Ohio as the President or the Board of Trustees may designate from time to time and as may be specified in any notice of special meeting. Meetings of the Board of Trustees may be held through any means of communication equipment if all persons participating can hear one another.

**2.09 Notice of Meetings.** Notice of meetings of the Board of Trustees shall be mailed or electronically forwarded to each Trustee addressed to him or her at his or her residence or usual place of business or delivered to him or her personally at least fourteen (14) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Trustees need not be given to any Trustee, however, (a) if waived by him or her in such writing and such waiver as filed with the Secretary either before or after the holding of such meeting, or (b) if he or she shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

**2.10 Quorum.** At all meetings of the Board of Trustees a majority of the whole authorized number of Trustees is necessary to constitute a quorum for the meeting of such Board of Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

**2.11 Action Without Meeting.** Any action which may be authorized or taken at a Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees who would be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made a part of the records of this Foundation.

**2.12 Committees.** The Board of Trustees may create an *executive committee which shall consist of the Officers of the Foundation and the Executive Director, as the Board of Trustees shall from time to time determine.* The executive committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. The executive committee may act by a majority of the board members of the executive committee at a meeting or in a writing or writings signed by all of its board members. The Board of Trustees

may create such additional standing committees or ad hoc committees as the Board of Trustees shall deem appropriate, with such board membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Foundation and shall elect the board members thereof.

### **ARTICLE III. OFFICERS**

**3.01 General Provisions.** The Officers of the Foundation shall consist of a President, Vice-President, a Secretary and a Treasurer. The Board of Trustees may, from time to time, create such offices and appoint such other Officers and assistant officers as it may determine. The Officers shall be elected by the Board of Trustees. Any two (2) of such offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity.

**3.02 Term of Office.** The Officers of the Foundation shall hold office for a one (1) year term and until their successors are chosen and qualified, unless sooner removed by the Board of Trustees. The term shall commence upon election at the annual meeting of the Trustees. The Board of Trustees may remove any Officer at any time with or without cause by a majority vote. A vacancy in any office, however created, may be filled by the Board of Trustees.

**3.03 President and Vice President.** The President shall preside at all meetings of board members and Trustees and shall be the Chief Executive Officer of the Foundation. He or she shall have general supervision, management, control and oversight of the business of the Foundation, subject to this Constitution and By-Laws and subject to the orders of the Board of Trustees, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the board members or Board of Trustees. In his or her absence or inability to act, the Vice-President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees. If the President chooses to step down from said office prior to the expired term, the Vice-President shall be first in line to succeed the President.

**3.04 Secretary.** The Secretary shall (a) keep minutes of all of the meetings of the board members and the Board of Trustees, as well as all Actions by Written Consent and waivers of notice; (b) give notice of all meetings of board members and Trustees, except as otherwise provided in this Constitution and By-Laws; (c) keep such books as may be recorded by the Board of Trustees, including a registry of the board members of the Foundation; and (d) perform such other duties as may be assigned to him or her from time to time by the Board of Trustees or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Foundation in his or her possession or under his or her control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Trustees.

**3.05 Treasurer.** The Treasurer shall have general supervision of all finances; he or she shall receive and safely keep all monies belonging to the Foundation, and he or she shall perform such other duties as from time to time may be assigned to him or her by the Board of Trustees.

He or she shall keep proper books of account and keep accurate account of the finances of the Foundation and shall present, at the annual meeting of members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Foundation, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus as of the close of the Foundation 's fiscal year. The financial statement shall have appended thereto a certificate signed by the President and Vice -President and the Treasurer or an assistant Treasurer, or by a Certified Public Accountant or a firm of Certified Public Accountants, to the effect that the financial statement presents fairly the financial position of the Foundation and the results of its operations in conformity with generally accepted accounting principals applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Board of Trustees the Treasurer shall furnish summary statements of the financial condition of the Foundation as of the date requested by the President or the Board of Trustees. Upon the expiration of his or her term of office, the Treasurer shall deliver all money, books, papers and other property of the Foundation that shall be in his or her possession or under his or her control to his or her successor in office. The Treasurer will ensure that all tax documents are filed with the IRS and Attorney General annually and will file any ad hoc documents (i.e., unclaimed funds, etc.) as required.

**3.06 Compensation.** The elected Officers of the Foundation shall serve without compensation.

**3.07 Election.** The Officers shall be elected at the meeting of the Trustees as provided in paragraph 2.08 above, or, if not then elected, or if such meeting be not held at the time fixed therefore, then at a special meeting of the Trustees held for the purpose of electing Officers. Only persons nominated as candidates shall be eligible for election. At all elections of Officers, the candidates receiving the greatest number of votes shall be elected

**3.08 Vacancies.** The office of an Officer shall become vacant if he or she dies, resigns, which resignation shall take effect immediately or at such other time as said Officer resigning may specify, or after hearing and two-thirds (2/3) vote of all Trustees. The Trustees and/or the President, though less than a majority of the whole authorized number of Trustees, may, by vote of the majority of their number fill any vacancy of the Officers for the remainder of the unexpired term. The Officer elected to fill a vacancy shall serve until the next annual meeting of members and until his or her successor is elected and qualified.

#### **ARTICLE IV. CONFLICT OF INTEREST**

**4.01 General Policy.** *Recognizing that Trustees and Officers have a duty of loyalty and fidelity to the Foundation and they must govern the Foundation's affairs honestly and economically, exercising their best care, skill and judgement for the benefit of the Foundation, to avoid even the appearance of impropriety, the Trustees and Officers of the Foundation shall:*

*a. disclose to the Board any situation wherein the Trustee or Officer has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Foundation; and*



*b. follow the procedures set forth in paragraph 4.02 below governing the participation, on behalf of the Foundation, and any transaction which the person has, or may have, a conflict of interest.*

*4.02 Procedure. Any Trustee having a known duality of interest or possible conflict of interest on any matter, should make a disclosure of such conflict to the other Trustees. Such Trustee should not vote or use his or her personal influence on the matter, but such Trustee may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting, and the quorum situation. Any Officer having a known duality of interest or possible conflict of interest on any matter before such Officer for administrative action shall report the conflict to the President, or in the case of the President, to the Vice-President action on such matter. The requirements of this paragraph shall not be construed as preventing any Trustee or Officer from briefly stating his or her position in the matter nor from answering pertinent questions of the Board or other Officers.*

## **ARTICLE V. INDEMNIFICATION**

**5.01** Each Trustee, Officer, Agent, employee or volunteer of this Foundation, and any Trustee, Officer, Agent, employee or volunteer of any other Foundation serving as such at the request of this Foundation shall be indemnified by this Foundation under the standards set by and to the fullest extent allowable under Section 1702.12 (E), of the Ohio Revised Code as the same shall be amended from time to time.

**5.02** The foregoing right of indemnification set forth in the preceding paragraph shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of the board members or disinterested Trustees of this Foundation or otherwise.

## **ARTICLE VI. AMENDMENTS**

**6.01** The board members at a meeting held for such purpose may adopt an amendment to these regulations by the affirmative vote of a majority of the board members present if a quorum is present. In addition to or in lieu of adopting an amendment to the regulations, the board members may adopt amended regulations by the same action or vote as that required to adopt the amendment. Amendments to the foundation governing documents shall be approved by the general membership of the foundation at the regular annual meeting. Membership consists of Lions clubs or club members in good standing.

## **ARTICLE VII. MISCELLANEOUS**

**7.01 Fiscal Year.** *The fiscal year of the Foundation shall end on June 30<sup>th</sup> in each year, or on such other day as may be fixed from time to time by the Board of Trustees.*

**7.02** All property acquired by this Foundation by purchase, gift, bequest or otherwise shall be the absolute property of this Foundation, unless at the time of acquiring such property it is otherwise specified in writing.

**7.03** The Board of Trustees of this Foundation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Foundation without the necessity of procuring authorization from the Court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any Foundation for profit.

**7.04** The books and records of this Foundation may be examined by any member or any Trustee or the Agent or Attorney of any member or any Trustee for any reasonable and proper purpose at any reasonable time.

**7.05 Non-Discrimination Policy.** It shall be the policy of this Foundation to comply with the Federal and State Laws regarding non-discrimination and it shall be the policy of this Foundation to not discriminate against potential employees, students, families, etc. based upon their age, race, national origin, sex, religion, handicap, etc.

**7.06 Awards.** Special awards are available to donors of \$500 or more. Examples are: W. R. Bryan Diabetic Eye Disease Research (\$500+) (Can be done over a consecutive two-year period), Leadership Award (\$500-\$999) (Can be done over a consecutive two-year period), Visionary (\$1000-\$2499) (Can be done over a consecutive four-year period), Founders Award (\$2500+) (Can be done over a consecutive four-year period). Other awards may be established upon approval by the Foundation. Awards are plaques or shirts but other items may be added.

## **ARTICLE VIII. FINANCES**

**8.01** The Foundation may receive gifts, bequests, devises, legacies and donations, whether restricted or unrestricted, and for such purposes as are within the general scope of its corporate purposes and objectives, and upon such acceptance, shall expend and administer such contributions in accordance with the terms and conditions of such gift, bequest, devise, legacy and donation.

**8.02** The funds of the Foundation shall be deposited in such banks or other financial institutions as may be designated by the Board of Trustees, and to the extent all or a portion of such funds may not be required for current operations of the Foundation such funds may, subject to the limitations and conditions contained in any gift, bequest or devise, be invested in such mortgages, bonds, debentures, shares of preferred and common stocks and other securities, and in such other manner as the Board of Trustees may direct in conformity with the law; provided however that no purchase, sale, mortgage or lease of real property shall be authorized by less than a majority of the whole number of Trustees. The Board of Trustees shall prescribe suitable regulations for the safekeeping of such securities.

**8.03** Financial transactions of the Foundation and its books of accounts shall be audited at least every five (5) years, or as otherwise directed by the Board of Trustees, by a Certified Public Accountant or a firm of Certified Public Accountants, selected annually by the Board of

Trustees. Said audit shall take place at the end of the fiscal year and a copy of such audit shall be presented to the Board of Trustees.

**8.04** All expenditures of the Foundation must be approved by majority votes of the board members at the quarterly meetings.

## **ARTICLE IX APPOINTED INDIVIDUALS**

**9.01 Ex-Officio Board Members.** The President shall appoint, with the approval of the Board of Trustees, the following individuals, who unless otherwise specified, shall be a member of a Lions Club in good standing:

- (a) Executive Director. The duties of the Executive Director shall be to perform the day-to-day activities that are required for the efficient operation of the Foundation, and such other duties as may be assigned to him/her by the Board of Trustees from time to time. The Board of Trustees may, at its discretion, designate a complimentary compensation for the Executive Director.
- (b) Legal Advisor. The duties of the Legal Advisor shall be to advise the President and the Board of Trustees on any and all legal matters that may arise.
- (c) Visual/Scientific Advisor. The Visual/Scientific Advisor shall be a member of the Visual/Scientific Advisory Board and also a member of a Lions Club in good standing. The duties of the Visual/Scientific Advisor shall be to advise the President and the Board of Trustees on any and all matters relating to eyesight and eye research, act as a liaison between supported agencies and the Foundation, responsible for managing the grant proposals and process from beginning to end and to review all proposals for funding before presenting said proposals to the Allocations Committee.
- (d) Executive Treasurer. The duties of the Executive Treasurer shall be to advise the President and the Board of Trustees on any and all financial matters that may arise and other duties as assigned by the Executive Director.
- (e) The Past President may serve as an *ex-officio board* member.

**9.02 Committees.** The President shall appoint, with the approval of the Board of Trustees, the following Committees:

- (a) ***Constitution and By-Laws Committee - This Committee shall consist of a minimum of three (3) OLERF Board members and shall have the duty of reviewing all resolutions, amendments, supplements***

*or repeals to the Constitution, Bylaws and of the Foundation prior to their being presented to the Board of Trustees or to the general membership.*

- (b) Allocations Committee - This Committee shall consist of a minimum of three (3) OLERF Board members and shall have the duty of preparing a list of allocations to the various agencies, a proposal for fellowship grants and a proposal for diabetes research grants as submitted by the Visual/Medical Chair. On May 18, 2012, the Trustees voted to name the Fellowship Grant to OSU Ophthalmology in honor of Lion Norbert Peiker. The Lois Hagelberger-Huebner Young Investigators' Grant Program began in 2019. Other grants/fellowships are: Research Grants, W. R. Bryan Diabetic Eye Disease Research Grants, Fellowships, Neiderhauser AMD Grants. Other fellowships/grants can be created, as needed.*
- (c) Budget Committee - This Committee shall consist of five (5) OLERF Board members, the Treasurer, the Executive Director, Executive Treasurer and two (2) Trustees. This Committee shall have the duty of preparing an operating (administrative) budget for the fiscal year. The proposed Budget shall be presented to the Board of Trustees no later than the second quarterly meeting of the Board.*
- (d) Visual/Scientific Advisory Board - This Board shall consist of one (1) representative from each of the agencies supported by the Foundation and the Visual/Scientific Advisor plus one OLERF Board member. This Board shall consist of the Visual/Scientific Advisor, the OLERF President, the OLERF Executive Director plus one other OLERF Board member This Board is responsible for the grant/fellowship proposal process from the beginning to the end.*
- (e) Agency Review Committee - This Committee shall consist of five (5) OLERF Board members, being the President, Vice-President, Visual/Scientific Advisory Board Chair, the Executive Director and one (1) Trustee. This Committee shall have the duty of reviewing the research activities of the supported agencies to ensure that said activities are in compliance with the objectives of the Foundation. This Committee shall also arrange to make on-site visits of any new agency that requests funding from the Foundation and make a report to the Board of Trustees regarding the same.*

- (f) *Audit Committee - This Committee shall consist of a minimum of three (3) OLERF Board members and shall have the duty of auditing the Treasurer's records at the end of the fiscal year. The Audit Committee shall prepare a report and present the same to the Board of Trustees at the second quarterly meeting of Trustees.*
  
- (g) *Investment Committee - This Committee shall consist of a minimum of three (3) OLERF Board members, being the Treasurer, Executive Treasurer and one (1) Trustee and shall have the duty of creating, reviewing and recommending an Investment Policy to be adopted by the Board of Trustees. The Investment Committee shall prepare a report and present the same to the Board of Trustees at the second quarterly meeting of Trustees.*
  
- (h) *Information, Technology and Marketing Committee - This Committee shall consist of a minimum of three (3) OLERF Board members and shall have the duty of handling the information, technology and marketing/promotions for OLERF. Examples of this are the website, Facebook site and any other electronic media, news articles, etc., to highlight and promote OLERF. This committee shall report on activities at each OLERF meeting.*

There being no further business, and upon motion duly made and seconded, the meeting was adjourned.

Executed on the 17<sup>th</sup> day of May, 2024 at 10:45 a.m.

Nancy L. Brown  
President:

Lydia M. Houser  
Executive Director:

[Signature]  
Secretary:

Myron P. Amstutz  
Treasurer: