

## DISTRICT 11E1 CONSTITUTION

### ARTICLE I

#### Name

This organization shall be known as *District E1 of Multiple District 11*, Lions Clubs International, hereinafter referred to as "district."

### ARTICLE II

#### Object

To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this district

### ARTICLE III

#### Membership

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

The boundary lines of this district shall be as follows: The District shall consist of the counties of *Benzie, Clare, Grand Traverse, Isabella, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Newaygo, Oceana, Osceola and Wexford.*

### ARTICLE IV

#### District Organization

Section 1. CABINET AND OFFICERS. 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 and a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer. The members of the district cabinet shall be the officers of the district. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. ELECTION OF DISTRICT GOVERNOR/first and second VICE DISTRICT GOVERNORS. The district governor and first and second vice district governors shall be elected at the annual convention of the district. The district shall elect or the district governor shall appoint, by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district. Inasmuch as the office of Region Chairperson is an elective position, and in order to give the candidate sufficient time in which to campaign, *candidates for the office of district governor shall declare their intention whether to utilize region chairperson on or before January 2<sup>nd</sup> of the year in which they seek election; otherwise it is understood that the office of Region Chairperson shall be utilized.*

### ARTICLE V

#### Club Visitation

Under the supervision of the district governor, each Lions club in the district may be visited by district

governor or other district officer once every year to facilitate successful administration of the club. The visiting district officer shall submit a Visitation Report for each visit.

## ARTICLE VI

### 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 a previous cabinet meeting 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. ***The District Governor shall have supervision over all phases of the District Convention. However, the Governor may appoint a Committee to assist with local arrangements and with planning and conducting the convention.***

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

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

## ARTICLE VII

### Amendments

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

Section 2. NOTICE. ***Any proposed amendment to the Constitution shall be first approved by the Board of Directors of the Club in which the proposal originated and submitted in writing by the Club Secretary to the Cabinet Secretary on, or before, January 1 of each year prior to the convening of the District Convention. The proposed changes shall then be promptly referred by the Cabinet Secretary to the Constitution and By-Laws Committee. Amendments to the Constitution may also originate with the District Governor or the Constitution and By-laws Committee. All proposals shall be transmitted by the District Governor to each Club in the District at least thirty (30) days prior to the convening of the District Convention, with recommendations of the Constitution and By-laws Committee. The Constitution and By-laws Committee shall not accept any proposed***

***amendment that is not received by the Cabinet Secretary on, or before, January 1 preceding the next scheduled District Convention Publication in the Governor's Newsletter at least thirty (30) days prior to the convening of the Convention shall be deemed as official notification***

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 Convention

Section 1. CONVENTION SITE SELECTION. ***District Convention dates shall be unofficially set one (1) year in advance at the second cabinet meeting.*** 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 ***second cabinet meeting*** at which they are to be voted upon. ***Convention site accommodations and facilities must be easily accessible and comply with ADA regulations.*** 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. ***Dates will be communicated to the Lions of Michigan State Office by the Cabinet Secretary.***

Section 2. 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 cabinet meeting, 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 3. OFFICERS. The members of the district cabinet shall be the officers of the annual district convention.

Section 4. 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 5. OFFICIAL REPORT. Within sixty (60) days after the close of each single and sub-district convention, the cabinet secretary shall transmit one copy of the complete proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

Section 6. 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 7. 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 8. DISTRICT CONVENTION COMMITTEES. The district governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: ***Credentials,***

Resolutions, Elections, Constitution and By-Laws, Rules and International Convention. Each region shall have at least one representative on each such committee. These committees shall perform such duties as the district governor shall designate.

Section 9. FUND TAX. In lieu of or in addition to a district convention registration fee, an annual per capita district convention fund tax of ***\$1.00*** may be levied upon each member of each club in the district and shall be collected and paid in advance by each club, except newly chartered and reorganized clubs, in two (2) semi-annual payments as follows: ***it shall be collected and paid in advance by each Club in two (2) semi annual payments as follows: one-half (1/2) of the above stated tax per Club member on August 15 of each year, to cover the semi-annual period of July 1 to December 31 and one-half (1/2) of the above tax per club member on January 15 of each year, to cover semi-annual period of January 1 to June 30 , with billings of the same to be based upon the membership of each Club as reported on its Membership Report submitted for the months of June and December, respectively collected from the clubs by, and be remitted to, the cabinet secretary or cabinet-treasurer (or secretary-treasurer), who shall deposit the monies so collected in a special account in a bank or other depository chosen by the district governor. The fund so collected shall be used exclusively for defraying expenses of district conventions and the unreimbursed expenses of the District Governor in attending the International Convention and shall be expended only by district checks drawn and signed by the Cabinet Treasurer, Cabinet Secretary or 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 pro-rata basis from the first day of the second month following the date of its organization, as the case may be.

## ARTICLE II

### 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 and Vote. The attendance of a majority of the members of the cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to the district governor, the immediate past district governor, first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), zone chairpersons, cabinet secretary and cabinet treasurer (or cabinet secretary treasurer).

#### Section 2. REGIONS AND ZONES.

(a) Organizational. The district governor shall divide the district into regions of no more than sixteen (16) and no less than ten (10) Lions clubs, and each such region into zones of no more than eight (8) and no less 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 district governor, when in his/her sole discretion; he/she shall deem the same necessary to the best interests of the association.

(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.

### ARTICLE III

#### District Nominations, Elections and Appointments

Section 1. NOMINATING COMMITTEE. Each district governor shall appoint by written notification received at least ***one-hundred-twenty (120)*** days prior to the sub-district convention, a Nominating Committee of not more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not at the time of their appointment hold any district or international office.

Section 2. DISTRICT GOVERNOR ELECTION PROCEDURES. Any qualified member of a club in the district seeking the office of district governor shall file his/her intention to so run in writing with the Nominating Committee ***at least sixty (60) days prior to the opening session of the District Convention, with copies to the Cabinet Secretary and Multiple District Executive Secretary*** 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 ***at least sixty (60) days prior of the opening session of the District Convention, with copies to the Cabinet Secretary and Multiple District Executive Secretary*** and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 4. BALLOT. The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid

votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 5. DISTRICT GOVERNOR VACANCY. In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the cabinet secretary and cabinet treasurer (or cabinet secretary/treasurer) and District Governor's Honorary Committee shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors. (See Exhibit B at the end of this booklet.)

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

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

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

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

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

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district

governor:

- (i) As officer of a Lions club for a full term or major portion thereof; and
- (ii) As a member of the district cabinet for a full term or major portion thereof.
- (iii) With none of the above being accomplished concurrently.

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

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

Section 8. 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 IV

### 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, 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.

***(l) Have the authority to dismiss any Zone Chairperson, or any District officer other than the Vice Governors or Region Chairperson, for good and sufficient reason. The Vice-District Governors or a Region Chairperson may be removed only by a two-thirds (2/3) vote of the Cabinet.***

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

(a) Further the purposes of this association;

(b) Perform such administrative duties assigned by the district governor;

(c) Perform such other functions and acts required by the International Board of Directors;

(d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate;

(e) Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them;

(f) Conduct club visitation as the representative of the district governor when requested by the district governor;

(g) Work with the District Membership Committee and the District Extension Committee, and assist them to reach their goals of the year;

(h) Work with the District Leadership Development Committee and assist the committee to develop and implement a district-wide leadership development plan to enhance the enthusiasm and capability of the district officers and members to serve effectively through utilization of the District MERL Team and integration of the team's work with the district's leadership development efforts;

(i) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district;

(j) At the request of the district governor, supervise other district committees;

(k) Participate in the planning of the next year including the district budget;

(l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

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

(a) Further the purposes of this association;

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

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

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

district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor;

5) Remit and pay over to the multiple district council secretary-treasurer the multiple district per capita tax, if any, collected in the sub-district, and secure a proper receipt;

6) Keep accurate books and records of account, and minutes of all cabinet and sub-district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.

7) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.

8) The Cabinet Secretary-Treasurer shall file the annual 990 Return of Organization Exempt From Income Tax Form with the Internal Revenue Service at the close of the fiscal year.

(c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

(d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

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

(a) Further the Purposes of this association;

(b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor;

(c) 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 by-laws;

(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 well-being 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 by-laws;
- (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 sub-district;
- (b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones;
- (c) Supervise the collection of all per capita taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district;
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer;
- (e) Secure, semi-annually or more frequently, sub-district financial reports from the cabinet

secretary and cabinet treasurer (or secretary-treasurer).

(f) Provide for an annual review of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and District Convention Fund, 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 V

### District Committees/Duties

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 and past district governors 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 VI

### DISTRICT ADMINISTRATION FUND

Section 1. DISTRICT REVENUE. To provide revenue to defray the administrative expenses of the district, an annual district administrative fund per capita tax **of \$7.00** is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: ***one-half (1/2) on August 15 of each year, to cover the semi-annual period of July 1 to December 31; and one-half (1/2) on January 15 of each year, to cover the semi-annual period of January 1 to June 30, with billings of the same to be based upon the membership of each club as reported on its membership report submitted for the months of June and December, respectively, or the last available membership report available.*** Said tax shall be paid to the cabinet secretary or cabinet treasurer (or secretary-treasurer) by each club in the district, except newly chartered and reorganized clubs, which shall collect and

pay said per capita tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said per capita tax shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement there from shall be by checks drawn and signed by the *cabinet treasurer, cabinet secretary or the district governor.*

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

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

Section 4. AUDIT OR REVIEW. The district governor shall provide for an annual or more frequent audit or review of the district convention fund and shall give an annual financial report of said fund to each annual district convention.

## ARTICLE VII

### A. Nominations and Endorsement International Director and Second Vice President Nominees

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

(a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 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 ENDORSEMENT. Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated (and if the district is a sub-district in the multiple district to the multiple district council of governors) in accordance with the requirements set forth, in the International Constitution and By-Laws.

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

***B. Nomination and election of the District Trustee for Lions of Michigan Service Foundation, Inc.***

*Section 1. District 11E1 shall be represented by two(2) elected trustees on the Board of Trustees of the Lions of Michigan Service Foundation, Inc. Elected Trustees shall be elected by delegates assembled at the Annual Convention of the District; shall take office immediately upon adjournment of the Annual convention of Lions Clubs International held in the calendar year of their election; and shall hold office until adjournment of the Annual Convention of Lions International held in the second year following. The two (2) Trustees shall be elected on alternate years to provide overlapping terms of office.*

*Section 2. Subject to the provisions of the Constitution and By-Laws of the Lions of Michigan Service Foundation, Inc., any member of a Lions Club in the District seeking election as a Trustee at a District Convention shall:*

*a. Be an active member in good standing of a Lions Club in the District.*

*b. Have served as President or Secretary of a Lions Club for a full term or major portion thereof, or as a member of the Board of Directors of a Lions Club for no less than three (3) years, and as a member of a District Cabinet for a full term or a major portion thereof.*

*Section 3. Nominations for the office of Trustee of the Foundation shall be written and shall be certified by the President or Secretary of the Nominee's Lions Club as being the act of a majority of the members of the Club, and shall be filed with the District Nominations Chairperson not less than (60) days prior to the convening date of the District Convention. The procedure and rules for nominating and electing a trustee of the foundation shall be the same as for District officers, which are indicated in Article 1 of these By-Laws.*

*Section 4. Any vacancy occurring in the office of elected trustee shall be filled temporarily by a person elected by the District Cabinet. A Trustee so filling a vacancy shall hold office until the next Annual District Convention, at which time a trustee shall be elected to either complete an unfinished term or to fill a regular two (2) year term as specified in Article V1, Section 1.*

*Section 5. A Trustee may not serve consecutively more than two (2) full terms of office.*

**ARTICLE VIII**

**Rules of Procedure**

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

## ARTICLE IX

### Miscellaneous

Section 1. DISTRICT GOVERNOR EXPENSES – INTER-NATIONAL 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 according to the approved budget on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 2. FINANCIAL OBLIGATIONS. The district governor and his/her cabinet shall not incur obligations in any fiscal year which will affect 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) and a statement of the financial condition of the district shall be sent to Lions Clubs International and each club in the district at the close of the fiscal year by the cabinet then in office.

Section 5. COMPENSATION. No officer shall receive any compensation for any service rendered to this district in his/her official capacity.

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

Section 7. DISPUTE RESOLUTION. The clubs in the district shall pursue all complaints, disputes or claims according to the terms and conditions of rules or procedure adopted, from time to time, by the International Board of Directors.

## ARTICLE X

### Amendments

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

Section 2. NOTICE. No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 3. EFFECTIVE DATE. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## ARTICLE XI

### Effective Time

This constitution and by-laws shall take effect at the close of the district convention at which the same is adopted by a majority of the votes cast.

(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 and By-laws and policies of Lions Clubs International. The Standard Form District Constitution and By-laws shall govern the sub-districts comprising the multiple district unless otherwise amended so as not to conflict with the Multiple District and

International Constitution and By-laws and policies of Lions Clubs International. Multiple districts may incorporate the provisions of the Standard Form District Constitution and By-laws, as may be amended, into a combined single form multiple district constitution and by-laws. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the multiple district constitution and by-laws, then the multiple district constitution and by-laws shall govern.)

## EXHIBIT A

### RULES OF PROCEDURE

#### DISTRICT *11E1* CONVENTION

Rule 1. The district governor shall arrange the order of business for the district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent *a majority* 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 11E1 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 scheduled and printed in the convention program.

(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, first and second vice district governor and such other offices to be filled by the convention shall be limited to nominating/seconding speeches not to exceed a total of 8 minutes for each nominee.

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

(b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.

(c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 8. Voting.

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

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

Once verified, the delegate shall be issued a ballot.

(c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a 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,

first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district for the purpose of recommending a Lion for appointment by the International Board of Directors.

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

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

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

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

Rule 6. Voting.

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

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

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

(d) A 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.

## SUMMARY OF RULES

### SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

1. The international office has advised the district to convene a special meeting to recommend a member for appointment as district governor.

2. The immediate past district governor prepares invitations for the special meeting. Invitations are to be sent to the district governor, immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district. The invitations should state the date, time and location for the meeting.
3. The chairperson maintains an attendance roster at the meeting.
4. Nominations are made from the floor. Each nominee may speak for five (5) minutes, and his/her seconder may speak for an additional three (3) minutes.
5. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.
6. A simple majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.
7. The chairperson forwards the meeting results at the conclusion of the meeting.

Notes