

**BYLAWS**  
**OF**  
**DISCOVERY BAY LIONS FOUNDATION**

A Non-Profit Corporation

**Adopted April 7, 2015**  
**Amended June 8, 2015**  
**Amended June 9, 2016**

**ARTICLE I**

**BOARD OF DIRECTORS**

**1. Power of Board and Qualification of Directors**

The business of the Foundation shall be managed by the Board of Directors. Each director shall be at least eighteen years of age.

**2. Number of Directors**

The number of directors constituting the entire Board of Directors shall be determined by the Lions Club of Discovery Bay. The number of Directors shall be a minimum of 4 Directors.

**3. Appointment and Term of Directors**

After the annual elections of Officers and Board of Directors, the Lions Club of Discovery Bay will appoint Board of Directors of the Foundation. The Lions Club of Discovery Bay will determine the term of each Director.

**4. Quorum of Directors and Action by the Board**

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**5. Meetings of the Board**

The Board of Directors shall meet at least 10 times each fiscal year. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board. Any one or more members of the Board of Directors may participate in meetings by means of a conference telephone or similar communications equipment.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, Pacific Time, on the third day prior to the meeting or by email, written message or orally not later than noon, Pacific Time, on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by email at the time of filing; or by messenger at the time of delivery. Notices by mail, email or messenger shall be sent to each director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

## **6. Resignations**

Any director of the Foundation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Foundation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

## **7. Removal of Directors**

Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the directors.

## **8. Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

## **9. Executive and Other Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more directors and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the filling of vacancies in the Board or in any committee; (b) the fixing of compensation of the directors for serving on the Board or on any committee; (c) the amendment or repeal of the bylaws, or the adoption of new bylaws;

(d) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (e) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

Each such committee shall serve at the pleasure of the Board of Directors.

### **10. Compensation of Directors**

The Board of Directors shall not receive compensation for services in any capacity.

### **11. Interest of Directors in a Transaction**

Unless shown to be unfair and unreasonable as to the Foundation, no contract or other transaction between the Foundation and one or more of its directors, or between the Foundation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, as the case may be.

## **ARTICLE II**

### **OFFICERS**

#### **1. Election of Officers**

The Board of Directors, as soon as may be practicable after the annual appointment of directors, shall elect a President, a Secretary, and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers.

#### **2. Other Officers**

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

#### **3. Compensation**

The salaries of all agents of the Foundation shall be fixed by the Board of Directors. Officers of the Foundation will not be eligible for a salary.

#### **4. Term of Office and Removal**

Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of Board of Directors. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

#### **5. President**

The President shall be the chief executive officer of the Foundation, shall have general and active management of the business of the Foundation and shall see that all orders and resolutions of the Board of Directors are carried into effect

The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Foundation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation.

#### **6. Vice Presidents**

The Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

#### **7. Secretary and Assistant Secretaries**

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Foundation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Foundation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by his signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## **8. Treasurer and Assistant Treasurers**

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Foundation.

If required by the Board of Directors, the Treasurer shall give the Foundation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Foundation, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Foundation.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## **9. Books and Records**

The Foundation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Foundation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Foundation except as conferred by statute or as so authorized by the Board.

## **10. Checks, Notes, etc.**

All checks and drafts on, and withdrawals from the Foundation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Foundation, shall be signed by at least 2 persons on its behalf by the persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

## **ARTICLE III OTHER MATTERS**

### **1. Corporate Seal**

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

## **2. Fiscal Year**

The fiscal year of the Foundation shall be the twelve months ending June 30th, or such other period as may be fixed by the Board of Directors.

## **3. Amendments**

Bylaws may be adopted, amended or repealed by a majority the Board of Directors.