

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

**5M-11
DISTRICT
CONSTITUTION AND
BY-LAWS**



Adopted: Mid -Winter Convention 2009

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District 5M-11 Lions Clubs International

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5M-11 DISTRICT CONSTITUTION

ARTICLE I

Name

This organization shall be known as District No. 5M-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 established by the District, Multiple District 5M and Lions Clubs International

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, First and Second Vice District Governor, the Regional Chairs, (if the position is utilized during the district governor’s term) the Zone Chairs, the Cabinet Secretary and or Treasurer and those standing or ad hoc Committee Chairs as may be appointed by the District Governor. In addition, Lions who represent organizations shall also serve as members of the District Cabinet. All members of the Cabinet shall have voting privileges. However, if a member holds two or more positions she/he will be entitled to only one vote. Each such cabinet member shall be a member in good standing of a Lions club in the district.

- A **ORGANIZATIONS DEFINED:** up to two Lions may serve as representatives of Supported Not for Profit Corporations as defined in Article IX Section 1 of the MD5M Bylaws and Supported Activities as defined in Article IX Section2 of the MD5M Bylaws. The number from each organization shall be as defined in the MD5M Constitution and Bylaws, or as determined by the Governor’s Cabinet if not set out in the MD5M Constitution and Bylaws. Lions may also serve as members of the District Cabinet if designated as representatives of organizations that have been approved for District support by the delegates at a District Midwinter Convention. The number of cabinet members from each such organization shall be as approved by the Governor’s Cabinet.

Section 2: **ELECTION OF DISTRICT GOVERNOR/FIRST AND SECOND VICE DISTRICT GOVERNOR.** The district governor and first and second vice district governor shall be elected at the annual convention of the district. The district governor shall appoint, by June 30th, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region , and one zone chairperson for each zone, in the district and the chairs of such standing or ad hoc committees as he /she may designate.

ARTICLE V District Convention

Section 1: **TIME AND PLACE.** An annual convention of the district shall be held in January or February of each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected by a previous annual convention of the district and at a date and time fixed by the district governor. A meeting of the registered delegates of the district in attendance at the annual convention of the multiple district of which this district shall be a part may constitute the annual convention of the district. The Convention may be recessed at a date and time, to the Multiple Convention, and be reconvened to conduct any unfinished business.

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

Section 4: **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 VI 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.** 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.

Section 4: **NOTICES AND COMMUNICATIONS.** Methods of communication between the District, its Cabinet members and the Member Clubs and their individual Lion members shall include any of the following methods:

When written notice is specified, the use of the United States and or Canadian Postal Service, Electronic mail – also know as email, or any other form of transfer of the written word that is commonly accepted and in general use at the time of the communication, shall be considered legal and proper notification.

Publications, including, but not limited to the District 5M-11 Constitution and by-laws, shall be considered to be readily available to the District Cabinet and its member Lion clubs, if posted on the District's official web site. The website shall contain prominent links to enable all District Lions to download and print these documents as needed.

Cabinet and Club reports required to be sent to Lions Clubs International shall be sent using the method(s) designated by Lions Clubs International at the time the report is due.

Section 5: **CLERICAL CHANGES.** The 5M-11 Constitution and By-Laws Committee shall be authorized to make changes within the 5M-11 Constitution and By-laws in spelling, grammar, word usage, and punctuation which neither alters the meaning nor intent of the changed section. Changes made by the action of the Constitution and By-Laws Committee, pursuant to this section, shall be reported to the 5M-11 Board.

ARTICLE VII

Severability

Section 1: **Severability.** This Constitution shall be consistent with the Constitution of Lions International and Multiple District 5M. If any part of this Constitution is not consistent with the Lions International or District 5M Constitutions, only the inconsistent part of this Constitution shall be voided and superseded by Lions International or District 5M Constitutions. Any inconsistency in this Constitution shall not affect the validity of the remainder of this Constitution.

BY-LAWS

ARTICLE I 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 they are to be voted upon. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor.

Section 2: **INVITATION REVIEW.** The District Governor shall review each invitation and present them at the Mid-Winter Convention. The delegates shall vote for the desired invitation. The District Governor and her/his Cabinet shall decide what action should be taken in the event no invitations are acceptable or received. Neither the District Governor nor the District, nor any member of the District Cabinet shall incur any liability to any club or club member in the District for any changes made.

Section 3: **SITE CHANGE.** If a change of the district convention site is necessary for good cause (Good cause being defined as a change of material conditions such that the convention cannot be successfully conducted by the sponsoring club(s), or the proposed venue becomes unavailable and a suitable alternate site is not available.), the district governor shall call a special meeting of the district cabinet. A new site and sponsoring club(s), if necessary shall be discussed and approved by a majority of the cabinet members present.

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

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

Section 6: **OFFICIAL REPORT.** Within sixty (60) days after the close of the 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, the cabinet treasurer and two other non-officers of the district appointed by the district governor. The Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

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

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

Section 10: **CONVENTION FUND.** There shall be established a 5M-11 Mid-Winter Convention Fund of \$3,000 dollars (U.S.). The purpose of this fund is to provide financial assistance to the host club(s) in the event a loss is incurred by this club. Revenue for maintaining said fund shall come from three (3) sources:

1. from profits earned at the Mid-Winter Convention as stated in sub-paragraph B, this section;
 2. through special levy in accordance with sub-paragraph C, this section; and
 3. From interest earned from said fund balance.
- A. **Hosting Club Loss:** If the hosting club incurs a loss, that club may apply to the District Cabinet for assistance. One half (1/2) of such losses, supported by documentation, may be covered by up to 50% of the money that have accumulated in said fund. Any deviation from the 50% refund must be supported by documentation and approved by a two-thirds (2/3) vote of the District Cabinet.
- B. **Profits of Mid-winter convention:** Profits from Mid-Winter Convention shall be divided 50% to the District and 50% to the host club(s). Payment shall be made after approval by the District Cabinet of the host club(s) financial report. This full financial report of the Mid-Winter Convention expenses and income will be submitted to the District Cabinet for approval as soon as possible following the convention, but not to exceed sixty (60) days.
- C. **District use of Mid-Winter Profits:** The District's share of the profits shall be used to maintain the \$3,000.00 (US) Mid-Winter Convention Fund balance. Funds in excess of the \$3,000.00 (U.S.) ceiling of the Mid-Winter fund shall be spent under the direction of the District Cabinet and in such manner as to reduce the cost of the hospitality book to Lions attending the subsequent Mid-Winter Convention.
- D. **Fund Replacement:** In the event the Mid-Winter fund has less than \$3,000.00, a special levy of up to \$1.00 (U.S.) per District member may be levied to bring said fund back to, but not to exceed the \$3,000.00 (U.S.) balance. In order to make this special levy, a two-thirds (2/3) vote by the District Cabinet is required.
- E. **Hosting Club Advance:** To further offer assistance to Mid-Winter Convention host clubs(s) an advance of up to 50% of the Mid-Winter Convention Fund balance, may be made by the District Cabinet. Such advances shall be considered a "loan", subject to simple pass book savings interest and will be accounted for prior to the start of the convention for which used.

- F. **Fund Levy:** A \$1.00 dollar (U.S.) per District member annual levy (July billing statement) will be used by host club(s) (based on the number of members in the District as of July 1 of the year immediately prior to the Convention) to reduce the cost of the hospitality book for those attending the Mid-Winter Convention. The host club(s) shall submit a proposed budget to be approved by the District Cabinet by the fall District Cabinet meeting.

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, the first of which should be held within sixty (60) 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. **Training.** The District Governor shall provide for all new club officers a school of instruction between March through May.
- D. **Quorum.** The members of the cabinet present at a regularly scheduled cabinet meeting shall constitute a quorum for that meeting. A quorum for a special meeting shall be forty (40) percent of the district cabinet. 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 chairperson (if the position is utilized during the district governor's term) zone chairpersons, cabinet secretary and cabinet treasurer. (The voting privilege may be extended to such other members of the district cabinet as may be provided).

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 sixty (60) days prior to the 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 thirty (30) days prior to the start of 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 at least thirty (30) days prior to the start of 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. Each ballot for election or endorsement of a candidate, whether there is one or more than one candidate, shall include a voting box and choice for "no candidate".

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 these by-laws.) 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 president of a Lions club for a full term or major portion thereof; and
- (ii) As a member of the district cabinet for two (2) full terms or major portion thereof.
- (iii) With none of the above being accomplished concurrently.

It is encouraged that the 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 GOVERNOR AND OTHER VACANCIES. Any vacancy in office except that of district governor and first and second vice district governor 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. 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 president of a Lions club for a full term or major portion thereof; and
- (ii) As a member of the district cabinet for a full term or major portion thereof.
- (iii) With none of the above being accomplished concurrently.

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. Further the Purposes of this association;
- B. Supervise the organization of new Lions clubs;
- C. Promote the Lions Clubs International Foundation and all service activities of the association;
- D. Preside, when present, over cabinet, convention and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first and 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. Endeavor to visit each club at least once during his/her term of office;
- G. Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution;
- H. Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention;
- I. Deliver, forthwith, at the termination of his/her term of office, all district accounts and records to his/her successor in office;
- J. Report to Lions Clubs International all known violations of the use of the association's name and emblem;
- K. Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

Section 2: **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 MERLO Team and integration of the teams 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:

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.

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 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 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 district, and secure a proper receipt;

6) Keep accurate books and records of account, and minutes of all cabinet and 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.

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

A. Further the Purposes of this association;

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

C. Play an active role in organizing new clubs and in strengthening weak clubs;

D. Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor;

E. Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor;

F. Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws;

G. Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled;

H. Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor;

I. Perform such additional assignments as shall be given to him/her from time to time by the district governor;

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

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

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

- A. Further the Purposes of this association;
- B. Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee;
- C. Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor and region chairperson;
- D. Play an active role in organizing new clubs and keep informed on the activities and 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 district;
- B. Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones;
- C. Supervise the collection of all per capita taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district;
- D. Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer;
- E. Secure, semi-annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- F. Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor's approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

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

ARTICLE 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 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
Finances

Section 1: **Dues:** To provide revenue to defray the expenses of the District, The Multiple District, and Lions International an annual dues shall be levied upon each club member in the District.

A. **Multiple District Dues:** Dues to support Multiple District 5M shall be levied as approved by the Lions of Multiple District 5M and according to the requirements set forth in the Multiple District 5M By-laws.

B. **District 5M-11 Dues:** Annual Dues to support District 5M-11 shall be \$7.00 (U.S.) for each club member plus \$1.00 (U.S.) (See Section 10 Subsection F) for the mid winter convention fund to be levied on each club in the district.

C. **Dues Payments:** Dues shall be paid by each Club in two semi-annual payments as follows:

- a. One half (1/2) of all dues shall be paid on or before July 1 of each year to cover the semi-annual period of July 1 to December 31;
- b. One-half (1/2) of all dues shall be paid on or before January 1st of each year to cover semi-annual period of January 1 to June 30;
- c. The billings of the dues shall be based on the roster of each club as of the first day of July and the first day of January respectively. Payments shall be collected in the

Section 2: **Exemptions:** New and/or reorganized clubs shall not be required to pay any District dues for the semi-annual period in which their establishment or reorganization occurs.

Section 3: **Governor's Expenses:** Expenses of the District Governor for attending the International Convention shall be considered a District administrative expense. Reimbursement for such expenses shall be paid up to the amount outlined in the rules of Audit of Lions International.

Section 4: **Deficits:** The District Governor and his/her Cabinet shall not incur obligations in any fiscal year which will cause a district budget deficit.

Section 5: **Bonds:** The Treasurer shall be bonded in such amount and with such surety company as shall be approved by the District Governor. The cost of this bond shall be an administrative expense.

Section 6: **Audits:** The District Governor shall provide for an annual or more frequent audit of the books and accounts of the District Treasurer. A statement of the financial condition of the District shall be sent to Lions International and each club in the District within sixty (60) days after the close of the fiscal year.

Section 7: **Carrying Charge:** The District shall be entitled to levy a carrying charge on clubs who have accounts that are past due. These charges may be set at a rate not to exceed the maximum rate set by Lions International or as permitted by law.

Section 8: **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 9: **FISCAL YEAR.** The fiscal year of this district shall be from July 1st to June 30th.

ARTICLE VII

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 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. 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. Each ballot for election or endorsement of a candidate, whether there is one or more than one candidate, shall include a voting box and choice for “no candidate”.

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

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

ARTICLE 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: **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.** This By-Law may be amended only at a district convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of 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.

Section 4: **NOTICES AND COMMUNICATIONS.** Methods of communication between the District, its Cabinet members and the Member Clubs and their individual Lion members shall include any of the following methods:

When written notice is specified, the use of the United States and or Canadian Postal Service, Electronic mail – also know as e-mail, or any other form of transfer of the written word that is commonly accepted and in general use at the time of the communication, shall be considered legal and proper notification.

Publications, including, but not limited to the District 5M-11 Constitution and by-laws, shall be considered to be readily available to the District Cabinet and its member Lion clubs, if posted on the District's official web site. The website shall contain prominent links to enable all District Lions to download and print these documents as needed.

Cabinet and Club reports required to be sent to Lions Clubs International shall be sent using the method(s) designated by Lions Clubs International at the time the report is due.

Section 5: **CLERICAL CHANGES.** The 5M-11 Constitution and By-Laws Committee shall be authorized to make changes within the 5M-11 Constitution and By-laws in spelling, grammar, word usage, and punctuation which neither alters the meaning nor intent of the changed section. Changes made by the action of the Constitution and By-Laws Committee, pursuant to this section, shall be reported to the 5M-11 Board.

ARTICLE XI

Severability

Section 1: **Severability.** These By-Laws shall be consistent with the By-Laws of Lions International and Multiple District 5M. If any part of these By-Laws are not consistent with the Lions International or District 5M Constitutions, only the inconsistent part of these By-Laws shall be voided and superseded by Lions International or District 5M By-Laws. Any inconsistency in these By-Laws shall not affect the validity of the remainder of these By-Laws.

EXHIBIT A

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 governor, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district. 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.
5. Each nominee may speak for five (5) minutes, and his/her seconded may speak for an additional three (3) minutes.
6. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.
7. 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.
8. The chairperson forwards the meeting results at the conclusion of the meeting.

EXHIBIT B

RULES OF PROCEDURE DISTRICT 5M-11 CONVENTION

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

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District 5M-11 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 before a matter is voted on by the delegates.

(c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting. Each Past District Governor who is a member of a Lions Club in good standing is granted full delegate status independent of the club delegate quota established in 1a, above.

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

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

Rule 5. Replacement of delegates and alternate delegates.

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

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

Rule 6. Nominations for the offices of district governor, vice district governor and such other offices to be filled by the convention shall be limited to nominating/seconding speeches not to exceed the time limits set out in the 5M-11 by-laws.

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 C

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

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

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

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

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

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

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

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

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

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

Rule 8. The International Board of Directors, pursuant to Article III, Sections 9(a) and (d) of the International by-Laws shall consider, but is not bound by, any recommendation resolved at the special meeting. The International Board of Directors reserves the right to appoint the recommendee or any club member as district governor for the (remainder of the) term.