

SOUTH CAROLINA
LIONS EYE BANK, INC,
CONSTITUTION & BY-LAWS

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**BY-LAWS
Of
SOUTH CAROLINA LIONS EYE BANK, INC.**

ARTICLE I

NAME & ADDRESS

- Section 1.** The name of this Corporation shall be: SOUTH CAROLINA LIONS EYE-BANK, INC., referred to herein as the "Corporation".
- Section 2.** The location of the principle place of business of this Corporation shall be at I 10 Medical Circle, West Columbia, South Carolina, 29169, where the central office and telephone office will be maintained.

ARTICLE II

OBJECTS AND PURPOSES

- Section 1. The objects and purposes for which this Corporation is organized are as follows:
- A. To establish, maintain, operate and carry on an eye-bank and eye tissue laboratory(s) exclusively for the procurement of eyes and eye tissue, to preserve eye tissue and to provide the same for the scientific and charitable purposes of sight restoration . and preservation of sight and medical research. This Corporation is organized not for profit, but is to be operated exclusively for the above medical, scientific and charitable purposes. This Corporation may impose a processing fee as set by the Board of Directors.
 - B. To receive, by way of gift or otherwise, eyes or parts of eyes of deceased human beings and of living human beings whose eyes of parts thereof are of no use to them, or of animals, or any ocular material; to hold the same as a depository and to preserve the same, to deliver the same or any parts thereof to hospitals, surgeons, physicians, scientists, students and others for purposes of research or in helping to prevent or avoid blindness or impairment of vision of any sort.
 - C. To receive, by way of gift or otherwise, to purchase, to cause to be constructed or otherwise to acquire proper facilities for the reception, care and preservation of such eyes, parts of eyes, or other ocular material.
 - D. To carry on, directly or indirectly, such research, experimentation and

education, etc., as may be reasonably calculated to be of value in saving, restoring, aiding or preserving eyesight or in helping to prevent or avoid blindness or impairment of vision of any sort or as to ameliorate the condition of the blind or those with defective eyesight; to maintain laboratories, clearing houses of information and the like for this purpose.

- E. To aid, freely and voluntarily, in any manner which may be permitted by law, by loan, guaranty, grant, scholarship, fellowship, subsidy or otherwise, any corporation, association, surgeon, physician, scientist, person or student engaged in saving, restoring, aiding or preserving eyesight, or in attempting to do so, or in helping to prevent or avoid blindness or impairment of vision, of any sort, or in inquiring into the causes of blindness, or in whose work or welfare the Corporation may have any other lawful interest.
- F. To acquire by way of gift or otherwise, to buy, sell, rent, lease and exchange real estate, improved or unimproved, and to build, construct, alter or otherwise to acquire or obtain the use of and to improve and operate all buildings and other improvements on such real estate as may be suitable or convenient for carrying out the purposes of the Corporation.
- G. To prepare for publication and to publish, to manufacture and distribute, directly or indirectly, such books, pictures, magazines, pamphlets and publications of all kinds and such films, radio programs, television programs and the like as may be necessary, suitable or convenient for carrying out the purpose of the Corporation.
- H. To borrow money for any lawful purpose of the Corporation; to make, accept, endorse, create, execute and issue bond, promissory notes and other obligations or evidence of indebtedness of any nature for the purchase of property or for any lawful purpose of the Corporation and to secure the payment thereof and of the interest thereon by mortgage, pledge, deed of trust or otherwise, on the whole or any part of the property of the Corporation.
- I. To acquire, own, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, where necessary or proper for in connection with any lawful purpose of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
- J. Without limit as to amount, to receive gifts of money or property and to hold the same for the purposes of the Corporation and its work.
- K. To do any and all things necessary, suitable, convenient or proper for and in connection with or incidental to the accomplishment of any of the purposes herein set forth or any other lawful welfare purposes of the Corporation.

Section 2. The net receipts or earnings, if any, of this organization shall be devoted exclusively to charitable or scientific purposes for the benefit of the public, as stated above, and no part of the net earnings of this organization may inure to the benefit of any private shareholder or member or individual.

ARTICLE III

POWERS AND AUTHORITY

Section 1. In order to properly prosecute the objects and purposes above set forth, this Corporation shall have full power and authority within the State of South Carolina and all other states, territories and counties to purchase, lease, receive by donations, gift, devise, bequest, loan and otherwise' acquire and hold legal or equitable title to, or possession of, real and personal property; to sell mortgage, pledge, donate, lease, contract and otherwise deal with an ' and dispose of real or personal property, or both, and generally to perform all acts which may be deemed necessary, expedient or proper for the successful carrying on of the objects and purposes for which this Corporation is formed.

Section 2. The primary purpose for which the Corporation was organized being as stated in Article II, above, no specific authority need be given the Directors to carry on such corporate activities or to do all things necessary and proper in the furtherance of such work. The members may pass upon such matters if they do desire, but it shall not be necessary for such matters or such actions to be passed upon or approved by the members. The approval of the Directors shall be sufficient and shall be binding upon the Corporation, unless and until such Directors actions shall have been overruled or changed by the members.

ARTICLE IV

GOVERNMENT & GENERAL REGULATORY PROVISIONS

Section 1.

A. This Corporation shall consist of its members as defined. At the commencement of business and operation of this Corporation, its members shall consist of the persons whose names are listed as the original incorporators and such additional persons as may be elected as members may adopt a constitution or by-laws or both, and amend the same, which may prescribe and set forth such rules and detailed regulations for the activities and the management of this Corporation as may be considered advisable and as may be not inconsistent with the Certificate of Incorporation.

B. Such constitution or such by-laws shall provide for the election of a Board of Directors and Executive Officers of the Corporation, including: A President, one or more Vice-Presidents, a Secretary and a Treasurer.

Section 2. The general operation of the business of the Corporation shall be under the supervision of the Board of Directors and no specific action on the part of the members shall be necessary in order to vest this power in said Board of Directors.

Section 3. The Executive Officers of this Corporation shall be elected by the members, for terms of one year, except as otherwise provided in these By-Laws, and until their successors have been elected and have qualified.

Section 4. All employees of this Corporation, other than the said Executive Officers, shall be employed by the Board of Directors, and any such employee may be discharged at any time by the Board for good cause. By a resolution the Board of Directors may authorize the President, or some other Officer instead of or in addition to the President, to make any of all such employment contracts, or to terminate them. The Board of Directors may, in its discretion, determine that such employee so discharged shall, at the time of discharge, be entitled to some remuneration in addition to salary or wages actually earned to date of discharge, provided, however, that the determination of the additional amount so to be paid shall vest solely within the discretion of the President but shall in no event exceed an amount equal to one month's salary or wage.

Section 5. No member of this Corporation, nor any Officer or Director, shall incur or be subject to any personal liability for any indebtedness or any acts or omissions of this Corporation.

Section 6. The charter or Certificate of Incorporation may be changed or amended by two-thirds of the members of the Corporation, present and voting at a regular meeting or a special called meeting.

ARTICLE V

MEMBERSHIP

Section 1. All Lions in good standing in a local Lions Club in the State of South Carolina shall be considered members.

Section 2. Any person of good character and interested in the objects and purposes of the Eye-Bank shall be eligible for membership.

Section 3. Honorary membership may be conferred, by a majority vote of the Board of Directors, on any persons who have distinguished themselves or made exceptional contributions or achievement in the field of the restoration of sight and the field of work of the Eye-Bank.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. The annual meeting of the members of this Corporation, for the election of Officers and Directors and for such other business as may properly come before the meeting, shall be held at a time and place to be set by the

Board of Directors and notice of said meeting shall be published in the PALMETTO LION for two issues prior to date of meeting.

Section 2. A special meeting may be held at the call of the President or of the Secretary, upon written request of any five Directors. Notice of the special meeting shall be published in the PALMETTO LION one issue prior to date of the meeting.

Section 3. The President shall preside at all meetings, or in his/her absence a Vice President in order of seniority shall preside. The Secretary of the Corporation shall act as secretary of all membership meetings.

Section 4. Each member shall be entitled to one vote, in person, at all membership meetings, and those present shall constitute a quorum.

ARTICLE VII

DIRECTORS AND MEETINGS OF DIRECTORS

Section 1.

- A. The Board of Directors shall consist of three (3) elected Directors from each of the Districts of the International Association of Lions Clubs within the State of South Carolina, the elected officers of the South Carolina Lions Eye Bank, Inc., (addressed in Article VIII, Section 1), the District Governors of the Districts and Council Chairman of the International Association of Lions Clubs within the State, the President of the South Carolina Lions Inc., Ex-officio membership shall be the Executive Director, the Medical Advisor(s) and the Legal Advisor. The majority of the Board of Directors shall be Lions from within the State of South Carol'
- B. At the annual meeting of the membership, the membership shall elect a Secretary, Treasurer and 3rd Vice-President and confirm the elevation of the current Vice Presidents to the next higher office. The current Vice Presidents shall be the sole nominee for the next higher office provided that the full Board of Directors confirm that the current Vice-Presidents have satisfactorily fulfilled their terms of service. The SC Lions Eye Bank Nominating Committee shall submit two (2) names for the office of 3rd Vice-President, one of whom shall be elected to serve, and this office shall rotate by alphabetical order of Districts. The incoming President may select the Lions to serve as Secretary and Treasurer.
- C. At the District Convention meeting of members, each of the Districts of the International Association of Lions Clubs within the State of South Carolina, shall elect one (1) Lion from that District to serve a three (3)

year term on the South Carolina Lions Eye Bank Board of Directors. Nominations for this office shall originate with the South Carolina Lions Eye Bank's Nominating Committee, who will forward to each of the District's nominating committees the names of two (2) Lions from that District for review and recommendation to the meeting of member delegates as candidates for election. The member delegates shall elect one of the nominees to a three year term on the South Carolina Lions Eye Bank Board of Directors.

Section 2. The President shall preside at all meetings of the Board, but in the absence of the President, a Vice-President in order of seniority shall preside.

Section 3. The Board of Directors shall have the entire care and management of the property and affairs of the Corporation and shall provide for raising of all monies required by the Corporation for administrative purposes, and shall appropriate funds from time to time to each department and project of the Corporation and it may appropriate funds to any other Corporation or Institution having objectives similar to those of the Corporation.

Section 4. Any Director may resign his/her office of Director at any time by giving written notice to the President or Secretary, such resignation to take effect at the time specified therein.

Section 5. In the event that a vacancy occurs on the Board of Directors through death, relocation to another sub-District, or resignation, the SC Lions Eye Bank Executive Committee at any meeting, may appoint a member from the District in which the vacancy occurs, subject to the approval of a simple majority of the Board of Directors. The Nominee(s) to fill such a vacancy(s) shall come from the Nominating Committee of the SC Lions Eye Bank.

The vacancies referred to in this Section pertain to the offices of President, 1st 2nd, 3rd Vice-Presidents, Secretary, Treasurer, and the three (3) members of the Board of Directors who are elected from each District by the membership at the Annual Meeting,

Section 6. The officers named in Article VIII of these By-Laws shall automatically be members of the Board of Directors and shall be members in addition to the elected members of the Board. In addition to the above named Directors, the District Governors of the Districts within the State of South Carolina of the International Association of Lions Clubs, State Council Chairman, and the President of the South Carolina Lions, Inc., will be members of the Board of Directors.

Section 7. The annual meeting of the Directors shall be held the same date as the annual membership meeting held for the election of Officers in each and every year and immediately following the adjournment of said meeting, or at such hour and place on the same date as shall be appointed by the President. The purpose of this meeting shall be to elect two (2) Members At Large from the Board of Directors to serve for a term of one (1) year on the Executive Committee, from the second and third year Directors. This meeting can also be used to conduct any other business that needs action for the coming year.

Section 8. At any meeting of Directors a quorum shall consist of 25% of the members of the Board. Any resolution adopted by a majority vote of the Directors present, when a quorum is present, shall be binding upon the Corporation

and shall be the act and deed of the Corporation, unless such transaction involves an amendment to the By-Laws or is contrary to a resolution or vote of the membership or to the Certificate of Incorporation or these By-Laws.

Section 9. Any Director who shall be absent from three successive meetings of the Board without excuse in writing or phone call to SCLEB acceptable to the Board shall be dropped automatically as a Director and the office declared vacant, which vacancy may be filled by the Board.

Section 10.

- A. There shall be an Executive Committee of the Board of Directors.
- B. The Executive Committee of the Board of Directors shall be composed of the President, 0 Vice-President, 2nd Vice-President, 3rd Vice-President, Immediate Past President, Secretary, Treasurer, President of the South Carolina Lions, Inc., State Council Chairman, and two (2) members of the Board of Directors. Ex-officio non-voting membership shall be accorded the Medical Advisor(s), Legal Advisor, the Executive Director of the South Carolina Lions Eye Bank and the current District Governors.
- C. The Executive Committee when meeting as a group, shall act for the Board of Directors in the interim meetings of the Board unless specific Board of Directors authority is reserved to the Board. Any action taken by the Executive Committee shall be subject to final approval by the Board of Directors. The minutes of meetings of the Executive Committee shall be distributed to the Board of Directors.
- D. A quorum shall consist of a majority of voting members of the Executive Committee.
- E. The Executive Committee shall meet at the call of the President or at the request of four (4) or more Executive Committee members. Executive Committee meetings are open to all members.

Section 11. At each annual meeting of the members of this Corporation, the Board of Directors shall present a report of its activities during the preceding year.

Section 12. Honorary Board membership may be conferred by a majority vote of the Board of Directors at the annual membership meeting, on any persons who have distinguished themselves as a Board member or made exceptional contributions to the success of the Board of Directors activities over a substantial period of time, (ten (10) or more years). Honorary members shall be ex-officio non-voting members of the Board of Directors. Recommendations for this honorary membership will be made by the Executive Committee.

ARTICLE VIII

ELECTION OF OFFICERS & DUTIES OF OFFICERS

Section 1. The members shall at the annual meeting of the membership, in each year, elect a President, a 1st Vice-President, a 2nd Vice-President, a 3rd Vice-President, a Secretary, and a Treasurer. The term of office for each Officer (which shall include the Immediate Past President) shall commence on July 1 of the year in which elected and serve for a period of one year.

Section 2. All Officers, elected by the membership shall hold office, subject to removal for cause by the membership, for one year and until their successors are duly chosen and qualified.

Section 3. The President shall have general supervisory control of and over the affairs and activities of the Corporation, subject to the directions and resolutions of the Board of Directors; and shall preside over the meetings of the members.

Section 4. The Vice-Presidents shall have such powers and perform such duties as shall at any time be delegated to them by the Board of Directors, and in the absence or disability of the President and in their respective order, shall, subject to the control of the Board of Directors, perform the duties of the President.

Section 5. The Secretary shall have the custody of the seal, the minute book, the membership rolls, and such other books and papers as may from time to time be turned over to him/her by the President. The Secretary shall give the requisite notice of meetings of members and of Directors, shall record the proceedings of such meetings, and shall have such other powers and perform such other duties as at any time be required of him/her by the Directors, or which shall be required of him/her by the general corporate laws of the State of South Carolina.

Section 6. The Treasurer shall have charge of the securities and funds of the Corporation and shall keep and deposit the same as required by the Directors. The Treasurer shall also have supervisory control over the books and records and the keeping of the books and records, including accounts of all receipts and disbursements, and shall render statements of the affairs of the Corporation as required by the President or the Directors and to the membership at least once a year.

Section 7. The South Carolina Lions Eye Bank President, with input from the Executive Director and the Technical Director, shall appoint Medical Directors, as needed, a Legal Advisor and a Regional Advisory Board. Appointments are for one year. The duties of the Medical Directors shall be outlined in the EBAA Medical Standards.

ARTICLE IX

COMMITTEES

Section 1. All committees shall be appointed by the President with the advise and approval of the Board of Directors.

Section 2. The standing committees shall be:

- A. A Finance Committee which shall have the duties of devising and proposing ways and means of financing the activities of the Corporation,

preparing and proposing financial budgets, encouraging and receiving memberships and financial contributions, working together with the Membership and Public Relations Committee.

- B.** A Public Relations Committee which shall have the duty of public relations and publicity connected with and promoting the objects and purposes of the Eye Bank, such. as favorable publicity for the work of the Eye Bank, promotion of interest in memberships and contributions of money or of eyes, etc.
- C.** A Research Committee which shall have the duties of assisting the Medical Advisor(s) in planning and promoting research in the field of sight restoration.
- D.** A Board of Regional Medical Directors & Consultants shall be appointed composed of interested and qualified doctors participating in the Eye Bank program representative of each of the geographical areas of South Carolina. This Board shall advise and assist in supervision of the medical work of the Eye Bank and the participation of the regional medical institutions affiliating with the program of the Eye Bank, and shall advise the Medical Advisor and the Board of Directors concerning all medical matters and matters connected with procurement, preservation, placement and distribution of eyes and other relevant matters.
- E.** At the Annual Meeting of the membership, the members shall elect a Nominating Committee composed of four members, one from each of the four sub-districts. Terms of office are for one year, July 1, through June 30. After completion of a one year term, a period of one year must elapse before members will become eligible to serve again on the Nominating Committee.
- F.** A Constitution and By-Laws Committee shall be appointed to consider and make all proposals for amendments required from time to time.
- G.** A Long Range Planning Committee shall be appointed to consider and recommend programs for improvement in the operations of this Corporation.
- H.** A Personnel Committee shall be composed of four (4) most recent (I from each District) Past Presidents available from each District, with the chairman being the Immediate Past President of SCLEB. The President may appoint additional members, if deemed necessary. The Personnel Committee is to be responsible for writing, reviewing and keeping current the procedures and policies as directed by the Board of Directors regarding employment indoctrination, evaluation and termination by SCLEB. Job

descriptions should be prepared, reviewed and updated as needed for each employee by this committee.

I. Deleted

Section 3. The President, with the approval of the Board of Directors, may set the number of committee members, except on those committees where a number is listed in the By-Laws. The President, with approval of the Board of Directors, may consolidate the work of standing committees, or decide not to activate some of such committees until they are required; provided however, the Finance Committee and Board of Regional Medical Directors shall in any even be appointed.

Section 4. Special Committees may be appointed by the President for special duties as required. It is suggested that the President appoint ad hoc committees such as:

- A.** Enucleators Committees to be composed of persons certified to enucleate eyes.
- B.** Tissue Services Committees, to be composed of individuals who participate in the tissue donation process.

ARTICLE X

EXECUTION OF CONTRACTS AND DRAWING OF CHECKS

Section 1. All deeds, mortgages, contracts and agreements shall be signed by the President, or a Vice-President, and by the Secretary; provided, however, that in the absence of the Secretary or his inability to act, the Treasurer may sign. All notes, bonds, and evidences of indebtedness shall be signed by the Treasurer. All checks shall be signed by such persons as shall be authorized to sign by appropriate resolution..

Section 2. All claims against the Corporation shall, so far as practicable, be paid by check drawn to the order of the person having the claim, rather than by cash.

Section 3. The Board of Directors shall designate one or more banks, in Columbia, South Carolina, or elsewhere, as depositories of the funds of this Corporation. Neither the Treasurer nor his/her fidelity bond, if required, shall be responsible for the loss of any funds of the Corporation occasioned by his/her deposit of Corporate funds in a bank duly designated as depository for the Corporation.

Section 4. Notwithstanding the foregoing provisions contained in Sections 1, 2 and 3 above, the Board of Directors may from time to time specifically authorize the execution of notes, agreements and the like, and the signing of checks or certain designated checks by other Officers or employees of this Corporation, and such instruments, signed in accordance with appropriate resolution of Directors shall be, in all respects, binding upon the Corporation.

ARTICLE XI

SALARIES AND BONUSES

Section 1. No Director shall receive any salary, fee, or other compensation for the services rendered by him/her as a Director, except as outlined in Part IV of SCLEB Policy Manual.

Section 2. The salaries, if any, of each officer elected by the membership shall be fixed by the Board of Directors. The Board of Directors may likewise authorize payment of bonuses, or extra compensation to the Corporate Officials for services rendered during a current year; provided, however, that such bonuses, or extra compensation, are fair and reasonable in the opinion of the Board and are in the Board's opinion commensurate with the services performed, beneficial results produced, or responsibility involved, and that the resolution of the Board of Directors authorizing such bonuses or extra compensation be adopted at a Directors meeting duly called and regularly held by at least a majority vote of the Directors, and be approved by a vote of the membership at a duly called and constituted meeting.

Section 3. The salaries of all employees of the Corporation, other than the Officers, shall be fixed by the Board of Directors.

ARTICLE XII

CORPORATE YEAR

Section 1. The fiscal year of this Corporation is hereby declared to end on the 30th day of June of each year.

Section 2. The Treasurer shall prepare financial statements at the close of each fiscal year and shall present them at the next annual meeting of the membership and of the Directors.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

Section 1. The seal of the Corporation shall be in the custody of the Secretary, who shall affix it to all instruments or documents requiring the seal of the Corporation and the phraseology contained thereon shall be adopted at the first meeting of the Board of Directors.

Section 2. The corporation shall indemnify all of its Directors or Officers or members (or former Directors, Officers, Members) of all expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or legal proceeding in which they or any of them are, or have been parties by reason of their being or having been Directors or Officers or members or agents of this Corporation. However, no indemnity shall be allowed or paid in connection with any matters as to -which any such Directors, Officers, or members shall be finally adjudged by law to have been guilty of or to have committed any criminal acts of gross negligence or willful misconduct. Such right of indemnity shall be in addition to all other rights or remedies to which such Directors, Officers, or members may be entitled.

ARTICLE XIV

AMENDMENTS

Section 1. The By-Laws can be added to,, altered, amended or rescinded by two-thirds vote of the members present at any regular meeting or at any special meeting called for that purpose. Any proposed amendment to the By-Laws must be first referred to the Constitution and By-Laws Committee and may be acted upon at any meeting of the membership, providing that a notice of amendments proposed must be published at least 30 days prior to the meeting.

We, the undersigned, have read or have had read to us the foregoing By-Laws for the South Carolina Lions Eye Bank, Inc. and we hereby approve and accept the same and declare them to be the By-Laws of the Corporation.

The original By-Laws were adopted by unanimous vote of the Incorporators and charter members on the 12th day of November, 1956, and amended subsequent to that date.

AMENDED AND APPROVED BY THE MEMBERSHIP ON APRIL 28,2000