

**BY-LAWS
OF
THE LIONS EYE FOUNDATION
OF SOUTHERN CALIFORNIA, INC.
(as Amended 10/18/2004)**

**ARTICLE 1
NAME**

The name of this corporation shall be THE LIONS EYE FOUNDATION OF SOUTHERN CALIFORNIA, INC. (hereinafter referred to as the "Foundation").

**ARTICLE 2
PRIMARY AND SPECIFIC PURPOSES**

The primary and specific purposes of the Foundation shall be:

A. In the area of sight conservation, eye operations, support of the Lions Doheny Eye Bank, and other similar charitable causes, and as such, shall conform to the rules and regulations as prescribed to govern the Foundation.

B. To act as trustee under any Trust incidental to the principal object of the Foundation, and to receive, hold, administer, and expend funds subject to such Trust.

C. To make contracts and do all other necessary acts of expediency for the administration of the affairs and attainment of the purposes of the Foundation.

**ARTICLE 3
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Foundation as may hereafter be fixed and located by the Board of Directors, shall be established and maintained in the County of Los Angeles, State of California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county.

**ARTICLE 4
NONPARTISAN ACTIVITIES**

This Foundation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Foundation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Foundation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**ARTICLE 5
DEDICATION OF ASSETS**

The properties and assets of this nonprofit Foundation are irrevocably dedicated to charitable purposes. No part of the net income, properties, profits, or assets of this Foundation, on dissolution or otherwise, shall inure to the benefit of any director, trustee, officer or member thereof, or to the benefit of any private shareholder or individual.

Upon the dissolution or winding up of this Foundation, the assets remaining, after payment of, or provision for payment of, all debts and liabilities, shall forthwith be distributed and paid over to any other organization or foundation dedicated to sight conservation. The organization or foundation must be qualified for exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as now in effect, or as subsequently amended, or the corresponding provision of any future United State Internal Revenue law.

**ARTICLE 6
MEMBERSHIP**

A. The membership of the Foundation is limited to the Lions Clubs and serving Governors of Districts 4-A3, 4-LI, 4-L2, 4-L3, 4-L4, 4-L5, and 4-L6 and in good standing with Lions International.

B. No mandatory dues are required of any club as a condition of membership.

C. Voluntary contributions to support the Foundation are suggested as \$10.00/member/year with a minimum of \$200.00/club/year.

D. The Foundation may from time to time issue honorary life memberships to persons or other entities making minimum contributions as set by the board of directors.

E. A Quorum of a Membership Meeting shall be satisfied by representatives of no less than 12 clubs.

**ARTICLE 7
VOTING**

A. Voting privileges shall be extended to those clubs in good standing with Lions International, having a representative attending 6 or more meetings in the 12 months preceding the vote.

B. In advance of the May meeting, the Foundation's secretary shall determine which Lions Clubs are regular members for the purposes of voting and shall prepare a ballot to be used at the May and November meetings. A regular member, in writing, may select its representative to vote at said meetings and the Foundation's secretary shall deliver the ballot to such representative if he/she is present at the May meeting.

If a regular member does not select, in advance in writing, a representative its representative to cast its vote at the May meeting, the Foundation's secretary may present the ballot to a member who is present at he meeting of the Foundation whom the secretary believes to be the representative of the regular member.

C. Proxy voting by clubs shall not be permitted in accordance with the directive from Lions International.

D. Each serving District Governor of the said Districts, in Article 6 "MEMBERSHIP", shall be entitled to one vote.

E. All regular member clubs and governors shall have one vote. Each regular member club and governor shall have the right to vote for the election of members of the Board of Directors of the Lions Eye

Foundation of Southern California at the May meeting of the Foundation, Board of Directors of the Lions Eye Foundation of Southern California Mobile Health Screening Project at the May meeting of the Lions Eye Foundation of Southern California, Trustees to be elected to the Board of Trustees of the Lions Eye Foundation of Southern California Memorial Trust at the November meeting and to vote at any other meeting of the membership of the Lions Eye Foundation of Southern California, at which a vote of the membership of this Corporation may be required or desired.

F. Notice of any regular or special meeting of the regular members of the Foundation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time determine to the regular members not less than two weeks prior to the date of holding of such meeting, whether regular or special. Such notice shall notify regular members of any elections or other matters to be voted upon by the membership if such matters are known at the time of giving notice.

ARTICLE 8 ADMINISTRATION BY DIRECTORS

A. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these By-laws relating to action required to be approved by the members, the business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. General Powers. The Directors shall be responsible for the execution through its officers and committees of the authorized policies of the Foundation including the power.

- (1) To authorize all expenditures.
- (2) To overrule or modify the action of any officer of the Foundation.
- (3) To approve nominations for membership.
- (4) To have the books and accounts compiled annually, or more often at their discretion.
- (5) To determine the date and place of the annual nomination and election meetings and to instruct the Secretary to issue the call for such meetings.

C. Number and Qualification. The authorized number of Directors shall be twenty-one (21) who shall be elected by the regular members of the Foundation, with such qualifications as shall be determined from time to time by the regular members of the Foundation. To qualify to be a candidate for election to the Board of Directors each candidate must be a member in good standing with his/her regular club and with Lions International. Each director must represent a club which is a regular member of the Foundation having voting privileges as described in Article 7A of these bylaws.

D. Meetings of Board of Directors.

- (1) Regular meetings of the Board of Directors shall be held at least monthly.
- (2) Special meetings of the Board of Directors may be called by the President or any two Directors and shall be held at such place as the President or Directors may designate.
- (3) Notice of any regular or special meeting of the Board of Directors of the Foundation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time determine to the regular member not less than two weeks prior to the date of holding of such meeting, whether regular or special.

ARTICLE 9
OFFICERS AND BOARD OF DIRECTORS

A. Elected Representatives. The officers of the Foundation shall be: a President, three (3) Vice Presidents, a Secretary, a Treasurer, and the Immediate Past President. In addition to the officers there shall be eight (8) elected Directors at large, two (2) Medical Directors, two (2) Optometric Directors, one (1) Legal Director. The office of the Eyemobile Director will be replaced by that of the President of the Lions Eye Foundation of Southern California Mobile Health Screening Project, if not already a member of the Board of Directors, then there shall be one additional Director at large as a member of the Board of Directors. These Directors, together with the officers, shall constitute the governing Board of the Foundation. A simple majority of the officers or Directors shall constitute a quorum at any duly called regular or special meeting of the Board of Directors. In addition to the twenty-one (21) voting Directors set forth above, the Board of Directors may appoint additional Consultants, Medical Directors, Optometric Directors, and/or Legal Advisors, all of whom shall be nonvoting members of said Governing Board. The District Governors and Vice District Governors of Lions Districts 4-A3, 4-L1, 4-L2, 4-L3, 4-L4, 4-L5, and 4-L6 shall automatically be appointed as non-voting Honorary Members of the Board for the terms of their respective office. Said non-voting members shall be consulted for their opinions, but shall be without voting rights.

B. Compensation of Directors. Directors shall not receive any stated salary for their service as Directors, but by resolution of the Board, expenses of attendance may be allowed for attendance at each meeting. Nothing herein shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

C. Each officer and director shall annually complete a conflict of interest statement listing any and all situations that may give rise to either an actual conflict of interest or the appearance of a conflict of interest. The form of this conflict of interest statement shall be determined by the Board of Directors. The conflict of interest statements shall be sent out to the directors in July of the new fiscal year and shall be required to be completed by the stated August meeting of the Foundation. The secretary of the Foundation shall review all of the statements and shall be the designated custodian of those records.

D. The officers and directors, (medical, optometric and legal directors excepted) shall be limited to serve no more than three (3) consecutive terms in any elected office. Subsequent to being out of office for a period of a minimum of one (1) year any officer or director shall be eligible to serve again in an elected representative capacity.

E. Election Procedure. Four Directors shall be elected annually and shall take office on the first of July and hold such office for two years from that date or until their successors shall be elected and qualified with the exception that, at the first election held after the adoption of this Constitution, four (4) Directors shall be elected for two years and four (4) Directors for one year. The two (2) Medical Directors and the two (2) Optometric Directors shall be elected annually for one year. The one (1) Legal Director shall be elected annually.

ARTICLE 10
DUTIES OF OFFICERS

A. President. The President shall be the executive officer of the Foundation. The President shall preside at all the meetings and shall be the Chairman of the Board of Directors. Duties include: calling for regular monthly and special meetings; appointing the standing committees necessary to properly administer the Foundation; acting as an ex-officio member of each committee; overseeing the functioning of the committees and cooperating with the committee reports; and assuring that regular elections are held in accordance with these By-laws. If for any reason the President is unable to perform these duties, the Board of Directors shall appoint one of the Vice Presidents to occupy the position and perform said duties under

the authority of the President. In the event of a vacancy in any other office, including that of the remaining Vice Presidents, the Board of Directors shall appoint a member to fill the unexpired term.

B. Vice President. In the absence or the disability of the President, the Vice Presidents, in order of their rank, as fixed by the Board of Directors, or, if not by rank, the Vice President designated by the Board of Directors, shall perform all duties of the President, and when so acting shall have all the powers of and be subjected to all 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 by the By-laws.

C. Secretary. The Secretary shall be under the supervision and direction of the President and Board of Directors, and shall act as Liaison Officer between the Foundation and the members. Duties shall be in general as follows:

- (1) To keep the general Foundation records, both past and current, including written minutes of all Foundation and Board of Directors' meetings, committee appointments, an officers' list, attendance records, and lists of the members showing their addresses and telephone numbers.
- (2) To determine those clubs eligible to vote at any election and to send said notice and a sample ballot pursuant to Article 6 hereof.
- (3) Send request for voluntary contributions to all clubs at least annually.

D. Treasurer. The Treasurer shall receive all monies and deposit the same in a bank or banks, recommended by the Finance Committee and approved by the Board of Directors, keep a detailed record of the Foundation receipts and disbursements, and shall pay out monies only on authority of the Board of Directors. He/she shall be responsible, in general, for the following duties:

- (1) All checks and vouchers must be signed by the Treasurer and counter-signed by the President or Secretary.
- (2) He/she shall prepare and submit monthly financial reports to the Board of Directors, quarterly reports to members and an annual report at the annual meeting of the regular members. In addition, he/she shall prepare and file all annual reports and tax returns required by State and federal regulatory authorities.
- (3) To collect all monies due to the Foundation.
- (4) He/she shall be required to give surety bond for faithful discharge of his/her duties in such sum and with such sureties as may be required by the Board of Directors. The cost of such bond shall be the responsibility of the Foundation.
- (5) He/she shall cause an annual compilation of the financial records of the Foundation to be prepared by a Certified Public Accountant not an officer or Director of the Foundation.

All officers shall be elected annually and shall take office July 1, and shall hold office for one year from that date, or until their successors shall be elected or qualified.

ARTICLE 11 STANDING COMMITTEES

The following standing committees shall be appointed by the President:

A. Administrative Committees:

- (1) Constitution and By-Laws;

- (2) Budget and Finance: (The Budget and Finance Committee shall be appointed at or about the time of the election meeting each year, and shall be composed of the President-Elect, Treasurer, and two (2) additional members. Said committee shall meet between the election and June 30, and shall be prepared to present a proposed budget at the Board of Directors meeting in July);
- (3) Membership;
- (4) Publicity.
- (5) Long Range Planning

B. Authorities. The Board of Directors may, by resolutions passed by a majority of the Board, designate and appoint such committee or committees on any subject within the powers of the Foundation; such committee or committees to have such powers, to exercise such duties or to perform such services as may be prescribed, from time to time by the Board of Directors, or by the President, upon authority conferred upon him by the Board of Directors. Such committee or committees shall have such name or names as may be stated in these By-laws, or as may be determined from time to time, by resolution adopted by the Board of Directors.

C. Reports. Each committee shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE 12 ELECTIONS

A. Nominating Committee: The President shall appoint a nominating committee for the purpose of proposing names and candidates for the various aforementioned offices, for presentation to the membership at the nominations meeting. The Nominating Committee shall be composed of the current President, three (3) past Presidents and three (3) other members. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

A nomination committee meeting shall be held two months before a scheduled election, date and place of such meeting to be determined by Chairman of the nominating committee. The slate of officers shall be presented at the April and October meetings. Nominations may be made from the floor.

B. Election Meeting. An election meeting shall be held for each of the respective organizations specified in Article 7 E during the month specified therein and the names of the nominees announced at the membership meeting preceding the meeting at which the election is conducted.

All officers shall be elected annually and shall take office July 1, and shall hold office for one year from that date, or until their successors shall be elected or qualified.

ARTICLE 13 MEETINGS OF MEMBERS

A. General Meetings.

1. Regular meetings of the membership shall be held monthly but at least one Saturday of each quarter at a time and place to be designated by the President, or if not designated by the President, by the Board of Directors of if not so designated by the Board of Directors.
2. At the May meeting of the membership, the regular membership shall elect the Directors of the Lions Eye Foundation of Southern California Mobile Health Screening Project, Inc.
3. At the November meeting of the membership, the regular membership shall elect the

appropriate number of persons as Trustees of the Lions Eye Foundation of Southern California Memorial Trust.

4. At the May meeting of the membership, the regular members shall elect the appropriate number of officers and Directors of the Board of Directors of the Lions Eye Foundation of Southern California Health Screening Project, Inc.

B. Special Meeting. Special meetings of the regular members of the Foundation may be called by the President or any two (2) Directors and shall be held at such place as the President or Directors may designate.

C. Notice of Meetings. Notice of any regular meeting and call of any special meeting of the regular members of the Foundation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each regular member not less than two weeks prior to the date of holding of such meeting, whether regular or special.

ARTICLE 14 TERMINATION OF MEMBERSHIP

Termination. Any member, regular or otherwise, may terminate his membership at any time by notifying the Secretary of the Foundation, in writing, of the effective date of such resignation. The Foundation, at its option, may terminate any membership of whatever class, except that of regular members, for any infraction of the By—laws, rules and/or regulations of the Foundation, or any other good cause not in the best interests of the Foundation or Lions International as the Board of Directors shall determine.

ARTICLE 15 AMENDMENTS

Amendments by Members. New By-laws may be adopted or these Bylaws may be amended or repealed by approval of the members in good standing (those qualified to vote subject to Article 6 hereof).

ARTICLE 16 REPORTS TO MEMBERS

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these By-laws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the Foundation as they consider appropriate. However, the corporation shall provide to the Directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds, of the Foundation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by California Corporations Code Section• 6322 as amended from time to time.

ARTICLE 17
LIABILITY OF MEMBERS-
INDEMNIFICATION OF OFFICERS, DIRECTORS AND AGENTS

A. **LIABILITY OF MEMBERS, OFFICERS AND DIRECTORS.** No member of this Corporation or member of any Lions Club which is a member of this Corporation shall be personally liable to its creditors shall look only to its assets for payment. Notwithstanding this general waiver of liability, officers and directors may be liable to this Corporation and/or creditors of the Corporation for breach of any implied fiduciary duty owed by the officer or director to the Corporation and/or public and/or a breach of the conflict of interest policy of the Corporation. Any officer or director of this corporation who acts in good faith in a manner which he believes to be in the best interest of this Corporation as more fully defined in sub-paragraph 5 of sub-paragraph B of this article shall be deemed not to have breached any implied fiduciary duty owed to this Corporation or to the public or to any of its creditors.

B. **ACTIONS BY AND AGAINST CORPORATION INDEMNIFICATION**

(1) **DEFINITIONS**

For the purpose of this Article:

- (a) “Agent” means any person who is or was a director, officer, employee, volunteer worker or other agent of this corporation:
- (b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and,
- (c) “Expenses” includes, without limitation, all attorney’s fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his [position or relationship as agent and all attorney’s fees, costs and other expenses incurred in establishing a right to indemnification under this article.

(2) **SUCCESSFUL DEFENSE BY AGENT**

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceedings referred to in this article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him then the provisions of sections 3 through 5 shall determine whether the agent is entitled to indemnification.

(3) **ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION**

Subject to the required findings to be made pursuant to section 5, below, this corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Sec. 5233, or by the Attorney General or a person granted related status by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with the proceeding.

(4) ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

- (a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and Suits Awarded Against Agent. This corporation 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 brought by or on behalf of this corporation by reason of the fact that the person was or is an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by section 5 below, must be made in the manner provided for in that section; and,
 - (ii) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

(5) DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in sections 3 and 4, above, is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself; create a presumption that the person did not act in good faith or in a manner which he reasonable believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding the person must have had no reasonable cause to believe that his conduct was unlawful.
- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:
 - (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or,
 - (ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

- (6) No indemnification or advance shall be made under this article, except as provided in sections 2 or 5 (b) (ii), in any circumstance when it appears:
- (a) That the indemnification or advance would be inconsistent with the Articles of Incorporation of this corporation, an agreement in effect at the time of the accrual of the alleged cause of action and asserted in the proceedings where expenses were incurred or amounts paid which prohibits or otherwise limits indemnification.
 - (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7. **ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

8. **CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS**

Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof; may be entitled by contract or otherwise.

9. **INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against, or incurred by, the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

**ARTICLE 18
INSPECTION OF FOUNDATION RECORDS**

A. **Maintenance and Inspection of Articles and By-laws.** The Foundation shall keep at its principal executive office at its principal business office in this state, the original or a copy of the Articles and By-laws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the Foundation is outside the County of Los Angeles and the Foundation has no principal business office in this County, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and By-laws as amended to date.

B. **Maintenance and Inspection of Other Foundation Records.** The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Foundation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Foundation.

C. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all, books, records, and documents of every kind and the physical properties of the Foundation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of Inspection includes the right to copy and make extracts of documents.

ARTICLE 19
MISCELLANEOUS PROVISIONS

A. Parliamentary Authority. The rules contained in Robert's Rules or Order, Newly Revised, shall govern all members' meetings and Trustees' meetings of the Foundation, except in instances of conflict between said rules of order and the Articles or By-laws of the Foundation or provisions of law.

B. Donations. This Foundation may accept gifts, legacies, donations and/or contributions in any amount and any form, upon such terms and conditions as may be decided upon from time to time by the Board of Directors.

C. Notice and Waiver of Notice. Whenever any notice is required by these By-laws to be given, personal notice is not required unless expressly so stated; any notice so required shall be deemed sufficient if given by depositing the same in a post office box, addressed to the person entitled thereto at their last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-laws may be waived by the person entitled thereto. Members not entitled to vote shall be entitled to receive notice of any meeting except as otherwise provided by statute.

D. Other offices. Other offices of the Foundation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

E. Fiscal Year. The fiscal year of the Foundation shall be July 1, of a given year to June 30 of the following year.

END

The above revised By-Laws of the Lions Eye Foundation of Southern California were ratified by the members at the regular meeting held on October 18, 2004.

ATTEST:

/S/ Milton Hicks

Secretary