



The International Association
of Lions Clubs

Constitution And By-Laws

Multiple District 18—Lions of Georgia

Adopted July 1, 2016

Lions Clubs International

PURPOSES

TO ORGANIZE, charter and supervise service clubs to be known as Lions clubs.

TO COORDINATE the activities and standardize the administration of Lions clubs.

TO CREATE and foster a spirit of understanding among the peoples of the world.

TO PROMOTE the principles of good government and good citizenship.

TO TAKE an active interest in the civic, cultural, social and moral welfare of the community.

TO UNITE the clubs in the bonds of friendship, good fellowship and mutual understanding.

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.

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.

VISION STATEMENT

TO BE the global leader in community and humanitarian service.

MISSION STATEMENT

TO EMPOWER volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs.

MULTIPLE DISTRICT CONSTITUTION MD-18, Lions of Georgia

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ARTICLE 1 Name

This organization shall be known as Lions Multiple District No. 18, hereinafter referred to as "multiple district."

ARTICLE 2 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 3 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 four (4) 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 4 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 5

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. [This constitution together with its accompanying by-laws govern the operations of each sub-district. Any constitution or by-laws developed by a sub-district is revoked and this document will hereby govern exclusively for each subdistrict.](#)

ARTICLE 6 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 current or 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.

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.** At the request of the majority of the Council of Governors, a Special Meeting of the Council may be called for the purpose of removal of the Council Chairperson. Regardless of the manner in which the Council Chairperson is selected or elected, the Council Chairperson may be removed from the Council for cause by an affirmative vote of 2/3 of the entire number of the Council of Governors.

Article 7 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 properly registered and 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 **and properly registered for the convention. Each past district governor that is a member in good standing of a club in good standing in this district and properly registered for the convention will also be a qualified delegate, but said delegate status will not count against the club's delegate formula.**

Delinquent dues may be paid and good standing acquired up to fifteen (15) days* 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 8

Multiple District Dispute Resolution Procedure

Section 1. **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 or, in the event the complaint is directed against the council chairperson, the council sec-

retary or council treasurer, 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.

Section 2. 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 or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, (a "complaint"), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed 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 or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, 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.

Section 3. RESPONSE TO COMPLAINT

The respondent(s) to the complaint may file a written response to the complaint with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, with a copy to the Legal Division, 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), council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible.

Section 5. 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, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, or the conciliators.

Section 6. **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, or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, the multiple district council of governors and 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 9 Sub-District Administration

Section 1. **SUBDISTRICT GOVERNING**. Each sub-district of this multiple district shall be governed by the bylaws of this constitution.

ARTICLE 10

Nominations and Endorsement Third 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 third 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 fail-

ure 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 have been met.

ARTICLE 11 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 current or 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 12

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 administrative facilitator of the multiple district. All actions are subject to the authority, direction and supervision of the multiple district Council of Governors.

In cooperation with the Council of Governors, the council Chairperson shall,

- (a) Further the Purposes of this association;
- (b) Assist in communicating information regarding international and multiple district policies, programs and events;
- (c) Document and make available the goals and long range plans for the multiple district as established by the Council of Governors;
- (d) Convene meetings and facilitate discussion during council meetings;
- (e) Facilitate the operations of the multiple district convention;
- (f) Support efforts initiated by the International Board of Directors or the Council of Governors that are intended to create and foster harmony and unity among district governors;
- (g) Submit reports and perform such duties as may be required by the multiple district constitution and by-laws;
- (h) Perform such other administrative duties as may be assigned by the multiple district council of governors; and
- (i) Facilitate, at the close of his/her term of office, the timely presentation of all multiple district accounts, funds, and records 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

(a) 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 dues and 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).

(a) (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 13 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 14 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 writ- ten 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 chair- person, 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 15 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 16 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 tax of **fifteen dollars (\$15.00)** 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: **\$7.50** per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and **\$7.50** 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 sub-district secretary/treasurer by each club in the multiple district, except newly chartered and reorganized clubs, which shall collect and pay said 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 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. **YOUNG LION DISCOUNT.** Each club secretary may discount the tax lived above by fifty percent (50%) for all Lions that are under the age of 30 at the time the dues become payable.

Section 3. **DISTRICT WITHHOLDING.** Each sub-district may withhold \$5.40 annually per member (\$2.70 for each young Lion) from the taxes collected for its operations.

Section 4. **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 17 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 18 Amendments

Section 1. **AMENDING PROCEDURE.** This Constitution and bylaws 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.

BY-LAWS

ARTICLE 1 APPLICATION TO EACH SUB-DISTRICT

These by-laws, as amended from time to time, shall act as the constitution and by-laws for each sub-district within Multiple District 18. Where the following articles refer to "district" it will be referencing the individual sub-district.

ARTICLE 2 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.

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 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.

ARTICLE 3 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, and this multiple district shall be entitled in each convention of this 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 there- of, of said club as shown by the records of the inter- national office on the first day of the month last pre- ceding 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 [registered](#) and 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 [and properly registered for the convention.](#) [Each past district governor that is a member in good standing of a club in good standing in this district and properly registered for the convention will also be a qualified delegate, but said delegate status will not count against the club's delegate formula.](#)

Delinquent dues may be paid and good standing acquired up to fifteen (15) days* 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 4 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, or, in the event the complaint is directed against the district governor, the immediate past 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 or, in the event the complaint is directed against the district governor, the immediate past 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 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).

C. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, with a copy to the Legal Division, 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 or, in the event the complaint is directed against the district governor, the immediate past 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 the time frame noted above, 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, in the event the complaint is directed against the district governor, the immediate past district governor, or the conciliators.

F. Conciliation Meeting & Decision of Conciliators

A. 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 or, in the event the complaint is directed against the district governor, the immediate past district governor, and, 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 5 Nominations and Endorsement Third 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 third 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. **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 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 have been met.

ARTICLE 6 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 less than three (3) and no 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 through the duration of their appointment hold any district cabinet or international office either by election or appointment.

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 past district governors, past international directors and past international presidents in the district 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.

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 7 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. . Serve as the District Governor Team liaison between the District Global Membership Team, working as an active member of the District Global Membership Team along with the District Governor, Second Vice District Governor and other Global Membership Team members to establish and implement a district-wide plan for membership growth.
- h. . Work with the District Governor, Second Vice District Governor, and the Global Leadership Team to develop and implement a district-wide plan for leadership development.
- 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) Serve as the District Governor Team liaison between the District Global Leadership Team, working as an active member of the District Global Leadership Team along with the District Governor, First Vice District Governor and other Global Leadership Team members to establish and implement a district-wide leadership development plan.
- (i) Work with the District Governor, First Vice District Governor, and the Global Membership Team to develop and implement a district-wide plan for membership growth.
- (j) 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.
- (e) (k) 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.
- (l) At the request of the district governor, supervise other district committees.
- (m) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.
- (n) 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 dues and 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 dues and taxes, 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.

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 Quality Initiative 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.

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 Quality Initiative 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) (g) (h) 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. 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. Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.
- (i) (j) (k) (l) (m) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone. Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws. 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. 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). Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

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 dues and 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).
- (a) (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 8

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 9

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 10

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 by printed or electronic means to all clubs for the annual district convention not less than sixty (60) 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 previously chosen 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) thirty (30) 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) fifteen (15) 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, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of the appointment hold any district or international office either by election or appointment. 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, if any, shall have at least one representative on each such committee. These committees shall perform such duties as the district governor shall designate.

ARTICLE 11
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 General Reimbursement Policy 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