

CHAPTER VII
CONSTITUTIONS & BY-LAWS

A. CONSTITUTIONS

1. Standard Form Single and Sub District Constitution and By-Laws.

BE IT RESOLVED, That the board of directors shall and hereby does adopt the Standard Form Constitution and By-Laws, attached hereto as Exhibit A, as a recommended form for single and sub-districts.

2. Standard Form Club Constitution and By-Laws

BE IT RESOLVED, That the board of directors shall and hereby does adopt the Standard Form Club Constitution and By-Laws set forth in Exhibit B attached hereto as the recommended form for all Lions clubs and decrees that the same, as amended from time to time by the board, shall be and hereby is deemed to be the duly adopted constitution and by-laws of each and every Lions club which shall fail to adopt a constitution and by-laws of its own.

3. Standard Form Multiple District Constitution and By-Laws

BE IT RESOLVED, That the board of directors shall and hereby does adopt the Standard Form Multiple District Constitution and By-Laws set forth in Exhibit C attached hereto as the recommended form for all multiple districts.

4. Supremacy of Standard Forms

BE IT RESOLVED, That the board of directors shall and hereby does declare as policy that with respect to any matter of district (single, sub or multiple) operation which is not covered by the constitution and by-laws of the respective district (single, sub or multiple) and is covered by the Standard Form (single or multiple district) constitution and by-laws, that the provisions of the latter shall govern and control.

BE IT FURTHER RESOLVED, That the board of directors shall and hereby does declare as policy that with respect to any matter of club operations which is consistent with the International Constitution and By-Laws and is not covered by the constitution and by-laws of the respective club and is covered by the Standard Form Lions Club Constitution and By-Laws that the provisions of the latter shall govern and control.

5. Lions International Stamp Club

Constitution, as approved November 25, 1974, attached as Exhibit D.

6. Lions International Trading Pin Club

Constitution attached as Exhibit E.

7. Lions International Numismatists Club

Constitution attached as Exhibit F.

8. Lions Clubs International Internet Club

Constitution attached as Exhibit G.

STANDARD DISTRICT CONSTITUTION

ARTICLE I
Name

This organization shall be known as Lions District No. ____ hereinafter referred to as “district.”

ARTICLE II
Purposes

The purposes of this district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (g) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III
Membership

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International.

The boundary lines of this district shall be as follows:

ARTICLE IV – Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V Supremacy

The Standard Form District Constitution and By-Laws shall govern the district unless otherwise amended so as not to conflict with the Multiple District and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the multiple district constitution and by-laws then the multiple district constitution and by-laws shall govern. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern

ARTICLE VI Officers and District Cabinet

Section 1. **OFFICERS.** The officers of this district shall be the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons and a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. **DISTRICT CABINET.** The district shall have a district cabinet composed of the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, and such other club members as may be included in this selection as amended in accordance with the amendment procedures contained herein.

Section 3. **ELECTION/APPOINTMENT OF DISTRICT CABINET.** The district governor and first and second vice district governors shall be elected at the annual convention of the district. The district governor shall appoint, by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district, sergeant at arms and such other club members as may be included in the district cabinet.

Section 4. **REMOVAL.** Members of the District Cabinet other than the District Governor, First Vice District Governor and Second Vice District Governor may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet.

ARTICLE VII

District Convention

Section 1. **TIME AND PLACE.** An annual convention of the district shall be held in each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected by the delegates of a previous annual convention of the district and at a date and time fixed by the district governor. A meeting of the registered delegates of the district in attendance at the annual convention of the multiple district of which this district shall be a part may constitute the annual convention of the district.

Section 2. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International and its district (single or sub- and multiple) shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

Section 3. **QUORUM.** The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

Section 4. **SPECIAL CONVENTION.** A Special Convention of the clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the convening date of the International Convention and that such Special Convention shall not be convened for the election of the district governor, first vice district governor or second vice district governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII

District Dispute Resolution Procedure

A. Disputes Subject to Procedure

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the district (single or sub-) constitution and by-laws, or any policy or procedure adopted from time to time by the district (single or sub-) cabinet, or any other internal Lions district (single or sub-) matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district (single or sub-), or any club(s) and the district (single or sub-) administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

B. Complaints and Filing Fee

Any Lions club in good standing within the association (the “complainant”) may file a written request with the district governor (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed with the district governor within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-) which shall be submitted to the district governor at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the district (single or sub-) as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if

there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the district (single or sub-) as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the district (single or sub-) as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

C. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

D. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliators should be kept confidential to the extent possible.

E. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably past district governors, who are currently members in good standing of clubs in good standing in the district (single or sub-) in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within fifteen (15) days, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the district

(single or sub-) in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who is a member of a club in good standing outside the respective district (single or sub-). In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the district (single or sub-) in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district (single or sub-) in which the dispute arises or from an adjacent district (single or sub-), whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the district governor or the conciliators.

F. Conciliation Meeting & Decision of Conciliators

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended only at a district convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. **AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than

thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

BY-LAWS
ARTICLE I
Nominations and Endorsement
Second Vice President and
International Director Nominees

Section 1. **ENDORSEMENT PROCEDURE.** Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the district seeking endorsements of a district convention as a candidate for the office of international director or second vice-president shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon;
- (b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. **NOMINATION.** Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. **SECONDDING SPEECH.** Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes in duration.

Section 4. **VOTE.** The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the convention and district. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue until one receives the required majority of the votes cast.

Section 5. **CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated (and if the district is a sub-district in the multiple district to the multiple district council of governors) in accordance with the requirements set forth, in the International Constitution and By-Laws.

Section 6. **VALIDITY.** No district endorsement of any candidacy of any member of a Lions club in this district shall be valid unless and until the provisions of this Article VII have been met.

ARTICLE II

District Nominations, Elections and Appointments

Section 1. **NOMINATING COMMITTEE.** Each district governor shall appoint by written notification received at least sixty (60) days prior to the sub-district convention, a Nominating Committee of not more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not at the time of their appointment hold any district or international office.

Section 2. **DISTRICT GOVERNOR ELECTION PROCEDURES.** Any qualified member of a club in the district seeking the office of district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidate(s) so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 3. **FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES.** Any member of a club in the district seeking the office of first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 4. **BALLOT.** The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 5. **DISTRICT GOVERNOR VACANCY.** In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the

cabinet secretary and cabinet treasurer (or cabinet secretary/treasurer) and District Governor's Honorary Committee shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors. (See Exhibit B at the end of this booklet.)

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as district governor:
 - (i) As officer of a Lions club for a full term or major portion thereof; and
 - (ii) As a member of the district cabinet for two (2) full terms or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.

It is encouraged that the first vice district governor fulfill his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of district governor.

Section 6. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES. Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second vice district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
 - (i) As officer of a Lions club for a full term or major portion thereof; and
 - (ii) As a member of the district cabinet for a full term or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.

Section 7. REGION/ZONE CHAIRPERSON QUALIFICATIONS. Each region and zone chairperson shall:

- (a) Be an active member in good standing in his/her respective region or zone; and
- (b) Have served or will have served at the time of taking office as region or zone chairperson as president of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years.

Section 8. APPOINTMENT/ELECTION OF REGION/ ZONE CHAIRPERSON.

The district governor shall appoint, by the time he/she takes office, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district.

Section 9. REGION/ZONE CHAIRPERSON VACANCY. If any region chairperson or zone chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

ARTICLE III
Duties of District Officers/Cabinet

Section 1. DISTRICT GOVERNOR. Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her district. In addition, he/she shall be the chief administrative officer in his/her district and shall have direct supervision over the first and second vice district governor, region chairpersons, the zone chairpersons, the cabinet secretary-treasurer and such other cabinet members as may be provided for in this district constitution and by-laws. His/her specific responsibilities shall be to:

- (a) Administer and promote membership growth and new club development.
- (b) Administer and promote leadership development at the club and district levels.
- (c) Promote the Lions Clubs International Foundation and all service activities of the association.
- (d) Preside, when present, over cabinet, convention and other district meetings.
During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.
- (e) Promote harmony among the chartered Lions clubs.
- (f) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.
- (g) Ensure that each Lions club in the district be visited by district governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.
- (h) Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention.

- (i) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (j) Report to Lions Clubs International all known violations of the use of the association's name and emblem.
- (k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

Section 2. **FIRST VICE DISTRICT GOVERNOR.** The first vice district governor, subject to the supervision and direction of the district governor, shall be the chief administrative assistant and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e) Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them.
- (f) Conduct club visitation as the representative of the district governor when requested by the district governor.
- (g) Work with the District Membership Committee and the District Extension Committee, and assist them to reach their goals of the year.
- (h) Work with the District Leadership Development Committee and assist the committee to develop and implement a district-wide leadership development plan to enhance the enthusiasm and capability of the district officers and members to serve effectively through utilization of the District MERL Team and integration of the team's work with the District's leadership development efforts.
- (i) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (j) At the request of the district governor, supervise other district committees.
- (k) Participate in the planning of the next year including the district budget.
- (l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 3. **SECOND VICE DISTRICT GOVERNOR.** The second vice district governor, subject to the supervision and direction of the district governor, shall be an assistant in the administration of the district, and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.

- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e) Familiarize himself/herself with the health and status of the clubs in the district, review the monthly financial report and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.
- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Work with the District Retention Committee, and assist the committee to prevent loss of clubs and members, particularly due to inactive club administration and/or financial suspension or other problems.
- (i) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (j) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (k) At the request of the district governor, supervise other district committees.
- (l) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.
- (m) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 4. **CABINET SECRETARY-TREASURER.** He/ she shall act under the supervision of the district governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
 - 1) Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.
 - 2) Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.
 - 3) Make reports to the cabinet as the district governor or cabinet may require.
 - 4) Collect and receipt for all per capita taxes levied on members and clubs in the sub-district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor.

- 5) Remit and pay over to the multiple district council secretary-treasurer the multiple district per capita tax, if any, collected in the sub-district, and secure a proper receipt.
 - 6) Keep accurate books and records of account, and minutes of all cabinet and sub-district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.
 - 7) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.
 - 8) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.
- (d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

Section 5. **REGION CHAIRPERSON** (if the position is utilized during the district governor's term). The region chairperson subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association.
- (b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor.
- (c) In coordination with the District GMT Coordinator, play an active role in organizing new clubs and in strengthening weak clubs.
- (d) Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, District GMT Coordinator and district GLT Coordinator.
- (e) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, district GMT Coordinator and district GLT Coordinator.
- (f) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws.
- (g) Promote the Club Excellence Process to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.
- (h) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions with the zone about leadership development opportunities at the zone, district or multiple district.
- (i) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled.
- (j) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.

- (k) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

In addition, the region chairperson shall perform such other functions and acts as may be required by the International Board of Directors through a region chairperson's manual and other directives.

In the event the region chairperson for any reason cannot or does not, in the judgment of the district governor, perform the duties of his/her office, or in the event the office is for any reason vacated, the district governor shall appoint a successor to serve for the unexpired term.

Section 6. ZONE CHAIRPERSON. The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Endeavor to include the District GMT Coordinator and the GLT Coordinator and the District Governor Team as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership and leadership development and how these teams and the District Governor Team may assist with membership and leadership development within the zone.
- (d) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor, District GMT Coordinator and District GLT Coordinator and region chairperson.
- (e) Promote the Club Excellence Process to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.
- (f) In coordination with the District GMT Coordinator, please an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her zone.
- (g) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.
- (h) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.
- (i) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.
- (j) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.
- (k) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.
- (l) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson – particularly with respect to weaknesses he/she may have discovered (copy to district governor).

(m) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

In the event the zone chairperson for any reason cannot or, in the judgment of the district governor, does not perform the duties of his/her office, or in the event the office is for any reason vacated, the district governor shall appoint a successor to serve for the unexpired term.

Section 7. DISTRICT GOVERNOR'S CABINET. The district governor's cabinet shall:

- (a) Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.
- (b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones.
- (c) Supervise the collection of all per capita taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district.
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer.
- (e) Secure, semi-annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- (f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor's approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

Section 8. SERGEANT-AT-ARMS. The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE IV District Committees

Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE. In each zone, the zone chairperson and the presidents and secretaries of the clubs in the zone shall compose a District Governor's Advisory Committee, with the zone chairperson as chairperson. At a date, time and place called by the zone chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the multiple district convention. It shall assist the zone chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the zone chairperson to the district governor and his/her cabinet.

Section 2. DISTRICT GOVERNOR'S HONORARY COMMITTEE. The district governor may appoint a District Governor's Honorary Committee composed of past international officers who are members in good standing of clubs within the sub-district. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the

district. The chairperson of this committee shall attend meetings of the cabinet when requested by the district governor.

Section 3. **DISTRICT CABINET COMMITTEES.** The district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed non-voting members of the district cabinet.

ARTICLE V

Meetings

Section 1. DISTRICT CABINET MEETINGS.

- (a) Regular. A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding international convention. Ten (10) days written notice of meetings setting forth a date, time and place determined by the district governor shall be given to each member by the cabinet secretary.
- (b) Special. Special meetings of the cabinet may be called by the district governor at his/her discretion, and shall be called upon written request made to the district governor or the cabinet secretary by a majority of the members of the cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.
- (c) Quorum. The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.
- (d) Vote. The voting privilege shall extend to all members of the district cabinet.

Section 2. **ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of the district cabinet may be held through the use of alternative meeting formats, such as teleconference and/or web conference as determined by the district governor.

Section 3. **BUSINESS TRANSACTED BY MAIL.** The district cabinet may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the district cabinet. Such action may be initiated by the district governor or any three (3) officers of the district.

Section 4. REGIONS AND ZONES.

- (a) Organizational. Regions and zones shall be subject to change by the district governor, when in his/her sole discretion; he/she shall deem the same necessary to the best interests of the district and the association. The district should be divided into regions of sixteen (16) to ten (10) Lions clubs. Each regions should be divided into zones of between eight (8) and four (4) Lions Clubs, giving due regard to the geographical locations of the clubs.
- (b) Region Meetings. Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor

- presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.
- (c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

ARTICLE VI

District Convention

Section 1. CONVENTION SITE SELECTION. The district governor shall receive invitations in writing from places desiring to entertain the succeeding year(s) annual convention. All invitations shall set forth such information as the district governor shall from time to time require and shall be delivered to him/her no later than thirty (30) days prior to the convening date of the convention at which the convention site shall be voted upon by the delegates of said convention. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor.

Section 2. OFFICIAL CALL. The district governor shall issue an official printed call for the annual district convention not less than thirty (30) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 3. SITE CHANGE. The district cabinet shall retain, and have, power to change at any time, for good reason, the convention site chosen by a previous district convention, provided that the convention site shall be located within the district, and neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district. Notice of this site change shall be furnished in writing to each club in the district no less than sixty (60) days prior to the convening date of the annual convention.

Section 4. OFFICERS. The members of the district cabinet shall be the officers of the annual district convention.

Section 5. SERGEANT-AT-ARMS. A convention sergeant-at-arms and such assistant sergeant-at-arms as deemed necessary shall be appointed by the district governor.

Section 6. OFFICIAL REPORT. Within sixty (60) days after the close of each single and sub-district convention, the cabinet secretary shall transmit one copy of the complete proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

Section 7. CREDENTIALS COMMITTEE. The Credentials Committee of the district convention shall be composed of the district governor, as chairperson, the cabinet-secretary treasurer and two other non-officers of the district appointed by the district governor. The Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 8. ORDER OF CONVENTION BUSINESS. The district governor shall arrange the order of business for the district convention, and the same shall be the order of the day for all sessions.

Section 9. **DISTRICT CONVENTION COMMITTEES.** The district governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolutions, Elections, Constitution and By-Laws, Rules and International Convention. Each region shall have at least one representative on each such committee. These committees shall perform such duties as the district governor shall designate.

ARTICLE VII CONVENTION FUND

Section 1. **CONVENTION FUND TAX.** In lieu of or in addition to a district convention registration fee, an annual per capita district convention fund tax of (insert value in national currency _____) may be levied upon each member of each club in the district and shall be collected and paid in advance by each club, except newly chartered and reorganized clubs, in two (2) semiannual payments as follows: (insert value in national currency _____) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and (insert value in national currency _____) per club member on March tenth of each year to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March, respectively. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said convention per capita tax for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organization, as the case may be.

This tax shall be collected from the clubs by, and be remitted to, the cabinet secretary or cabinet-treasurer (or secretary-treasurer), who shall deposit the monies so collected in a special account in a bank or other depository chosen by the district governor. The fund so collected shall be used exclusively for defraying expenses of district conventions and shall be expended only by district checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the convention fund after payment of all convention administrative expenses in that year shall remain in said convention fund and become available for future convention expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

Section 3. **FEE COLLECTION.** Such fee as the district governor shall set may be collected, under procedures set by the district governor, from each delegate, alternate, and guest attending the district convention to defray the actual cost of convention meals and entertainment.

ARTICLE VIII District Administration Fund

Section 1. **DISTRICT REVENUE.** To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative fund per capita tax of (set out value in national currency _____) is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: (value in national currency _____) per club member on September tenth of each year to cover the

semi-annual period July 1 to December 31; and (value in national currency _____) per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said tax shall be paid to the cabinet secretary or cabinet treasurer (or secretary-treasurer) by each club in the district, except newly chartered and reorganized clubs, which shall collect and pay said per capita tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said per capita tax shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement there from shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall remain in said district administrative fund and become available for future district administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

ARTICLE IX Miscellaneous

Section 1. **DISTRICT GOVERNOR EXPENSES – INTERNATIONAL CONVENTION.** Expenses of the district governor in connection with his/her attending the international convention shall be considered a district administrative expense. Reimbursement for such expenses shall be made by the district on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 2. **FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 3. **CABINET SECRETARY-TREASURER BOND.** The cabinet secretary-treasurer and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 4. **AUDIT OR REVIEW OF BOOKS.** The district governor's cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the cabinet secretary and cabinet treasurer (or secretary or treasurer).

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary cabinet treasurer (or secretary treasurer) whose compensation, if any, shall be fixed by the district cabinet.

Section 6. **FISCAL YEAR.** The fiscal year of this district shall be from July 1st to June 30th.

Section 7. **RULES OF PROCEDURE.** Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or

member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE X Amendments

Section 1. **AMENDING PROCEDURE.** These by-laws may be amended only at a district convention, by resolution reported by the Constitution and By-Laws and adopted by a majority of the votes cast.

Section 2. **AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

EXHIBIT A

SAMPLE RULES OF PROCEDURE

These Sample Rules of Procedure are guidelines and may be amended by the district cabinet and adopted by the delegates of the convention.

DISTRICT _____ CONVENTION

Rule 1. The district governor shall arrange the order of business for the district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the certified delegates assembled at any session at which a quorum is present. A majority of those certified delegates present in person at any session shall constitute a quorum.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District _____ Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.(a) The credentials committee shall be composed of the district governor, as chairperson, the cabinet secretary/treasurer and two other non-officers of the district appointed by the district governor; provided, however, the district governor may designate any other committee member as chairperson. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the

duties as established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.

- (b) The registration and certification of delegates shall occur on the day(s) of _____ between the hours of _____ and _____.
- (c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

Rule 4. (a) 60 days prior to the convening of the convention, the district governor, unless otherwise provided, shall appoint, and designate the chairperson of, a nominations committee consisting of three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within 5 days prior to the election and rule on the eligibility of the same.

(b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

Rule 5. Replacement of delegates and alternate delegates. (a) To replace a delegate and/or alternate delegate already certified, the replacement must surrender the copy of the credential certificate issued to the member he/she is replacing.

(b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

Rule 6. Nominations for the offices of district governor, first and second vice district governor and such other offices to be filled by the convention shall be limited to nominating/ seconding speeches not to exceed _____ minute(s) for each nominee.

Rule 7.(a) Prior to the convention, the district governor shall appoint, and designate the chairperson of, an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

- (b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.
- (c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 8. Voting. (a) Voting will take place at a predetermined location and time.

- (b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.
- (c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.
- (d) A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply.
- (e) A majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a majority vote.

EXHIBIT B

RULES OF PROCEDURE

SPECIAL MEETING TO RECOMMEND

A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of district governor, it shall be the duty of the immediate past district governor, or if not available, the most recent past district governor who is available, upon notification from the international office, to convene a meeting of the district governor, immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors **who are members in good standing of a chartered Lions club in the district** for the purpose of recommending a Lion for appointment by the International Board of Directors.

Rule 2. Written invitations to this meeting shall be sent as soon as possible so that the meeting is held within the required **fifteen (15)** days of receipt of notification. The immediate past district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time within the required fifteen (15) days.

Rule 3. The chairperson shall maintain a **written** attendance roster.

Rule 4. Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

Rule 6. Voting. (a) Voting will occur immediately after the close of nominations.

(b) Voting will be by written ballot unless a majority of the members attending the meeting select another voting method.

(c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.

(d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

Rule 7. At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.

Rule 8. The International Board of Directors, pursuant to Article IX, Sections 6(a) and (d) of the International By-Laws shall consider, but is not bound by, any recommendation resolved at the special meeting. The International Board of Directors reserves the right to appoint the recommendee or any club member as district governor for the (remainder of the) term.

SUMMARY OF RULES

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

1. The international office has advised the district to convene a special meeting to recommend a member for appointment as district governor.
2. The immediate past district governor prepares invitations for the special meeting. Invitations are to be sent to the district governor, immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district. The invitations should state the date, time and location for the meeting.
3. The chairperson maintains an attendance roster at the meeting.
4. Nominations are made from the floor. Each nominee may speak for five (5) minutes, and his/her seconder may speak for an additional three (3) minutes.
5. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.

6. A majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.
7. The chairperson forwards the meeting results at the conclusion of the meeting.

EXHIBIT C

RULES OF PROCEDURE SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS FIRST OR SECOND VICE DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term.

Rule 2. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out written invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time.

Rule 3. The district governor shall maintain a written attendance roster.

Rule 4. Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

Rule 6. Voting. (a) Voting will occur immediately after the close of nominations.

(b) Voting will be by written ballot unless a majority of the members attending the meeting select another voting method.

(c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.

(d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

Rule 7. At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.

EXHIBIT B

LA-2

Constitution and By-Laws

The Lions Club of _____

Chartered by and under the jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

This standard form is recommended for adoption by the Lions club as its official local club Constitution and By-Laws.

Immediately upon adoption by the club, a permanent copy of this Constitution and By-Laws is to be filed by the secretary in his/her record book.

This Standard Form Club Constitution and By-Laws, and all amendments thereto, shall be in full force and effect and govern the operation of any Lions club that has not adopted its own Constitution and By-Laws.

The International Board of Directors shall and hereby does declare as policy that with respect to any matter of club operations which is consistent with the International Constitution and By-Laws and is not covered by the constitution and by-laws of the respective club and is covered by the Standard Form Lions Club Constitution and By-Laws that the provisions of the latter shall govern and control.

STANDARD CLUB CONSTITUTION

ARTICLE I

Name

The name of this organization shall be the Lions Club of _____, chartered by, and under the jurisdiction of the International Association of Lions Clubs.

ARTICLE II

Purposes

The purposes of this club shall be:

- (a) To create and foster a spirit of understanding among the peoples of the world.
- (b) To promote the principles of good government and good citizenship.
- (c) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.

- (f) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III Membership

Section 1. **ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Article I of the by-laws, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions club. Wherever the male gender or pronoun presently appear in this constitution and by-laws, it shall be interpreted to mean both male and female persons.

Section 2. **MEMBERSHIP BY INVITATION.** Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the association as a Lion member.

Section 3. **FORFEITURE OF MEMBERSHIP.** Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors. Upon removal from this club, any and all right to use the name "LIONS," the emblem and other insignia of this club and this association shall be forfeited. This club shall remove members whose conduct has been deemed a violation of the International Constitution and By-Laws and Board Policy and unbecoming a Lion by the International Office or otherwise face charter cancellation.

ARTICLE IV Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V Supremacy

The Standard Form Club Constitution and By-Laws shall govern the club unless otherwise amended so as not to conflict with the district (single, sub- or multiple) and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the district (single, sub- and multiple) constitution and by-laws, the respective district constitution and by-laws shall govern. In addition, whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the international constitution and by-laws or board policy, the international constitution and by-laws and board policy shall govern.

ARTICLE VI Club Size

A Lions club should strive to maintain 20 members; the numerical minimum membership required to receive a charter.

ARTICLE VII Officers

Section 1. **OFFICERS.** The officers of this club shall be a president, immediate past president, the vice president(s), secretary, treasurer, Lion tamer (optional), tail twister (optional), membership director and all other elected directors.

Section 2. **REMOVAL.** Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

ARTICLE VIII Board of Directors

Section 1. **MEMBERS.** The members of the board of directors shall be the president, immediate past president, the vice president(s), secretary, treasurer, Lion tamer (optional), tail twister (optional), membership director, branch coordinator, if so designated, and all other elected directors.

Section 2. **QUORUM.** The presence in person of a majority of the directors shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

Section 3. **DUTIES AND POWERS.** In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and by-laws, the board of directors shall have the following duties and powers:

- (a) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.
- (b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- (c) It shall have power to modify, override or rescind the action of any officer of this club.
- (d) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- (e) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.
- (f) It shall appoint the surety for the bonding of any officer of this club.
- (g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.
- (h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.
- (i) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public funds raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.

ARTICLE IX

Delegates to International and District Conventions

Section 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION.

Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty- five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members.

Section 2. DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION. Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in this club, or major fraction thereof, of this club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

Section 3. SELECTION OF CLUB DELEGATE(S) AND ALTERNATE(S). The Board of Directors or its designated committee shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions. Eligible delegates must be members in good standing in the club and entitled to vote in accordance with the rights and privileges chart set forth in Exhibit A of this Constitution and By-Laws.

ARTICLE X

Club Dispute Resolution Procedure

Section 1. DISPUTES SUBJECT TO PROCEDURE.

All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

Section 2. REQUEST FOR DISPUTE RESOLUTION AND FILING FEE.

Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each

district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3. RESPONSE TO COMPLAINT

The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4. CONFIDENTIALITY

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

Section 5. SELECTION OF CONCILIATOR.

Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The district governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor determines, in his or her sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor shall appoint a substitute conciliator as provided above. Otherwise, the district governor shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor.

If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the Legal Division determines, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division, in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

Section 6. CONCILIATION MEETING & DECISION OF CONCILIATOR.

Upon being appointed, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his or her decision relative to the dispute. The conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE XI Branch Club Program

Section 1. **BRANCH FORMATION.** Clubs may form branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of the parent club and shall conduct service activities in its community.

Section 2. **MEMBERSHIP IN PARENT CLUB.** The members of the branch shall be granted membership in the parent club and the branch by membership invitation issued by the board of directors of the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

Section 3. **FUNDRAISING.** Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the parent club may authorize the branch coordinator to countersign checks and vouchers authorized for payment by the parent club's board of directors.

Section 4. **DESIGNATED BRANCH CLUB FUNDS.** In the event of dissolution of the branch club, any remaining branch club designated funds shall be returned to the parent club. In the event the branch club is converted into a newly chartered club, any remaining funds designated as branch club funds shall be transferred to the newly chartered club.

Section 5. **DISSOLUTION.** The branch may be disbanded by a two-thirds vote of the entire board of directors of the parent club.

ARTICLE XII Club Funds

Section 1. **PUBLIC (ACTIVITY) FUNDS.** All funds raised from the public must be returned to public use, including money accumulated from invested public funds. The only deductions that may be made from the activity account are the direct operating expenses of the fundraising activity. Money accumulated from interest must also be returned to public use.

Section 2. **ADMINISTRATIVE FUNDS.** Administrative funds are supported through contributions from members through dues, fines and other individual contributions.

ARTICLE XIII Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the board has previously considered the merits of the amendments.

Section 2. **NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the member through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

BY-LAWS

ARTICLE I Membership

Section 1. MEMBERSHIP CATEGORIES.

- (a) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. As provided in the Student Member Program criteria, qualifying student, former Leo and young adult members shall be Active Members and be entitled to all rights and privileges thereof. This membership category shall be included in the club delegate formula calculation.
- (b) **MEMBER-AT-LARGE:** A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues. This membership category shall be included in the club delegate formula calculation.
- (c) **HONORARY:** An individual, not a member of this Lions club, having performed outstanding service for the community or this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership. This membership category shall not be included in the club delegate formula calculation.
- (d) **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office. This membership category shall be included in the club delegate formula calculation.

- (e) **LIFE MEMBER:** Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his/her community, or this association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:
- (1) recommendation of this club to the association,
 - (2) payment to the association of US\$500.00, or its equivalent in the respective national currency, by this club in lieu of all future dues to the association, and
 - (3) approval by the International Board of Directors.

A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. Former Lioness members, who are now Active members of their Lions clubs or who become Active members of a Lions club on or before June 30, 2007, may apply all of their prior Lioness service toward Life membership eligibility. Lioness members who become Active members of a Lions Club after June 30, 2007, will not be eligible for Lioness service credit for the purposes of Life membership eligibility. This membership category shall be included in the club delegate formula calculation.

- (f) **ASSOCIATE MEMBER:** A member who holds his/her primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership and Activities Report.

An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper. This membership category shall not be included in the club delegate formula calculation.

- (g) **AFFILIATE MEMBER:** A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors.

An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub, provisional, and/or multiple) or international conventions.

He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as the local club may charge. **This membership category shall be included in the club delegate formula calculation.**

Section 2. **GOOD STANDING.** Any member who fails to pay any indebtedness due this club within sixty (60) days after receipt of written notice from the secretary shall forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

Section 3. **DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

Section 4. **RESIGNATIONS.** Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid and/or all club funds and property have been returned. All right to the use of the name "LIONS," the emblem and other insignia of this club and the association cease when membership is terminated.

Section 5. **REINSTATEMENT OF MEMBERSHIP.** Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record. Members that have been dropped from membership for more than twelve (12) months must be approved in accordance with Article III, Section 2 of the Constitution.

Section 6. **TRANSFER MEMBERSHIP.** This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Article III, Section 2 of the Constitution. Members that wish to transfer from this club to another club must submit a transfer form to be completed by the Secretary. The Secretary is obligated to complete transfer form without delay unless the board of directors is withholding acceptance of the member's resignation and transfer due to the member's financial indebtedness to the club and/or failure to return any club funds or property.

Section 7. **FAILURE TO PAY.** The secretary shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section 8. **ATTENDANCE.** The club shall encourage regular attendance at club meetings and activities. Where a member misses consecutive meetings or activities,

the club will make every effort to contact the member to encourage and promote regular attendance. Annual perfect attendance awards are available to members who have attended every regularly scheduled meeting of this club for any twelve consecutive months, otherwise making up any missed meetings in accordance with the attendance make-up rules of the club, if any.

ARTICLE II

Elections and Filling Vacancies

The officers of this club, excluding the immediate past president, shall be elected as follows:

Section 1. **ANNUAL ELECTION.** Subject to the provisions of Sections 7 and 8 of this Article, all officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified. The Secretary shall promptly report the newly elected officers to the International Office within 15 days of the election.

Section 2. **DIRECTORS ELECTION.** One-half of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

Section 3. **ELIGIBILITY FOR OFFICE.** No person shall be eligible to hold office in this club unless he/she is an active member in good standing.

Section 4. **NOMINATION MEETING.** A nomination meeting shall be held in March of each year or as determined by the board of directors, with the date and place of such meeting to be determined by the board of directors. Notice of the meeting shall be published by regular post or electronic means or by personal delivery to each member of this club at least fourteen (14) calendar days prior to the date of the meeting.

Section 5. **NOMINATING COMMITTEE.** The president shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section 6. **ELECTION COMMITTEE.** An election meeting shall be held in April or as determined by the board of directors, at a time and place determined by the board of directors. Notice of the election meeting shall be published by regular post or electronic means or by personal delivery to each member of the club at least fourteen (14) calendar days prior the date of the meeting. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section 7. **BALLOT.** The election shall be conducted by a secret written ballot by those present and qualified to vote.

Section 8. **VOTES REQUIRED.** The officer candidate is required to secure a majority of the votes cast by the club members present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 9. **NOMINEE UNABLE TO SERVE.** If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

Section 10. **VACANCY.** If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days notice of the time and place, which time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section 11 hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 11. **REPLACEMENT OF OFFICERS-ELECT.** In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer elect. Fourteen (14) calendar days prior notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE III Duties of Officers

Section 1. **PRESIDENT.** He/she shall be the chief executive officer of this club; preside at all meetings of the board of directors and this club; issue the call for regular meetings and special meetings of the board of directors and the club; appoint the standing and special committees of this club and cooperate with chairpersons to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which this club is located.

Section 2. **IMMEDIATE PAST PRESIDENT.** He/she and the other past presidents shall officially greet members and their guests at club meetings and shall represent this club in welcoming all new service-minded people in the community served by this club.

Section 3. **VICE PRESIDENT(S).** If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president. Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

Section 4. **SECRETARY.** He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single, sub- and multiple) in which this club is located, and the association. In fulfillment of this, he/she shall:

- (1) Submit regular monthly and other reports to the international office of the association on forms provided by the international headquarters containing such information as may be called for by the board of directors of this association.
- (2) Submit to the district governor's cabinet such reports as it may require including copies of regular membership and activities reports.
- (3) Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located.
- (4) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts.
- (5) Arrange for issuance, in cooperation with the treasurer, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club, collect and turn the same over to the club treasurer and obtain a receipt.
- (6) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.
- (7) Deliver, in a timely manner, at the conclusion of his/her term in office, the general records of the club to his/her successor in office.

Section 5. **TREASURER.** He/she shall:

- (1) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors.
- (2) Pay out monies in payment of club obligations only on authority given by the board of directors.
- (3) Have custody and keep and maintain general records of club receipts and disbursements.
- (4) Prepare and submit monthly and semi-annual financial reports to the board of directors of this club.
- (5) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.
- (6) Deliver, in a timely manner, at the conclusion of his/her term in office, the financial accounts, funds and records of the club to his/her successor in office.

Section 6. **MEMBERSHIP DIRECTOR.** The membership director shall be the chairperson of the membership committee. The responsibilities for this position shall be:

- (1) Development of a growth program specifically for the club and presented to the board of directors for approval.
- (2) Regular encouragement at club meeting to bring in new quality members.
- (3) Ensuring implementation of proper recruitment and retention procedures.
- (4) Preparation and implementation of orientation sessions.
- (5) Reporting to the board of directors on ways to reduce the loss of members.
- (6) Coordination with other club committees in fulfilling these responsibilities.
- (7) Serving as a member of the zone level membership committee.

Section 7. **LION TAMER** (Optional). The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. He/she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He/she shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.

Section 8. **TAIL TWISTER** (Optional). He/she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his/her decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister (optional) may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister (optional) shall be immediately turned over to the treasurer and a receipt be given.

ARTICLE IV Committees

Section 1. **STANDING COMMITTEES.** The following standing committees may be appointed by the president, except for the members and chairperson of the membership committee, who are elected. (See Article IV, Sections 6 and 7)

(a) **Administrative Committees:**

- Attendance
- Constitution and By-Laws
- Finance
- Information Technology
- Lions Information
- Membership
- Program
- Public Relations and Communications
- Greeter
- Leadership Development

(b) **Activities Committees:**

Community Services
Disaster Preparedness & Relief
Environmental Services
Diabetes Awareness & Action
Hearing Preservation, Awareness & Action
Sight Preservation, Awareness & Action
International Relations
Lions Opportunities for Youth
Lions Services for Children

Section 2. **MEMBERSHIP COMMITTEE.** A membership committee shall be composed of three elected members for a three year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system subject to annual confirmation for the years remaining by the club's board of directors. The first year member shall be a member of the committee, the second year member shall be its vice chairperson and the third year member shall serve as its chairperson and as membership director on the club's board of directors. The first-year member is encouraged to focus on membership development, the second-year member is encouraged to focus on retention and leadership, while the third-year member (chairperson) is encouraged to focus on extension.

Section 3. **SPECIAL COMMITTEES.** From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be necessary in his/her judgment or the judgment of the board of directors.

Section 4. **PRESIDENT EX-OFFICIO.** The president shall be an ex-officio member of all committees.

Section 5. **COMPOSITION.** All committees shall consist of a chairperson, and subject to Section 2 above, as many members as shall be considered necessary by the president.

Section 6. **COMMITTEE REPORTING.** Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the board of directors.

ARTICLE V

Meetings

Section 1. **BOARD OF DIRECTORS REGULAR MEETINGS.** Regular meetings of the board of directors shall be held at such times and places as the board shall determine. (It is recommended that the board of directors meet at least once each month.)

Section 2. **BOARD OF DIRECTORS SPECIAL MEETINGS.** Special meetings of the board of directors shall be held when called by the president, or when requested by three (3) or more members of the board of directors, at such time and place as the president shall determine.

Section 3. **REGULAR CLUB MEETINGS.** Regular meetings of this club shall be held at times and places recommended by the board of directors, and approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in this constitution and by-laws, notice of regular meetings shall be given in such manner as the board of directors deems proper. (It is recommended that clubs meet at least twice each month.)

Section 4. **SPECIAL CLUB MEETINGS.** Special meetings of the club may be called by the president, in his/her discretion, and shall be called by the president when requested by the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place shall be published to each member of this club, by regular post, electronic means or personal delivery, at least ten (10) days prior to the date thereof.

Section 5. **ANNUAL MEETING.** An annual meeting of this club shall be held in conjunction with the close of each Lions' year at a time and place determined by the board of directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section 6. **ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of this club and/or board of directors may be held through the use of alternative meeting formats, such as teleconference and/or web conference upon initiation of the President or by any three (3) members of the board of directors.

Section 7. **CHARTER ANNIVERSARY.** A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionism, and the history of this club.

Section 8. **QUORUM.** The presence in person of a majority of the members in good standing shall be necessary for a quorum at any meeting of this club. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

Section 9. **BUSINESS TRANSACTED BY MAIL.** This club may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the club. Such action may be initiated by the president or any three (3) members of said board.

ARTICLE VI

Fees and Dues

AS APPROVED BY THE CLUB MEMBERS AT AN ANNUAL MEETING

Section 1. **ENTRANCE FEE.** Each new, reinstated and transfer member shall pay an entrance fee of \$_____ which fee shall include the current association entrance fee and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve (12) months of termination of his/her prior Lions club membership.

Section 2. **ANNUAL DUES.** Each member of this club shall pay the following indicated regular annual dues which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors shall determine:

Active \$ _____
Member-at-Large \$ _____
Honorary \$ _____
Privileged \$ _____
Life \$ _____
Associate \$ _____
Affiliate \$ _____

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws.

ARTICLE VII

Branch Club Administration

Section 1. **BRANCH CLUB OFFICERS.** The members comprising the branch shall elect a branch president, secretary and treasurer. These three individuals, along with the branch liaison constitute the executive committee of the branch. The branch members shall elect a president who shall serve on the parent club's board of directors and be encouraged to attend general and/or board meetings of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings of the parent club.

Section 2. **LIAISON.** The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the fourth officer of the branch.

Section 3. **VOTING ENTITLEMENT.** The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting. Attendance at branch meetings fulfills regular club attendance requirements.

ARTICLE VIII Miscellaneous

Section 1. **FISCAL YEAR.** The fiscal year of this club shall be July 1 through June 30.

Section 2. **PARLIAMENTARY PRACTICES.** Except as otherwise specifically provided in this constitution and by-laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

Section 3. **PARTISAN POLITICS/RELIGION.** This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

Section 4. **PERSONAL BENEFIT.** Except to further his/her progress in Lionism, no officer or member of this club shall use his/her membership as a means of furthering any personal, political, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objects.

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

Section 6. **SOLICITATION OF FUNDS.** No funds shall be solicited from the club during meetings by any individual or individuals who are not members of the club. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the appropriate committee or to the board of directors for further review.

ARTICLE IX Amendments

Section 1. **AMENDING PROCEDURE.** These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present in person and voting.

Section 2. **NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the member through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

EXHIBIT A

MEMBERSHIP CATEGORY CHART

CATEGORY	REGULAR ATTENDANCE	PROMPT PAYMENT OF DUES (CLUB, DISTRICT AND INTERNATIONAL)	PARTICIPATION IN CLUB ACTIVITIES	CONDUCT REFLECTING FAVORABLE IMAGE
ACTIVE	YES	YES	YES	YES
AFFILIATE	YES	YES	YES, WHEN ABLE	YES
ASSOCIATE	YES, PRIMARY CLUB NO, SECONDARY CLUB	YES, CLUB ONLY	YES, WHEN ABLE	YES
HONORARY	NO	NO, CLUB PAY APPLICABLE INT'L AND DISTRICT	NO	YES
LIFE	NO	YES, DISTRICT & CLUB ONLY - NO. INT'L DUES	YES, WHEN ABLE	YES
MEMBER AT LARGE	NO	YES	YES, WHEN ABLE	YES
PRIVILEGED	NO	YES	YES, WHEN ABLE	YES

RIGHTS AND PRIVILEGES

CATEGORY	ELIGIBILITY TO SEEK CLUB, DISTRICT OR INT'L OFFICE	VOTING PRIVILEGES	DELEGATE AT DISTRICT OR INT' CONVENTION
ACTIVE	YES	YES	YES
AFFILIATE	NO	CLUB MATTERS ONLY	NO
ASSOCIATE	NO	DISTRICT CONVENTION (PRIMARY) CLUB MATTERS ONLY (BOTH)	NO
HONORARY	NO	NO	NO
LIFE	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER
MEMBER AT LARGE	NO	YES, CLUB MATTERS ONLY	NO
PRIVILEGED	NO	YES	YES

EXHIBIT A (Continued)

MEMBER CATEGORY LIMITS

Honorary Members – Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

Affiliate Members – Not to exceed 25% of total actual membership.

EXHIBIT B

SAMPLE BALLOT FORM

For Election of President: Indicate your vote by checking the box of the candidate of your choice.

- John Smith

- Sally Jones

- _____

EXHIBIT C

STANDARD LIONS CLUB

ORGANIZATION PLAN

Officers and Directors
(Board of Directors)

President
Secretary
Treasurer

1st Vice President
2nd Vice President
3rd Vice President
Lion Tamer (Optional)

Tail Twister (Optional)
Immediate Past President
2 Directors (First Year)
2 Directors (Second Year)
Membership Director

Administrative Committees

Attendance
Constitution and By-Laws
Finance
Information Technology
Lions Information
Membership
Program
Public Relations and Communications
Greeter
Leadership Development

Activities Committees

Community Services
Disaster Preparedness & Relief
Environmental Services
Diabetes Awareness & Action
Hearing Preservation, Awareness & Action
Sight Preservation, Awareness & Action
International Relations
Lions Opportunities for Youth
Lions Services for Children

STANDARD MULTIPLE DISTRICT CONSTITUTION

ARTICLE I
Name

This organization shall be known as Lions Multiple District No. _____, hereinafter referred to as “multiple district.”

ARTICLE II
Purposes

The purposes of this multiple district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this multiple district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (g) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III
Membership

The members of this organization shall be all Lions clubs in this multiple district chartered by Lions Clubs International.

This multiple district shall consist of _____ sub-districts, with boundary lines as adopted by a multiple district convention and approved by the International Board of Directors of Lions Clubs International.

ARTICLE IV
Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as follows:

Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V Supremacy

The Standard Form Multiple District Constitution and By-Laws shall govern the multiple district unless otherwise amended so as not to conflict with the International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the multiple district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI Officers and Council of Governors

Section 1. **COMPOSITION.** There shall be a Council of Governors composed of all the district governors in the multiple district and shall also include one past district governor who shall serve as council chairperson. The officers of this multiple district shall be the members of the Council of Governors. Each member of the council of governors, including the council chairperson, shall have one (1) vote on each question requiring action of the council of governors. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. (Note: Article II, Section 4 of the International By-Laws permits the multiple district, by provision in its constitution and by-laws, to include certain other Lions as members of the Council of Governors.)

Section 2. **OFFICERS.** The officers of the Council of Governors shall be a chairperson and vice-chairperson, secretary and treasurer and such other officers as the Council of Governors shall deem necessary, all of whom shall be elected annually by the Council of Governors.

Section 3. **POWERS.** Except where inconsistent with and contrary to the provisions of the articles of incorporation and constitution and by-laws of Lions Clubs International, the powers granted therein to the board of directors of said association, and the policies and acts of said board of directors, the Council of Governors shall:

- (a) Have jurisdiction and control over all officers and agents, when acting as such, of the Council of Governors and all committees of the multiple district and multiple district convention;
- (b) Have management and control over the property, business and funds of the multiple district;
- (c) Have jurisdiction, control and supervision over all phases of the multiple district convention and all other meetings of the multiple district;

- (d) Have original jurisdiction, when authorized under policy of the international board of directors and under rules of procedure prescribed by said board, to hear and rule upon any complaint of a constitutional nature raised by any sub-district or districts, and Lions club, or any member of a Lions club, in the multiple district. All such rulings of the Council of Governors shall be subject to review and decision by said international board;
- (e) Have control and management of all budgetary matters of the multiple district and committees of the multiple district and multiple district convention. No obligation may be approved or made which shall effect an unbalanced budget or deficit in any fiscal year.

Section 4. **REMOVAL.** Members of the Council of Governors, other than a District Governor, may be removed for cause by an affirmative vote of two-thirds (2/3) of the entire number of the Council of Governors.

Article VII

Multiple District Convention

Section 1. **TIME AND PLACE.** An annual convention of this multiple district shall be held in each year prior to the international convention at a place selected by the delegates of a previous annual convention of this multiple district and at a date and time fixed by the Council of Governors.

Section 2. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International, and its district, and this multiple district shall be entitled in each convention of this multiple district to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district.

Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

Section 3. **QUORUM.** A majority of the delegates in attendance at any session of a sub- or multiple district convention shall constitute a quorum.

Section 4. **SPECIAL CONVENTION.** A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII
Multiple District Dispute Resolution Procedure

A. Disputes Subject to Procedure

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple district administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the multiple district council chairperson, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

B. Complaints and Filing Fee

Any Lions club in good standing or sub-district within the association (the “complainant”) may file a written request with the council chairperson (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed with the council chairperson within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the multiple district which shall be submitted to the council chairperson at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the multiple district as an administrative fee and shall not be refunded to any party. All expenses incurred relative

to this dispute resolution procedure are the responsibility of the multiple district, unless established multiple district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

C. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the council chairperson within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

D. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), council chairperson and conciliators should be kept confidential to the extent possible.

E. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairperson, who is currently a member in good standing of a club in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. The selected conciliators shall select one (1) neutral conciliator who will serve as chairperson, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within fifteen (15) days, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators (“the second team of selected conciliators”) who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a

club in good standing outside the respective multiple district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the multiple district council chairperson or the conciliators.

F. Conciliation Meeting & Decision of Conciliators

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties.

The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the multiple district council chairperson, the multiple district council of governors and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended only at a multiple district convention, by resolution reported by the Convention Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. **AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this Multiple District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

BY-LAWS

ARTICLE I

Nominations and Endorsement Second Vice President and International Director Nominees

Section 1. **ENDORSEMENT PROCEDURE.** Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the multiple district seeking endorsement of the convention of the multiple district as a candidate for the office of international director or second vice-president shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the multiple district council secretary-treasurer no less than 30 days prior to the convening date of the convention (sub- or multiple) at which such question of endorsement is to be voted upon;
- (b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. **NOMINATION.** Each notice of intention so delivered shall be transmitted forthwith by the council chairperson and council secretary-treasurer to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. **SECONDING SPEECH.** Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes in duration.

Section 4. **VOTE.** The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the multiple district convention. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes cast.

Section 5. **SUB DISTRICT ENDORSEMENT.** Any candidate seeking endorsement at the Multiple District Convention must first have secured the endorsement of his/her sub-district.

Section 6. **CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the multiple district convention shall be made in writing to the international office by the multiple district officials designated, and in accordance with the requirements set forth, in the International Constitution and By-Laws.

Section 7. **VALIDITY.** No endorsement of any candidacy of any member of a Lions club in this multiple district shall be valid unless and until the provisions of this Article VII have been met.

ARTICLE II

Appointment of Council Chairperson

The council chairperson, shall be appointed by the District Governors of the multiple district provided that such chairperson shall be a past district governor when he/she takes office. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. A meeting of the district governors of the multiple district who will be in office during the term of the council chairperson appointed shall be called following the multiple district annual convention, but no later than 30 days following the closing of the International Convention for the purpose of selecting a council chairperson. It shall be the duty of the attendees at this meeting to appoint a club member in good standing in a club in good standing in the multiple district as the council chairperson.

ARTICLE III

Duties of Multiple Council of Governors and Committees

Section 1. MULTIPLE DISTRICT COUNCIL OF GOVERNORS.

The Council of Governors shall:

- (a) Make all contracts and approve all bills relating to multiple district convention administrative expenses.
- (b) Designate a depository for multiple district funds.
- (c) Determine the amount of surety bond for the council secretary-treasurer, and approve the surety company issuing said bond.
- (d) Receive financial reports, semi-annually or more frequently, from the council secretary-treasurer, and provide for a review or audit at the end of the fiscal year of the books and accounts of the council secretary- treasurer.

Section 2. **MULTIPLE DISTRICT COUNCIL CHAIRPERSON.** The Multiple District Council Chairperson shall be the coordinator of the multiple district and shall act on behalf of and upon delegation from the Council of Governors. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Provide leadership, direction, and initiative for international and multiple district programs, goals, and long range planning.
- (c) Create and foster harmony and unity among subdistricts, and assist district governors with solving issues.
- (d) Chair over the multiple district convention and all meetings of the Council of Governors;

- (e) Submit reports and perform such duties as may be required by the multiple district constitution and bylaws.
- (f) Perform other such administrative duties as may be assigned by the Council of Governors.
- (g) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the multiple district to his/her successor in office.

Section 3. **MULTIPLE DISTRICT COUNCIL SECRETARY-TREASURER.** Under the supervision and direction of the Council of Governors, the council secretary-treasurer shall:

- (a) Keep an accurate record of the proceedings of all meetings of the Council of Governors, and within ten (10) days after each meeting forward copies to all members of the Council of Governors, and the office of Lions Clubs International.
- (b) Assist the Council of Governors in conducting the business of the district, and perform such other duties as are specified or implied in the constitution and by-laws, or as may be assigned to him/her from time to time by the Council of Governors.
- (c) Receive and give proper receipts for all per capita taxes required to be paid over to him/her by the subdistrict cabinet secretary-treasurers, deposit the same in a bank or banks designated by the Council of Governors, and disburse the same under the supervision and control of the Council of Governors by checks drawn against said deposits signed by himself/herself and countersigned by the council chairperson or other duly authorized council member.
- (d) Keep accurate books and records of accounts and minutes of all Council of Governors and multiple district meetings, and permit inspection of the same by any member of the Council of Governors or any club in the multiple district (or any duly authorized agent of either) at any reasonable time for any proper purpose.
- (e) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the Council of Governors.
- (f) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the multiple district to his/her successor in office.
- (g) In the event that separate offices of council secretary and council treasurer are adopted the duties herein are to be attributed to each of the officers according to the nature of the duties.

Section 4. **MULTIPLE DISTRICT PROTOCOL CHAIRPERSON.** The Council of Governors shall appoint annually a protocol chairperson for the multiple district. Under the supervision and direction of the Council of Governors, the protocol chairperson shall:

- (a) At all events attended by visiting dignitaries, provide seating charts in keeping with the association's official protocol; insure that spoken introductions are based on the same. Insure that dress requirements are clear for all events.
- (b) Arrange for proper airport (or other arrival) greetings; arrange suitable transportation to hotel or other lodging, inspect hotel room in advance to insure its suitability, and provide appropriate amenities (flowers, fruit, etc).

- (c) Arrange for the proper escort of visitors to each function on the schedule.
- (d) Arrange courtesy calls on local government leaders (or regional and/or national leaders if the location suggests this as a possibility), as the visitor's schedule permits.
- (e) Coordinate public relations media exposure such as television, radio and print media, as necessary.
- (f) Coordinate departure from hotel, and transportation to airport (or other departure venue).

ARTICLE IV

Multiple District Committees

Section 1. **CREDENTIALS COMMITTEE.** The Credentials Committee of the multiple district convention shall be composed of the current district governors, first and second vice district governors and cabinet-secretary treasurers. The chairperson of this committee shall be the council chairperson. Each such Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 2. **MULTIPLE DISTRICT CONVENTION COMMITTEES.** The Council of Governors shall appoint, designate the chairperson of, and fill any vacancies occurring in the following multiple district convention committees: Resolutions, Nominations, Elections, Constitution and By-Laws, Rules and International Convention. Each sub-district shall have at least one representative on each such committee. These committees shall perform such duties as the Council of Governors shall designate.

Section 3. **OTHER COUNCIL COMMITTEES.** The Council of Governors may create and appoint such other committees and positions as it deems necessary and appropriate for efficient operation of the multiple district.

ARTICLE V

Meetings

Section 1. **COUNCIL MEETINGS.** The Council of Governors shall hold a regular meeting within sixty (60) days after the date on which the district governors officially take office, and such other meetings as it deems advisable. The council chairperson, or the secretary at the chairperson's direction, shall issue a written call for each meeting of the Council of Governors, with the time and place to be set out in the call and to be determined by the chairperson. The date of any meeting save the first, which shall be set by the chairperson, shall be determined by the Council of Governors.

Section 2. **ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of this council may be held through the use of alternative meeting formats, such as teleconference and/or web conference. Such action may be initiated with approval of the majority of the Council of Governors.

Section 3. **QUORUM.** The personal presence of a majority of the Council of Governors shall constitute a quorum at any meeting.

Section 4. **BUSINESS TRANSACTED BY MAIL.** This Council of Governors may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the council of governors. Such action may be initiated by the Council Chairperson or any three (3) members of said council.

ARTICLE VI

Multiple District Convention

Section 1. **CONVENTION SITE SELECTION.** The chairperson of the Council of Governors shall receive invitations in writing from places desiring to entertain the annual convention. All invitations shall set forth such information as the Council of Governors shall from time to time prescribe and shall be delivered to the chairperson no later than thirty (30) days prior to the convening date of the convention at which the convention site shall be voted upon by the delegates of said convention. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the Council of Governors shall be determined by the Council of Governors.

Section 2. **OFFICIAL CALL.** The Council of Governors shall issue an official printed call for the annual multiple district convention not less than thirty (30) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 3. **SITE CHANGE.** The Council of Governors shall retain, and have, absolute power to change at any time, for good reason, the convention site chosen by a multiple district convention, provided that such convention site shall be located within the boundaries of the multiple district, and neither the Council of Governors nor the multiple district nor any sub-district or sub-districts shall incur any liability thereby to any club or sub-district. Notice of this site change shall be furnished in writing to each club in the multiple district no less than sixty (60) days prior to the convening date of the annual convention.

Section 4. **OFFICERS.** The members of the Council of Governors shall be the officers of the annual multiple district convention.

Section 5. **ORDER OF CONVENTION BUSINESS.** The multiple district Council of Governors shall arrange the order of business for the multiple district convention, and the same shall be the order of the day for all sessions.

Section 6. **RULES OF ORDER AND PROCEDURE.** Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure in any convention, any meeting of the Council of Governors, or multiple district committee shall be determined by **ROBERT'S RULES OF ORDER, NEWLY REVISED.**

Section 7. **SERGEANT-AT-ARMS.** A convention sergeant-at-arms and such assistant sergeant-at-arms as it deems necessary shall be appointed by the Council of Governors.

Section 8. **OFFICIAL REPORT.** Within sixty (60) days after the close of the multiple district convention, an official report shall be forwarded to Lions Clubs International and each club in the multiple district by the Council of Governors, or, at its direction, by the council secretary.

Section 9. **SUB-DISTRICT CONVENTION.** A meeting of the registered delegates of a sub-district in attendance at a multiple district convention may constitute the annual convention of said sub-district.

ARTICLE VII

Multiple District Convention Fund

Section 1. **CONVENTION FUND TAX.** In lieu of or in addition to a multiple district convention registration fee, an annual per capita multiple district convention fund tax of (insert value in national currency) may be levied upon each member of each club in the multiple district and shall be collected and paid in advance by each club, except newly chartered and reorganized clubs, in two (2) semi-annual payments as follows: (insert value in national currency) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and (insert value in national currency) per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March, respectively. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said per capita tax for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organization or reorganization, as the case may be.

This tax shall be collected from the clubs in each sub-district by, and remitted to, the respective cabinet secretary-treasurer, who shall deposit the monies so collected in a special account in a bank or other depository chosen by the respective sub-district cabinet to be paid over to the council secretary- treasurer upon order of the council chairperson. The fund so collected shall be used exclusively for defraying expenses of multiple district conventions and shall be expended only by multiple district checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson or other duly authorized member of the Council of Governors.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the convention fund after payment of all convention administration expenses in that year shall remain in said convention fund and become available for future convention expenses and be treated as income in any fiscal year in which expended or made available solely for payment of such expenses.

Section 3. **FEE COLLECTION.** Such fee as the Council of Governors shall set may be collected, under procedures set by the Council of Governors, from each delegate, alternate, and guest attending the multiple district convention to defray the actual cost of convention meals and entertainment.

ARTICLE VIII
Multiple District Administration Fund

Section 1. **MULTIPLE DISTRICT REVENUE.** To provide revenue for approved multiple district projects and to defray the administrative expenses of the multiple district, an annual multiple district administrative fund per capita tax of (set out value in national currency) is hereby levied upon each member of each club in the multiple district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: (value in national currency) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and (value in national currency) per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said tax shall be paid to the council secretary/treasurer by each club in the multiple district, except newly chartered and reorganized clubs, which shall collect and pay said per capita tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said per capita tax shall be disbursed only for administrative expenses of the multiple district and only upon approval by the Council of Governors. Disbursement therefrom shall be by checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the multiple district administrative fund after payment of all multiple district administration expenses in that year shall remain in said administrative fund and become available for future multiple district administrative expenses and be treated as income in any fiscal year in which expended or made available solely for payment of such expenses.

ARTICLE IX
Miscellaneous

Section 1. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this multiple district in his/her official capacity with the exception of the council secretary-treasurer whose compensation, if any, shall be fixed by the Council of Governors.

Section 2. **FISCAL YEAR.** The fiscal year of this multiple district shall be from July 1st to June 30th.

Section 3. **AUDIT OR REVIEW.** The Council of Governors shall provide for an annual or more frequent audit or review of the books and accounts of the multiple district.

ARTICLE X Amendments

Section 1. **AMENDING PROCEDURE.** These by-laws may be amended only at a multiple district convention, by resolution reported by the Convention Committee on Constitution and By-Laws and adopted by a majority of the votes cast.

Section 2. **AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

EXHIBIT A

SAMPLE RULES OF PROCEDURE

These Sample Rules of Procedure are guidelines and may be amended by the council of governors and adopted by the delegates of the convention.

MULTIPLE DISTRICT ____ CONVENTION

Rule 1. The multiple district Council of Governors shall arrange the order of business for the multiple district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the certified delegates assembled at any session at which a quorum is present. A majority of those certified delegates present in person at any session shall constitute a quorum.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the Multiple District ____ Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.(a) The credentials committee shall be composed of the council chairperson, as chairperson, the current district governors, first and second vice district governors and cabinet-secretary treasurers. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.

- (b) The registration and certification of delegates shall occur on the day(s) of _____ between the hours of _____ and _____.
- (c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

Rule 4.(a) Sixty (60) days prior to the convening date of the convention, the council chairperson, unless otherwise provided, shall appoint, and designate the chairperson of, a nominations committee consisting of three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within 5 days prior to the election and rule on the eligibility of the same.

- (b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

Rule 5. Replacement of delegates and alternate delegates. (a) To replace a delegate and/or alternate delegate already certified, the replacement must surrender the copy of the credential certificate issued to the member he/she is replacing.

- (b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

Rule 6.(a) Prior to the convention, the council chairperson shall appoint, and designate the chairperson of, an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

- (b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.
- (c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 7. Voting. (a) Voting will take place at a predetermined location and time.

- (b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.

- (c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.
- (d) A majority vote shall be necessary to endorse a Second Vice President and International Director. If a majority vote on the question of endorsement is not received then the nominee is not endorsed.
- (e) A majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a majority vote.

EXHIBIT D

LIONS INTERNATIONAL STAMP CLUB CONSTITUTION

(as approved November 25, 1974
and amended July 2003)

ARTICLE I

NAME AND OBJECT

Section 1. **NAME.** This organization shall be known as the LIONS INTERNATIONAL STAMP CLUB, hereinafter referred to as LISC.

Section 2. **PURPOSE.** The purpose of this organization is to foster and develop the avocation of stamp collecting among Lions, Lionesses, and Leos and their families, and to strengthen International Lionism through International Goodwill.

ARTICLE II MEMBERSHIP

Section 1. **MEMBERSHIP.** Membership in this organization shall be open to any member in good standing of a Lions Club. Application for membership shall be submitted to the secretary of this Club with payment of dues for one year.

Section 2. ASSOCIATE MEMBERS

- a. Any member of the immediate family of a Lion in good standing may become an Associate Member by application and accompanied with one year's dues.
- b. Any member in good standing of a Lioness or Leo Club may become an Associate Member with the application and accompanied with dues for one year.
- c. Associate members cannot vote or hold office.
- d. All associate member applications may be subject to verification by the secretary of the club.

Section 3. HONORARY MEMBERS.

- a. The Board of Directors may, with the approval of a majority vote of the members attending the annual meeting, confer honorary membership on an individual, not a member of the L.I.S.C., who has performed outstanding service to the L.I.S.C. and upon whom this club desires to confer special distinction.
- b. This honor can include partner of deceased past presidents and past secretaries.
- c. Honorary membership shall not require the payment of any dues.
- d. Honorary members have no vote and cannot hold office unless they are a Lions club member in good standing.

Section 4. LIFE MEMBERS.

- a. The board of directors may, with the approval of a majority vote of the members attending the annual meeting, confer life membership to any member who has rendered outstanding service to the L.I.S.C. and shall have had at least 15 years continuous membership in lieu of all future dues to the club.

- b. Upon application by a member and payment of US\$200.00 in lieu of all future dues to the club, the president, with the approval of the board of directors may extend life membership to any member who has been in L.I.S.C. at least 15 years.
- c. The board of directors may elect two life members to be ex-officio members of the board with voting rights. This privilege is granted to a member who has held office and has served long and meritoriously for the good of the club.

Section 5. MEMBERSHIP CARDS. A membership card shall be issued to each member and associate member upon payment of his/her dues. Such membership card shall indicate the date membership began.

Section 6. RESIGNATION AND REMOVAL OF MEMBERS.

- a. A member or associate member may resign at any time by a written resignation addressed to the secretary of this Club.
- b. Any member or associate member failing to pay dues within 90 days after due date, shall have his/her status brought before the Board for discussion and appropriate action.
- c. Any member or associate member may be removed from membership rolls by a two-thirds (2/3) vote of the Board of Directors for cause including any conduct not in accordance with the general practices recognized among stamp collectors and for any violation of any rules and regulations governing this club or Lions Clubs International.
- d. Any member ceasing to be a Lion shall be automatically dropped from the roll together with all associate members listed under his/her name.

Section 7. MEMBERSHIP DUES.

- a. The annual dues of this club shall be established by a majority vote of those members attending the annual meeting. The amount to be established to cover costs of postage, Philatelist and acceptable administrative costs.
- b. Dues for all members and associate members are payable on the First Day of July each year.

ARTICLE III OFFICERS AND BOARD OF DIRECTORS

Section 1. ELECTED OFFICERS.

- a. The elected officers of this club shall be: a President, First Vice-President, Second Vice - President, Third Vice-President, a Secretary, a Treasurer and six Directors.
- b. The elective officers other than the Directors shall be elected for a term of one year unless they voluntarily resign from that office or are removed from the office according to Section 4 of this Article.
- c. There shall be six Directors on the board of directors. Three directors shall be elected each year for a period of two years. Any Director who resigns or is removed from office during the first year shall be replaced at the next annual meeting by electing a replacement to serve for a term of one year only.

Section 2. DUTIES OF THE OFFICERS.

- a. President. The President shall have general supervisory powers over all matters concerning the club. He/she shall be an ex-officio member of all committees. He/she will make all appointments provided for by this constitution and such other appointment as may be necessary or authorized. He/she shall perform all the duties delegated to him/her by this constitution. He/she shall preside at the annual meeting of the club or at any meeting of the Board of Directors in the interim between annual meetings.
- b. Vice-Presidents. The First Vice-President, the Second Vice-President and the Third Vice-President shall assist the President in the conduct of the club's business. They shall, in the order of their seniority, perform all the duties of the President in his/her absence or in his/her inability to act, and shall perform such other duties as may be assigned to them from time to time by the President.
- c. Secretary. The Secretary shall keep an accurate account and permanent record of the meetings of the club and of the Board of Directors. He/she shall maintain a complete record of the membership of the club. He/she shall submit by mail to the officers of the club and the Board of Directors all the matters required to be passed on to them and shall advise with the President as to all matters coming to his/her attention not otherwise herein provided for. Any and all funds collected by him/her shall be reported and submitted to the Treasurer of the club for deposit in the club's account.
- d. Treasurer. The Treasurer shall have general charge of all monies of the club and shall collect all dues. He/she shall make a quarterly report of the financial condition of the club to the Secretary and the President. All monies shall be deposited in a bank which may be designated by him/her but shall be approved by the Board of Directors. He/she shall pay all bills and obligations against the club either by written approval of the President or Secretary or if the expense was budgeted and approved by a majority of the members attending the annual meeting. He/she shall, if required by the Board of Directors, give bond in such sum as may be required by the Board.
- e. Directors. The Directors shall have full voting privileges on all matters requiring a vote of the Board of Directors. They may also be assigned duties from time to time by the President.
- f. The President, with the aid and assistance of the other officers and directors, is empowered to initiate, execute and administer all matters with respect to Lions International Stamp Club business between annual meetings.

Section 3. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall be considered an Ex-Officio member of the Board of Directors and shall have a vote in the case of a tie.

Section 4. REMOVAL AND REPLACEMENT OF OFFICERS.

- a. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors for cause including negligence or nonperformance of the duty of his office as described in Section 2 of this ARTICLE.
- b. Upon the removal or resignation of the President or a Vice-President, all Vice-Presidents with less seniority shall advance according to their seniority.
- c. Upon the removal or resignation of a Secretary, Treasurer or a Director, the President may appoint a replacement with the approval of the Board of Directors, such term expiring at the end of the year.

Section 5. COMPENSATION. No officer or Director other than the Secretary shall receive compensation for services in the performance of the duties of his office, except reimbursement for duly approved administrative expenses.

ARTICLE IV ANNUAL MEETING AND ELECTIONS

Section 1. ANNUAL MEETING.

- a. The annual meeting may be held during the Lions annual International Convention at which time all necessary business will be transacted and the officers for the following year are elected.
- b. The annual meeting shall be conducted and governed by this constitution and according to Robert's Rules of Order.
- c. On matters arising between annual meetings, a vote of the Board of Directors may be conducted by mail.

Section 2. ELECTION OF OFFICERS.

- a. The election of officers shall take place during the annual meeting, Section 1.a. of this Article.
- b. The Nominating Committee, Article V., Section 1.a., shall present and nominate a slate of officers to be elected. Additional nominations shall be called for from the floor. If no nominations are made from the floor, the officers nominated by the committee may be elected by acclamation. If there is a contest, the presiding officer may dismiss the candidates from the room and call for a standing vote. A majority of the votes cast shall be required for the winning candidate.

ARTICLE V COMMITTEES

Section 1. STANDING COMMITTEES. The following committees shall be appointed by the President as soon after the election as possible.

- a. Nominating Committee. The nominating committee shall select a slate of officers to be elected and submit them to the Secretary 30 days before the annual election. At the annual meeting the slate of officers shall be presented to the members in attendance at the meeting. The chairman of this committee, or appointed representative, after reading the slate shall move that those persons selected be placed in nomination for the offices as read.
- b. Membership and Promotion Committee. This committee shall submit plans or ideas which shall promote the activities and membership of this club. It shall perform duties which may be assigned to it by the President from time to time, such duties to be for the development and promote the interests of stamp collecting among Lions and their families.
- c. Cachet Committee. This committee shall promote special covers in relation to the activities of Lions Clubs International and of this club which will be of philatelic interest to its members. They shall perform the duties of designing or selecting a design, printing, and arranging for the cancellation of such covers as directed by the

President. The committee should consult with the President as to the number of cachets to be printed, costs and other related problems.

- d. Sales Committee. This committee shall develop and promote programs for the sale and distribution of Lions philatelic items and to make them known and available to the members of this club. It shall make a list of all new items available and have it published in the Lions Philatelist each quarter. Unless otherwise designated by the President or the Board of Directors, this committee shall be the trustee for all covers and philatelic items owned by the club.
- e. Convention Committee. This committee shall be responsible for the arrangement of the club's activities during the Lions International Convention. It shall arrange for a booth at the convention center, a special post office for the cancellation of convention covers, and for the availability of commemorative stamps at the special post office. The committee should work closely with both the Sales and Cachet Committee.
- f. Editorial Committee. This committee shall be responsible for the publication of official club magazines and bulletins. They may also be assigned other tasks in the way of issuing news concerning this club and its activities if so desired by the President or the Board of Directors.

Section 2. AD HOC COMMITTEES. Special committees to perform special functions and assignments during the year for the promotion of club activities may be appointed by the President from time to time.

ARTICLE VI FISCAL YEAR

Section 1. ADMINISTRATIVE YEAR. The elected officers shall be duly elected and installed at the annual meeting of this club. The officers shall assume the duties of their offices as of that day and shall relinquish those duties at the next annual meeting following the election of the new officers.

Section 2. FINANCIAL YEAR. The financial year shall be from July 1 to June 30 of the following year. The Treasurer shall submit a temporary report at the annual meeting if held before June 30. The Treasurer's report shall be printed in the September issue of the Lions Philatelist.

Section 3. The LISC membership roster may not be used for any commercial use or financial gain. It is for the exclusive use and reference by its members. This roster along with such other reports as required shall be submitted to The International Association of Lions Clubs annually.

ARTICLE VII LOCAL CHAPTERS

Section 1. Local Chapters of this club may be formed by District, or other geographical division, or by local clubs by application to the Secretary and with the approval of the Board of Directors of this club. Such local chapter may adopt a constitution and by-laws provided the chapter, its activities, its constitution and by-laws do not conflict in any way with the constitution of Lions Clubs International or of this club.

Section 2. There must be 10 LISC members before application will be considered.

Section 3. All chapters are required to submit an Annual report to the Secretary for publication at the annual general meeting.

ARTICLE VIII RULES AND REGULATIONS

Section 1. AMENDMENTS TO THIS CONSTITUTION. This constitution may be amended by the Board of Directors of The International Association of Lions Clubs, alone, or by an amendment by a two thirds (2/3) vote of members present at the annual general meeting, provided a copy of a proposed amendment is submitted in writing to the Board of Directors of the club and the International Board of Directors, no later than thirty (30) days prior to the March/April International Board of Directors meeting for consideration and approval.

Section 2. JURISDICTION OF THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS. The Lions International Stamp Club is a creature of and subject to the Board of Directors of The International Association of Lions Clubs. Any provision of this Constitution that is, or is found by said Board of Directors to be, in conflict with the Constitution and By-Laws or any policy of said International Board of Directors shall be null and void and of no force and effect. All officers, directors, members, chapters, operations and activities of the Lions International Stamp Club shall be subject to and under the exclusive jurisdiction of said International Board of Directors and said International Board of Directors may override the action or inaction of any officers, director, board of directors, member, members, chapters, chapter, meeting or meetings of the Lions International Stamp Club.

Section 3. LISC SALES. Anything sold at the LISC booth during international conventions must be (1) LISC material, either produced by LISC or acquired by LISC specifically for resale. No sales may be made by anyone in the name of LISC or on behalf of LISC, except as specifically authorized by LISC (as, for example, the Monarch's Mart). Anyone wishing to sell philatelic or other material to members of LISC may do so without any reference at all to LISC and strictly at his own risk and cost; and without the use of LISC facilities.

ARTICLE IX DISSOLUTION

In the event of discontinuance of the activities of the LISC, the Board of Directors shall instruct the Treasurer to donate the entire treasury balance, after payment of all debts, to the Lions Clubs International Foundation (LCIF).

EXHIBIT E

CONSTITUTION FOR LIONS INTERNATIONAL TRADING PIN CLUB

ARTICLE I

NAME AND OBJECT

Section 1. **NAME.** This organization shall be known as the LIONS INTERNATIONAL TRADING PIN CLUB.

Section 2. **PURPOSE.** The purpose of this organization is to foster and develop the avocation of trading and collecting Lions “Trading” pins between Lions and Lions Clubs and, resultantly, to further strengthen International Lionism through International goodwill.

Section 3. **TRADING.** Members will trade at conventions and by mail, but under no circumstances will members buy or sell individual pins except as defined in Chapter IV, Paragraph F.1.b. of the Board Policy Manual.

ARTICLE II MEMBERSHIP

Section 1. **MEMBERS.** Membership in this organization shall be granted to any member in good standing of a Lions Club who submits his application for membership on the official application form, to the Secretary of this Club. The Board of Directors may request voluntary contributions from members to cover responsible administrative costs in the operation of the Trading Pin Club.

Section 2. **MEMBERSHIP CARDS.** An appropriate membership card will be issued each year to each member as funds permit.

Section 3. RESIGNATION AND REMOVAL OF MEMBERS

- a. A Member may resign at any time by submitting a written resignation to the Secretary of this Club.
- b. Any Member may be removed from the membership rolls by a majority vote of the Club’s Board of Directors for any conduct which is in conflict with the rules and regulations established by this Club and approved by Lions Clubs International with regard to the procedures and practices of Lions “Trading” Pins.
- c. Any Member ceasing to be a Lion in good standing shall be automatically dropped from the membership rolls of the Trading Pin Club.

ARTICLE III OFFICERS AND BOARD OF DIRECTORS

Section 1. ELECTED OFFICERS

- a. The elected officers of this Club shall be a President, a Vice-President, a Secretary, a Treasurer and six Directors. The elected Officers and Directors and the Immediate Past President shall compose the Board of Directors.
- b. The elective officers, other than the Directors, shall be elected for a term of one year, unless they voluntarily resign from that office or are removed from that office in accordance with Section 4 of this Article.
- c. There shall be six Directors on the Board of Directors. Three Directors shall be elected each year for a term of two years. During the Club's first year, three Directors shall be elected for a term of one year. Any Director who resigns or is removed from office during his first year shall be replaced at the next annual meeting by electing a replacement to serve for a term of one year only.
- d. No Officer or Director may serve more than two consecutive terms in the same office.

Section 2. DUTIES OF THE OFFICERS

- a. **PRESIDENT.** The President shall have general supervisory powers over all matters concerning the Club. He shall be an ex-officio member of all Committees. He will make all appointments as may be necessary or authorized. He shall perform all the duties delegated to him by this constitution. He shall preside at the annual meeting of the Club and at any meeting of the Board of Directors which may be convened during the interim between annual meetings.
- b. **VICE-PRESIDENT.** The Vice-President shall assist the President in the conduct of the Club's business. He shall perform all the duties of the President in the President's absence or in the President's inability to act, and shall perform such other duties as may be assigned to him from time to time by the President.
- c. **SECRETARY.** The Secretary shall keep an accurate account and a timely and permanent record of the meetings of the Club and of the Board of Directors. He shall maintain a complete and up-to-date record of the membership of the Club. He shall submit by mail to the officers of the Club and to the members of the Board of Directors all matters required to be passed on to them and shall advise the President as to all matters coming to his attention not otherwise herein provided for. Any and all funds collected by him shall be promptly reported and submitted to the Treasurer of the Club for deposit in the Club's account.
- d. **TREASURER.** The Treasurer shall have general charge of all monies of the Club. He shall make a quarterly report of the financial condition of the Club to the President and Secretary and to Lions Clubs International. All monies shall be

promptly deposited in a bank account which may be designated by him but which shall be approved by the Board of Directors. He shall pay all bills and obligations of the Club either with written approval by the President or Secretary or directly if the expenditure was budgeted and approved by a majority of the members attending the annual meeting. He shall, if required by the Board of Directors, give bond in such sum as may be required by the Board.

- e. **DIRECTORS.** The Board of Directors shall hold a meeting in connection with the annual convention of the Trading Pin Club and at such other times and places as the President, at his own discretion may or upon written request of three Board members, shall designate. A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board of Directors and the act of a majority of the members present at any duly constituted meeting of the Board of Directors shall constitute the act of the Board.

The Board of Directors may take any action consistent with its powers under this constitution without a meeting by a consent in writing signed by every member of the Board of Directors.

Section 3. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall be considered an ex-officio member of the Board of Directors and shall have a full vote in case of a tie.

Section 4. **REMOVAL AND REPLACEMENT OF OFFICERS.**

- a. Any officer may be removed by a majority vote of the Board of Directors for negligence, for non-performance of the duties of his office as described in Section 2 of this Article, or for failure to comply with the Rules and Regulations of the Club as specified in Article VII of this constitution.
- b. Upon the removal, death or resignation of the President, the Vice-President shall advance to the office of President.
- c. Upon the removal, death or resignation of the Vice-President or Secretary or Treasurer or any Director, the remaining members of the Board of Directors shall appoint a replacement for the vacated office or offices for the unexpired term of office.

Section 5. **COMPENSATION.** No Officer or Director shall receive any compensation for services in the performance of the duties of his office. He may be reimbursed for duly approved reasonable administrative expenses of postage, telephone and stationery.

ARTICLE IV ANNUAL MEETINGS AND ELECTIONS

Section 1. **ANNUAL MEETINGS**

- a. The annual meeting shall be held at a time and place during the Lions International Convention at which time all necessary business shall be transacted and the Officers and Directors for the following year shall be elected.
- b. The annual meeting shall be conducted under and be governed by Robert's Rules of Order, Newly Revised.

Section 2. **ELECTION OF OFFICERS**

- a. The election of Officers and Directors shall take place during the annual meeting per Section 1-a. of this Article.
- b. The Nominating Committee, per Article V, Section 1-a., shall present and nominate a slate of officers to be elected. Additional nominations shall be called for from the floor. If no nominations are made from the floor, the Officers and Directors nominated by this committee may be elected by acclamation. If there is a contest for any position, the presiding Officer may call for a standing or written vote. The candidate receiving a majority of the votes so cast for each office by the Club members in attendance at the meeting shall be declared elected.

ARTICLE V COMMITTEES

Section 1. **STANDING COMMITTEES.** The following committees shall be appointed by the President as soon after the election as possible.

- a. Nominating Committee. The Nominating Committee shall select a slate of Officers and Directors to be elected and submit the slate to the Club Secretary 45 days before the annual election. The Club Secretary will notify each Club member of this selected slate at the time that the notice of the annual meeting is mailed, which shall be no later than 30 days before the meeting.

At the annual meeting, this slate of Officers and Directors shall be presented to the members in attendance at the meeting. The chairman of this committee, or appointed representative, after reading the slate shall move that those persons selected be placed in nomination for the position as read.

- b. Convention Committee. This committee shall be responsible for the arrangement of the Club's activities during the Lions International Convention. It shall arrange for an appropriate meeting place at which to hold the annual meeting and the election of Officers and Directors.
- c. Editorial Committee. This committee shall be responsible for the publication of the official Club Bulletins. It may also be assigned other tasks in the way of issuing news concerning the Club and its activities, if so desired by the President or by the Board of Directors.
- d. Membership Badge Committee. This committee shall be responsible for the design and procurement from Lions Clubs International of the Club Membership Badge which will be made available to Club members. The badge design must receive written approval from the Lions Clubs International Board and will be a permanent badge. The issuance of a new badge will require Lions Clubs International Board approval.

- e. Ad Hoc Committees. Special Committees to perform special acts during the fiscal year may be appointed by the President as deemed necessary.

ARTICLE VI FISCAL YEAR

Section 1. **ADMINISTRATIVE YEAR.** The elected Officers and Directors shall be duly elected and installed at the Lions International Convention when the annual meeting of this Club will be held. The Officers and Directors shall assume the duties of their respective offices as of that day and shall relinquish those duties at the next annual meeting following the election of the new Officers.

Section 2. **FINANCIAL YEAR.** The financial year shall be from July 1 of the current year to June 30 of the following year. The Club Treasurer shall submit a detailed report for the year at the annual meeting. This annual Treasurer's report shall be furnished to Lions International and printed in the first bulletin issued to Club members after the close of the Lions International Convention.

ARTICLE VII RULES AND REGULATIONS

Section 1. **AMENDMENTS TO THIS CONSTITUTION.** This constitution may be amended by action of the Board of Directors of The International Association of Lions Clubs, alone, or by an amendment by a majority vote of the Club members present at any annual meeting, provided a copy of any proposed change is submitted in writing to each Club member at least 30 days before said meeting and such amendment is approved by the International Board of Directors.

Section 2. **JURISDICTION TO THIS CONSTITUTION.** This constitution may be amended by action of the Board of Directors of The International Association of Lions Clubs. Any provision of this constitution that is, or is found by said Board of Directors to be, in conflict with the Constitution and By-Laws or any policy of said International Board of Directors shall be null and void and of no force and effect. All Officers, Directors, members, operations and activities of the Lions International Trading Pin Club shall be subject to and under the exclusive jurisdiction of said International Board of Directors and said International Board of Directors may override the action or inaction of any Officer, Director, Board of Directors, member, members, meeting or meetings of the Lions International Trading Pin Club.

Section 3. CONDUCT OF MEMBERS

- a. Each Club member is required to always comply with the provisions of this Club constitution and to consistently conduct his Lions trading pin activities in a highly ethical, courteous and considerate manner.
- b. It is contrary to the philosophy of the Lions International Trading Pin Club to ever ask a fellow Lion, or any member of a Lion's family, for more than one pin in exchange for one pin, such as two pins for one, three pins for one, etc.
- c. No Club member may sell a Lion's trading pin except as part of the distribution of a newly produced pin in which the purchasing Lion is a member of that District or

Club. Under this circumstance, the charge to such purchaser will be the actual cost of the pins, to include transportation, customs duty, royalty charge, and fair distribution cost.

- d. No member shall duplicate any trading pin.

Section 4. **DESIGN, ORDERING AND MANUFACTURE OF LIONS TRADING PINS.** Any Club member involved in the design, ordering and/or manufacture of a Lions trading pin must fulfill the requirements of the Lions Clubs International Board of Directors in the procurement of such a pin. This requirement is intended to assure that the procedures concerning use of the Lions Emblem on trading pins are fully complied with to the entire satisfaction of Lions Clubs International.

ARTICLE VIII DISSOLUTION

In the event of discontinuance of the activities of the Lions International Trading Pin Club, the Board of Directors shall instruct the Treasurer of the Club to donate the entire treasury balance, after full payment of all debts, to the Lions Clubs International Foundation (LCIF).

EXHIBIT F

LIONS INTERNATIONAL NUMISMATISTS CLUB CONSTITUTION & BY-LAWS (July 1, 1987) (Sept. 7, 1988)

ARTICLE I NAME & OBJECT

Section 1. **NAME.** This organization shall be known as the LIONS INTERNATIONAL NUMISMATISTS CLUB.

Section 2. **PURPOSE.** The purpose of this organization is to foster and develop the avocation of coin collecting among Lions, Lionesses, and Leos and their families, and to strengthen international Lionism through international goodwill.

ARTICLE II MEMBERSHIP

Section 1. **MEMBERSHIP.** Membership in this organization shall be open to any member in good standing of a Lions Club, such membership to be authenticated by the secretary of the applicant's Club. Application for membership shall be submitted to the secretary of this Club with payment of dues for one year.

Section 2. ASSOCIATE MEMBERS

- a. Any member of the immediate family of a Lion in good standing may become an Associate Member by application and accompanied with one year's dues.
- b. Any member in good standing of a Lioness or Leo Club may become an Associate Member by verification of membership by the Secretary of the sponsoring Lions club with his/her application and accompanied with dues for one year.

Section 3. HONORARY MEMBERS.

- a. The Board of Directors may, at any time and with the approval of a majority vote of the members attending the annual meeting, confer upon an officer of this club honorary lifetime membership; and if so deemed, emeritus of the office held. He/she may also be granted lifetime Board membership with or without voting privileges.
- b. The Board of Directors may, at any time and with the approval of a majority vote of the members attending the annual meeting, award honorary lifetime membership to widows/widowers of past presidents and past secretaries.
- c. Honorary lifetime membership shall not require the payment of any dues.
- d. There shall not be more than two such honorary voting members on the Board of Directors at any one time. This title is usually granted to a member who has held office and has served long and meritoriously for the good of the club.
- e. Honorary members have no vote and cannot hold office unless they are Lions Club members in good standing.

Section 4. **LIFE MEMBERS.** Upon application and payment of \$75.00 the President, with the approval of the Board of Directors, may extend Life Membership to any member who has been in L.I.N.C. at least 10 years. No further payment of dues shall be required. Only Life members who are Lions Club members in good standing may vote or hold office.

Section 5. **MEMBERSHIP CARDS.** A membership card shall be issued to each member and associate member upon payment of dues. Such membership card shall indicate the date membership began.

Section 6. **RESIGNATION AND REMOVAL OF MEMBERS.**

- a. A member or associate member may resign at any time by a written resignation addressed to the secretary of this Club.
- b. Any member or associate member failing to pay dues within 90 days after due date, shall be automatically dropped from the membership rolls.
- c. Any member or associate member may be removed from membership rolls by a vote of the majority of the Board of Directors for any conduct not in accordance with the general practices recognized among coin collectors and for any violation of any rules and regulations governing this club or Lions Clubs International.
- d. Any member ceasing to be a Lion shall be automatically dropped from the roll together with all associate members listed under his/her name.

Section 7. **MEMBERSHIP DUES.**

- a. The annual dues of this club shall be established by a majority vote of those members attending the annual meeting. The amount to be established to cover costs of postage, Club bulletins and acceptable administrative costs.
- b. Overseas members will be charged an additional amount equal to the yearly cost of sending the Club bulletin by Air Mail.
- c. Dues for all members and associate members are payable on the First Day of July each year.

ARTICLE III OFFICERS AND BOARD OF DIRECTORS

Section 1. **ELECTED OFFICERS.**

- a. The elected officers of this club shall be: a President, First Vice-President, Second Vice-President, Third Vice-President, a Secretary, a Treasurer and four Directors.
- b. The elective officers other than the Directors shall be elected for a term of one year unless they voluntarily resign from that office or are removed from the office according to Section 4 of this Article.
- c. There shall be four Directors on the Board of Directors. These Directors shall be elected each year for a period of two years. Any Director who resigns or is removed from office during his first year shall be replaced at the next annual meeting by electing a replacement to serve for a term of one year only.

Section 2. **DUTIES OF THE OFFICERS.**

- a. **President.** The President shall have general supervisory powers over all matters concerning the club. He/she shall be an ex-officio member of all committees. He/she will make all appointments provided for by this constitution and such other appointments as may be necessary or authorized. He/she shall perform all the duties delegated to him/her by this constitution. He/she shall preside at the annual meeting of the club or at any meeting of the Board of Directors in the interim between annual meetings.
- b. **Vice-Presidents.** The First Vice-President, the Second Vice-President and the Third Vice-President shall assist the President in the conduct of the club's business. They shall, in the order of their seniority, perform all the duties of the President in his/her absence or inability to act, and shall perform such other duties as may be assigned to them from time to time by the President.
- c. **Secretary.** The Secretary shall keep an accurate account and permanent record of the meetings of the club and of the Board of Directors. The Secretary shall maintain a complete record of the membership of the club. He/she shall submit by mail to the officers of the club and the Board of Directors all the matters required to be passed on to them and shall advise with the President as to all matters coming to his/her attention not otherwise herein provided for. Any and all funds collected by the Secretary shall be reported and submitted to the Treasurer of the club for deposit in the club's account.
- d. **Treasurer.** The Treasurer shall have general charge of all monies of the club and shall collect all dues. He/she shall make a quarterly report of the financial condition of the club to the Secretary and the President. All monies shall be deposited in a bank which may be designated by him/her but shall be approved by the Board of Directors. The Treasurer shall pay all bills and obligations against the club either by written approval of the President or Secretary or if the expense was budgeted and approved by a majority of the members attending the annual meeting. The Treasurer shall, if required by the Board of Directors, give bond in such sum as may be required by the Board.
- e. **Directors.** The Directors shall have full voting privileges on all matters requiring a vote of the Board of Directors. They may also be assigned duties from time to time by the President.
- f. The President, with the aid and assistance of the other officers and directors, is empowered to initiate, execute and administer all matters with respect to Lions International Numismatists Club business between annual meetings.

Section 3. **IMMEDIATE PAST PRESIDENT.**

The Immediate Past President shall be considered an Ex-Officio member of the Board of Directors and shall have a vote in the case of a tie.

Section 4. REMOVAL AND REPLACEMENT OF OFFICERS.

- a. Any officer may be removed by a majority vote of the Board of Directors for negligence or non-performance of the duty of his office as described in Section 2 of this article.
- b. Upon the removal or resignation of the President or a Vice-President, all Vice-Presidents with less seniority shall advance according to their seniority.
- c. Upon the removal or resignation of a Secretary, Treasurer or a Director, the President may appoint a replacement with the approval of the Board of Directors, such term expiring at the end of the year.

Section 5. COMPENSATION. No officer or Director other than the Secretary shall receive compensation for services in the performance of the duties of his office, except reimbursement for duly approved administrative expenses.

**ARTICLE IV
ANNUAL MEETING AND ELECTIONS**

Section 1. ANNUAL MEETING.

- a. The annual meeting shall be held during the Lions International Convention at which time all necessary business will be transacted and the officers for the following year are elected. At least one other meeting will be held annually in conjunction with the American Numismatic Association's annual convention. Additional meetings may be authorized by the Board of Directors.
- b. All meetings shall be conducted and governed by this constitution and according to Robert's Rules of Order.
- c. On matters arising between annual meetings, a vote of the Board of Directors may be conducted by mail.

Section 2. ELECTION OF OFFICERS.

- a. The election of officers shall take place during the annual meeting, Section 1.a. of this Article.
- b. The Nominating Committee, Article V., Section 1.a., shall present and nominate a slate of officers to be elected. Additional nominations shall be called for from the floor. If no nominations are made from the floor, the officers nominated by the committee may be elected by acclamation. If there is a contest, the presiding officer may dismiss the candidates from the room and call for a standing vote. A majority of the votes cast shall be required for the winning candidate.

ARTICLE V COMMITTEES

Section 1. **STANDING COMMITTEES.** The following committees should be appointed by the President as soon after the election as possible.

- a. **Nominating Committee.** The nominating committee shall select a slate of officers to be elected and submit them to the Secretary 30 days before the annual election. At the annual meeting the slate of officers shall be presented to the members in attendance at the meeting. The chairman of this committee, or appointed representative, after reading the slate shall move that those persons selected be placed in nomination for the offices as read.
- b. **Membership and Promotion Committee.** This committee shall submit plans or ideas which shall promote the activities and membership of this club. It shall perform duties which may be assigned to it by the President from time to time, such duties to be for the development and promote the interests of coin collecting among Lions and their families.
- c. **Medals Committee.** This committee shall promote special medals in relation to the activities of Lions Clubs International and of this club which will be of numismatic interest to its members. They shall perform the duties of designing or selecting a design, striking and arranging for the sales and distribution of such medals as directed by the President. The committee should consult with the President as to the number of medals to be struck, costs and other related problems.
- d. **Convention Committee.** This committee shall be responsible for the arrangement of the club's activities during the Lions Clubs International Convention. It shall arrange for a booth at the convention center to display medals and provide information about L.I.N.C.
- e. **Editorial Committee.** This committee shall be responsible for the publication of official club magazines and bulletins. They may also be assigned other tasks in the way of issuing news concerning this club and its activities if so desired by the President or the Board of Directors.

Section 2. **AD HOC COMMITTEES.** Special committees to perform special functions and assignments during the year for the promotion of club activities may be appointed by the President from time to time.

ARTICLE VI FISCAL YEAR

Section 1. **ADMINISTRATIVE YEAR.** The elected officers shall be duly elected and installed at the Lions Clubs International Convention and the annual meeting of this club. The officers shall assume the duties of their offices as of that day and shall relinquish those duties at the next annual meeting following the election of the new officers.

Section 2. **FINANCIAL YEAR.** The financial year shall be from July 1 to June 30 of the following year. The Treasurer shall submit a temporary report at the annual meeting if held before June 30. The Treasurer's report shall be printed in the September issue of the Club bulletin.

ARTICLE VII LOCAL CHAPTERS

Section 1. Local Chapters of this club may be formed by State, District, or other geographical division, or by local clubs by application to the Secretary and with the approval of the Board of Directors of this club and Lions Clubs International. Such local chapter may adopt a constitution and by-laws provided the chapter, its activities, its constitution and by-laws do not conflict in any way with the constitution of Lions Clubs International or of this club.

Section 2. There must be 10 LINC members before application will be considered.

ARTICLE VIII RULES AND REGULATIONS

Section 1. **AMENDMENTS TO THIS CONSTITUTION.** This constitution may be amended by action of the Board of Directors of The International Association of Lions Clubs, alone, or by an amendment by a majority vote of the members present at any annual meeting provided a copy of any proposed change is submitted in writing to each member at least 30 days before said meeting and said amendment is approved by the International Board of Directors. Any amendment or revision to this constitution must first be presented to international office for approval before presentation to LINC membership for consideration.

Section 2. **JURISDICTION OF THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS.** The Lions International Numismatists Club is a creature of and subject to the Board of Directors of The International Association of Lions Clubs. Any provision of this Constitution that is, or is found by said Board of Directors to be, in conflict with the Constitution and By-Laws or any policy of said International Board of Directors shall be null and void and of no force and effect. All officers, directors, members, chapters, operations and activities of the Lions International Numismatists Club shall be subject to and under the exclusive jurisdiction of said International Board of Directors and said International Board of Directors may override the action or inaction of any officers, director, board of directors, member, members, chapters, chapter, meeting or meetings of the Lions International Numismatists Club.

Section 3. **LINC SALES.** Anything sold at the LINC booth during international conventions must be LINC material, either produced by LINC or acquired by LINC specifically for resale. No sales may be made by anyone in the name of LINC or on behalf of LINC, except as specifically authorized by LINC. Anyone wishing to sell numismatic or other material to members of LINC may do so without any reference at all to LINC and strictly at his/her own risk and cost; and without the use of LINC facilities.

ARTICLE IX
DISSOLUTION

In the event of discontinuance of the activities of LINC, the Board of Directors shall instruct the Treasurer to donate the entire treasury balance, after payment of all debts, to the Lions Clubs International Foundation (LCIF).

**EXHIBIT G
LIONS CLUBS INTERNATIONAL
INTERNET CLUB CONSTITUTION**

**Article I
Name and Object**

Section 1. **Name.** This organization shall be known as the Lions Clubs International Internet Club.

Section 2. **Purpose.** The purpose of this organization is to strengthen international Lionism through global goodwill and fellowship among Lions and their communities especially through Internet.

**Article II
Membership**

Section 1. **Membership.** Membership in this organization shall be open to any member in good standing of a Lions club. Such membership to be authenticated by the secretary of the applicant's club.

Section 2. **Associate Members.** Any member in good standing of a Lioness or Leo club may become an associate member by verification of the sponsoring Lions club.

Section 3. **Resignation and Removal of Members.**

- a. A member may resign at any time by submitting a written resignation to the secretary of this club.
- b. Any member ceasing to be a Lion, Lioness or Leo in good standing in their respective club shall automatically be dropped from the membership of this club.
- c. Any member may be removed by a two-thirds (2/3) vote of the board of directors of this organization for any conduct which is in conflict with the guidelines established by this club and/or The International Association of Lions Clubs.

Section 4. **Membership Dues.**

- a. To offset the administrative expenses of this organization, each member shall be assessed annual dues as shall be established by a majority vote of those members attending the annual meeting.
- b. Dues for all members and associates are payable on July 1 of each year.

**Article III
Officers and Board of Directors**

Section 1. The elected officers of this organization shall be: president, a vice president, secretary, treasurer and six (6) directors. The elected officers and directors shall also comprise the board of directors.

Section 2. The elected officers, other than the directors, shall be elected for a term of one year unless they resign or are removed from office according to Section 6 of this article.

Section 3. Three (3) directors shall be elected each year for a term of two years. During the club's first year of operation, three (3) directors shall be elected for a term of one year; and three (3) directors shall be elected for a two year term.

Section 4.

- a. In the event of a vacancy arising in any office, the board of directors of this organization may fill the same for the remainder of the term.
- b. Any officer may be removed for cause by a two-thirds (2/3) majority vote of the board of directors of this organization.

Section 5. The term of office for each officer shall commence upon installation at the annual meeting and shall end at the election and installation of his/her successor.

Section 6. No officer or director shall receive any compensation for services in performance of the duties of his/her office, except reimbursement for duly approved administrative expenses.

Section 7. No officer or director may serve more than two (2) consecutive terms in office.

Article IV Duties of the Officers

Section 1. **President.** The president shall have general supervisory powers over matters concerning this organization. He/she shall be an ex-officio member of all committees. He/she shall preside at the annual meeting of the organization and at any meeting of the board of directors as shall be convened.

Section 2. **Vice President.** The vice president shall assist the president in the operation of the club. He/she shall perform all duties of the president in the president's absence, and shall perform such other duties as may be assigned to him/her from time to time by the president.

Section 3. **Secretary.** The secretary shall keep an accurate account and a permanent record of the meetings of this organization. He/she shall maintain a complete record of the membership of the club.

Section 4. **Treasurer.** The treasurer shall have general charge of all monies of the organization and shall collect all dues. He/she shall make quarterly reports of the financial condition of the organization to the board of directors. All funds shall be deposited in financial institutions as shall be designated by the board of directors. He/she shall pay all bills and obligations against the club as authorized by the board of directors or as budgeted for in the annual budget. He/she shall, if required by the board of directors, give bond in such sums as may be stipulated by the board.

Section 5. **Directors.** The directors shall have full voting privileges on all matters requiring a vote of the board of directors. They may be assigned duties from time to time by the president.

Article V
Annual Meeting and Elections

Section 1. Annual meeting.

- a. The annual meeting shall be held during the Lions Clubs International Convention at which time all necessary business will be transacted and the officers for the following year will be elected.
- b. On matters arising between annual meetings requiring action of the board of directors, a vote may be conducted by electronic mail, other forms of telecommunications, or regular mail as shall be selected by the board of directors.

Section 2. Election of Officers. The election of officers shall occur during the annual meeting according to the following procedure:

- a. The nominating committee shall submit the names of candidates for the various offices to be filled by election at the annual meeting. Additional nominations may also be made from the floor. When no additional nominations are forthcoming, the president shall declare nominations closed.
- b. The election shall be by ballot by those present and qualified to vote. A simple majority vote shall be necessary to elect. In the event there is only one nominee, a voice vote may be taken.

Article VI
Committees

Section 1. The following committees shall be appointed by the president as soon after the election as possible:

- a. **Nominating Committee.** The nominating committee shall select a slate of officers and directors to be elected. Its slate shall be submitted to the secretary no later than sixty (60) days prior to the annual meeting. The secretary will notify each member of the nominees at the time that the notice of the annual meeting is given.
- b. **Membership and Promotion Committee.** This committee shall submit plans or ideas which shall promote the activities and membership of the club.
- c. **Convention Committee.** This committee shall be responsible for the arrangement of activities during the annual meeting.

Article VII
Fiscal Year

The fiscal year of the organization shall be from July 1 to June 30 annually.

Article VIII Guidelines

Section 1. No member of this organization shall use his/her membership as a means of furthering any personal, political, commercial or other aspiration, nor shall the organization, as a whole, take part in any movement not keeping with its objects.

Section 2. No funds shall be solicited from members of this organization or the community except in strict accordance with Article XII, Section 4 of the Lions Clubs International Constitution and By-Laws.

Section 3. Jurisdiction of The International Association of Lions Clubs. This constitution may be amended by action of the board of directors of The International Association of Lions Clubs. Any provision of this constitution that is, or is found by said board to be in conflict with the Lions Clubs International Constitution and By-Laws or any policy of the International Board of Directors shall be null and void and of no force and effect. All officers, directors, members, operations and activities of Lions Clubs International Internet Club shall be subject to and under the exclusive jurisdiction of the International Board of Directors.

Section 4. This constitution may be amended by action of the board of directors of The International Association of Lions clubs or by a two-thirds (2/3) majority vote of the club members present at any annual meeting, provided said amendment is later ratified by action of the International Board of Directors. Said amendment shall not take effect until the International Board of Directors has ratified the same.

Article IX Dissolution

In the event of discontinuance of the activities of this organization, the board of directors shall instruct the treasurer of this organization to donate the entire treasury balance, after full payment of all debts, to a recognized charity such as LCIF.