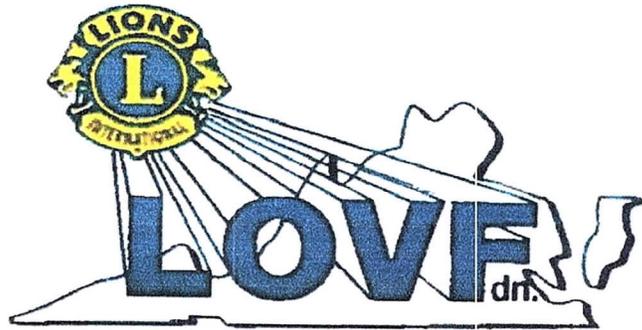

LIONS OF VIRGINIA FOUNDATION, INC.

BY-LAWS



LIONS OF VIRGINIA FOUNDATION, INC.
Founded in 1972

**ADOPTED BY THE BOARD OF DIRECTORS
OCTOBER 14, 2017**

**APPROVED BY THE MEMBERSHIP
MAY 19, 2018**

**BY-LAWS
OF LIONS OF VIRGINIA FOUNDATION, NC**

ARTICLE I

Name

The Name of the corporation is Lions of Virginia Foundation, Inc. (herein called the "Foundation")

ARTICLE II

Purposes

The purposes for which the Foundation is organized are as follows:
To operate exclusively for charitable, scientific, literary, or educational purposes, including but not limited to making gifts and contributions to one or more organizations as described in Section 501 (c) (3) of the Internal Revenue Code of 1954.

The Foundation shall have all the power of a non-stock corporation provided in Chapter 2 of Title 13.1 of the Code of Virginia and all powers hereafter conferred upon non-stock corporation under the law of the Commonwealth of Virginia, and may engage in any and all lawful activities that may be incidental or reasonable necessary to any of the foregoing purposes and powers.

ARTICLE III

Offices

The Foundation shall have its principal office at any such other place as shall be the official office of the State Secretary of Lions of Virginia, Multiple District 24, of the International Association of Lions Clubs.

ARTICLE IV

Members

Section 1. **Members.** The members of the Board of the Foundation and all Lions Clubs in good standing in Virginia Multiple District 24 of the International Association of Lions Clubs (herein called "Multiple District 24") shall be members of the Foundation, and shall comprise the entire membership thereof.

Section 2. **Transfer of Membership.** Membership in the Foundation shall be neither transferable nor assignable.

ARTICLE V

Voting

Section 1. Each member who is a Director shall be entitled to one vote on each matter submitted to, or requiring the vote of, the members and may vote only in person and not by proxy. Each member submitted to, or requiring the vote of members, for each registered delegate of the club, determined in accordance with Article VII of the Constitution of Lions of Virginia Multiple District 24 (herein call "Constitution") and such votes shall be cast only through such delegates.

Section 2. In the case of any membership meeting of the Foundation held at a time other than during any State Convention of Lions of Virginia, Multiple District 24 (herein after called "State Convention") the delegates from each Club to vote at such meetings shall be selected in the same manner and in the same number, based on the number of delegates to which each Club was entitled at the last preceding State Convention. Their right to vote shall be evidenced by written credentials in a form similar to the credential certificate for delegates to a State Convention, signed by the President and Secretary of the Lions Club for which they are delegates.

An individual who is both a Director and a delegate of a Lions Club shall be entitled to only one vote on each matter submitted to, or requiring the vote to members.

ARTICLE VI

Meeting of Members

Section 1. Annual Meeting. The Annual Meeting of the members shall be held in each year during and at the location of the Lions of Virginia Annual State Convention.

Section 2. Special Meetings. Special Meetings of the members may be called by the President of the Foundation at his discretion and shall be called by the President upon the written request or requests, addressed to the President, of six (6) Directors (elected or ex-officio) or twenty (20) or more members who are Lions Clubs. The time and place, which shall be within the Commonwealth of Virginia, of any special meeting shall be determined by the President and the call shall be made by the Secretary at the direction of the President, said meeting to be called within a period not to exceed sixty (60) days following the day of receipt of the request for the special meeting.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by electronic transfer to each member entitled to vote at such meeting, but not less than ten (10) nor more than forty (40) days before the date of such meeting. In the case of a special meeting, only, the purpose for which the meeting is called shall be stated in the notice. Any member may waive notice of any meeting.

Section 4. Quorum. A total of fifty (50) Directors and/or delegates of Lions Clubs shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members then present may adjourn the meeting from time to time without further notice.

Section 5. Informal Action by Members. Any action allowed by law to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members (Directors and Lions Clubs) entitled to vote with respect to the subject matter thereof.

ARTICLE VII

Board of Directors

Section 1. General Powers. The affairs and business of the Foundation shall be managed by the Board of Directors.

Section 2. Composition of Board. There shall not be less than eighteen (18) Directors composed of ex-officers Directors and Directors determine as follows:

- 1) Any President, Vice President, or Director of the International Association of Lions Clubs, who is a member of a Lions Club in Multiple District 24, shall be an ex-officio voting Director of the Foundation during his term of office in such position and for two years after the end of such term, so long as he remains a member in good standing of a Lions Club in good Standing in Multiple District 24 during such additional two years.
- 2) Beginning in 2019, each outgoing District Governor shall appoint two (2) representatives (one which may be himself), from his District, to serve for two years.
- 3) Two Lions Club members in good standing in a Lions Club in good standing in each of the sub-districts in Multiple District 24 shall be elected a voting Director by the Lions Clubs in good standing in each of such sub-districts through their delegates as provided in Article V, Section 2, of these By-Laws. Such elections shall take place at the Annual State Convention, unless a special membership meeting of the Foundation is called for the election of Directors. Each such elected Director shall serve a term of three years (one-third to be elected each year). Each such Director shall be elected for a term of three years, beginning with the expiration of the term of the Director whom he is succeeding.

Such elected Directors may be elected for two or more successive terms.

Prior to the close of the first meeting for the election of Directors in the respective sub-districts in Multiple District 24, the Board of Directors shall consist of the nineteen (19) members of the initial Board of Directors provided for in the Articles of

Incorporation. Each of the initial Directors shall serve until his successor has qualified as an ex-officio Director or is elected by the Lions Clubs in his sub-district, as the case may be.

- 4) The current officers of the Foundation shall be voting members of the Board of Directors.
- 5) All Past Presidents of the Foundation shall be voting members of the Board of Directors, subject to the following: Should a Past President be unable to attend any meetings of the Board for two consecutive fiscal years, he or she shall be afforded the opportunity to become a member of the Advisory Board in lieu of voting membership.
- 6) All elected and/or ex-officio members of the Board of Directors shall take office on July first immediately following the close of the regular annual meeting of the Board of Directors following their election (if an elected member) or qualifications (if an ex-officio member).

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held a time and place scheduled by the Board of Directors, within sixty (60) days following the State Convention. The Board of Directors may provide by resolution for the time and place, within the Commonwealth of Virginia, for the holding of additional regular meeting of the Board without other notice than such resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by the President at his discretion, and shall be called by the President upon the written request or requests addressed to the President by six (6) or more Directors. The call shall be made by the President, or the Secretary at the direction of the President, for such time and place, within the Commonwealth of Virginia as the President shall determine, but not later than thirty (30) days after the date of receipt of the request.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered by electronic transfer or sent by mail or telegram to each Director at his address as shown by record of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting.

Section 6. Quorum. One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum 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. Vacancies. Any vacancy in an elected Director position shall be filled by the Board, by appointment of a qualified Lion from the sub-district in which the vacancy occurred, to fill the unexpired term of office of his predecessor. The ex-officio Director positions held by International Officers shall be filled only by persons who qualify by their office to fill such positions.

Section 8. Manner of Acting. The act of a majority of the Directors present at any 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. 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.

ARTICLE VIII
Officers

Section 1. Officers. The Officers of the Foundation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any two or more offices may be held by the same person, except of the offices President and Secretary.

Section 2. Election and Terms of Office. The officers of the Foundation shall be elected annually by the members of the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for a term concurrent with that of the Board of Directors or until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the Directors then serving whenever in their judgment the best interest of the Foundation 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 shall be filled by the Board of Directors for the unexpired portion of the term.

Sections 5. Duties and Powers.

(a) President. The President shall be the principal executive officer of the Foundation and shall in general supervise all of the business and affairs of the Foundation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Foundation 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 Foundation and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President highest in order or rank) 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. 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.

(c) 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 provision of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the Foundation and see that the seal of

the Foundation is affixed to all documents, the execution of which on behalf of the Foundation, under its seal is duly authorized in accordance with the provisions of these By-Laws, keep a register of the post office address of each member which 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 by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation, receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be directed in accordance with Article IX of these By-Laws, and in general perform all the duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE IX

Advisory Board - Committees

Section 1. Advisory Board. The Board of Directors may appoint an Advisory Board, composed of those who may be either Lions or non-Lions, who are qualified to furnish advice, information, and recommendations to the Board of Directors on any aspect of the Foundation's interest. The persons on such Advisory Board shall not have a vote in the affairs or management of the Foundation by virtue of their positions on the Advisory Board and shall not receive any compensation for their services except as a reasonable allowance for actual expenses or services actually rendered, as approved by the Board of Directors.

Section 2. Members of the Advisory Board.

All current District Governors, 1st Vice District Governors, 2nd Vice District Governors, Past Presidents of LOVF who choose to serve per Article VII, Section 2(5), and others who may be appointed by the President for one-year terms are members of the Advisory Board.

Section 3. Executive Committee. There shall be an Executive Committee of the Board composed of the President, Vice-President, Secretary, and Treasurer, with the authority to act for and on behalf of the Board during intervals between Board Meetings. Such authority conferred on the Executive Committee shall in no event include authority to approve an amendment of the Articles of Incorporation or the By-Laws or a plan of merger, consolidation, termination, dissolution or winding up of the Foundation.

Section 4. Other Committees. The President may appoint, with the consent of the Board of Directors, or during intervals between board Meetings with the consent of the Executive Committee, such additional committees as may be deemed advisable, (minding or otherwise), such committees to be composed of at least one (1) Director and such other non-Directors as the Board may determine. In all cases the purpose of such committees shall be outlined by the Board of Directors or the executive Committee as appropriate.

ARTICLE X

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agencies, 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 Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or a Vice-President.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may from time to time direct.

Section 4. Gifts. The Board of Directors may accept on behalf of the Foundation any contributions, gift, bequest, or devise for its general purposes, for any special purpose consistent with the purposes as set forth in the Articles of Incorporation.

ARTICLE XI

Fiscal Year and Audit

Section 1. Fiscal Year. Fiscal year of the Foundation shall begin on the first of July in each year and end on the last day of June in the next succeeding calendar year.

Section 2. Audit Within sixty days (60) days of the close of each fiscal year, the Board of Directors shall have an independent audit of the books and records of the foundation prepared by a public accountant who is not a member of the foundation, and copies of such audit or a report thereof shall be distributed to the members of the Foundation.

ARTICLE XII

Fiscal Agents

Section 1. The Board of Directors may employ one or more fiscal agents to handle the details of its investment program, the purchase and sale of securities and investments under the supervision of the Board of Directors, the custody of all securities and investments, and the keeping of corporate accounts and records whenever the funds of the Foundations are sufficiently large to justify the same.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of Virginia law or under the provisions of Articles of Incorporation or the By-Laws of the Foundation, 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 XV

Indemnification

Section 1. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including an action or suit by or in the right of the Foundation to procure a judgment in its favor) by reason of the fact that he or she was an agent, director, or officer of the Foundation, or is or was serving at the request of the Foundation in any capacity in carrying out any function of the Foundation, against judgments, fines, amounts paid in settlements, and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding except only in relation to any claim, issue, or matter as to which such person shall have finally been adjudged to be liable for his or her willful misconduct. Each such indemnity shall inure to the benefit of the heirs, executors, and administrations of such person.

Section 2. Any indemnity under Section 1 shall (unless authorized by a court) be made by the Foundation only as authorized in the specific case upon a determination that the agent, director, or officer was not guilty of willful misconduct in the performance of his or her duty and, in the case of a settlement, that such settlement was, or if still to be made, is consistent with such indemnity and in the best interest of the Foundation. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel.

Section 3. Expenses incurred in defending an action, suit, or proceeding, whether civil, administrative, or investigative, may be paid by the Foundation in advance by the vote of persons provided in Section 2 of this Article upon receipt of an undertaking by or on behalf of the agent, director, or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article.

Section 4. The right of indemnification provided in this Article shall not be exclusive of any other rights to which any agent, director, or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Foundation or others, even as to claims, issues, or matters to which the Foundation would not have the power to indemnify such agent, director, or officer under the provisions of this Article.

Section 5. The Foundation may purchase and maintain at its sole expense insurance against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article in such amounts and on such terms and conditions as the Board of Directors may deem reasonable.

Amendments made at the State Convention of May 20, 2013 are incorporated herein, in the proper article and section. Article IX Section 2, Advisory Board, added the statement "2nd Vice District Governors".

July 1, 2013

Phillip W. Schrack, PCC District 24-A

Amendments made at the State Convention of May 16, 2014, are incorporated herein, in the proper article and section. Articles III Offices, Section 3 Article VI Meeting of Members, Section 3 Article VII Board of Directors Regular Meetings, Section 5 Article VII Notice.

July 25, 2015

Chester P. Kramer, PCC, District 24-D

Amendments made at the State Convention of May 19, 2018 are incorporated herein, in the proper article and section.

July 21, 2018

Chester P. Kramer, PCC, District 24-D

IRS not for profit control Number = 23-732188

Virginia State Corporation Identification Number = 0139281-0