

CHAPTER III
BOARD OF DIRECTORS

A. MEETINGS

1. Minutes – Board Meetings:

a. Record:

All board meeting minutes shall be recorded by one or more court reporter or in some other suitable manner.

b. Distribution:

(1) Full Text

The secretary shall distribute copies of the complete minutes of the board meetings to members of the board, past officers serving on committees of the board, immediate past international directors, administrative officers, such division managers as are directed by the Executive Committee and, upon request made each year, to any past international president not serving on a board committee.

(2) Summary of meeting minutes

A summary of minutes of meetings of the board of directors shall be distributed:

- (a) To the second vice president and first year directors, following their election, for the five (5) years immediately preceding their election.
- (b) Automatically to past international directors, for a period of five (5) years following their year as immediate past director; after the first five (5) year period, upon request for additional five (5) year periods after notification. Past international presidents who do not wish to receive full minutes may elect to receive summary of meeting minutes on the same basis as past international directors.

Summary of meeting minutes shall be mailed within 30 days from the date that full minutes are published.

c. Translation – Summary of meeting minutes:

Such minutes shall be translated into the official languages as required.

2. **Reports:**

a. **Board Committees:**

- (1) If read, committee reports shall be read exactly in the manner they are filed with the reporter;
- (2) Reports shall be inserted in the printed minutes at the point where the minutes show they were read; and
- (3) The original report shall be filed with the reporter.
- (4) No resolution shall be submitted to the board which includes commitment or expenditure of funds unless funds are provided for in the budget or in the resolution.

b. **Executive Director:**

- (1) The executive director or his/her nominee shall submit at each meeting of the Board of Directors a statement detailing the action being taken as a result of resolutions passed at previous Board Meetings a report on incomplete matters and recommendations needing present board action and shall continue to report on incomplete matters at subsequent board meetings until such time as finality of the item has been reached.
- (2) The executive director shall fax, e-mail, courier or mail a copy of his Report to the Board to all members of the board twenty (20) days prior to each respective board meeting.

3. **Secret Ballot:**

At meetings of the board of directors, the presiding officer shall order a written ballot on any question upon the request or consent of one-third (1/3) of the entire number of members, excluding executive officers, of the board.

4. **Attendance – Non-Members:**

At meetings of the board of directors, the president may invite guests such as past international presidents, past international directors, members of the council of governors, host committee members, local Lions, local dignitaries, spouses, companions, and family members to attend the opening session of the board meeting as observers.

5. **Policy Matters:**

a. **Procedure**

The following procedure shall apply for determining matters of policy in board reports and entering the same in the Board Policy Manual.

- (1) Each board committee report shall:
 - (a) Designate by name all matters of policy and list the same at the end of the report;
 - (b) Clearly identify any policy as to which a change or rescission is sought and indicate the language which is to replace it.
- (2) After each board meeting, the general counsel shall review the minutes thereof and make the necessary additions to and/or change in the Board Policy Manual.
- (3) General counsel is authorized and directed to make all additions or deletions in the policy manual, necessitated in the future by reason of death, resignation, retirement, termination of employment, promotion, hiring or other similar employment factors affecting employees.
- (4) The review cycle shall be every five years.

b. **Distribution:**

Full Text – Past Officers

The Board Policy Manual shall be distributed to all members of the International Board of Directors, all past presidents, past directors and past district governors serving on board committees. Upon request, the policy manual shall also be furnished to the past international officer in every district who last served as an international president or international director.

6. **Forum Discussion:**

A time shall be set aside at board meetings for an open forum discussion on topics such as, but not limited to, Lion projects, headquarters operation problems, customs, traditions and other similar pertinent subjects.

B. MEETINGS – EXECUTIVE COMMITTEE

1. Minutes:

a. Record:

All formal discussions, proceedings and meetings of the Executive Committee shall be recorded by reporter or in some other suitable manner and shall be promptly transcribed verbatim and in their entirety and distributed as provided.

b. Distribution:

Minutes of meetings of the Executive Committee, prior to the time the same are approved by the board, shall be distributed by the secretary only to members of the board and committees of the board, administrative officers and such division managers as the Executive Committee shall direct.

2. Action:

Unless otherwise specified by the constitution or board policy, any subject which would ordinarily be the concern of a standing committee of the board and can await a decision by said committee, must be referred to that committee for action before implementation by the Executive Committee or any other authorized authority.

3. Relationships with Other Agencies and Organizations:

The International Association's relationship with agencies or organizations, public or private shall be referred to the International Board of Directors meeting in regular session for consideration.

4. Mailing Agendas to Board Members:

The agenda for each regularly scheduled meeting of the Executive Committee shall be faxed, e-mailed, sent by courier or mailed to all members of the board of directors no less than twenty (20) days prior to said Executive Committee Meeting.

C. PRESIDENT

The international president may assign specific responsibilities to the international directors in the promotion of the presidential programs and goals.

D. DIRECTORS

1. Indoctrination:

Functions of newly elected directors, following their election at international conventions, shall include an organizational meeting, a school of instruction and briefings on matters of substance in the association operation, or any other areas as determined by the president. The president shall have the prerogative of having all newly elected first year directors, officers and appointees at the international headquarters for further training and instruction as deemed necessary.

2. Spouses/Companions – Interpreters

An interpreter shall be provided, as needed, for the duration of each board meeting for the spouse or adult companion of officers, directors, and others serving on board committees.

E. COMMITTEES

1. Mailings:

With board approval a board committee may send a letter to all district governors. Information may be inserted in the district governor's newsletter if a committee so desires.

2. Committee Meetings – Post Convention Board Meeting:

At the post convention board meeting there shall be a meeting of each standing committee of the International Board of Directors. The purpose of this meeting is to discuss the operations, responsibilities and major areas that will be addressed by the committee in the coming year. This committee meeting should be attended by all committee members and the staff liaison assigned to the committee.

3. Mailing Agendas to Board Members:

All board committees shall be required to fax, e-mail, courier or mail to all board members a proposed agenda in the appropriate official language and with a descriptive paragraph for each agenda item no less than twenty (20) days prior to the board meetings.

4. Additional Agenda Items:

“New” agenda items may be added to board agenda after the convening of the board meeting only if approved by the international president.

5. Advance Committee Meetings:

The need, time, site and duration of an advance committee meeting shall be approved by the international president in conjunction with the respective committee chairperson and the executive director.

6. Non-Voting Advisors of Board Committees

The international president shall have the right to appoint, with the approval of the International Board of Directors, Trustees of the Lions Clubs International Foundation who are members of said Executive Committee and who are not members of the International Board of Directors or members serving on board committees as non-voting advisors of standing committees of the International Association.

F. LONG RANGE PLANNING PROCEDURE

1. **Committee Structure** – Each president, by and with approval of his/her respective board of directors, shall be encouraged to exercise his/her committee appointment power so that it is accepted presidential appointment practice to compose the Long Range Planning Committee of: immediate past international president; first and second vice presidents; one second year director; one past international president; and one past international director, with the international president serving as chairperson, and with the member appointed from the past international president and past international director group to be selected from Lions appointed to serve on committees of the board.
2. **Board Committees** – Each committee of the board shall include long range planning as part of its agenda for each meeting of the board of directors.
3. **Long Range Action Procedure** –
 - (a) Any long range recommendations, whether emanating from a committee of the board or an individual officer or director or otherwise, shall first be referred to the Long Range Planning Committee for study.
 - (b) The Long Range Planning Committee shall secure an in-depth study of each such subject by the appropriate members of the international office staff.
 - (c) The Long Range Planning Committee shall include its recommendation on the subject as part of the Long Range Planning Committee report to be made at any meeting of the board of directors deemed appropriate by said committee.
 - (d) Meetings of the Long Range Planning Committee may be held at such place and at such time as shall be approved by the chairperson.

- (e) No long range planning ideas, subjects or recommendations shall be considered by the board of directors unless and until they have received this procedural treatment.
- 4. **Committee Agenda Item** – Each executive officer shall assure that each board committee assigned to him, together with its staff liaison, shall prepare and include the subject of long range planning as an item on the committee agenda for each meeting of the board.
- 5. **Staff Liaison** – The executive director shall serve as staff liaison with the Long Range Planning Committee.
- 6. **Long Range Plan** – The International Board of Directors shall adopt and update annually a long range plan projected over a five to seven year period directed at humanitarian needs which require the cooperation of the Lions of the world and which may be recommended to Lions Clubs International Foundation for funding and grant administration.
- 7. **Strategic Plan**

The Board of Directors shall adopt and regularly update a long-term strategic plan as a means of achieving the full potential of Lions Clubs International as a vital community service and humanitarian organization, now and in the future.

- a. The plan shall provide clear direction for the association, future executive officers and boards, and administrative operations.
- b. The plan shall be flexible and adaptable to the association's changing needs and expectations.
- c. At each October/November board meeting, board committees shall report to the Long Range Planning committee the status and progress of actions taken to complete each objective fulfilling the plan's strategic issues.
- d. Board committees are encouraged to recommend to the Long Range Planning Committee the inclusion of new objectives to address existing strategic issues, as well as the adoption of new strategic issues.
- e. The review cycle of the plan's strategic issues shall be every three years, with objectives and outcomes updated annually.

G. GUIDELINES FOR AD HOC COMMITTEES, NEW PROGRAM INITIATIVES, PILOT PROGRAMS AND INTERNATIONAL PRESIDENT'S THEMES

1. Ad Hoc Committees

Definition

An ad hoc committee is a special committee appointed by the international president with the approval of the International Board of Directors to study a specific matter of interest to the association which (1) may not be within the jurisdiction of a standing committee, or (2) requires study which cannot be performed by a standing committee because of the time required for the study or the special expertise required of members of the ad hoc committee.

Mission

A clear mission statement shall be developed for each ad hoc committee. The mission statement shall include measurable objectives by which the committee's performance may be evaluated. These objectives shall include "interim" benchmarks by which periodic progress may be measured.

Term

The term of an ad hoc committee shall be no more than two years.

Funding

Before presented for approval, a detailed budget shall be developed for the proposed ad hoc committee. The budget must include a statement of projected costs for the ad hoc committee. If the ad hoc committee is to study a matter in a particular constitutional area then all budgeted funds shall be expended only in that constitutional area(s); expenditures in other constitutional areas will require the approval of the International Board of Directors.

A budget status report shall be submitted to the International Board of Directors annually at the October/November meeting.

Reporting

The ad hoc committee shall report directly to the international president and a standing committee of the International Board of Directors.

2. GUIDELINES FOR THE PLANNING AND DEVELOPMENT OF NEW PROGRAM INITIATIVES

a. Description

These policies concern the planning requirements for New Program Initiatives and shall be followed by appropriate committees of the board in designing and conducting such programs. For the purpose of this policy, the term "New Program Initiatives" refers to any new initiative of the association that meets

one of the following: have a financial requirement in excess of US\$100,000; utilize significant staff and LCI organizational resources; or actively involve or affect Lions in more than one multiple district or country.

These shall include, but are not limited to, pilot programs that may be precursors to major association initiatives, special initiatives or programs that respond to short-term challenges and opportunities, and various other association developmental activities. Excluded are training programs for Lion members, annual presidential thematic programs, projects that are routinely administrative in nature, and programs otherwise subject to planning, implementation and review process under another board policy.

b. Key Requirements

New Program Initiatives shall:

- be consistent with the Mission Statement and the Strategic Plan of the association.
- be more than one year in duration to allow for proper development, implementation by Lions in the field, and operational assessment.

c. Planning and Assessment Phase

- (1) Prior to submission of a proposal for a New Program Initiative, a feasibility or assessment study shall be conducted to determine the viability and feasibility of the proposed initiative. A key purpose of the study is to measure member interest and receptivity to the new program and to identify any existing programs or organizational structures through which the same objectives might be accomplished. Where possible, such existing programs shall be utilized in the proposed New Program Initiative.
- (2) The feasibility study may include either surveys or focus groups for assessing member interest. Also, for any proposed new program that is intended to eventually become an ongoing association program, a carefully planned pilot project shall be carried out pursuant to policies on Pilot Programs as set forth in the Board Policy Manual.
- (3) As part of the assessment phase, the board committee overseeing the program's development shall also assess LCI staffing requirements and organizational resources to ensure that any new initiative will not negatively affect, duplicate or be redundant with other ongoing programs.
- (4) If additional staffing or organizational resources are required, a budgetary impact analysis including possible re-allocation of existing re-sources and justifications for any new resources shall be part of the feasibility planning process.

- (5) The assessment phase, if limited to member surveys and feedback, may be conducted with the consent of the board committee chairperson overseeing the program area provided that funds are available within an existing budget. However, if new funding is required, and in the case of formal Pilot Programs, a plan and budget for the assessment phase shall be presented for board approval.

d. Implementation

Following the assessment phase, if approval is given for implementation, a detailed action plan and budget shall be prepared and presented to the board for consideration. The plan shall include:

- (1) An operating plan addressing all requirements to successfully implement and support the new program during its proposed term of operation. The plan shall specify the number of staff required as well as the Lions volunteer field structure needed to support the program.
- (2) A statement of clearly defined objectives and goals, including criteria for determining success and expected achievements of the program, shall be detailed in the plan.
- (3) A specific time-bound action plan with quantifiable targets or benchmarks that shall be met at various points in the project's time line.
- (4) A detailed budget setting out a range of funding required to successfully conduct the program.
- (5) A chart of assigned responsibilities identifying the positions that will be accountable for specific aspects and functions of the New Program Initiative.
- (6) A plan for a formal evaluation (indicating terms of reference or parameters for objective assessment) at the mid-term and end of the program shall be included, based on criteria for success determined at the outset.

e. Evaluation

- (1) The appropriate board committee shall review at least once annually the general progress and performance of the program including budgetary compliance.
- (2) A mid-term evaluation shall be conducted to assess the program's effectiveness (as provided in paragraph 2.d.(6) above) relative to its goals

and objectives and shall be submitted to the board for review and any appropriate action.

- (3) A final evaluation shall be conducted at the program's conclusion (as provided in paragraph 2.d.(6) above) and shall be submitted to the board to determine if the program should be continued, revised or phased out.

3. Pilot Programs

Definition

A pilot program is a trial initiative implemented by a standing or ad hoc committee that will serve as a prototype of an activity or project for adoption by the association. All pilot programs shall require approval of the International Board of Directors before implementation.

Mission

A clear mission statement shall be prepared for each proposed pilot program. The mission statement shall include measurable objectives by which the pilot program may be evaluated. These objectives shall include "interim" benchmarks by which periodic progress may be measured.

Term

The term of a pilot program shall be no more than three years unless extended by approval of the International Board of Directors. The duration of the extended term shall be determined by the board and the approved term shall expire at the end of an association fiscal year. In the event a pilot program is extended by the board, it is recommended that the program proceed in accordance with the guidelines for the planning and development of New Program Initiatives.

Funding

A detailed budget shall be developed for the proposed pilot program. The budget must include a statement of projected costs. If the pilot program will be implemented in a particular constitutional area then all budgeted funds may be expended only in the constitutional area(s) where the pilot program has been approved for operation; expenditures in other constitutional areas will require the approval of the International Board of Directors.

A budget status report shall be submitted to the International Board of Directors annually at the October/November Board meeting.

Reporting

A report on the operation of the pilot program shall be presented to the international president and the responsible standing committee of the International Board of Directors annually.

4. GUIDELINES FOR THE INTERNATIONAL PRESIDENT'S THEME

Effective for the term of office of the international president in 2007-2008 and thereafter, the concept formerly known as the International President's Program should be referred to as the International President's Theme. The selection of a presidential theme is optional; and, in the event an international president wishes to announce a theme for his or her presidential year, the following guidelines for such a theme will apply.

- a. The presidential theme, intended for utilization within the association during the term of office of the international president, shall be consistent with the Mission Statement and Strategic Plan of the association, and may:
 - (1) Incorporate the vision, philosophy, leadership style or a particular call to action of the international president.
 - (2) Include a logo, slogan, special branding or other thematic components as desired by the international president.
 - (3) Include awards or special recognition utilizing the logo, slogan, special branding or other thematic components of the international president, so long as such awards or recognition are not duplicative or inconsistent with existing association awards or recognition.
 - (4) Emphasize a particular existing program or initiative of the association.
 - (5) Encourage Lions around the world to unite toward the achievement of a common set of goals.
 - (6) Feature pins, banners, brochures and other promotional materials describing the intended scope and content of such a theme within a budget approved by the board.
- b. Considering that sustainability and continuity of programs are critical to the association, the presidential theme may not:
 - (1) Introduce any new operational programs or ad hoc field structures, or require the significant expenditure of association resources.

- c. A first vice president who wishes to utilize a theme during his or her presidential year shall present a summary of the proposed theme for review by the Long Range Planning Committee at its August or ~~October/November meeting~~ January meeting, with the international theme then being made available to the first vice district governors on or after February 1 if ready. A proposed budget for the presidential theme shall thereafter be submitted for review by the Finance Committee and approval by the board.

H. GUIDELINES FOR FORMING COOPERATIVE ALLIANCES WITH OTHER ORGANIZATIONS

1. Cooperative Alliances shall be considered only with international or local organizations whose activities are concordant with the mission of Lions Clubs International.
2. The affiliation shall identify specific, mutually agreed upon service objectives to be achieved within a period not to exceed three years, unless extended by action of the International Board of Directors. The term of affiliation shall expire at the end of an association fiscal year.
3. Proposals for alliances of an international scope that involve more than one country, including a complete report on the service objectives and potential benefits of affiliation, shall be referred to the appropriate committee of the International Board for review. Study of the proposed alliance shall occur at the minimum of one board meeting prior to any recommended resolution being made to effect such affiliation. Lions clubs and districts are authorized to enter into an alliance so long as the alliance does not conflict with the purposes of the association, compete with the activities, programs or existence of the association or Lions Clubs International Foundation, and:
 - a. If the alliance involves a club and/or one district (single or sub), then approval of the alliance is automatically granted to said club(s) and/or district.
 - b. If the alliance involves more than one sub-district and/or one multiple district, then the alliance shall be approved by the respective multiple district council of governors.
 - c. If the alliance involves more than one multiple district, then the alliance shall be approved by each respective multiple district council of governors and the related division or department of the association, or the Legal Division.
4. Once an international alliance is established, the appropriate committee, with a recommendation to continue or discontinue the relationship, shall review said international alliance at least annually at the October/November board meeting.

5. A budget shall be prepared and submitted before consideration of the international alliance, detailing projected costs, need for administrative staff and any other funding requirements. Budgetary projections shall be prepared by staff or in consultation with staff. If the affiliation is approved, a budget status report shall be submitted to the appropriate board committee annually at the October/November board meeting.
6. Proposed alliances shall include a descriptive plan for promoting public awareness of the relationship and its goals.
7. All alliances shall include a defined leadership role for Lions. In instances whereby an international alliance involves an official appointment, the Lions Clubs International President shall appoint annually a current or past international officer as a liaison to represent the interests of Lions Clubs International in said international alliance. That individual shall provide periodic reports on the status and progress of collaboration to the International President and to the appropriate board committee.
8. Alliance organizations shall not be permitted to solicit, contact or otherwise communicate with Lions clubs, districts or multiple districts without the express written permission of Lions Clubs International's Board of Directors.
9. Any alliance shall promote the LCI global image and shall include appropriate recognition of LCI. (e.g., prominent use of the LCI emblem).
10. Monetary recovery of funds originally advanced by LCI may be considered when appropriate.

I. SPECIAL CENTENNIAL PLANNING COMMITTEE

1. Committee Composition: A special committee shall be comprised of the following ten members who, with the approval of the International Board of Directors or the Executive Committee, shall be appointed by the International President and eligible for reappointment in subsequent years: a Past International President or Past International Director from each constitutional area (7 members), the Convention Committee Chair (one member), the Public Relations Committee Chair (one member), and the Finance and Headquarters Operation Committee Chair (one member); with the Executive Officers (if not otherwise appointed above), the Executive Director and the Treasurer serving as ex officio members, and with the Convention and the Public Relations division managers serving as staff liaisons. The International President, with the approval of the International Board of Directors or the Executive Committee, shall appoint the chairperson of said committee annually. The chairperson may be re-appointed in consecutive years.

2. Meetings: The Committee shall meet in person at the site of the annual International Convention and by email, conference call, teleconference or web conference, as required, or as otherwise approved by the International President.
3. Objective: To advise and assist the Board in the formulation and implementation of plans to observe Lions Clubs International's 100th Anniversary in 2017.
4. Requisite: The committee shall consider all aspects of the important anniversary milestone and its public relations, service activity and membership development implications, including media coverage, member motivation, historical documentation, and international participation. Anniversary planning shall encompass not only the event's celebration, but also the association's future prominence and influence.
5. Reporting: The Special Centennial Planning Committee shall provide a substantive annual report to the Long Range Planning Committee following the annual international convention but prior to the August meeting of the Long Range Planning Committee, and interim status reports prior to the Long Range Planning Committee meetings in January and in June/July at the site of the international convention.