

**BY-LAWS
OF
RIDGEFIELD LIONS CHARITIES
a non-profit organization**

ARTICLE I

Name

The name of this corporation shall be: Ridgefield Lions Charities; referred to herein as the corporation. It shall be licensed by, and under the jurisdiction of the Ridgefield Lions Club and The International Association of Lions Clubs.

ARTICLE II

Purposes

The purpose of this corporation are as set out in its articles of incorporation.

ARTICLE III

Membership

The membership of the corporation shall consist of those individuals who are members in good standing of the Ridgefield Lions Club, Ridgefield, Clark County, Washington.

There shall be no dues payable by any member.

ARTICLE IV

Officers and Directors

4.1 The officers of the corporation shall be the officers of the Ridgefield Lions Club and their term as an officer of this corporation shall be concurrent with their term as an officer of the Ridgefield Lions Club.

4.2 Regular meetings of the directors shall be held monthly at such time and place as the directors shall determine.

4.3 Special meetings of the directors shall be held when called by the president, or

when requested by three or more directors, at such time and place as the president shall determine.

4.4 The presence in person of a majority of the directors shall constitute a quorum at any meeting of the directors. Except as otherwise specifically provided, the act of a majority of directors present at any meeting of directors shall be the act and decision of the entire Board of Directors.

4.5 The duties of the Board of Directors shall be (a) to transact such business of the corporation as shall be necessary; (b) to approve all expenditures and contributions consistent with the purposes of the corporation; (c) to report to the corporation on the activities and financial status; (d) to prepare and submit to the corporation a budget for the fiscal year; (e) to appoint any committee.

4.6 The duties of the officers shall be the same as the duties of the officers of the Ridgefield Lions Club.

ARTICLE V

Meetings

5.1 Regular meetings of the corporation shall be held at the same time and place as regular meetings of the Ridgefield Lions Club.

5.2 The annual meeting of the corporation shall be held in _____ of each year as determined by the directors.

5.3 Special meetings of the corporation may be called by the president and shall be called by the president when requested by the directors. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of the corporation, by mail or personal delivery, at least ten (10) days prior thereto.

5.4 A majority of members present at any regular or special meeting shall be a quorum and except as otherwise specifically provided, the act of a majority of members present shall be the act of the corporation.

ARTICLE VI

Practice

Roberts Rules of Order, as revised from time to time, shall determine all questions of order and procedure for any meeting of the corporation, directors or any committee.

ARTICLE VII

Amendments

The corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

THE FOREGOING BY-LAWS WERE APPROVED AND ADOPTED on
March 24, 1997.

Ridgetfield Lions Club
Ronald J. Jager, President

ATTEST:

Ridgetfield Lions Club
Patricia D. Stucky, Secretary