ByLaws Of

Lions 35-I Hearing Foundation, Inc.

ARTICLE I

OFFICES

Section 1. PRINCIPLE OFFICE

The principle office is located at the Secretary's home in the State of Florida

Section 2. CHANGE OF ADDRESS

The change of address will be updated on the State of Florida corporate filing each year.

ARTICLE II

MEMBERSHIP

Section 1. Membership

The membership of the Corporation shall consist of Lions and Leos in good standing within the boundaries of District 35I. There shall be no dues payable by any member.

ARTICLE III

NON PROFIT PURPOSES

SECTION 1. IRS SECTION 501(C)(3). PURPOSES

This organization is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes as, the making of making of distributions to organizations that qualify nonprofit organizations under section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Corporation shall be to solicit, collect and otherwise raise money for the charitable purposes as related to the Lions in District 35-I for hearing outreach, education and conservation, to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes relating to the aims and goals of the Lions 35-I Hearing Foundation, Inc. Included are contributions and grants to other entities or institutions with the same or similar purposes, to assist in the harmonizing and efficiency of charitable work in local communities, all of which shall be within the guidelines of section 501(c)(3) in the Internal Revenue Code.

ARTICLE IV

DIRECTORS

SECTION 1. NUMBER

The Corporation shall have at least one Zone Chair and, or a Region Chair from each zone within the Lions District 35-I. These shall be known as the Board of Directors

SECTION 2. QUALIFICATIONS

Directors of the Corporation shall be identified as Lions in good standing and a Region or Zone Chair. Each Zone in District 35-I, shall have provide at least one member for representation. In the event a Region or Zone Chair declines to serve as a Director in this organization, the District Governor may appoint a Lion Member in good standing, from that Zone, to serve on the board as an alternate.

SECTION 3. POWERS

Subject to the provisions of the laws of the State of Florida and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duties of the Board Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, Articles of Incorporation, or these Bylaws.
(b) Appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation.
(c) Supervise all officers, agents and employees of this corporation to ensure their duties are performed properly.
(d) Meet at such times and places as required by these Bylaws.

(e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed or texted, to them at such addresses shall be valid notices thereof.
(f) Conduct of annual meetings of the membership for the purpose of electing Directors as described in section 5 and conducting other such business as may properly be brought to the annual meeting.

SECTION 5. ELECTION AND TERM OF OFFICE

The Board of Directors shall consist of Zone and Region Chairs, which are appointed by the District Governor.

The President, Vice President, Secretary and Treasurer are picked by the Board and presented as a slate to the general membership to be voted on at the mini convention or other means open to the entire membership prior to July first.

The President and Vice President shall serve 2-year terms and may remain as a consultant if the board agrees or at the request of the District Governor.

The Secretary and Treasurer may remain indefinitely at the Boards annual request.

Advisors may be selected by the Board or appointed by the District Governor. Their term is one year but may serve consecutive terms at the discretion of the Board. Advisors have no voting rights and are not part of the quorum.

SECTION 6. COMPENSATION

The Board members and Officers shall serve without compensation. Expense reimbursement may be authorized by the board for expenses made in conducting the business of the Corporation.

SECTION 7. MEETINGS

Regular meetings of the Board of Directors shall be conducted at, or prior to, the scheduled District 35-I Cabinet meetings, or at such time as the Board determines.

Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, Treasurer or any two Board Members, or, if different, any person authorized under the laws of this state to call special by the person calling the special meeting.

Electronic meetings and voting are permissible methods of conducting the business of this corporation.

The Quorum required for conducting the business of this corporation is one half of the number of members on the board.

SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the articles of incorporation, these Bylaws, or provision of law, the following provisions shall govern giving of notice for meetings of the board of directors:

(a) **Regular meetings.** No notice need be given of any regular meetings of the board of directors.

(b) **Special meetings.** At least one-week prior notice shall be given by the Secretary or President of the corporation to each director of each special meeting of the board. Such notice may be oral, written or any other means but must state the date, time and place of the meeting and also include the matters proposed to be acted upon. The directors shall by any means, acknowledge receipt of the notice within twenty four hours.

(c) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice, signed by the director, must be given to the Secretary of this corporation, whether prior or after the time of the meeting shall be equivalent to giving of such notice.

(d) **Electronic Board Meetings.** The board authorizes the use of electronic board meetings with at least twenty-four hours prior notice by electronic means including a link or address to the electronic platform for the meeting. Other meeting requirements described in section 8 of these Bylaws remain in force. The board is responsible for ensuring only invited guests are given entry to the meeting. If a vote is to take place during the electronic meeting, it must be verified that only authorized voting members are included in the vote tally.

(e) **Quorum for Meetings.** A quorum shall consist of a simple majority of the board of directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be conducted if the required quorum is not present. In such a case, the only motion the chair shall entertain, is one to adjourn the meeting.

SECTION 9. VOTING

Every act or decision made by a majority of the board of directors at a duly held meeting at which a quorum was present, is the action of the board of directors, unless the Articles of Incorporation, these Bylaws or the law of the State, require different voting rules for approval of the matter at hand.

SECTION 10. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in the Presidents absence, the Vice Presidents, by rank, or by a chairperson chosen by the President or the Board of Directors. The Secretary of the corporation shall act as secretary at all board meetings and in the Secretary's absence, the Presiding Officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or, in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 12. VACANCIES

Vacancies on the Board of Directors may exist due to a death, removal or resignation of any Director or may occur when due to a change in Zone Mapping, the number of Directors required changes.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would be left without a duly elected director or a Directors in charge of it's affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on this board shall be filled by appointments of the District Governor with approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be approved by a majority of the directors then sitting in office, or, by a sole remaining director. A person appointed to fill a vacancy on the board, shall remain in office through the end of the Lionistic year, their death, resignation or removal from office.

SECTION 13. NON LIABILITY OF DIRECTORS

The directors shall not be held personally responsible for the debts, liabilities or other obligations of this Corporation.

SECTION 14. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of this corporation shall be indemnified by this Corporation to the fullest extent under the laws of this state.

SECTION 15. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on the behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE V

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of this corporation shall be a President, Vice President(s), a Secretary and a Treasurer.

SECTION 2. QUALIFICATIONS

Any person who is a member in the Lions 35-I Hearing Foundation, Inc. may serve as an officer of this Corporation provided the eligibility requirements of Article V, Section 3 are met. The President must have served as an officer in this corporation, or have been president of another Lions entity, or club previously.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall come from nominations of the board of directors or nominations committee of this corporation. The final slate of officers must be voted on by the board of directors of this corporation prior to an election by the membership at a Cabinet Meeting of Lions District 35-I. The election should be held at the last District Cabinet Meeting in the spring. The election may be by a raise of hands, ballots or electronic or other method as prescribed by the District Elections Chair. A simple majority of all votes collected is all that is required. Should the election of officers fail to be done by the last District Cabinet Meeting of the Lionistic Year, an electronic vote by the members of District 35-I may be used prior to July first. If no election by July first has been completed, The officers shall remain in their respective positions for the new Lionistic year and the directors shall consist of the zone and region chairs in the new Lionistic year.

The Term of office for the officers is 2 years. The President is expected to relinquish the office after the term, to another officer, in the spirit of long-range stability of the corporation. Officers may serve multiple terms, consecutive or not, if the board deems it the best interest of the corporation. During the first year of re districting or other major district change, previous hearing foundation officers or chair persons within the district, and meeting other criteria of these Bylaws, shall be a viable candidate to be appointed by the District Governor in the absence of the existing boards inability to fill any positions necessary according to the Articles of Incorporation, these Bylaws and the Laws of this State.

Upon the death, removal or resignation of any officer, the board may appoint a person to that position, or multiple positions or transfers to complete the Lionistic year.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the President or Secretary at anytime, or to the Board of Directors at a regular meeting of this corporation. Such resignation shall be immediate upon receipt of such notice, or at a designated date in the future. There is no requirement for the Board of this corporation to accept the resignation for it to be effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved and ratified by the Board in regards the employment of any officer or agent of this Corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation removal or any other reason, of any officer, shall be filled by the board of Directors. In the event of any vacancy other than President, the President may appoint, temporarily, someone from the board, to fill that position until such a time that the Board of Directors choses someone that, meets the qualifications of these Bylaws, to fill the vacancy. Vacancies occurring in board appointed positions, may or may not be filled at the discretion of the board.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and shall, subject to control of the board of directors, supervise and control the affairs of the corporation and activities of the officers. The President shall perform all duties incident to the office and other such duties as may be required by law, the Articles of Incorporation, these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside over all meetings of the board of directors and of the membership. Except as otherwise expressly provided law, the Articles of Incorporation or by these Bylaws, the President, in the name of the Corporation, shall execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to time, be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability to act, the Vice President(s), by rank, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

Certify and keep at the principal office of the Corporation, or designated location as directed by the Board of Directors, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at other such place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of the Bylaws or as required by these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any member has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.

Keep, or cause to keep records of the number and type of services provided each Lions year.

Exhibit at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required, by the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive and give receipt for, monies, due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors; taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporations properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements(including grants), gains and losses.

Keep, or cause to keep, a record of all corporation properties including type of device, model number, serial or other identifying number, cost, and dates of acquisition and loss. When devices are loaned, the record shall include the date borrowed, person device was given to, the name of the club, expected term of possession and any special agreements, approved by the board, associated with the loan.

Exhibit at reasonable times the books of accounts and financial records to any director of the corporation or to their agent or attorney, on request, therefore.

Render to the President and directors, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports of the corporation.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, may be authorized by the Board of Directors.

ARTICLE VI

COMMITTIEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors, may by a majority vote of it's members, designate an Executive Committee consisting of five board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may be otherwise provided by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two (2), the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members on the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation may have other such committees from time to time, as may be designated, by resolution of the Board of Directors. These committees may consist of persons not on the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of the committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of the committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. The board may also assign the President as a countersigner, in general, or for instruments exceeding a specified amount, determined by resolution of the Board of Directors

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited within a reasonable time, to the credit of the corporation, in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

Anyone of The Board of Directors, may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VIII

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office.

a) Minutes of all meetings of directors, committees of the board and, all the meetings of it's members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof.
b) Adequate and correct books and records of account, including accounts of its properties, business transactions, accounts of its assets, liabilities, receipts, disbursements, gains and losses.
c) of directors, including names, addresses, contact information and if applicable, termination date. A record of its board
d) A copy of the corporations Articles of Incorporation, and the most recent approved version of these Bylaws.

SECTION 2. CORPORATE SEAL

The seal of the corporation shall be as authorized by the Board of Directors. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right to at any reasonable time, to inspect and copy all books, records and documents of any kind, and to inspect the physical properties of the corporation as hereby stated in these Bylaws and may also have these rights, under the Articles of Incorporation and, by provisions of law. The inspection may be in person, by agent or attorney.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, with written notice to the President, including purpose of such demand, and within a reasonable timeframe, and for a purpose reasonably related to such person as a member. Inspection may be done in person, by agent or attorney.

a) To inspect and copy, the record of names and addresses of the Board Of Directors, all of which have voting rights.
b) To inspect the books, records or minutes of proceedings of the members or of the board or of any committees.
c) Any other inspection rights as granted by law, the Articles of Incorporation, or these Bylaws.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report(s) required under law to be prepared and delivered to the Secretary of this corporation, and to the appropriate Government Agencies, within the time limits set by law.

ARTICLE IX

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure the benefit of, or be distributable to, its members, directors or trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be to the federal government, or to a state or local government, for a public purpose. Such a distribution shall be made in accordance with all applicable provisions of law of this state.

ARTICLE X

AMENDMENTS OF BYLAWS

SECTION 1 AMENDMENTS

These Bylaws may be amended by the general membership of the organization at any regular or special meeting, or electronic vote, by an affirmative vote of the majority of the members present and who vote. The Board of Directors must have first reviewed and voted affirmatively to accept the amendment(s) and approved them being moved to the general membership for a final vote.

ARTICLE XI

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws will be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be the Articles of Incorporation filed with an office of this state and used to establish legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

We, the undersigned, are all directors of this corporation, and we consent to and hereby do adopt, the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation this First **day of March, 2025.**

Signature:	**Printed name**
[signature]	Tim Foreman
CMalone	Christine Malone
Cheryl A Hall	Cheryl A Hall
[signature]	Robert W. Jenkins
[signature]	Drew Ogden
Amy Gephart	Amy Gephart
Jeffrey Myles	JEFFREY MYLES