

**BYLAWS OF
THE KENTUCKY LIONS EYE FOUNDATION, INC.**

ARTICLE I

CORPORATE NAME; OFFICES

The name of the corporation is the Kentucky Lions Eye Foundation, Inc. (the "Foundation"). The Foundation's principal office is located at 301 E. Muhammad Ali Blvd., Louisville, Kentucky 40202. The Foundation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Foundation may require from time to time.

ARTICLE II

PURPOSE

The Foundation is organized exclusively as a public charity for charitable purposes, as described in Section 501(c)(3) of the Internal Revenue Code. The specific purposes of the Foundation shall be to solicit, collect and otherwise raise money for charitable purposes, and to expand, contribute, disburse and otherwise handle and dispose of the same for such purposes relating to the aims and goals of the Foundation and the International Association of Lions Clubs, a Section 501(c)(3) organization.

ARTICLE III

MEMBERS

The membership of the Foundation shall consist of those members in good standing with any qualifying Lions Club within Kentucky Multiple District 43, Inc. There shall be no dues payable to the Foundation by such members. The members shall only have such voting and other rights as are expressly provided for in these Bylaws. Members shall have such inspection rights, under KRS 273.233, as shall be established from time to time by the Board of Trustees.

ARTICLE IV

TRUSTEES

SECTION 1. GENERAL POWERS. The business and affairs of the Foundation shall be managed under the direction of its Board of Trustees.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Trustees shall consist of the following individuals:

(a) The following seven (7) officers of the Foundation, elected as set forth in Article V: the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer and Immediate Past President;

(b) The following nine (9) Council Trustees, including the Multiple District 43 Council Chairperson, the District 43K District Governor and its three (3) Vice District Governors, and the District 43Y District Governor and its three (3) Vice District Governors;

(c) Sixteen (16) District Trustees, elected as set forth below in Section 3 of this Article IV, including two (2) active members from each Region within each District of MD43;

(d) Three (3) Founders Trustees from the Louisville Downtown Lions Club appointed by the Club President and approved by the Club's Board of Directors;

(e) All present Directors and Officers of Lions Clubs International from MD43;

(f) Upon his or her affirmative request, which must be renewed annually, each former Director or Officer of Lions Clubs International from MD43; and

(g) Upon his or her affirmative request, which must be renewed annually, each Past President.

To serve as trustee, each individual must be a member of the Foundation as set forth in Article III of these Bylaws.

SECTION 3. ELECTION AND TERM OF DISTRICT TRUSTEES.

(a) District Trustees shall be elected from each Region of each District within MD43 as set forth in Section 2(c) of this Article IV. Such District Trustees shall be elected by their District during its Annual Meeting in accordance with procedures approved by the District.

(b) Each such District Trustee shall be elected to serve a two (2) year term, and terms shall be staggered so that only one (1) District Trustee per Region in each District of MD43 is elected each year.

(c) Each candidate for District Trustee shall submit documentation demonstrating he/she has the support of their Lions Club and meet the requirements of Article III. The required documentation shall be submitted to the President and/or Secretary, or their designee, on a form provided by the Foundation. Once the time for submission of endorsements and documentation has elapsed, the Foundation shall provide a list of qualified candidates to the Nominating Committee for consideration no less than thirty (30) days prior to the District Convention of each respective District of MD43. In the event there are no endorsed candidates for District Trustee in a particular Region, the respective District Governor shall identify and recommend a qualified candidate within the District to the Board of Trustees for appointment to serve the required term as the Region's District Trustee.

SECTION 4. TERM OF OFFICE.

(a) Officers. The term of any officer shall coincide with the term set forth in Section 2 of Article V.

(b) Council Trustees. An individual serving as a Council trustee shall serve so long as he or she occupies the office designated in Section 2(b) of this Article IV.

(c) District Trustees. The term of District Trustees shall be as set out in Section 3(b) of this Article IV.

(d) Founders Trustees shall serve for a term of three (3) years and any Founder Trustee may succeed himself or herself so long as he or she is reappointed as set out in Article IV, Section 2(d).

(e) Past and Present Directors and Officers of Lions Club International from MD43 shall serve for one-year terms, renewable annually as provided in Article IV, Section 2(f) for up to ten (10) years after such individual ceases to be a Director or Officer of Lions Club International. Notwithstanding the foregoing and applicable only for eligible Trustees as of July 1, 2019, any Trustee who is a Trustee by virtue of Article IV, Section 2(f), the ten-year term limit shall begin on July 1, 2019.

(f) Past Presidents shall serve for one-year terms, renewable annually as provided in Article IV, Section 2(g), for up to five (5) years after such individual ceases to be the Immediate Past President. Notwithstanding the foregoing and applicable only in for Trustees as of July 1, 2019, the five-year term limit shall begin on July 1, 2019 for "active" Past Presidents. To be considered "active," a Trustee must commit to attend seventy-five percent (75%) of the Board of Trustees meetings each year and serve on at least one Foundation committee as assigned by the Foundation President and must fulfil that commitment each year.

Trustees shall serve until the earlier of [i] if the trustee is serving for a defined term, the expiration of his or her term, or if later, at such time as his or her successor is elected and qualified for office; [ii] if serving in an ex officio position, if such individual ceases to occupy the office giving rise to his or her status as a trustee; [iii] his or her resignation as trustee by written notice to the Foundation; [iv] his or her death or permanent disability and as a result of such disability he or she is no longer able to perform his or her duties as trustee; or [v] his or her removal by the Board of Trustees, as provided below.

SECTION 5. RESIGNATION. Any member of the Board of Trustees may resign as trustee at any time by giving written notice to the Foundation.

SECTION 6. REMOVAL. Any member of the Board of Trustees may be removed [i] for any or no reason by the affirmative vote of two-thirds of the trustees then in office, or [ii] for Cause, as defined below, by the affirmative vote of the majority of the trustees then in office. For purposes of this Article IV, "Cause" shall include, but not be limited to: [a] any act of personal dishonesty taken by the trustee in connection with his or her responsibilities as a trustee which causes injury to the

Foundation, [b] the trustee's conviction of a felony or of any crime that causes injury to the Foundation, [c] the trustee's failure to follow the policies and procedures adopted by the Board of Trustees, [d] violation of the trustee's fiduciary duty, or [e] excessive absences from meetings of the Board of Trustees.

SECTION 7. ANNUAL MEETING. The Foundation's annual meeting shall be held during the MD43 Annual Convention at which the status and state of the Foundation shall be given by the President and the Executive Director. At the annual meeting, the Board shall elect trustees and officers of the Foundation, and address any other business as may properly come before the Board.

SECTION 8. QUARTERLY MEETINGS. Regular meetings of the Board of Trustees (inclusive of the annual meeting) shall be held quarterly, at such times and at such locations as the Board may from time to time designate, for the purpose of transacting any business as may come before the meeting. Annual reports, budgets and plans shall be addressed at a regular meeting at least once a year.

SECTION 9. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by or at the request of the President, First Vice President, Secretary, or by any five (5) trustees of the Foundation. Such meeting shall be held at the principal corporate office of the Foundation or, if different, at the place, within the Commonwealth of Kentucky, designated by the person or person calling the special meeting.

SECTION 10. NOTICE. Notice of any regular meeting (including the annual meeting) shall be in writing and delivered at least thirty (30) days prior to the meeting in question. Notice of any special meeting shall be in writing and delivered at least five (5) business days prior to the meeting in question. For such purposes, delivery may be by personal delivery, by U.S. mail (in which case such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed, with first class postage thereon prepaid), by email (with deemed delivery when actually sent by email to the proper address) or by facsimile transmission (with deemed delivery when actually sent by facsimile transmission to the proper address). Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Except as provided in Article X of these Bylaws, neither the business to be transacted at, nor the purpose of any annual, regular, or special meeting of the Board of Trustees, need be specified in the notice or waiver of notice of such meeting.

SECTION 11 QUORUM. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided that if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

SECTION 12. MANNER OF ACTING. Except as otherwise provided in these Bylaws, the act of the majority of the trustees present at a meeting at which a quorum is present shall constitute the act of the Board of Trustees.

SECTION 13. CHAIRPERSON OF THE BOARD OF TRUSTEES. The President shall serve as chairperson of the board and shall preside at all meetings of the Board of Trustees. In his or her absence, the President or the Board of Trustees may appoint one of the Vice Presidents to preside at such meetings.

SECTION 14. VACANCIES. Any vacancy occurring on the Board of Trustees shall be filled upon the vote of a majority of the remaining members of the Board of Trustees in office.

SECTION 15. COMPENSATION. No trustee shall receive compensation for his or her services as trustee; however, any reasonable expenses incurred by any trustee by reason of his or her duties or responsibilities as such may be paid by the Foundation.

SECTION 16. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of the Board of Trustees or of a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the trustees, or by all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 17. REMOTE PARTICIPATION IN MEETINGS. Trustees may participate in and act at any meeting of the Board of Trustees through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the trustee so participating.

SECTION 18. ROBERTS RULES OF ORDER. Board of Trustee and committee meetings shall be governed by Roberts Rules of Order to the extent not inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

ARTICLE V

OFFICERS

SECTION 1. CLASSES. The Foundation shall have the following board officers: President, three (3) Vice Presidents, Secretary, and Treasurer, and the following corporate officer: Executive Director, and may have such other officers with such duties as the Board of Trustees may determine. All such officers shall be elected in accordance with the provisions of this Article V. Any two board offices may be held by the same individual with the exception of the President and a Vice President. No officer and/or member of the MD43 Council of Governors shall be eligible to serve as an officer of the Foundation during the same time that they are serving as an officer or member of the MD 43 Council of Governors.

SECTION 2. ELECTION AND TERM OF OFFICE. The Nominations and Development Committee shall identify a qualified candidate for each office and submit the nominations in accordance with the schedule for electing officers as outlined in the Policies and Procedures Manual. Each officer shall take office on the first day of July of each year and service for a term of one year or until his or her successor is elected and takes office.

SECTION 3. REMOVAL. All officers shall be elected and may be removed, with or without cause, by a majority vote of the Board of Trustees in office. Removal as an officer shall also result in removal from the Board of Trustees.

SECTION 4. VACANCIES. A vacancy in any officer position may be filled at any special or regular meeting of the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy shall be filled temporarily by appointment by the President until such time as the Board of Trustees shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Trustees may be filled as the Board of Trustees shall determine.

SECTION 5. PRESIDENT. The President shall perform all duties incident to the office of President and such other duties in that capacity as may be prescribed by the Board of Trustees from time to time.

SECTION 6. VICE PRESIDENTS. The Vice Presidents shall perform all duties incident to the office of Vice President and such other duties in that capacity as may be prescribed by the President or the Board of Trustees from time to time. In the President's absence, by rank, the Vice Presidents shall perform the duties of the President.

SECTION 7. SECRETARY. The Secretary shall [a] keep or cause to be kept the minutes of the Board of Trustees meetings in one or more books provided for that purpose; [b] either directly or by delegation, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; [c] ensure that the Foundation maintains its corporate records; and [d] in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees. The Secretary may be assisted by an Assistant Secretary, who may be an employee of the Foundation.

SECTION 8. TREASURER. The Treasurer shall provide oversight regarding the financial affairs of the Foundation and submit periodic and annual financial reports to the Board at each Board meeting. The Treasurer shall serve as Chair of the Budget and Finance Committee, shall oversee development and execution of financial plans to manage the resources of the Foundation, including the maintenance of full and accurate accounts of the finances of the Foundation in books and records, and shall serve as the Board's primary contact for the Foundation's annual audit. The Treasurer shall, in general, perform, all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of the Trustees. The Treasurer may be assisted by an Assistant Treasurer, who may be an employee of the Foundation.

SECTION 9. EXECUTIVE DIRECTOR. The Executive Director will direct and oversee all ongoing operations and activities of the Foundation, and will report to the Board of Trustees. In addition, the Executive Director will supervise and oversee the strategic and operational business affairs of the Foundation and will [a] prepare an annual budget for approval by the Board of Trustees; [b] prepare, develop and recommend policies, procedures and guidelines for the Foundation; and [c] oversee the Foundation's personnel, and establish and carry out personnel policies as approved by the Board of Trustees. In addition, the Executive Director shall perform such other duties as from time to time assigned to him or her by the President or by the Board of Trustees.

ARTICLE VI

COMMITTEES

SECTION 1. COMMITTEES GENERALLY. The Foundation shall have eight (8) standing committees, which shall be the Executive Committee, the Budget and Finance Committee, the Audit Committee, the Governance Committee, the Nominations and Development Committee, the Revenue and Fundraising Committee, the Service and Collaborations Committee and the Long-Range Advisory Committee.

SECTION 2. THE EXECUTIVE COMMITTEE. The Executive Committee shall consist of the officers of the Foundation, all current District Governor Trustees, and the Immediate Past President. Except as provided by law or these Bylaws, the Executive Committee shall have and may exercise such powers as may be delegated to it by the Board of Trustees. All actions taken by the Executive Committee shall be promptly reported to the Board of Trustees. The Executive Committee shall meet at such times as shall be determined by the President, who shall serve as its chair. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees no later than the next regular meeting of the board.

SECTION 3. THE BUDGET AND FINANCE COMMITTEE. The purpose of the Budget and Finance Committee is to oversee the accounting and financial reporting processes of the Foundation, review the budget and financial statements of the Foundation, oversee the Foundation's investments in accordance with the investment policy, and make recommendations to the Board of Trustees with regard to financial matters and policies. The chair of the Budget and Finance Committee shall be the Treasurer. Meetings of the Budget and Finance Committee may be called by the Treasurer or the President.

SECTION 4. THE AUDIT COMMITTEE. The Audit Committee shall oversee the annual audit of the Foundation and the chair of that committee shall, in conjunction with the outside auditor, present the annual audit at a regular meeting for approval by the Board of Trustees.

SECTION 5. THE GOVERNANCE COMMITTEE. The Governance Committee shall be responsible for periodic review of the Bylaws, policies and procedures, and conflict

of interest policies, advising the Board of Trustees on actual or potential conflict of interest matters, and, such other matters as are delegated to it by the Board of Trustees or the Executive Committee. The Governance Committee shall have a subcommittee, called the Liaison Sub-Committee, which shall serve as a vehicle for communicating with the University of Louisville to address issues of common interest, to explore opportunities for collaboration. The Liaison Sub-Committee shall consist of three (3) members, at least two of whom shall be members of the Governance Committee.

SECTION 6. THE NOMINATIONS AND DEVELOPMENT COMMITTEE. The Nominations and Development Committee shall help to identify, recruit and retain qualified Foundation officers, trustees and committee members, while also assisting in the planning, development and implementation of appropriate orientation, education and training for trustees, officers and committee members. In carrying out this function, the Nominations and Development Committee shall consider such factors as (1) diversity of business, professional, and industry experience, background and specialized skills, (2) diversity of race, ethnicity and gender, (3) diversity of age, education and socioeconomic status, (4) demonstrated community leadership and involvement, and (5) potential conflicts of interest. The Nominations and Development Committee shall also establish and review criteria and procedures, subject to ultimate approval of the Board of Trustees, whereby the performance and ethical standards of Foundation officers, trustees and committee members may be measured and managed. If requested by the Board of Trustees, it shall submit a slate of candidates for Foundation officers, trustees and committee members for election to office.

SECTION 7. THE REVENUE AND FUNDRAISING COMMITTEE. The Revenue and Fundraising Committee shall assist the Executive Director with creation and implementation of the Foundation's financial resource plan and strategies to acquire adequate funding. Excepting investment oversight, the Revenue and Fundraising Committee shall oversee and seek to enhance and expand all revenue generating and fundraising activities, programs and initiatives of the Foundation, including trustee support, individual donations and corporate giving; annual fund and long-term capital campaigns, fundraising events; estate planning development; and grant applications.

SECTION 8. THE SERVICE AND COLLABORATIONS COMMITTEE. The Service and Collaborations Committee shall assist the Executive Director in seeking to maintain the Foundation's reputation for excellence throughout the Commonwealth of Kentucky as a provider of diverse vision services, of information and of referrals in meeting its mission statement of enabling greater independence and increased quality of life through vision education, detection, prevention, treatment and empowerment services, programs and initiatives. The Service and Collaborations Committee shall have a subcommittee called The Holloran Trust Sub-Committee, which in conjunction with The Holloran Trust Advisory Committee shall be responsible for overseeing the Foundation's administration of The Holloran Trust in pursuit of its charitable mission. The Holloran Trust Sub-Committee shall consist of

three (3) Founders Trustees from the Louisville Downtown Lions Club. The Service and Collaborations Committee shall have a subcommittee called The Patron Subcommittee, which shall be responsible for overseeing the Foundation's administration of The Patron Trust Fund in pursuit of its charitable mission.

SECTION 9. THE LONG-RANGE ADVISORY COMMITTEE. The Long-Range Advisory Committee shall provide the Foundation advice, guidance, assistance, and leadership, as requested by the President, Executive Committee, and/or Board, particularly in regard to the Executive Director's development and annual updating of the Foundation's long-range plan to ensure continued relevance, effectiveness, financial stability, and growth of services.

SECTION 10. COMMITTEE APPOINTMENT AND SIZE. Excepting the Executive Committee and advisory committees, each committee shall consist of from three (3) to eight (8) members, with its members appointed by the Board of Trustees or, if so delegated by the Board of Trustees, by the President. With the exception of the Executive Committee and the Budget and Finance Committee, the chair of each committee shall be appointed by the Board of Trustees or, if so delegated by the Board of Trustees, by the President.

SECTION 11. COMMITTEE MEETINGS. Except as otherwise provided, meetings of committees (including each subcommittee) shall be held at such times and places as shall be fixed by the President, by the respective committee chair, or by vote of a majority of all of the members of the committee. Written notice shall be given to all members of the committee not less than three (3) days before each meeting. Written minutes of the proceedings shall be kept at all committee meetings and, after approval by the committee, shall be submitted at the next meeting of the Board of Trustees. Any committee member may waive notice of any meeting. The attendance of a committee member at any meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 12. QUORUM AND MANNER OF ACTING. Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a committee (including each subcommittee) shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. With the exception of the Executive Committee, which shall consist only of board members, any other board committee may have non-board members on the committee so long as (a) the board members on such committee outnumber the non-board members, and (b) committee action shall require the affirmative vote of a majority of board members on such committee.

SECTION 13. TERM OF OFFICE. Each committee and subcommittee member shall serve until the next annual Board of Trustee meeting or, if later, until his or her successor is appointed, unless the committee shall be sooner terminated, or unless

such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 14. ADVISORY COMMITTEES. The Foundation may have such advisory committees as it deems in its best interest. Any such committee shall be advisory only and shall have no authority to bind the Foundation legally or to authorize the payment of monies or the incurrence of debt or expenditures of the Foundation. Members of advisory committees need not be members of the Board of Trustees. Any such committee shall be established and members appointed thereto in such manner as is established by the Board of Trustees.

SECTION 15. POLICIES AND PROCEDURES MANUAL. So long as they are not inconsistent with the Corporation's Articles of Incorporate or these Bylaws, the duties of each committee and subcommittee may be further described in the Foundation's Policies and Procedures Manual, as approved by the Board of Trustees.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Trustees may authorize any officer or officers, including any board officer, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loan shall be contracted on behalf of the Foundation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, including any board officer, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees or as provided in these Bylaws.

SECTION 4. DEPOSITS AND INVESTMENTS. All funds of the Foundation not otherwise utilized shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select, and such funds shall be invested in accordance with policies adopted by the Board of Trustees.

ARTICLE VIII

CORPORATE RECORDS AND REPORTS

The Foundation shall maintain the following records at its principal office:

(a) Minutes of all meetings of the Board of Trustees, the Executive Committee and committees of the Board of Trustees, together with all other

meetings of members of the Foundation 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, assets, liabilities, receipts, disbursements, and gains and losses; and

(c) A copy of the Foundation's Articles of Incorporation and Bylaws.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Corporation laws of the Commonwealth of Kentucky, 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 the giving of such notice.

ARTICLE X

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds of the Board of Trustees if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting to the Board of Trustees.

These Bylaws were amended by vote of the Trustees at their regular meeting held on May 20, 2023, with the effective date July 1, 2023.

President, Board of Trustees

Secretary