

AMENDED BYLAWS

OF

SIGHTLIFE

A Washington Nonprofit Corporation

ARTICLE I.

Membership

There shall be no members of this corporation.

ARTICLE II

Board of Directors

Section 1. **Number.** The directors of this corporation (the “Directors”) shall be between seven (7) and eighteen (18) in number; provided, however, that if the number of Directors serving at any time shall be fewer than seven (7), such Director or Directors shall have the power and authority to elect additional Directors.

Section 2. **Composition.** The Board of Directors of this corporation shall consist of Elected Directors, the Ex-Officio Voting Director and the Northwest Lions Foundation Director (as defined herein).

Section 3. **Elected Directors.** The corporation shall have between five (5) and sixteen (16) elected Directors (the “Elected Directors”), to be elected by a majority of the Board of Directors at any regular or special meeting of the Board.

Section 3.1. **Terms.** The term of office of an Elected Director shall be three (3) years. Notwithstanding the language above, if an Elected Director is also serving as an officer and the term of any such Director as an officer exceeds the permissible term as an Elected Director under this section, then any such Director’s final term shall extend throughout the term of his or her service as an officer.

Section 4. **Ex-Officio Voting Director.** The individual currently serving as the corporation’s Chief Executive Officer (the “CEO”) shall be an ex-officio voting member of the Board of Directors (the “Ex-Officio Voting Director”), for a term concurrent with the term any such individual serves as CEO.

Section 5. **Northwest Lions Foundation Director.** The Northwest Lions Foundation (the “Foundation”), which is described further in Section 13 of this Article, shall have the authority to appoint one individual to serve as a voting Director (the “Foundation Director”); provided, however, that any such appointment shall be subject to the approval of the Board of Directors of this corporation. Upon appointment by the Foundation, which appointment shall be pursuant to procedures adopted by the Foundation, the Foundation Director shall serve a

term of three (3) years, or such other term as the Foundation may determine from time to time. The Foundation Director may be removed by the Board pursuant to Section 8 of this Article, or by the Foundation pursuant to its own procedures.

Section 6. Quorum. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by RCW 24.03.110, the Articles of Incorporation, or elsewhere in these Bylaws. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting, or unless the Director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 7. Conflict of Interest. The Board of Directors has adopted a conflict of interest policy, which governs the disclosure, identification, and resolution of any potential or actual conflict of interest of any Director, officer or staff member.

Section 8. Removal. The Board of Directors may, by resolution adopted by a majority of the Directors in office, remove a Director from the Board for due cause, and only pursuant to a procedure that is fair and reasonable and carried out in good faith. A fair and reasonable procedure shall include a hearing to be preceded by a twenty (20) day written notice setting forth the reasons and the intent.

Section 9. Executive Committee. The Chair of the Board of Directors (the "Chair" or the "Chair of the Board") may propose for approval by the Board of Directors an Executive Committee. Subject to the limitations of Section 12 of this Article, the Executive Committee shall exercise the authority of the Board of Directors in the management of the corporation between Directors' meetings. The Executive Committee shall consist of the Chair of the Board, the Vice Chair and up to three (3) other Directors.

For purposes of meetings of the Executive Committee, a quorum shall consist of a majority of Executive Committee members. The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 10. Standing Committees. The Chair of the Board shall, by resolution of the Board, designate and appoint the chairs and membership of the corporation's standing committees (the "Standing Committees"), each of which shall exercise the authority of the Board of Directors as specifically set forth in any

such resolution. The corporation shall have the following four (4) Standing Committees, the responsibilities of which may include, but shall not be limited to, the following:

- Development Committee – Development activities;
- Governance Committee–Articles of Incorporation and Bylaws;
- Finance Committee –Financial operations and budgets; and
- Audit Committee – Audit related oversight and activities.

Section 10.1 Subcommittees. The Chair of the Board may designate and appoint the membership of one or more ad-hoc subcommittees. Any such subcommittee shall consist of at least one (1) Director and shall report to one of the Standing Committees. The Chairperson of the Standing Committee to which each ad-hoc subcommittee reports, may serve as an ex-officio member of that ad-hoc subcommittee.

Section 11. Ad-Hoc Committees. The Chair of the Board may, by resolution adopted by a majority of Directors in office, designate and appoint the membership of one or more ad-hoc committees, each of which shall consist of at least two (2) directors. Ad-hoc committees may include but shall not be limited to the following:

Section 11.1. Nominating Committee. The purpose of the Nominating Committee shall be to prepare the slate of Directors and Officers and to present such slates to the Board of Directors for election at the annual Board of Directors meeting. The Nominating Committee shall consist of the current Chair of the Board, the current CEO of the corporation and up to two (2) additional directors appointed by the Chair.

Section 11.2. Compensation Committee. The Compensation Committee shall be responsible to conduct an annual review of the CEO's performance of duties, salary, benefits, and other personnel matters. The committee shall have the authority to interview any staff member during the conduct of the annual review. The Compensation Committee shall consist of the Chair, Vice-Chair, up to two (2) other Directors, and a subject matter expert, as necessary and available.

Section 11.3. CEO Search Committee. The purpose of the CEO Search Committee shall be to conduct a search for a Chief Executive Officer when necessary. The Search Committee will meet to review applications and arrange interviews or alternative methods of evaluation. The most qualified applicant(s) will be selected and presented to the Board of Directors for final approval.

Section 12. Committees, generally. Any committee, if it shall have or exercise the authority of the Board of Directors, shall consist of two (2) or more Directors. However, no such committee shall have the authority of the Board of Directors to amend, alter or replace the Bylaws; elect, appoint or remove any

member of any such committee or any Director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorize the voluntary dissolution of the corporation or revoke proceedings thereof; adopt a plan for the distribution of the assets of the corporation; or amend, alter, or repeal any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law.

All committees are to report promptly to the Board and only take such actions as specifically designated in the Bylaws or by resolution of the Board. Members of a committee shall serve until the next annual meeting of the corporation or until their successors are appointed.

Section 13. Northwest Lions Foundation. The Northwest Lions Foundation (the "Foundation") shall be an operating unit of the corporation, which shall be managed and overseen by a body to be known as the Northwest Lions Foundation Board of Trustees (the "Foundation Board of Trustees"). The activities of the Foundation (the "Lions Programs") may include the Lions Health Screening Unit, Patient-Care Grant Review, the Lions Hearing Aid Bank and such other Lions Programs as the Foundation Board of Trustees may in its discretion determine. The Foundation Board of Trustees shall have the authority to expand, contract, or otherwise modify, from time to time, the Lions Programs; provided, however, that the delegation of such authority shall not operate to relieve the corporation's Board of Directors of or any individual Director of any responsibility imposed upon it or him or her by law. Funding in perpetuity for the Foundation shall be generated by the operation and activity of the Lions Programs, from charitable contributions made by Lions Club members or by the general public that are designated for the Lions Programs, an annual budget allocation from SightLife equal to a minimum of 2% of the previous 12 months of eye bank revenue (excluding gifts, grants and investment income), and distributions from the Northwest Lions Endowment, a Washington Nonprofit Corporation. The management and operation of the Foundation shall be set out in Articles for Operation which shall be approved by the Foundation Board of Trustees and the corporation's Board of Directors. The Foundation Board of Trustees shall be comprised of, but not not necessarily limited to, individuals representing each of the districts within Multiple District 19, International Association of Lions Clubs ("MD 19"). Any change in the composition of the Foundation Board of Trustees or the Articles for Operation shall be subject to the approval of the corporation's Board of Directors by resolution adopted by a majority of Directors in office.

Section 14. Indebtedness and Expenses. The Board of Directors and/or Executive Committee shall have the power and authority to incur indebtedness and to

pay all expenses of the corporation. If expenses of the Directors and the Executive Committee are incurred, such expenses shall be paid in accordance with the standard rules of audit of the corporation.

ARTICLE III Officers

- Section 1. Officers Enumerated. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, each of whom shall be a Director. Each officer shall be elected by the Board of Directors and shall serve in accordance with the term provided herein and until his or her successor is duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary.
- Section 2. Term. The term of office of each officer shall be three (3) years. An officer shall not serve more than two (2) consecutive three (3) year terms.
- Section 3. Vacancies. In the event of a vacancy or pending vacancy, the Board of Directors may elect a successor to fill the unexpired term at any annual or regular meeting.
- Section 4. Chair. The duties of the Chair of the Board shall be to:
1. Preside at all meetings of the Executive Committee and the Board of Directors of the corporation;
 2. Coordinate governance of the activities, programs, and efforts of the corporation;
 3. Appoint and participate, when appropriate, in any committees, ad -hoc committees and subcommittees;
 4. Perform such other duties as are specified or implied in the Articles of Incorporation, Bylaws, or usually performed by a Chair of the Board of such a corporation;
- Section 5. Vice-Chair. The duties of the Vice-Chair shall be to act for the Chair in his or her absence and to perform such other acts as the Chair may direct.
- Section 6. Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors, to provide copies of such records to the Directors within thirty (30) days of any such proceeding, and when requested by the Chair to do so, to sign and execute with the Chair all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation.
- Section 7. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The Treasurer shall perform the entire duties incident to the office of treasurer.

ARTICLE IV
Chief Executive Officer

The Chief Executive Officer (“the “CEO”) is responsible for the overall direction, leadership, and administration of the organization operating under the policies and governance of the Board of Directors. The CEO and the Executive Committee develop, for the approval of the Board of Directors, the organization’s strategic plan and establish and oversee the execution of all plans for all areas of the organization’s operations under broad guidelines from the Board of Directors.

The duties of the CEO shall be to:

1. Support operations and administration of the Board of Directors by advising and informing Board members, facilitating and attending Board/Committee meetings at the discretion of the Board of Directors, interfacing between Board and staff, and supporting the Board’s evaluation of the CEO.
2. Effectively manage and motivate the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations.
3. Recommend the yearly budget for Board approval and prudently manage the organization’s financial and physical resources within those budget guidelines according to current laws and regulations.
4. Assure that the organization and its mission, programs, products and services are consistently presented in a strong, positive image to relevant stakeholders.
5. Oversee fundraising strategy and implementation.
6. Initiate the planning process and ensure that all plans developed are in keeping with the mission and vision of the organization.
7. Ensure that all operations are in compliance with appropriate and current regulatory requirements.
8. Manage the organization’s legal exposure and legal matters in a timely manner, seeking advice from counsel, and responding to inquiries as appropriate. Communicate legal issues with the Executive Committee and Board of Directors when appropriate.
9. Perform such other duties as may be consistent with the authority generally assigned to a CEO.

ARTICLE V
Meetings

Section 1. Annual Meetings. The annual meeting of the Board of Directors shall be held in the last quarter of of each year, no later than January 1 at the registered office of the corporation or at such place as the Board may determine from time to time.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held upon the call of the Chair or a majority of the members of the Board.

Section 3. Frequency of Meetings. The Board or the Executive Committee shall meet at least four (4) times annually. The Standing Committees shall meet as needed.

Section 4. Notice of Special Meetings. Except as otherwise specified in Article X of these Bylaws, notice of the time and place of any special meeting of the Board shall be given by the Secretary or by the Directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least ten (10) days prior to the date on which the meeting is to be held.

Section 4.1 Consent to Notice By Email. If notice is provided to Directors by email, it is effective only with respect to Directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A Director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any Director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the Director's consent, and this inability becomes known to the Secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4.2 Delivery of Notice By Email. Notice provided by email to a Director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 4.3 Delivery of Notice By Posting to Electronic Network. The corporation may provide notice of the time and place of any special meeting of the Board by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the Director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 4.4 Delivery of Notice By Other Means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 4.5 Effect of Attendance at Meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Voting. Each Director shall be entitled to cast one (1) vote at any election or on any subject before any annual or special meeting of the Directors. If at any time a member of the Board of Directors holds more than one position, he shall have only one vote.

Section 6. Waiver of Notice. Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 7. Meetings Held by Telephone or Similar Communications Equipment. Members of the Board of Directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI **Actions by Written Consent**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE VII **Waiver of Notice**

Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII **Limitation of Directors' Liability and Indemnification**

Section 1. Limitation of Directors' Liability. A Director shall have no liability to the corporation for monetary damages for conduct as a Director, except for acts or

omissions that involve intentional misconduct by the Director, or a knowing violation of law by the Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

Section 2. Right to Indemnification of Directors and Officers. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the corporation or, while a Director or officer, he or she is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 3 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section 2 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Section 2 or otherwise.

Section 3. Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 2 of this Article is not paid in full by the corporation

within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 4. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or vote of disinterested Directors or otherwise.

Section 5. Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any Director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provisions. The corporation may enter into contracts with any Director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 6. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the

indemnification and advancement of expenses of Directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE IX

Budget

The Board of Directors at their annual meeting shall review and adopt a budget for the ensuing year. It shall be the duty of the officers to adhere to said budget. Only the Board of Directors may alter the budget once adopted.

ARTICLE X

Amendments to Articles and Bylaws

The corporation's Articles of Incorporation and these Bylaws may be altered, amended, or repealed and new Articles or Bylaws may be adopted by a majority vote of the Directors in office. A notice of such proposed amendment shall be submitted to each Director at least two (2) weeks prior to the meeting at which any proposed amendment will be voted upon.

ARTICLE XI

Fiscal Year

The fiscal year of this corporation shall be the same as the calendar year.