

**BYLAWS
OF
KAUAI NORTH SHORE LIONS FOUNDATION**

**ARTICLE I
OFFICES**

Section 1. Principal Office

The principal office of the corporation is located in Princeville, HI at 3698 Albert Road.

Section 2. Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed, nor require, an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

**ARTICLE II
MEMBERSHIP**

Section 1. MEMBERSHIP

The membership of the corporation shall consist of those individuals who are members in good standing of the Kauai North Shore Lions Club. There shall be no dues payable by any member.

**ARTICLE III
NONPROFIT PURPOSES**

Section 1. IRC SECTION 501(C) (3) PURPOSES

Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to solicit, collect and otherwise raise money for charitable purposes: to expand, contribute, disburse, and otherwise handle and dispose of the same for such purposes relating to the aims and goals of the Kauai North Shore Lions Club and the International Association of Lions Clubs. Included are contributions to other Lions entities or to institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the local community; all of which shall be within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3. CONFLICTS OF INTEREST

The corporation shall not enter into any transaction or arrangement that might benefit the private interest of any officer or director of this corporation, that violates the conflicts of interest policies of Lions Clubs International or that, violates any other applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations. The board of directors shall adopt policies and procedures as appropriate and necessary to ensure the corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status

ARTICLE IV DIRECTORS

Section 1. NUMBER

The corporation shall have five directors and be known as the Board of Directors.

Section 2. QUALIFICATIONS

Directors shall be of the age of majority in this state: no other qualifications are required except as in Section 1, above

Section 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted 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 4. DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. TERM OF OFFICE

Each director shall hold office for the same period as is held in the Kauai North Shore Lions Club.

Section 6. COMPENSATION

Directors shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, may be authorized by the Board of Directors.

Section 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other places as may be determined by the Board of Directors.

Section 8. REGULAR MEETINGS

Regular meetings of Directors shall be held quarterly at such time the Board of Directors shall determine.

Section 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Secretary, or the Treasurer, or if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different at the place designated by the person or persons calling the special meeting.

Section 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a) Regular meetings. No notice need be given of any regular meeting of the board of directors.
- b) Special Meetings. At least one week prior notice shall be given by Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by return message or telephone call within twenty four hours of the first facsimile transmission.

- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of Hawaii, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. QUORUM FOR MEETINGS

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum, of a minimum of three board members, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. 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 the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice Presidents, by rank, 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 a 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. Meetings shall be governed by Roberts Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 15. NONLIABILITY OF DIRECTORS

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

Section 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Hawaii.

Section 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, 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 liabilities asserted against or incurred by the agent in such capacity or arising out the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

**ARTICLE V
OFFICERS**

Section 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a first Vice President, a second Vice President, a Secretary, and a Treasurer, and beginning with the annual election of April 2013, they shall be those individuals who hold the same office in the Kauai North Shore Lions Club.

Section 2. QUALIFICATIONS

Any person who is a member in good standing in the Kauai North Shore Lions Club may serve as officer of this corporation.

Section 3. ELECTION AND TERM OF OFFICE

Officers shall be elected in the same manner as the officers of the Kauai North Shore Lions Club and their terms shall be concurrent therewith.

Section 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Any such resignation shall take effect at 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. 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 5. VACANCIES

Any vacancies caused by the death, 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. 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, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by Articles of Incorporation, or by the 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 Board of Directors.

Section 7. DUTIES OF VICE PRESIDENTS

In the absence of the president, or in the event of his or her inability or refusal to act, the Vice Presidents, by rank, shall perform all the duties of the President, and when so acting shall have the powers, and be subjected to all the restrictions on, the President. The Vice Presidents 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 8. DUTIES OF SECRETARY

Certify and keep, at the principal office of corporation or at such other place as the board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep, at the principal office of corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and in case in the case where any membership has been terminated. He or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incidents to the office Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. DUTIES OF TREASURER

Have charged 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.

Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

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.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all 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 10. COMPENSATION

The officers shall serve without compensation except that reasonable expense reimbursement, relating to operation of the corporation, may be authorized by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the board from time to time as the board may require.

Section 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 3. 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 Bylaws 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 and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 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 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 the Treasurer and countersigned by the President or Secretary of the corporation.

Section 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 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE VIII
CORPORATE RECORDS, REPORTS AND SEAL**

Section 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office, the office of the Treasurer or the office of the Secretary:

- a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of 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;
- b) 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;
- c) A record of its members, indicating their names and addresses and the termination date of any membership;
- d) 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 2. CORPORATE SEAL

The seal of the corporation shall be the Lions Emblem, as authorized by Lions Clubs International, with the names of the Corporation inscribed beneath. Failure to affix the seal the corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. 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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. MEMEBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

- a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, provisions of law.

Section 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or the members of this corporation, to be prepared and delivered within the time limits set by law.

ARTICLE IX IRC 501 (C)(3) TAX EXEMPTION PROVISIONS

Section 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed according to the directions contained in the Articles of Incorporation for the Kauai North Shore Lions Foundation.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. AMENDMENT

THESE Bylaws may be amended by the general membership of the organization at its regular annual meeting by affirmative vote of a majority of the members present in person and voting.

**ARTICLE XI
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of incorporation shall be to the Articles of Incorporation filed with an officer of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of this page and the ten preceding pages, as the bylaws of this corporation.

Date	Signature	Printed Name
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____