

Constitution and By-Laws

This Constitution and By-Laws of the Lions Club of Rapid City were adopted by the members at the regular meeting held on October 23, 2012.

Language from LCI's C&BL, or which appears to be mandated by LCI policy, is highlighted in gray.

The Lions Club of Rapid City

Chartered by and under the jurisdiction of THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

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CONSTITUTION

ARTICLE I Club Name

The name of this organization shall be the Lions Club of Rapid City, chartered by, and under the jurisdiction of the International Association of Lions Clubs.

ARTICLE II Purposes

The purposes of this club shall be:

- (a) To create and foster a spirit of understanding among the peoples of the world.
- (b) To promote the principles of good government and good citizenship.
- (c) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (f) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III Membership

Section 1. **ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Article 1 of the by-laws, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions club. Wherever the male gender or pronoun presently appear in this constitution and bylaws, it shall be interpreted to mean both male and female persons.

Section 2. **MEMBERSHIP BY INVITATION.** Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the association as a Lion member.

Section 3. **FORFEITURE OF MEMBERSHIP.** Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors. Upon removal from this club, any and all right to use the name "LIONS," the emblem and other insignia of this club and this association shall be forfeited. This club shall remove members whose conduct has been deemed a violation of the International Constitution and By-Laws and Board Policy and unbecoming a Lion by the International Office or otherwise face charter cancellation.

ARTICLE IV

Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association and this club shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of this club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V

Supremacy

The Standard Form Club Constitution and By-Laws shall govern the club unless otherwise amended so as not to conflict with the district (single, sub- or multiple) and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the district (single, sub and multiple) constitution and by-laws, the respective district constitution and by-laws shall govern. In addition, whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the international constitution and by-laws or board policy, the international constitution and by-laws and board policy shall govern. In the event that revisions to the club constitution and by-laws become necessary because of this section, the matter shall be referred to the Constitution and By Laws committee,

and the committee shall propose revisions as needed to the board of directors. Upon acceptance of the committee's proposal by the board of directors, the revised constitution and by-laws shall be published to the members of this club, and come into effect upon publication.

ARTICLE VI

Club Size

This Lions club will strive to maintain 20 members; the numerical minimum membership required to receive a charter.

ARTICLE VII

Officers

Section 1. **OFFICERS.** The officers of this club shall be a president, immediate past president, the vice presidents, secretary, treasurer, Lion tamer, tail twister, membership director and all other elected directors. This club will strive to maintain a full roster of active officers including Lion tamer and tail twister.

Section 2. **REMOVAL.** Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

ARTICLE VIII

Board of Directors

Section 1. **MEMBERS.** The members of the board of directors shall be the president, immediate past president, the vice presidents, secretary, treasurer, Lion tamer, tail twister, membership director, branch coordinator, if so designated, and all other elected directors.

Section 2. **QUORUM.** The presence in person of a majority of the members of the board shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the members of the board present at any meeting of the board shall be the act and decision of the entire board of directors.

Section 3. **DUTIES AND POWERS.** In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and by-laws, the board of directors shall have the following duties and powers:

(a) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.

(b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for

purposes inconsistent with the business and policy authorized by the club membership.

(c) It shall have power to modify, override or rescind the action of any officer of this club.

(d) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

(e) It shall appoint, on recommendation of the finance committee, a bank, or banks, for the deposit of the funds of this club.

(f) It shall appoint the surety for the bonding of any officer of this club.

(g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.

(h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.

(i) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public funds raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.

ARTICLE IX

Delegates to International and District Conventions

Section 1. **DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION.** Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty- five (25), or major fraction thereof, of its members 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, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members.

Section 2. **DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION.** Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club 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 this club, or major fraction thereof, of this 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, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

Section 3. **SELECTION OF CLUB DELEGATE(S) AND ALTERNATE(S)**. The Board of Directors or its designated committee shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions. Eligible delegates must be members in good standing in the club and entitled to vote in accordance with the rights and privileges chart set forth in Exhibit A of this Constitution and By-Laws.

ARTICLE X

Club Dispute Resolution Procedure

Section 1. **DISPUTES SUBJECT TO PROCEDURE**. All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

Section 2. **REQUEST FOR DISPUTE RESOLUTION AND FILING FEE**. Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00 payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses

incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3. RESPONSE TO COMPLAINT. The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4. CONFIDENTIALITY. Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

Section 5. SELECTION OF CONCILIATOR. Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The district governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor determines, in his or her sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor shall appoint a substitute conciliator as provided above. Otherwise, the district governor shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor. If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the Legal Division determines, in

their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division, in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

Section 6. CONCILIATION MEETING & DECISION OF CONCILIATOR. Upon being appointed, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his or her decision relative to the dispute. The conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee. Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE XI

Branch Club Program

Section 1. BRANCH FORMATION. Clubs may form branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of the parent club and shall conduct service activities in its community.

Section 2. MEMBERSHIP IN PARENT CLUB. The members of the branch shall be granted membership in the parent club and the branch by membership invitation issued by the board of directors of the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

Section 3. FUNDRAISING. Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the parent club may authorize the branch coordinator to

countersign checks and vouchers authorized for payment by the parent club's board of directors.

Section 4. **DESIGNATED BRANCH CLUB FUNDS.** In the event of dissolution of the branch club, any remaining branch club designated funds shall revert to the parent club. In the event the branch club is converted into a newly chartered club, any remaining funds designated as branch club funds shall be transferred to the newly chartered club.

Section 5. **DISSOLUTION.** The branch may be disbanded by a two-thirds vote of the entire board of directors of the parent club.

ARTICLE XII Club Funds

Section 1. **PUBLIC (ACTIVITY) FUNDS.** All funds raised from the public must be returned to public use, including money accumulated from invested public funds. The only deductions that may be made from the activity account are the direct operating expenses of the fundraising activity. Money accumulated from interest must also be returned to public use.

Section 2. **ADMINISTRATIVE FUNDS.** Administrative funds are supported through contributions from members through dues, fines and other individual contributions.

ARTICLE XIII Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the board has previously considered the merits of the amendments. However, this constitution may also be amended according to the requirements of Article V of this constitution.

Section 2. **NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the members through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

BY-LAWS

ARTICLE I Membership

Section 1. MEMBERSHIP CATEGORIES.

Each individual member of this club, on approval of the club's board of directors, shall be classified in one of the following categories: Active, Affiliate, Associate, Honorary, Life, Member-at-large, or Privileged.¹

(a) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. As provided in the Student Member Program criteria, qualifying student, former Leo and young adult members shall be Active Members and be entitled to all rights and privileges thereof.

(b) **MEMBER-AT-LARGE:** A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues.

(c) **HONORARY:** An individual, not a member of this Lions club, having performed outstanding service for the community or this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.

(d) **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled

¹ See Article XI, section 7 of LCI By-Laws.

to all other privileges of membership except the right to hold club, district or international office.

(e) **LIFE MEMBER:** Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his/her community, or this association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:

- (1) recommendation of this club to the association,
- (2) payment to the association of US\$500.00 by this club in lieu of all future dues to the association, and
- (3) approval by the International Board of Directors.

A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. Former Lioness members, who are now Active members of their Lions clubs or who become Active members of a Lions club on or before June 30, 2007, may apply all of their prior Lioness service toward Life membership eligibility. Lioness members who become Active members of a Lions Club after June 30, 2007, will not be eligible for Lioness service credit for the purposes of Life membership eligibility.

(f) **ASSOCIATE MEMBER:** A member who holds his/her primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership and Activities Report. An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper.

(g) **AFFILIATE MEMBER:** A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors. An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub, provisional, and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as the local club may charge.

Section 2. **GOOD STANDING.** Any member who fails to pay any indebtedness due this club within sixty (60) days after presumed receipt of written notice from the secretary, or within the same number of days after dues become due, shall forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

Section 3. **DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

Section 4. **RESIGNATIONS.** Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid and/or all club funds and property have been returned. All right to the use of the name "LIONS," the emblem and other insignia of this club and the association cease when membership is terminated.

Section 5. **REINSTATEMENT OF MEMBERSHIP.** Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record. Members that have been dropped from membership for more than twelve (12) months must be approved in accordance with Article III, Section 2 of the Constitution.

Section 6. **TRANSFER MEMBERSHIP.** This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Article III, Section 2 of the Constitution. Members that wish to transfer from this club to another club must submit a transfer form to be completed by the Secretary. The Secretary is obligated to complete transfer form without delay unless the board of directors is withholding acceptance of the member's resignation and transfer due to the member's financial indebtedness to the club and/or failure to return any club funds or property.

Section 7. **FAILURE TO PAY.** A member who fails to pay his or her dues by July 1st, or otherwise fails to pay other indebtedness after presumed receipt of a notice sent by the secretary, shall be deemed to be in arrears. A member more than 60 days in arrears shall no longer be deemed to be a member in good standing.

The secretary shall submit, each month, to the board of directors the name of any member in arrears, and list the number of days that the member is in arrears. The board shall decide, if a member is more than 60 days in arrears, by majority vote of the board members present, whether the member shall be dropped from the roster, or retained as a member no longer in good standing. The secretary shall notify the member of the board's decision.

Section 8. **ATTENDANCE.** The club shall encourage regular attendance at club meetings and activities. Where a member misses consecutive meetings or activities, the club will make every effort to contact the member to encourage and promote regular attendance. Annual perfect attendance awards are available to members who have attended every regularly scheduled meeting of this club for any twelve consecutive months, otherwise making up any missed meetings in accordance with the attendance make-up rules of the club, if any.

ARTICLE II

Elections and Filling Vacancies

The officers of this club, excluding the immediate past president, shall be elected as follows:

Section 1. **ANNUAL ELECTION.** Subject to the provisions of Sections 7 and 8 of this Article, all officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified. The Secretary shall promptly report the newly elected officers to the International Office within 15 days of the election.

Section 2. **DIRECTORS ELECTION.** There shall be four directors. Two of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms. Altogether, there shall be no more than four sitting directors at any one time, and no more than two directors serving a term with more than one year left.

Section 3. **ELIGIBILITY FOR OFFICE.** No person shall be eligible to hold office in this club unless he/she is an active member, or life member, in good standing.

Section 4. **NOMINATION MEETING.** A nomination meeting shall be held in March of each year or as determined by the board of directors, with the date and place of such meeting to be determined by the board of directors. Notice of the meeting shall be published by regular post or electronic means or by personal delivery to each member of this club at least fourteen (14) calendar days prior to the date of the meeting.

Section 5. **NOMINATING COMMITTEE.** The president shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section 6. **ELECTION COMMITTEE.** An election meeting shall be held in April or as determined by the board of directors, but no later than April 15, at a time and place

determined by the board of directors. Notice of the election meeting shall be published by regular post or electronic means or by personal delivery to each member of the club at least fourteen (14) calendar days prior the date of the meeting. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section 7. **BALLOT.** The election shall be conducted by a secret written ballot by those present and qualified to vote, or in the absence of a quorum at a duly announced election meeting post card ballots may be mailed to those members eligible to vote, with the returned ballots to be counted on the seventh (7th) day after the mailing.

Section 8. **VOTES REQUIRED.** The officer candidate is required to secure a majority of the votes cast by the club members in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 9. **NOMINEE UNABLE TO SERVE.** If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

Section 10. **VACANCY.** If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days notice of the time and place, which time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section 11 hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 11. **REPLACEMENT OF OFFICERS-ELECT.** In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve

therein, the president may call a special nomination and election meeting to elect a replacement for such officer elect. Fourteen (14) calendar days prior notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE III

Duties of Officers

Section 1. **PRESIDENT.** He/she shall be the chief executive officer of this club; preside at all meetings of the board of directors and this club; issue the call for regular meetings and special meetings of the board of directors and the club; appoint the standing and special committees of this club and cooperate with chairpersons to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which this club is located.

Section 2. **IMMEDIATE PAST PRESIDENT.** He/she and the other past presidents shall officially greet members and their guests at club meetings and shall represent this club in welcoming all new service-minded people in the community served by this club.

Section 3. **VICE PRESIDENTS.** If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president. Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

Section 4. **SECRETARY.** He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single, sub- and multiple) in which this club is located, and the association. In fulfillment of this, he/she shall:

- (1) Submit regular monthly and other reports to the international office of the association on forms provided by the international headquarters containing such information as may be called for by the board of directors of this association.
- (2) Submit to the district governor's cabinet such reports as it may require including copies of regular membership and activities reports.
- (3) Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located.
- (4) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts.
- (5) Arrange for issuance, in cooperation with the treasurer, of annual statements to each member for dues, and as needed for any other financial obligations owed to this club. The annual statements shall be mailed within the week before or after the first of April. The secretary shall provide to the board of directors, at

each monthly meeting, a list of members who are in arrears with respect to dues or other indebtedness to this club. The secretary shall collect and turn over to the club treasurer all money received and obtain a receipt.

(6) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.

(7) Deliver, in a timely manner, at the conclusion of his/her term in office, the general records of the club to his/her successor in office.

Section 5. **TREASURER.** He/she shall:

(1) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors.

(2) Pay out monies in payment of club obligations only on authority given by the board of directors.

(3) Have custody and keep and maintain general records of club receipts and disbursements.

(4) Prepare and submit monthly and semi-annual financial reports to the board of directors of this club.

(5) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.

(6) Deliver, in a timely manner, at the conclusion of his/her term in office, the financial accounts, funds and records of the club to his/her successor in office.

Section 6. **MEMBERSHIP DIRECTOR.** The membership director shall be the chairperson of the membership committee. The responsibilities for this position shall be:

(1) Development of a growth program specifically for the club and presented to the board of directors for approval.

(2) Regular encouragement at club meeting to bring in new quality members.

(3) Ensuring implementation of proper recruitment and retention procedures.

(4) Preparation and implementation of orientation sessions.

(5) Reporting to the board of directors on ways to reduce the loss of members.

(6) Coordination with other club committees in fulfilling these responsibilities.

(7) Serving as a member of the zone level membership committee.

Section 7. **LION TAMER.** The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. He/she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He/she shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.

Section 8. **TAIL TWISTER.** He/she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his/her decision in

imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister shall be immediately turned over to the treasurer and a receipt be given.

ARTICLE IV Committees

Section 1. **STANDING COMMITTEES.** The following standing committees may be appointed by the president, except for the members and chairperson of the membership committee, who are elected. (See Article IV, Sections 6 and 7, and Exhibit C.)

(a) **Administrative Committees:**

Administration
Adopt-A-Building
Club Communications
Constitution and By-Laws
Finance and Planning
Membership
Monthly Programs and Speakers
Public Relations and Communications

(b) **Activities Committees:**

Service & Fund Raising Projects
Sight and Service

Section 2. **MEMBERSHIP COMMITTEE.** A membership committee shall be composed of three elected members for a three year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system subject to annual confirmation for the years remaining by the club's board of directors. The first year member shall be a member of the committee, the second year member shall be its vice chairperson and the third year member shall serve as its chairperson and as membership director on the club's board of directors. The first-year member is encouraged to focus on membership development, the second-year member is encouraged to focus on retention and leadership, while the third-year member (chairperson) is encouraged to focus on extension.

Section 3. **SPECIAL COMMITTEES.** From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be necessary in his/her judgment or the judgment of the board of directors.

Section 4. **PRESIDENT EX-OFFICIO.** The president shall be an ex-officio member of all committees.

Section 5. **COMPOSITION.** All committees shall consist of a chairperson, and subject to Section 2 above, as many members as shall be considered necessary by the president.

Section 6. **COMMITTEE REPORTING.** Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the board of directors.

ARTICLE V

Meetings

Section 1. **BOARD OF DIRECTORS REGULAR MEETINGS.** Regular meetings of the board of directors shall be held at such times and places as the board shall determine. The board of directors will meet once each month if at all possible. In case of a holiday on the normal meeting day then the board should meet on another day of that same week.

Section 2. **BOARD OF DIRECTORS SPECIAL MEETINGS.** Special meetings of the board of directors shall be held when called by the president, or when requested by three (3) or more members of the board of directors, at such time and place as the president shall determine.

Section 3. **REGULAR CLUB MEETINGS.** Regular meetings of this club shall be held at times and places recommended by the board of directors, and as approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in this constitution and by-laws, notice of regular meetings shall be given in such manner as the board of directors deems proper.

If a normal meeting date falls on a holiday, the board of directors may transfer the meeting to another day, provided that this change is announced to the members at least one month in advance.

If because of travel conditions, or for any serious reason, a regular meeting is impractical, the board of directors, or if necessary the president acting alone, may cancel a meeting.

A sample calendar is shown in Exhibit D.

Section 4. **SPECIAL CLUB MEETINGS.** Special meetings of the club may be called by the president, in his/her discretion, and shall be called by the president when requested

by the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place shall be published to each member of this club, by regular post, electronic means or personal delivery, at least ten (10) days prior to the date thereof.

Section 5. **ANNUAL MEETING.** An annual meeting of this club shall be held in conjunction with the close of each Lions' year at a time and place determined by the board of directors, at which meeting the final reports of the officers shall be read and newly elected officers shall be installed.

Section 6. **ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of this club and/or board of directors may be held through the use of alternative meeting formats, such as teleconference and/or web conference upon initiation of the President or by any three (3) members of the board of directors.

Section 7. **CHARTER ANNIVERSARY.** A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionism, and the history of this club.

Section 8. **QUORUM.** The presence in person of at least 24% of the members in good standing and eligible to vote shall be necessary for a quorum at any meeting of this club. Except as otherwise specifically provided, the act of a majority of the members eligible to vote and present at any meeting shall be the act and decision of the entire club.

Section 9. **BUSINESS TRANSACTED BY MAIL.** This club may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by at least half of the entire number of members eligible to vote of the club. Such action may be initiated by the president or any three (3) members of the board of directors.

ARTICLE VI

Fees and Dues

AS APPROVED BY THE CLUB MEMBERS AT AN ANNUAL MEETING

Section 1. **ENTRANCE FEE.** Each new, reinstated and transfer member shall pay an entrance fee, which fee shall include the current association entrance fee, and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve (12) months of termination of his/her prior Lions club membership. However, the board of directors may set the entrance fee at a lower amount with the remainder of the association entrance fee to be paid by this club. Nevertheless, a new member must pay

in advance his/her pro-rata portion of the annual dues. The amounts for membership dues and fees are shown in Exhibit E.

Section 2. **ANNUAL DUES.** Each member of this club shall pay the following indicated regular annual dues which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors shall determine:

The fee schedule is shown in Exhibit E, and shall be revised as necessary by action of the board of directors. Provision for reduced rates shall be in accord with the requirements of Lions Clubs International.

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws.

ARTICLE VII

Branch Club Administration

Section 1. **BRANCH CLUB OFFICERS.** The members comprising the branch shall elect a branch president, secretary and treasurer. These three individuals, along with the branch liaison constitute the executive committee of the branch. The branch members shall elect a president who shall serve on the parent club's board of directors and be encouraged to attend general and/or board meetings of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings of the parent club.

Section 2. **LIAISON.** The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the fourth officer of the branch.

Section 3. **VOTING ENTITLEMENT.** The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting. Attendance at branch meetings fulfills regular club attendance requirements.

ARTICLE VIII

Miscellaneous

Section 1. **FISCAL YEAR.** The fiscal year of this club shall be July 1 through June 30.

Section 2. **PARLIAMENTARY PRACTICES.** Except as otherwise specifically provided in this constitution and bylaws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

Section 3. **PARTISAN POLITICS/RELIGION.** This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

Section 4. **PERSONAL BENEFIT.** Except to further his/her progress in Lionism, no officer or member of this club shall use his/her membership as a means of furthering any personal, political, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objects.

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

Section 6. **SOLICITATION OF FUNDS.** No funds shall be solicited from the club during meetings by any individual or individuals who are not members of the club. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the appropriate committee or to the board of directors for further review.

ARTICLE IX

Amendments

Section 1. **AMENDING PROCEDURE.** These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present in person and voting, or according to the requirements of Article V of the constitution in the event that Lions International or the District require such changes.

Section 2. **NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the members through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

**EXHIBIT A
MEMBERSHIP CATEGORY CHART – OBLIGATIONS, RIGHTS, AND PRIVILEGES**

OBLIGATIONS

CATEGORY	REGULAR ATTENDANCE	PROMPT PAYMENT OF DUES (Club, District, and International)	PARTICIPATION IN CLUB ACTIVITIES	CONDUCT REFLECTING FAVORABLE IMAGE
ACTIVE	YES	YES	YES	YES
AFFILIATE	NO	YES	YES, WHEN ABLE	YES
ASSOCIATE	YES, PRIMARY CLUB; NO SECONDARY CLUB	YES, CLUB ONLY	YES, WHEN ABLE	YES
HONORARY	NO	NO, CLUB PAYS APPLICABLE INT'L AND DISTRICT DUES	NO	YES
LIFE	NO	YES, DISTRICT & CLUB ONLY- NO INT'L DUES OBLIGATIONS	YES, WHEN ABLE	YES
MEMBER AT LARGE	NO	YES	YES, WHEN ABLE	YES
PRIVILEGED	NO	YES	YES, WHEN ABLE	YES

RIGHTS AND PRIVILEGES

CATEGORY	ELIGIBILITY TO SEEK CLUB, DISTRICT, OR INT'L OFFICE	VOTING PRIVILEGES	DELEGATE AT DISTRICT OR INT'L CONVENTION
ACTIVE	YES	YES	YES
AFFILIATE	NO	YES, CLUB MATTERS ONLY	NO
ASSOCIATE	NO	DISTRICT CONVENTION (PRIMARY) CLUB MATTERS ONLY (BOTH)	NO
HONORARY	NO	NO	NO
LIFE	YES, IF FULFILS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILS OBLIGATIONS OF ACTIVE MEMBER
MEMBER AT LARGE	NO	YES, CLUB MATTERS ONLY	NO
PRIVILEGED	NO	YES	YES

MEMBER CATEGORY LIMITS

Honorary Members – Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

Affiliate Members – Not to exceed 25% of total actual membership.

EXHIBIT B

SAMPLE BALLOT FORM

For Election of President: Indicate your vote by checking the box of the candidate of your choice.

- John Smith**
- Sally Jones**
- _____

EXHIBIT C ORGANIZATION PLAN

Officers and Directors
(Board of Directors)

President
Secretary
Treasurer

1st Vice President
2nd Vice President
3rd Vice President
Lion Tamer

Tail Twister
Immediate Past President
2 Directors (First Year)
2 Directors (Second Year)
Membership Director

Administrative Committees (under indicated VP)

Administration (2VP)
Adopt-A-Building (3VP)
Club Communications (3VP)
Constitution and By-Laws (President)
Finance and Planning (1VP)
Membership (1VP with elected chairman and members)
Monthly Programs and Speakers (3VP)
Public Relations and Communications (2VP)

Activities Committees (under indicated VP)

Service & Fund Raising Projects (1VP)
Sight and Service (2VP)

EXHIBIT D**SAMPLE CALENDAR – subject to change according to Article V of the By-Laws.**

Month	Meetings and Events
July	July 1 – Unpaid dues are now in arrears. 1 st Tuesday – Board Meeting (see Note 1) 2 nd Tuesday – Regular Meeting (see Note 2) 4 th Tuesday – Regular Meeting (see Note 3)
August	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting August 29 – members with unpaid dues are no longer in good standing
September	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
October	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
November	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Charter Anniversary Meeting (see Note 4)
December	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
January	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
February	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
March	1 st Tuesday – Board Meeting 2 nd Tuesday – Nomination Meeting 4 th Tuesday – Regular Meeting
April	1 st Tuesday – Board Meeting 2 nd Tuesday – Election Meeting 4 th Tuesday – Regular Meeting
May	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Regular Meeting
June	1 st Tuesday – Board Meeting 2 nd Tuesday – Regular Meeting 4 th Tuesday – Annual Meeting (see Note 4)

Note 1: If the first Tuesday is a holiday, the Board meeting will be transferred to another day in that week.

Note 2: If the second Tuesday is a holiday, the Regular meeting will be transferred to another day, typically the third Tuesday.

Note 3: If the 4th Tuesday is a holiday, the Regular meeting will be transferred to another day, typically the third Tuesday if feasible.

Note 4: An Annual or Charter Anniversary meeting may be held in the evening and in the same week as the fourth Tuesday, but not necessarily on a Tuesday. If an evening meeting is held, no noon meeting will be held on the fourth Tuesday of that month.

EXHIBIT E – DUES AND FEES as set by the Board of Directors July 3, 2012

ANNUAL MEMBERSHIP DUES

MEMBERSHIP CATEGORY	ANNUAL DUES FOR 2012-2013	ANNUAL DUES FOR 2013-2014	
ACTIVE	\$75.00	\$80.00	
AFFILIATE	75.00	80.00	
ASSOCIATE	2.00	2.00	
HONORARY	0.00	0.00	
LIFE	40.00	40.00	
MEMBER AT LARGE	75.00	80.00	
PRIVILEGED	75.00	80.00	
EACH FAMILY MEMBER	50.00	50.00	
STUDENT	45.00	45.00	

Family membership is limited to no more than four additional family members living in the same household as the first member who pays full dues as an active member.

Annual dues are due by July 1st at the start of each Lions year.

ENTRANCE FEE

MEMBERSHIP CATEGORY	ONE-TIME FEE IN 2012-2013	ONE-TIME FEE IN 2013-2014	
ACTIVE	\$0.00	\$0.00	
AFFILIATE	0.00	0.00	
ASSOCIATE	0.00	0.00	
HONORARY	0.00	0.00	
LIFE	0.00	0.00	
MEMBER AT LARGE	0.00	0.00	
PRIVILEGED	0.00	0.00	
EACH FAMILY MEMBER	0.00	0.00	
STUDENT	0.00	0.00	

Lions Clubs International

CODE OF ETHICS

TO SHOW *my faith in the worthiness of my vocation by industrious application to the end that I may merit a reputation for quality of service.*

TO SEEK *success and to demand all fair remuneration or profit as my just due, but to accept no profit or success at the price of my own self-respect lost because of unfair advantage taken or because of questionable acts on my part.*

TO REMEMBER *that in building up my business it is not necessary to tear down another's; to be loyal to my clients or customers and true to myself.*

WHENEVER *a doubt arises as to the right or ethics of my position or action towards others, to resolve such doubt against myself.*

TO HOLD *friendship as an end and not a means. To hold that true friendship exists not on account of the service performed by one to another, but that true friendship demands nothing but accepts service in the spirit in which it is given.*

ALWAYS *to bear in mind my obligations as a citizen to my nation, my state and my community, and to give them my unswerving loyalty in word, act and deed. To give them freely of my time, labor, and means.*

TO AID *others by giving my sympathy to those in distress, my aid to the weak, and my substance to the needy.*

TO BE CAREFUL *with my criticism and liberal with my praise; to build up and not destroy.*

VISION STATEMENT

TO BE *the global leader in community and humanitarian service.*

MISSION STATEMENT

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