

Bylaws
Of
SAN DIEGO UNITED LIONS CLUB
A California Public Benefit Corporation

**ARTICLE 1
OFFICES**

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is 4609 Convoy Street, Suite A, San Diego, California 92111.

SECTION 1.2 CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

Dated: _____
Dated: _____
Dated: _____

SECTION 1.3 OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 2.1 OBJECTIVES AND PURPOSES

(a) The primary objectives and purposes of this corporation are:

- (1) To create and foster a spirit of understanding among the peoples of the world;
- (2) To promote the principles of good government and good citizenship;
- (3) To take an active interest in the civic, cultural, social and moral welfare of the community;
- (4) To unite the clubs in the bonds of friendship, good fellowship and mutual understanding;
- (5) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members;
- (6) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors; and
- (7) Generally to carry out at the San Diego community, the principles and teachings of the International Association of Lions Clubs, a service club organization with whom San Diego United Lions Club is affiliated.

(b) To further its objectives and purposes, this corporation may:

- (1) Provide community services;
- (2) Solicit, collect and otherwise raise money for charitable purposes;
- (3) Contribute, disburse, and otherwise handle and dispose of money for charitable purposes;
- (4) Make contributions to other Lions entities;

provided that all of the above activities are permitted by section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3
MEMBERS**

SECTION 3.1 DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of

incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, preferences, restrictions, and conditions.

SECTION 3.2 QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: people who share a core belief that community is what we make it.

SECTION 3.3 ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon completion of a membership application form and upon payment of membership dues and a one-time membership fee.

SECTION 3.4 FEES, DUES, AND ASSESSMENTS

- (a) The following fee shall be charged for submitting an application for membership in the corporation: \$30 one-time membership fee for each individual and for each family of up to five family members.
- (b) The annual dues payable to the corporation by members shall be \$120.00.
- (c) Memberships shall be non-assessable.

SECTION 3.5 NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 3.6 RECORD OF MEMBERSHIP

- (a) The corporation shall keep a record of membership which includes the name and address for each member. Termination of membership of any member shall be recorded, together with the date of termination of such membership. Such record shall be kept at the corporation's principal office.
- (b) The record of names and contact information of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 3.7 NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 3.8 NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 3.9 TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally, by mail, or by email; such membership to terminate upon the date of delivery of the notice if notice is given in person or by email, or upon the date of receipt of the mail if notice is given by mail.

(2) Upon a failure to pay his or her membership dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, mailed, or emailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period.

(b) No refund of membership dues.

There shall be no refund of membership dues if termination is made pursuant to subparagraph (a) (1) of this section.

SECTION 3.10 RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 3.11 AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of section 5342 of the California Corporations Code.

**ARTICLE 4
MEETINGS OF MEMBERS**

SECTION 4.1 PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.

SECTION 4.2 REGULAR MEETINGS

(a) The members shall meet annually on the third Sunday of March in each year, at 4 o'clock p.m., for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only.

(b) In addition to the annual meeting described in subsection (a) of this section, the members shall also meet monthly on the third Sunday of each month, at 4 o'clock p.m. for the purpose of transacting any business as may come before the meeting.

(c) The annual meetings described in subsection (a) of this section and the monthly meetings described in subsection (b) of this section shall be deemed regular meetings and any reference in these bylaws to regular meetings of members refers to these annual and monthly meetings.

SECTION 4.3 SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4.4 NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally, by mail, email, or other means of written communication, addressed to the member at the address or email address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. Notice shall not be given by email by the corporation under this subsection after either of the following: (1) the corporation is unable to deliver two consecutive notices to the member by that email address; or (2) the inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, or other person responsible for the giving of the notice.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and the means of electronic transmission by and to the corporation by which members may participate in that meeting, and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying

the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by email to the chairperson of the board, president, vice president, or secretary of the corporation. The officer receiving the request shall cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of directors without cause;
- (2) Filling of vacancies on the board by members;
- (3) Amending the articles of incorporation; and
- (4) An election to voluntarily wind up and dissolve the corporation.

SECTION 4.5 QUORUM FOR MEETINGS

(a) What constitutes a quorum. A quorum shall consist of one-third of the voting members of the corporation.

(b) Loss of a quorum. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum., unless the vote of a greater number is required by law or the articles of the corporation or other provisions of these bylaws.

(c) Adjournment without a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes but no other business may be transacted, except as provided in subsection (b) of this section.

SECTION 4.6 MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or other provisions of these bylaws, requires a greater number.

SECTION 4.7 VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members.

SECTION 4.8 CONDUCT OF MEETINGS

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 4.9 VOTING BY ELECTRONIC TRANSMISSION

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication. The corporation shall implement reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings. If any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action shall be maintained by the corporation.

SECTION 4.10 ACTION BY WRITTEN BALLOT WITHOUT A MEETING

(a) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the

corporation and responses may be returned to the corporation by electronic transmission to the corporation.

(b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to the corporation.

(c) All solicitations for written ballots shall indicate the number of responses needed to meet the quorum requirement and, except for ballots for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received by the corporation in order to be counted.

(d) Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(e) Directors may be elected by written ballot.

(f) A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 4.11 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 4.12 RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, entitled to vote, entitled to cast written ballots, or entitled to exercise any other rights with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to section 5611 of the California Corporations Code.

**ARTICLE 5
DIRECTORS**

SECTION 5.1 NUMBER

The corporation shall have not fewer than three (3) nor more than twenty-nine (29) directors, with the exact number to be fixed within these limits by approval of the members.

SECTION 5.2 POWERS

Subject to the provisions of the California Corporations Code and any limitations in the articles of incorporation and bylaws relating to action required 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 5.3 DUTIES

It shall be the duty of the directors to:

- (1) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (2) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if allowed, of all officers, agents, and employees of the corporation;
- (3) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (4) Meet at such times and places as required by these bylaws;
- (5) Register their addresses and email addresses with the secretary of the corporation and notices of meetings mailed to them at such addresses or sent to them at such email addresses shall be valid notices thereof.

SECTION 5.4 TERMS OF OFFICE

(a) Each director shall hold office until his or her term expires. The term of office of the members of the board shall be staggered such that the term of office of half of the board will expire in a given year while the term of office of the other half will expire in the following year.

(b) Half of the initial board of directors shall serve a term of one year and the other half of the initial board of directors shall serve a term of two years. Thereafter, the term of each director shall be two years.

SECTION 5.5 COMPENSATION

(a) Directors shall serve without compensation.

(b) Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and approved in advance by the board of directors in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

SECTION 5.6 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either:

- (1) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
- (2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 5.7 PLACE OF MEETINGS

(a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of directors.

(b) Any meeting, regular or special, may be held by any means allowed, and in the manner provided, by the California Corporations Code.

SECTION 5.8 REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held on a time and at a place to be fixed by the board of directors.

SECTION 5.9 SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 5.10 NOTICE OF MEETINGS

- (a) Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the board.
- (b) Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally, by email, or by telephone.
- (c) If sent by mail, the notice shall be deemed to be delivered on its deposit with the United States Postal Service. Such notices shall be addressed to each director at his or her address or email address as shown on the books of the corporation.
- (d) Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 5.11 CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 5.12 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- (a) The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting

each director not present signs a waiver of notice, or a written consent to holding the meeting, or a written approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Directors who attend a meeting without protesting, prior to the meeting or at its commencement, the lack of notice for that meeting, shall be deemed to have received proper notice of that meeting.

SECTION 5.13 QUORUM FOR MEETINGS

(a) A quorum shall consist of the majority of the number of directors approved by the members.

(b) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number as may be required by law, the articles of this corporation, or these bylaws.

SECTION 5.14 MAJORITY ACTION AS BOARD ACTION

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 is the act of the board of directors, unless provisions of the California Corporations Code, particularly those provisions relating to appointment of committees (section 5212), approval of contracts or transactions in which a director has a material financial interest (section 5233), and indemnification of directors (section 5238(e)), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 5.15 CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 5.16 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all directors individually or collectively consent in writing to such action and if, subject to section 5224(a) of the California Corporations Code, the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board of directors. The action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority. For purposes of this section, "all directors" shall not include any "interested director" as defined in section 5233 of the California Corporations Code.

SECTION 5.17 VACANCIES

(a) The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under section 5230 and following of the California Corporations Code.

(b) If this corporation has fewer than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

(c) Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

(d) Except upon notice to the Attorney General of the State of California, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

(e) Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice, or (3) a sole remaining director. Vacancies created by the removal of a director may be filled only by approval of the members.

(f) The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

(g) A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

SECTION 5.18 ADVISORY BOARD OR COUNCIL

(a) The board of directors may appoint an "advisory board" or "advisory council" to assist the board in carrying out the purposes of the corporation. Such advisory board or council may consist of persons who are not also members of the corporation. The advisory board or council shall act in an advisory capacity only to the board and shall be clearly titled as "advisory."

(b) No advisory board or council shall have the powers of the board of directors. The board of directors shall not delegate any duties to the advisory board or council that shall be contrary to these bylaws or the California Corporations Code.

(c) A majority of the whole advisory board or council shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the advisory board or council.

(d) Members of the advisory board or council shall serve without compensation.

(e) Members of the advisory board or council may not be compensated for rendering services to the corporation in any capacity other than members of the advisory board or council unless such other compensation is reasonable and approved in advance by the board of directors in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

SECTION 5.19 NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 5.20 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

(a) To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

(b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings may be provided by this corporation and only to the extent allowed by, and in accordance with section 5238 of the California Corporations Code.

SECTION 5.21 INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Corporations Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, in accordance with the provisions of section 5238 of the California Corporations Code.

**ARTICLE 6
OFFICERS**

SECTION 6.1 NUMBER OF OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, as determined by the board of directors, a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices

may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 6.2 QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office for one year.

SECTION 6.3 REMOVAL AND RESIGNATION

- (a) Any officer may be removed, either with or without cause, by the board of directors, at any time.
- (b) Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (c) The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

SECTION 6.4 VACANCIES

Any vacancy caused by the resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6.5 DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless

another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 6.6 DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president 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 6.7 DUTIES OF SECRETARY

The secretary shall:

- (1) Certify and keep at the principal office of the corporation the original or a copy of these bylaws as amended or otherwise altered to date.
- (2) Prepare notice for meetings, agendas, minutes, solicitation of ballots, reports, statements, and other documents as may be required by law, the articles of this corporation, or these bylaws.
- (3) Prepare and submit to governmental entities all necessary or appropriate registrations, filings, and applications on behalf of the corporation.
- (4) Give notices of meetings of directors, members, and committees.
- (5) Be custodian of the records of the corporation and keep at the principal office of the corporation or at such other place as the board may determine, minutes of meetings and other corporate records.
- (6) Maintain an updated membership record containing the name, address, and other contact information of each member, and, in the case where any membership has been terminated, the date on which such membership ceased.

(7) Perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 6.8 DUTIES OF TREASURER

Subject to the provisions of Article 8 of these bylaws, the treasurer shall:

- (1) 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.
- (2) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors.
- (4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (5) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- (6) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (7) Perform all other duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 6.9 COMPENSATION

- (a) Officers shall serve without compensation.
- (b) Officers may not be compensated for rendering services to the corporation in any capacity other than officer unless such other compensation is reasonable and approved in advance by the board of directors in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

**ARTICLE 7
COMMITTEES**

SECTION 7.1 EXECUTIVE COMMITTEE OF THE BOARD

(a) The board of directors may, by a majority vote of the directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (1) The approval of any action which, pursuant to law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
 - (2) The filling of vacancies on the board or on any committee that has the authority of the board.
 - (3) The fixing of compensation of the directors for serving in a capacity other than director.
 - (4) The amendment or repeal of bylaws or the adoption of new bylaws.
 - (5) The amendment or repeal or any resolution of the board.
 - (6) The appointment of committees of the board or the members thereof.
 - (7) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
 - (8) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest.
- (b) The 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.
- (c) More than one committee may be formed by the board.

SECTION 7.2 MEETINGS AND ACTION OF COMMITTEES

Meetings and action 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 meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of

committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

SECTION 7.3 COMPENSATION

- (a) Committee members shall serve without compensation.
- (b) Committee members may not be compensated for rendering services to the corporation in any capacity other than committee member unless such other compensation is reasonable and approved in advance by the board of directors in accordance with this corporation's conflict of interest policy, as set forth in Article 11 of these bylaws.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 8.1 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 8.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as 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 at least two of the following three officers: the president, the secretary, and the treasurer of the corporation.

SECTION 8.3 DEPOSITS

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 of directors may select.

SECTION 8.4 GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 9.1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (1) Minutes of all meetings of directors, committees of the board, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (3) A record of its members, indicating their names, addresses, any other contact information and, if applicable, the termination date of any membership;
- (4) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 9.2 DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 9.3 MEMBERS' INSPECTION RIGHTS

- (a) Every member shall have the right to inspect the corporation's membership list, accounting books and records, and minutes of proceedings, to the extent allowed by and subject to the limitations provided in sections 6330 to 6333 of the California Corporations Code.
- (b) The membership list of this corporation is a corporate asset. Without consent of the board, the membership list or any part thereof may not be obtained or used by any person for any purpose not reasonably related to a member's interest as a member. Without limiting the

generality of the foregoing, without the consent of the board the membership list or any part thereof may not be:

- (1) Used to solicit money or property unless such money or property will be used solely to solicit the vote of the members in an election to be held by the corporation.
- (2) Used for any purpose which the user does not reasonably and in good faith believe will benefit the corporation.
- (3) Used for any commercial purpose or purpose in competition with the corporation.
- (4) Sold to or purchased by any person.

SECTION 9.4 ANNUAL REPORTS

The board shall cause an annual report to be sent to the members in accordance with and to the extent required by section 6321 of the California Corporations Code.

SECTION 9.5 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

The corporation shall furnish to all members and directors an annual statement of specific transactions in accordance with the provisions of and to the extent required by section 6322 of the California Corporations Code.

ARTICLE 10 FISCAL YEAR

SECTION 10.1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the 1st of July in each year and end on the 30th of June in the following year.

ARTICLE 11 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 11.1 PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in

section 4958(f)(1) of the Internal Revenue Code or which might result in a possible "excess benefit transaction." This policy is intended to supplement but not to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 11.2 DEFINITIONS

(a) Interested Person.

Any director, officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in section 4958(f)(1) of the Internal Revenue Code, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - (2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under section 11.3(b) of these bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 11.3 CONFLICT OF INTEREST AVOIDANCE PROCEDURES

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to

the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing a Conflict of Interest.

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether it should enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 11.4 RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 11.5 COMPENSATION APPROVAL POLICIES

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services in a capacity other than director is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services in a capacity other than committee member is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (d) When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of these bylaws as well as the preceding paragraphs of this section of these bylaws, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(1) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

(2) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this corporation and a "disqualified person" (as defined in section 4958(f)(1) of the Internal Revenue Code):

- (i) Is not the person who is the subject of compensation arrangement, or a family member of such person;
- (ii) Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
- (iii) Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
- (iv) Has no material financial interest affected by the compensation arrangement; and
- (v) Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(3) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

- (i) Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources.
- (ii) The availability of similar services in the geographic area of this corporation.
- (iii) Current compensation surveys compiled by independent firms.
- (iv) Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

(4) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

- (i) The terms of the compensation arrangement and the date it was approved.

- (ii) The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
- (iii) The comparability data obtained and relied upon and how the data was obtained.
- (iv) If the board or compensation committee determines that reasonable compensation for a specific position in this corporation or for providing services under any other compensation arrangement with this corporation is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
- (v) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
- (vi) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- (vii) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

SECTION 11.6 ANNUAL STATEMENTS

Each director, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy;
- (2) Has read and understands the policy;
- (3) Has agreed to comply with the policy; and
- (4) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 11.7 PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 11.8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in section 11.7 of these bylaws, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE 12
AMENDMENT OF BYLAWS**

SECTION 12.1 AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (1) Subject to the power of members to change or repeal these bylaws under section 5150 of the California Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (2) of this section; or
- (2) By approval of the members of this corporation.

**ARTICLE 13
AMENDMENT OF ARTICLES**

SECTION 13.1 AMENDMENT OF ARTICLES

- (a) Amendment of the articles of incorporation may be adopted at any regular or special meeting of the members of the corporation, at which a quorum is present, by affirmative vote of a majority of the votes represented and voting, providing the board of directors has previously approved the amendments.
- (b) One-third of the voting power shall constitute a quorum at a meeting of members of the corporation.
- (c) No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail, electronic transmission, or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

**ARTICLE 14
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**


SECTION 14.1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided, that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons acting as the initial directors of SAN DIEGO UNITED LIONS CLUB, a California nonprofit corporation, consent to, and hereby do, adopt the foregoing bylaws, consisting of 31 pages, as the bylaws of this corporation.

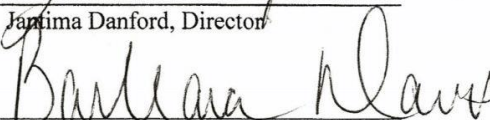
Dated: 7/15/2012


Allen W. Chan, Director

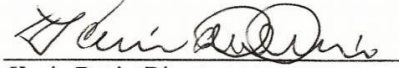
Dated: 8/1/2012


Janima Danford, Director

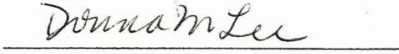
Dated: 7/15/2012


Barbara Davis, Director

Dated: 7/15/2012


Kevin Davis, Director


Dated: 7/15/2012


Donna Lee, Director

Dated: 7/31/2012


Edmund Lo, Director


Dated: 7/15/2012


Judy So, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of SAN DIEGO UNITED LIONS CLUB, a California public benefit corporation, and that these bylaws were adopted by resolution of the board of directors on July 5, 2012 and by the members of said corporation on July 15, 2012.

Dated: 8/1/12


Kevin Davis, Secretary