

**BYLAWS  
OF  
LIONS EYE FOUNDATION OF DISTRICT 26-M2**

**BYLAW I - Purpose**

The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation.

**BYLAW II - Members**

2.1 **General** – This corporation shall have classes of membership as set forth in the articles of incorporation.

2.2 **Business Which May Be Transacted at Annual Meetings** – At each annual meeting of the members as set forth in the articles of incorporation, the organizational members (Lions Club within District 26-M2) may transact such business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) if a matter or matters required by the Missouri Nonprofit Corporation Act to be approved by the members pursuant to Section 355.416 (relating to a conflict of interest transaction), Section 355.476 (relating to indemnification), Section 355.561 (relating to an amendment to this corporation's articles of incorporation), Section 355.596 (relating to an amendment to this corporation's Bylaws), Section 355.631 (relating to a plan of merger), Section 355.656 (relating to a disposition of all or substantially all of this corporation's property), or Section 355.666 or 355.671 (relating to dissolution) will be voted upon at an annual meeting, the notice of the meeting must include a description of such matter or matters and (ii) unless one-third or more of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act) is present by representation in person, the only matters that may be voted upon at an annual meeting of the members are those matters that are described in the meeting notice.

2.3 **Business Which May Be Transacted at Special Meetings** – Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by all organizational members entitled to vote on such matter.

2.4 **No Voting by Proxies** – At any meeting of the members, voting by proxy is prohibited. Organizational members may only vote in person by a designated representative.

2.5 **Voting** – Pursuant to the articles of incorporation, only organizational members shall be entitled to vote. Unless a greater plurality be required, no matter shall be deemed adopted unless it shall have been approved by a majority of the voting organizational members.

BYLAW III – Directors

3.1 Powers – As set forth in the articles of incorporation, all corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.

3.2 Election and Terms of Office – Each director shall hold office until the annual meeting of the members and until the term of office of such director's successor has commenced. The board of directors shall serve staggered five year terms, such that each year one director's term shall expire and a new election for such position on the board of directors shall occur.

Any director may be elected for successive terms. A full term for a director shall consist of five full years.

3.3 Commencement of Term of Office – The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise. Each newly-elected director shall assume such position beginning on July 1 following the director's election at the annual convention of District 26-M2. The election of new directors shall be subject to the rules and regulations as established by District 26-M2.

3.4 Vacancies – In the case of the death, resignation, or removal of one or more of the directors, the District Governor of District 26-M2 shall appoint a successor. In the event that a period of thirty (30) days passes following the occurrence of the vacancy without an appointment being made and there is more than sixty (60) days to the beginning of the next succeeding fiscal year, the directors remaining in office may by majority vote appoint a person to fill the vacancy provided that the person so selected shall be a member of a Lions Club from District 26-M2. A director appointed by the governor or the directors to fill a vacancy shall meet all qualifications set forth in these Bylaws, and shall serve out the remainder of the term of the vacating director.

3.5 Compensation – No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

3.6 Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the

president or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

3.7 Removal – A director convicted of a felony criminal act may be removed upon the vote of the majority of remaining directors.

3.8 Meetings –

(1) The board of directors shall hold monthly meetings on the third Monday of each month beginning at 7 p.m., unless otherwise designated by the board.

(2) Notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each director by the officer or directors calling the special meeting and shall be given and effective at least two days before the day on which the meeting is to be held.

(3) Whenever notice is required to be given to a director, such notice shall be oral, mailed, sent by facsimile, voicemail or personally delivered to such director. Such notice shall be deemed given and effective on the date determined in accordance with Bylaw VII.

3.9 Quorum – Unless otherwise required by law or provided elsewhere in these Bylaws, the presence of three fifths (60%) of the directors in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings; provided, however, that in no event shall fewer than three directors constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or by these Bylaws.

3.10 Voting – Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

3.11 Meetings by Conference Telephone or Similar Communications Equipment – Members of the board of directors of this corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

3.12 Action Without a Meeting – Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary shall file such consents with the minutes of the meetings of the board of directors.

3.13 Distributions– Distributions of monies may be made from the assets of the corporation to another not-for-profit organization qualifying as a tax-exempt organization within the meaning of Section 170(c) or Section 501(c)(3) of the Code or individuals deemed “needy” by the board, in accordance with the Articles.

BYLAW IV – Officers

4.1 General – The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. The officers shall only be drawn from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors. The same person may simultaneously hold more than one office in this corporation. The election of an officer does not itself create contract rights.

4.2 Resignation – An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

4.3 Removal – Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause.

4.4 Compensation – No officer shall receive compensation from this corporation for any service such person may render to it as an officer. However, an officer may be reimbursed for such officer's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

4.5 Vacancies – Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the expiration of their predecessor's term or until such person's earlier death, incapacity, disqualification, resignation or removal.

4.6 The President – The president of the corporation shall also hold the position of chairman of the board of directors and shall preside at all meetings of the members and the board of directors at which the president may be present and shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The board of directors may delegate such other authority and assign such additional duties to the president, other than those conferred by law exclusively upon the president, as it may from time to time determine, and, to the extent permissible by law, the president shall also hold the position of chief executive officer of this corporation with all of the powers otherwise conferred upon the president, or it may, from time to time, divide the responsibilities, duties and authority for the general control and management of this corporation's properties and affairs between the president and other officers.

The president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

Unless otherwise specifically provided by the board of directors, the president shall have the right to participate in any meeting of any committee of the board of directors,

whether or not the president is a member of such committee; provided, however, that unless the board of directors otherwise directs, the president shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the president is not a member.

At each annual meeting of the members, the president (together with the treasurer) shall report on the activities and financial condition of this corporation.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the board of directors.

4.7 The Vice President – The vice president shall work in cooperation with the president and shall perform such duties as the board of directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the president, the vice president shall be vested with all the powers and perform all the duties of the office of president until the board otherwise provides.

4.8 The Secretary – The secretary shall attend the meetings of the members and the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (1) act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (2) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (3) act as custodian of the seal of this corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (4) give or cause to be given notice of the meetings of the members and the board of directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws;
- (5) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (6) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the board of directors.

4.9 The Treasurer – The treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated

by the board of directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the board of directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the president or the board of directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

At each annual meeting of the members, the treasurer (together with the president) shall report on the activities and financial condition of this corporation.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

#### BYLAW V - Liability and Indemnification

5.1 Limitation of Liability – No person shall be liable to this corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director, officer, employee, or agent of this corporation or of any Other Enterprise (as hereinafter defined) in which such person serves as a director, officer, employee, or agent at the request of this corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or (ii) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(1) one or more officers or employees of this corporation or of such Other Enterprise whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented;

(2) legal counsel, certified public accountants or other persons as to matters the director, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or

(3) a committee of the board of which the director, officer, employee, or agent is not a member, as to matters within its jurisdiction, if the director, officer, employee, or agent reasonably believes the committee merits confidence;

provided that the director, officer, employee, or agent did not, at the time of such reliance, have knowledge concerning the matter in question that made such reliance unwarranted.

5.2 Indemnification, Generally – In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other paragraphs of this Bylaw V, this corporation shall indemnify and advance expenses to each person who is or was serving in an Indemnifiable Capacity (as hereinafter defined) to the full extent permitted by the laws of the State of Missouri as in effect on the date of the effectiveness of this Bylaw V and as may hereafter be amended.

5.3 Right to Indemnification – This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (regardless of whether such action, suit or proceeding is by or in the right of this corporation or by third parties) by reason of the fact that such person is or was serving in an Indemnifiable Capacity against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines and other expenses, actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding); provided, however, that this corporation shall not be required to indemnify or advance expenses to any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct; provided, further, that this corporation shall not be required to indemnify or advance expenses to any person in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized in advance by the board of directors of this corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or under a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person's conduct was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Any indemnification under paragraph (b) or advancement of expenses in connection with an action by or in the right of this corporation shall be reported to the members to the extent and in the manner required by the Missouri Nonprofit Corporation Act.

5.4 Enforcement of Indemnification – In the event this corporation refuses to indemnify any person who may be entitled to be indemnified or to have expenses advanced hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person is entitled to such indemnification or advancement of expenses hereunder. If such court action is successful and the person is determined to be entitled to such indemnification or advancement of expenses, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

5.5 Advancement of Expenses – Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by this corporation. In no event shall any advance be made in instances where the board, members

of this corporation or independent legal counsel reasonably determines that such person would not be entitled to indemnification hereunder.

5.6 Non-Exclusivity – The indemnification and the advancement of expenses provided by this Bylaw V shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, under the articles of incorporation or these Bylaws or any agreement, vote of members of this corporation or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Bylaw V shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

5.7 Insurance – This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Bylaw V.

5.8 Vesting of Rights – The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for condition of such person's serving or having served in an Indemnifiable Capacity and while this Bylaw V may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Bylaw V with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

5.9 Definitions – For purposes of this Bylaw V:

(1) References to "this corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Bylaw V with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

(2) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director or officer of this corporation or service by a person at this corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(3) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(4) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(5) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim; and

(6) References to "serving at the request of this corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(7) Unless the board of directors of this corporation shall determine otherwise, any director or officer of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a member, shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(8) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the board of directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification or advancement of expenses.

5.10 Severability – If any provision of this Bylaw V or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Bylaw V and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this Bylaw V to indemnification by this corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the

investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

#### BYLAW VI – General Provisions

6.1 Depositories and Checks – The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

6.2 Custodian of Securities – The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

6.3 Annual Audit – The board of directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable.

#### BYLAW VII - Notice

Any notice required or desired to be given under these Bylaws or otherwise to any director or member shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (1) when received by the director or member being notified;
- (2) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (4) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a member if addressed to the member's address shown in this corporation's current list of members. Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

BYLAW VIII – Fiscal Year

The board of directors shall have the power to fix and from time to time change the fiscal year of this corporation. In the absence of action by the board of directors, however, the fiscal year of this corporation shall end each year on the date which this corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

BYLAW IX– Records and Seal

9.1 Records – Without limiting the records required to be kept pursuant to this section, this corporation shall keep a copy of the following records at its principal office:

- (1) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of directors;
- (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years;
- (5) all written communications to all members or any class of members generally within the past three years, including the annual financial statements of this corporation for the past three years;
- (6) a list of the names and business or home addresses of its current directors and officers;
- (7) its most recent annual report delivered to the Missouri secretary of state as required by the Missouri Nonprofit Corporation Act; and
- (8) appropriate financial statements of all income and expenses.

9.2 Seal – The Board of Directors shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of this corporation and the words: Corporate Seal — Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

BYLAW X – Adoption of Restated Bylaws

These Restated Bylaws shall be deemed approved and adopted if they receive approval of a majority of the members voting, after receiving the recommendation of the Board of Directors, and there being present a quorum of one third (33.333%) of the members (entitled

to vote) represented in person. After Adoption of these Restated Bylaws, all future amendments are subject to the voting restrictions of Bylaws II and XI.

BYLAW XI- Amendments

Except as otherwise specifically provided in these Bylaws, the Bylaws of this corporation may be amended or new Bylaws adopted upon the approval of a majority of the organizational members voting. For any Bylaw amendment that does not relate to the number of directors, the composition of the board, the term of office of the directors or the method or way in which directors are elected or selected, such Bylaw amendment shall also be approved by the board of directors.

\* \* \* \* \*

These Restated Bylaws correctly set forth without change the corresponding provisions of the Bylaws as theretofore amended, and they hereby supersede the original Bylaws and all amendments thereto.

IN WITNESS WHEREOF, these Restated Bylaws have been duly adopted pursuant to Bylaw XI pursuant to the vote of the members at the meeting thereof held on the \_\_\_\_\_ day of \_\_\_\_\_, 2008 and are executed on behalf of the corporation by its President and Secretary as of \_\_\_\_\_, 2008.

LIONS EYE FOUNDATION OF DISTRICT 26-M2

By: \_\_\_\_\_  
Charles Hartmann  
President

By: \_\_\_\_\_  
Gregory Reininger  
Secretary