

BY-LAWS
of
DARIEN LIONS CLUB FOUNDATION

ARTICLE I

NAME

The name of the not for profit corporation shall be: "Darien Lions Club Foundation", referred to herein as the "Corporation". It shall be licensed by, and under the jurisdiction of the Darien Lions and The International Association of Lions Clubs.

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 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 charitable organizations in the local community; all of which shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended. 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 or Trustees. No part of the activities of the Corporation shall be the carrying on of

propaganda, or otherwise attempting, to influence legislation, 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 in good standing of the Darien Lions Club, Darien, Illinois, an approved 501(c)(4) organization.

There shall be no dues payable by any member.

ARTICLE IV

TRUSTEES

1. The Trustees of the Corporation shall be the Directors of the Darien Lions Club and their term as Trustee in this Corporation shall be concurrent with their term as Director of said Darien Lions Club.

2. Regular meetings of the Trustees shall be held monthly at such time and place as the Trustees shall determine.

3. Special meetings of the Trustees shall be held when called by the President, or when requested by (5) or more Trustees, at such time and place as the President shall determine.

4. The presence in person of a majority of the Trustees shall constitute a quorum at any meeting of the Trustees. Except as otherwise specifically provided, the act of a majority of Trustees present at any meeting of Trustees shall be the act and decision of

ARTICLE IV (continued)

TRUSTEES (continued)

the entire Board of Trustees.

5. The duties of the Board of Trustees 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 Corporation on the activities and financial status; (d) to prepare and submit to the Corporation a budget for the fiscal year; (e) to appoint any committee.

ARTICLE V

OFFICERS

1. The officers of the Corporation shall be a President, Secretary and Treasurer, and they shall be those individuals who hold the same office in the Darien Lions Club, and their terms shall be concurrent therewith.

2. In the absence or disability of the President, the Vice-President of the Darien Lions Club that assumes the duties of President of that Club shall also assume the duties of the President of this Corporation.

3. In the event of a vacancy in any other office, the Board of Trustees shall appoint a member to fill the unexpired term.

4. Duties of Officers:

(a) The President shall preside at all meetings of the Corporation and the Board of Trustees; shall perform such other duties as may be prescribed in these By-Laws or assigned to him by the Trustees.

ARTICLE V (continued)

- (b) The Secretary shall record the minutes of all meetings of the Corporation and the Board of Trustees and shall perform such other duties as may be delegated to him.
- (c) The Treasurer shall have custody of all funds of the Corporation; shall keep a full and accurate account of receipts, expenditures and contributions; and shall make disbursements in accordance with an approved budget, as authorized by the Corporation or the Trustees; shall present a financial statement at every meeting of the Corporation; and shall be responsible for the maintenance of records and books of account.

ARTICLE VI

MEETINGS

1. Regular meetings of the Corporation shall be held at the same time and place as regular meetings of the Darien Lions Club.
2. The Annual meeting of the Corporation shall be held in June of each year as determined by the Trustees.
3. Special meetings of the Corporation may be called by the President and shall be called by the President when requested by the Trustees. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of

ARTICLE VI (continued)

MEETINGS

the Corporation, by mail or personal delivery, at least ten days prior thereto.

4. A majority of members present at any regular or special meeting shall be a quorum and except as otherwise specifically provided, the act of a majority of members present shall be the act of the Corporation.

ARTICLE VII

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, Trustees or any committee.

ARTICLE VIII

AMENDMENTS

1. These By-Laws may be amended at any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present in person and voting, provided the Trustees have previously considered the merits of the amendments.

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

ARTICLE IX

SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression: NOTE (X)

[Handwritten Signature] President
Director

[Handwritten Signature] V. Pres.
Director

I hereby certify that the attached is a true and correct copy of the bylaws as of 5/20/00.

Arthur P. Donner

[Handwritten Signature]

[Handwritten Signature]
NOTARY PUBLIC

Sworn to and subscribed before me on this the *22* of *May*, 2000

"OFFICIAL SEAL"
JOANNE CHMIEL
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6-17-00