

CONSTITUTION AND BYLAWS

OF

LIONS BLIND & CHARITY FUND, INC.

A Corporation governed by the
Not-for-Profit Corporation Law of New York

CONSTITUTION

ARTICLE I

The name of the Corporation is Lions Blind & Charity Fund, Inc. (the “Corporation”).

ARTICLE II

The purposes for which the Corporation has been formed are set forth in the certificate of incorporation of the Corporation. Subject to the limitations in the certificate of incorporation and applicable law, the Board of Directors of the Corporation shall (a) apply moneys and property received by the Corporation to appropriate uses and expenses, including without limitation, investments, and (b) shall annually expend such portion of the moneys and property of the Corporation as it shall deem appropriate for Charitable Purposes, as hereinafter defined. In making determinations concerning such application and expenditures, the Board of Directors may give due consideration to the need to maintain capital for the continued production of earnings for future application and expenditures.

“Charitable Organizations” shall have the meaning provided in the certificate of incorporation of the Corporation, which currently is as follows:

Corporations, trusts, funds, foundations or community chests organized and operated exclusively for Charitable Purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

“Charitable Purposes” shall have the meaning provided in the certificate of incorporation of the Corporation, which currently is as follows:

Religious, charitable, scientific, literary, or educational purposes, as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute, and only such purposes as constitute public charitable purposes under the laws of the State of New York.

ARTICLE III

The Corporation shall operate in District 20-N of MD-20 of New York State & Bermuda Lions Clubs Incorporated as well as in the area served by the Lions Club of Arcade. The principal office of the Corporation shall be located in the County of Erie, State Of New York.

ARTICLE IV

The Corporation shall be managed by the Board of Directors. Each Member Club of the Corporation, as hereinafter defined, shall be deemed a special membership district or section and accordingly shall appoint two directors and two alternates, as more fully provided in the By-Laws portion of this Constitution and By-Laws.

BYLAWS

ARTICLE I

MEMBER CLUBS

Section 1. Classification of Members. The membership of the Corporation shall consist of (a) General Members and (b) Associate Members. General Members and Associate Members shall have full and equal voting rights as members of the Corporation and shall be referred to jointly in these By-Laws as "Member Clubs." Only Lions Clubs that are located within the geographic area served by the Corporation, as identified in Article III of the Constitution, are eligible to be Member Clubs. New Member Clubs shall be admitted only as Associate Members and only upon the invitation of the Board of Directors of the Corporation. A Lions Club cannot simultaneously be a General Member and an Associate Member.

Section 2. General Members. Each General Member has made a capital contribution of \$200 for each General Membership unit. Each General Member shall be entitled to one vote as a Member Club of the Corporation, regardless of the number of General Membership units the General Member has. No General Member may hold more than ten General Membership units. Notwithstanding the preceding sentence, no additional General Membership units or capital certificates for additional General Membership units shall be issued. Each General Membership unit shall be evidenced by a capital certificate.

Section 3. Associate Members. Associate Members shall pay the Corporation an initiation fee and make an annual contribution to the Corporation in such amount as the Board of Directors shall determine. The contribution for each year shall be made on or before January 31 of each year. An Associate Member who fails to make such annual contribution shall not have the right to cast a vote at any meeting of the Member Clubs. Initiation fees and annual contributions are not refundable.

Section 4. Evidence of Membership. Membership in the Corporation shall be evidenced by the inclusion of the Member Club's name and classification, whether General or Associate, in a list of Member Clubs to be maintained under the direction of the Secretary. Admission to

membership may be evidenced by the issuance of capital certificates, in the case of General Members, or membership certificates, in the case of Associate Members. The list maintained by the Secretary shall also include the number of General Membership units possessed by each General Member.

Section 5. Honorary Members. Any Lion who has rendered extraordinary meritorious service to the Corporation or who through his own efforts has accomplished results worthy or recognition may be elected by a two-thirds vote of the Board of Directors to be an honorary member of the Corporation. Honorary members shall not be required to pay a capital contribution or make any annual contribution and shall not have any vote nor any of the other rights or privileges of Member Clubs.

Section 6. Transferability. No membership interest, right or privilege is transferable by operation of law or otherwise (including without limitation by merger, consolidation or distribution upon dissolution). A Member Club that (a) participates in a merger or consolidation and is not the surviving corporation of such merger or consolidation or (b) dissolves or otherwise liquidates shall be deemed to have voluntarily withdrawn from the Corporation and, in the case of a General Member, its capital contribution may be redeemed as permitted by the Certificate of Incorporation. This section shall not be deemed to prohibit the use of proxies for voting purposes.

ARTICLE II

MEETINGS OF MEMBER CLUBS

Section 1. Annual Meeting. The annual meeting of the Member Clubs of the Corporation shall be held each year at such time and at such place within the State of New York as the Chairman or a Vice Chairman shall determine and the notice of the meeting shall specify.

Section 2. Special Meetings. Special meetings of the Member Clubs may be called by the Board of Directors or by the Chairman or a Vice Chairman, and shall be called by the Chairman or a Vice Chairman at the request in writing of at least one-third of the Member Clubs of the Corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Member Clubs shall be held at such time and at such place within the State of New York as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings. Written notice of each meeting of the Member Clubs shall be given, personally or by mail, not less than fifteen (15) days before the date of the meeting, to each voting member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the voting member at his or her address as it appears on the record of Member Clubs. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or

purposes set forth in the notice.

Section 4. Quorum. At each meeting of Member Clubs for the transaction of any business, a quorum for the transaction of business shall consist of one-third of the total number of Member Clubs.

Section 5. Procedure. The order of business and all other matters of procedure at every meeting of Member Clubs may be determined by the presiding officer.

Section 6. Voting. Each Member Club in good standing shall be entitled at every meeting of Member Clubs to one vote on all matters appropriate for consideration by the Corporation's membership. All corporate action to be taken by vote of the Member Clubs shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast. The vote upon any question before a meeting of the Member Clubs shall not be by ballot unless the person presiding at such meeting shall so direct or any Member Club shall so demand.

Section 7. Reports. The Board of Directors shall present at each annual meeting a report, verified by the Chairman and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the Corporation as of the end of twelve month fiscal period of the Corporation terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.
- (e) The number of Member Clubs of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and addresses of the current Member Clubs may be found.

Such report shall be filed with the records of the Corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

Section 8. Written Consent of the Voting Members Without a Meeting. Whenever by law Member Clubs are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Member Clubs. Written consent thus given by all of the Member Clubs shall have the same effect as a unanimous vote of the Member Clubs.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs.

(a) Generally. Except as otherwise provided by law, the certificate of incorporation of the Corporation or these by-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors.

(b) Financial and Charitable Matters. The Board of Directors shall provide for the raising of monies for the purposes of the Corporation as provided in Article II of the Constitution. The Board of Directors shall provide for the payment of administrative expenses of the Corporation and for expenditures in furtherance of the purposes of the Corporation within the area served by the Corporation. Without limiting the kinds or types of permissible expenditures that would further such purposes, the following charitable contributions shall be authorized:

(i) Gifts or grants to Charitable Organizations selected by the Board of Directors or the officers or upon applications by Charitable Organizations;

(ii) Gifts or grants to individuals or other persons as long as such gifts or grants are for Charitable Purposes;

(iii) Gifts or grants to General Members or Associate Members as long as (A) they are Charitable Organizations or (B) such gifts or grants are expressly limited to being used by such General Members or Associate Members for Charitable Purposes;

(iv) Notwithstanding the foregoing, at least 50% of the total charitable contributions made by the Corporation each year shall be in the form of gifts or grants to the Eye Bank Division of Upstate New York Transplant Services, Incorporated.

Section 2. Number and Qualifications. The Board of Directors shall be not less than seven nor more than 118 and shall consist of two persons appointed by each General Member and Associate Member, with two alternates also appointed by such members. All of the directors shall be at least eighteen (18) years of age and shall be members of Lions Clubs International.

Section 3. Term of Office. The term of office of each director shall be two years and until his or her successor has been appointed and qualified. There shall be no limit on the number of successive terms a person may serve as director.

Section 4. Vacancies; New Directorships. Whenever a director appointed by a General Member or Associate Member leaves such directorship before the expiration of his or her term for any reason, his or her seat on the Board shall be filled by one of the alternates appointed by such member. Such Member Club may appoint another person to fill the vacated directorship instead of the alternate or in replacement of the alternate. Anyone filling a vacancy shall hold office until the expiration of the term of the replaced director and until his or her successor has

been elected and qualified. Newly created directorships shall result only from admission of a new Associate Member. Upon admission, such Associate Member shall appoint two directors and two alternates as provided above in this Article.

Section 5. Resignation. Any director of the Corporation may resign at any time by giving his or her written resignation to the Chairman, a Vice Chairman or the Secretary. 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. Notwithstanding the foregoing, each person appointed by a Member Club as a director or alternate shall be deemed to have voluntarily resigned at the time such Member Club ceases to be a Member Club for any reason.

Section 6. Compensation. No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE IV

Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be called at any time by the Chairman, or in his or her absence or disability, a Vice-Chairman, and must be called by such officer on written request by directors representing one-third of the Member Clubs. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify. The time and place of regular meetings shall be fixed by the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of February of each year, or such other meeting as the Board of Directors shall designate. The last order of business at each annual meeting shall be the election of officers.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the Chairman, a Vice-Chairman or the Secretary to each member of the Board not less than fifteen (15) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business. Notice of regular meetings of the Board of Directors need not be given if the time and place of the regular meetings are fixed by the Board of Directors.

Section 5. Quorum and Action by Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than one-third of the entire Board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and,

unless the time and place of the adjourned meeting were announced at the meeting, to the directors present.

Section 6. Procedure. The Chairman shall preside at all meetings of the Board of Directors. The order of business and all other matters of procedure at every meeting of the directors shall be determined by this Constitution and By-Laws and, to the extent not addressed herein, by the presiding officer.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board 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 consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 8. Presence at the Meeting by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE V

COMMITTEES OF DIRECTORS

Section 1. Designation of Committees. The Board of Directors, by resolution or resolutions 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 with one director being designated as the committee chairman, and 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. In the interim between meetings of the Board of Directors, the executive committee shall have all the authority of the Board of Directors except as otherwise provided by law and shall serve at the pleasure of the Board of Directors. Each other committee designated shall have such a name as may be provided from time to time in the resolution or resolutions of the Board of Directors, shall serve at the pleasure of the Board of Directors and shall have, to the extent provided in such resolution or resolutions, all the authority of the Board of Directors except as otherwise provided by law.

Section 2. Acts and Proceedings. All acts done and power and authority conferred by the executive committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, an act under the authority of the Board of Directors. The executive committee and each other committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors when required.

Section 3. Meetings of Committees. Committees of directors shall meet at such times and places as the chairmen of the committees shall determine and the notice of the meeting shall specify. Meetings of committees of directors shall be governed by the provisions of Sections 4, 5, 6, 7 and 8 of Article IV of these by-laws, which govern meetings of the entire Board of

Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The Board of Directors shall annually, at the first meeting of the Board after the annual meeting of Member Clubs, appoint or elect a Chairman, one or more Vice-Chairmen, a Secretary, and a Treasurer. The Board of Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 2. Term of Office. The Chairman, Vice Chairmen, the Secretary and the Treasurer shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next annual meeting of the Member Clubs and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

Section 3. Resignation. Any officer may resign at any time by notifying the Chairman or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.

Section 5. The Chairman. The Chairman shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

Section 6. The Vice-Chairmen. A Vice-Chairman shall, in the absence or at the request of the Chairman, perform the duties and exercise the powers of the Chairman. Each Vice-Chairman shall also have such powers and perform such duties as usually pertain to the officer or as are properly required by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue notices of all meetings of directors and members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and keep minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the

Secretary's signature and shall perform such other duties as usually pertain to the officer or are properly required by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the officer or as are properly required of the Treasurer by the Board of Directors.

Section 9. Officers Holding Two or More Offices. Any two or more offices, except those of Chairman and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 10. Compensation. No officer of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) that was authorized by the Board of Directors.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the members. To the extent permitted by law, the Board of Directors or, if applicable, the Member Clubs, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation

makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Member Clubs, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefor.

ARTICLE VIII

CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on February 1 of each year.

Section 3. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors and officers.

Section 4. Gifts. The Board of Directors, the executive committee or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the Chairman as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE IX
CORPORATE SEAL

The seal of the Corporation shall be in such form as may be determined from time to time by the Board of Directors.

ARTICLE X
LIMITATIONS

The Corporation shall be non-partisan in politics, religion, national, international and civic affairs.

ARTICLE XI
STATUS OF CONSTITUTION AND BY-LAWS

This Constitution and By-Laws shall jointly be deemed the by-laws of the Corporation under applicable laws. Except as the context requires, any reference herein or under applicable laws to the “by-laws” of the Corporation shall be deemed a reference to this Constitution and By-Laws jointly.

ARTICLE XI
AMENDMENTS

This Constitution and By-Laws may be amended (i) at any meeting of Member Clubs, notice of which shall have included specification of the proposed action, including the wording of any proposed amendment, by the vote of a majority of the Member Clubs of the Corporation, or (ii) at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, including the wording of any proposed amendment, by the vote of two-

thirds of the Board. Such proposed amendments must be sent to the Member Clubs or the Board of Directors, as applicable, at least thirty days prior to the meeting at which such amendments will be proposed for adoption.