

MINUTES OF ACTION TAKEN BY THE BOARD OF TRUSTEES OF THE OHIO LIONS FOUNDATION IN WRITING WITHOUT A MEETING, EFFECTIVE AS OF _____, 2008.

The undersigned, being all of the trustees of the Ohio Lions Foundation, an Ohio non-profit corporation, hereby take, consent to, authorize and direct, the following actions by this writing without a meeting under the authority of Ohio Revised Code Section 1701.54.

- 1- The trustees were advised that Harold Merkle had submitted his written resignation as the elected Sub-District Trustee from Sub-District 13-A, effective as of August 14, 2008.
- 2- The Secretary advised the board that the procedure for filling vacancies on the board of trustees is set forth in Section 3.7 of the Code of Regulations, which provides as follows:

Section 3.7 Vacancies. Vacancies caused by the death, resignation, removal, or when the office of a Sub-District Trustee has been declared vacant by action of the Board of Trustees, may be filled by a majority vote of the Board of Trustees for the unexpired term upon recommendation of the District Governor of the sub-district from which the Sub-District Trustee, whose office is vacant, was elected. Such person being appointed must be from and represent the sub-district having the vacancy. A vacancy in the Trusteeship-At-Large appointed by the Council of Governors shall be filled by the Board of Trustees upon recommendation by the Council of Governors.

- 3- The trustees were advised that Dr. John Moats, the district governor of sub-district 13-A, had recommended in writing that Richard Boehr, of 7270 Grissmore Road, Bluffton, Ohio 45817, be appointed to fill the vacancy arising from the resignation of Harold Merkle.
- 4- The following resolution was adopted by the unanimous action of the trustees:

RESOLVED, that Richard Boehr be, and he hereby is, appointed to fill the vacancy in the office of the Sub-District 13-A Trustee for the unexpired term.

- 5- The trustees were advised that Section 3.4 of the Code of Regulations provides that a former trustee may be appointed by the board to serve as Trustee Emeritus, and that Harold Merkle has expressed an interest in continuing to serve the Ohio Lions Foundation as a Trustee Emeritus. Section 3.4 of the Code of Regulations provides as follows:

Section 3.4. Trustees Emeritus. The Trustees Emeritus shall consist of those former trustees, not to exceed five (5) at any one time, who have served at least two (2) full terms as an elected Sub-District Trustee and who shall have been appointed as Trustees Emeritus by the Board of

Trustees. The term of office of a Trustee Emeritus shall be three (3) years, and Trustees Emeritus shall be voting members of the Board of Trustees. Trustees Emeritus may be re-appointed by the Board of Trustees for additional terms.

6- The following resolution was adopted by the unanimous action of the trustees:

RESOLVED, that Harold Merkle be, and he hereby is, elected as Trustee Emeritus for the balance of a three year term ending June 30, 2011.

[VACANCY]

Trustee District A

Gary Garrett, President, PDG
Trustee District B

Dan Lester
Trustee District C

Tom Kirkbride
Trustee District D

Hank Kies, PDG
Trustee District E

Jeffrey W. Brantner, Secretary
Trustee District F

Terry Dyer, D.G.
Trustee-At-Large

Pat Craig
Trustee District G

Dick Weimer, V.P., PDG
Trustee District H

James Faust, Ass't Secretary/Treasurer
Trustee District J

Larry Roberts, PDG
Trustee District K