

ROCHESTER HILLS LIONS CHARITIES, INC

BYLAWS

ARTICLE I

The name of the Corporation shall be ROCHESTER HILLS LIONS CHARITIES, INC. referred to herein as the Corporation. It shall be licensed by, and under the Jurisdiction of the International Association of Lions Clubs.

ARTICLE II

Purposes. The purpose of the Corporation is to solicit, collect, and otherwise raise money for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; 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 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 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 Rochester Hills Lions Club, Rochester Hills, Michigan. There shall be no dues payable by any member.

### ARTICLE IV

Trustees. The trustees of the Corporation shall be the Directors of the Rochester Hills Lions Club and their term as Trustee in this Corporation shall be concurrent with their term as Director of the Rochester Hills Lions Club .

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

3. 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 the entire board of Trustees.

### 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 Rochester Hills Lions Club , Rochester Hills, Michigan, and their terms shall be concurrent therewith.

2. In the absence or disability of the President, the Vice-President of the Rochester Hills Lions Club that assumes the dutise of the President of that club shsll 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. The officers shall have such duties and shall perform such functions as may be prescribed in these bylaws or assigned by the Trustees from time to time.

#### ARTICLE VI

Meetings. 1. Regular meetings of the Corporation shall be held at the same time and place as regular meetings of the Rochester Hills Lions Club .

2. The annual meeting of the Corporation shall be held 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 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 bylaws 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 membership 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

Dissolution. Upon the dissolution of the corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes for which the Corporation was established, or to an organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Trustees shall determine.