

BY-LAWS
OF
VISION BEYOND SIGHT FOUNDATION, INC.
A Corporation governed by the Not-for-Profit
Corporation Law of New York
ARTICLE I
MEMBERSHIP

Section 1. Classification of Members. The membership of the Corporation shall consist of General Members. Only General Members shall have full voting rights as members of the Corporation. Only Lions Clubs that are located within District 20-N of MD-20 of New York State & Bermuda Lions Clubs Incorporated are eligible to be members.

Section 2. General Members. General Members shall pay the Corporation an initiation fee of \$500.00. Initiation fees are not refundable.

Section 3. Honorary Members. Any Lion who has rendered extraordinary, meritorious service to the Corporation or who through his or her own efforts has accomplished results worthy of recognition may be elected by a two-thirds vote of the Board of Directors to be an honorary member of the Corporation. Honorary members shall not have voting rights.

Section 4. Evidence of Membership. Membership in the Corporation shall be evidenced by the inclusion of the members name in a list to be maintained under the direction of the Recording Secretary.

Section 5. Transferability: No membership interest, right or privilege is transferable by operation of law or otherwise (including without limitation by merger, consolidation or distribution upon dissolution). A member that (a) participates in a merger or consolidation and is not the surviving corporation of such merger or consolidation or (b) dissolves or otherwise liquidates shall be deemed to have voluntarily withdrawn from the Corporation. This section shall not be deemed to prohibit the use of proxies for voting purposes.

ARTICLE II
MEETINGS OF GENERAL MEMBERS

Section 1. Meetings: Meetings of the General Members of the Corporation shall be held twice a year in April and October and at such time and at such place within the State of New York as the Chairman or a Vice Chairman shall determine and the notice of the meeting shall specify. The annual meeting will be held in April.

Section 2. Special Meetings. Special meetings of the General Members may be called by the Board of Directors or by the Chairman or a Vice Chairman, and shall be called by the Chairman or a Vice Chairman at the request in writing of at least one third of the General Members of the Corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the General Members shall be held at such time and at such place within the State of New York as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings Written notice of each meeting of the General Members shall be given, personally or by mail, or by e-mail, or other electronic notification not less than fifteen (15) days before the date of the meeting, to each General Member. If mailed, such notice shall be deposited in the United States mail with first-class postage thereon prepaid, directed to the General Member at his or her address as it appears on the record' of General Members. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business that may be transacted at the meeting shall be confined to business that is related to the purpose or purposes set forth in the notice.

Section 4. Quorum. At each meeting of General Members for the transaction of any business, a quorum for the transaction of business shall consist of one-third of the total number of General Members.

Section 5. Procedure. The presiding officer may determine the order of business and all other matters of procedure at every meeting of General Members.

Section 6. Voting. Each General Member, in good standing, shall be entitled at every meeting of General Members to one vote on all matters appropriate for consideration by the Corporation's membership. All corporate action to be taken by vote of the General Members shall, except as otherwise provided by law, the certificate of incorporation or these By-Laws be authorized by a majority of the votes cast. The vote upon any question before a meeting of the General Members shall not be by ballot unless the person pre-siding at such meeting shall so demand.

Section 7. Reports. The Board of Directors shall present an annual report at the April meeting, verified by the Chairman and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- a) The assets and liabilities, including the funds, of the Corporation as of the end of twelve month fiscal period of the Corporation terminating not more than six months prior to said meeting.
- b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.
- e) The number of General Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and addresses of the current General Member may be found.

Such report shall be filed with the records of the Corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

Section 8 Written Consent of the General Members Without a Meeting. Whenever by law General Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the General Members. Written consent thus given by all of the General Members shall have the same effect as a unanimous vote of the General Members.

ARTICLE III BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs.

(a) Generally. Except as otherwise provided by law, the certificate of incorporation of the Corporation and these By-Laws, the Board of Directors shall manage the activities, property, and affairs of the Corporation.

(b) Financial and Charitable Matters. The Board of Directors shall provide for the raising of monies for the furtherance of the purposes of the Corporation. The Board of Directors shall provide for the payment of administrative expenses of the Corporation and for expenditures in furtherance of the purposes of the Corporation within the area served by the Corporation.

Section 2. Number and Qualifications. The Board of Directors shall consist of a minimum of nine (9) individuals, who shall be elected by the General Members at the annual meeting of the Members.

The directors may increase or decrease the number of directors of the corporation by a vote of the entire Board, but the number of directors constituting the entire Board shall be at no time less than nine. No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age and shall be from the General members.

Section 3. Resignation. Any director of the Corporation may resign at any time by giving his or her written resignation to the Chairman, a Vice Chairman or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4 Removal. Any director may be removed with or without cause by the affirmative vote of the majority of the Board of Directors at any meeting of the Board, notice of which shall have referred to the proposed action. Unexcused absence of two regular meetings in any 12-month period shall without limitation, may be cause for removal.

Section 5. Compensation. No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 6. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office; although less than a quorum exists, or any such newly created directorships and vacancies occurring in the Board of Directors for any reason may be filled by vote of the General Members at any meeting of General Members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next meeting of General Members, they shall be filled by vote of the General Members at the April meeting. A director elected to fill a vacancy, unless elected by the General Members, shall hold office until the next meeting of General Members at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified.

ARTICLE IV Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times a year in February, April, May, July, September, and November, unless the Board of Directors shall vote to hold a meeting in a different month by a majority vote of the directors. The Board of Directors shall fix the time and place of regular meetings.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of April of each year, or such other meeting as the Board of Directors shall designate. The last order of business at each annual meeting shall be the election of officers.

Section 3. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the Chairman, a Vice-Chairman or the Secretary to each member of the Board not less than fifteen (15) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business or e-mailed to their address. Notice of regular meetings of the Board of Directors need not be given if the time and place of the regular meetings are fixed by the Board of Directors.

Section 4. Quorum and Action by Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these By-Laws, a majority of the entire board shall constitute a quorum for the transaction of business, or of any specified item of business) and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting were announced at the meeting, to the directors present.

Section 5. Procedure. The Chairman shall preside at all meetings of the Board of Directors. The order of business and all other matters of procedure at every meeting of the directors shall be determined by these By-Laws and, to the extent not addressed herein, by the presiding officer.

Section 6. Special Meeting. Special meetings of the Board of Directors may be called, at any time by the Chairman, or in his or her absence or disability, the Vice Chairman, and must be called by such officer on written request by one-fifth of the entire Board of Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 7. Contracts with Corporation. No member of the Board shall be interested, directly or indirectly, in any contract for furnishing supplies or services to the Corporation, unless authorized by the concurring vote of a majority of the entire Board not including the vote of the interested director.

Section 8. Special Advisors. From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the corporation to assist the corporation in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the corporation, nor any liability with respect thereto.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 10. Presence at the Meeting by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE V COMMITTEES OF DIRECTORS

Section 1. Standing Committees. The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board, may designate from among its members standing committees each consisting of three or more directors with one director being designated as the committee chairman, and may designate one or more director as alternative members of any such committee who may replace any absent member or members at any meeting of such committee. Each such committee shall have only the authority provided in these By-Laws and shall serve at the pleasure of the Board of Directors. Each standing committee shall have such a name as may be provided from time to time in these By-Laws or in the resolution or resolutions of the Board of Directors. The members of each standing committee shall hold office for one year and until their successors are elected.

Section 2. Special Committees. The Board of Directors or the Chairman may appoint from among the members of the Board of Directors special committees, including ad hoc committees, for such particular purpose or purposes as shall be specified upon the creation of each such committee. Each such committee shall have only such powers as are specifically delegated to it, shall serve at the pleasure of the Board of Directors, and shall report periodically to the Board of Directors on the status of its achievement of the particular purpose or purposes for which it was formed. No such committee shall have any power which the Executive Committee may not have.

Section 3. Committees of the Corporation. The Board may designate committees of the Corporation for such purpose or purposes as shall be specified upon the creation of such committee and shall elect the members of such committees, who may consist of directors or officers of the Corporation or of other persons. Each such committee shall have only such powers as are specifically delegated to it and shall serve at the pleasure of the Board of Directors. Except as otherwise provided in this Article V, the provisions 'Of the By-Laws and applicable law that may apply to officers of the Corporation generally shall apply to the members of such committees who are not already directors or officers of the Corporation.

Section 4. Meetings of Committees. Committees of directors shall meet at such times and places as the chairmen of the committees shall determine and the notice of the meeting shall specify. Meetings of committees of directors shall be governed by the provisions of Article IV of these By-Laws, which govern meetings of the entire Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The Board of Directors shall annually, at the first meeting of the Board after the annual meeting of General Members, appoint or elect a Chairman, one or more Vice-Chairmen, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Financial Secretary. The Board of Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 2. Term of Office. The Chairman, Vice Chairman, the Recording Secretary, the Corresponding Secretary, the Treasurer, and the Financial Secretary shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next annual meeting of the General Members and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

Section 3. Resignation. Any officer may resign at any time by notifying the Chairman or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.

Section 5. The Chairman. The Chairman shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

Section 6. The Vice-Chairman. A Vice-Chairman shall, in the absence or at the request of the Chairman, perform the duties and exercise the powers of the Chairman. Each Vice Chairman shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 7. The Recording Secretary. The Recording Secretary shall issue notices of all meetings of directors and members where notices of such meetings are required by law or these By-Laws. The Recording Secretary shall attend all meetings of the Board of Directors and keep minutes thereof. The Recording Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Recording Secretary's signature and shall perform such other duties as usually pertain to the officer or are properly required by the Board of Directors.

In the absence of the Recording Secretary, the Corresponding Secretary shall act as the Recording Secretary for that particular meeting or the Chairman shall appoint a person to act as the Recording Secretary in his or her absence.

Section 8. The Corresponding Secretary. The Corresponding Secretary shall distribute all correspondence from the Chairman to the other directors and to the members of the Corporation as the Chairman may direct.

Section 9. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the officer or as are properly required of the Treasurer by the Board of Directors.

Section 10 The Financial Secretary. The Financial Secretary shall record all donations, pledges and grants and respond to them accordingly. The Financial Secretary report all such actions as proof of payment of dues, shall deposit all the dues received with the Treasurer, shall report annually to the Board of Directors the dues received, the names of all members who are in arrears and the amounts due, and any other information that the Board of Directors may require, and shall perform such other duties as usually pertain to this office or as are properly required of the Financial Secretary by the Board of Directors.

Section 11. Officers Holding Two or More Offices. Any two or more offices, except those of Chairman and Secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 12. Compensation. No officer of the Corporation shall receive, directly or indirectly, salary compensation or emolument from the Corporation except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or

more of the corporate purposes of the Corporation.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the Corporation, whether or not then in office, and any person whose testator or in testate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) that was authorized by the Board of Directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the members. To the extent permitted by law, the Board of Directors or, if applicable, the General Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding Of, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or in testate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these By-Laws, a resolution of the General Members, a

resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or-her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability If this Article VII or any part here of shall be held unenforceable in any respect by a court of competent jurisdiction, it shall-be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available there for.

ARTICLE VIII CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on November 30 of each year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers. The Corporation shall make no loans to its directors and officers.

Section 4. Gifts. The Board of Directors, the Executive Committee or any authorized Officer, employee or agent of the Corporation may accept on behalf of the Corporation any Contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks or securities shall be voted by the Chairman as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE IX
CORPORATE SEAL

The seal of the Corporation shall be in such form as may be determined from time to time by the Board of Directors.

ARTICLE X
AMENDMENTS

These By-Laws may be amended at any meeting of General Members, notice of which shall have included specification of the proposed action, including the wording of any proposed amendment, by the vote of a majority of the General Members of the Corporation¹ or at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, including the wording of any proposed amendment, by the vote of two-thirds of the Board. Such proposed amendments must be sent to the General Members and the Board of Directors, as applicable, at least thirty days prior to the meeting at which such amendments will be proposed for adoption.

These By-laws are adopted by the undersigned Board of Directors at a duly called meeting on this 17th day of April, 2010.