

**BY-LAWS
OF
LIONS INTERNATIONAL DISTRICT 2-S3 CHARITIES, INC.**

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**BY-LAWS
OF
LIONS INTERNATIONAL DISTRICT 2-S3 CHARITIES, INC.**

ARTICLE I

Offices

The registered office address of Lions International District 2-S3 Charities, Inc., hereinafter referred to as the Corporation, in the State of Texas, shall be 604 W. Sequoia Spur, Georgetown, TX. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the Board of Directors may change the registered office from time to time.

ARTICLE II

Board of Directors

Section 1: General Powers

The purpose of Lions International District 2-S3 Charities, Inc. is to solicit, collect, and otherwise raise money for charitable purposes and 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, and to assist in harmonizing and making more efficient the work of charity in District 2-S3 of Lions International; all of which shall be within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Corporation is to manage its affairs in harmony with the principles of Lions International.

Its Board of Directors shall manage the affairs of this Corporation. The Chairperson, on an annual basis, will submit a report on the status and condition of Lions International District 2-S3 Charities, Inc. to the Lions of District 2-S3.

Section 2: Number, Tenure and Qualifications

The Board of Directors of this Corporation shall be the District Governor, 1st Vice-

District Governor, 2nd Vice-District Governor, Immediate Past District Governor and others as appointed by the District Governor from among the Lions of District 2-S3 with ratification of that appointment by a two-thirds majority vote of the other Directors. The term of office of a Director shall be one calendar year.

Section 3: Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be delivered personally, or sent by email to each Director at his/her address as shown by the records of the Corporation. 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6: Quorum

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a simple majority of the

Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting

The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by nomination from the Chairperson of a replacement Director and such nomination shall be ratified by a two-thirds majority vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9: Compensation

Directors shall receive no pecuniary reward for their services to this Corporation.

Section 10: Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. Nonliability of Directors

The directors shall not be personally liable for debts, liabilities, or other obligations of the Corporation.

Section 12. Indemnification by Corporation of Directors and Officers

The Corporation to the fullest extent permissible shall indemnify the directors and officers of the Corporation under the laws of this state.

ARTICLE III

Officers

Section 1: Officers

The officers of the Corporation shall be a Chairperson (District Governor), a Vice-Chairperson (1st Vice District Governor), Secretary (2nd Vice District Governor), and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person, except the office of Chairperson and Secretary, may hold any two or more offices.

Section 2: Election and Term of Office

The Board of Directors at the regular annual meeting of the Board of Directors shall elect the officers of the Corporation, other than Chairperson, the Vice-Chairperson, and the Secretary, annually. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3: Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, by two-thirds vote, 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 officer 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 in accordance with these by-laws for the unexpired portion of the term.

Section 5: Chairperson

The Chairperson 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. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation 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 or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice-Chairperson

In the absence of the Chairperson or in the event of his/her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any Vice-Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors.

Section 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall 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 V of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the

Chairperson or by the Board of Directors.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the contact information of each member that shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

Section 9: Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall 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 the Secretary or by the Chairperson or the Board of Directors.

ARTICLE IV COMMITTEES

Section 1: Executive Committee

The Board of Directors constitutes the Executive Committee of District 2-S3 Charities.

Section 2: Other Committees

District 2-S3 Charities shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

ARTICLE V

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or 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 manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3: Deposits

All funds of the Corporation 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.

Section 4: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. Any member of Lions International District 2-S3 may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 in each year.

ARTICLE VIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the Corporation, a 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 IX

IRC 501(c)3 Tax Exempt Provisions

Section 1: Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE Xⁱ

Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a simple majority of the Board of Directors.

ⁱ April, 2018