

**BY-LAWS
OF
LIONS CHARITABLE FOUNDATION OF DISTRICT 26-M3**

Revised 9-1-08

ARTICLE I

Name and Offices

Section 1. Name. The name of the corporation shall be: Lions Charitable Foundation of District 26-M3, Inc., referred to herein as the Corporation. It shall be licensed by and under the jurisdiction of the Lions of District 26-M3, Lions International and The International Association of Lions Clubs.

Section 2. Offices. The principal office of the Corporation in the State of Missouri shall be located in the County of St. Louis, Missouri, as the Board of directors may from time to time designate. The Corporation may have such other offices, either within or without the State of Missouri, as the business of the Corporation may require from time to time. The principal office of the Corporation may be changed from time to time by the Board of Directors to any other city within or outside the State of Missouri.

The registered office of the Corporation required by the General Not-for-Profit Corporation Act of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purposes

The purpose of the Corporation is set forth in its Certificate of Incorporation, as from time to time amended, namely to solicit, collect and otherwise raise money for scientific, educational, and charitable purposes; to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of the Lions Clubs of District 26-M3, Lions International; all of which shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to or inures to the benefit of its officers, directors, members or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (including the

publishing or distribution of statements), and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

Membership

The membership of the Corporation shall consist of those individuals who are members of clubs in good standing of District 26-M3, Lions International.

There shall be no dues payable to the Corporation by any member.

ARTICLE IV

Directors

Section 1. General Powers and Duties. The property, business and affairs of the Corporation shall be controlled and managed by its Board of Directors.

The duties of the Board of Directors shall be:

- a. To transact such business of the Corporation as shall be necessary;
- b. To approve all expenditures and contributions consistent with the purposes of the Corporation;
- c. To report to the membership on the activities and financial status;
- d. To prepare and approve a budget for the fiscal year.

Section 2. Number, Tenure and Qualification. The majority of directors of the Corporation shall be members of Clubs in good standing of District 26-M3, Lions International. The number and identity of directors to constitute the first Board of Directors of the Corporation shall be as set forth in the Articles of Incorporation, and such number shall continue to govern the number of directors of the Corporation until such number is changed in the manner hereafter provided, to wit: the members may at any time, and from time to time change the number of directors to constitute the Board of Directors by adopting a resolution fixing the new number of directors to constitute the Board of Directors of the Corporation from and after the effective date of such resolution.

Each director shall hold office for the term for which he is elected, or until his successor shall have been elected and qualified; and may be removed in the manner provided by law. The first Board of Directors set forth in the Articles of Incorporation shall hold office until July 1, 1993, at which time the following election procedure shall be implemented. Beginning July 1, 1993, and thereafter until changed as provided in these By-Laws, members of the Board of Directors shall consist of:

- a. One (1) to be elected to a two (2) year term from each region of District 26-M3. In the event of a vacancy, the Chairman of the Board of Directors, with the approval of the Board, will appoint a member from the region in which the director was elected, and who meets the qualifications of this sub-section, to fill the unexpired term.

Those directors from odd-numbered regions are to be elected in the odd-numbered years.

Those directors from even-numbered regions are to be elected in the even numbered years.

- b. The Immediate Past District Governor and the Vice District Governor of District 26-M3, Lions International, will also be members of the Board of Directors of the Corporation, by virtue of their elective office.
- c. The District Governor, International Director, and Past International Director(s) of District 26-M3, Lions International, will serve on the Board of Directors of the Corporation as an ex-officio member, with no vote, by virtue of their elective office.

Interim Directors. On September 1, 2008, the following provisions shall become effective:

- a. The term of office of all elected directors then in office shall cease;
- b. The District Governor of District 26-M3 shall appoint one member from each region of District 26-M3 as interim directors;
- c. The District Governor of District 26-M3 shall appoint the Immediate Past District Governor of District 26-A2 and the Immediate Past District Governor of District 26-C as interim directors;
- d. The District Governor of District 26-M3, the Vice District Governor of District 26-M3, any International Director who is a member of a Club in good standing in District 26-M3, and any Past International Director who is a member of a club in good standing in District 26-M3 shall become directors by virtue of their offices;
- e. The interim directors shall serve until the new region directors are elected at the 2009 annual meeting;
- f. The District Governor, International Director, and Past International Directors shall serve as ex-officio members, with no vote.

Section 3. Regular Meetings. The regular meeting of the Board of Directors shall be held quarterly or as needed at a time and place to be decided by the Board of Directors or the President of the Board of Directors, and any meeting may be cancelled by the Board of Directors or the President of the Board of Directors. The annual meeting of the Board of Directors shall be held without notice other than this By-Law, immediately after, and at the same place, as the annual meeting of the members. The Board of Directors may provide, by resolution, the time

and place, either within or without the State of Missouri, for the holding of additional regular meetings without notice of such resolution to all directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors (if any) or by the President or by a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the United States, either within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least three days previously thereto by written notice, delivered personally, E-mailed, or mailed to each director at his last known address provided, however, that if the designated meeting place is without the State of Missouri, an additional three days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and voices such objection to the meeting prior to the conducting of any business. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the voting members of the Board of Directors from time to time constituted shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time to a specified date not longer than thirty days from the last adjournment without further notice.

Section 7. Board Decisions/Manner of Acting. The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at each meeting.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members call for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, however, they may be reimbursed for expenses reasonably related to and incurred

in the discharge of the duties of their offices, in accordance with the rules of audit established by the Lions Charitable Foundation of District 26-M3, Inc.

Section 10. Actions of Board of Directors Without a Meeting. Any action, which is required to be or may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the action so taken are signed by all of the directors. The consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held, and may be stated as such in any certificate or document filed with the Secretary of State of Missouri or as provided under the laws of Missouri pertaining to not-for-profit or business corporations. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Executive Committee. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate two or more directors to constitute an Executive Committee, which Committee shall meet at frequent or regular intervals as determined by resolutions from time to time adopted by the Board, and shall have and exercise, to the extent provided in such resolutions, all of the authority of the Board of Directors in the management of the corporation, provided, however, that: (1) the Executive Committee shall report all of its decisions and actions to the Board of Directors at the next meeting of the Board of Directors thereafter occurring; (2) the Executive Committee shall at all times be subject to the general supervision and control of the Board of Directors; (3) members of any such committee may be removed, and new members appointed at any time by the majority vote of the whole board; and (4) the designation of such Committee and the delegation thereto of the authority herein provided shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon such Board, or upon any individual member thereof, by law.

Section 13. Other Committees – Appointment and Duties. The Board of Directors, at its discretion, may constitute and appoint special committees, in addition to the Executive Committee, to assist in the supervision, management and control of the affairs of the Corporation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. Such committees may include the following: Finance Committee, Advisory Committee, Complaint Committee, Public Relations Committee, Public Affairs Committee, and Employee Relations Committee. Each committee so constituted and appointed by the Board, and the members thereof, shall include a member of the Board of Directors and a member who is not a member of the Board of Directors, and any additional persons as the Board may designate.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board, shall, from time to time, report to and advise the Board on corporate affairs within its particular area of responsibility and interest.

The Board of Directors may provide by general resolution applicable to all such special committees for the organization and conduct of the business of the committees.

ARTICLE V

Officers

Section 1. Number. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The officers shall be elected for a one (1) year term from and by the members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it may conveniently be held. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected, and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation, and shall in general, supervise and control all of the business and affairs of the Corporation (unless there shall be in office, a person serving as Chairman of the Board of Directors, in which case, the President shall be subordinate only to the Chairman of the Board of Directors, and shall be the chief operating officer of the Corporation, and shall be in charge of, and exercise general control over all operating phases and departments of the Corporation). The President shall preside at all meetings (if there be no chairman of the Board, or if there be one, then in his absence or with his consent) of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof

shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time or by the Executive Committee.

Section 6. Vice President. If one of the Vice-Presidents be designated by the Board as Executive Vice-President, such Executive Vice-President, in the absence of the President, or in the event of his inability or refusal to act, shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. If there shall be no Executive Vice-President, or if there shall be an Executive Vice-President, and he shall be absent, then the Vice President who shall have been first elected by the Board of Directors at the last annual meeting of the Board (and the order of the names of such Vice Presidents, as they appear in the minutes of such annual meeting of the Board, shall be conclusive as to which Vice-President shall have been first elected) shall perform the duties of the President in the event of the latter's absence, inability or refusal to act. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by the Executive Committee.

Section 7. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; (b) in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or the Board of Directors or the Executive Committee.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such members; (e) in general perform all duties as from time to time may be assigned to him by the President or by the Board of Directors, or by the Executive Committee.

Section 9. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by the President or the Board of Directors or the Executive Committee.

Section 10. Salaries. The salaries of the employees of the Corporation shall be fixed from time to time by the Board of Directors. No members of the Board of Directors shall be compensated for their services to the Corporation.

ARTICLE VI

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

Meetings

The annual report to the general membership of the Corporation shall be made by July 1 of each year, as determined by the directors.

ARTICLE VIII

Practice

Roberts Rules of Order, as revised from time to time, shall determine all questions of order and procedure for any meeting of the Corporation, directors or any committee.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall be a twelve-month period, beginning on July 1, and ending on June 30 the following year.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Missouri". The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or as directed by the Board of Directors.

ARTICLE XI

Indemnification of Directors, Officers and Employees

Each director, officer, employee or agent, or former director, officer, employee or agent of this Corporation and his or her legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by such director, officer, employee or agent of his estate in connection with , or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been such director, officer, employee or agent, and any person who, at the request of this Corporation served as director, officer, employee or agent of another corporation in which this Corporation owned corporate stock and his legal representative shall in like manner be indemnified by this Corporation, provided, that in neither case shall the Corporation indemnify such director, officer, employee, or agent with respect to any matter as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence, knowingly fraudulent, deliberately dishonest, or willful misconduct in the performance of his duties as such director, officer, employee or agent. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of settlement of any such action, suit or proceeding of claim asserted against such director, officer, employee or agent (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director, officer, employee or agent involved was not guilty of gross negligence, knowingly fraudulent, deliberately dishonest, or willful misconduct, but in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) or more persons appointed by the members at a duly called special meeting or a regular meeting. In determining whether or not a director, officer, employee or agent was guilty of gross negligence, knowingly fraudulent, deliberately dishonest, or willful misconduct in relation to any such matter, the Board of Directors or committee, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such board or committee. The right to indemnification herein provided shall not be exclusive of any other rights not inconsistent herewith to which such director, officer, employee or agent may be entitled under the by-laws of the Corporation, any agreement with the Corporation, under law or otherwise.

ARTICLE XII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the General Not-For-Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments

These By-Laws may be amended at any regular or special meeting of the members, at which a quorum of members is present, by affirmative vote of two-thirds of the member present in person and voting. A quorum is 3% of members as defined in Article III.

No amendment shall be put to a vote of the Board of Directors unless written notice thereof stating the proposed amendment shall have been given to each director, by mail, personal delivery, or E-mail at least two (2) weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

ARTICLE XIV

Construction

Whenever the context of these By-Laws so requires or permits, the masculine herein shall include the feminine or the neuter, and the singular shall include the plural, and vice-versa.