

CONSTITUTION

ARTICLE I -NAME

Section 1. This organization shall be known as District 11 -B-2 of Multiple District 11, State of Michigan, a District of Lions Clubs International, FEIN 38-3441112.

ARTICLE II-OBJECT

Section 1. To provide an administrative structure with which to advance and better the District and promote the principles of Lionism throughout the District in conformity with the Constitution and By-Laws of the Lions Clubs International and Multiple District 11.

ARTICLE III-MEMBERSHIP

Section 1. The membership of this organization shall be all Lions Clubs in this District chartered by Lions Clubs International.

Section 2. The territory of District I I -B-2 shall be: All Lions Clubs now existing and hereafter existing in the counties of Berrien, Cass, Kalamazoo, St. Joseph, and Van Buren, in the State of Michigan.

ARTICLE IV-DISTRICT ORGANIZATION

A. CABINET AND SENIOR OFFICERS. The District shall have a Cabinet composed of the District Governor as chairperson, Immediate Past District Governor, Vice District Governor, Second Vice District Governor, Region Chairperson, (if the position is utilized during the District Governor's term), Zone Chairperson and Cabinet Secretary and Cabinet Treasurer (or Secretary-Treasurer). The District Cabinet shall be the executive Officers of the District. Each such officer shall be a member in good standing of a Lions club in good standing in the District and shall perform duties as outlined in the District Policy Manual. The SENIOR OFFICERS of the District are the District Governor (DG), Vice-District Governor (VDG), Second Vice District Governor (2nd VDG), Cabinet Secretary (CS), Cabinet Treasurer (CT) and the Immediate Past District Governor (IPDG).

B. ELECTION OF DISTRICT GOVERNOR / VICE DISTRICT GOVERNOR / SECOND VICE DISTRICT GOVERNOR. The district governor and vice district governor and second vice district governor shall be elected at the annual convention of the District, as provided in the Lions Clubs International Constitution and By-Laws. The district shall elect or the district governor shall appoint, by the time he/she takes office, the Cabinet Secretary/Treasurer, and District Committees as required by International and Multiple District 11 Constitutions.

C. THE SECOND VICE DISTRICT GOVERNOR shall be elected at the annual Convention of the District for the term of one year. The second vice district governor shall be a member in good standing of a Lions Club in the District from which they were elected. The second vice district governor must have served as Club President and an additional two years on the club Board of Directors.

D. THE REGION CHAIRPERSON (if the position is utilized during the District Governor's term) shall be elected at the annual Convention of the District for the term of one year. The Region Chairperson shall be members in good standing of a Lions Club in the Region from which they were elected. One Region Chairperson must be elected from each Region. The Region Chairperson must have served as Club President and an additional two years on the club Board of Directors.

E. THE ZONE CHAIRPERSON shall be elected at the annual Convention of the District for the term of one year. Zone Chairperson shall be members in good standing of a Lions Club in the zone from which they were elected. One Zone Chairperson must be elected from each Zone. A Zone Chairperson must have served as Club President and an additional two years on the club Board of Directors.

F. 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, vice district governor, 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 of 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 subdistrict.
- (b) Have served or will have served at the time he/she takes office as district governor:
 - (i) As president 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 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.

G. VICE DISTRICT GOVERNOR AND OTHER VACANCIES. Any vacancy in office except that of district governor and vice district governor shall be filled by appointment from the district governor for the unexpired term. In the event of a vacancy arising in the office of 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 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 as 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 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 subdistrict.
- (b) Have served or will have served at the time he/she takes office as vice district governor:
 - (i) As president 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.

H. If any District Officer except District or Vice District Governor ceases to be a member in the Region or Zone from which he/she was elected or appointed, his/her term of office shall cease and the District Governor shall appoint a successor dependent on the approval of the District Cabinet.

I. No salary shall be paid to any officer of the District; however an officer may be reimbursed for reasonable expenses as determined by the District Cabinet.

Section 2. DISTRICT MEETINGS

A. CABINET MEETINGS - REGULAR. A regular meeting shall be held in each quarter of the fiscal year, the first of which should be held within thirty (30) days of the adjournment of the preceding International Convention. Ten (10) days written notice of meetings setting forth a date, time, and place set by the District Governor shall be given to each member by the Cabinet Secretary (or Secretary/Treasurer).

1. The first order of business of the Cabinet shall be to approve the following:

- a. The District Policy Manual and District Sports Manual.
- b. A balanced Line Item Budget, from which any expenses in excess of said budget may be paid only with specific Cabinet approval.
- c. The financial institution to be utilized during the Cabinet's term.
- d. The bonding of the Cabinet Secretary/Treasurer.

B. CABINET MEETINGS - SPECIAL. Special meetings of the Cabinet may be called at the District Governor's discretion, and shall be called upon written request made to the District Governor or the Cabinet Secretary (or Secretary-Treasurer) by a majority of the members of the Cabinet. Not 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 purpose, date, time, and place determined by the District Governor, shall be given to each member by the Cabinet Secretary/Treasurer.

C. CABINET REVIEW. The District Cabinet shall review all proposed amendments and/or changes to the District Constitution, By Laws and Policy Manual prior to presentation to the membership for adoption and shall indicate their recommendation of "support" or "denying support" for the proposed amendment/change.

D. QUORUM AND VOTE - A majority of the Cabinet Officers shall constitute a quorum. The District Governor shall have a vote in all meetings. The affirmative vote of a majority of the quorum, in any Cabinet session, shall be the act of the District Cabinet.

Section 3. REGIONS AND ZONES

A. ORGANIZATIONAL. The District Governor shall divide the District into Regions of no more than sixteen (16) and no fewer than ten (10) Lions Clubs, and each Region into Zones of no more than eight (8) and no fewer than four (4) Lions Clubs giving due regard to the geographical locations of the clubs. All such Regions and Zones shall be subject to change by the recommendation of the District Governor when it shall deem the same necessary to the best interests of Lions Clubs International.

B. REGIONAL 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.

Section 4. DISTRICT COMMITTEES

A. DISTRICT GOVERNOR'S ADVISORY COMMITTEE. In each Zone, the Zone Chairman and the Presidents and Secretaries of the Clubs in the Zone shall compose a District Governor's Advisory Committee with the Zone Chairman presiding. At a date, time and place set by the Zone Chairman, this Committee shall first meet within ninety (90) days of the adjournment of the preceding International Convention, meet a second time in November; and meet a third time approximately thirty (30) days prior to the 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.

B. DISTRICT GOVERNOR'S HONORARY COMMITTEE. The committee shall be an advisory group composed of Past International officers who are members in good standing of Clubs within the District. This Committee shall meet as deemed necessary by the chairperson who shall be the Immediate Past District Governor, and as called upon by the District Governor or Cabinet. The committee shall report to the District Governor & Cabinet through its chairperson.

C. DISTRICT CONVENTION COMMITTEE- The committee shall consist of three (3) members, all in good standing from clubs within the District, preferably one member from each region in the district, as follows:

- 1) The first member, for a term of one (1) year.
- 2) The second member for a term of two (2) years.
- 3) The third member for a term of three (3) years.

The members are to be appointed by the District Governor, and serve until their term expires, at which time their replacement will be appointed by the then sitting District Governor, for a full three year term. The District Governor shall have the discretion and authority to appoint no more than two additional committee members for a term of one year. The Committee shall meet as necessary for the purpose of scheduling, planning and conducting the annual District Convention. The committee shall report to the Cabinet through its Chairperson, who shall be selected by a majority vote of committee members.

D. 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 nonvoting members of the district cabinet.

ARTICLE V-DISTRICT ADMINISTRATIVE FUND

Section 1. DISTRICT REVENUE. To provide revenue to defray the administrative expenses of the District, an annual per Capita Tax of Seven Dollars and Fifty Cents (\$7.50) shall be levied on each club member and shall be paid by each Club in two (2) semi-annual payments as follows: Three Dollars and Seventy-Five Cents (\$3.75) per Club Member on September tenth of each year for the period July 1st through December 31 and again on March tenth of each year for the period January 1st through June 30, with billings based upon the membership and activities report of each Club to Lions International; as of June and December respectively. Said dues shall be paid to the 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 prorate basis from the first day of the second month following the date of their organization or reorganization, as the case may be.

- i) Family Plan - The first family member shall pay a semi-annual per capita tax set forth above in Section 1. Subsequent qualifying family members, not to exceed four additional qualifying members per household, shall pay a semi-annual per capita tax equal to one half (1/2) of the amount paid by the first family member and that documentation of family membership shall be made through Lions Clubs International utilizing the approved criteria and documentation.
- ii) Student Membership Program - Eligible student members shall pay a semiannual per capita tax of one half (1/2) of the total amount of dues set forth above in Section 1 and that documentation shall be done through Lions Clubs International utilizing the approved criteria and application form.

Section 1a. LATE FEES. Any club owing the District shall be assessed a late fee of 1 1/2% per month on any balance over 30 days from the posted due date of the corresponding invoice. Said club shall not be in good standing until both the original balance and late fees have been satisfied.

Section 2. Dues shall be disbursed only upon approval of the District Cabinet. The District Governor, Vice-District Governor and Cabinet Treasurer (or Secretary-Treasurer) shall be authorized signatories on the District Accounts. All disbursements from District Accounts must have the signature of the Cabinet Treasurer. The preferred method of disbursement of funds shall be by checks signed by the Cabinet Treasurer and any one of the other two authorized signatories. The alternate approved method of disbursement of funds shall be by electronic funds transfer made by the Cabinet Treasurer, with prior written (including e-mail) approval and consent to the disbursement by one of the other two signatories to the account.

Section 3. DISTRICT GOVERNOR'S SPECIAL FUND. Reasonable expenses of the District Governor attending the International Convention shall be a District Administrative expense and shall be limited to the amount provided by Lions International to the District Governors Elect for their attendance at the International Convention as stipulated in the Rules of Audit of Lions International. Receipts shall be required for verification. One Dollar and Fifty Cents (\$1.50) or more per member from each club in the District shall be set aside each year from the per Capita Dues. Funds so designated shall not be used for any other purpose.

Section 4. The District Governor and his Cabinet shall not incur obligations in any fiscal year which will cause an unbalanced budget or deficit in said fiscal year.

Section 5. The District Governor, Vice-District Governor and Cabinet Treasurer (or Secretary-Treasurer) 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 6. The District Governor's Cabinet shall provide for an annual or more frequent audit of the books and accounts of the District. A statement of the financial condition of the District shall be sent to Lions International and each Club in the District within sixty (60) days after the close of the fiscal year by the District Governor then in office.

ARTICLE VI-DISTRICT CONVENTION

Section 1. TIME AND PLACE. An annual convention of the district shall be held on the 4th weekend of March or as close to that weekend as is practical, in each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected by 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, sub- and multiple) shall be entitled in each annual convention of its district (single, 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 of the first day of the month last preceding that month during which the convention is held. 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. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on

any question shall be the act of the convention. 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 convention. The seated District Governor is a voting delegate at the District Convention over and above the delegate count established for his/her club.

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. 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 they are to be voted upon. 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 5. SITE CHANGE. The district governor shall retain, and have, power to change at any time, for good reason, the convention site chosen by a previous district convention, and neither the district governor nor the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district.

Section 6. OFFICERS. The members of the district cabinet shall be the officers of the annual district convention.

Section 7. 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 8. OFFICIAL REPORT. Within sixty (60) days after the close of each single and subdistrict 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 9. 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 10. 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 11. DISTRICT CONVENTION COMMITTEES. The district governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolution, 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-RULES FOR CONVENTION PROCEDURE

Section 1. The District Governor shall arrange the Order of Business for the Convention, with all questions of Order and Procedure governed by Robert's Rules of Order Newly Revised.

Section 2. A Parliamentarian shall be appointed by the District Governor to carry out the procedures.

ARTICLE VIII-DISTRICT CONVENTION FUND

Section 1. In addition to a District Convention registration fee, an annual per capita District Convention Fund tax of One (\$1.00) Dollar may be levied upon each member of each Club in the District and shall be collected and paid in advance by each Club, in two (2) semiannual payments as follows: Fifty (\$0.50) cents per Club member on September Tenth of each year to cover the semi-annual period July 1 through December 31; and Fifty (\$0.50) cents per Club Member on March Tenth of each year to cover semiannual January 1 through June 30, with billing of said tax to be based upon the roster of each Club as of the first days of September and March respectively, This tax shall be collected from the Clubs by, and shall be remitted to, the Cabinet Treasurer (or Secretary/Treasurer), who shall deposit the moneys so collected in a special account. 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 (or Secretary-Treasurer) and countersigned by the District Governor.

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 prorate basis from the first day of the second month following the date of its organization, as the case may be.

Section2. 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.

ARTICLE IX-DISTRICT INVOLVEMENT

Section 1. PROFESSIONAL FUND RAISING. The District Governor and/or District Officers shall not hire or otherwise enter into any agreements to employ the services of Professional Fund Raisers or Solicitors to raise funds for any purpose whatsoever.

Section 2. LIONS OF MICHIGAN SERVICE FOUNDATION. The District shall be a participating District of the Lions of Michigan Service Foundation.

A. Nomination and election for District Representatives on the Board of Trustees of the Lions of Michigan Service Foundation shall be held at the District 11-B-2 Convention in accordance with the said Foundation.

Section 3. DISTRICT VISION & HEARING PROGRAM. The District Cabinet shall provide for a Vision & Hearing Program. The program shall be jointly administered by the District Sight Chairman and those District chairmen whose committees benefit the public welfare, with the approval of the District Cabinet.

The Cabinet may assess Lions Clubs in the District an annual fee for support of the Program, only if the balance of funds are less than twice the previous year's operating budget, In no event will the annual assessment exceed an amount equal to the previous year's operating budget.

A. The program may include, but not be limited to; sight and hearing screening, diabetes screening and broad based efforts to maximize public outreach of sight and hearing preservation.

B. Purchase of equipment or awards of financial grants for individuals are excluded, as are any expenditures for public relations except those deemed incidental to promoting the program.

Section 4. CAMP CHRIS. The District Cabinet shall endorse for a Deaf, Hearing and Speech Impaired Youth Camp in the District to be named "Camp Chris" in memory of Past District Governor Chris Williams. The District Governor shall appoint a Committee and its' chairman to administer the camp program. The District Cabinet shall award and fund an annual full scholarship for one or more campers to attend Camp Chris.

Section 5. LIONS OF MICHIGAN ALL STATE BAND. The District shall participate by collecting and forwarding voluntary donations from clubs within the District.

Section 6. CAMP LEO. The District shall endorse a youth camp in the district to be known as "Camp Leo." It may be funded in part by donations at the annual Fall Conference "Parade of Checks."

ARTICLE X-AMENDMENTS

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

Section 2. 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 same will be voted on at said Convention.

Section 3. 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-DISTRICT NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE. The District Governor shall have appointed, by the time he takes office, a Nominating Committee of not more than five (5) members, each of whom shall be a member in good standing in the District, and shall not at the time of their appointment hold any District or International Office. The names and addresses of Lions so appointed shall be sent to all Clubs in the District by the first day of December prior to the convening day of the District Convention.

Section 2. ELECTION PROCEDURES. Any member of a Club in the District seeking elected Office shall file his intention to run in writing with the Nominating Committee sixty (60) days prior to the day of its report to the Annual Convention, and furnish evidence of his qualifications for office as required by 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, and only then, nomination 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 two seconding speeches of no more than three (3) minutes duration.

Section 3. BALLOT. The election shall be by secret written ballot, unless there shall be only one nominee, in which event a voice vote may be taken. The candidate receiving a majority of the votes cast shall be declared elected. In the event there are three (3) or more candidates for elected Office, unless one candidate receives a majority vote on the first ballot, the candidate receiving the least number of votes shall be dropped from the succeeding ballots until there are two (2) remaining candidates. In the case of a tie, balloting shall continue until one candidate is elected.

Section 4. The District Governor and Vice -District Governor elections 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 candidate 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. A candidate for the office of the International Board of Directors must first obtain the endorsement of the District. This is accomplished by the candidate receiving a majority of the votes cast by the delegates present and voting.

ARTICLE II 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 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) Further the Purposes of this association;
- (b) Supervise the organization of new Lions clubs;
- (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 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) Endeavor to visit each club at least once during his/her term of office;
- (g) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution;
- (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, forthwith, at the termination of his/her term of office, all district accounts and records 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. VICE DISTRICT GOVERNOR. The vice district governor, subject to the supervision and direction of the district governor shall be chief administrative assistant to the district governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Familiarize himself/herself with the duties of the district governor so in the event of a vacancy in the office of district governor he/she will be better prepared to assume the duties and responsibilities of said office;
- (c) Perform such administrative duties as may be assigned to him/her by the district governor;
- (d) Perform such other functions and acts as may be required of him/her by the International Board of Directors through the vice district governor's manual and other directives;
- (e) Actively participate in all cabinet and council meetings and conduct all meetings in the absence of the district governor;
- (f) Participate in the preparation of the district budget;
- (g) Be actively engaged in all matters to be continued during the next year;
- (h) Participate in the review of the strengths and weaknesses of the clubs of the district particularly, identify existing and potential weak clubs within the district, establish plans to strengthen them, and submit the plans to the international headquarters by the end of the vice district governor's term; and
- (i) At the request of the district governor supervise appropriate district committees.
- (j) Will chair the district MERL team

Section 3. SECOND VICE DISTRICT GOVERNOR. The Second vice district governor, subject to the supervision and direction of the district governor and vice district governor, shall be an administrative assistant to the district governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Perform such administrative duties as may be assigned to him/her by the district governor or vice district governor;
- (c) Perform such other functions and acts as may be required of him/her by the International Board of Directors through the second vice district governor's manual and other directives;
- (d) Actively participate in all cabinet and council meetings;
- (e) Participate in the preparation of the district budget;
- (f) Be actively engaged in all matters to be continued during the next year;

- (g) Participate in the review of the strengths and weaknesses of the clubs of the district particularly, identifying existing and potential weak clubs within the district, establish plans to strengthen them; and
- (h) At the request of the district governor supervise appropriate district committees.

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 subdistrict convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the subdistrict;
 - 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 subdistrict, 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 subdistrict, and secure a proper receipt;
 - 6) Keep accurate books and records of account, and minutes of all cabinet and subdistrict 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.
- (c) Perform such other functions and acts as may be required of each 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) 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;
- (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;
- (f) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws;
- (g) 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;
- (h) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor;
- (i) 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) 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 and region chairperson;
- (d) Play an active role in organizing new clubs and keep informed on the activities and wellbeing of all clubs in his/her zone;
- (e) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International;
- (f) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone;
- (g) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and bylaws;
- (h) 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;
- (i) 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);
- (j) 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 subdistrict;
- (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, semiannually or more frequently, subdistrict 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 7. 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 III

Nominations and Endorsement International Director and Second Vice President Nominees

Section 1. ENDORSMENT PROCEDURE. Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the district seeking endorsement 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 subdistrict of a multiple district to the multiple district council secretary treasurer no less than sixty (60) 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. 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 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 ENDORSMENT. 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 subdistrict 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 IV Rules of Procedure

Except as otherwise specifically provided in this constitution and bylaws, 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 V Miscellaneous

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

Section 2. DISPUTE RESOLUTION. The clubs in the district shall pursue all complaints, disputes or claims according to the terms and conditions of rules or procedures adopted, from time to time, by the International Board of Directors. [All expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.](#)"

ARTICLE VI-AMENDMENTS

Section 1. AMENDING PROCEDURE. These By-Laws may be amended only at District Convention by resolution(s) reported by the District Committee on Constitution and By-Laws and adopted by a majority of the votes cast.

Section 2. NOTICE. No amendment shall be reported or voted upon unless it was furnished in writing to each Club not 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.

This Constitution and By-Laws shall take effect at the close of the District Convention at which the same is adopted by the affirmative vote of majority of the votes cast. Each amendment shall take effect at the beginning of the next fiscal year after adoption unless otherwise specified in the amendment.

EXHIBIT A RULES OF PROCEDURE 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 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 as set forth in the rules of the District Convention.

(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) Prior to 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 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, vice district governor and such other offices to be filled by the convention shall be limited to nominating/seconding speeches not to exceed two (2) minute(s) for each nominee.

Rule 7. (a) Prior to 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 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 simple majority vote shall be necessary to elect the district governor. If a simple majority vote is not received in the election of district governor, a vacancy shall occur and Article III, Section 9(d) of the International By-Laws shall apply, and subsection (e) of this rule shall be followed.

(e) A simple 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 simple 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, vice district governor, 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 simple 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 III, Sections 9(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.

