



As the OLBR, Inc. dba LMOH goes through the accreditation process we are updating our bylaws to better align with accreditation standards.

For consideration at April 2026 Lions State Convention

1. Name the document "Bylaws" to align with common nonprofit language.
2. Deleted duplication of terms and reorganized sections to align with the named articles.
3. Addresses situations where there isn't a qualified candidate elected to the board of trustees at a district convention. Tasks the sitting board of trustees with appointing a qualified candidate from that district.
4. Replaced all instances of the use of Director with Trustee.
5. Changed the number of board meetings from 9 to 6 annually and requires a report to be presented at state council meetings.
6. Increases number of "at-large" members from 5 to 10 provided that there remains a simple majority of Lions on the board.
7. Reduces the members of the executive committee to officers only.
8. Leaves only the Executive committee and Finance committee in the bylaws which allows the board to create and disband committees when needed to conduct business. Committees and descriptions will be included in the board policy manual.
9. Property and fiscal management will be addressed in the board policy manual.
10. Amendments to bylaws that do not impact the voting rights of the corporate membership may be approved by the sitting board members with ratification at the annual meeting of the corporate membership.

CONSTITUTION BYLAWS OF THE OKLAHOMA LIONS BOYS RANCH, INC.

A Non-Profit Corporation
Adopted and Revised ~~May 28, 2022~~ April 24, 2026

ARTICLE I

GENERAL PROVISIONS

Section 1. The name, purpose and ~~principle~~-principal office of the corporation are as designated in the Articles of Incorporation of this corporation, as filed and amended in the office of the Secretary of State of Oklahoma.

Section 2. The fiscal year of the corporation shall begin on the first (1st) day of July of each fiscal year, and end on the thirtieth (30th) day of June of each year.

Section 3. The corporation seal shall contain the name of the ~~name of the~~ corporation, in such form and manner as the Board of Trustees shall prescribe.

ARTICLE II

MEMBERSHIP

Section 1. The membership of this corporation shall consist of each member of the Lions Clubs in the State of Oklahoma, Multiple District No. 3, so long as the Clubs are affiliated with the International Association of Lions Clubs and in good standing. ~~The Board of Trustees, by simple majority vote, can nominate and appoint up to 5 other persons whether they be Lions or Non-Lions who would serve as Trustees with full voting rights and be members of the corporation.~~

Section 2. Lions choosing to become an elected member of the Boys Ranch Board of Trustees shall submit an application of their intent to their District Governor thirty (30) days prior to their District Convention. The application should show home club approval and support. If any District has an applicant who has filed for the position in compliance with the 30 day filing deadline, then no nominations shall be accepted from the floor. If a District does not have any member who has filed for a Trustee position by the 30 day filing deadline, or if no prequalified Lion is elected by Lions at the District Convention, the Board of Trustees set forth in Article III, will appoint a Lion from that District based on recommendations of the Nominating Committee.

Section 3. No officer, or trustee shall receive any salary, fee or other compensation for the services, direct or indirect, rendered by said officer, or Trustee, but the Board of Trustees may provide for reimbursement of expenses incurred by such officer, or Trustee in the performance of such duties. No officer, trustee or employee may engage in activities, interests or practices that conflict with the best interests of the Corporation.

ARTICLE III

BOARD OF TRUSTEES

Section 1. ~~Lions choosing to become an elected member of the Boys Ranch Board of Trustees shall submit an application of their intent to their District Governor thirty (30) days prior to their District Convention. The application should show home club approval and support. If any District has an applicant who has filed for the position in compliance with the 30 day filing deadline, then~~

~~no nominations shall be accepted from the floor. If a District does not have any member who has filed for a Trustee position by the 30 day filing deadline, nominations can be taken from the floor at their District Convention. The application should show home club approval and support.~~

~~Section 2.~~ The Board of Trustees shall be comprised of three members elected by each District of Multiple District 3 and up to ~~five~~ten “at-Large” members (as described below), all of whom are members of the corporation. The membership of each District will elect one ~~Director~~Trustee annually during their District Convention to serve a three (3) year term. The newly elected Board members shall take office the beginning of the next fiscal year. The Immediate Past Chairman will continue as a voting member of the Board of Trustees even if the term for which the Chairman had been elected has expired. Members of the Board of Trustees from each District shall each serve a three (3) year non-concurrent term, and shall serve no more than three (3) consecutive three (3) year elected terms. The seated District Governors, Council Chairman, Lions State Secretary, First Vice District Governors and ~~Executive Director~~CEO shall be ex-officio ~~non-voting~~non-voting members of the Board of Trustees. No paid employee of the Oklahoma Lions shall hold an elected position on the Board of Trustees.

The Board of Trustees will meet ~~9~~at least six (6) times annually ~~(4 times at the OLBR 4 times with State Council and 1 time at the State Convention or other)~~ at such times and locations as approved by the ~~trustees~~Trustees. Additional meetings may be called in accordance with the terms of Article III, Section 8 below. The Board of Trustees will arrange an update for Oklahoma Lions at each State Council meeting or as otherwise requested by the State Council.

The Board of Trustees, may, in their own sole discretion, by simple majority vote, appoint up to ~~five (5)~~ten (10) additional “At-Large” Trustee members for one-year terms, provided that the at-large members must, by a simple majority be Lions Clubs members, said terms to run from the beginning of the next fiscal year. If re-appointed, they may serve consecutive terms not to exceed nine consecutive years. “At-Large” Trustee members may or may not be members of an Oklahoma Lions Club. “At-Large” Trustee members become members of the Corporation and shall have full voting and speaking rights.

Section 3. Functions and duties of the Board of Trustees shall be: 1.) The approval of the Trustees shall be sufficient and binding upon the corporation, unless and until such time as the actions of the Trustees are overruled or changed by the general membership or by further action of the Trustees. 2.) The Board may adopt By-Laws, Regulations, and operating procedures as deemed necessary. 3.) The Board will recruit, select, employ, supervise, and if necessary, discharge the Chief Executive Officer who will serve as an “at will” employee. 4.) The Board will review, modify as necessary and approve budget recommendations of the Finance Committee for the annual operating budget and capital and other budgets deemed necessary, oversee the budgets and will assist the Chief Executive Officer in ensuring that funds are secured to meet the budgetary needs. 5.) In conjunction with review of the budget(s), the Board will consider recommendations of the Finance Committee for changes in insurance programs and direct any changes necessary. 6.) The Board will oversee the maintenance and operation of all land, buildings, equipment, and livestock and any other property of the Corporation. 7.) The Board will work with the Chief Executive Officer to learn the characteristics of good services and programs that serve the mission of the Corporation, and to formulate and adopt program policies to ensure successful service of the mission. 8.) The Board will assist the Chief Executive Officer in developing and implementing sound personnel policies. 9.) The Board will assist the Chief Executive Officer in developing and maintaining good public relations with the Lions of Oklahoma and the general public. 10.) The Board will establish, appoint, commission, supervise, and receive reports from committees. 11.)

The Board will confirm, modify or reject Committee proposals and recommendations. 12.) Trustees shall make an accounting and give a report to the Multiple District 3 Lions of Oklahoma at each State Council meeting as requested by the MD-3 Lions of Oklahoma.

Section 4. In the event that Multiple District 3 shall be sub-divided into a lesser number of Sub-Districts, no Trustee shall lose his/her position on the Board because of such sub-division. The Trustees of the eliminated Sub-District (s) shall remain on the Board until the end of their elected terms. In the event that Multiple District 3 shall be sub-divided into a greater number of Districts, each new District without holdover Trustees shall elect additional Trustees to serve terms of one, two, or three years, as needed to give equal representation of members on the Board of Trustees.

Section 5. At the first meeting of the fiscal year, the Trustees shall establish the dates of the regular Board Meetings for that fiscal year, subject to change in order to ~~insure~~ensure that no meeting dates conflict with other Lions meetings.

Section 6. When a Trustee has missed two (2) regular meetings, without explanation, the Secretary shall immediately contact the Trustee regarding their status and report to Board of Trustees at the next scheduled meeting. If a Trustee is unable to continue to fulfill their responsibilities as a Trustee, then the Board of Trustees will take action consistent with Article III, Section 7 of ~~this constitution~~these bylaws.

Section 7. A vacancy on the Board of Trustees due to death, disqualification, resignation, or by a Board Member moving his/her Lion membership out of his/her represented district, will be filled by the Nominating Committee of the Board of Trustees in consultation with that District's Governor, who will appoint a qualified Lions Club Member to serve the remainder of the elected Trustee's term. The board member shall be eligible to serve an elected term in accordance to Article III, Section 2.

Section 8. A special Meeting of the Trustees may be called and held upon the call of the Chairman of the Board, or shall be called by the Chairman of the Board or Secretary, upon the request of any six (6) Trustees. At least ten days notice shall be given each member of the Board of Trustees of any such special meeting.

Section 9. Any meeting of the Trustees may be held in person, electronically, via e-mail or a combination at the discretion of the Chairman of the Board in consultation with the Chief Executive Officer. At any meeting of the Trustees, a quorum shall consist of 50% of the Trustees. Any resolution adopted by a majority vote of the Trustees present shall be binding upon the corporation and shall be the act of the corporation unless the same shall be contrary to the authority or purposes invested in the Trustees by the Articles of Incorporation or ~~this Constitution~~these bylaws.

Section 10. The Board of Trustees may confer the non-voting title of "Honorary Trustee" on any person it deems appropriate, at any regular meeting of the Board of Trustees.

ARTICLE IV

CORPORATION MEMBERSHIP MEETINGS

Section 1. The annual meeting of the members of this corporation for the conduct of such business as may properly come before the meeting, shall be held each year at the same time and place, and concurrent with, the Annual State Convention of the Lions of Oklahoma. Multiple District 3, of the International Association of Lions Club.

Section 2. Members attending the Annual Meeting shall constitute a quorum of the members for the transaction of business at such meeting.

Section 3. Each member present at the Annual Meeting shall be entitled to one vote. No voting by proxy shall be authorized.

Section 4. Special meetings of the members may be called by the Chairman of the Board upon resolution of a majority of the Board of Trustees to call such a meeting, by a petition of at least fifty (50) members of the Corporation, not more than ten (10) of such Members being from any one club, with no less than twenty (20) days prior notice of the meeting given in writing to the Board of Trustees. Notice of any meeting shall be given by mailing (physically or electronically) a copy of such notice to the President of each Lions Club in the State of Oklahoma affiliated with the International Association of Lions Clubs, at least twenty (20) days before such a meeting.

Section 5. Notice mailed to the Presidents of Lions Clubs shall contain instructions that such notice shall be read at the next succeeding meeting of the Lions Club to which the notice is sent, or otherwise distributed to members of the Club prior to the called meeting.

ARTICLE V **OFFICERS**

Section 1. The officers of the Corporation shall be: Chairman of the Board, Vice-Chairman of the Board, Secretary, Treasurer and any other officers deemed necessary by the Board. The Board of Trustees shall elect the officers for a period of one (1) year from among the elected Trustees, whose terms include the next fiscal year. The term can be extended for three (3) years upon the recommendation of the Nominating Committee and a majority vote of the Board of Trustees. Officers of the Corporation who are unable to perform their duties for any reason shall be replaced by a majority vote of the Board of Trustees at a regular or special Board of Trustees meeting.

Section 2. The Chairman of the Board shall preside at all meetings of the Board of Trustees, and of the members; and shall execute, on behalf of the corporation, all instruments in writing which may be required in transacting business of the corporation to the members.

The Chairman of the Board with the approval of the Board of Trustees may set the number of committee members and may appoint such special committees as may be required from time to time for special duties that may arise.

Membership of a Committee shall usually consist primarily of Trustees but may include other members of the Corporation or other interested parties when appropriate.

Section 3. The Vice-Chairman of the Board shall preside in the absence of the President; may sign instruments in writing on behalf of the corporation when the Chairman of the Board is unable to do so in a timely manner; and in the absence of the Chairman of the Board shall make an annual report of the activities of the corporation to the members. If neither the Chairman of the Board or Vice-Chairman of the Board is able to preside, any other available officer may preside.

Section 4. The Secretary shall have consult with and advise the Chief Executive Officer on the appropriate custody, storage and retention of the records of the corporation and the corporate seal of the corporation. The Secretary shall record the proceedings of the meetings of the members and of the Board of Trustees.

Section 5. The Treasurer shall have supervisory control over the books and records of the corporation and shall render statements of the affairs of the corporation as required by the Board of Trustees.

Section 6. The officers and any personnel handling substantial funds of the corporation shall be bonded in such amount and by such surety company authorized to do business in the State of Oklahoma, and in such form as the Board of Trustees may approve.

ARTICLE VI COMMITTEES

Section 1. All Committee Chairman and members of committees shall be appointed by the Chairman of the Board with the advice and approval of the Board of Trustees.

Section 2. The standing Committees shall be:

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the ~~elected officers of the Corporation~~ Chairman of the Board, Vice-Chairman of the Board, Secretary, and Treasurer. ~~the Immediate Past Chairman of the Board, and a Board Member from each District not represented by an elected office of the corporation, to be elected by the Board of Trustees.~~

The Executive Committee shall initiate and propose plans for the administration of all funds and assets of the Corporation for approval by the Trustees, arrange for a complete accounting and annual audit by an outside accountant; and provide for an organized plan for purchases and sales. After approval by the Trustees, the Executive Committee shall be responsible for the execution of the plans for the administration of the Corporation.

The Executive Committee, or individual members thereof, will assist the Chief Executive Officer in recruiting, interviewing, hiring, evaluating and terminating other members of the staff, as requested by the Chief Executive Officer.

The Executive Committee will recruit, interview, select and hire the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer annually, or more often as necessary and will counsel the Chief Executive Officer on performance and professional development and on professional development of Corporation employees. The Committee will establish the compensation for the Chief Executive Officer. The Committee may terminate the Chief Executive Officer for any reason or for no reason.

An Executive Committee meeting may be called by the Chairman of the Board, Vice-Chairman of the Board or Chief Executive Officer by notice to all members of the Executive Committee. Between regular meetings of the Board of Trustees, the Executive Committee at a called meeting is authorized to act upon any matter requiring Board actions. This emergency action shall be for cases only when failure of making a decision will result in irreparable damage or loss or when delayed action will work to the disadvantage of the Corporation. All such special actions of the Executive Committee, except for personnel actions, shall require an affirmative vote of two-thirds (2/3) of the membership of the Executive Committee. Voting by proxy will NOT be permitted. Meetings of the Executive Committee may be accomplished in person, electronically, or by telephone or email and their action will be documented in writing before becoming final. These emergency actions are to be ratified by the Board of Trustees at the next regular meeting.

NOMINATING COMMITTEE

The Nominating Committee shall be comprised of one representative from each of the Sub-Districts in Oklahoma. The Committee will establish a process for identifying and recruiting new Board of Trustees members and shall, prior to each District Convention, recommend new Board members from their respective Districts to the Board of Trustees and to each District's Governor fifteen (15) days prior to their respective District convention. The Nominating Committee shall also be responsible for the nomination of officers of the Board of Trustees who shall be elected prior to the Annual State Convention. Also see Article III, Section 7.

FINANCE COMMITTEE

~~The Treasurer shall serve as the Chairman of the Finance Committee comprised of a representative of each Sub-District and will work with the Chief Executive Officer in the development of the annual operating budget and reserve accounts. The Finance Committee will present operating and any other budgets to the Board of Trustees each fiscal year utilizing all known financial resources that are available or that can realistically be raised throughout the year. The Finance Committee will maintain oversight of the operating budget, including reserve accounts, throughout the course of the year. In conjunction with preparation of the budget recommendation, the Finance Committee will review the various insurance programs, including employee benefits plans, and recommend changes, if any, to the Board of Trustees. The Chief Executive Officer shall be responsible for seeing that a monthly financial report along with the status of the reserve accounts is reported to the Board of Trustees.~~

PROPERTY AND OPERATIONS COMMITTEE

~~The Property and Operations Committee shall: 1.) maintain a current inventory, including condition and usage, of all land, building and equipment, including vehicles, owned by the Corporation; 2) recommend to the Board of Trustees the purchase, sale, lease or other acquisition or disposition of land, buildings and equipment of the Corporation; 3.) report quarterly, or more often as needed, to the Board a current assessment of all physical facilities and equipment; 4) develop and maintain a prioritized "needs list" of supplies, furniture, maintenance, and capital improvements which can be communicated through the Board of Trustees, the State Lions Newsletter and in other ways to apprise all Lions of Oklahoma, organizations, individuals and others who might be interested in meeting some of the needs. 5.) maintain a list of projects which may be used by the Ambassador Committee to schedule "Work Days" 6) review annually the property insurance coverage of Corporation property and make a recommendation to the Finance Committee for any changes.~~

Section 3. The Board of Trustees may establish such other standing, ad hoc, advisory or other committees as deemed necessary for the operation of the Corporation. Ad Hoc and Advisory Committee members may or may not be members of the Board or the Corporation.

ARTICLE VII

AD-HOC AND ADVISORY COMMITTEES

~~The Board shall establish such Advisory Committees as it deems necessary. Traditionally, Ad Hoc and Advisory Committees have addressed legal matters and promotional, fund raising and recognition activities. Ad Hoc and Advisory Committee members may or may not be members of the Board or the Corporation.~~

ARTICLE VIII

Section 1. The Corporation is authorized to accept grants and gifts of money or unencumbered marketable securities from any legitimate and lawful source, to be used in conformity with the purpose of the Articles of Incorporation, or the ~~Constitution~~ bylaws of this Corporation. Gifts of unencumbered vehicles and similar equipment may be accepted at the discretion of the Chief Executive Officer, Chairman of the Board, ~~Chairman of the Board~~ or Treasurer. Gifts of real property may be accepted only by the Board after consultation with whatever legal and other counsel is deemed advisable by the Board.

Section 2. The Chief Executive Officer will recognize all donations with appropriate receipts or letters. The Board will establish guidelines for additional recognition of major donors and donations.

Section 3. In-kind gifts and grants become the property of the Oklahoma Lions Boys Ranch and are subject to use and/or disposal as deemed appropriate and fitting by the Board of Trustees.

ARTICLE IX

PROPERTY AND FISCAL MANAGEMENT

~~Section 1. The net receipts of the Corporation shall be devoted exclusively to charitable, benevolent, educational and scientific purposes for the benefit of the public generally, and the care and nurture of youth and children in particular. No part of the net receipts of this Corporation or affiliate group shall be used otherwise, except pursuant to a lawful action in dissolution as hereinafter provided.~~

~~Section 2. All funds of the corporation shall be deposited in such bank or banks that may be designated by the Board of Trustees as depositories of the funds of this corporation, and shall be withdrawn only upon issuance of a check or voucher signed by any two members designated by the Board of Trustees. The Chief Executive Officer may be one of the check signers. All claims against the corporation shall be paid by check drawn to the order of the person making the claim, rather than by cash. Provided however, the Board of Trustees may authorize key personnel to maintain a reasonable Petty Cash account, with which to pay small claims and for which an accounting shall then be made.~~

~~Section 3. In the event of the dissolution of this corporation, all of its property, real, personal or mixed, and wheresoever situated shall be vested in a Trustee for preservation and protection until properly disposed of by the Lions of Oklahoma.~~

~~The Trustee shall be either a trust company selected by the Lions of Oklahoma, or else two or more member Lions, who shall be members in good standing and holding offices in District 3 of International Association of Lions Clubs. The Trustee shall hold said property for use in accordance with the purpose for which this corporation was created and established. After dissolution, the Trustees shall be authorized to make conveyance of any property held, that is subject to the rights of reversion of the donors. Trustee shall make an accounting and give a report to the District 3 Lions of Oklahoma at its regular meeting as necessary.~~

~~Section 4. No officer, or trustee shall receive any salary, fee or other compensation for the services, direct or indirect, rendered by said officer, or Trustee, but the Board of Trustees may provide for reimbursement of expenses incurred by such officer, or Trustee in the performance of such duties.~~

~~No officer, trustee or employee may engage in activities, interests or practices that conflict with the best interests of the Corporation.~~

ARTICLE XVIII

AMENDMENTS

Section 1. ~~This Constitution may be amended or rescinded, in whole or in part, by two-thirds of the votes cast by members by the Corporation at any Annual Meeting, such proposed amendments having previously been endorsed by a majority vote of the Board of Trustees of the Corporation. This Constitution may also be amended, or rescinded in or whole or in part, at any special meeting of the Corporation members called for the specific purpose of changing this constitution. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of two-thirds (2/3) of the Trustees at any meeting of the Board where a quorum is present if notice of the proposed amendment, alteration, change or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon. In addition, such proposed amendment, alteration, change or repeal may be further amended as determined by the Board. Changes made by the Trustees shall be submitted to the membership for ratification. However, as long as the Corporation is a membership organization, any amendment, alteration, change or repeal impacting the voting rights of the Membership set forth in these Bylaws must be approved by a majority of the Members present and voting at a meeting of the Membership.~~

Section 2. Any Article in, or Amendment to ~~this Constitution~~these bylaws that is in violation of the ~~constitution~~Constitution of the Lions of Oklahoma or the Constitution of the International Association of Lions Clubs shall be deemed inappropriate, invalid and non-binding.

Section 3. ~~This Constitution~~These bylaws supersedes any previous ~~constitution~~Constitution and/or By-Laws of the Oklahoma Lions Boys Ranch, Inc. or the Oklahoma Lions Youth, Ranch, Inc. If provisions of these bylaws conflict with the Articles of Incorporation, then the Articles of Incorporation shall prevail.

Chairman _____ Date

Secretary _____ Date

Representative of Corporate Membership _____ Date

The above signed individuals do acknowledge that these Bylaws were approved by Membership on the _____ day of _____, 2026