

By amendment of the Bylaws of Cedar Hill Lions Club Charities, Inc., in accordance with Article 8 thereof, the entirety of the Bylaws in effect on this date are repealed and replaced with the Bylaws herein.

Enacted by majority vote of the members of Cedar Hill Lions Club on _____.

Secretary: _____

**BYLAWS
OF
Cedar Hill Lions Club Charities, Inc.
("Bylaws")**

**ARTICLE I
OFFICES**

Section 1. Registered Office. The Cedar Hill Lions Club Charities, Inc. ("Club Charities") shall at all times maintain in the State of Texas a registered agent, whose business office shall be the registered office of the Club Charities.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The Cedar Hill Lions Club Charities, Inc. is a nonprofit corporation which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The Cedar Hill Lions Club Charities, Inc. is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Texas .

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors ("the Board") shall have the general power to manage and control the affairs and property of the Club Charities, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.

Section 2. Number, Term of Office, Nomination, and Election. (a) The Board shall consist of no fewer than five (5), and no more than eleven (11), members. Directors must be residents of the State of Texas and members, in good standing, of the Cedar Hill Lions Club ("the Club").

(b) Each Director shall hold office for a term of one (1) year and thereafter until a

successor is elected and qualified.

(c) At its April meeting, the Board may prepare a proposed slate of nominees for consideration by The Board of Directors of the Club ("Club Board"). The Club Board shall prepare at each May meeting a slate of nominees as Directors of Club Charities for the upcoming fiscal year, as defined in Article VIII below.

That proposed slate shall be presented to the Club at its first meeting in May. Additional nominations may be made from the floor at that Club meeting by any member of the Club present and in good standing ("Voting Member"). At least one, but no more than two-thirds of the Board nominees shall be from among these specified members of the Club Board for the upcoming fiscal year - President, Vice Presidents, Immediate Past President, Secretary, and Treasurer.

At least 14 days prior to the election designated below, the complete slate of nominees shall be published to all Club members by postal mail and/or electronic mail, and on the Club's website.

(d) The slate of nominees shall be presented to the Club for election at its first meeting in June. Election to the Board shall be by majority vote of the Voting Members. The nominees, if not exceeding the maximum Number of Board members, may be elected by acclamation. Otherwise, each Voting Member shall vote by written ballot and may cast as many votes as the maximum Number of Board members, but no more than one for each nominee. Those nominees, not to exceed the maximum Number of Board members specified above, with at least a majority vote of the Voting Members shall be elected. In the event that more than eleven nominees exceed a majority vote, those eleven with the highest vote totals shall be elected. Ties shall be resolved by written runoff ballot(s) until no more than the maximum Number are elected.

Section 3. Officers. The Board shall designate from among its members at its annual meeting a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate, with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board prior to the expiration of a term shall be filled by such person as shall be elected by the Club Board. A Director so elected to fill a vacancy shall hold office for the unexpired term of the predecessor in office.

Section 5. Annual and Regular Meetings. The Board shall hold an annual meeting in July at such time and place as the Board shall by resolution prescribe. The Board shall hold a monthly meeting at such time and place as the Board shall by resolution prescribe.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable date, hour, and place (within the City of Cedar Hill, Texas) as the date, hour, and place for such special meeting of the Board. The place affixed for such special meeting may be either a physical or

electronic location at which each Director may communicate with all other Directors simultaneously (in person, via conference call, via web chat, via 'reply all' emails, and the like).

Section 7. Notice. Notice of any special meeting of the Board shall be given at least one (1) day previously thereto by email notice delivered personally to each Director at the address shown in the records of the Club Charities. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any special meeting of the Board must be specified in the notice or waiver of notice of such meeting. No other business may be transacted.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall be permitted by written, dated, and signed authorization.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Directors as such shall not receive any remuneration for their services as Directors, but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Club Charities in any other capacity (such as a vendor or supplier) and receiving compensation therefor.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Email shall be considered a valid method of consent in writing

Section 12. Resignation; Removal. (a) A Director may resign from the Board at any time by giving notice of resignation in writing addressed to the President or Secretary of the Club Charities or by presenting written resignation at an annual, regular, or special meeting of the Board. (b) Except as otherwise provided by law, at any meeting of the Board called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office. (c) Except as otherwise provided by law, any Director may be removed, with or without cause and with at least ten (10) days written notice of such intent to all Club members in good standing, at any regular meeting of the Club and by the vote of a majority of the Club members in good standing.

Section 13. 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, Board, or any committee.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. The Board may establish such regular or special committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board. Members of each regular committee shall be appointed by the President and shall serve until resignation or removal by the affirmative vote of a majority of the Board. The President shall appoint members of special committees and they shall serve at the pleasure of the President.

Section 3. Officers. The President may designate from among the members of each regular or special committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board.

Section 7. Powers. Each regular or special committee shall have such powers as the Board may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of the Cedar Hill Lions Club Charities, Inc. shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of the Club Charities. shall be elected by a majority vote of the members of the Board at every annual meeting of the Board, except that new offices may be created and filled at any meeting of the Board. Each Officer shall hold office for a term of one (1) year and thereafter until a successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board, whenever in its judgment the best interests of the Club

Charities. would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Cedar Hill Lions Club Charities, Inc., shall preside at all meetings of the Board and, in general, shall supervise and control all of the business and affairs of the Club Charities.

The President may sign, with the Secretary or any other proper Officer of the Board, Inc. authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board has authorized to be executed; and shall perform all such other duties as may be prescribed by the Board from time to time.

Section 6. Vice President. In the event of the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board elects a successor to the President. The Vice President shall preside at any meetings in the absence of the President and shall perform all such other duties as may be prescribed by the Board from time to time. .

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records; and perform such other duties as from time to time may be assigned to him by the President or by the Board.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the Cedar Hill Lions Club Charities, Inc.; receive and give receipts for monies due and payable to the Club Charities; deposit all such monies in the name of the Club Charities in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned by the President or by the Board.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall present a current financial statement at every Annual or Regular meeting of the Board and shall be responsible for the maintenance of records and books of account. The Treasurer shall also present at the Club's first regular meeting of each month a summary of the financial statement of Club Charities.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any Officer or Officers, agent or agents of the Club Charities, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document

in the name and on behalf of the Club Charities, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Cedar Hill Lions Club Charities, Inc., shall be signed by such Officer or Officers and/or agent or agents of the Club Charities and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds of the Cedar Hill Lions Club Charities, Inc. shall be deposited from time to time to the credit of the Cedar Hill Lions Club Charities, Inc. in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts and Contributions. The Board may accept on behalf of the Club Charities any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Club Charities. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the State of Texas, and any other relevant jurisdiction.

ARTICLE VII BOOKS AND RECORDS

The Cedar Hill Lions Club Charities, Inc. shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII FISCAL YEAR

The fiscal year of Club Charities shall begin on the first day of July and end on the last day of June in each year.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Texas or under the provisions of the Articles of Incorporation or the Bylaws of the Cedar Hill Lions Club Charities, Inc., 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.

ARTICLE X AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the members of the Club in good standing present at any regular meeting of the Club, provided that at least fourteen (14) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.