

BYLAWS OF KANSAS LIONS FOUNDATION

ARTICLE I Membership

Section 1. Membership. The membership of the Foundation shall consist of all members in good standing of a Lions Club in good standing in Multiple District 17, residing in the State of Kansas. Wherever the male gender or pronoun presently appears it shall be interpreted as meaning both male and female persons.

All members are voting members unless otherwise specified in the articles of incorporation.

Section 2. Place of Annual Meetings. An annual meeting of members shall be held during the annual convention of Lions Multiple District 17. The foundation may meet at other MD-17 Council Meetings.

Section 3. Special Meetings. Special meetings of the Board may be called at the request of two or more Directors, and such meetings may be held on ten (10) days notice however given, and prior notice may be waived by attendance at the meeting.

Section 4. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interests, the holders of which are either present in person or represented by proxy threat, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 5. Voting. Each member shall be entitled to one vote on all matters brought before the annual meeting.

Section 6. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the board of directors and of executive committees of directors shall be open to inspection upon the written demand of any member or the holder of a voting trust certificate within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member, or as the holder of such voting trust certificate. The list of members or the holder of a voting trust certificate. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the stock ledger, which shall be the secretary, and shall be open to

inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to made abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the corporation.

Section 7. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE II Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First – If allowed by the Articles of Incorporation, to alter, amend, or repeal the bylaws of the corporation.

Second – To select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, or with the Articles of Incorporations or Bylaws, fix their compensation, and require from them security for faithful service.

Third – To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

Fourth – To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the Sate of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of membership certificates, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fifth – To borrow money incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Sixth – To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall include a minimum of one director.

Section 2. Number and Qualifications of Directors. The authorized number of directors of the corporation shall be one plus two times the number of subdistricts within MD17 until changed by amendment to this bylaw.

Section 3. Election and Term of Office. Two Directors shall represent each sub-district. One each elected in subsequent years for a three-year term. The Directors shall be elected at their District Convention. No Director will serve more than two (2) consecutive terms or a maximum of six (6) consecutive years on the Kansas Lions Foundation Board of Directors. However, after being off the board of directors of the Kansas Lions foundation for the period of one (1) term a Lion who has served for two (2) consecutive terms prior would be eligible for reelection to that position.

Initial terms will be for a two, and three-year term each. Director #1 from District “S”, “L”, and “O” will serve a three-year term. Director #1 from District “N”, and “I” will serve a two-year term. Director #2 from District “S”, “L”, and “O” will serve two-year term. Director #2 from District “N” and “I” will serve a three-year term. The current council chairperson for Multiple District 17 shall also serve on the Board of Directors of the Kansas Lions Foundation for a one-year term.

All Directors shall hold office until their respective successors are elected. Any Director can be removed from office at any time for good cause. Removal of elected Directors would require a majority vote of the voting members of his/her sub-district. Elected Directors may be removed without cause by a two-thirds majority vote of the voting members of his/her sub-district.

Section 4. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any other director Notice of such special meetings, unless waived by attendees thereof or by written consent of the holding of the meeting shall be given by written notice mailed at least five (5) days prior to the proposed meeting time. Notice may also be hand delivered or sent via electronic means at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the directors at their residence or usual place of

business. If notice is sent electronically, such notice shall be deemed to be delivered when sent.

Section 5. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 6. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 8. Meetings by Telephone. Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 9. Adjournment. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 10. Votes and Voting. All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by one director. Each director shall have one vote, unless the Article of Incorporation provide that directors elected by the holders of a class of members have more or less than one vote per director on any matter. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 11. Inspection of Books and Records. Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to

vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 12. Fees and Compensation. Directors shall not receive any stated salary for their service. They may claim expenses in accordance with the Kansas Lions Rules of Audit, unless adjusted by the Board of Directors.

ARTICLE IV Officers

Section 1. Officers. The officers of the corporation shall be a president, a secretary and a treasurer. The corporation may also have, at the discretion of the board of directors, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article III. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article III, shall be chosen annually by the board of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the board of directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the board of directors. The power to establish salaries of officers, other than the president or chairman of the board, may be delegated to the president, chairman of the board, or a committee.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Any officer may resign at any time upon written notice to the corporation.

Section 7. President. The President shall preside at all meeting of the Foundation. The President shall have the supervisory powers as may be given by the Board of Directors. The President shall be an ex officio member of all committees.

Section 8. Vice-President. In the absence or disability of the president, the vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the board of directors, shall perform all 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. The vice-presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or these bylaws.

Section 9. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership ledger, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of suspension, termination or resignation of very membership certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

Section 10. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. He shall be bonded, if required by the board of directors.

ARTICLE V Receipt and Distribution of Funds

Section 1. The fiscal year of the Foundation will be from July 1 of the calendar year to June 30 of the following calendar year.

Section 2. The funds in the Foundation shall be maintained in accordance with the principles of Fund Accounting.

Section 3. Funds may be deposited in the Foundation by any Lions Club, Lions District, individual contributor or corporation.

Section 4. Funds contributed to the Foundation may be directed to a specific project. Directed funds must be distributed by the Foundation according to the instructions of the contributing Lions Club, Lions District, individual contributor, corporation or foundation.

Section 5. Donations to the Foundation may be restricted by the donor for geographical areas or for type of education, training or projects to be provided. In that event, such restriction will be honored by the corporation. The corporation shall ensure that all funds are disbursed according to the restriction unless the same is contrary to the purpose of the Foundation, in which event the funds may be returned or used as part of the general fund.

ARTICLE VI Miscellaneous

Section 1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of his alleged misfeasance or nonfeasance in the performance of his

duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also the members in the manner provided in Article II, Section 2, for giving notice of members' meetings, in such form as the court directs.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 4. Annual Report. An annual report to members will be given at the annual meeting held in conjunction with the MD-17 annual Convention.

Section 5. Contracts, Deeds, Etc., How Executed. The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the president (or by a vice-president, if there be one, serving in the absence of the president), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president (or vice-president serving in the absence of the president).

Section 6. Fiscal Year. The board of directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall end each year on June 30, until such time, if any, as the fiscal year shall be changed by the board of directors.

ARTICLE VII Dissolution

Section 1. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII Amendments

Section 1. Amendments to the By-Laws can be proposed by any Director of the corporation or any Lions Club within Multiple District 17 in good standing. Proposed Amendment(s) must be sent to each member of the Board thirty (30) days prior to the MD-17 Mid Winter Convention, at which time the Board will consider the proposed amendment(s). A majority of a quorum is required for pre-approval of the proposed amendment(s) to be placed on the ballot as set forth in Section 3 below.

Section 2. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment and the purpose for the proposed amendment shall have been given to each member of the Foundation, by publication in the Kansas Lions News at least thirty (30) days prior to the meeting at which the vote on the proposed amendment is to be taken.

Section 3. These By-Laws may be amended only at the annual meeting of the Kansas Lions Foundation. Approval of these changes requires a majority vote of the members present. Any change(s) shall be effective upon the close of the annual Convention of MD-17.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Kansas Lions Foundation, Inc., a Kansas not-for-profit corporation; and

(2) That the foregoing bylaws, comprising of 10 pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the board of directors thereof duly held on the ____ day of July, 1999.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this ____ day of July, 1999.

Secretary

As amended June 1. 2007