

Amended June 7, 2014

KANSAS LIONS BAND FOUNDATION, INC.
Bylaws

A NOT-FOR-PROFIT ORGANIZATION
INCORPORATED UNDER THE LAWS OF THE
STATE OF KANSAS

ARTICLE I
Purpose and Organization

Section 1. PURPOSE. This corporation is organized Not-For-Profit, and the objects and purposes to be transacted and carried on are:

- a. To organize, maintain, support, and promote annually, a band consisting of high school students and recent graduates to participate at the Lions State Convention held in Kansas and the Lions International Convention held somewhere in the world. The general purposes of the corporation are to operate solely and exclusively as a charitable, scientific, literary, and educational organization.
- b. To further such objects and purposes, the corporation shall have, and may exercise, all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed as such laws are now in effect or may at any time hereafter be amended. Specifically, this corporation shall have power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property in Kansas, other states of the United States, and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

Section 2. LIMITATIONS. The powers of this corporation are to be limited to the extent such that in all events, and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

- a. This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- b. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

- c. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 3. DISSOLUTION: Upon dissolution of the corporation, the Board of Directors or governing body of the corporation, after paying or providing for payment of all liabilities of the corporation, shall dispose of all the assets of the corporation exclusively: (1) in accordance with the purposes of the corporation, in the manner determined by Board of Directors or governing body, or (2) to organizations qualified for exemption under Sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended [26 U.S.C. 501(c)(3)], and specified by the Board of directors or governing body. Any assets of the corporation not so disposed of shall be disposed of by the District Court of the county where the principal office of the corporation is then located, exclusively for the purposes or to the organizations provided above as determined by the court.

ARTICLE II

Offices

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is hereby located at 231 South Tyler, Wichita Kansas 67209.

Section 2. REGISTERED OFFICE. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State, and certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

ARTICLE III

Membership

Section 1. MEMBERSHIP. Members of this corporation shall consist of all members in good standing of any Lions Club in the State of Kansas. All members are voting members unless otherwise specified in the Articles of Incorporation.

Section 2. HONORARY MEMBERSHIPS. Honorary memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors.

Section 3. TRANSFER OF MEMBERSHIPS. Memberships in the corporation shall be non-transferable. There shall be no transfer or alienation by inter vivos or testamentary devise or otherwise.

Section 4. FINES AND PENALTIES. Fines or penalties are not permitted. The penalty for misconduct is suspension or termination.

Section 5. PLACE OF MEETINGS. All meetings of members shall be held at the principal office of the corporation unless another place within the State of Kansas is designated by the Board of Directors. Notice of all sub-district meetings at which directors (governor directors or non-governor directors) are to be elected, and notice of all annual meetings, shall be given by publication at least once in the Kansas Lions News anytime within six (6) months prior to such meetings; such notice shall specify the place, date, and hour of the meeting.

Section 6. MEETINGS OF MEMBERS. Meetings of members shall consist of either those members within a sub-district of Multiple District 17 of Lions Clubs International, or by all members of Multiple District 17, herein sometimes referred to as "sub-district" and "statewide" meetings, respectively. The annual meeting must be a statewide meeting and held during and at the place of the Kansas Lions State Convention. The Board of Directors shall determine the time and place of all meetings of members unless already specified in the Bylaws.

Section 7. SPECIAL MEETINGS. Special meetings of the members (statewide or sub-district), for any purpose or purposes whatsoever, may be called at any time by the president, a majority of the Board of Directors, or by members holding not less than one-fifth of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meetings shall specify the place, date, and hour of such meeting and the general nature of the business to be transacted.

Section 8. VOTING. Unless the Board of Directors has fixed in advance by resolution a record date for purposes of determining entitlement to vote at any meeting of members the record date for such determination shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Such vote may be *viva voce* or by ballot; provided however, that all elections for the directors must be by ballot upon demand made by a member at any election and before the voting begins.

Section 9. QUORUM. For all meetings of members (statewide and sub-district), twenty-five (25) members shall constitute a quorum for the transaction of business. The voting members present at the duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

Section 10. INSPECTION OF CORPORATE RECORDS. The membership ledger, the books of account, and the minutes of proceedings of the members, the Board of Directors, and the executive committees of directors, shall be open to inspection upon the written demand of any member within five (5) days of such demand at a reasonable hour during the day, if for a purpose reasonability related to his/her interest as a member. A list of members entitled to vote shall be exhibited at any reasonable time at the principal office of the corporation. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, or treasurer of the corporation.

Section 11. INSPECTION OF BYLAWS. The corporation shall keep in its principal office for the transaction of business, the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times at a reasonable hour during the day.

Article IV **Directors**

Section 1. POWERS. Subject to limitations of the Articles of Incorporation, of the Bylaws, and the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First – To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law or with law or with the Articles of Incorporation or the Bylaws, and require from the security for faithful service.

Second – To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefore not inconsistent with the law, with the Articles of Incorporation, or the bylaws as they may deem best.

Third – To change the principal office and registered office of the corporation from one location to another as provided in Article II hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings; to adopt, make, and use a corporate seal, to prescribe the forms of certificates of membership, if any is authorized by the Board of Directors, and to alter the forms of such seal and of such certificates from time to time as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fourth – To appoint all such committees as deemed necessary, and to delegate to such committees any of the powers of the board in the management of the conduct and affairs of the corporation except the power to adopt, amend, or repeal Bylaws. Any such committee shall be composed of two (2) or more directors.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors of the corporation shall be five per sub-district until changed by amendment to this Bylaw. Each of the sub-districts of District 17 shall elect five directors, one "governor director" and four "non-governor directors". Members of the Board of Directors shall be members in good standing of a Lions Club in the State of Kansas.

Section 3. ELECTION AND TERM OF OFFICE. The election of the District Governor by each sub-district shall constitute an election to the office of director of this corporation. Each such governor director shall take office on August 1 following his/her election. His/her term of office as governor director shall be for a period of one year. Service in this capacity shall not prevent his/her consideration for re-election as a non-governor director at any future date.

The non-governor directors shall be elected, four from each sub-district, for a term of two years. The elections in the sub-districts shall be staggered such that two directors are elected to take office each year. Each non-governor director shall take office on August 1 following his/her election. All directors shall hold office until their respective successors are elected. Any director can be removed from office at any time for good cause, however, by majority vote of the voting members of his/her sub-district; or, may be removed without cause by two-thirds vote of the voting members of his/her sub-district.

Section 4. VACANCIES. Non-governor vacancies on the Board of Directors shall be filled by appointment by the current Lions Governor of that respective district. Governor director vacancies shall be filled by the District Governor appointed by the Board of Directors of Lions Clubs International.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation, or removal of any director, or if the authorized number of directors be increased, or if any director or directors elected shall refuse to serve.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his/her term of office.

Section 5. PLACE OF MEETING. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. ANNUAL MEETING. Immediately following each annual meeting of members, the Board of Directors shall hold an annual meeting. At such annual meeting, the Directors who will take office on the following August 1, and those who will continue in office on the following August 1, shall elect officers who will take office on the following August 1. Notice of the annual meeting is hereby dispensed with.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of directors shall be held without call or notice if the Board of directors designates the time and place of the regular meeting(s) at an annual meeting; provided however, should said day fall upon a legal holiday, then said meeting shall be at the same time on the next day thereafter ensuing which is not a legal holiday.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he/she is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least fifteen (15) days before the date of such meeting or be hand delivered at least seven (7) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon and addressed to the director at his/her residence or usual place of business.

Section 9. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned and if the adjourned meeting takes place within thirty (30) days.

Section 10. QUORUM. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 11. MEETING BY TELEPHONE. Members of the Board of Directors of the corporation, or any committee designated by such board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear one another and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. ADJOURNMENT. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 13. FEES AND COMPENSATION. Directors shall not receive any salary for their services as directors, but, by resolution of the board, adopted in advance of or after the meeting for which payment is to be made, expense reimbursement according to rules of audit as set forth by Lions Clubs International for expenses of attendance may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefore.

ARTICLE V

Officers

Section 1. OFFICERS. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be elected by the Board of Directors at the annual meeting, and each shall hold his/her office for one year beginning on the next August 1 and until he/she shall resign or shall be removed or otherwise disqualified to serve or his/her successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority to perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time specify, and shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. COMPENSATION OF EMPLOYEES. Employees of the corporation shall receive such compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services or by employment contracts entered into by the Board of Directors.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office at any regular or special meeting of the board, or, except in case of any officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Section 7. PRESIDENT. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the conduct and officers of the corporation. He/she, or a member of the Board of Directors designated by him/her, shall preside at all meetings of the members. He/she shall preside at all meeting of the Board of Directors. He/she shall be an ex-officio member of all the standing committees, including the executive, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors of these Bylaws.

Section 8. VICE-PRESIDENT. In the absence or disability of the president, the vice-president or vice-presidents if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, 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 upon, the president. The vice-presidents shall have such other power and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these bylaws.

Section 9. SECRETARY. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or other such place as the Board of Directors may order. Such book of minutes shall contain records of all meetings of directors and members with the time and place of holding, whether regular or special, and if special, how authorized and the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept at the principal office, a membership list showing the names of the members and their addresses.

The secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 10. TREASURER. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all corporate monies and other valuables into such depositories as may be designated by the Board of Directors; these deposits shall be in the name of, and to the credit of, the corporation. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the president and directors, whenever the request it, an account of all of his/her transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of directors or these bylaws. He/she shall be bonded as required by the Board of Directors.

ARTICLE VI

Miscellaneous

Section 1. USE OF ROBERTS RULES OF ORDER. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of directors.

Section 3. ANNUAL REPORT. An annual report shall be made to members, and the Board of directors may cause the report to be made to the Kansas Lions State Council and to all Lions Clubs of Kansas.

Section 4. CONTRACTS, DEEDS, ETC., HOW EXECUTED. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, 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 for any purpose in any amount; provided however, that any deeds or other instruments conveying lands or any interest therein, shall be executed on behalf of the corporation by the president or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president.

Section 5. FISCAL YEAR. The fiscal year shall be the calendar year.

ARTICLE VII

Amendments

Section 1. POWER OF MEMBERS. These Bylaws shall be amended only upon approval by majority vote of those present at an annual meeting of members (a state wide meeting) at which a quorum is present.

ARTICLE VIII

Section 1. This corporation will seek to enhance the image of Lionism.

Section 2. The purpose of this corporation shall be consistent and not in conflict with the goals and activities of the International Association of Lions clubs.

Section 3. This corporation shall use the Lion name and emblem prominently in its name and operation, including literature, promotional material, and activities.

Section 4. No voting provided for in the Bylaws or in these Articles of Incorporation shall be by proxy.

Section 5. This corporation shall not assess or require any mandatory dues of its members or of any Lions Clubs.