

MULTIPLE DISTRICT 13 OHIO LIONS, INC. BY-LAWS

Approved by the Delegates to the 82nd Multiple District 13 State Convention May 19, 2001 - Toledo, Ohio with amendments approved by the delegates attending the Multiple District 13 State Convention May 2024 - Dublin, Ohio. Housekeeping amendments approved by the Council of Governors August 2024.

AUTHORIZATION

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TABLE OF CONTENTS

ARTICLE I - DISTRICT NOMINATIONS AND ELECTIONS.....	5
Section 1: District Governor, 1st Vice Governor, 2nd Vice Governor Elections	5
Section 2: Time Limitations on Nominating Speeches	5
Section 3: District Election Procedures	5
Section 4: District Governor Appointments	6
Section 5 Region and Zone Chairman Qualifications	6
Section 6 Procedure for Filling Vacancies	7
ARTICLE II - DUTIES.....	9
Section 1: District Governor’s Duties	9
Section 2: The 1 st Vice Governor’s Duties	10
Section 3: The 2nd Vice Governor’s Duties & Qualifications	11
Section 4: District Cabinet Secretary and/or Treasurer Duties	12
Section 5: Region Chairman’s Duties	12
Section 6: Zone Chairman’s Duties.....	13
Section 7: Duties of District Cabinet	14
Section 8: Duties of District Governor’s Advisory Committee.....	14
Section 9: Duties of District Governor’s Honorary Committee	14
Section 10: Duties of State Council	14
Section 11: Multiple District Secretary’s Duties.....	16
Section 12: Multiple District Treasurer’s Duties.....	16
ARTICLE III - STANDING COMMITTEES.....	17
Section 1: Compliance Committee.....	17
Section 2: Constitution & By-Laws Committee.....	17

Section 3: Finance & Long-Range Planning Advisory Committee	18
Section 4: International Convention Committee	20
Section 5: Liaison Committee	21
Section 6: Marketing and Communications.....	21
Section 7: Sight & Hearing Committee	22
Section 8: Youth Committee.....	23
Section 9: State Convention Committee	24
Section 10: Winter Retreat Committee.....	24
Section 11: Other Committees	25
Section 12: Appointment and Election to State Committee	27
Section 13: Limitations on Appointment/Elected Members.....	29
ARTICLE IV - STATE OFFICE BUILDING BOARD OF TRUSTEES.....	30
ARTICLE V - GRANT COMMITTEES	34
Section 1: MD13 Ohio Lions Quest Grant Committee	34
ARTICLE VI – CONVENTION RULES AND PROCEDURE.....	35
Section 1: Convention Protocol.....	35
Section 2: Convention Program.....	35
Section 3: Convention Rules.....	35
Section 4: Proposed Amendments and Changes.....	36
Section 5: Parliamentary Procedure.....	36
ARTICLE VII - FISCAL YEAR	36
ARTICLE VIII - AMENDMENTS	37
Section 1: Procedure for Amendments.....	37
Section 2: Amendment Approval	37
ARTICLE IX - ADOPTION.....	38

APPENDIX 1 – APPOINTMENT OF ELECTION TO COMMITTEES 39

 Section 1: Compliance, Constitution and Bylaws, and Finance and Long-Range Planning Committees 39

 Section 2: International Convention Committee 39

 Section 3: Marketing and Communications, Sight and Hearing, and Youth Committees 40

 Section 4: Building Trustees and Liaison Committees 40

 Section 5: State Convention and Winter Retreat 40

APPENDIX 2 – VOTING OPTIONS 41

ARTICLE I - DISTRICT NOMINATIONS AND ELECTIONS

Section 1: District Governor, 1st Vice Governor, 2nd Vice Governor Elections

The District Governor, 1st Vice Governor, and 2nd Vice Governor of each Sub-District shall be elected by secret ballot at the annual Convention of the Sub-District. Otherwise, the District Governor, 1st Vice Governor and 2nd Vice Governor shall be elected at the annual State Convention.

Section 2: Time Limitations on Nominating Speeches

Unless otherwise specified in the District Constitution or By-Laws, nominating speeches shall be limited to one and not over five minutes in duration, and one seconding speech of not over three minutes for each candidate.

Section 3: District Election Procedures

- A. If any District Officer (District Governor, 1st Vice Governor and/or 2nd Vice Governor) has not been elected at the District Convention, on the last business session day of the annual State Convention, the presiding District Governor in the General Convention assembly shall announce the hours during which nominations for all elective officers shall be made, and during which the election, by secret ballot, for such officers shall take place. Duly accredited delegates shall make all nominations for District Officers. Each District group of delegates, upon announcement by the presiding Governor or Officer, shall retire during the announced time, to a separate place within the Convention building, and in such places, proceed with the nominations and elections of all elective offices in their respective Districts, and then return to the convention General Assembly still in session. Upon return of all District Groups of delegates, a representative from each of the Districts, as held in the several District assemblies shall announce the results of the elections, from the floor.

- B. A majority of Delegates of each District present at the Convention, in caucus or business meeting and entitled to vote, shall be necessary to elect the District Governor, 1st Vice Governor, 2nd Vice Governor, or any other elected position of that District. If, on the first ballot, no candidate receives a majority, the candidate receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority.

Section 4: District Governor Appointments

The District Governor shall by the time he/she takes office, appoint a District Cabinet Secretary Treasurer (CST), or a District Cabinet Secretary and District Cabinet Treasurer, and one Region Chair for each Region. Provided, however, each respective District Governor shall have the authority to determine whether the position of Region Chairman will be utilized during his/her term. If not so utilized, the position of Region Chairman shall remain vacant during said District Governor's term. The District Governor shall appoint one Zone Chairman for each Zone in the Sub- District. The District Governor shall not reappoint a Zone Chairman who has served his/her District the majority of a two (2) year period, unless all means have been exhausted to find an able successor. The affairs of the Sub-District shall be controlled by a majority vote of the District Cabinet members. Members of the District Cabinet shall consist of Lions holding district cabinet positions (elected or appointed) and Lions appointed by LCI as district representatives. All Members of the District Cabinet shall have voting privileges. Any District Cabinet may at its first meeting, extend voting privileges to Past District Governors not holding a District Cabinet office.

Section 5 Region and Zone Chairman Qualifications

Each Region and Zone Chairman shall:

- A. Be an active Member in good standing of a chartered Lions Club in his/her respective Region or Zone; and

- B. Have served or will have served at the time of taking office as Region Chairman or Zone Chairman as President of a Lions Club for a full term or major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years; and
- C. Not have served his/her District in this position the majority of a two (2) year period, unless all means have been exhausted to find an able successor.

Section 6 Procedure for Filling Vacancies

- A. Any vacancy in any District Office, except that of District Governor, 1st Vice Governor, or 2nd Vice Governor, shall be filled by appointment of the District Governor for the unexpired term thereof. In filling any vacancy arising in the office of 1st Vice Governor or 2nd Vice Governor, the District shall convene a meeting of the existing Cabinet as provided 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 1st Vice Governor/2nd Vice Governor for the remainder of the term. In filling the 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 invitations to attend said meeting and it shall be his/her responsibility to preside as Chairman of the meeting. The Chairman shall convey the results to the International Office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion that is entitled to receive an invitation to attend and is present at such meeting shall be entitled to cast a vote for the Lion of his/her choice.
- B. In the event of the death, resignation, incapacity or removal from office or from the District, of a Lion who has been elected to the office of District Governor, either before or after assuming the office, the 1st Vice Governor shall act as District Governor and shall perform the duties of, and

have the same authority as, the District Governor until such time as said vacancy is filled by the International Board of Directors for the remainder of the term, as provided for in the International Constitution. It shall be the duty of the Immediate Past District Governor, or if not available, the most recent Past District Governor who is available, to send out, within (15) days, from the time the vacancy occurs, to all members of the existing Cabinet 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 Sub-District, a notice and invitation to attend a meeting, to be held within fifteen (15) days, for the purpose of recommending to the International Board of Directors the name of a qualified Lion to be appointed by the Board of Directors to fill such vacancy. The Past District Governor sending such notice shall preside as Chairman of the meeting and shall convey the results of the meeting to the International Board of Directors together with evidence of invitations sent and attendance at the meeting, all within the time limits as prescribed in the International Constitution. Each Lion who is entitled to receive an invitation to attend and is present at the meeting shall have one vote for the Lion of his/her choice as the recommended for appointment by the International Board.

ARTICLE II - DUTIES

Section 1: District Governor's Duties

As an international officer of this association, and under the general supervision of the International Board of Directors, they shall represent the association in their district. In addition, they shall be the chief administrative officer in their district and shall have direct supervision over the district cabinet. Their specific responsibilities shall be to:

- (1) Further the purposes of this association resulting in membership growth in the district.
- (2) Oversee the Global Action Team at the district level and inspire other district officers to actively support membership growth and new club organization.
- (3) Oversee current district action plan focused on and working towards the successful achievement of district goals to
 - a. Charter new clubs.
 - b. Achieve net membership growth.
 - c. Ensure effective club operations.
 - d. Provide leadership development and skills training at the club and district levels.
 - e. Encourage clubs to conduct and report meaningful humanitarian service.
 - f. Support and promote Lions Clubs International Foundation and encourage club and member contributions to Lions Clubs International Foundation.
- (4) Oversee the administrative operations of the district as provided in the Standard District Bylaws

- (5) Guide clubs to operate in accordance with International Constitution and By-Laws, support activities that improve member retention and remain in good standing with the association.
- (6) Preside, when present, over the district convention, and cabinet and other district meetings.
- (7) Perform such other functions as required by the International Board of Directors.

* Revised Duties and Responsibilities definitions one thru seven adopted at the 2023 Lions International Convention in Boston, MA.

Section 2: The 1st Vice Governor's Duties

The first vice district governor, subject to the supervision and direction of the district governor, shall be chief administrative assistant to the district governor. Their specific responsibilities shall be to:

- (1) Further the purposes of this association resulting in membership growth in the district.
- (2) Actively work toward the success of the current district action plan.
- (3) With the district governor and second vice district governor, review strengths and weaknesses of the district; refine and further develop a draft of the ongoing district plan focused on and working towards the successful achievement of district goals.
- (4) Identify and prepare a highly effective team for the subsequent year to develop and implement action plans to achieve district goals.
- (5) Work closely with the club leadership to identify future district leaders.
- (6) Perform such duties and other directives as may be assigned by the district governor or the policies established by the International Board of Directors.

- (7) At the request of the district governor, supervise appropriate district committees.
- (8) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor.
- (9) Participate in council of governors' meetings as appropriate.
- (10) Participate in the preparation of the district budget.

At the 2021 International Convention, an amendment to Article IX, Section 6(c) of the International By-Laws was passed amending the qualifications of the First Vice District Governor so that Lions who previously served as a district governor would not be eligible to be elected as First Vice District Governor. The revisions will take effect July 1, 2022.

* Revised Duties and Responsibilities definitions one thru nine adopted at the 2023 Lions International Convention in Boston, MA.

Section 3: The 2nd Vice Governor's Duties & Qualifications

The second vice district governor is subject to the supervision and direction of the district governor. Their specific responsibilities shall be to:

- (1) Further the purposes of this association resulting in membership growth in the district.
- (2) Actively work towards the success of the current district action plan.
- (3) Serve as the district liaison to region and zone chairpersons, at the direction of the district governor, working towards successful region and zone operations in support of club health.
- (4) Become familiar with resources to support club development
- (5) Prepare for the role of district governor.
- (6) Perform such duties and other directives as assigned by the district governor or the policies established by the International Board of Directors.

- (7) At the request of the district governor, supervise appropriate district committees. (8) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor and the first vice district governor.
- (9) Participate in the preparation of the district budget.

* Revised Duties and Responsibilities definitions one thru nine adopted at the 2023 Lions International Convention in Boston, MA.

Section 4: District Cabinet Secretary and/or Treasurer Duties

The Cabinet Secretary and/or Treasurer shall act under the supervision of the District Governor. The specific responsibilities shall be to:

- A. Further the Purpose and Objects of this Association; and
- B. Perform such other functions and acts as may be required of each by the International Board of Directors through the Cabinet Secretary/Treasurer Manual and other directives.

Section 5: Region Chairman's Duties

The Region Chairperson, if the position is utilized during the district governor's term, is subject to the supervision and direction of the district governor and shall be the chief administrative officer in their region. Their specific responsibilities shall be to:

- (1) Further the purposes of this association resulting in membership growth in the district.
- (2) Actively work towards the success of the current district action plan and encourage club and zone participation.
- (3) Supervise the activities of the zone chairpersons in their region and such district committee chairperson(s) as may be assigned by the district governor.

- (4) Support club health by identifying club strengths and weaknesses and encouraging growth, leadership excellence and meaningful service.
- (5) Become familiar with district operation and enhance leadership skills as needed for advancement.
- (6) Perform such duties and directives as may be required by the district officers or policies established by the International Board of Directors.

* Revised Duties and Responsibilities definitions one thru six adopted at the 2023 Lions International Convention in Boston, MA

Section 6: Zone Chairman's Duties

The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in their zone. Their specific responsibilities shall be to:

- (1) Further the purposes of this association resulting in membership growth in the district.
- (2) Actively work towards the success of the current district action plan and encourage club participation.
- (3) Serve as chairperson of the district governor's advisory committee in their zone and as such chairperson to call regular meetings of said committee.
- (4) Ensure club health by identifying club strengths and weaknesses and encouraging growth, leadership excellence and meaningful service.
- (5) Become familiar with district operations and enhance leadership skills as needed for advancement.
- (6) Perform such other functions and acts as may be required by the International Board of Directors through the district officer's manual and other directives.

Section 7: Duties of District Cabinet

The District Governor's Cabinet is the deliberative and assisting body to the District Governor in the formulation of administrative plans and policies affecting the welfare of Lionism within the District. It shall serve in an advisory and administrative capacity.

Section 8: Duties of District Governor's Advisory Committee

This Committee is an advisory body to the District Governor and his/her Cabinet; it represents all of the Clubs in the District in an advisory, administrative capacity, and shall serve at the Governor's request.

Section 9: Duties of District Governor's Honorary Committee

The duties and functions of this committee are to promote harmony throughout the District under the supervision of the District Governor. Committee members may also serve on Advisory Committee as ex-officio members.

Section 10: Duties of State Council

- A. The State Council shall appoint a State Treasurer, who is the Multiple District Treasurer, who shall submit quarterly financial reports of all the Multiple District monies entrusted to this officer. Such officer shall serve under the direction of the District Governors of Multiple District 13- Ohio Lions, Inc., and shall disperse funds only as authorized by the State Council.
- B. Powers: Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and Constitution & By-Laws of the International Association of Lions Clubs, the powers granted therein to the Board of Directors, of said Association, and the policies and acts of said Board of Directors, the Multiple District Council shall:

1. Have jurisdiction and control over all Officers and Agents, when acting as such, of Multiple District 13 Council and all Committees of the Multiple District and of the Multiple District Convention; and
 2. Have management control over the property, business, and funds of the Multiple District; and
 3. Have jurisdiction, control, and supervision over all phases of the Multiple District Convention and all meetings of the Multiple District; and
 4. Have original jurisdiction, when authorized under policy of said International Board and under rules of procedure prescribed by said Board, to hear and rule upon complaint of a Constitutional nature raised by a Sub-District or District, any Lions Club, or any member of a Lions Club in the Multiple District. All such rulings of the Council shall be subject to review and decision by said International Board.
 5. Have control and management of all budgetary matters of the Multiple District and Committees of the Multiple District and Multiple District Convention. No obligation may be approved or made which shall affect an unbalanced budget or deficit in any fiscal year.
- C. The State Council shall pay from the State Council Fund the expenses of all officers and members of State Committees when such expenses are incurred in the discharge of duties for the Organization as approved by the State Council but shall have no power to pay expenses not provided for in the Rules of Audit, nor make expenditures for any officer or committee member, except when engaged in duties required of his/her position. No Governor, committee member or any other Lion shall receive reimbursement for expenses to any International Convention from the State Council Fund in excess of amounts previously approved by the Council of Governors.

Section 11: Multiple District Secretary's Duties

Under the supervision and direction of the Council of Governors, the Multiple District Secretary shall serve as Secretary to the State Council. The Multiple District Secretary is to advise the Council of Governors and to act as their agent under their direction, especially in conducting and supervising the routine business operations of the Ohio Lions State Office.

The job description duties, compensation, and benefits for the Multiple District Secretary shall be developed by the Finance & Long-Range Planning Advisory Committee and submitted to the State Council for their annual consideration and approval. Such job description is contained in the Policy Manual.

Section 12: Multiple District Treasurer's Duties

Under the supervision and direction of the Council of Governors, the Multiple District Treasurer shall serve as Treasurer of Multiple District 13. The Multiple District Treasurer is to attend all Council of Governors meetings, supplying clear, concise, and correct financial reports.

The job description duties, compensation, and benefits for the Multiple District Treasurer shall be developed by the Finance and Long-Range Planning Advisory Committee and submitted to the State Council for their annual consideration and approval. Such job description is contained in the Policy Manual.

ARTICLE III - STANDING COMMITTEES

Section 1: Compliance Committee

1. PURPOSE: The purpose of this committee is to ensure all clubs within Multiple District 13 are compliant with current Federal and State Agencies, including but not limited to the Internal Revenue Service, the Ohio Department of Taxation, and the Ohio Attorney General.
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 - Ohio Lions, Inc., to be appointed as hereinafter provided.
3. APPOINTMENT: District Governor of each Sub-District shall appoint a qualified Lion from within his/her district for a three (3) year term. Appointment schedule: Refer to Section (13) of this Article III.
4. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 2: Constitution & By-Laws Committee

1. PURPOSE: The purpose of this committee shall be to study, analyze and interpret constructively the Constitution and By-Laws and Policy Manual of Multiple District 13 - Ohio Lions, Inc., in a continuous and timely manner to maintain pace with changing conditions and circumstances.
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 – Ohio Lions, Inc., to be appointed as hereinafter provided.
3. APPOINTMENT: District Governor of each Sub-District shall appoint a

qualified Lion from within his/her district for a three (3) year term.
Appointment schedule: Refer to Section 13 of this Article III.

4. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 3: Finance & Long-Range Planning Advisory Committee

1. PURPOSE: To facilitate the long-term planning of Multiple District 13 and the Ohio Lions through cooperative efforts on behalf of the Council of Governors in the areas of financial management and strategic planning.
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 - Ohio Lions, Inc., to be elected as hereinafter provided.

Ex-Officio Members:

- i. Current International Officer and/or Director
- ii. Past International Officers and Past Directors
- iii. Immediate Past Chairperson of State Council of Governors
- iv. Chairperson of State Council of Governors
- v. Chairperson of Liaison Committee
- vi. Multiple District Secretary
- vii. Multiple District Treasurer
- viii. Assistant Multiple District Treasurer
- ix. A Current District Governor (appointed by current Chairperson)

3. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year
4. NOMINATIONS and ELECTIONS:
 - A. Nominations for the elective member will be made during the regular business session of the respective Sub-District Conventions.
 - B. A majority of the certified Delegates to said session shall be required to elect the District representative to the Finance and Planning Advisory Committee in the same manner as all other elective offices. The term of office of these members will be three (3) years. Election Schedule: Refer to Section 13 of this Article III.
5. REMOVAL PROCEDURE: An F&P Committee member can be removed from the Committee only for cause, as defined herein, by a 2/3 vote of the Committee members' Sub-District Cabinet.
 - a) REPLACEMENT: In the event that a Lion is removed from the Committee, a replacement will be appointed by the Governor of the Sub-District to serve until the next Sub-District Convention, at which time a new Committee member will be elected to serve the remainder of the term.
 - b) REMOVAL: For Cause Includes, but not limited to:
 1. Failure to fulfill the duties of a member of the F&P Committee as per the Policy Manual; or
 2. Breach of a fiduciary duty.
 - c) CHAIRMAN REMOVAL: The Chairman may be removed only from the Chair's position, for failure to fulfill the responsibilities as specified in the Policy Manual. Upon the written request of at least two F&P Committee members, the Council of Governor's shall discuss the issue and vote on the matter of removal. A majority vote of State Council is required to remove the Chairman.

6. AUTHORITY: All actions of the State Office Building Board of Trustees not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.
7. DUTIES & RESPONSIBILITIES: A description of the State Office Building Board of Trustee's responsibilities, accountabilities and principal duties is presented in the Multiple District 13 – Ohio Lions, Inc. Policy Manual.
8. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 4: International Convention Committee

1. PURPOSE: Prepare plans and make provisions for necessary activities at the annual International Convention for the Ohio Delegation:
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 - Ohio Lions, Inc., to be appointed as hereinafter provided.
3. APPOINTMENT: District Governor of each Sub-District shall appoint a qualified Lion from within his/her district for a three (3) year term. Appointment schedule: Refer to Section 13 of this Article III.
4. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 5: Liaison Committee

1. PURPOSE: Foster and maintain favorable atmosphere for Ohio Lionism throughout Lions International
2. MEMBERSHIP: Voting Members; three (3) Lions members in good standing that have exhibited prior interest in Promoting Ohio Lionism (Past District Governors preferred).
Ex-Officio Members:
 - i. Current International Officers
 - ii. Active Past International Officers
 - iii. Selected Candidates for International Office.
3. APPOINTMENTS:
 - A. Council will appoint the Chairman of this committee.
 - B. Term of office of these members will be three (3) years.
4. AUTHORITY: All action of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 6: Marketing and Communications

1. PURPOSE: To enhance the image of Lionism throughout Ohio by effectively communicating the activities and successes of the Ohio Lions Clubs to all Ohio Lions and increase the awareness about the mission and purposes of Lionism to Ohio citizens.
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 - Ohio Lions, Inc., to be appointed as hereinafter provided.

3. APPOINTMENT: District Governor of each Sub-District shall appoint qualified Lion from within his/her District for a three- (3) year term. Appointment schedule: Refer to Article III, Section 13.
4. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 7: Sight & Hearing Committee

1. PURPOSE: The purpose of this committee shall be to serve as an advisory body in coordinating and promoting the approved Ohio Lions Sight Conservation, work with the blind and hearing impaired programs, and activities throughout the State of Ohio, and to serve as a resource for receiving and disseminating information and monies.
2. MEMBERSHIP: Voting members consist of one (1) member from each Sub-District of Multiple District 13 - Ohio Lions, Inc., to be appointed as hereinafter provided.
3. APPOINTMENT: District Governors of each Sub-District shall appoint a qualified Lion from within his/her District for a three (3) year term. Appointment schedule: Refer to Article III, Section 13, Ohio Lions By-Laws
4. TERM LIMIT: A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 8: Youth Committee

1. **PURPOSE:** To serve in the promotion, administration and coordination of all Ohio Lions sponsored youth activities. Specifically, the Youth Committee duties shall be to serve as an advisory body in the promotion and coordination of Lions sponsored prevention and education on Drug Awareness Programs throughout Multiple District 13, and to promote and coordinate foreign youth exchanges, the International Peace Poster Contest, and other youth related projects or programs such as Leo's, Youth Camps, Good Program, or others which may arise.
2. **MEMBERSHIP:** Voting members consist of one (1) member from each Sub-District of Multiple District 13 Ohio Lions, Inc., to be appointed as hereinafter provided.
3. **APPOINTMENT:** District Governor of each Sub-District shall appoint a qualified Lion within his/her District for a three (3) year term. Further, it is strongly recommended that each Sub-Districts Governor appoint separate cabinet level or non-cabinet level officers with district wide responsibilities to promote and coordinate each of the following youth related activities: Leo Clubs, Youth Camps, Youth Exchange, Drug Awareness/Lions Quest, Peace Poster Contest, and the GOOD (Go On Or Defeated) Program.
4. **TERM LIMIT:** A committee member in good standing may serve two (2) consecutive terms and then be ineligible for appointment to this committee for one (1) Lions year.
5. **AUTHORITY:** All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

Section 9: State Convention Committee

1. PURPOSE: The State Convention Committee is charged with the responsibility of planning, promoting, and operating the annual Multiple District 13 State Convention.
2. VOTING MEMBERSHIP: Voting members will be four to six Lion members in good standing that have exhibited the skills and interest necessary for the operation of this committee as well as the current Multiple District Secretary as a voting member. The previous year's Council of Governors will have appointed a Lion(s) to serve as chair or co-chair of this year's State Convention. The current Council of Governors at the February meeting will appoint a Lion(s) to serve as Chair(s) of the next year's State Convention. The Chair(s) will appoint the remaining members to serve on the State Convention Committee.
3. EX-OFFICIO MEMBERSHIP: The current Council Chair, the Immediate Past Council Chair, and (if appointed) a Governor liaison will serve as non-voting ex-officio members of this committee.

Section 10: Winter Retreat Committee

1. PURPOSE: The Winter Retreat Committee is charged with the responsibility of planning, promoting, and operating the annual Multiple District 13 Winter Retreat.
2. VOTING MEMBERSHIP: Voting members will be seven (7) Lion members, one from each of the seven Districts, in good standing that have exhibited the skills and interest necessary for the operation of this committee. The previous year's Council of Governors will have appointed a Lion(s) to serve as chair or co-chair of this year's Winter Retreat – The current Council of Governors at the February meeting will appoint a Chair or Co-Chairs to serve as Chair(s) of the next year's Winter Retreat. The Chair(s) will appoint the remaining members to serve on the Winter Retreat Committee.

3. **EX-OFFICIO MEMBERSHIP:** The current Council Chair, the Multiple District GLT Coordinator, the Multiple District GMT Coordinator, and the current Multiple District Secretary will serve as ex-officio members of this committee.

Section 11: Other Committees

Sight and Hearing Foundation

The Ohio Lions Sight & Hearing Foundation (OLSHF) is a 501(c) (3) charitable foundation. Members are selected according to the Foundation's constitution and governance.

Ohio Lions Pediatric Cancer Foundation

1. **PURPOSE:** The Ohio Lions STEPS walk for Pediatric Cancer research was an ad Hoc committee of the Ohio Council of Governors in 2017 where no donations could be considered tax deductible. Creation of a 501(c)(3) foundation known as Ohio Lions Pediatric Cancer Foundation allows future contributions and donations to be tax deductible: not just for STEPS, but for also assisting clubs and districts to raise money for all pediatric cancer causes.
2. **VOTING MEMBERSHIP:** Elected Board Members will take their seat on the Board of Directors on the first day of the fiscal year following their election. The stagger is established, and elections will occur in the districts every third year thereafter with Districts 1 and 2 electing board members in 2024, Districts 3, 4, and 5 in 2025, and Districts 6 and 7 in 2026. In the event of the resignation of a Board Member, the District Governor of the District represented will fill the vacancy as soon as it is reasonable.

2020: Districts 6 and 7 will elect one board member each for a three-year term. Districts 3, 4, and 5 will elect one board member each for a two-year term. Districts 1 and 2 will elect one board member each for a one-year term.

2021: Districts 1 and 2 will elect one board member each for a three-year term.

2022: Districts 3, 4, and 5 will elect one board member each for a three-year term.

2023: Districts 6 and 7 will elect one board member each for a three-year term.

3. Election of At-large Board of Directors (1-year term)

Three At-large Board Members will be elected by the District Elected Board Members at the Annual State Convention Meeting. A quorum (6 Board Member) must be present for the election to take place.

4. Election of Foundation Officers

An Executive Director, Secretary, and Treasurer shall be elected for a two-year term at the State Convention Meeting held in even-numbered years. A quorum (6 Board Members) must be present for an election to take place.

5. Fiscal Year

The fiscal calendar year for this Foundation shall coincide with the year of Lions International and the Ohio Lions Inc., starting on July 1st each year and ending on June 30th of the following year.

Ohio Lions Eye Research Foundation and Ohio Lions Foundation

Members are district elected positions. Qualifications, duties, and terms are determined by the Foundation's constitutions.

Global Leadership, Global Membership, Global Action and Global Service Team

Members are district appointed positions. Qualifications, duties, and terms are determined by Lions International guidelines.

Lions Clubs International Foundation (L.C.I.F.) committee members are appointed by each District Governor. Defined as a three (3) year term, qualifications, duties, and terms are determined by Lions International.

The sitting Council of Governors shall have the authority to appoint committee(s) for special purposes to serve during their respective term. Any such appointment shall include the stated purpose, responsibility, and authority of the committee.

Section 12: Appointment and Election to State Committee

- A. The Standing Committees listed under Article III, Section 1-10 shall be appointed or elected for a three (3) year term according to the following appointment schedule. Each Committee shall elect a chairman at the last planned meeting of each fiscal year to serve for the ensuing year, who shall issue call for committee meetings and prepare the agendas. Eligible candidates shall be from carryover members of the committee, if any members carryover, otherwise the chairman shall be elected from any member of the committee during the new term. In the event a committee member fails his/her obligations, the District Governor shall appoint his/her successor for the remainder of the term of the District predecessor committee member.
- B. Beginning with appointments/elections made/held pursuant to ARTICLE III – STANDING COMMITTEES, Section 1 through Section 10, all appointments/elections, as provided in Section 1 through Section 10, shall be made/held according to the following schedule to allow appointments/elections to be effective as of July 1 of the scheduled year and, thereafter, every three years following the initial appointment/election year, commencing with July 1, 2016. The purpose of the staggered appointment/election schedule outlined in this ARTICLE III is to maintain experienced committee members for each committee identified in this ARTICLE III. All Districts in Multiple District 13 shall appoint/elect representatives/trustees to Standing Committees identified in Article III,

Section 1 through Section 10, as noted in this Section 14, based on the following schedules in Subsections C, D and E, below.

- C. For the term commencing July 1, 2016, Districts 13 OH1, 13 OH2 and 13 OH3 shall appoint/elect representatives to Standing Committees identified in Article III: Compliance, Constitution & By-Laws, and Finance & Long-Range Planning for a three-year term; International Convention, and Liaison for a two- year term; and Marketing and Communications, Sight and Hearing, and Youth for a one-year term. Thereafter, pursuant to this Section 14, Subsection A, all terms shall be for three years, according to the following schedule:

Compliance, Constitution and By-Laws, Finance and Long-Range Planning

– 2019, 2022, 2025, 2028, 2031, 2034, 2037, 2040

International Convention, and Liaison

– 2018, 2021, 2024, 2027, 2030, 2033, 2036, 2039

Marketing and Communications, Sight and Hearing, and Youth

– 2017, 2020, 2023, 2026, 2029, 2032, 2035, 2038

- D. For the term commencing July 1, 2016, District 13 OH4 and 13 OH5 shall appoint/elect qualified Lions to each of the Standing Committees identified in Article III: Compliance, Constitution & By-Laws, and Finance & Long-Range Planning for a two-year term; International Convention, and Liaison for a one-year term; and Section 7, 8, 9, & 10 for a three-year term. Thereafter, pursuant to Section 14, subsection A, all terms shall be for three years, according to the following schedule:

Compliance, Constitution & By-Laws, and Finance & Long-Range Planning

– 2018, 2021, 2024, 2027, 2030, 2033, 2036, 2039

International Convention, and Liaison

– 2017, 2020, 2023, 2026, 2029, 2032, 2035, 2038

Marketing and Communications, Sight and Hearing, and Youth

– 2019, 2022, 2025, 2028, 2031, 2034, 2037, 2040

- E. For the term commencing July 1, 2016, District 13 OH6 and 13 OH7 shall appoint/elect qualified Lions to each of the Standing Committees identified in Article III: Compliance, Constitution & By-Laws, and Finance & Long-Range Planning for a one-year term; International Convention, and Liaison for a three-year term; and Marketing and Communications, Sight and Hearing, and Youth for a two-year term. Thereafter, pursuant to Section 14, subsection A, all terms shall be for three years, according to the following schedule:

Compliance, Constitution & By-Laws, and Finance & Long-Range Planning

– 2017, 2020, 2023, 2026, 2029, 2032, 2035, 2038

International Convention, and Liaison

– 2019, 2022, 2025, 2028, 2031, 2034, 2037, 2040

Marketing and Communications, Sight and Hearing, and Youth

– 2018, 2021, 2024, 2027, 2030, 2033, 2036, 2039

- F. This Article III, Section 14 shall be effective July 1, 2015, with the exception that for Standing Committee terms commencing July 1, 2015, as outlined in the existing Article III, Section 12, said terms shall be filled from the existing Seven (7) Sub-districts A through H for a one-year term.

See Appendix 1 for a chart of this information.

Section 13: Limitations on Appointment/Elected Members

In the event that no member is available for appointment to a committee the District Governor Elect shall have the authority to extend the appointment of members to a committee for the period not to exceed one (1) year.

ARTICLE IV - STATE OFFICE BUILDING BOARD OF TRUSTEES

1. PURPOSE: To facilitate the smooth and efficient operation of the State Office Building, through responsible management of all fiduciary duties associated with operating a commercial enterprise.
2. MEMBERSHIP: Voting Trustees - Seven (7), one from each Sub-District of Multiple District 13-Ohio Lions, Inc., to be elected as hereinafter provided.
 - a. EX-OFFICIO MEMBERS:
 - i. A current Governor appointed by State Council.
 - ii. The current Council Chairman.
 - iii. A current member of the Finance & Long-Range Planning Advisory Committee (only if no elected member is an F&P member).
 - iv. The Multiple District Secretary and/or designee.
 - v. The Multiple District Treasurer.
 - b. CHAIRMAN: The Chairman of the Board of Trustees shall be a voting trustee and elected by the Board of Trustees to serve a one (1) year term, and shall have one (1) year previous experience on the State Office Building Board of Trustees or the Building Committee.
 - c. Vice Chairman: The Board of Trustees shall elect a Vice Chairman to serve in the absence or incapacity of the Chairman.
 - d. Recording Secretary: The Board of Trustees shall elect a recording Secretary for the Board of Trustees.
3. NOMINATIONS, ELECTIONS & TERM of OFFICE:
 - A. NOMINATIONS: Nominations for the elective Trustees shall be made during regular business sessions of the respective Sub-District Conventions.

- B. ELECTIONS: A majority of the certified Delegates at the regular business session, of the respective Sub-District Convention, shall elect the State Office Building Trustee in the same manner as all other elective officers within the Sub-District, excepting that of the District Governor.
- C. TERM of OFFICE: Trustees shall be elected to serve a three (3) year term, and are limited to two (2) consecutive terms or a major fraction thereof.
- D. ELECTION SCHEDULE: State Office Building Trustees shall be elected for a three (3) year term according to the following schedule.
 - 1. Beginning with elections held pursuant to ARTICLE IV – STATE OFFICE BUILDING BOARD OF TRUSTEES, Section D.1, above, all elections, as provided in Subsection 1, shall be held according to the following schedule to allow elections to be effective as of July 1 of the scheduled year and, thereafter, every three years following the initial election year, commencing with July 1, 2016. The purpose of the staggered election schedule outlined in this ARTICLE IV is to maintain experienced committee members.
 - 2. For the term commencing July 1, 2016, Districts 13 OH1, 13 OH2 and 13 OH3 shall elect qualified Lions to the State Office Building Board of Trustees, notwithstanding the provisions of Subsections 1 and 2, above, for a one-year term.
 - 3. For the term commencing July 1, 2017, Districts 13 OH1, 13 OH2 and 13 OH3 shall elect qualified Lions to the State Office Building Board of Trustees for a three-year term and, thereafter for three-year terms.
 - 4. For the term commencing July 1, 2016, Districts 13 OH4 and 13 OH5 shall elect qualified Lions to the State Office Building

Board of Trustees, notwithstanding the provisions of Subsection 1 and 2, above, for a two-year term.

5. For the term commencing July 1, 2018, Districts 13 OH4 and 13 OH5 shall elect qualified Lions to the State Office Building Board of Trustees for a three-year term and, thereafter, for three-year terms.
6. For the term commencing July 1, 2016, Districts 13 OH6 and 13 OH7 shall elect qualified Lions to the State Office Building Board of Trustees for a three-year term and, thereafter, for three-year terms.
7. Elections shall be held for the State Office Building Board of Trustees according to the following schedule, as detailed in Subsections 3 through 7, above.

<u>DISTRICT</u>	<u>YEAR</u>
OH1, OH2, OH3	2016, 2017, 2020, 2023, 2026, 2029, 2032
OH4 & OH5	2016, 2018, 2021, 2024, 2027, 2030, 2033
OH6 & OH7	2016, 2019, 2022, 2025, 2028, 2031, 2034

8. This Article IV, Section D shall be effective July 1, 2015, with the exception that for terms commencing July 1, 2015 as outlined in the existing Article IV, Section D, said terms shall be filled from the existing Sub-districts C, F & H for a one year term.
4. ELIGIBILITY: Any Lion from a Lions Club, both being in good standing in the Sub-District, is eligible to be elected State Office Building Trustee.
5. REMOVAL PROCEDURE: A Trustee can be removed from the Board of Trustees only for cause, as defined herein, by a 2/3 vote of the Trustee's Sub-District Cabinet.
 - a) REPLACEMENT: In the event that a Lion is removed from the Board, a replacement will be appointed by the Governor of the Sub-District to

serve until the next Sub-District Convention, at which time a Trustee will be elected to serve the remainder of the term.

- b) REMOVAL: For Cause Includes, but not limited to:
 - 1. Failure to fulfill the duties of Trustee as per the Policy Manual;
or
 - 2. Breach of a fiduciary duty.
 - c) CHAIRMAN REMOVAL: The Chairman may be removed only from the Chair's position, for failure to fulfill the responsibilities as specified in the Policy Manual. Upon the written request of at least two Trustees, the Council of Governor's shall discuss the issue and vote on the matter of removal. A majority vote of State Council is required to remove the Chairman.
6. AUTHORITY: All actions of the State Office Building Board of Trustees not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.
7. DUTIES & RESPONSIBILITIES: A description of the State Office Building Board of Trustee's responsibilities, accountabilities and principal duties is presented in the Multiple District 13 – Ohio Lions, Inc. Policy Manual.

ARTICLE V - GRANT COMMITTEES

The Council of Governors may appoint standing grant committees to facilitate and administer Lion programs and grants.

Section 1: MD13 Ohio Lions Quest Grant Committee

1. PURPOSE: The Quest Advocate Committee is charged with promoting the Quest program in MD13. The committee will assist in planning, promoting, and implementing Quest teacher workshops in conjunction with the Quest Grant committee (if there is an active LCIF Core Four Quest grant for MD13).
2. MEMBERSHIP: Voting members will be one Lion from each MD13 district. In addition, if attending and voting members of the MD13 Grant Committee are also voting members. The committee will elect a Chair, Vice Chair, and Secretary to serve as the leadership of the next year's committee.
3. EX-OFFICIO MEMBERSHIP: The current Council Chair and (if appointed) a Governor liaison will serve as non-voting ex-officio members of this committee.
4. AUTHORITY: All actions of this committee not otherwise assigned by the MD13 Constitution or MD13 Bylaws shall be subject to the approval of the Council of Governors.

ARTICLE VI – CONVENTION RULES AND PROCEDURE

Section 1: Convention Protocol

The flag of the United States of America shall be displayed prominently at all Convention sessions.

Section 2: Convention Program

The State Convention Committee shall work with the Multiple District Secretary in arranging the Convention program. After approval of the Convention program by the Council of Governors, the program shall be printed for distribution among the delegates. The program as printed shall be the order of the day for all sessions of the Convention. Changes to these orders can be made from time to time if two-thirds (2/3) of the Delegates vote in the affirmative.

Section 3: Convention Rules

- A. All regulations, reports of committees, communications, and all amendments proposed to them, and all motions such as are known to be Parliamentary practice as non-debatable may be debated from the floor before final action is taken on them, unless by two-thirds (2/3) vote the State Convention decides to dispose of them without debate.
- B. In debate, each Delegate, voting and non-voting, has the right to speak on the same question, on the same day, except on appeal, but cannot speak the second time as long as any Delegate who has not spoken before on that question, desires the floor.
- C. No Delegate shall speak longer than five (5) minutes at a time, except as provided in the order of the day, or by majority vote of the voting delegation.

- D. The Council of Governors, Committees of the State Organization, and the State Convention, may submit resolutions directly to the State Convention, and move action thereon.

Section 4: Proposed Amendments and Changes

All proposed amendments and changes to the Constitution and By-Laws shall be submitted in writing to the committee on Constitution and By-Laws, for their consideration and report to the state Convention per Constitution Article XIV, Section 1 & 2 and By-Laws Article IX, Section 1 & 2.

Section 5: Parliamentary Procedure

Robert's Rule of Order shall govern all parliamentary procedure except as otherwise provided in the Rules of Procedure adopted by the Convention.

ARTICLE VII - FISCAL YEAR

The fiscal year of Multiple District 13 – Ohio Lions, Inc., shall conform to the fiscal year of Lions International July 1st through June 30th.

ARTICLE VIII - AMENDMENTS

Section 1: Procedure for Amendments

Other than housekeeping language, these By-Laws can be amended only at a regular State Convention of Multiple District 13 – Ohio Lions, Inc., by a proposed amendment, which must first be presented to the Constitution and By- Laws Committee at least ninety (90) days prior to the Convention. Said proposed amendment shall be in writing and shall be duly signed by the Chairman on behalf of the State Council of Governors, or the Presiding Officer or Secretary, on behalf of a District Cabinet, or State Committee, or an active Lions Club. The Committee shall then cause in notice by regular post or authorized electronic means of the changes without recommendation thereof to be given to the Secretary of each Club, not less than thirty (30) days prior to the Multiple District 13 Convention.

For housekeeping language, these By-Laws can be amended by a majority vote of the MD13 Constitution and By- Laws Committee and by a majority vote of the MD13 Council of Governors.

“Housekeeping Language”, as used in this document, shall be defined as those provisions of the MD13 Ohio Lions By-Laws, which, by virtue of their subordinate status to the Lions Club International Constitution and By-Laws, must be replaced due to a conflict in the language of the provisions.

Section 2: Amendment Approval

For other than housekeeping language, the Constitution and By-Laws Committee shall then present the proposed amendment to the delegation and if adopted, it shall be by two-thirds (2/3) vote of registered delegates present and voting at the Multiple District 13 Convention. Each proposed amendment shall be voted separately.

ARTICLE IX - ADOPTION

For other than housekeeping language, these By-Laws shall be, and become in full force and effect, at the beginning of the fiscal year immediately following its adoption by a two-thirds (2/3) vote of the accredited delegates present and voting at the annual State Convention, unless otherwise specified in the proposed amendment.

For housekeeping language, these By-Laws shall be, and become in full force and effect immediately following its adoption.

APPENDIX 1 – APPOINTMENT OF ELECTION TO COMMITTEES (Starting July 1 of the listed year)

Section 1: Compliance, Constitution and Bylaws, and Finance and Long-Range Planning Committees

OH1	OH2	OH3	OH4	OH5	OH6	OH7
2016	2016	2016	2016	2016	2016	2016
2019	2019	2019	2018	2018	2017	2017
2022	2022	2022	2021	2021	2020	2020
2025	2025	2025	2024	2024	2023	2023
2028	2028	2028	2027	2027	2026	2026
2031	2031	2031	2030	2030	2029	2029
2034	2034	2034	2033	2033	2032	2032
2037	2037	2037	2036	2036	2035	2035

Section 2: International Convention Committee

OH1	OH2	OH3	OH4	OH5	OH6	OH7
2016	2016	2016	2016	2016	2016	2016
2018	2018	2018	2017	2017	2019	2019
2021	2021	2021	2020	2020	2022	2022
2024	2024	2024	2023	2023	2025	2025
2027	2027	2027	2026	2026	2028	2028
2030	2030	2030	2029	2029	2031	2031
2033	2033	2033	2032	2032	2034	2034
2036	2036	2036	2035	2035	2037	2037

Section 3: Marketing and Communications, Sight and Hearing, and Youth Committees

OH1	OH2	OH3	OH4	OH5	OH6	OH7
2016	2016	2016	2016	2016	2016	2016
2017	2017	2017	2019	2019	2018	2018
2020	2020	2020	2022	2022	2021	2021
2023	2023	2023	2025	2025	2024	2024
2026	2026	2026	2028	2028	2027	2027
2029	2029	2029	2031	2031	2030	2030
2032	2032	2032	2034	2034	2033	2033
2035	2035	2035	2037	2037	2036	2036

Section 4: Building Trustees and Liaison Committees

OH1	OH2	OH3	OH4	OH5	OH6	OH7
And	2016	2016	2016	2016	2016	2016
2017	2017	2017	2018	2018	2019	2019
2020	2020	2020	2021	2021	2022	2022
2023	2023	2023	2024	2024	2025	2025
2026	2026	2026	2027	2027	2028	2028
2029	2029	2029	2030	2030	2031	2031
2032	2032	2032	2033	2033	2034	2034
2035	2035	2035	2036	2036	2037	2037

Section 5: State Convention and Winter Retreat

OH1	OH2	OH3	OH4	OH5	OH6	OH7
2017	2017	2017	2017	2017	2017	2017
2020	2020	2020	2018	2018	2017	2017
2023	2023	2023	2021	2021	2020	2020
2026	2026	2026	2024	2024	2023	2023
2029	2029	2029	2027	2027	2026	2026
2032	2032	2032	2030	2030	2029	2029
2035	2035	2035	2033	2033	2032	2032
2038	2038	2038	2036	2036	2035	2035

APPENDIX 2 – VOTING OPTIONS

For any vote at any MD13 convention or any MD13 sub-district convention that calls for three or more choices to be made by the delegate, the presiding officer may choose to use Preferential voting as an alternative to multiple ballots when no person/choice receives a majority vote.

In the event of a tie vote on any issue, the issue fails. In the event of a tie between two Lion candidates, a revote occurs between the two candidates. In the event of another tie, a coin toss shall determine the winner.

END OF DOCUMENT

NOTHING FOLLOWS