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Form **990-EZ****Short Form
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements

2008**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**A For the 2008 calendar year, or tax year beginning** 7-1, 2008, and ending 6-30, 2009**B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please
use IRS
label or
print or
type.
See
Specific
Instruc-
tions.**C** Name of organizationMID-SOUTH LIONS SIGHT AND HEARING SERVICE INC

Number and street (or P.O. box, if mail is not delivered to street address)

930 MADISON

Room/suite

101

City or town, state or country, and ZIP + 4

MEMPHIS TN 38103**D** Employer identification number62-0632682**E** Telephone number(901) 543-5466**F** Group Exemption
Number . . . ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach
a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: ☐ Cash ☒ Accrual
Other (specify) ►

I Website: ► HTTP://WWW.MIDSOUTHLIONS.ORG**J** Organization type (check only one) — ☒ 501(c) (3) (insert no.) ☐ 4947(a)(1) or ☐ 527

H Check ☐ if the organization is not
required to attach Schedule B (Form 990,
990-EZ, or 990-PF).

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is
not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ► \$ 321,444**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	<u>300062</u>
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	<u>199</u>
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ☐		
	a	Gross revenue (not including \$ <u>0</u> of contributions reported on line 1)	6a	<u>21183</u>
	b	Less: direct expenses other than fundraising expenses	6b	<u>10549</u>
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	<u>10634</u>	
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ►)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	9	<u>310895</u>	
Net Assets	10	Grants and similar amounts paid (attach schedule) <u>STMT 1</u>	10	<u>195954</u>
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	<u>138268</u>
	13	Professional fees and other payments to independent contractors	13	<u>15695</u>
	14	Occupancy, rent, utilities, and maintenance	14	<u>11574</u>
	15	Printing, publications, postage, and shipping	15	<u>5499</u>
	16	Other expenses (describe ► <u>OFFICE, TRAVEL, FUND RAISING, DEPRECIATION ETC</u>)	16	<u>50358</u>
	17	Total expenses. Add lines 10 through 16. <u>OGDEN, UT</u>	17	<u>417348</u>
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<u>106453</u>
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<u>107752</u>
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	<u>1299</u>

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	<u>31986</u>	<u>32278</u>
23 Land and buildings		
24 Other assets (describe ► <u>VOL CREDITS, PREPAID SERVICE, INVENTORY</u>)	<u>126098</u>	<u>61341</u>
25 Total assets	<u>158084</u>	<u>93619</u>
26 Total liabilities (describe ► <u>ACCOUNTS PAYABLE, CAPITAL LEASOS</u>)	<u>50332</u>	<u>92320</u>
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	<u>107752</u>	<u>1299</u>

Part III	Statement of Program Service Accomplishments (See the instructions for Part III.)
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Expenses

(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others.)

What is the organization's primary exempt purpose? INDIGENT MEDICAL SERVICE PROVIDOR

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

28. PAYMENTS TO DOCTORS, HOSPITALS AND RELATED DIRECT COST OF PROVIDING SIGHT AND HEARING MEDICAL SERVICE FOR INDIGENT PATIENTS
NO DIRECT PAYMENTS TO PATIENTS

(Grants \$) If this amount includes foreign grants, check here ☐

28a	195954
-----	--------

29 LABOR AND RELATED COST OF PROCESSING INDIGENT PATIENTS
FOR SIGHT AND HEARING SERVICE

(Grants \$) If this amount includes foreign grants, check here ☐

29a 52469

30	NON-CASH SUPPORT AND EXPENSE AT FAIR VALUE	
	SERVICE DISCOUNTS ON MEDICAL PROCEDURES	\$ 889,231
	OFFICE SPACE PROVIDED	10,074

(Grants \$) If this amount includes foreign grants, check here ☐

30a	NA
-----	----

31 Other program services (attach schedule)

(Grants \$) If this amount includes foreign grants, check here ☐

31a

32 Total program service expenses (add lines 28a through 31a)

32	248423
----	--------

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		X
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		0
41 List the states with which a copy of this return is filed. ▶		
42a The books are in care of ▶ <u>BRAD BAKER</u> Telephone no. ▶ <u>(901) 453-5466</u> Located at ▶ <u>930 MADISON E 101 MEMPHIS TN</u> ZIP + 4 ▶ <u>38103</u>		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶		X
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

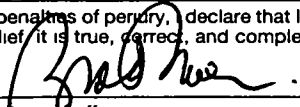
- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **Yes No**
46 ☐ ☒
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ ☒
- 48** Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ ☒
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ ☒
- b** If "Yes," was the related organization(s) a section 527 organization? **49b** ☐ ☐
- 50** Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

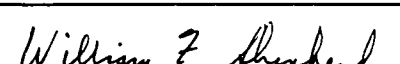
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$100,000 ▶				

- 51** Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		
Total number of other independent contractors each receiving over \$100,000 . . ▶		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  **Signature of officer** **BRAD BAKER CEO** **Date** **12/11/2009**

Paid Preparer's Use Only **Preparer's signature**  **Date** **12-24-09** **Check if self-employed** ☒ **Preparer's Identifying Number (See instructions)** **700114914**

Firm's name (or yours if self-employed), address, and ZIP + 4 **WILLIAM F SHEPHERD CPA** **EIN** **62-1057328**

111 HALE ROAD MEMPHIS TN 38116 **Phone no** **(901) 345-6809**

May the IRS discuss this return with the preparer shown above? See instructions ☒ **Yes** ☐ **No**



Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	369492	489068	445779	293213	300062	1897614
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3	369492	489068	445779	293213	300062	1897614
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4						1897614

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	369492	489068	445779	293213	300062	1897614
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	795	1330	2170	940	199	5434
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	13455	9009	7601	61	10634	40760
11 Total support. Add lines 7 through 10	383742	499407	455550	294214	310895	1943808
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	98 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	97 %
16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ☒		
b 33 1/3 % support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ☒		
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33⅓% support tests—2008. If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33⅓% support tests—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

PART II LINE 10 - SPECIAL FUNDRAISING EVENTS

Department of the Treasury
Internal Revenue Service

► Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No 1545-0047

2008

Open To Public Inspection

Name of the organization

Employer identification number

MID-SOUTH LIONS SIGHT AND HEARING SERVICE INC

62 : 063 2682

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** ☐ Mail solicitations
- b** ☐ Email solicitations
- c** ☐ Phone solicitations
- d** ☐ In-person solicitations
- e** ☐ Solicitation of non-government grants
- f** ☐ Solicitation of government grants
- g** ☐ Special fundraising events

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ►						

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1 <u>AUCTION</u> (event type)	(b) Event #2 _____ (event type)	(c) Other Events _____ (total number)	(d) Total Events (Add col. (a) through col. (c))
Revenue	1 Gross receipts	20998			20998
	2 Less: Charitable contributions				
	3 Gross revenue (line 1 minus line 2)	20998			20998
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	10426			10426
	8 Direct expense summary. Add lines 4 through 7 in column (d) ▶	(10426)			
	9 Net income summary. Combine lines 3 and 8 in column (d) ▶	10572			

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	1 Gross revenue				NONE
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d) ▶					()
8 Net gaming income summary. Combine lines 1 and 7 in column (d) ▶					

- 9 Enter the state(s) in which the organization operates gaming activities: _____
- a Is the organization licensed to operate gaming activities in each of these states?
- b If "No," Explain: _____
- 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
- b If "Yes," Explain: _____
- 11 Does the organization operate gaming activities with nonmembers?
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

		Yes	No
13	Indicate the percentage of gaming activity operated in:		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Provide the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ►		
	Address ►		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ► \$ and the amount of gaming revenue retained by the third party ► \$		
c	If "Yes," enter name and address:		
	Name ►		
	Address ►		
16	Gaming manager information:		
	Name ►		
	Gaming manager compensation ► \$		
	Description of services provided ►		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions:		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$		



MID-SOUTH LIONS SIGHT AND HEARING SERVICE INC

62-0632682

6-30-09

	INITIALS	DATE
PREPARED BY		
APPROVED BY		

STATEMENT 1. GRANTS AND SIMILAR AMOUNTS PAID
 PAYMENTS WERE MADE TO THE FOLLOWING UNRELATED ORGANIZATIONS
 TO SECURE MEDICAL SERVICES FOR IMPAIRED SIGHT AND HEARING
 PATIENTS SPONSORED BY LOCAL LIONS CLUBS IN ARKANSAS,
 MISSISSIPPI, MISSOURI AND TENNESSEE

THOMAS OCULAR PROSTHETICS INC # 6475
 1900 KIRBY PKWY STE 102
 MEMPHIS TN 38198

MEDICAL ANESTHESIA GROUP PA 7404
 P O BOX 171306
 MEMPHIS TN 38187

BOOZMAN-HOF EYE SURGERY 27802
 P O BOX 1353
 ROGERS AR 72754

OUTPATIENT SURGERY CENTER 5796
 160 HWY 201 N
 MOUNTAIN HOME AR 72653

ST JOSEPH MERCY HOSPITAL 6800
 P O BOX 504301
 ST LOUIS MO 63150

EYE LASER SURGERY CENTER 27620
 634 LEIGH DR
 COLUMBUS MS 39705

HAMILTON EYE INSTITUTE 88253
 930 MADISON AVE STE 370
 MEMPHIS TN 38163

ALL OTHER 25804

195954

Board of Directors

OFFICERS

PRESIDENT PDG FLOYD SCHRIBER
1941 Appling Oaks Circle, Cordova, TN 38016 901-266-2356

1st VICE PRESIDENT PDG TERRY BOETTCHER
209 N. Walnut, Owensville, MO 65086 417-437-1643

2nd VICE PRESIDENT PID HOWARD JENKINS
850 Mt. Vernon Rd, Columbus, MS 39702 662-328-2756

3rd VICE PRESIDENT PDG THOMAS EPPERSON
8533 Old Highway Rd, Mulberry, AR 72947 479-997-1361

4th VICE PRESIDENT LION CAROLYN SCHRIBER
1941 Appling Oaks Circle, Cordova, TN 38016 901-266-2356

SECRETARY PDG RALPH TREAT
1633 Boston Place, Fayetteville, AR 72703 479-521-1697

TREASURER LION BERT FALLER
9687 White Spruce Cv, Lakeland, TN 38002 901-834-2938

CASE SERVICES DIRECTOR LION LYNN TUNE
c/o Clovernook, 346 St. Paul Ave. Memphis, 38126 901-523-9590

ARKANSAS TRUSTEE PDG BILL FREEMAN
502 Hempstead 8, Hope, AR 71801 870-777-2902

MISSISSIPPI TRUSTEE PDG LEWIS TOUCHSTONE
624 Albany Street, Tupelo, MS 38801 662-840-3425

MISSOURI TRUSTEE PDG LARRY TETLEY
141 Greenbrier, Sikeston, MO 63801 573-471-8268

TENNESSEE TRUSTEE LION MARTY GREENBERG
1695 E. Churchill Downs Rd, Germantown, TN 38138 901-756-0062

ARKANSAS COUNCIL CHAIR PDG JERRY PULLIAM
506 Cherry St., Lewisville, AR 71845 870-921-5668

MISSISSIPPI COUNCIL CHAIR PDG DEE TANNER
987 Ala Moana St, Diamondhead, MS 228-255-4815

MISSOURI COUNCIL CHAIR DG TERRY BOETTCHER
209 N. Walnut, Owensville, MO 65086 417-437-1643

TENNESSEE DISTRICT GOVERNOR 12-L DG RAY MURPHEY
112 Chamberlain Dr, Humboldt, TN 731-824-2424

ARKANSAS STATE COORDINATOR LION BRUCE DAVIS
44 Doblez Cir, Hot Springs Village, AR 71909 501-915-0998

MISSISSIPPI STATE COORDINATOR PDG VICKI BOND
6 Park View Rd, Clinton, MS 39056 601-924-7777

MISSOURI STATE COORDINATOR PDG LISA CLINTON
PO Box 1125, Rolla, MO 65402 573-364-5274

IMMEDIATE PAST PRESIDENT PDG BILL FREEMAN
PO Box 182, Biloxi, MS 39533 228-760-0239

COMMITTEE CHAIRS

CONSTITUTION & BYLAWS COMMITTEE CHAIR PDG CHRIS CLINTON
PO Box 1125, Rolla, MO 65402 573-364-5274

NOMINATING COMMITTEE CHAIR PDG TURNER TRAPP
86 Highway 404, Duck Hill, MS 38295 662-565-2850

PERSONNEL COMMITTEE CHAIR PDG BILL JOHNSTON
16 Lovers Lane 479-474-0232

CONVENTION COMMITTEE CHAIR LION RON FREY
5607 S. 43rd St., Rogers, AR 72758 479-631-4685

PAST PRESIDENT COMMITTEE CHAIR PDG GREG CRAPO
Box 182, Biloxi, MS 228-760-0239

LION - Current, active member of Lions Club
DG - District Governor
PDG - Past District Governor
PID - Past International Director

**MID-SOUTH LIONS SIGHT AND HEARING SERVICE
BY-LAWS
As amended June 2006**

Article I

NAME

The name of this association shall be the **MID-SOUTH LIONS SIGHT AND HEARING SERVICE, INCORPORATED**, by virtue of and in accordance with an amendment to the original charter of incorporation issued by the State of Tennessee and recorded on December 11, 1942, said amendment having been recorded by the Secretary of State in Corporation Record Book P-35, page 144, on June 1, 1951, and subsequently filed with and recorded by the office of Register for Shelby County in Record Book 70, Page 354, on June 6, 1951.

**Article II
OBJECTS**

The objects of this association shall be to encourage, assist, and promote the rehabilitation of indigent blind persons, or persons handicapped by defective vision or hearing impairments, who might be assisted or rehabilitated through medical treatment or surgery, and to perform such other acts as are necessary and incident thereto, all for the general welfare of society and being under and by virtue of Sub-Section Two (2) of Section 4146 of the 1932 Code of Tennessee governing Certificates of Incorporation.



CEO

Article III MEMBERSHIP

Section 1: The membership of this association shall consist of Lions Clubs in Arkansas, Mississippi, Missouri, Tennessee and other states that may apply for membership and be duly accepted by vote of the general membership at its Annual Convention. Memberships shall not be limited to the above states and shall include any Lions Club who may desire to annually contribute to the financial well being of Mid-South Lions Sight and Hearing Service, Inc. or its purposes and objectives.

Section 2: The Clubs in each District shall determine the method of raising funds to support Mid-South Lions Sight and Hearing Service, Inc. Each Lions Club may contribute annually an amount as may be determined by the Club consistent with the needs of the proposed program of service of Mid-South Lions Sight and Hearing Service, Inc. Such funds may be given directly to Mid-South Lions Sight and Hearing Service, Inc. or through whatever fund which may be established by the District for this purpose.

Section 3: All contributions received by this association shall be used for the physical rehabilitation, medical treatment or surgery of and for indigent blind or deaf persons or those with defective vision or hearing impairments, and for administrative and operating expense incident to the association's objectives and program.

Section 4: Clubs must be in good standing as members of Mid-South to utilize the medical services and financial resources of Mid-South Lions Sight and Hearing Service. Other sponsoring clubs may use Mid-South to coordinate medical services paid for by the sponsoring club.

MID-SOUTH LIONS SIGHT AND HEARING SERVICE

Established 1942

Mission Statement

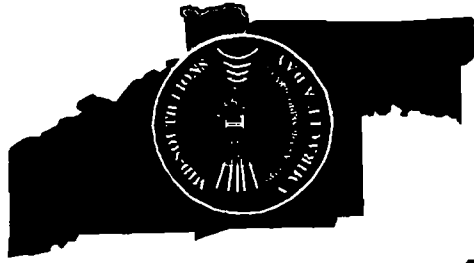
To positively enhance the lives of the indigent sight and hearing impaired by providing light, sound and hope through partnerships between Lions Clubs, medical professionals and facilities throughout the mid-south.

Our Lions Partners

A state project of the Lions of Arkansas and Mississippi, and an endorsed project of the Lions of Missouri and west Tennessee. A majority of funding is provided by the Lions of the four-state area and through grants from Lions Clubs International Foundation.

Our Partners in Service

Service to patients is provided in collaboration with the University of Tennessee Department of Ophthalmology, the Hamilton Eye Institute, Methodist Healthcare System, Boozman-Hof Regional Eye Center and St. Mary's Hospital (Rogers, AR); Dr. Tom Wallace and St. Joseph's Hospital (Hot Springs, AR); Dr. Bill Ashford (Jackson, MS); the Mississippi Gulf Coast Eye Center (Ocean Springs, MS); and Dr. Ifanyi Orizu and Phelps County Hospital (Rolla, MO).



Section 5: Where the Clubs in a District have determined to raise the necessary funds for Mid-South Lions Sight and Hearing Service, Inc. on a District basis the District Governor shall provide a list of the clubs participating. Said list shall include the amount to be credited to each participating club and shall be provided in time to be included in the annual report of Mid-South Lions Sight and Hearing Service, Inc.

Article IV OFFICERS

Section 1: The officers of this corporation shall be

- (1) President;
- (2) First Vice President;
- (3) Second Vice President;
- (4) Third Vice President;
- (5) Fourth Vice President;
- (6) Secretary;
- (7) Treasurer;
- (8) Services Director;

Section 2: The term of office for all officers except Secretary, Treasurer and Services Director shall be one year. The term of office for Secretary, Treasurer and Services Director shall be three (3) years with the first three year term for Secretary to start July 1, 1993, the first three year term for Treasurer to start July 1, 1994, and the first three year term for Services Director to start July 1, 1995. No one shall serve more than two consecutive terms in the office of Secretary or Treasurer or Services Director.

Section 3: The President shall preside at all meetings of the membership and the Board of Directors. The President shall be an ex-officio member of all

committees. The President shall constantly promote the objectives of the association through direction and cooperation with the several districts, their officers, and clubs therein, to the end that opportunities for service to indigent persons may become known and made available; to advise and assist in membership and other campaigns to insure adequate enrollment and financial support. The President shall, in concert with all Vice Presidents, appoint all committees, including standing committees.

Section 4: If the President is temporarily unable to perform the duties President for any reason, the highest ranking Vice President present shall act in his place. If the President is permanently unable to perform the duties of President, the Fourth Vice-President shall assume the office of President with full title, authority, and responsibility. The office of the Fourth Vice-President shall remain vacant for the remainder of the year. The elevated Fourth Vice-President will be considered to have served the term as President upon completion of the term, if the office of President was assumed during the first quarter of the year or if it was assumed during the second or third quarter and the Fourth Vice President decides not to continue in the Vice President ladder; otherwise, he or she will continue as Third Vice-President upon completion of the partial term as President. If the office of President becomes vacant and there is no Fourth Vice-President the remaining Vice-Presidents will move up in rank with the First Vice-President becoming President. A vacancy in any office except that of Fourth Vice-President shall be filled for the remainder of the year as outlined in Article V, Section 5. With the exception of Secretary, Treasurer, or Services Director the replacement must be from the same state as the officer being replaced.

1. The date the original Charter was filed by the Secretary of State was December 11, 1942.
2. The date the amendment to the original Charter was filed by the Secretary of State was June 1, 1951.
3. The restated Charter restates the text of the amended Charter, and further amends or changes the Charter by deleting pages one through four of the amended Charter and substituting therefore the terms of this restated Charter, and was duly adopted at a meeting of the members on August 19, 1973.
4. The restated Charter restates the text of the amended Charter, and further amends or changes the Charter by changing the name of the organization to the Mid-South Lions Sight And Hearing Service, Inc. This was duly adopted at the annual membership meeting June, 1989.
5. The restated Charter restates the text of the amended Charter, adding hearing to the purposes of the corporation. These changes were duly adopted at a meeting of the members on August 12, 2000.

DATED: August 12, 2000

Mid-South Lions Sight And Hearing Service, Inc.
CHRIS HOLBROOK, President

(l) to have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

9. The Board of Directors is empowered to act by written consent as provided in Section 48-1402 T.C.A.

10. The members may at any time voluntarily dissolve the Corporation by a conveyance of its assets to one or more organizations all of which are tax-exempt organizations described in Section 501(c)(3) and Section 170 (c) of the Internal Revenue Code or any corresponding future provisions, or to any legal, state or federal government unit exclusively for public purposes.

11. A quorum for transaction of business in any meeting shall be defined in the by-laws, but shall not be less than one-tenth (1/10) of the members entitled to vote or one-third (1/3) of the directors in office.

Section 5: The Secretary shall keep the minutes of all meetings of the membership and the Board of Directors. The Secretary shall give notice of all meetings, maintain record of attendance and membership, and perform such other duties as may pertain to this office.

Section 6: The Treasurer or his designee, who shall be bonded for a minimum of 15% of the annual budget at the expense of the association, shall receive and disburse all funds of the association and shall deposit said funds in a bank or financially responsible institution designated by the Board of Directors. Disbursements covering medicine and/or hospitalization shall be made by check or credit only upon approval of the Services Director; other administrative or operational expenses shall be made by check only upon approval by the President. The Treasurer shall keep proper records of receipts, credits, and expenditures and shall provide reports thereof when requested by the President, Executive Committee or Board of Directors. All checks over \$1,000 must be countersigned by an Executive Officer of the Board of Directors. The Treasurer also serves as a member of the Finance Committee.

Section 7: The Services Director shall supervise and direct all service cases in the procural, examination and approval of applications for association services and subsequent patient records; pass upon the eligibility of all patients for treatment, arrange with qualified physicians and/or surgeons for required appointments, examination and treatment. The Services Director shall approve for payment all hospital and medical bills. The Services Director is a member of the Case Services Committee. If the Services Director is absent, incapacitated, or otherwise unable to perform required duties, the President may appoint a temporary replacement from the Case Service Committee.

Article V DIRECTORS

Section 1: The Board of Directors, the majority of whom must be Lions in good standing, shall consist of the association's officers as set out in Article IV, Section 1, the Council Chairmen of Multiple Districts with a majority of Sub-Districts represented in the association plus the current District Governor of District 12-L, the Volunteer Coordinator, State Coordinators, Committee Chairmen, and the Trustees of the Mid-South Lions Sight and Hearing Service, Inc. Trust and Endowment Fund. All Past Presidents of the association, all current District Governors and Vice District Governors of Districts represented in the association, with the exception of the District Governor 12-L, and all committee members, with the exception of committee chairmen, would be ex-officio members of the Board of Directors.

Section 2: The Board of Directors shall meet a minimum of three times per year and other times upon call by the President.

Section 3: The Board of Directors shall control the affairs of the association and direct its policies. The Directorate shall have full control of all property and assets real and personal. It shall have full power to mortgage, pledge or encumber same for the purposes of meeting debts of the association. The Board of Directors may adopt or amend regulations for the management and proper business conduct of the association.

Section 4: A majority of the present officers and at least one member of the Board of Directors shall constitute a quorum at any meeting thereof.

(g) to purchase, take receive, subscribe for or otherwise acquire, dispose of, mortgage, pledge, use and otherwise deal in and with bonds and other obligations, shares or other securities or interest issued by others, whether engaged in similar or different business activities, governmental or other activities.

(h) to conduct its business of affairs, carry on its operations and have officers and exercise the powers granted by the Tennessee General Corporation Act as appropriate to a not for profit general welfare corporation.

(i) to make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) to procure for its benefit on the life of any employee, including any officer, whose death might cause financial loss to the Corporation, and to this end the Corporation is deemed to have an insurable interest in its employees and officers, to pay pensions and establish and carry out pension plans, pension trusts and other incentive plans for any or all of its officers who are employees and for other employees.

(k) to enter into any partnership with others or union of interest with respect to any transaction, operation or venture which the Corporation has power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation, or venture with or to others.

8. The powers of the Corporation shall include the following:
- (a) to sue and be sued, complain, and defend, in its corporate name.
 - (b) to acquire, hold, deal in and dispose of property of all kinds, or any interest therein.
 - (c) to accept gifts, devises, and bequests subject to any conditions or limitations contained in such gift, devise or bequest so long as such conditions or limitations are not contrary to the provisions of the Tennessee General Corporation Act.
 - (d) to establish by-laws and make all rules and regulations not inconsistent with the law or the Constitution of the State of Tennessee or of the United States which may be deemed expedient for the management of corporate affairs.
 - (e) to elect or appoint officers, employees and other agents of the Corporation, define their duties and fix their compensation and the compensation of directors.
 - (f) to make contracts, to incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations by mortgage, pledge or otherwise.

Section 5: The Board of Directors shall be authorized to declare vacant any elected office, when in the opinion of the Board, the duties of that office are not being adequately discharged. Any vacancy in an elective office shall be filled by recommendations from the Nominating Committee and by majority vote of the Board of Directors.

Article VI TRUSTEES

Section 1: Trustees of the Mid-South Lions Sight and Hearing Service, Inc. Endowment Fund shall be elected for a four year term on a rotating basis. Names shall be received by the nominating committee and reported to the delegates at the Annual Meeting. Election of Trustees shall be as outlined in Article X, Section 7 of the By-Laws. The Trustees shall at the first meeting following their election select a chairman to serve on the Executive Committee.

Section 2: If a Trustee cannot complete the elected term, the President shall, upon the recommendation of the Nominating Committee and the approval of the Board of Directors, appoint someone from the same state as the vacating Trustee to complete the current year as Trustee. The remaining unexpired term of the position, if any, shall be filled using the normal election procedure as contained in Article VI, Section 1

Article VII COMMITTEES

Section 1: The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President,

Secretary, Treasurer, Chairman of the Trustees of the Mid-South Lions Sight and Hearing Service, Inc. Trust and Endowment Fund, Chairman of the State Coordinators Committee, Case Services Director, Chairman of the District Governors Committee, Volunteer Coordinator, and the Immediate Past President. The Executive Committee shall be deemed to have a quorum with at least seven members including the President or a Vice-president in attendance and is authorized to conduct necessary business between meetings of the Board of Directors and shall report all actions to the Board of Directors for comments and approval. This committee shall not determine policy but shall merely exercise administrative functions necessary to carry on the purposes and objectives of the Mid-South Lions Sight and Hearing Service, Inc., within the policies and directives as formulated by the Board of Directors. A positive vote of a simple majority (7) of the entire Executive Committee shall be required to pass any matter considered by this committee.

Section 2: Within the month of June after each annual convention the President-Elect shall appoint the following committees subject to the approval of the Board of Directors:

- a. Case Services
- b. Finance
- c. By-Laws
- d. Nominating
- e. Personnel
- f. District Governors
- g. Convention
- h. State Coordinators
- i. Past Presidents
- j. Fundraising

RESTATED CHARTER of the Mid-South Lions Sight And Hearing Service, Inc. under Section 48-304 of the Gen Corporation Act

Pursuant to the provisions of Section 48-304 of the Tennessee General Corporation Act, the undersigned Corporation not for profit adopts the following restated charter.

1. The name of the Corporation is Mid-South Lions Sight And Hearing Service, Inc.
2. The duration of the Corporation is perpetual.
3. The address of the principal office of the Corporation in the State of Tennessee shall be 188 South Bellevue, Suite 421, Memphis, County of Shelby.
4. The Corporation is not for profit.
5. The purposes for which the Corporation is organized are: To encourage, assist, and promote the rehabilitation of indigent blind and/or deaf persons or persons handicapped through defective vision and/or hearing impairment, who might be rehabilitated or assisted through surgery or medical treatment, and to do all other lawful acts necessary and incident thereto, all for the general welfare of society.
6. The Corporation is not to have more than 1,000 members.
7. The only members of the Corporation shall be Lions Clubs in good standing. Each such club shall have one vote for each 10 of its currently paid members or major fraction thereof.

Said committees with the exception of the District Governors Committee and the Past Presidents Committee, shall serve at the pleasure of the Board of Directors for two (2) years, or until their successors are appointed. There shall be one (1) State Coordinator from each member state. All other committees shall consist of two (2) members, with one of those members being appointed each year, thus providing for staggered terms of members from each state. All committees shall meet at every regular meeting of the Board of Directors and shall report to the Board of Directors through the President of the Board.

Section 3: a. Case Services Committee: To obtain, examine, and approve satisfactory and properly qualified applications for association services and check on subsequent patient records; to pass upon the eligibility of all patients for treatment; may approve all hospital and medical bills in case of necessity for payment; and to review annually our case service procedures and make recommendations to the Board of Directors to approve same. The Second Vice President shall serve as an ex-officio member.

b. Finance Committee: To advise the officers regarding the association's finances and to prepare an annual financial statement for the Board of Directors and to assist the Executive Committee in the preparation for the Operating Budget. The First Vice President shall serve as an ex-officio member.

c. By-Laws Committee: To draft desirable and required changes in the By-Laws to more effectively serve the association's purposes. The Fourth Vice President shall serve as an ex-officio member.

d. **Nominating Committee:** To fill vacancies on the Board of elected offices at the request of the President; to present nominees for the coming year at the annual convention; and to nominate Trustees in accord with Article VI, Section 1, of the Mid-South Lions Sight and Hearing Service, Inc. Endowment Fund and to fill any vacancies therein. The Fourth Vice President shall serve as an ex-officio member.

e. **Personnel Committee:** To recommend policy concerning the employees of the Mid-South Lions Sight and Hearing Services. The Third Vice President shall serve as an ex-officio member.

f. **District Governors Committee:** Consisting of all District Governors within Arkansas, Mississippi, Missouri and District 12-L, Tennessee, to advise the Board of Directors on how Mid-South Lions can be more effective in their respective Districts and general service area, and to assist in fund raising and public relations. The chairman of this committee will also serve on the Executive Committee.

g. **Convention Committee:** After consultation with the President and the Executive Director, shall plan and make arrangements for all activities associated with the annual, quarterly and special meetings. The First Vice President shall serve as an ex-officio member.

h. **State Coordinators Committee:** To manage the Area Directors Program so as to maximize the effectiveness of fund raising, public awareness, and club participation in the activities of the Association. The Second Vice President shall serve as an ex-officio member.

Article XIII PARLIAMENTARY RULES

The proceeding of all meetings shall be governed by and conducted in accordance with the current revision of Robert's Rules of Order.

Article XIV AMENDMENTS

Section 1: These By-Laws shall become effective upon adoption by the association's membership, and all By-Laws previously existent are thereby repealed.

Section 2: These By-Laws may be amended at any annual convention by a majority vote of delegates present. Written notice of such proposed change (or changes) shall be mailed to each member club on record at least thirty (30) days prior to the meeting, and which shall include or be accompanied by a copy of the proposed amendments.

Section 5: The nominating committee shall present a slate of officers to all member clubs not less than thirty (30) days prior to the annual meeting.

Section 6: If the recommended slate of officers contains open position(s), nomination(s) may be made from the floor of the annual meeting provided consent of the nominee has been obtained and the nominee meets the requirements of Section 2 of this Article.

Section 7: Voting may be by acclamation, by count, or by written ballot. The method of voting shall be determined by a majority of those present. If voting by ballot is chosen, the President, or chairman tempore, shall appoint three (3) tellers to count the ballots and certify the election results.

Article XI FISCAL YEAR

The fiscal year of the association shall be from July 1 to June 30.

Article XII AUDIT OF ACCOUNTS

At the Annual Meeting, the Board of Directors upon recommendation of the Executive Committee shall select and employ a qualified public accountant in June of each year to audit the books and accounts of the association for the fiscal year's operations, and at such times and for such periods as may be deemed advisable or necessary.

i. **Past Presidents Committee:** To assist in fund raising and public relations and to serve in any other capacity as requested by the President. This committee shall be chaired by the Past President once removed and shall include all Past Presidents of the Mid-South Lions Sight and Hearing Service, Inc.

j. **Fundraising Committee:** To explore any and all opportunities that will enhance the long-term financial success of the organization. The Third Vice President shall serve as an ex-officio member.

Section 4: The President may appoint such special committees as may be needed, subject to the approval of the Board of Directors.

Section 5: Each committee shall elect a chairman from its membership at its first meeting of the year unless other provisions are made elsewhere in these By-Laws.

Article VIII MEETINGS

Section 1: Meetings of the Board of Directors shall be held at a time and place approved by the Executive Committee. Notice of meeting shall be mailed to all members of the Board at least 30 days prior to the date set.

Section 2: Special meetings of the membership, or the Board of Directors, may be called by the President, provided notice of such meeting shall have been mailed at least fifteen (15) days prior to the date thereof.

Section 3: The annual convention of the association shall be held prior to June 15 of each year in Memphis unless the Board of Directors elects by a 3/4 majority vote to hold the meeting elsewhere.

Section 4: Notice of the annual convention shall be mailed by the Secretary to all members of record at least forty-five (45) days prior to the date thereof. Members of record shall consist of Officers, Directors, member clubs, and Friends of Mid-South membership. Notice to the President and Secretary of a member Lions Club shall be considered as sufficient notice to Lions members thereof.

Section 5: A majority of the delegates attending an annual convention shall constitute a quorum for the transaction of business at any meeting thereof.

Section 6: Minutes of Board of Directors meetings shall be corrected and approved at the next Board of Directors meeting. A clean corrected copy of the approved minutes, signed by the Secretary, shall be placed in the records of the Association prior to the next Board of Directors meeting. Minutes of the Annual Convention of the Association shall be corrected and approved at the first Board of Directors meeting following the convention. A clean corrected copy of the approved minutes, signed by the Secretary, shall be placed in the records of the Association prior to the next Board of Directors meeting.

Article IX DELEGATES

Section 1: Each club in good standing shall be entitled to one voting delegate for each ten members or major fraction thereof in any convention of this association.

Section 2: The First Vice-President and Secretary shall be responsible for certification of delegates.

Article X ELECTIONS

Section 1: The annual election of officers shall be held at the time of the annual convention.

Section 2: Within thirty (30) days after taking office, the President shall appoint a nominating committee, consisting of a chairman and seven (7) members, to recommend members to fill vacancies during the year and at the proper time to nominate a slate of officers as recommended in Article X, Section 4. For all nominations made under the provisions of this Article, the nominees must be members of good standing of a club in good standing with the Mid-South Lions Sight and Hearing Service, Inc. and must have the endorsement of their club.

Section 3: Any vacancy in office shall be filled by recommendation of the nominating committee at the request of the President upon approval of the Board of Directors.

Section 4: All endorsements and nomination of officers must be received, in writing, by the Nominating Committee at least sixty (60) days prior to the annual meeting.