

BY LAWS OF KUSIAK LIONS YOUTH FOUNDATION OF MULTIPLE DISTRICT 22,  
INCORPORATED

BYLAW ONE---- Name and Office

The name of this Corporation shall be the Kusiak Lions Youth Foundation of Multiple District 22, Incorporated, also known as Lions Youth Foundation.

The principal office of the Corporation shall be located at Silver Spring, Montgomery County, Maryland. The Corporation may have such other offices as the Board may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Maryland a registered office, and a registered agent whose office is identical with such registered office, as required by the Laws of the State of Maryland. The registered office may be, but need not be, identical with the principal office in the State of Maryland and the address of the registered office may be changed from time to time by the Board of Trustees.

BYLAW TWO---- Board of Trustees

**Section 1. Powers.** The affairs of the Corporation shall be managed by the Board of Trustees.

**Section 2. The number of Board Members.** For a period not to exceed twelve (12) months following the approval of the Corporation the Board of Trustees shall consist of five (5) members, one appointed from each sub district of Multiple District 22 by that sub district's sitting District Governor. These Trustees will elect their own officers. The initial Trustees shall serve until their successors are duly appointed. Thereafter the Board of Trustees shall consist of three (3) Trustees from each sub district in Multiple District 22, PIP Clement F. Kusiak or a Lion member of his family and a total of three (3) non Lion Advisors who have experience and

interest in youth programs. Lion Trustees shall be members in good standing of a Lions Club in good standing in the sub district of Multiple District 22 from which they are seeking appointment. The Lion Trustees shall be voting members and shall be appointed to staggering terms of one year, two years, and three years so that each succeeding year the sitting District Governor of each sub district need only appoint one three year Trustee. All Lion Trustees shall be appointed by the District Governor of his or her respective sub district at least 30 days prior to the convening of the Multiple District 22 convention of each year. The District Governor of each sub district shall seek the advice of his or her Honorary Committee before making said appointment. Any Trustee shall be eligible to succeed himself or herself. The non-Lion Advisors shall not be voting members and shall be appointed to one-year terms by the Board of Trustees at the annual meeting.

**Section 3. Vacancies.** Any vacancy occurring in the Board of Trustees shall be filled by the District Governor of the District which has the vacancy.

**Section 4. Place of Board of Trustees Meetings.** Meetings of the Board of Trustees, regular or special, will be held at the registered office of the Corporation or such place or places as the Board may designate from time to time.

**Section 5. Annual Board Meetings.** An annual meeting of the Board of Trustees shall be held in conjunction with the Multiple District 22 convention each year, for the reporting of activities and spending, past and future, and for the transaction of any business as may come before the meeting and for the purpose of electing officers and appointing non-Lion Advisors.

**Section 6. Regular Meetings.** Regular Board Meetings will be held at least semi-annually as set by the Chairman of the Corporation.

**Section 7. Special Meetings.** Special Board Meetings may be requested by any Board member but must be called by the Chairman, Vice-Chairman or at least three Board members. The person or persons authorized to call a special meeting of the Board may fix the time and place for holding the special meeting of the Board called by them.

**Section 8. Notice of Special Board Meetings.** Written or printed notice stating the place, day, and hour of any special meeting of the Board will be delivered to each Board Member not less than ten days before the date of the meeting, either personally, by first class mail, or by email with confirmation of receipt, by or at the direction of the Chairman or the Secretary. If mailed, such notice shall be deemed to be delivered when

deposited in the United States Mail by first class mail addressed to each Board member at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting. Attendance of a Board member at any meeting of the Board will constitute a waiver of notice of such meeting except where such Board member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business lawfully called or convened.

**Section 9. Action of Board Members Without a Meeting.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by all of the Board Members.

**Section 10. Quorum for Transaction of Business.** Three-fifths (3/5) of the voting members of the Board shall constitute a quorum for the transaction of business; provided that in no event shall a quorum consist of less than nine voting members of the Board. The act of a majority of the Board present at which a quorum is present shall be the act of the Board unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 11. Committees.** The Board shall have the power to create or terminate committees, each of which shall include at least one Board Member. Any committee so created may be created for a specific duration or for an uncertain period. The committees shall have such power as the Board members may give to such committees. The power of committees shall be stated in the resolution that creates said committees.

**Section 12. Compensation.** Board members as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation therefore.

BYLAW THREE---- Officers (use of the masculine gender in this bylaw is intended to include both the male and female genders)

**Section 1. Composition.** The officers of this Corporation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. Additional offices may be established, as may seem advisable, by amendment to the Bylaws. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary cannot be held by the same person.

**Section 2. Method of Selection of Officers.** The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected by a vote of the Board of Trustees of the Corporation.

**Section 3. Term of Office.** The Chairman, Vice-Chairman, Secretary and Treasurer shall serve a term of one year.

**Section 4. Election of Officers.**

(A) At each annual meeting of the Board of the Corporation, nominations shall be received for the election of new officers. The position of Chairman shall be filled first, Vice-Chairman second, Secretary third and Treasurer fourth. After all the nominations have been received for a position, the Board members vote on the person(s) nominated for that position.

(B) An officer shall be deemed elected if he or she received a majority vote of the Board Members in attendance at such meeting; provided, however, that in no case shall an officer be deemed elected unless a quorum of the Board is present at such meeting.

(C) The officers elected at such meeting shall assume their respective duties on the 1<sup>st</sup> of July immediately following their election.

(D) If, for any reason, the election of officers shall not be held at such annual meeting of the Board, such election shall be held as soon thereafter as possible and all officers shall continue in office until their successor has been elected.

(E) Any elected or appointed officer shall be eligible to succeed himself or herself in office.

**Section 5. Vacancies.** A vacancy in any elected office shall be filled by an election at the next meeting of the Board of Trustees following the occurrence of such vacancy or at a special meeting of the Board of Trustees called for that purpose. Election of an officer to fill a vacancy shall be in the same manner as the election of officers. The term of office for any officer filling such vacancy shall be for the unexpired term of his or her predecessor in office.

**Section 6. Removal of Elected Officers.** Any elected officer may be removed in the following manner. Any Board member may petition for the removal of such officer. Upon receipt of such petition the Board shall call a special meeting of the Board. At such special meeting a 3/5 (three-fifths) vote of the voting members of the Board present at such meeting will remove the officer. Such removal will create a vacancy that

may be filled at the same special meeting or as soon thereafter as convenient as provided for in BYLAW THREE, Section 5.

**Section 7. Chairman.** The Chairman shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board from time to time.

**Section 8. Vice-Chairman.** In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman, or by the Board.

**Section 9. Secretary.** The Secretary shall keep the minutes of the meetings and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate Records; keep a register of the post office address of each Board Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

**Section 10. Treasurer.** If required by the Board, the Treasurer shall give a Board funded bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of BYLAW FOUR of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

BYLAW FOUR---- Operations

**Section 1. Contracts, Checks, Deposits and Funds.**

(A) The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to any officer or officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

(B) All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the Chairman of the Corporation.

(C) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 2. Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of the Board of Trustees. Such books and records of accounts and minutes, in addition to a record giving the names and addresses of the board members, or copies of such records shall be kept by the Secretary. All books and records of the Corporation may be inspected by any Lion member of Multiple District 22 in good standing, or his or her agent or attorney, for any proper purpose at any reasonable time. There shall also be an annual audit of the books and records of the Corporation by a duly qualified person(s) as chosen by the Board of Trustees.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

BYLAW FIVE----

Immunity of Volunteers and Indemnification of Board Members and Officers

**Section 1. Limitation of Liability.** The members of the Board of Trustees of the Corporation and the officers of the Corporation shall receive the full benefit of the immunity provided by the state of Maryland. Liability of a Board Member or officer of the Corporation is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Board member or officer existing at the time of such amendments or

repeal. In addition to the foregoing, a Board member or officer of the Corporation shall not be liable to the fullest extent permitted by any provisions of the statutes of Maryland hereafter enacted that further limits the liability of a Board member or officer.

**Section 2. Right of Indemnification.** Members of the Board of Trustees of the Corporation shall be indemnified by the Corporation to the fullest extent allowable, including attorneys' fees, under the provisions of Maryland.

**Section 3. Insurance.** The Corporation may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as Board member or officer, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this BYLAW FIVE.

**Section 4. Saving Clause.** If this BYLAW FIVE or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Board member and officer as to costs, charges, and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this BYLAW FIVE that shall not have been invalidated and to the fullest extent permitted by applicable law.

BYLAW SIX---- Waiver of Notices

Whenever any notice is required to be given under the provisions of the Laws of Maryland, or under the provisions of the Articles of Incorporation, or the Bylaws of the Corporation, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BYLAW SEVEN---- Amendment To The Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a majority vote of the voting delegates of the Lions of Multiple District 22 at the annual convention of Multiple District 22 or at such regular or special meetings as may be called for the purpose of amending said Bylaws.

IN WITNESS WHEREOF, the Board has unanimously ratified and adopted the foregoing

as the Bylaws of this Corporation, this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

As Amended May 15, 2007