

ARIZONA LIONS EYEGLOSS RECYCLING TERMINAL, INC.

(ALERT)

BY-LAWS

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Prepared by ALERT Charter Board of Directors

TABLE OF CONTENTS

Article One	Name, Office, Objectives.....	1
Article Two	Membership.....	1
Article Three	Board of Directors.....	1
Article Four	Board Officers.....	3
Article Five	Committees.....	5
Article Six	Aministration of Property.....	6
Article Seven	Books, Financial Records, Audits.....	6
Article Eight	Waiver of Notice and Consent.....	7
Article Nine	Exemption from Corporate Debt.....	7
Article Ten	Non Discrimination.....	7
Article Eleven	Amendments to the Bylaws.....	8

ARIZONA LIONS EYEGLASS RECYCLING TERMINAL, INC.

BY-LAWS

Article One: Name, Offices and Objectives

Section 1: Name of Corporation

This organization will be known as ALERT. This organization is incorporated as "Arizona Lions Eyeglass Recycling Terminal, Inc." in the State of Arizona under the provisions of the Arizona Corporation Commission.

Section 2: Principal Offices.

The principal offices of this Corporation shall be located in Tucson, Pima County, Arizona. However, the Corporation may establish such other offices, within the State of Arizona as the Board of Directors may determine.

Section 3: Objectives

The objectives of the Corporation shall be to collect, sort and distribute used eyeglasses without charge to individuals in areas of the world as directed by the Board of Directors. This is in keeping with the primary mission of Lions Clubs International to give comfort to the visually impaired. In so doing, it will advance the Purposes and Objectives of the International Association of Lions Clubs. In the event of a discrepancy the Constitution and Bylaws of District 21-B, MD21 and/or the International Association of Lions Clubs will prevail.

Article Two: Membership

Section 1. Eligibility

All District 21-B Lions Clubs that are in good standing are members of ALERT, Inc.

Article Three: Board of Directors

Section 1. Corporate Affairs and Property.

(A) The affairs and property of this Corporation shall be managed by a Board of Directors composed of twelve (12) persons who are Lions in good standing and who are from clubs that are in good standing in District 21-B.

(B) The officers of this corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary/Treasurer and Director of Operations.

(C) No member shall profit monetarily from this corporation.

Section 2. Election and Tenure

(A) Voting for ALERT's Directors shall be done at the annual District 21-B Convention by the certified delegates at the convention, in accordance with District 21-B and Lions Clubs International Constitution and Bylaws.

(B) Directors will be elected for a Three (3) year term, by the delegates of member clubs who are present and voting at the annual convention of District 21-B. The four (4) one (1) year Directors and Directors appointed the previous year must stand for election each year along with Lions nominated by the members clubs. No more than two (2) Directors may be elected from any club.

(C) All clubs in District 21-B shall be notified of the number of Director vacancies at least ninety (90) days prior to District 21-B convention, by the Corporate Secretary.

(D) Nominations of candidates for Director will be made in writing to the District nominations and elections committee at least sixty (60) days prior to the convention. Candidates must be Lions in good standing and be a member of the nominating club, also in good standing, in the event there are insufficient candidates to fill the vacancies nominations may be made by ALERT's Board of Directors.

(E) Election of Directors will be by written ballot and the qualified candidates receiving the largest vote count shall be declared elected.

(F) The newly elected directors will take office as of July one (1) of each year.

(G) The Board of Directors shall elect a President, 1st Vice President, 2nd Vice President, Secretary/Treasurer and Director of Operations to serve a one-year term.

Section 3. Annual Meeting.

(A) An annual meeting of the member clubs shall be held each year at such time and place set by the President.

(B) The Secretary shall mail a notice setting forth the place, date, time and purpose of the annual meeting to all member clubs and to each Director at least thirty (30) days prior.

Section 4. Regular and Special Meetings

(A) The President shall designate any place within District 21-B as the

appointed place for regular or special meetings.

(B) Special Meetings of the Board of Directors may be called either by the President or by not less than twenty-five (25) percent of the Board of Directors.

(C) The Secretary shall mail a notice setting forth the place, date, time and purpose of the special meeting to each Director at least fifteen (15) days prior.

(D) The President may call an Emergency meeting anytime.

Section 5. Quorum and Proxies

A majority of the duly elected or appointed Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. There shall be no votes cast by proxy. Telephonic communications are acceptable as meeting attendance.

Section 6. Vacancies and Removal of Directors

(A) When a vacancy occurs on the Board of Directors by death, resignation, or removal, it shall be filled without undue delay by a majority vote of the remaining Directors. The appointed Director must stand for election at the next District 21-B Convention if he or she wishes to continue to serve on the Board.

(B) Any Director or Officer may be removed for cause at any regular or special meeting of the Board of Directors, by a two-thirds (2/3) vote of the Directors, elected or appointed. Deviations from the policies and directives of the Board of Directors, activities contrary to the purposes and objectives of Lions Clubs International, or which are injurious to the Corporation may be deemed cause for removal. Unexplained and/or unacceptable absence from three (3) or more meetings of the Board of Directors shall be deemed prima facie cause for removal. Notice will be given to the Secretary or other Corporate Officer, if a Board Member cannot attend a duly called meeting of the Board of Directors.

Article Four: Board Officers

Section 1. Board Officers Powers and Duties.

(A) The Board Officers shall be defined as President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, Director of Operations and others as elected by the Board of Directors.

(B) The Board officers shall have such powers and shall perform such duties as may be specified in resolutions or by other directives from the Board of Directors. In the absence there of, each officer shall have the powers and authority and shall perform and discharge the duties as indicated below:

1. The President shall be the Chief Executive Officer of the Corporation and shall in general, supervise the affairs of the Corporation. He/she shall direct the administration of the policies and efforts to attain objectives established by the Board of Directors. The President shall be an ex-officio member of each corporate committee. The President shall serve no more than a total of three (3) consecutive one-year terms.

2. The Vice Presidents by rank shall perform the duties of the President in his/her absence and other duties assigned by the President. No two (2) Vice-Presidents shall be from the same Lions Club.

3. The Secretary shall give appropriate notice and attend meetings of the Board of Directors and will keep a record of the Board proceedings. Minutes of all meetings shall be mailed to all members of the Board and to the District 21-B Governor within ten (10) days after the meeting. He/she shall have custody of the Seal of the Corporation and have authority to affix said seal to all instruments where its use is required. He/she shall give all notices required by statute, by-laws or resolution and shall perform such other duties as may be prescribed by the Board of Directors or the President. He/she or other designated individuals shall turn over to the Treasurer, all monies, securities and other valuable effects in the name of the Corporation for deposit in such financial institution as may be designated for that purpose by the Board of Directors. He/she shall obtain receipts for all such transactions.

4. The Treasurer shall have the care and custody of the funds, securities, properties and assets of the Corporation unless otherwise directed or prescribed by the Board of Directors. He/she shall keep records, belonging to the Corporation, which provides full and accurate accounts of all receipts, deposits and disbursements. He/she shall disburse the funds of the Corporation only as ordered by the Board of Directors with proper vouchers for such disbursements. He/she shall render an account of all transactions as Treasurer and of the financial condition of the Corporation at each duly constituted meeting of the Board of Directors and whenever requested by them.

5. The Director of Operations (DO) shall be responsible for the scheduling, manning, and overall coordination of each sorting event. He/she shall be aware of the new and also the previously sorted inventory and advise the Board accordingly of any space limitations within the storage container and recommend a sorting event or a distribution of inventory when they occur. The DO shall maintain an adequate supply of consumable items needed for the sorting event, i.e. tape, boxes and markers. The DO shall provide all necessary procedures to effect and efficient organization for sorting.

(C) The Board of Directors may elect other officers, in addition to those listed above, including an Executive Secretary if it shall be deemed desirable. Such officers will have authority to perform duties prescribed by the Board of Directors.

Section 2. Surety Bond.

If required by the Board of Directors the Treasurer will secure a Surety Bond annually covering all Executive Officers and the Fund Raising Chairman. Any other Directors may be included at the discretion of the Board of Directors. The Bond is to provide for restoration to the Corporation in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 3. Election and Terms

Each officer shall be elected annually by a quorum of the Board of Directors and shall hold office until the annually scheduled meeting the following year or until a successor has been elected should a vacancy occur within the year.

Section 4. Vacancies and Removal of Officers

A vacancy in any office because of death, resignation, removal, or disqualification may be filled by the Board of Directors until the next convention at which time they may run for office. Any officer, elected or appointed by the Board of Directors may be removed by a vote of two-thirds (2/3) of the elected or appointed directors present at any duly regular and special meeting of the Board of Directors.

Article Five: Committees

Section 1. Committees.

The Board of Directors shall appoint committees as it shall deem wise and the Board of Directors may delegate to such committees those duties and powers necessary for the function of the committee. Any action taken by any committee shall require an affirmative vote by a majority of the Board of Directors.

Section 2. Advisory Committee

(A) The Board of Directors may appoint an Advisory Committee whose advice, council, expertise and services may be of value to the Board of Directors and the Corporation. As many advisors as are deemed necessary and beneficial may be appointed by the President, with the approval of the Board. Unless excluded by the Board of Directors, a representative of the advisory committee may attend all meetings of the Board and will have the right to discuss any matters brought before the Board but will not have voting privileges. The President may invite members of the Advisory Committee to attend meetings of all committee's appointed by the Board of Directors but they will have no vote on such committees.

(B) Current and Past International Officers and Directors that are members in good standing of District 21-B clubs, the Vice District Governor of District 21-B shall be an honorary member of the Advisory Committee. These honorary members will have no voting privileges, the District Governor of 21-B is an ex-officio member of the committee and shall have no voting privileges.

Article Six: Administration of Property

Section 1. Checks, Drafts or Orders

All monies received from Lions Clubs shall be placed on deposit in a federally insured institution. Two (2) people the treasurer and one (1) other signer as determined by the Board of Directors, must sign all checks and withdrawals from the accounts.

Section 2. Gifts, Property and Funds

(A) The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or devise for any purpose of the Corporation. Any Director, who receives any of the above gifts, shall turn such gift over to the Secretary within ten (10) days of receipt. The donor shall receive a receipt for any donation accepted by a Director on behalf of the Corporation.

(B) The Board of Directors shall have the power to take, hold and administer any and all securities, funds or property that may be transferred to them. They shall have full power and discretion to invest any principal and deal with and expend the income of principal or the property in such a manner as in their judgment will best promote the purposes of the Corporation.

(C) The Corporation shall have and exercise all powers conferred by law on this Corporation and consistent with the laws of any state, states or possessions of the United States wherein any property is held. A record of all gifts, contributions and bequests shall be kept and made available for inspection according to law.

(D) The Board of Directors shall keep all physical property belonging to the Corporation safe and secure while in their possession and return to the Board of Directors on demand.

Article Seven: Books Financial Records and Audits

Section 1. Books and Financial Records

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and other committee's having and exercising any of the authority of the Board of Director. The Corporation will keep at its principal office a record giving the

names and addresses of the Board of Directors and of the members of the Advisory Committee or any other committee the Board of Directors may appoint.

Section 2. Auditing of Books and Financial Records

Within sixty (60) days of the end of the fiscal year of the Corporation, the financial records and accounts of the Corporation shall have an audit or financial review as provided by the Board of Directors. A financial review or audit of the finances of the Corporation shall be presented at the first Board of Directors meeting following the sixty (60) day limit. A full copy of this certified audit or financial review shall be sent to the Governor of District 21-B and to the District 21-B Audit and Finance Committee within ninety (90) days of the end of the fiscal year.

Section 3. Fiscal Year

The Fiscal Year of the Corporation shall begin on the first (1st) day of July and end at midnight on the last day of June in each year.

Section 4. Annual Dues

There shall be neither dues or any initiation fee imposed on any member of the Board of Directors of this Corporation.

Article Eight: Waiver of Notice and Consent

Whenever any notice is required to be given under the provision of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be determined equivalent to the giving of such notice.

Article Nine: Exemption from Corporate Debt

The private property of the Officers, Directors, Employees, Agents and Servants of the Corporation shall be immune from civil liability and shall not be subject to suit directly or by act of contribution for any act or omission resulting in damage or injury, if such person was acting in good faith and within the scope of his/her official capacity. Nothing in this article shall limit or modify in any manner the duties or liabilities of the aforementioned persons to the Corporation. Official capacity as used in this article means any decision, act, or event undertaken by the Corporation in the furtherance of the purpose or purposes for which the Corporation is organized.

Article Ten: Non-discrimination

In rendering its functions and in exercising its purpose, the Corporation shall not practice or permit discrimination in employment, appointments to

responsibilities, or otherwise on the basis of sex, age, race, national origin, religion, physical handicap or disability.

Article Eleven: Amendments to the By-laws

These By-laws may be altered amended or repealed and new By-laws may be adopted by a vote of two-thirds (2/3) majority of the Directors present at any meeting of the Board of Directors where a quorum of the Directors are present and voting and subject to final approval by a majority vote of the delegates from the member clubs present and voting at the next annual convention of District 21-B, at which time the changes become effective if approved. Changes shall be submitted to District 21-B Constitution and By-Laws Committee 120 days prior to said District 21-B Convention.