

**By - Laws
of
TENNESSEE LIONS CHARITIES, Inc.**

ARTICLE I – NAME

The name of the corporation shall be: Tennessee Lions Charities, Inc.; referred to herein as the Corporation. The creation of this Corporation is by action of the delegates at the Annual Convention of Multiple District 12, Tennessee, a part of the International Association of Lions Clubs, held in the City of Nashville, Tennessee on Saturday, May 27, 1995.

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 within the jurisdiction of Lions Clubs or groups of Lions Clubs in the State of Tennessee; all of which shall be within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954. 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 Corporation is not for profit and is to have members, who shall consist of those individuals who are members in good standing of any Lions Club in good standing in Tennessee, and any other citizen and resident of the State of Tennessee who expresses an interest in promoting the interests and purposes of the Corporation as set forth in the Charter.

There shall be no dues payable by any member.

ARTICLE IV – TRUSTEES

1. The Trustees of the Corporation shall consist of three members elected from each of the five sub-districts that comprises Multiple District 12, Tennessee Lions; the individual serving in the office of Chairman of the Council of Governors of Multiple District 12, Tennessee Lions; and any active member of any Lions Club in Tennessee who has held the office of International Director or International President.

2. The term of the elected Trustees shall be three years except that in the beginning one of the Trustees from each of the sub-districts shall be named for a period

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of one year, and one of the Trustees from each of the sub-districts shall be named for two years so that one Trustee would then be elected from each sub-district each year for a three-year term.

3. The election of the Trustees shall be held at the annual membership meeting of the Corporation. Said annual membership meeting shall be held in conjunction with the annual convention of Tennessee Lions. A nominating committee shall be appointed by the President no later than November 1 of each year. The names of the Chairman and members of the nominating committee shall be published in all appropriate District newsletters, bulletin or state wide Lions publications. Any member in good standing of any Lions Club in good standing in Multiple District 12 Tennessee may seek the office of Trustee of Corporation by advising the chairman of the nominating committee no later than 45 days prior to the date of the annual meeting of the members. In the event sufficient candidates to fill the positions do not qualify the nominating committee shall select persons for nomination. All nominees shall be considered "at Large" although representing one sub district and will be voted on by all members of the Corporation properly qualified to cast votes at the annual meeting of the Corporation. Election to the Board of Trustees requires a majority of the votes cast.

4. Regular meetings of the Trustees shall be held quarterly at such time and place as the Trustees shall determine. The first quarterly meeting shall be held at the conclusion of the annual meeting of the Corporation for the purpose of electing officers, naming committees and adoption of a preliminary budget.

5. Special meetings of the Trustees shall be held when called by the President, or when requested by seven (7) or more Trustees, at such time and place as the President shall determine.

6. 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 the Trustees shall be the act and decision of the entire Board of Trustees.

7. 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 approve committee appointments when required.

8. The officers and trustees shall serve without salary.

ARTICLE V – OFFICERS

1. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and other officers as may be deemed needed and approved by the Board of Trustees. Said officers shall be elected by the Trustees at their organizational meeting.

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

3. Duties of Officers:

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(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 by the Trustees.

(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 assigned.

(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 Corporation; and shall be responsible for the maintenance of records and books of account.

ARTICLE VI – MEETINGS

1. Annual meetings of the Corporation shall be held at the same time and place as the annual convention of the Tennessee Lions.

2. Special meetings of the Corporation may be called by the President and shall be called by the President when requested by a majority of the Trustees. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of the Corporation by publication of said notice in the authorized newsletter(s) of the sub-districts or Multiple District of Tennessee Lions which is mailed to each member. Said notice shall be in the hands of all members at least ten days prior to the date set for the special meeting.

3. A majority of members present at any regular or special meeting shall be a quorum and except as otherwise specifically provided the act of the majority of members present and voting 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 of its committees.

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 publication in the newsletter(s) of the sub-districts where practical, or by notice to the president of each Lions club in Tennessee at least fifteen days prior to the meeting at which the vote on the proposed amendment(s) is/are to be taken.