

**THE INTERNATIONAL ASSOCIATION OF LIONS
CLUBS
DISTRICT CONSTITUTION
AND BY-LAWS
District A-12**

Amended 25 April 2010

CONSTITUTION

ARTICLE I

Name

This organization shall be known as District A-12, Lions Clubs International, hereinafter referred to as "District".

ARTICLE II

Object

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

ARTICLE III

Membership

The members of this organization shall be all Lions Clubs in this District chartered by Lions Clubs International. The boundary lines of this District shall be as determined by Lions Clubs International.

ARTICLE IV

District Organization

Section 1. CABINET AND OFFICERS.

The District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, 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/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 shall elect or the District Governor shall appoint, by the time he/she takes office, the Cabinet Secretary-Treasurer or a Cabinet Secretary and a Cabinet Treasurer, one Region Chairperson for each region (if the position is utilized during the District Governor's term), and one Zone Chairperson for each zone, in the District, and such other Club members as may be included in this section.

ARTICLE V

Club Visitation

Under the supervision of the District Governor, each Lions club in the District may be visited by District Governor or other District officer once every year to facilitate successful administration of the club. The visiting District officer shall submit a Visitation Report for each visit.

ARTICLE VI

District Convention

Section 1. TIME AND PLACE.

An annual convention of District A-12 shall be held in each year to conclude no less than twenty-one (21) days prior to the opening date of the Multiple District "A" Convention at a place, date and time fixed by the District Cabinet. A meeting of the registered delegates of the District in attendance at the annual convention of Multiple District "A" may constitute the annual Convention of the District.

Section 2. CLUB DELEGATE FORMULA.

Each chartered Club in good standing in Lions Clubs International and Multiple District "A" and District A-12 shall be entitled in each annual convention of Multiple District "A" and District A-12 to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the Club * or major fraction thereof, of said Club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention.

Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention. *(See Exhibit C)

Section 3. LCI OFFICERS.

Each Present and Past Officer of Lions Clubs International who is a Member in good standing in a Club in good standing in District A-12, Multiple District "A" and Lions International shall be a voting delegate, and said vote shall not be considered a vote to which the Club would otherwise be entitled. Said member may also exercise his/her vote pertaining to matters within his/her Club, Zone and/or Region. He/she shall, however, be entitled to one (1) vote only.

Section 4. QUORUM.

The attendance in person of a majority of the delegates registered at a Convention shall constitute a quorum at any session of the Convention.

Section 5. SPECIAL CONVENTION. A Special Convention of the clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the convening date of the International Convention and that such Special Convention shall not be convened for the election of the district governor, first vice district governor or second vice district governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VII

Amendments

Section 1. AMENDING PROCEDURE.

This Constitution may be amended only at a District A-12 Convention, by resolution of the Constitution and By-laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. NOTICE.

No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each Club no less than thirty (30) days prior to the opening 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 District Governor shall receive invitations in writing from a Club or Clubs desiring to entertain the succeeding year(s) District Convention. All invitations shall set forth such information as the District Cabinet shall from time to time require and shall be delivered to the District Governor. When two or more bids are received for the same convention year, and are determined acceptable by the District Cabinet, they will be placed on the ballot and voted on by delegates at the District Convention. Bids must be received forty-five (45) days prior to the opening date of the convention at which they are to be voted upon.

Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by the District Cabinet in the event no bids are acceptable or so received by the District Governor shall be determined by the District Cabinet.

Section 2. SITE/DATE CHANGE.

The District Cabinet shall retain, and have, power to change at any time, for good reason, the convention site and/or date chosen by a previous District Cabinet or Convention, as the case may be, and neither the District Governor nor the District nor any member of the District Cabinet, shall incur any liability thereby to any Club or Club Member in the District.

Section 3. OFFICERS.

The Members of the District Cabinet shall be the Officers of the annual District Convention.

Section 4. SERGEANT-AT-ARMS.

A convention Sergeant-at-arms and such assistant Sergeant-at-arms as deemed necessary shall be appointed by the District Governor.

Section 5. OFFICIAL REPORT.

Within sixty (60) days after the close of the District A-12 Convention, the Cabinet Secretary shall transmit one copy of the complete proceedings to the International office. Upon written request from any Club in the District a copy shall be furnished to said Club.

Section 6. CREDENTIALS COMMITTEE.

The Credentials Committee of the District convention shall be composed of the District Constitution and By-laws Chairperson, who will act as chair, and two other non-officers of the District appointed by the District Governor. The Credentials Committee shall have the powers and perform the duties set forth in *Robert's Rules of Order, Newly Revised*.

Section 7. ORDER OF CONVENTION BUSINESS.

The District Governor shall arrange the order of business for the District convention, and the same shall be the order of the day for all sessions.

ARTICLE II

Meetings

Section 1. DISTRICT CABINET MEETINGS.

(a) **Regular.** A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, the first of which should be held within forty-five (45) days after the adjournment of the preceding International Convention. Fourteen (14) days written notice of meetings setting forth a date, time and place determined by the District Governor shall be given to each member by the Cabinet Secretary.

(b) Special. Special meetings of the Cabinet may be called by the District Governor at his/her discretion, and shall be called upon written request made to the District Governor or the Cabinet Secretary by a majority of the members of the Cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the District Governor, shall be given to each member by the Cabinet Secretary.

(c) Quorum and Vote. The attendance of a majority of the members of the Cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to the District Governor, the Immediate Past District Governor, the 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). (The voting privilege may be extended to such other members of the District Cabinet as may be provided). The District Governor as chairperson of the Cabinet may only vote to break a tie vote.

Section 2. REGIONS AND ZONES.

(a) Organizational. The District shall be divided into Regions and each Region into Zones in accordance with the Constitutions and By-laws of Multiple District "A" and Lions Clubs International.

(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. One such meeting shall be held during the District A-12 Convention.

(c) Zone Meetings. At least three meetings of representatives of all the Clubs in a Zone, with the Zone Chairperson presiding, shall be held during the fiscal year at times and places fixed by the Zone Chairperson.

ARTICLE III

District Nominations, Elections and Appointments

Section 1. NOMINATING COMMITTEE.

The Nominating Committee shall consist of the District Governor, Cabinet Secretary and the Constitution and By-laws chairperson who shall receive nominations on the prescribed form. The Constitution and Bylaws chairperson will determine the candidates' eligibility for office, before placing the candidates' names on the ballot.

The Constitution and By-laws Chairperson shall be responsible for the preparation of Delegate and Alternate Voting Slips, and mail them to the Club Secretaries and past and present International Officers no later than thirty (30) days prior to the opening date of the Convention.

Section 2. DISTRICT GOVERNOR ELECTION PROCEDURES.

Any qualified member of a Club in the District seeking the office of District Governor shall file his/her intention to so run in writing with the Nominating Committee not less than thirty (30) days prior to the opening date of the Convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-laws. The Constitution and By-laws chairperson 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. A candidate shall be allowed one nominating speech and one seconding speech of no more than a total of five (5) minutes duration.

Section 3. *FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES.*

Any member of a club in the District seeking the office of First and Second Vice District Governors shall file his/her intention to so run in writing with the Nominating Committee not less than thirty (30) days prior to the opening date of the Convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-laws. The Constitution and By-laws chairperson 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 and one seconding speech of no more than a total of five (5) minutes duration.

Section 4. *BALLOT.*

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

Section 5. *DISTRICT GOVERNOR VACANCY.*

In the event of a vacancy in the office of District Governor, the same shall be filled in accordance with the provisions of the International Constitution and By-laws. The Immediate Past District Governor, the First and Second Vice District Governors, the Region Chairpersons, Zone Chairpersons, the Cabinet Secretary and Cabinet Treasurer (or Cabinet Secretary-treasurer) and District Governor's Honorary Committee shall convene at a date, time and place called and determined by the Immediate Past District Governor to select a replacement for recommendation to the International Board of Directors. (See Exhibit B).

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

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

It is encouraged that the First Vice District Governor fulfill his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of District Governor.

Section 6. *FIRST AND SECOND VICE DISTRICT GOVERNOR AND OTHER VACANCIES.*

Any vacancy in office except that of District Governor and Vice District Governor shall be filled by appointment from the District Governor for the unexpired term. In event of a vacancy arising in the office of First or Second Vice District 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 all Past International Officers who are members in good standing of a chartered Lions Club in good standing in the District. It shall be the duty of the attendees at this meeting to appoint a qualified club member as First or Second Vice District Governor for the remainder of the term. In filling said vacancy, it shall be the duty of the District Governor, or if not available, the most recent Past District Governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as Chairperson of the meeting. The Chairperson shall convey the results to the International Office within seven (7) days together with evidence of invitations sent and

meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of *First or Second Vice District Governor*, he/she must:

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

Section 7. REGION/ZONE CHAIRPERSON QUALIFICATIONS.

Each Region and Zone Chairperson shall:

- (a) Be an active member in good standing in his/her respective Region or Zone; and
- (b) Have served or will have served at the time of taking office as Region or Zone Chairperson as President of a Lions Club for a full term or major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years.

Section 8. REGION/ZONE CHAIRPERSON VACANCY.

If any Region Chairperson or Zone Chairperson shall cease to be a member of a Club in the Region or Zone, as the case may be, to which he/she was elected or appointed, his/her term of office shall thereon cease and the District Governor shall appoint a successor to fill said office.

Provided, however, the District Governor, in his/her discretion may determine not to use the position of Region Chairperson for the remainder of the term.

ARTICLE IV

Duties of District Officers/Cabinet

Section 1. DISTRICT GOVERNOR.

Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her District. In addition, he/she shall be the chief administrative officer in his/her District and shall have direct supervision over the First and Second Vice District 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) Further the Purposes of this association;
- (b) Supervise the organization of new Lions clubs;
- (c) Promote the Lions Clubs International Foundation and all service activities of the association;
- (d) Preside, when present, over Cabinet, Convention and other District meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the First or Second Vice District Governor, but if he/she is not available, the District officer chosen by the attending members shall preside;
- (e) Promote harmony among the chartered Lions Clubs;
- (f) Endeavour to visit each club at least once during his/her term of office;
- (g) Exercise such supervision and authority over Cabinet Officers and District committee appointees as is provided in this District Constitution;
- (h) Submit a current itemized statement of total District receipts and expenditures to reach of his/her District Cabinet Meetings and at the fiscal year end;
- (i) Deliver, forthwith, at the termination of his/her term of office, all District accounts and records to his/her successor in office;

(j) Report to Lions Clubs International all known violations of the use of the association's name and emblem;

(k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

(l) District Governor's Project – a simple majority of the clubs in the District must approve the project.

Contributions to the project shall be on a voluntary basis.

Section 2. FIRST VICE DISTRICT GOVERNOR. The First Vice District Governor, subject to the supervision and direction of the District Governor, shall be the chief administrative assistant and representative of the District Governor.

His/her specific responsibilities shall be, but not limited, to:

(a) Further the purposes of this association;

(b) Perform such administrative duties assigned by the District Governor;

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

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

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

(f) Conduct club visitation as the representative of the District Governor when requested by the District Governor;

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

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

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

(j) At the request of the District Governor, supervise other District committees;

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

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

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

(a) Further the purposes of this association;

(b) Perform such administrative duties assigned by the District Governor;

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

(d) Participate in the cabinet meetings, and conduct meetings in the absence of the District Governor, and the 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, review the monthly financial report and assist the District Governor and the First Vice District Governor in identifying and strengthening the existing and potential weak clubs;
- (f) Conduct club visitation, as the representative of the District Governor, when requested by the District Governor;
- (g) Assist the District Governor and First Vice District Governor in planning and conducting the annual District convention;
- (h) Work with the District Retention Committee, and assist the committee to prevent loss of clubs and members, particularly due to inactive club administration and/or financial or other problems;
- (i) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF;
- (j) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.;
- (k) At the request of the District Governor, supervise other District committees;
- (l) Assist the District Governor, First Vice District Governor, and the cabinet in planning of the next year, including the district budget.
- (m) Familiarize himself/herself with the duties of the District Governor so that, in the event of a vacancy in the offices of District Governor and First Vice District Governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting District

Governor or acting Vice District Governor until the vacancies are filled according to these bylaws and rules of procedure adopted by the International Board of Directors.

Section 4. CABINET SECRETARY-TREASURER.

He/she shall act under the supervision of the District Governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
 - 1) Keep an accurate record of the proceedings of all meetings of the Cabinet, and within five (5) days after each meeting forward copies of the same to all members of the Cabinet and the office of LCI;
 - 2) Take and keep minutes of the District Convention and furnish copies of the same to Lions Clubs International, the District Governor, each Cabinet Officer and if requested the secretary of each club in the District;
 - 3) Make reports to the Cabinet as the District Governor or Cabinet may require;
 - 4) Collect and receipt for all per capita assessments levied on members and clubs in the District, deposit the same in such bank or banks as the District Cabinet shall determine and disburse the same by order of the District Cabinet;
 - 5) Remit and pay over to the Multiple District Council Secretary-treasurer the Multiple District per capita assessment, if any, collected in the District, and secure a proper receipt;

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

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

(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.

Refer to the District Policy and Procedures Manual for more details regarding the duties of Cabinet Secretary-Treasurer.

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) Be an active member of the District MERL team, responsible for orientation in his/her Region;

(e) At the discretion of the District Governor visit regular club meetings and/or Board of Directors meetings to assist clubs with problems arising from any aspect of Lionism. A club may be visited more than once however, the total number of visits during the Lions Year may not exceed the number of clubs in his/her Region;

(f) Endeavour to have every club in his/her Region operating under a duly adopted club constitution and bylaws;

(g) Promote representation at International, Multiple and District 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.

Refer to the District Policy and Procedures Manual for more details regarding the duties of Region Chairperson.

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 the District Governor and Region Chairperson;
- (d) Play an active role in organizing new clubs and keep informed on the activities and wellbeing 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) Endeavour to have every club within his/her Zone operating under a duly adopted club constitution and by-laws;
- (h) Promote representation at International, Multiple District and District 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. Refer to the District Policy and Procedures Manual for more details regarding duties of Zone Chairperson.

Section 7. DISTRICT CABINET.

The District 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 assessments by the Cabinet Treasurer (or secretary/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 Treasurer (or Secretary-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 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.

Refer to the District Policy and Procedures Manual for more details regarding duties of District Cabinet.

Section 8. SERGEANT- AT- ARMS.

The Sergeant-at-arms shall maintain order and decorum at the respective Conventions and meetings and perform such other duties as are incident to his/her office under *Robert's Rules of Order, Newly Revised*.

ARTICLE V

District Committees/Duties

Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE.

In each Zone, the Zone Chairperson and the Presidents and Secretaries of the clubs in the Zone shall compose a District Governor's Advisory Committee, with the Zone Chairperson as chairperson. At a date, time and place called by the Zone Chairperson, this committee shall hold at least three (3) meetings, the first meeting within ninety (90) days after the adjournment of the preceding International Convention. It shall assist the Zone Chairperson 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's Honorary Committee shall be composed of past International Officers who are members in good standing of clubs in good standing within the District. This committee shall meet when and as called upon by the District Governor. It shall act under the direction of the District Governor in the promotion of harmony throughout the District. The Chairperson of this committee shall be the Immediate Past District Governor. Members shall be invited to attend all District Cabinet meetings.

Section 3. DISTRICT CABINET COMMITTEES.

The District Governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the District. Such committee chairpersons shall be deemed non-voting members of the District Cabinet. Cabinet Committee Chairpersons may not chair the same committee for more than three successive years.

Refer to the District Policy and Procedures Manual for a list of committees and their duties.

ARTICLE VI

DISTRICT AND REGIONAL ADMINISTRATION FUNDS

Section 1. DISTRICT REVENUE.

To provide revenue to defray the administrative expense of the District, an annual District administrative fund per capita assessment of seven (7) dollars is hereby levied upon each member of each club in the District, based on its total membership number as reported to Multiple District "A" as at June 30 of the prior Lions Year. Said assessment shall be paid to the Cabinet Secretary or Cabinet Treasurer (or Cabinet Secretary/treasurer) by each club in the District within thirty days (30) of the date of the invoice. Newly chartered or reorganized clubs shall be exempt from paying said per capita assessment during the first year after chartering or reorganizing, as the case may be. Said per capita assessment shall be disbursed only for administrative expenses of the District and only upon approval of the District Cabinet.

Disbursement there from shall be by cheques drawn and signed by the Cabinet Treasurer (or Secretary-treasurer) and countersigned by the District Governor or First Vice District Governor.

Section 2. AUDIT OR REVIEW.

The District Governor shall provide for an annual or more frequent audit or review of the District and Committee funds, to be completed no later than sixty (60) days after the end of the fiscal year end.

ARTICLE VII

Nominations and Endorsement International Director and Second Vice President

Nominees

Section 1. ENDORSEMENT PROCEDURE.

Subject to the provisions of the International Constitution and By-laws, any member of a Lions Club in the District seeking endorsements of a District Convention as a candidate for the office of International Director or Second Vice-president shall:

(a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the District Governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than thirty (30) days prior to the opening date of the District Convention at which such question of endorsement is to be voted upon;

(b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-laws.

Section 2. NOMINATION.

Each notice of intention so delivered shall be transmitted forthwith by the District Governor to the Nominating Committee of the respective Convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-laws, and shall place in nomination at the respective Convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. SECONDING SPEECH.

Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes in duration.

Section 4. VOTE.

The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the Convention and District. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue until one receives the required majority of the votes cast. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions.

Section 5. CERTIFICATION OF ENDORSEMENT.

Certification of endorsement by the respective Convention shall be made in writing by the Cabinet Secretary to the Multiple District Secretary in accordance with the requirements set forth, in the Multiple District "A" Constitution and By-laws and in the International Constitution and By-laws.

Section 6. VALIDITY.

No District endorsement of any candidacy of any member of a Lions Club in this District shall be valid unless and until the provisions of this Article VII have been met.

ARTICLE VIII

Rules of Procedure

Except as otherwise specifically provided in this Constitution and By-laws, or in the Rules of Procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any District meeting or Convention, any meeting of the District Cabinet, Region, Zone or member Club or of any group or committee of any one of them shall be determined by *Robert's Rules of Order, Newly Revised*.

ARTICLE IX

Miscellaneous

Section 1. DISTRICT GOVERNOR, VICE DISTRICT GOVERNORS, COMMITTEE CHAIRPERSONS AND SPOUSE OF DISTRICT GOVERNOR-ELECT EXPENSES.

(a) The District Governor and the First Vice District Governor shall each be allotted five hundred (500) dollars from the District Administration fund to defray expenses incurred for attendance at the USA/. Canada Forum Should either the District Governor or the First Vice District Governor be unable to attend the Forum the Second Vice District Governor shall be eligible for reimbursement in the amount of five hundred (500) dollars.

(b) The Effective Speaking Chairperson shall be reimbursed from the District Effective Speaking account for expenses incurred as a result of attendance at meetings held outside District A-12, necessary for the performance of his/her duties, and in accordance with Multiple District "A" Rules of Audit.

(c) Committee Chairpersons shall be eligible for reimbursement from the District Committees budget, subject to District Cabinet approval, for telephone and postage and other reasonable expenses incurred as a result of performing their duties. Travel and meal costs are excluded with the exception of meals at Cabinet meetings, which shall be a District Administration Fund expense.

(d) Funds will be made available to cover ticketed transportation costs for the spouse of the District Governor –Elect, to a maximum of five hundred (500) CDN dollars (if required), to attend the International Convention. Funds will only be available if the spouse is registered and attends official events. (eg: pre-convention training and plenary sessions etc).

Section 2. FINANCIAL OBLIGATIONS.

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

Section 3. CABINET TREASURER (OR SECRETARY-TREASURER) BOND.

The Cabinet Treasurer (or Secretary-treasurer) and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the District Cabinet and the cost of same shall be an administrative expense.

Section 4. AUDIT OR REVIEW OF BOOKS.

The District Cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the Cabinet Secretary and Cabinet Treasurer (or Secretary-treasurer). The annual audit shall be completed no later than sixty (60) days following the end of the fiscal year.

Section 5. COMPENSATION.

No officer or committee chairperson shall receive any compensation for any service rendered to this District in his/her official capacity with the exception of the Cabinet Secretary and Cabinet Treasurer (or Secretary/treasurer) whose compensation, if any, shall be fixed by the District Cabinet.

Section 6. FISCAL YEAR.

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

Section 7. DISPUTE RESOLUTION.

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

ARTICLE X

Amendments

Section 1. AMENDING PROCEDURE.

These By-laws may be amended only at a District Convention, by resolution reported by the Constitution and By-laws Committee and adopted by a majority of the affirmative votes cast.

Section 2. NOTICE.

No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each Club no less than thirty (30) days prior to the opening 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 affirmative votes cast.

(The Standard Form Multiple District Constitution and By-laws shall govern the Multiple District unless otherwise amended so as not to conflict with the International Constitution and By-laws and policies of Lions Clubs International. The Standard Form District Constitution and By-laws shall govern the Sub-districts comprising the Multiple District unless otherwise amended so as not to conflict with the Multiple District and International Constitution and Bylaws and policies of Lions Clubs International. Multiple Districts may incorporate the provisions of the Standard Form District Constitution and By-laws, as may be amended, into a combined single form Multiple District Constitution and By-laws. Whenever there may exist a conflict or a contradiction between the provisions set out in the District Constitution and By-laws and the Multiple District Constitution and By-laws, then the Multiple District Constitution and By-laws shall govern.)

EXHIBIT A

RULES OF PROCEDURE

DISTRICT A-12 CONVENTION

Rule 1. The District Governor shall arrange the order of business for the District Convention.

Deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the delegates assembled at any session at which a quorum is present. A majority of those delegates present in person at any session shall constitute a quorum.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-laws, the District A-12 Constitution and By-laws, national custom and practice or these rules, *Robert's Rules of Order, Newly Revised* shall govern all questions of order and procedure.

Rule 3. The Credentials Committee shall be composed of the District Constitution and By-laws Chairperson as Chairperson, and two other non-officers of the District appointed by the District Governor; provided, however, the District Governor may designate any other committee member as Chairperson. The Credentials Committee's primary responsibility shall be to verify club delegate credentials, and oversee the voting process. The resolution of questions concerning the validity of individual ballots shall be the responsibility of the Credentials Committee and the committee's decision shall be final and binding. In carrying out this responsibility, the Credentials Committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in *Robert's Rules of Order, Newly Revised*.

Rule 4. (a) Prior to the Convention, the District Governor, unless otherwise provided, shall appoint, and designate the Chairperson of, a Nominations Committee consisting of three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate and rule on the eligibility of the same.

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

Rule 5. Replacement of Delegates by Alternate Delegates.

To replace a Delegate the Alternate Delegate must surrender the copy of the credential certificate issued to the Member he/she is replacing. If the certificate is not available, the Alternate Delegate must be confirmed in person by the Secretary or President of his/her club, or if not present, the District Governor.

Rule 6. Nominations for the offices of District Governor, First and Second Vice District Governor and such other offices to be filled by the Convention shall be limited to nominating/seconding speeches not to exceed five (5) minute(s) for each nominee.

Rule 7. (a) Each duly nominated candidate shall be entitled to designate one (1) observer through his/her Club. The observers may oversee election procedures only, but may not participate directly in the Credentials Committee's decision making.

(b) The Constitution and By-laws Chairperson shall be responsible for preparation of Delegate and Alternate Delegate Voting Slips and all other elections materials.

(c) The Constitution and By-laws Chairperson shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results; signature of each committee member and observer. The District Cabinet and Council Chairperson where applicable, shall be provided a copy of the Committee's report.

Rule 8. Voting. (a) Voting will take place at a predetermined location and time.

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

(c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice, or the issue being voted upon. 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 or issues to be filled or voted upon in any section shall be declared invalid to that particular section.

(d) A simple majority vote shall be necessary to elect the District Governor. If a simple majority vote is not received in the election of District Governor, a vacancy shall occur and Article III, Section 9(d) of the International By-Laws shall apply, and subsection (e) of this rule shall be followed.

(e) A simple majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a simple majority vote.

EXHIBIT B

RULES OF PROCEDURE

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of District Governor, it shall be the duty of the Immediate Past District Governor, or if not available, the most recent Past District Governor who is available, upon notification from the International Office, to convene a meeting of the District Governor, Immediate Past District Governor, First and Second Vice District Governors, the Region Chairpersons, Zone Chairpersons and the Secretary and Treasurer (or Secretary-Treasurer) and all Past International Presidents, Past International Directors and Past District Governors who are members in good standing of a chartered Lions Club in good standing in the District for the purpose of recommending a Lion for appointment by the International Board of Directors.

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

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

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

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

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

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

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

(d) A simple majority vote shall be necessary to recommend a member for appointment as District Governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions.

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

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

SUMMARY OF RULES

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

- 1.** The International Office has advised the District to convene a special meeting to recommend a member for appointment as District Governor.
- 2.** The Immediate Past District Governor prepares invitations for the special meeting. Invitations are to be sent to the District Governor, Immediate Past District Governor, First and Second Vice District Governors, the Region Chairpersons, Zone Chairpersons and the Secretary and Treasurer or Secretary-Treasurer and all Past International Presidents, Past International Directors and Past District Governors who are members in good standing of a chartered Lions Club in the District. The invitations should state the date, time and location for the meeting.
- 3.** The Chairperson maintains an attendance roster at the meeting.
- 4.** Nominations are made from the floor. Each nominee may speak for five (5) minutes, and his/her seconder may speak for an additional three (3) minutes.
- 5.** Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.
- 6.** A simple majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.
- 7.** The Chairperson forwards the meeting results at the conclusion of the meeting.

EXHIBIT C

DEFINITION OF TERMS

CLUB DELEGATE FORMULA

Article V, Section 8, of the International By-Laws provides:

Each chartered club in good standing in the Association and its District (Single or Sub- and Multiple) shall be entitled in each annual convention of its District (Single or Sub- and Multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in the club, or major fraction thereof, of said club as shown by the records of the International Office of the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that each such club shall be entitled to at least one (1) delegate and one alternate; and FURTHER PROVIDED, that each District (Single or Sub- and Multiple) may, by express provision in its respective Constitution and By-Laws, grant full delegate status to each Past District Governor who is a member of a club in such District independent of the club delegate quotas hereinabove specified. 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. Any club, which is newly chartered, and any other chartered club, which takes in new members prior to the convening of any such convention, shall have its delegate quota determined on the basis of members who have been enrolled in the club for at least one year and a day as shown on such record date in the records of the International Office.

Delinquent dues maybe 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.

The phrase "Members who have been enrolled for at least one year and a day in the club" is interpreted to mean the following:

1. A transferee shall be counted as a member for the purpose of calculating the delegate entitlement of the club if the transferee has been a member of receiving transfer club for at least one year and one day.
2. A reinstated member shall be counted as a member for the purpose of calculating the club's delegate entitlement provided that the reinstated member has been a member for an aggregate period or periods of not less than one year and a day.
3. A newly chartered club (including a newly chartered Lions club comprised of former Lioness club members) will be entitled to one delegate and one alternate delegate until it has been chartered for one year and one day. Thereafter, its delegate quota will be based on the number of members enrolled in the club for one year and one day.
4. Clubs being released from status quo will have their delegate quota based on the number of members enrolled in the club for one year and one day at the time of being released from status quo. Provided, however, a club being released from status quo will be entitled to a minimum of one delegate and one alternate delegate.

If the district convention is April, the members who have been enrolled for at least one year and a day in the club as shown by the records of the International Office on March 1 are counted for purposes of calculating delegate entitlement.

The International By-Laws do not require that a club's delegate have one year and one day membership in the club. Each club may determine delegate eligibility.