

BYLAWS OF
THE LIONS CLUB OF LOS ANGELES
A California Corporation
Chartered by and under the jurisdiction of
The International Association of Lions Clubs

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**BYLAWS OF
THE LIONS CLUB OF LOS ANGELES**

*A California Corporation
Chartered by and under the jurisdiction of
The International Association of Lions Clubs*

**ARTICLE I
NAME, SLOGAN, MOTTO AND PURPOSES**

Section 1. Name

The name of this organization shall be *The Lions Club of Los Angeles* (the “Club”), a California corporation and also chartered by, and under the jurisdiction of, the International Association of Lions Clubs (the “Association”). As the Club is designated as the *Host Club* for the County of Los Angeles, it may also be known as “*The Los Angeles Host Lions Club*,” the “*L.A. Host Club*,” “*L. A. Host*” or similar designation.

Section 2. Slogan

Its slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 3. Motto

Its motto shall be: *We Serve*.

Section 4. Purposes

The purposes of this Club shall be:

- (a) To create and foster a spirit of understanding among the peoples of the world.
- (b) To promote the principles of good government and good citizenship.
- (c) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by Club members.
- (f) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE II MEMBERSHIP

Section 1. Eligibility for Club Membership

Subject to the provisions of Article I of the Bylaws, any person of legal majority and good moral character and good reputation in his or her community, may be granted membership in this Lions Club.

Section 2. Membership by Invitation

Membership in this Lions Club shall be acquired by invitation only. Nominations shall be made on forms provided by the Association, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the Club Secretary, who, after investigation by the Membership Committee, shall submit the same to the Board of Directors (the "Board"). If approved by a majority of the Board, the prospect may then be invited to become a member of this Club. A properly filled out membership form duly signed, as well as, the entrance fee and dues shall be submitted to the Secretary before the member is reported to and officially recognized by the Association as a Lion member.

Section 3. Categories of Membership

- (a) **Active Member:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions Club confers or implies. Such rights shall include without limitation eligibility to seek, if otherwise qualified, any office in this Club, the district and the multiple district of which the Club is a part (together the "District") or Association, and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in Club activities and conduct reflecting a favorable image of this Lions Club in the community.
- (b) **Member-at-Large:** A member of this Club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend Club meetings and desires to retain membership in this Club, and upon whom the Board of this Club desires to confer this status. This status shall be reviewed periodically by the Board. A member-at-large shall not be eligible to hold Club office or to vote in District or the Association meetings or conventions, but shall pay such dues as the Club may charge, which dues shall include District and the Association dues.
- (c) **Honorary Member:** An individual, not a member of this Lions Club, having performed outstanding service for the community or this Lions Club, upon whom this Club desires to confer special distinction. This Club shall pay entrance fees and the Association and District dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.
- (d) **Privileged Member:** A member of this Club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate

reason, as determined by the Board of this Club, may relinquish his or her active status. A Privileged Member shall pay such dues as the Club may charge, which dues shall include District and the Association dues. He or she shall have the right to vote and be entitled to all other privileges of membership except the right to hold Club, District or the Association office.

- (e) **Life Member:** Any member of this Club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this Club, his or her community, or the Association; or any member who is critically ill; or any member of this Club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this Club upon (1) recommendation of this Club to the Association, (2) payment to the Association of \$300, by this Club in lieu of all future dues to the Association, and (3) approval by the Association Board. A Life Member shall pay such dues as the Club may charge, which dues shall include District dues. A Life Member shall have all privileges of active membership so long as he or she fulfills all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions Club shall automatically become a Life Member of said Club.
- (f) **Associate Member:** A member who holds his or her primary membership in another Lions Club but maintains a residence or is employed in the community served by this Club. This status may be conferred by the invitation of the Board and shall be reviewed annually. The Club shall not report an associate member on its Membership and Activities Report. An Associate Member may be eligible to vote on Club matters, at meetings where he or she is present in person, but may not represent the Club as a delegate at District or the Association conventions. He or she shall not be eligible to hold Club, District or the Association office, nor District, Multiple District or the Association committee assignments through this Club. The Association and District dues shall not be assessed on the Associate Member; provided, however, nothing shall prevent this Club from assessing an Associate Member such dues as it shall deem proper.
- (g) **Affiliate Member:** A quality individual of the community who currently is not able to fully participate as an active member of the Club but desires to support the Club and its community service initiatives and be affiliated with the Club. This status may be conferred by the invitation of the Club's Board. An Affiliate member may be eligible to vote on Club matters at meetings where he or she is present in person, but may not represent the Club as a delegate at District or the Association conventions. He or she shall not be eligible to hold Club, District or the Association office, nor District, Multiple District or the Association committee assignment. An Affiliate Member shall be required to pay District, the Association and such dues as the Club may charge.

Section 4. Dual Membership

No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions Club.

Section 5. Transfer Membership

This Club may grant membership on a transfer basis to one who has terminated or is terminating his or her membership in another Lions Club, provided that a member is in good standing at the time of transfer requested. If more than six months have elapsed between termination of his or her membership in another Club and submittal of completed transfer member form or current membership card, he or she may acquire membership in this Club only by invitation.

Section 6. Attendance

The Club shall encourage regular attendance at Club meetings and activities. Where a member misses consecutive meetings or activities, the Club will make every effort to contact the member to encourage and promote regular attendance.

Section 7. Resignations

Any member may resign from this Club, and said resignation shall become effective upon acceptance by the Board. The Board may withhold acceptance, however, until all indebtedness has been paid, all Club funds and property have been returned, and all right to the use of the name "Lions," the emblem and other insignia of this Club and the Association have been surrendered.

Section 8. Good Standing

Any member who fails to pay any indebtedness due this Club within 60 days after receipt of written notice from the Secretary shall forfeit his or her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this Club.

Section 9. Forfeiture of Membership

Any member may be expelled from the Club for cause by a two-thirds vote of the entire Board.

Section 10. Reinstatement of Membership

Any member dropped from membership in good standing may be reinstated by the Club's Board, and will retain his or her prior Lions service record.

ARTICLE III DUES AND FEES

Section 1. Initiation Fee

Each new, reinstated and transfer member shall pay an initiation fee of \$25, which fee shall include the current association entrance fee and be collected before such member is enrolled as a member of this Club and before the Secretary may report such member to the Association; provided, however, that the Board may elect to waive all or any part of the Club portion of said initiation fee as to any member granted membership by transfer or reinstatement within six months of termination of his or her prior Lions Club membership.

Section 2. Annual Dues

Membership dues, exclusive of meal charges, shall be determined annually by the Board for each category of membership based upon budgetary requirements, including the amounts of dues payable to the Association and District. Annual dues shall be paid in advance or at such times as the Board shall determine. The Treasurer of this Club shall remit the Association and District dues to the parties, and at the times, specified in the respective the Association and District bylaws.

ARTICLE IV CLUB MEETINGS

Section 1. Regular Meetings

Regular meetings of this Club shall be held at times and places determined by the Board. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in these Bylaws, notice of regular meetings shall be given in such manner as the Board deems proper.

Section 2. Special Meetings

Special meetings of the Club may be called by the President, in his or her discretion, and shall be called by the President when requested by three or more directors, at a time and place determined by the person or persons requesting the same. Written notice of special meetings setting forth the purpose, time and place shall be given to each member of this Club, by mail (including the Club newsletter, electronic mail or personal delivery, at least ten days prior to the date thereof.

Section 3. Charter Anniversary

A charter night anniversary meeting of this Club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionism, and the history of this Club.

Section 4. Annual Meeting

An annual meeting of this Club may be held in conjunction with the close of each Lions' year at a time and place determined by the Board, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section 5. Quorum

The presence in person of one-third of the Active Members in good standing shall be necessary for a quorum at any meeting of this Club. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire Club

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Members

The members of the Board shall be the President, all Past Presidents, the Vice President(s), Secretary, Treasurer, Lion Tamer, Tail Twister, Membership Director, Branch Coordinator, if any and if so designated, and all elected directors.

Section 2. Duties and Powers

In addition to those duties and powers, express and implied, set forth elsewhere in this Bylaws, the Board shall have the following duties and powers:

- (a) It shall constitute the executive board of this Club and be responsible for the execution, through the Club officers, of the policies approved by the Club. All new business and policy of this Club shall be considered and shaped by the Board.
- (b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this Club, nor authorize disbursement of Club funds for purposes inconsistent with the business and policy authorized by the Club membership.
- (c) It shall have power to modify, override or rescind the action of any officer of this Club.
- (d) It shall have the books, accounts and operations of this Club reviewed annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any Club funds by any officer, committee or member of this Club. Any member of this Club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- (e) It shall appoint, on recommendation of the Finance Committee, a bank or banks for the deposit of the funds of this Club.

- (f) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this Club by which funds are raised from the public.
- (g) It shall submit all matters of new business and policy to the respective standing or special Club committee for study and recommendation to the Board.
- (h) It shall name and appoint the delegates and alternates of this Club to District (single, sub- or multiple) and the Association conventions.
- (i) It shall maintain at least two separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised Club funds. A second fund shall be established to record activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Paragraph (d) of this Section 2.

ARTICLE VI BOARD MEETINGS

Section 1. Regular Meetings

Regular meetings of the Board shall be held at such times and places as the Board shall determine.

Section 2. Special Meetings

Special meetings of the Board shall be held when called by the President, or when requested by three or more members of the Board, at such time and place as the President shall determine. Written notice of special meetings setting forth the purpose, time and place shall be given to each director, by mail by mail (including the Club newsletter), electronic mail or personal delivery, at least ten days prior to the date thereof.

Section 3. Quorum

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

Section 4. Parliamentary Practices

Except as otherwise specifically provided in these Bylaws, all questions of order or procedure with respect to any meeting or action of this Club, its Board or any committee appointed hereunder shall be determined in accordance with *Robert's Rules of Order, Newly Revised*, as revised from time to time.

ARTICLE VII OFFICERS

Section 1. Officers

The officers of this Club shall be a President, Immediate Past President, one or more Vice Presidents, Secretary, Treasurer, Lion Tamer, Tail Twister and Membership Director.

Section 2. Duties of Officers

- (a) **President.** He or she shall be the chief executive officer of this Club; preside at all meetings of the Board and this Club; issue the call for regular meetings and special meetings of the Board and the Club; appoint the standing and special committees of this Club and cooperate with chairpersons to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the zone advisory committee of the zone in which this Club is located.
- (b) **Immediate Past President.** He or she and the other past presidents shall officially greet members and their guests at Club meetings.
- (c) **Vice Presidents.** If the President is unable to perform the duties of his or her office for any reason, the vice president next in rank shall occupy his or her position and perform his or her duties with the same authority as the President. Each vice president shall, under the direction of the President, oversee the functioning of such committees of this Club as the President shall designate.
- (d) **Secretary.** He or she shall be under the supervision and direction of the President and the Board and shall act as the liaison officer between the Club and the District and the Association. In fulfillment of this, he or she shall:
 - (1) Submit regular monthly and other reports to the Association office of the Association on blanks provided by it containing such information as may be called for by the Board of the Association;
 - (2) Submit to the District Governor's cabinet such reports as it may require including copies of regular membership and activities reports;
 - (3) Cooperate with and be an active member of the zone advisory committee of the zone in which the Club is located;
 - (4) File all current reports required by the California Secretary of State, the California Attorney General and any other state agency; and
 - (5) Have custody and keep and maintain general records of this Club (other than financial records), including records of minutes of Club and Board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members.

- (e) **Treasurer.** He or she shall:
- (1) Receive all monies, from the Secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the Board;
 - (2) Pay out monies in payment of Club obligations only on authority given by the Board. All checks and vouchers shall be signed by the Treasurer and countersigned by one other officer, determined by the Board;
 - (3) Have custody and keep and maintain general records of Club receipts and disbursements;
 - (4) Arrange for issuance of monthly statements to each member for dues and other financial obligations owed to this Club, and to collect the same;
 - (5) Prepare and submit monthly financial reports to the Board; and
 - (6) Prepare or cause to have prepared all tax returns and reports required to be filed with the Internal Revenue Service, California Franchise Tax Board and any other tax agency.
- (f) **Membership Director.** The membership director shall be the chairperson of the membership committee. The responsibilities for this position shall be:
- (1) Development of a growth program specifically for the Club and presented to the Board for approval.
 - (2) Regular encouragement at Club meeting to bring in new quality members.
 - (3) Ensuring implementation of proper recruitment and retention procedures.
 - (4) Preparation and implementation of orientation sessions.
 - (5) Reporting to the Board on ways to reduce the loss of members. and
 - (6) Coordination with other Club committees in fulfilling these responsibilities.
 - (7) Serving as a member of the zone level membership committee.
- (g) **Lion Tamer.** The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the Club, including flags, banners, bell, gavel, and other property of the Club. He or she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting.
- (h) **Tail Twister.** He or she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on Club members. There shall be no ruling from his

or her decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the Board of this Club, and no member shall be fined more than twice at any one meeting. The tail twister may not be fined except by the unanimous vote of all members present other than the Tail Twister. All monies collected by the tail twister shall be immediately turned over to the Treasurer and a receipt be given.

Section 3. Eligibility for Office

No person shall be eligible to hold office in this Club unless he or she is an Active Member in good standing.

Section 4. Compensation

No officer shall receive any compensation for any service rendered to this Club in his or her official capacity.

Section 5. Removal

Any officer of this Club may be removed from office for cause by two-thirds vote of the entire Club membership.

**ARTICLE VIII
COMMITTEES**

Section 1. Standing Committees

The following standing committees may be appointed by the President, except for the members and chairperson of the Membership Committee, who are elected:

(a) **Standing Committees:**

- Bylaws
- Club Visitations
- Clyde Martyn Scholarship
- Eyemobile
- Finance
- Lions Conventions
- Lions Quest
- Membership
- Newsletter
- Nominating
- Program
- Reading Skills Improvement Project
- Student Speakers Contest
- Youth Exchange

- (b) **Activities Committees:**
American Way
Christmas Luncheon
Crab Fest
Elementary School Christmas Party
Food Faire
Installation Party
Theater Party

Section 2. Special Committees

From time to time, the President may appoint, with the approval of the Board, such special committees as may be necessary in the judgment of the President or the Board.

Section 3. President Ex-Officio

The President shall be an ex-officio member of all committees.

Section 4. Composition

All committees shall consist of a chairperson and, except for the Membership Committee, as many members as shall be considered necessary in the judgment of the President or the Board.

Section 5. Committee Reporting

Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the Board.

**ARTICLE IX
ELECTIONS AND FILLING VACANCIES**

The officers of this Club, excluding the Immediate Past President, shall be elected as follows:

Section 1. Nomination Meeting

A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the Board and written notice to each member of the Club shall be given by mail (including in the Club newsletter), by electronic mail or by personal delivery at least ten days prior to the date thereof.

Section 2. Nominating Committee

The President shall appoint a Nominating Committee which shall submit the names of candidates for the various Club offices to the Club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section 3. Nominee Unable to Serve

If, in the interim between the nomination meeting and the election meeting, any nominee is unable for any reason to serve in the office to which he or she was nominated and for which office there was no other nominee, the Nominating Committee shall submit, at the election meeting, names of additional nominees for that office.

Section 4. Election Meeting

An election meeting shall be held no later than April 15th of each year, at a time and place determined by the Board, and written notice shall be given to each member of the Club by mail (including in the Club newsletter), by electronic mail or by personal delivery at least ten days prior to the date thereof. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 of this Article, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section 5. Annual Election

All officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.

Section 6. Membership Committee

A Membership Committee shall be composed of three elected members for a three year term. Initially three members will be elected. One member shall serve for one year, the second member for two years and the third member for three years. Each year thereafter, a new member will be elected. Each member shall serve for three continuous years on a rotation system subject to annual confirmation for the years remaining by the Club's Board. The first year member shall be a member of the committee, the second year member shall be its vice chairperson and the third year member shall serve as its chairperson and as Membership Director on the Club's Board. The first-year member is encouraged to focus on membership development, the second-year member is encouraged to focus on retention and leadership, while the third-year member (chairperson) is encouraged to focus on extension.

Section 7. Directors Election

One-half of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified.

Section 8. Manner of Voting

The election shall be by a plurality vote by those present and qualified to vote, by voice vote unless a member requests a vote by secret ballot.

Section 9. Vacancy

If the office of President or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. If such provision for advancement shall fail to fill the office of President, or any office of vice president, the Board shall thereon call a special election, giving each member in good standing prior ten days notice of the time and place, which time and place shall be determined by said Board, and such office shall be filled at said election meeting. If a vacancy in any other office shall occur, the Board shall appoint a member to fill the unexpired term. If vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the Club shall have power to fill such vacancies by an election held at any regular meeting of the Club upon prior notice, and in the manner, specified in Section 10 of this Article IV. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 10. Replacement of Officers-Elect

If any officer-elect, before his or her term of office commences, is unable or refuses for any reason to serve therein, the President may call a special nomination and election meeting to elect a replacement for such officer-elect. Ten days prior to such meeting, written notice shall be given to each member by mail or personal delivery, setting forth the purpose, time and place. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE X CONVENTION DELEGATES

Section 1. Delegates to Association Convention

Inasmuch as the Association is governed by Lions Clubs in convention assembled, and in order that this Club may have its voice in the Association matters, this Club shall have power to pay the necessary expenses of its delegates to each annual convention of the Association. This Club shall be entitled in any convention of the Association, to one delegate and one alternate for every 25, or major fraction thereof, of its members as shown by the records of the Association office on the first day of the month last preceding that month during which the convention is held, provided, however, that this Club shall be entitled to at least one delegate and one alternate. The major fraction referred to in this section shall be 13 or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the President or Secretary or any other duly authorized officer of this Club, or, if no such Club officer is in attendance at the convention, by the District Governor-Elect of the District.

Section 2. Delegate to District/Multiple District Conventions

Inasmuch as all District matters are presented and adopted at the District conventions, this Club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This Club shall be entitled in each annual convention of its District to one delegate and one alternate for each ten members who have been enrolled for at least one year and a day in this Club, or major fraction thereof, of this Club as shown by the records of the Association office on the first day of

the month last preceding that month during which the convention is held, provided, however, that this Club shall be entitled to at least one delegate and one alternate. Each certified delegate present in person shall be entitled to cast one vote of his or her choice for each office to be filled by, and one vote of his or her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five or more members.

ARTICLE XI CLUB BRANCH PROGRAM

Section 1. Branch Formation

This Club may form one or more branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of this Club and shall conduct service activities in its community.

Section 2. Membership in Parent Club

The members of the branch shall be granted membership in this Club and the branch by membership invitation issued by the Board of this Club. Membership shall be in one of the categories listed in Article II of the Bylaws.

Section 3. Coordinator/Vice Coordinator

The members comprising the branch shall elect a Coordinator and Vice Coordinator. The Coordinator shall also be a member of the parent Club's Board and be encouraged to attend general and Board meetings of the parent Club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent Club. Members of the branch are encouraged to attend scheduled meetings of the parent Club.

Section 4. Liaison

The parent Club shall designate a member of the parent Club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the third officer of the branch.

Section 5. Voting Entitlement

The members of the branch may vote on activities of the branch and are voting members of the parent Club, when in attendance at meetings of the parent Club. Branch members shall be calculated in parent Club meeting quorum requirements only when present in person at the parent Club meeting. Attendance at branch meetings fulfills regular Club attendance requirements.

Section 6. Fundraising

Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The Board of this Club may authorize the Branch Coordinator to countersign checks and vouchers authorized for payment by this Club's Board.

Section 7. Dissolution.

The branch may be disbanded by a two-thirds vote of the entire Board of this Club.

**ARTICLE XII
DISPUTE RESOLUTION**

All disputes arising between any member or members, or a former member or members, and the Club, or any officer on the Board of the Club, relative to membership, or the interpretation, breach of, or application of the Club's Bylaws, or the expulsion of any member from the Club, or any other matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Any party to the dispute may file a written request with the District Governor asking that dispute resolution take place. Within 15 days of receipt, the District Governor shall appoint a conciliator to hear the dispute. The conciliator shall be a past District Governor who is currently a member in good standing of a Club in good standing, other than a Club which is a party to the dispute, in the district in which the dispute arises. The selected conciliator shall be acceptable to the parties. Upon being selected, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within 30 days of the appointment of the conciliator. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his or her decision relative to the dispute, which decision shall be final and binding on all parties.

**ARTICLE XIII
AMENDMENTS**

Section 1. Amending Procedure

These Bylaws may be amended at any regular or special meeting of this Club, at which a quorum is present, by the affirmative vote of two-thirds of the members present in person and voting, provided that the Board has previously considered the merits of the amendments.

Section 2. Notice

No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been provided by mail (including in the Club newsletter), by electronic mail or by personal delivery at least ten days prior to the meeting at which the vote on the proposed amendment is to be taken.

**ARTICLE XIV
GENERAL PROVISIONS**

Section 1. Emblem, Colors

The emblem and colors of this Club shall be the same as the emblem and colors of the Association.

Section 2. Fiscal Year

The fiscal year of this Club shall be July 1 through June 30.

Section 3. Honorary Mailing List

The Association and the District Governor shall be included on the mailing list of this Club.

Section 4. Partisan Politics/Religion

This Club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this Club.

Section 5. Personal Benefit

Except to further his or her progress in Lionism, no officer or member of this Club shall use his or her membership as a means of furthering any personal, political, or other aspiration, nor shall the Club, as a whole, take part in any movement not in keeping with its purposes and objects.

Section 6. Solicitation of Funds

No funds shall be solicited from members of the Club during meetings by any individual or individuals who are not members of the Club. Any suggestion or proposition made at any meeting of this Club calling for the expenditure of money for other than the regular obligations shall be referred to the appropriate committee or to the Board.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected, qualified and acting Secretary of the Lions Club of Los Angeles (the “Club”), and that the above and foregoing Bylaws were adopted as the Bylaws of the Club.

In Witness Whereof, I have set my hand hereto this 12th day of November, 2004.

Richard M. Radl, Secretary

EXHIBIT A
MEMBERSHIP CATEGORY CHART

Member Category Limits

Honorary Members – Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

Affiliate Members – Not to exceed 25% of total actual membership.

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