

**BY-LAWS
OF
LIONS OF WYOMING FOUNDATION, INC**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1.1 NAME

This corporation shall be known as the **LIONS OF WYOMING FOUNDATION, INC.**, (herein after called the "**Foundation**".)

SECTION 1.2 PURPOSES: The purposes for which the Foundation is organized are:.
To operate exclusively for charitable, educational, literary or scientific purposes, including, but not by way of limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States revenue statute (the "code") and the planning development and maintenance of a unified program by which each and every Lions Club in Wyoming may participate voluntarily in providing service to visually handicapped impaired persons and to such other members of the public and such schools or other charitable, educational, literary, or scientific institutions and organizations as the Board of Trustees may approve from time to time.

To receive any property, real, personal, or mixed, by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, for the foregoing purposes of any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including without limitations the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and, if so received without any designation or specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such a manner and amounts and at such time or times as deemed proper by the Board of Trustees of the Foundation.

To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Wyoming.

Notwithstanding the foregoing or any other provision of the Articles of Incorporation of these by-laws:

I. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Foundation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

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

III. The Foundation shall not carry out on any other activities not permitted to be carried on {1} by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or {2} by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

IV. Under dissolution of the Foundation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the organizations, organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II OFFICES

SECTION 2.1 CORPORATE OFFICES

The Foundation shall maintain a registered office in Wyoming, and a registered agent, whose office is identical with such registered office, and may have such other offices as the Board of Trustees may from time to time determine.

ARTICLE III MEMBERS

SECTION 3.1 MEMBERSHIP

Each Lion belonging to a Lions Club in the State of Wyoming, duly chartered and certified by the International Association of Lions Clubs (hereafter called "Lions Clubs International") and in good standing with Lions Clubs International, District 15, and their Lions Club, shall be a member of the Foundation.

SECTION 3.2 MEETINGS

- I. Annual Meeting - An annual meeting of the members of the Foundation shall be held at the time and place of the District ~~Mid-Winter Conference~~Convention if said Conference is held. If said ~~Mid-Winter Conference~~District Convention is not held, the annual meeting of the members shall be held at a specific time and place determined by the Board of Trustees.
- II. Regular Meetings - The Board of Trustees shall hold (4) regular meetings each year during the months of February, May, July or August, and November.
- III. Emergency Meetings - The Board of Trustees may hold emergency meetings, email exchanges or conference calls as needed to conduct the Foundation's business.
- IV. Special Meetings - Special meetings of the members may be called by the Board of Trustees, the Foundation President, or by five hundred (500) members of the Foundation. At such special meetings all District 15 Lions Clubs must be notified and representation encouraged.

SECTION 3.3 NOTICE

- I. Notice of the annual meeting or a special meeting of the members shall be given_[DO1] not less than ten [10] or more than [40] days before the date of the meeting by written or printed notice delivered personally, electronically, or by mail to the president, secretary, or club representative of each member Lions Club.

II. Notice of all regular meetings of the trustees shall be provided through the Wyoming Lions publication, the Foundation's publication, or by mail to all member Lions Clubs.^[DO2]

III. Notice of all emergency meetings or conference calls of the trustees shall be conveyed to the trustees, club representative and any members needed for input by mail, telephone, electronically, or personal invitation.

SECTION 3.4 VOTING

I. On any matter to be voted on at any annual or special meeting of the members, each member shall be entitled to one [1] vote. No proxy voting will be allowed.

II. At a regular meeting, the elected trustees shall act on matters of the Foundation using the input from the members present.

III. At any emergency meeting or conference call meeting of the trustees, a quorum shall participate to conduct the business of the foundation.

SECTION 3.5 QUORUM

I. A quorum at an annual or special meeting will consist of those members in attendance, with the exception of by-laws changes outlined in Article IV, Section 4.7.

II. A quorum at a regular, emergency, or conference call meeting shall consist of a majority of the Board of Trustees.

SECTION 3.6 PRIOR SUBMISSION OF PROPOSED RESOLUTIONS

Before any proposed resolution may be presented at a meeting of the members for action by the membership, it must be submitted to the Foundation ~~secretary-Executive Director~~ through the Foundation office at least thirty [30] days prior to the next meeting of the Board of Trustees. Such resolution will become an agenda item for the next Board of Trustees meeting for review, discussion, and action. Upon trustee action of a resolution in substantial compliance with the form as published by the ~~secretary-Executive Director~~ of the Foundation, written notice of the proposed resolution shall be sent by the ~~secretary-Executive Director~~ of the Foundation to each member Lions Clubs at least thirty [30] days prior to the meeting of the members at which such proposed resolution is to be considered and voted upon by the members.

ARTICLE IV BOARD OF TRUSTEES

SECTION 4.1 NAME AND POWER

The property and affairs of the Foundation shall be managed by its Board of Directors, which shall be called the "Board of Trustees" and its members shall be called "Trustees".

SECTION 4.2 COMPOSITION OF BOARD OF TRUSTEES

The Board of Trustees shall consist of ~~ten-eleven~~ {11} members as follows: one member elected from each of the trustee areas (corresponding to the Regions of District 15) listed in appendix one of these by-laws, a Treasurer, elected at large, ~~the District Governor, the District Governor-Elect~~Second Vice District Governor, First Vice District Governor, District Governor, and the Immediate Past District Governor.

SECTION 4.3 FISCAL YEAR, TENURE, TRUSTEE ELECTIONS, AND QUALIFICATIONS

I. The Foundation fiscal year shall begin January 1 and end December 31 of each year.

~~A. A trustee shall begin their term immediately after being elected during the Midwinter Conference and shall conclude their term after the Mid-Winter Conference at the end of their three year term on July 1 following their election at the District Convention. The Second Vice District Governor shall begin his/her term after the International Convention in the year he/she is elected. He/she will serve continuously until completion of he/her year as Immediate Past District Governor following the International Convention. The District Governor shall start his/her term at the end of the International Convention, the Immediate Past District Governor shall conclude his/her term after the International Convention, the Vice District Governor shall begin his/her after the International Convention (see C. below: The Vice District Governor-Elect will serve as an ex-officio member from the time of~~

~~his/her election at Midwinter Conference until the International Convention that year at which time he/she will become a full voting member.)~~

~~A.~~ Two (2) trustees shall be elected each year from their respective trustee areas and the at large treasurer shall be elected at the same time as trustee areas 1 and 6; Each trustee shall serve a three (3) year term and can be re-elected but may not serve more than two consecutive terms. (The rotation for election shall be Areas 1, 6 and Treasurer, Areas 3 and 5, Area 2 and 4.) All elected trustees shall begin their terms on July 1 following their election at the District Convention.

~~B.~~

~~C. The Vice District Governor shall, upon his/her election shall become an ex-officio member of the board of trustees. In this capacity he/she may attend meetings, enter into discussion and make recommendations, but may not make or second motions nor vote.~~

~~B.~~ The elected trustees referred to above in paragraphs A ~~and B~~ shall be elected in accordance with the following qualifications: Each trustee must be a member in good standing with a District 15 Lions Club; have four years experience as a Lion; have the time, interest and desire to devote to the responsibilities of the Foundation.

~~D.C.~~ The Vice District Governors, District Governor, and Immediate Past District Governor shall be trustees on the board during their respective terms of office.

II. Nominations for the office of Trustee of the Foundation shall be in writing and shall be certified by the president and secretary of the nominee's club as being the act of a majority of the nominee's club. The certification shall be filed with the Foundation ~~secretary-Executive Director~~ not less than twenty days prior to the convening date of the annual meeting. All such written nominations shall be examined by the Foundation ~~secretary-Executive Director~~ and, if found to be in proper order in accordance with the sections of the article, shall be reported to the Foundation members for voting. If the Foundation ~~secretary-Executive Director~~ determines that any written nomination is not in proper order, he/she shall immediately, and in no event later than ten days after receipt thereof, return the nominating petition to the club with the reasons for its return. All nominations shall be closed at midnight of the twentieth day preceding the convening date of the annual meeting, and no nominations shall be received thereafter or made from the floor except upon certification from the Board of Trustees that no nomination in proper form has been received within the time limit herein specified, in which event nominations may be made, from the trustee area in question, from the floor and such nominations shall not require endorsement by the members of the club of which the candidate is a member. If no nominations are made from the floor from the trustee area in question, the chairman will declare the area "at large" and accept nominations from any trustee area. This term would be for one year only and a successor will be elected to serve the balance of the term at the next annual meeting. As soon as practical after the closing date of the nominations, the Foundation ~~secretary~~

Executive Director shall notify in writing all Lions Clubs in the trustee areas as to the names of the nominees determined to be properly nominated and who will, accordingly, be candidates for the office of trustee at the annual meeting.

III. Nominating speeches at the annual meeting shall be limited to one of not over three minutes in duration, and one seconding speech of not over two minutes for each candidate.

IV. The election shall be by secret written ballot, and the candidates receiving the ~~largest~~^{DO3} majority number of the votes cast by the members present at the meeting in person and voting shall be declared elected; provided, however, that if only one candidate is nominated, he/she may be elected unanimously by a voice vote. In case of a tie, balloting shall continue between the tied candidates until one candidate is elected. Should there be three or more candidates running and none receive ~~the required~~^{DO4} a majority, ~~or~~ until one candidate is elected by majority vote.

SECTION 4.4 DUTIES

It will be the responsibilities of the Area Trustees to personally visit each of the Lions Clubs within their area at least once a year. The purposes of the visitations will be to promote the objectives of the Foundation; provide information about the fund raising efforts of the Foundation; provide information about how to receive financial assistance from the Foundation; encourage Lions and clubs to become actively involved in the success of the Foundation; and to cover any other items as deemed appropriate or as required by the Board of Trustees. To assist in this effort, the Board of Trustees will develop an appropriate and updated yearly agenda at the July/August meeting that the trustees will follow when making their yearly club contacts. The Area Trustee at Large will assist when prudent and practical with club visitations as well as be responsible for any special arrangements as detailed by the Board of Trustees.

SECTION 4.5 VACANCIES

Any vacancy occurring in the office of trustee referred to in Section 4.3 A ~~& B~~ shall be filled by ~~an~~ appointment by the District Governor. A trustee so filling a vacancy shall hold office until the next annual meeting and until his successor shall have been duly elected and qualified. The trustee so elected at said annual meeting shall take office immediately upon adjournment of said annual meeting and shall hold office for the unexpired term as to which the vacancy initially shall have occurred, and until his/her successor shall have been elected and qualified.

The same procedure shall be followed in the event an area trustee shall be elected District Governor. Said appointed term to begin the last day of the Lions International Convention when the new District Governor takes office.

SECTION 4.6 NOTICE

Notice of any regular or emergency meeting of the Board of Trustees shall be given at least seven days prior thereto by written notice delivered personally or sent by mail or email to each trustee at his/her address as shown by the records of the Foundation. Neither the business to be transacted at, nor the purpose of, any regular or emergency meeting of the Board of Trustees need be specified in the notice ~~of waiver of notice~~ of such meeting unless otherwise specified by these by-laws.

SECTION 4.7 QUORUM

~~Six~~ ~~plus~~ ~~members~~ A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; provided that if less than a quorum is present, a majority of the trustees so present, or the sole trustee present, may adjourn the meeting from time to time without further notice.

SECTION 4.8 MANNER OF ACTING

The act of a majority of the trustees present in a meeting at which a quorum is present shall be the act of the Board of Trustees; except where otherwise provided by law or by these by-laws.

SECTION 4.9 INFORMAL ACTION

Any action which is required by law or by these by-laws to be taken at a meeting of the Board of Trustees, or any action which may be taken at such a meeting or committees thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees or committee members entitled to vote with respect to the subject matter thereof. An email received from a member of the board or committee shall serve as a signature., or by all the members of such committee, as the case may be. Any such consent ~~signed~~ by all of the trustees or all members of a committee shall have the same force and effect as a unanimous vote at a duly called and constituted meeting, and may be stated as such in any document.

SECTION 4.10 RESIGNATIONS

Any trustee of the Foundation may resign at any time by giving written notice to the Board of Trustees, the president, or the Executive Director ~~secretary~~ of the Foundation. Such resignation shall take effect at the time specified therein; unless tendered to take effect upon ac-

ceptance thereof, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4.11 COMPENSATION

Trustees as such shall not receive any remuneration for their services; provided, that nothing herein contained shall be construed to preclude any trustee from serving the Foundation in any other capacity and receiving compensation therefore. The Board of Trustees may authorize the reimbursement of any trustee for any reasonable expenses incurred by such trustee on behalf or in the interest of the Foundation.

SECTION 4.12 COMMITTEES

The Board of Trustees may establish a committee to coordinate liaison and oversee each specific project seeking financial support from the Foundation. Such committees shall consist of a least one member from the Board of Trustees and shall have such powers as designated by the board upon establishment of the committee or from time to time thereafter. Unless otherwise provided by the Board of Trustees, the president shall appoint the members of a committee subject to the approval of the Board of Trustees. ~~Designated committees to function under the Board are, but not restricted thereto:~~

- ~~{1} Allen H. Stewart Lions Camp~~
- ~~{2} Rocky Mountain Lions Eye Bank~~
- ~~{3} Rocky Mountain Lions Eye Institute Foundation~~
- ~~{4} Leader Dog~~
- ~~{5} Endowment Fund~~
- ~~{6} Sight, Hearing, Medical Detection Program~~
- ~~{7} Drug Awareness and Abuse Program~~
- ~~{8} Disaster Relief~~

ARTICLE V

ADVISORY_[DO6] COUNCIL

SECTION 5.1 APPOINTMENT

The Board of Trustees may establish an advisory council, the members of which shall be appointed by the Board of Trustees of the Foundation. The members of the Advisory Council may be residents of the State of Wyoming who are not members of any club affiliated with Lions Clubs International. The members of the Advisory Council shall elect from their membership, by majority vote, a chairman to serve for such term not to exceed two years as the Advisory Council shall determine.

SECTION 5.2 PURPOSE

The Advisory Council may observe the operations of the Foundation and provide comments, suggestions and recommendations from time to time pertaining to the Foundation, financing, and administration of the programs of the Foundation.

SECTION 5.3 NUMBER

The number of members of the Advisory Council shall be not less than five nor more than seven, and within those limits the Board of Trustees shall have full discretion to determine how many members shall serve on the Advisory Council from time to time.

SECTION 5.4 TENURE

The members of the Advisory Council shall serve from such time as the Board of Trustees shall determine, but no term of a member of the Advisory Committee shall exceed three years. Upon the expiration of the term of a member of the Advisory Council, the person may be reappointed by the Board of Trustees.

SECTION 5.5 MEETINGS

The Board of Trustees from time to time may invite the members of the Advisory Council to attend meetings of the Board of Trustees or otherwise to meet with the Board of Trustees or with one or more trustees or officers of the Foundation. The members of the Advisory Council shall not be entitled to vote at any meeting of the Board of Trustees which they attend.

SECTION 5.6 REMOVAL

Any member of the Advisory Council may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation would be best served thereby.

SECTION 5.7 RESIGNATIONS

Any member of the Advisory Council may resign at any time by giving written notice to the Board of Trustees or to the president or the secretary of the Foundation. Such resignation shall take effect at the time specified therein; and unless tendered to take effect upon acceptance thereof; the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI OFFICERS

SECTION 6.1 NUMBER, TITLE AND QUALIFICATIONS

- I. The officers of the Foundation shall be a president, vice-president, secretary, treasurer and such additional officers and assistance officers as may be elected or appointed by the Board of Trustees. Such additional officers and assistant officers shall have such authority and perform such duties as are prescribed from time to time by the Board of Trustees.
- II. No more than one office may be held by the same person, nor may a current District Governor hold any of the designated offices.

SECTION 6.2 ELECTION, TERMS OF OFFICE, AND QUALIFICATIONS

The officers of the Foundation shall be elected by the Board of Trustees at the annual first meeting of the Board of Trustees following the District Convention. All officers of the Foundation shall be elected from the members of the Board of Trustees. ~~Each officer shall hold office from the meeting of the Board of Trustees at which he/she is elected, until his/her successor shall have been duly elected and qualified, or until such officer shall have died, resigned, or been removed in the manner hereinafter provided; and an officer shall continue to serve in his/her elected office~~ The term of office for officers shall be one year, but they may be re-elected to an office as long as he/she is a member of the Board of Trustees. ~~notwithstanding his/her ceasing to be a member of the Board of Trustees until his/her successor as an officer shall have been duly elected and qualified.~~ Vacancies may be filled or new offices created and filled by the Board of Trustees at any regular or special meeting; provided, however, that any officer elected to fill a vacancy or a new office shall serve only until ~~the next annual meeting of the Board of Trustees~~ the first Board meeting following the District Convention, and until his/her successor shall have been duly elected and qualified, or until such officer shall have died, resigned, or been removed.

SECTION 6.3 REMOVAL

Any officer, member, employee, or agent of the Foundation may be removed by the affirmative vote of two-thirds of the entire Board of Trustees whenever in its 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 person to be removed.

SECTION 6.4 RESIGNATIONS

Any officer may resign at any time by giving written notice to the Board of Trustees, to the president or to the secretary-Executive Director of the Foundation. Such resignation shall take effect upon acceptance thereof; the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.5 BOND

The Board of Trustees may require any officer, employee or agent to give a bond to the Foundation conditioned upon the faithful performance of his/her duties and such other conditions as may from time to time be required by the Board of Trustees. The cost of such bond shall be paid by the Foundation.

SECTION 6.6 PRESIDENT

- I. The president shall be the chief executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He/she presides at all meetings of the Board of Trustees and shall be an ex-officio member of all other committees. He/she shall see that all resolutions and directions of the Board of Trustees are implemented.
- II. The president shall sign all certificates, contracts, instruments, and documents of every kind and character whatsoever in the name and behalf of the Foundation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to another officer, employee or agent of the Foundation.
- III. The president shall perform all other duties incident to the office of president, including assisting in the preparation of the annual report referred to in Article X of these by-laws, and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

SECTION 6.7 VICE-PRESIDENT

- I. The vice-president shall assist the president in the supervision and control of the business and affairs of the Foundation. In the absence of the president, the vice-president shall preside at all meetings of the Board of Trustees.
- II. The vice-president shall have full authority to sign for the president all certificates, contracts, instruments, papers, and documents of every kind and character whatsoever in the name and on behalf of the Foundation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees or to another officer or agent of the Foundation.

SECTION 6.8 SECRETARY

- I. The secretary shall keep the minutes of the meetings of the Board of Trustees and the executive committee ~~in one or more books~~ and retain the minutes in a permanent form,

~~II. The secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law.~~

~~III. The secretary shall be the custodian of the corporate records.~~

[DO8] ~~IV.~~

The secretary shall in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the Board of Trustees or the president.

SECTION 6.9 TREASURER

- I. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation.
- II. The treasurer shall 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 selected in accordance with Section 8.2 of these by-laws.
- III. The treasurer shall assist in the preparation of the annual report referred to in Article X of these by-laws.
- IV. The treasurer in general will perform all the duties as from time to time may be prescribed by the Board of Trustees or the president.

ARTICLE VII EXECUTIVE DIRECTOR

SECTION 7.1 DUTIES

The Foundation may employ an executive director who shall be charged with the day-to-day operations of the Foundation program and facilities. The executive director shall supervise the staff of the Foundation and shall be responsible for implementing the policies and directives of the Board of Trustees. ~~The Executive Director shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Executive Director shall be the custodian of the corporate records.~~ In addition, the Executive Director shall perform all the duties as from time to time may be ~~prescribed~~ assigned by the Board of Trustees or the ~~president~~[DO9].

ARTICLE VIII
CONTRACTS, DEPOSITS, CHECKS, GIFTS, ETC.

SECTION 8.1 CONTRACTS

The Board of Trustees may authorize any officer or agent of the Foundation, in addition to the officers and agents so authorized by these by-laws, to enter into any contracts 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 8.2 DEPOSITS

All moneys of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories the Board of Trustees may so select.

SECTION 8.3 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes, or other evidence or indebtedness issued in the name of the Foundation shall be signed by such officer or officers or agent or agents of the Foundation in such manner as from time to time may be determined by the Board of Trustees.

SECTION 8.4 LOANS

No loan or advance shall be issued or contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized and approved by a majority of the Board of Trustees. Such authority and approval shall be confined to specific instances. No loan shall be made by the Foundation to any trustee.

SECTION 8.5 GIFTS

The president, vice-president, secretary, treasurer, or the executive director may accept and give a receipt for, on behalf of the Foundation, any contribution, gift, bequest, or device for the general purpose, or for any special purpose of the Foundation.

SECTION 8.6 FUNDS

The Board of Trustees may establish one or more separate funds for the receipt of any gifts, contributions, bequests, or devises made to the Foundation subject to the conditions or limitations, where the Board of Trustees has determined that the conditions or limitations are acceptable to the Foundation and consonant with the purposes of the Foundation. The Board of Trustees may also establish one or more separate funds for the receipt of property conveyed to the Foundation in trust subject to the directions and restrictions, where the Board of Trustees has determined that the directions and restrictions are acceptable to the Foundation and consonant with the purposes of the Foundation.

I. The trustees may use up to ten percent of the undesignated funds to defray the expenses of the Foundation.

II. Unless instructed otherwise by the donor, the Foundation will withhold 10% of designated donations for use as operating expenses.

II. An endowment will be established and invested by the trustees using ten percent of the undesignated funds with the interest derived contributed to a disaster relief fund. [DO10]

SECTION 8.7 INVESTMENT OF MONEYS

The Foundation shall have the right to retain all or any part of any securities or other property acquired by it in whatever manner, and to invest and reinvest any moneys held by it, solely as determined by the Board of Trustees or any other committee or agent to which this function has been specifically delegated by the Board of Trustees, without being restricted to the class of investments which a trust is or may hereafter by permitted by law to make, or by any similar restriction, except in the case of property received specifically subject to conditions, limitations, or restrictions; provided, however, that the above powers shall be executed only in such manner as is consistent with the charitable, educational, literary, and scientific purposes of the Foundation.

SECTION 8.8 STOCK IN OTHER CORPORATIONS

Shares of any corporation which may from time to time be held by the Foundation may be represented by the president, or by any proxy appointed in writing by the president, or by any other person or persons thereupon authorized by the Board of Trustees, by voting said shares at any meeting of shareholders of such corporation or by executing written consent with re-

spect to such shares where shareholder action may be taken by written consent. Shares represented by certificates standing in the name of the Foundation may be endorsed for sale or transfer in the name of the Foundation by the president or by any other officer or officers thereupon authorized by the Board of Trustees.

ARTICLE IX BOOKS AND RECORDS

SECTION 9.1 BOOKS, RECORDS, AND MINUTES

The Foundation ~~, by its secretary,~~ shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Trustee meetings.

ARTICLE X ANNUAL REPORTS

SECTION 10.1 PREPARATION AND PRESENTATION

The president and the treasurer shall provide annually a general report on the business and finances of the Foundation of the preceding fiscal year, including financial statements for the said fiscal year ~~certified by an independent Certified Public Accountant~~^[D11], ~~which report shall be to be~~ presented to a meeting of the Board of Trustees within five months of the end of the preceding fiscal year. A copy of such ~~certified~~ statements shall be made available to any member of the Foundation upon request to the Board of Trustees

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ARTICLE XI SEAL

SECTION 11.1 CORPORATE SEAL

The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall be inscribed thereon the name of the Foundation and the words "Corporate Seal, Wyoming".

ARTICLE XII FISCAL YEAR

SECTION 12.1 DEFINITION

The fiscal year of the Foundation shall begin on the first day of January in each calendar year and end on the last day of December of the ~~succeeding~~ same calendar year.

ARTICLE XIII NOTICE

SECTION 13.1 NOTICE

Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any trustee or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by postal mail or electronic mail, addressed to such trustee or member, at his/her address as it appears on the records of the Foundation, with postage thereon upon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or the electronic mail is transmitted.

SECTION 13.2 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons ~~entitled~~ entitled to said notice, whether before or after the time stated therein, shall be equivalent thereto.

**ARTICLE XIV
AMENDMENT OF BY-LAWS**

SECTION 14.1 REQUIRED APPROVAL

Any amendment of these by-laws, including alteration in, repeal of, or addition to any section of these by-laws, or the addition of any new article or section of these by-laws, shall require review by the Board of Trustees and approval by the membership of the Foundation in accordance with the following procedure:

I. Every proposed amendment shall be reviewed promptly by the Board of Trustees. Written notice of any proposed amendment shall be provided to each trustee at least seven days prior to the meeting at which it is to be ~~reveiwed~~reviewed, and recommendations regarding technical corrections, may be approved by the Board of Trustees by a majority vote.

II. Following review by the Board of Trustees in accordance with paragraph (I), submitted, together with any recommendations of the Board of Trustees, to the membership of the Foundation at the next annual meeting of members and shall require for adoption the affirmative vote of two-thirds of the members present and voting at such annual meeting provided, however, that no proposed amendment shall be submitted to the membership less than forty-five days after initial review by the Board of Trustees, and further provided that written notice of the proposed amendment shall be given to each ~~memeber~~member Lions Club at least thirty days prior to the annual meeting of members at which such proposal is to be considered and voted upon.

IN WITNESS WHEREOF: These by-laws have been signed by the initial Board of Trustees hereto, May 21, 1983. (Original document has the names of the Board of Trustees signed therein.)~~in in~~

Updated: July 28, 2001

Updated by 2/3 vote at Annual Meeting, April 14, 2012