

**TEXAS LIONS EYEGLOSS RECYCLING CENTER
FOUNDATION**

BY-LAWS

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BY-LAWS OF THE
TEXAS LIONS EYEGLASS RECYCLING CENTER FOUNDATION

ARTICLE I. **BUSINESS OF THE FOUNDATION**

Section 1.1 Name The name of the Foundation is and shall be:

Texas Lions Eyeglass Recycling Center Foundation

Acronym The Foundation may also be known as TLERC

Section 1.2 Scope of Business

The Foundation may, in any furtherance of the purpose and objects thereof, engage in any and all business authorized by its Articles of Incorporation.

Section 1.3 Principal Office

The principal office of the Foundation shall be 2550 Flynt, Midland, Midland County, Texas. The Principal office may be moved from time to time as approved by the Board of Directors. However, the principal office must always remain in Multiple District 2 (Texas), as defined by Lions International.

Section 1.4 Other Offices

The Board of Directors may designate places in addition to the principal office in any state, territory, district or possessions of the United States of America and in other countries and the states, territories, districts or possessions thereof, at which other offices of the Foundation may be maintained and the business of the Foundation may be conducted.

Section 1.5 Management and Control

The business and property of the Foundation shall be managed and controlled by the officers and the Board of Directors and, as herein provided, shall have full power and authority to do and perform every act requisite to the lawful conduct of the business of the Foundation.

Section 1.6 Registered Office

The registered office shall be the same as the principal office of the Foundation.

Section 1.7 Registered Agent

The Registered Agent, officer and attorney-in-fact for the purpose of service of process and for such other purposes as may be required by law, shall be the Secretary of the Foundation, who shall file appropriate Notice with Secretary of State of Texas, as required from time to time.

Section 1.8 Rules of Parliamentary Order of Procedure

Where not otherwise expressly provided by the By-Laws, the Articles of Incorporation or Texas Law, the business of the Foundation conducted at its members meeting or Board of Directors Meeting shall be governed by Robert's Rules of Order, Newly Revised, with such changes as shall be necessary for effective parliamentary procedure at such meetings.

ARTICLE II. **MEMBERS AND MEETINGS THEREOF**

Section 2.1 Qualifications of Members

The Members of the Foundation shall be the members of Multiple District 2 of the Lions Clubs International and who shall be represented by the Members of the Board of Directors.

Section 2.2 Special Membership

The Board may from time to time recognize with Special Membership those persons who possess or show their interest either by action or contribution for the Foundation's purposes.

Section 2.3 Membership Year

The fiscal year shall begin annually on July One (1) and end on June Thirty (30) of each year.

Section 2.4 Number of Meetings

There shall be one annual meeting held at the principal offices on the 3rd Saturday of May or June each year. There shall be such other meetings as may be determined by the President of the Board of Directors or by six (6) Board Members, pursuant to Sections 4.3, 4.4, and/or 4.6. At such meetings, the members' representatives shall transact such business as may be properly brought before the meeting. Notice of such meeting shall be given to the members' representatives at least two (2) weeks prior to such meeting by written notice. Notice may be given by mail, e-mail, fax, telegram, web-site, or MD-2 newsletters.

Section 2.5 Voting

At any properly called **meeting** of the Board of Directors each duly appointed Director, in addition to the CEO, COO, Secretary, Treasurer and the MD2 Council of Governors Representative (appointed pursuant to Section 3.3) shall be entitled to cast one vote on each matter submitted to a vote at the meeting. As long as a quorum is established, all matters submitted shall be determined by a majority vote of those present and voting, except as provided in Section 10.1.

ARTICLE III. **OFFICERS**

Section 3.1 Operations Officers

There shall be a Chief Executive Officer (CEO), a Chief Operating Officer (COO), and other such operations officers as the Board of Directors deem necessary. Each of these officers shall serve on the Executive Committee and be on the Board of Directors. Such officers shall be appointed by a majority vote of the District Directors, and shall serve at their discretion.

Section 3.2 General Officers

The General Officers of the Foundation shall be the President, Vice-President, Secretary and Treasurer. General Officers shall serve on the Executive Committee. The General Officers severally shall have the qualifications and perform the duties prescribed by these By-Laws, and shall also perform other duties as may be assigned to them by the Board of Directors.

- a) The President and Vice-President shall be selected by the District Directors from those appointed District Directors currently serving.
- b) The Secretary and Treasurer shall be chosen by the District Directors. They shall serve at the discretion of the District Directors. These officers shall be on the Board of Directors.

Section 3.3 MD2 Council of Governors Representative

The current MD2 Council of Governors shall be entitled to select one District Governor from their Council to sit on this Board as a liaison between TLERC and MD2's Council of Governors. Such Representative (or his/her replacement, if one becomes necessary) will only serve during that Council's term of office. The next Council may then appoint a Representative from their Council under the same rules.

- a) Such Representative will sit on the Executive Committee and will be a voting member of the Board of Directors. Such vote will count in determining a majority on a motion before the Board;

- b) Such Representative will not be counted for or against the number needed to have a quorum present.

Section 3.4 The President

The President shall:

- a) Preside at all meetings of the Foundation, its members or the Board of Directors;
- b.) Conduct all negotiations on behalf of the Foundation, except those specifically given to the Secretary, and shall make every effort to further the purposes of the Foundation;
- c.) Exercise general supervision and control over all of the business and affairs of the Foundation and of the other officers of the Foundation;
- d.) Sign all written contracts of the Foundation, except where the signing and execution thereof shall be expressly delegated by resolution of the Board of Directors to some other officer or agent of the Foundation;
- e.) Appoint chairmen for permanent or ad hoc committees created by the Board pursuant to Section 4.13(c).

Section 3.5 Vice-President:

The Vice-President shall

- a) Perform the duties of the President in his/her absence;
- b) Other duties as he/she may be assigned by the President or the Board of Directors.

Section 3.6 Secretary

The Secretary shall:

- a.) Keep the minutes of all meetings of the Foundation and of the Board of Directors;
- b.) Send out all notices, preserve all records and have charge of the necessary printing and publications ordered by the Foundation;
- c.) Maintain care and control of the seal of the Foundation;
- d) Affix the seal of the Foundation on all documents duly authorized to be executed by the Executive Committee or Board of Directors.

Section 3.7 Treasurer

The Treasurer shall:

- a) Have custody of all monies and securities of the Foundation;
- b) Shall keep books of the accounts for the Foundation;
- c) Shall submit such books together with all vouchers, receipts, records and other papers to the members at the annual meeting thereof and to the Directors and Officers of the Foundation for their examination as often as they may require;
- d) Shall deposit all funds of the Foundation in the name of the Foundation in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Directors;
- e) Shall perform all other duties as are incidental to such office, and shall perform all other duties delegated or assigned by the President or the Board of Directors;
- f) Shall have an audit performed annually.

Section 3.8 Term of Office

- a) The President and Vice-President shall hold office for one (1) year and until their successor shall have been duly elected and shall have qualified, or until the death of the officer, or until the officer shall resign, retire or shall have been removed in the manner herein provided. The term of office shall begin July 1 and run through June 30 except for the original officers who shall serve from the organizational meeting until June 30, 2011. No Director may hold the office of President or Vice-President for more than 2 years each.
- b) The Secretary and Treasurer shall have no term limits but shall serve at the discretion of the current Board of Directors.

Section 3.9 Delegation

In case of absence of any officer of the Foundation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer, or to any director, for the time being, except when otherwise provided by law.

Section 3.10 Vacancies

In the event of a vacancy occurring in any of the four officers, the District Directors shall appoint a person to fill the office for the remainder of the term (if applicable), with such Officer taking their office immediately.

Section 3.11 Unfilled Offices

In its discretion, the Board of Directors, by vote of a majority thereof, may leave any office unfilled for any such period as it may determine.

Section 3.12 Compensation

No officer shall receive any compensation, unless granted by the Board of Directors for specified services. He/she shall, however with the approval of the Executive Committee or Board of Directors may be compensated for travel, room, and/or meals to attend special meetings of the Board or to attend meetings or conferences on behalf of TLERC.

ARTICLE IV. **THE BOARD OF DIRECTORS AND MEETINGS THEREOF**

Section 4.1 Appointment and Qualifications of Directors

In addition to the Operations Officers, Secretary, Treasurer and MD2 Council of Governors Representative [pursuant to Sections 3.1 and 3.2 (b) and 3.3], the Board of Directors of the Foundation shall be composed of active Lions in good standing from a club within each District in Texas. The number of such additional Directors shall currently be sixteen (16), consisting of one (1) Director from each of the sixteen Sub-Districts of MD-2.

- a) District Directors of the initial Board shall be chosen by the Incorporators and shall serve according to section 4.1(d).
- b) Subsequent District Directors shall be appointed by the District Governor of the Sub-District, who will be serving on the date the new Director's term is effective.
- c) At the expiration of each of their terms, the current Director may be re-appointed or another person may be selected as successor Director to serve a four (4) year term.
- d) The initial Sub-District Board terms will expire on:
 - i) June 30 2011 for Sub-Districts T1, E1, E2, S2
 - ii) June 30, 2012 for Sub-Districts T2, X1, A2, S5
 - iii) June 30 2013 for Sub-Districts T3, X2, A3, S4
 - iv) June 30, 2014 for Sub-Districts X3, A1, S1, S3
- e) After the initial Directors staggered terms expire, all District Directors' terms will be for four (4) year terms of office and Directors may be consecutively appointed to such positions as of July 1, of each new term. No District

Director, however, may serve more than two four year terms. Partial terms do not count against this limit.

- f) To be a Director of the Foundation, a Lion in good standing of Multiple District 2, must have worked effectively in some meaningful capacity with TLERC or have attended the 40 hour training at TLERC in Midland, or agree to attend the training within the first three months after the appointment to the Board.
- g) If no Director is appointed and/or qualified to serve, the Executive Board of the Foundation may appoint a Director for that District.
- h) A Governor may not appoint himself/herself. Should a member move from the District that he/she represents, resigns for any reason or be unable to fulfill his/her term, the appointment of that member shall immediately lapse and the current District Governor shall appoint a new member from his/her District to complete the unexpired term of that member unable to complete his/her term of office.
- i) Any new Sub-Districts created within Texas will be represented by a Director and assigned a class rotation by the Foundation.
- j) Any reference to 16 Districts, Sub-Districts, or Directors will be assumed to be automatically adjusted up or down for any Sub-Districts created or abolished by MD2 or Lions International in the future.
- k) Should the CEO, COO, Secretary or Treasurer be chosen from one of the appointed District Directors, such District shall be entitled to a new appointment by the then serving District Governor of that District to serve the remainder of the term.

Section 4.2 Duties

The business and affairs of the Foundation shall be managed by the Board of Directors. It is the **responsibility** of the Directors:

- a) To attend all Board Meetings of the Board of Directors (attendance at which can be accomplished by video or telephone conferencing);
- b) To report the actions and activities of the Foundation to their respective Districts;
- c) To solicit contributions from individual Lions, Lions Clubs, Corporations, Foundations, and Trusts within their respective District to further the goals and programs of the Foundation;
- d) To inform, educate and promote the establishment and continuance of TLERC programs within their own District;

- e) To serve on any such Board committees to which they may be appointed.

Any member of the Board of Directors, who shall absent himself/herself from two (2) regular meetings without excuse acceptable to the Board of Directors, may be dismissed from the Board by a majority vote of the other members and notice thereof shall be given in writing to such member and the District Governor of his/her District.

If known in advance, the Director must inform the President of the need for an excused absence prior to the Board Meeting. Acceptable excuses for non-attendance are:

- a) Family member or friend's death
- b) Family member or personal illness/hospitalization
- c) Weather emergency/extremes (i.e. snow, ice, flooding, or tornado)
- d) Scheduled meeting conflicts (i.e. other Lions scheduled meetings, professional responsibilities/duties)
- e) Other reasons will be considered if the Director has informed the Board President in writing (i.e. fax, e-mail, US Mail) in advance of the scheduled Board Meeting

Section 4.3 Regular Meetings

An annual meeting of the Directors for the transaction of general business shall be held as called by the President pursuant to section 2.4. Regular meetings may also be held at such times and places as the President or Board may, from time to time, determine pursuant to sections 2.4, 4.4, and 4.6. Other than the annual meeting, a meeting may be held by video conferencing or conference call.

Section 4.4 Special Meetings

Special meetings of the Board of Directors may be called at any time by the President or by written request of any six (6) Directors of the Board, signed by such Directors specifying the purpose or purposes of the meeting. Upon such request at least fourteen (14) days notice in writing, shall be given to each Director as provided herein for notices, stating the time, place and purpose of the proposed meeting.

Section 4.5 Quorum

A quorum shall consist of 50% of the appointed District Directors and Executive Committee, with the exception that the MD2 Council of Governors Representative will not be counted for or against the number needed for a quorum. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there may adjourn the meeting from time to time until a quorum is present. Notice of such adjournment shall be given to any Directors who were not present, and unless announced at the meeting, to the other Directors. Once a quorum is determined to be present at a meeting

of the Board of Directors, subsequent withdrawal of any Directors shall not extinguish the quorum.

Attendance by phone or video conferencing will be counted in determining if a quorum is present.

Section 4.6 Place

Other than the annual meeting, which must be held at TLERC's principal offices, meetings of the Directors may be held at such places in Texas (MD2) as may from time to time be designated by the President or any six (6) Directors who request a Special Meeting, pursuant to Section 4.4.

Section 4.7 Manner of Acting

All questions coming before the Board of Directors shall be decided by a majority of the members of the Board of Directors present when a quorum is determined to be present. The Directors shall act only as a Board, and the individual Directors, as such, shall have no power or authority to participate in the management of the Foundation, except as required by the President.

Section 4.8 Record of Vote

It shall be the right of each Director to require the vote taken and entered upon the minutes of the meeting to record the affirmative or negative vote or abstention of each Director with reference to any action by the Board of Directors.

Section 4.9 Compensation

There shall be no compensation for Directors. They shall, however, with the approval of the Executive Committee or Board of Directors be compensated for travel, room and/or meals to attend special meetings of the Board or to attend meetings or conferences on behalf of TLERC.

Section 4.10 Presumption of Assent

A Director of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless their dissent thereof shall be entered in the minutes of the meeting or unless such Director shall file a written dissent with the Secretary of the Foundation before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Foundation within 5 business days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.11 Organization

The President, or in absence thereof, the Vice-President, shall preside at all meetings of the Board. In the absence of the President and Vice-President, the Secretary shall preside

or appoint one of the Directors to preside. The order of business and all other matters affecting the manner in which the meeting shall be conducted shall be fixed from time to time by resolutions recorded in the minutes of the meetings of the Directors.

Section 4.12 Records

Minutes of all meetings of the Directors shall be preserved as a part of the permanent records of the Foundation, and the Secretary of the Foundation shall have custody thereof.

Section 4.13 Certain Powers

Without limitation of the general powers conferred by law and the other powers and authorities conferred by these By-Laws, the Board shall have the following powers of authority:

- (a) To lease, purchase or otherwise acquire in any lawful manner for and in the name of the Foundation any and all real estate and other property, rights or privileges whatsoever deemed necessary or convenient for the execution of its business and which the Foundation is authorized to acquire, at such prices or consideration and generally on such terms and conditions as they may deem fit, and at their discretion to pay, therefore, either wholly or partly in money, stocks, bonds, debentures or other securities of the Foundation.
- (b) To appoint and at their discretion remove or suspend such employees, agents or servants, not otherwise elected or appointed, permanently or temporarily or for any fixed time, as they deem fit and to prescribe their duties and determine their salaries, emoluments and/or benefits and to require security in such instances and in such amounts as they see fit.
- (c) To establish committees of the Board of Directors and to delegate any powers of the Board in the course of the current business of the Foundation to any such committee or to any officer or agent and to appoint any persons to be the agents of the Foundation, with such powers (including the power to sub-delegate) and upon such terms as they see fit.

Section 4.14 Making Contracts

No deed, instrument or contract of any description purporting to be made on behalf of the Foundation shall be valid unless authorized by the Board of Directors, or by a committee of the Board, upon whom special power to authorize the execution of such deed, instrument or contract has been conferred. The Board of Directors may authorize any officer or officers or agent or agents, to enter into contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to particular matters, transactions or subjects.

ARTICLE V.

NOTICES

Section 5.1 Form and Delivery

Notice to the Directors and Members shall be in writing and may be delivered personally, by mail, telegram, e-mail, fax or other electronic means. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a postage paid sealed envelope, and addressed to the Director or Member's Representative at their address appearing on the records of the Foundation.

Section 5.2 Waiver

Whenever a notice is required to be given by any statute, the Articles of Incorporation and any amendments thereto or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice, in addition, any member attending a meeting of Members without protesting prior to or at the commencement such lack of notice shall be conclusively deemed to have waived notice of such meeting.

Section 5.3 Special Meetings

Notices of all special meetings of Members shall state the purposes for which meetings were called. Business at special meetings will be limited to such stated purpose.

Section 5.4 Adjourned Meeting

No notice shall be necessary for any adjourned meeting, whether of the Members or of the Board of Directors.

ARTICLE VI. **OTHER EMPLOYEES**

Section 6.1 Number and Duties

The Foundation may employ or otherwise procure the services of all persons necessary to carry on the business of the Foundation upon such terms and conditions and at such times and places, with such duties and responsibilities, and for such compensation as may be prescribed by the Board of Directors or as may be in keeping with the procedures and policies adopted by the Board of Directors from time to time.

Section 6.2 Contracts of Employment

No contract of employment for services to be rendered to the Foundation shall be of a longer duration than one (1) month, unless the contract of employment is in writing. All written contracts of employment shall be in the form prescribed therefore by the Board of

Directors and executed by the Officers of the Foundation to whom the authority to execute the contracts has been delegated by the Board of Directors.

Section 6.3 Removal

Any employee or other person whose services are obtained by the Foundation may be removed at any time by the Board of Directors, by the COO (with the approval of the CEO) or by any committee upon which such power of removal is conferred by the By-Laws or by resolution of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII. **CORPORATE SEAL**

Section 7.1 Design

The Board of Directors shall prescribe a seal for the Foundation which shall be the Star of Texas and shall have inscribed thereon: Texas Lions Eyeglass Recycling Center Foundation

The seal may be changed from time to time by the Board of Directors.

Section 7.2 Custody

The seal of the Foundation shall be in the custody of the Secretary of the Foundation. If and when so directed by the Board of Directors, a duplicate of the corporate seal may be kept in a secure place.

Section 7.3 Use

The Corporate Seal, or a printed facsimile thereof, shall be affixed to all instruments, certificates, reports and other documents made and executed for and on behalf of the Foundation when required by Law, or by custom or usage, to be so affixed. In all such cases, the Corporate Seal shall be affixed by the Secretary who shall attest the affixing of the same by his/her signature.

ARTICLE VIII. **ANNUAL STATEMENTS AND RECORDS**

Section 8.1 Fiscal Year

The fiscal year of the Foundation shall be July 1 to June 30.

Section 8.2 Annual Report

The Board of Directors shall present at each annual meeting of the members a full and clear statement of the business, condition and affairs of the Foundation.

Section 8.3 Inspection of Books

The Board of Directors shall determine from time to time whether, and if allowed, when and under what conditions and regulations the accounts and books of the Foundation (except such as may, by statute of the State of Texas be specifically open to inspection) or any of them shall be open to inspection to the Members and the rights of the members in this respect shall be restricted, governed and limited accordingly.

ARTICLE IX. **RESIGNATION**

Section 9.1 Power to Resign

Any Director or Officer of the Foundation may resign his office at any time.

Section 9.2 Form of Resignation

The resignation of an Officer or Director shall be in writing to the President or Secretary. The resignation shall take effect from the time of its receipt by the Foundation, unless it is stated therein to take effect at some other time. The formal acceptance of a resignation shall not be required to make it effective.

ARTICLE X. **AMENDMENTS TO BY-LAWS**

Section 10.1 Power to Amend

These By-Laws may be altered, amended or repealed, or a new By-Law adopted by the affirmative vote of three-fourths (3/4) of the Members of the Board of Directors. A signed proxy vote delivered in writing by mail, telegram, e-mail, fax or other electronic means prior to the meeting, in which the amendment will be considered, will qualify in the vote, as long as a quorum is present at the meeting, as defined by Section 4.5

Section 10.2 Notice of Proposed Amendments

Notice of any proposed Amendment shall be given to each Member of the Board of Directors by the Secretary at least ten (10) days prior to the meeting at which a vote on the Amendment is to be taken. Such notice must be provided in writing and delivered by mail, courier, telegram, fax, e-mail or other electronic means.

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 11.1 Indemnification

Subject to the limitations of Section 11.7, this Foundation shall indemnify each of its Directors or Officers or its former Directors and Officers or any persons who may have served at its request as a Director or Officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonable incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal, administrative or investigative, in which he is made a party or is threatened with being made a party by reason of being or having been such Director or Officer, whether such action, suit or proceeding is brought or threatened by or in the right of this Foundation or by or in the right of this Foundation or by or in the right of any third person or government, agency or instrumentality thereof, except in relation to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of their duty to such corporation. Negligence or misconduct for this purpose shall be deemed to include willful misfeasance, bad faith or gross negligence. A conviction or judgment (whether based on a plea of 'guilty' or no lo contender or its equivalent, or after trial) in a criminal action, suite or proceeding or the termination of a civil action by order, judgment, decree or settlement shall not be deemed an adjudication of liability for negligence or misconduct in the performance of duty to the Foundation if the Director, Officer or other person acted in good faith in which the Director, Officer or other such person considered to be in the best interest of the Foundation and, with respect to any such criminal action or proceeding, without reasonable cause to believe that the action upon which the judgment of conviction is predicated was illegal. In the absence of an adjudication which expressly absolves the director, officer or other person of liability to the Foundation or its members for negligence and misconduct within the meaning thereof, as used herein, or, in the event of a settlement, the right hereunder to indemnification of each Director, Officer or other person shall be conditioned upon the prior determination by a resolution adopted by two-thirds of those members of the Board of Directors who are not involved in the action, suit or proceedings that the Director or Officer has no liability by reason or negligence or misconduct, within the meaning thereof as used herein, or, in the alternative, if a majority of the Board of Directors are involved in the action, suit or proceedings, such determination shall have been made by independent counsel, the right to indemnification provided for herein shall extend to and include the heirs, personal representatives, executors and administrators of any deceased Officer, Director or other persons above described.

Section 11.2 Indemnification in Securities Matters

In the event that a claim for indemnification under the provisions of Section 1 hereof is made for liabilities arising under the Securities Act of 1933, as amended, the indemnification shall not be made or allowed unless one (1) claim for indemnification under the circumstances is predicated upon the prior successful defense by the applicant of any action, suit or proceedings, two (2) the Board of Directors receives an opinion of counsel of the Foundation to the effect that it has been settled by controlling precedent that indemnification under the circumstances is not against the public policy as expressed in said act or (3) a court of appropriate jurisdiction finally adjudicates in its action, suit or proceeding in which the issue is submitted, to the court by the Foundation prior to allowance of the claim that indemnification under the circumstances is not contrary to the public policy expressed in said Act.

Section 11.3 Types of Actions

The provisions of Section 11.1 and 11.2 shall apply to any action, suit or proceeding by or in the right of the Foundation, as well as to other actions, suits or proceedings, whatsoever the nature thereof or the claim or cause asserted therein.

Section 11.4 Other Rights

The right of indemnification provided for in Sections 11.1 and 11.2 shall be in amplification, and not in limitation, of any other right, relief or remedy to which the Directors, Officers, and other persons referred to therein may be entitled according to law, vote of members or otherwise.

Section 11.5 Reliance Upon Foundation Records

Every Officer, Director, or member of any committee appointed by the Board of Directors shall, in the performance of his/her duties, be fully protected in relying in good faith upon the opinion of counsel of the Foundation and upon the books of account or reports made to the Foundation by any of its officials, by an independent certified public accountant, by an appraiser selected with reasonable care by the Board of Directors, by such committee or in relying in good faith upon other records of the Foundation.

Section 11.6 Expenses to Include Reasonable Attorney's Fees and Expenses

The right of indemnification provided for in Section 11.1 and 11.2 shall include, but not be limited to, all reasonable and necessary attorney's fees and legal expenses, which are incurred by those entitled to indemnification under the terms of this Section. In this regard, those persons so entitled to indemnification under Section 11.1 and 11.2, shall be entitled to have the Foundation provide them with legal counsel, of their choice, including advancement of legal expenses and fees, including, but limited to, retainers, with the ultimate determination of whether the Foundation shall treat such legal fees and expenses as an expense of the business and a charge to be borne by the Foundation, or whether the same is to be reimbursed to the Foundation by those being afforded such legal defense to await the final adjudication or determination as provided for by Section 11.1 and 11.2.

Section 11.7 Limitations

Any indemnification provisions provided herein will be limited to and by the coverage provisions and exclusions of any insurance policies provided through Lions International, MD2 and/or TLERC.

TEXAS LIONS EYEGLASS RECYCLING CENTER FOUNDATION

THE STATE OF TEXAS

COUNTY OF MIDLAND

THAT WE, the undersigned officers of the Texas Lions Eyeglass Recycling Center Foundation, A non-profit Texas Foundation, do hereby certify that the above and foregoing, consisting of eighteen (18) pages, is a full, true, complete and correct copy of the By-Laws of said Foundation as adopted on the 7th day of August, 2011, and that there are no amendments or other attachments hereto, and that said By-Laws are now in full force and effect.

WITNESS BY HAND and by the seal of Texas Lions Eyeglass Recycling Center Foundation, this _____ day of _____ 2011.

Claude Durham, President

Elaine Smith, Secretary