

CONSTITUTION AND BY-LAWS
DISTRICT 26-M2
OF THE INTERNATIONAL ASSOCIATION
OF LIONS CLUBS

APPROVED & EFFECTIVE
March 29, 2009

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CONSTITUTION

ARTICLE I - Name

This organization shall be known as District 26-M2 of the International Association of Lions Clubs, 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. Wherever the male gender or pronoun presently appears in this Constitution and By-Laws, it shall be interpreted to mean both male and female persons.

Only persons of legal majority and of good moral character and good reputation in his/her community may be granted membership in any duly authorized Lions club. Membership shall be by invitation only.

The boundary lines of this District shall be comprised of the City and County of St. Louis and the Counties of Crawford, Franklin, Jefferson and Washington as outlined in the Constitution and By-laws of Multiple District 26.

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 the First and Second Vice District Governors shall be elected at the annual Convention of the District. The District Governor shall appoint, by the time he/she takes office, the Cabinet Secretary-Treasurer or a Cabinet Secretary and a Cabinet Treasurer, one Region Chairperson for each Region (if the position is utilized during the District Governor's term), and one Zone Chairperson for each Zone, in the District.

ARTICLE V - Club Visitation

Under the supervision of the District Governor, each Lions club in the District may be visited by the 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 to Lions Club International.

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 and

at a date and time fixed by the District Governor and the Convention Committee. A meeting of the registered delegates of the District in attendance at the annual Convention of the Multiple District of which this District shall be a part may constitute the annual Convention of the District.

Section 2. CLUB DELEGATE FORMULA. Each chartered club in good standing in Lions Clubs International and in the District shall be entitled in each annual Convention of its District to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of the International office on the first day of the month last preceding that month during which the Convention is held. The major fraction referred to in this section shall be five (5) or more members. Each Past District Governor or present District Governor who is a member of a chartered club in good standing in Lions Club International and in the District shall be an accredited delegate to the District Convention, but shall not be included in the delegate quota of his/her club. 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. No amendment shall be so reported or voted upon unless the same shall have been furnished in writing or electronic notification 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.

BY-LAWS

ARTICLE I - District Convention

Section 1. CONVENTION SITE SELECTION. The Convention Committee shall supervise the planning and preparation of the annual District Convention, including the site selection and negotiations for facilities and services.

Section 2. OFFICERS OF THE CONVENTION. The members of the District Cabinet shall be the officers of the annual District Convention.

Section 3. SERGEANT-AT-ARMS. A Convention Sergeant-at-Arms and such Assistant Sergeants-at-Arms as deemed necessary shall be appointed by the District Governor. The Sergeant-at-Arms and Assistant Sergeants-at-Arms shall make sure that all sessions of the District Convention are conducted in an orderly fashion. The members of the Committee shall be authorized to remove any delegate or other person in attendance at any session of the District Convention who is unruly, disorderly, or otherwise disrupting any session of the Convention.

Section 4. OFFICIAL REPORT. Within sixty (60) days after the close of each the District Convention, the Cabinet Secretary shall transmit one copy of the complete proceedings to the International office. Upon written request or electronic notification from any club in the respective District a copy shall be furnished to said club. The District Governor, Vice District Governor, the Region Chairpersons, the Zone Chairpersons, the District Cabinet Secretary, the District Cabinet Treasurer, Chairmen of each of the District Committees and the Club Presidents shall present their annual reports regarding the activities of the District. The District Cabinet Secretary shall make a written report regarding the affairs and activities of the

Convention which shall become a part of the official records of the District.

Section 5. CREDENTIALS COMMITTEE. The Credentials Committee of the District Convention shall be composed of the District Governor, as chairperson, the Vice District Governor, the Cabinet-Secretary Treasurer (or Secretary) and the Region Chairpersons; provided, however, the District Governor may designate any other committee member as chairperson. In the absence of any Region Chairperson, the District Governor may appoint a Zone Chairperson of a Zone within the Region served by the absent Region Chairperson. The Credentials Committee's primary responsibility shall be to verify club delegate credentials. The Credentials Committee shall oversee the passing out of any written ballots to be used in any elections to be held at the Convention. In carrying out this responsibility, the Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 6. 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. A majority of those certified delegates present in person at any session shall constitute a quorum.

Section 7. DISTRICT CONVENTION COMMITTEE.

(a) The Convention Committee shall supervise the planning and preparation of the annual District Convention. This Committee shall supervise and oversee all of the other Committees associated with the Convention. In cooperation with the District Governor, this Committee shall prepare the agenda of the annual District Convention.

(b) This Committee shall have the overall responsibility to supervise the collection and disbursement of all funds associated with the District Convention.

(c) The District Governor shall be a member of the Convention Committee.

(d) Under the supervision of the Convention Committee, the District Governor shall appoint, and designate the chairperson of, and fill any vacancies occurring in the following District Convention sub-committees: Resolutions, Elections, and Rules. Each Region shall have at least one representative on each such sub-committee. These committees shall perform such duties as the District Governor shall designate.

Section 8. RULES COMMITTEE. The Rules Committee shall establish the rules of order for the District Convention. The Committee shall advise the District Governor regarding all questions relating to the order of business at any session of the Convention. The Parliamentarian shall be Chairman of the Rules Committee.

Section 9. 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 10. 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 11. 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 II - Meetings

Section 1. DISTRICT CABINET MEETINGS.

(a) Regular. A regular meeting of the Cabinet shall be held in each quarter, at a minimum, of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding International Convention. Pre-planned dates shall be announced and published in the District newsletter. Notice of additional meetings or changes to pre-planned dates shall be given to each member by the Cabinet Secretary at least ten (10) days written or electronic notice of the meeting, setting forth a date, time and place determined by the District Governor.

(b) Special. Special meetings of the Cabinet may be called by the District Governor at his/her discretion, and shall be called upon written or electronic 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 or electronic 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. Meetings shall be held within ninety (90) days from the adjournment of the preceding International Convention; a second meeting in the month of November; and a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the Multiple District Convention.

ARTICLE III - District Nominations, Elections and Appointments

Section 1. NOMINATING COMMITTEE. Each District Governor shall appoint by written or electronic 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. The names and addresses of Lions so appointed shall be sent to all clubs in the District by written or electronic notification at least thirty (30) days prior to the convening day of the District Convention. It shall be the committee's responsibility to review the qualifications of each nominated candidate and rule on the eligibility of the same. Candidates may withdraw from the contest at any time prior to the issuance of the final report of the Nominations Committee.

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 or

electronic notification with the Nominating Committee prior to the day of its report to the Convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. A candidate for the office of District Governor shall:

- (a) Be an active member in good standing of a chartered Lions club in good standing in his/her District.
- (b) Secure the endorsement of his/her club or a majority of the clubs in his/her District.
- (c) Currently be serving as the First Vice District Governor within the District from which he/she is to be elected.
- (d) Only in the event the current First Vice District Governor does not stand for election as District Governor, or if a vacancy in the position of First Vice District Governor exists at the time of the District convention, any club member who fulfills the qualifications for the office of Second Vice District Governor as set forth in these by-laws or Constitution and who is currently serving or who has served one (1) additional year as a member of the District cabinet, shall fulfill the requirements of subsection (c) of this section.

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 OR 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 or electronic notification with the Nominating Committee prior to the day of its report to the Convention, and furnish evidence of his/her compliance with the

qualifications for said office set out in the International Constitution and By-Laws.

A candidate for the office of First Vice District Governor shall:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her District.

(b) Secure the endorsement of his/her club or a majority of the clubs in his/her District.

(c) Currently be serving as the Second Vice District Governor within the District from which he/she is to be elected.

(d) Only in the event the current Second Vice District Governor does not stand for election as First Vice District Governor, or if a vacancy in the position of Second Vice District Governor exists at the time of the district convention, any club member who fulfills the qualifications for the office of Second Vice District Governor.

A candidate for the office of Second Vice District Governor shall:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her District.

(b) Secure the endorsement of his/her club or a majority of the clubs in his/her District.

(c) Have served or will have served at the time he/she takes office as Second Vice District Governor:

(i) 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; and

(ii) As Zone Chairperson or Region Chairperson or Cabinet Secretary and/or Treasurer for a full term or major portion thereof.

(iii) With none of the above being accomplished concurrently.

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. ELECTIONS COMMITTEE.

(a) 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.

(b) The actual outcome of any voting is all that shall be reported publicly. The actual number of votes received by the winning and losing candidates and issues shall not be revealed. From the time that the ballots are collected by the Committee until the time the results are certified to the District Governor, the ballots shall not be out of the custody of the Committee unless they are in a sealed locked area to which only members of the Committee have access.

(c) The Elections Committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; voting results; and signature of each committee member and observer. The District Governor and Cabinet Secretary shall be provided a copy of the committee's report and shall become part of the official record of the District.

Section 5. 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.

Section 6. BALLOT. The election shall be by secret written ballot. When two or more candidates are placed in nomination, the candidate receiving the simple majority of the votes cast shall be elected. 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 7. 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.

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 8. 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 Governors, 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 the District Governor's Honorary Committee, all whom 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 of First or Second Vice District Governors 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 Governors , he/she must:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her District.

(b) Have served or will have served at the time he/she takes office as First or Second Vice District Governor:

(i) As an 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 9. 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 10. 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 of First and Second Vice District Governors, 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 neither is 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 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; and
- (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 chief administrative assistant to the District Governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this Association;
- (b) Familiarize himself/herself with the duties of the District Governor so in the event of a vacancy in the office of District Governor he/she will be better prepared to assume the duties and responsibilities of said office;
- (c) Perform such administrative duties as may be assigned to him/her by the District Governor;
- (d) Perform such other functions and acts as may be required of him/her by the International Board of Directors through the Vice District Governor's manual and other directives;
- (e) Actively participate in the Cabinet meetings, and conduct meetings in the absence of the District Governor, and participate in Council meetings as appropriate;
- (f) Participate in the preparation of the District budget;
- (g) Be actively engaged in all matters to be continued during the next year;
- (h) 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;
- (i) At the request of the District Governor supervise appropriate District committees;
- (j) Will chair the District MERL team and assist them to reach their goals for the year; and
- (k) Conduct club visitation as the representative of the District Governor when requested by the District Governor.

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 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 First Vice 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) At the request of the District Governor, supervise other District committees;
- (g) Assist the District Governor, First Vice District Governor, and the Cabinet in planning of the next year; and
- (h) 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:
 - (i) 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;
 - (ii) 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 District;
 - (iii) Make reports to the Cabinet as the District Governor or Cabinet may require;
 - (iv) 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;

(v) 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;

(vi) 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.

(vii) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the District Governor.

(c) Perform such other functions and acts as may be required of each 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 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 (or Cabinet Secretary and Cabinet Treasurer);

(e) Secure, semi-annually or more frequently, 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.

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, past District Governors or Officers who are members in good standing of clubs within the District. It shall act under the direction of the District Governor in the promotion of harmony throughout the District. The District Governor's Honorary

Committee shall advise the District Governor with regard to matters relating to other Districts of Lions International and of Multiple District 26 and with regard to the affairs of Lions International. This committee shall meet when and as called upon by the District Governor. The chairperson of this committee shall attend meetings of the Cabinet when requested by the District Governor.

Section 3. CONSTITUTION AND BY-LAWS COMMITTEE. The District Governor shall appoint, and designate the chairperson of, the Constitution and By-Laws Committee. The functions of the Constitution and By-Laws Committee shall be to:

(a) Maintain up-to-date copies of the Constitution and By-Laws and make them available upon request;

(b) Ascertain that the Constitution and By-Laws are not in conflict with Constitution and By-Laws of Multiple District 26 or Lions Clubs International;

(c) Recommend changes in the District Constitution and By-Laws as necessary to conform to the Constitution and By-Laws of Multiple District 26 and Lions Clubs International.

Without exception if any part of the District Constitution and By-Laws are found to be in conflict with the Constitution and By-Laws of Multiple District 26, the Multiple District 26 Constitution and By-Laws will prevail. If any part of the District Constitution and By-Laws are found to be in conflict with the Constitution and By-Laws of Lions Clubs International, the International Lions Club Constitution and By-Laws will prevail.

Section 4. 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.

Section 5. MULTIPLE DISTRICT 26 COMMITTEES. As soon as possible after being elected, the District Governor-elect shall make

appointments of those Lions of the District who are to represent the District on each of the Committees of Multiple District 26. Said appointments shall be made in accordance with the applicable provisions of the Constitution and By-laws of Multiple District 26, may also be appointed to serve as Chairperson of the corresponding Committee of the District. These Multiple District Committee members will be non-voting members of the District Cabinet.

ARTICLE VI - District Funds

Section 1. DISTRICT REVENUE. To provide revenue to defray the administrative expenses of the District, an annual District administrative fund Per Capita Tax of \$19.00 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: \$9.50 per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and \$9.50 per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said tax shall be paid to the 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.

Section 2. CONVENTION 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 shall be levied upon each member of each club in the District and shall be collected and paid in

advance by each club, except newly chartered and reorganized clubs, in two (2) semiannual payments as follows: \$0.50 per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and \$0.50 per club member on March tenth of each year to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March, respectively. This tax shall be collected from the clubs by, and be remitted to, the Cabinet Secretary or Cabinet-treasurer (or Secretary-Treasurer), who shall deposit the monies so collected in a special Convention Fund account. The fund so collected shall be used exclusively for defraying expenses of District Conventions and shall be expended only by District checks drawn and signed by the Convention Committee Chairman.

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.

Section 3. Any increase or decrease in the District Per Capita Tax or the Convention Fund Tax shall be approved only at a District Convention and adopted by a majority of the votes cast. Once said change is approved, it will go into effect as of July 1st following the date of approval of the change.

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 the Chairman of the Multiple District 26 Council of Governors. This communication shall be made on or before October 1 preceding the particular Multiple District Convention at which said member wishes to have his name submitted for endorsement;
- (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.

ARTICLE VIII - Rules of Procedure

Unless otherwise provided for in the Constitution of the District, these By-laws or in the Rules of Procedure adopted for a specific meeting, ROBERT'S RULES OF ORDER, NEWLY REVISED, shall be used to resolve all questions of order or procedure at any District meeting or session of the Convention, at any meeting of the District Cabinet, at any meeting of any District Committee, at any meeting of any District Governor's Advisory Committee, at any Regional meeting and at any Zone meeting of the District.

ARTICLE IX - Miscellaneous

Section 1. DISTRICT GOVERNOR EXPENSES - INTERNATIONAL CONVENTION. Expenses of the District Governor-elect in connection with his attending the International Convention shall be paid by the International Association of Lions Clubs. Expenses of the District Governor in connection with his/her attending the International Convention at the end of the fiscal year in which he serves, shall be considered a District administrative expense, as budgeted. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 2. FIRST VICE DISTRICT GOVERNOR EXPENSES. Expenses of the First Vice District Governor in connection with

his/her attending the USA/Canada Forum and the Leader Dogs visit in the year which he/she serves as First Vice District Governor, shall be considered a District administrative expense, as budgeted. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 3. SECOND VICE DISTRICT GOVERNOR EXPENSES.

Expenses of the Second Vice District Governor in connection with his/her attending the Mid-South Leaders Weekend in the year which he/she serves as Second Vice District Governor, shall be considered a District administrative expense, as budgeted. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 4. BUDGET. The District Governor and his/her Cabinet shall prepare and adopt the District budget and supervise the receipts and expenditures. No expenditures outside the budget shall be made without Cabinet approval.

Section 5. FINANCIAL OBLIGATIONS. The District Governor and his/her Cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 6. CABINET SECRETARY-TREASURER BOND. The Cabinet Secretary-Treasurer (or Cabinet 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 7. 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-Treasurer (or Secretary or Treasurer) by a Certified Public Accountant. Upon written or electronic notification from any club in the respective District a copy shall be furnished to said club.

Section 8. COMPENSATION.

(a) No salary shall be paid to any officer of the District in his/her official capacity with the exception that a stipend may be paid to the District Governor, First Vice District Governor, Cabinet Secretary and Cabinet Treasurer whose compensation, if any, shall be considered a District Administrative expense, as budgeted. Other District officers may be reimbursed for expenses, reasonably related to and incurred in the discharge of the duties of their office, in accordance with the Rules of Audit established by Lions International.

(b) All other expenses incurred by the District Governor during his/her year in office shall be paid by Lions International, except that the meal served at the District Cabinet Meetings shall be paid for by the District. The District Governor may authorize special travel expenses for Cabinet meetings, on District business, at his/her discretion according to International Rules of Audit.

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

Section 10. 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.

Section 11. PROXY VOTING. Proxy voting is strictly prohibited in Club, District and Association affairs.

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 Committee 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 or electronic notification 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.

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