

BYLAWS

of

CUPERTINO DEANZA LIONS CHARITIES, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of the corporation shall be:

Cupertino DeAnza Lions Charities, Inc.

referred to herein as the "Corporation." It shall be licensed by and under the jurisdiction of the Lions Club of DeAnza Corporation and The International Association of Lions Clubs.

ARTICLE II

PURPOSES

The purpose of the Corporation is set forth in its Articles of Incorporation, as from time to time amended, namely to solicit, collect, and otherwise raise money for charitable purposes; to expend, contribute, disburse, and otherwise handle and dispose of the same for such purposes either directly or by contributions to other agencies, organizations, or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable organizations in the local community; all of which shall be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its Officers, Directors, Members or anyone else. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERSHIP

The membership of the Corporation shall consist of those individuals who are members in good standing of the Lions Club of DeAnza Corporation.

There shall be no dues payable by any member.

ARTICLE IV DIRECTORS

1. The Directors of the Corporation shall be the Directors of the Lions Club of DeAnza Corporation and their term as Director in this Corporation shall be concurrent with their term as Director of said Lions Club of DeAnza Corporation. The number of Directors of this Corporation shall be fourteen (14).

2. Regular meetings of the Directors shall be held monthly at such time and place as the Directors shall determine.

3. Special meetings of the Directors shall be held when called by the president, or when requested by Three (3) or more Directors, at such time and place as the President shall determine.

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

5. The duties of the Board of Directors shall be (a) to transact such business of the Corporation as shall be necessary; (b) to approve all expenditures and contributions consistent with the purposes of the Corporation; (c) to report to the Corporation on the activities and financial status; (d) to prepare and submit to the Corporation a budget for the fiscal year; and (e) to appoint any committee.

6. The Board of Directors of the Cupertino DeAnza Lions Charities, Inc. shall from time to time designate certain unrestricted funds as restricted and place them in the DeAnza Lions Perpetual Endowment Fund. The placement of said unrestricted funds shall not exceed twenty percent of the net total of the program or activity from which they were raised.

ARTICLE V

OFFICERS

1. The officers of the Corporation shall be a President, Secretary and Chief Financial officer (also known as the "Treasurer"), and they shall be those individuals who hold the same office in the Lions Club of DeAnza Corporation, and their terms shall be concurrent therewith.

2. In the absence or disability of the President, the First Vice-President of the Lions Club of DeAnza Corporation that assumes the duties of President of that Club of DeAnza Corporation shall also assume the duties of the President of this Corporation.

3. Duties of Officers:

(a) The President shall preside at all meetings of the Corporation and the Board of Directors shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Directors;

(b) The Secretary shall record the minutes of all meetings of the Corporation and the Board of Directors and shall perform such other duties as may be delegated to him; and

(c) The Treasurer shall have custody of all funds of the Corporation; shall keep a full and accurate account of receipts, expenditures and contributions; and shall make disbursements in accordance with an approved budget as authorized by the Corporation or the Directors; shall present a financial statement at every meeting of the Corporation; and shall be responsible for the maintenance of records and books of account. **The Treasurer shall maintain a separate bank account, known as the DeAnza Lions Perpetual Endowment Fund, into which specific restricted funds or donations are placed. Only the interest generated from said fund may be utilized for charitable purpose.**

ARTICLE VI

MEETINGS

1. Regular meetings of the Corporation shall be held at the same time and place as regular meetings of the Lions Club of DeAnza Corporation.

2. The Annual meeting of the Corporation shall be held at such time and place as determined by the Directors. Special meetings of the Corporation may be called by the President and shall be called by the President when requested by the Directors. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of the Corporation, by mail or personal delivery, at least ten days prior thereto. A majority of members present at any regular or special meeting shall be a quorum and except as otherwise specifically provided, the act of a majority of members present shall be the act of the Corporation.

ARTICLE VII

PRACTICE

1. Roberts Rules of Order, as revised from time to time, shall determine all questions of order and procedure for any meeting of the Corporation's Directors or any committee.

2. The Cupertino DeAnza Lions Charities, Inc. affirms a policy of non-discrimination in all programs and activities without regard to race, color, gender, gender identity or expression, religion, caste, creed, national origin, ancestry, sexual orientation, language, education, geographic location, functional discipline, family status or situation, hierarchy status, work experience, marital status, age, physical or mental disability, veteran status, or any other legally protected status.

The Cupertino DeAnza Lions Charities, Inc. is committed to its non-discrimination policy and urges its fellow members to uphold the Lions Code of Ethics and purposes of Lions Clubs International by reflecting the common cause of friendship and service in all programs and activities in a non-discriminatory manner.

ARTICLE VIII

AMENDMENTS

1. These Bylaws may be amended at any regular or special meeting of the Corporation's members at which a quorum is present, by the affirmative vote of a majority of the members present in person and voting, provided the Directors have previously considered the merits of the amendments.

2. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

KNOW ALL PERSONS BY THESE PRESENT:

That we, the undersigned, being one of the persons appointed in the Constitution to act as the Board of Directors of the Cupertino DeAnza Lions Charities, Inc. and being all of the persons appointed to act as the current Board of Directors of the Cupertino DeAnza Lions Charities, Inc., hereby assent to the foregoing by-laws, and adopt same as the by-laws of the Cupertino DeAnza Lions Charities, Inc.

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of January, 2010

[Handwritten signatures of directors]
Kerry Edmonds
3 A 3 U T 1 0
Stewart Netter
William H. Reed

Directors.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting secretary of the Cupertino DeAnza Lions Charities, Inc. and that the above and foregoing by-laws of said corporation were adopted as the by-laws of said corporation on the 1st day of July, 2010 by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunder set my hand this 12th day of January, 2010

[Handwritten signature of Kerry Edmonds]

Kerry Edmonds
Secretary
Cupertino DeAnza Lions Charities, Inc.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting secretary of the Cupertino DeAnza Lions Charities, Inc. and that the above and foregoing by-laws were submitted to the membership at a meeting held the 3rd of February, 2010 and was ratified by the vote of members entitled to exercise a majority voting power of said corporation.

IN WITNESS WHEREOF, I have hereunder set my hand this 3rd day of February, 2010

[Handwritten signature of Kerry Edmonds]

Kerry Edmonds
Secretary
Cupertino DeAnza Lions Charities, Inc.