Rev 2018-02-10

The International Association of Lions Clubs

CONSTITUTION AND BY-LAWS

DISTRICT 27 B2

NOTE: When proposing any changes to this Constitution and Bylaws be sure to check the Lions Club International Standard District Constitution and Bylaws for any portions of the document that are required.

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LIONS OF WISCONSIN - DISTRICT 27 B2
CONSTITUTION

ARTICLE I - NAME

This organization shall be known as Lions District No. 27 B2 of Wisconsin hereinafter referred to as the "district."

ARTICLE II - PURPOSES

The purposes of this district shall be:

- To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this district.
- To create and foster a spirit of understanding among the peoples of the world.
- To promote the principles of good government and good citizenship.
- To take an active interest in the civic, cultural, social and moral welfare of the community.
- To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.
- To better coordinate and direct effective leadership at all levels of Lionism in the 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 defined in the MD27 Constitution and Bylaws.

ARTICLE IV – EMBLEM, COLORS, SLOGAN, AND MOTTO

Section 1 - EMBLEM: The emblem of this association and each chartered club shall be of a design as follows:

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

Section 3 - COLORS: The colors of this association and of each chartered club shall be purple and gold.

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

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

ARTICLE V - SUPREMACY

The Standard Form District Constitution and By-Laws shall govern the district unless otherwise amended so as not to conflict with the Multiple District and International Constitution & By- Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the multiple district constitution and by-laws then the multiple district constitution and by-laws shall govern. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI – OFFICERS AND DISTRICT CABINET

Section 1 - OFFICERS: The officers of this district shall be 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. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2 - TERM OF OFFICE: The District Governor-Elect, 1st Vice District Governor-Elect and 2nd Vice District Governor-Elect shall assume the responsibilities of his/her office immediately upon adjournment of the International Convention which follows his/her election. He/she shall serve until the adjournment of the next following International Convention.

Section 3 - DISTRICT CABINET: 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, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, and such other club members as may be included in this section as amended in accordance with the amendment procedures contained herein**.**

Additional members of the district cabinet are defined in the District Policy document.

Section 4 - ELECTION/APPOINTMENT OF DISTRICT CABINET: The district governor and first and second vice district governors shall be elected at the annual convention of the district. The district governor shall appoint or the district shall elect 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, sergeant at arms and such other club members as may be included in the district cabinet.

Section 5 - REMOVAL: Members of the District Cabinet, other than the District Governor, First Vice District Governor, and Second Vice District Governor may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet.

ARTICLE VII – DISTRICT CONVENTION

NOTE: Any reference in this document to the District "Convention" shall also pertain to the District "Conference" as it is sometimes called.

Section 1 - TIME AND PLACE: An annual convention of the district shall be held in each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected by the delegates of a previous annual convention of the district and at a date and time fixed by the district governor. A meeting of the registered delegates of the district in attendance at the annual convention of the multiple district of which this district shall be a part may constitute the annual convention of the district.

The 27 B2 District Convention shall be held each year on the weekend which includes the first Friday and Saturday of November.

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

convention. All eligible delegates must be members in good standing of a club in good standing in this district. Delinquent dues may be paid and good standing acquired up to fifteen (15) days at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

Every Past District Governor who is a member in good standing of a Lions Club in the District shall be entitled to full delegate privileges at each District Convention. No Past District Governor shall be included in the delegate quota of his/her Club for any such Convention.

Section 3 - QUORUM: A majority of the registered 27 B2 Lions in attendance at the business session shall constitute a quorum for the transaction of non-balloted business except as otherwise provided in this Constitution or the Bylaws.

Section 4 - BUSINESS SESSION VOTING: Any other matter brought before the District Convention except amendments to the Constitution and Bylaws of the District 27 B2 Lions of Wisconsin shall be by voice vote unless a request is made for roll call by at least ten per cent of the registered Lions in attendance at the business session.

ARTICLE VIII – DISTRICT DISPUTE RESOLUTION PROCEDURE

Section 1 - DISPUTES SUBJECT TO PROCEDURE: All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the district (single or sub-) constitution and by-laws, or any policy or procedure adopted from time to time by the district (single or sub-) cabinet, or any other internal Lions district (single or sub-) matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district (single or sub-), or any club(s) and the district (single or sub-) administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, or, in the event the complaint is directed against the district governor, the immediate past district governor, conciliators or International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

Section 2 - COMPLAINTS AND FILING FEE: Any Lions club in good standing within the association (the "complainant") may file a written request with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor (a "complaint"), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-) which shall be submitted to the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US$100.00 shall be retained by the district (single or sub-) as an administrative fee and US$325.00 shall be refunded to the complainant and US$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US$100.00 shall be retained by the district (single or sub-) as an administrative fee and US$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US$100.00 shall be retained by the district (single or sub-) as an administrative fee and US$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3 - RESPONSE TO COMPLAINT: The respondent(s) to the complaint may file a written response to the complaint with the district governor or, in the event the complaint is directed against the district governor, immediate past district governor, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4 - CONFIDENTIALITY: Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor or, in the event the complaint is directed against the district governor, the immediate past district governor and conciliators should be kept confidential to the extent possible.

Section 5 - SELECTION OF CONCILIATORS: Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably past district governors, who are currently members in good standing of clubs in good standing in the district (single or sub-) in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the district (single or sub-) in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who is a member of a club in good standing outside the respective district (single or sub-). In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the district (single or sub-) in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district (single or sub-) in which the dispute arises or from an adjacent district (single or sub-), whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, or the conciliators.

Section 6 - CONCILIATION MEETING AND DECISION OF CONCILIATORS: Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX - AMENDMENTS

Section 1 - AMENDING PROCEDURE:

a. This constitution may be amended only at a district convention, by resolution presented per district policy and adopted by the affirmative vote of two-thirds (2/3) of the votes cast by secret ballot of the certified delegates to the district convention.

b. Typographical and grammar corrections may be made to the Constitution with the approval of the Cabinet.

Section 2 - AUTOMATIC UPDATE: When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3 - NOTICE: No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4 - EFFECTIVE DATE: Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

LIONS OF WISCONSIN - DISTRICT 27 B2
BY-LAWS

ARTICLE I - NOMONATIONS AND ENDORSEMENT – INTERNATIONAL THIRD VICE PRESIDENT AND INTERNATIONAL DIRECTOR 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 third vice-president shall:

a. Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon;
b. Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2 - NOMINATION: Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3 - NOMINATION AND SECONDING SPEECH: Each such nominee for endorsement shall be limited to one nominating speech of not more than five (5) minutes and one seconding speech of not more than three (3) minutes for each candidate.

Section 4 - VOTE: The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the convention and district. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue until one receives the required majority of the votes cast.

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

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

ARTICLE II – DISTRICT NOMINATIONS, ELECTIONS, AND APPOINTMENTS

Section 1 - DISTRICT ELECTIONS CHAIRMAN:

a. A District Elections Chairman shall be appointed by the District Governor and shall function in accordance with the provisions of the Multiple District Bylaws.

b. The District Elections Chairman shall receive all written nominations for the offices of District Governor, 1st Vice District Governor, 2nd Vice District Governor, Director of the Wisconsin Lions Foundation, Director of Lions Eye Bank of Wisconsin, Sturm Humanitarian Foundation Directors and the recommended future District Convention host/site(s) from any Club in good standing in the District by midnight on the last day of August and the Chairman shall immediately send a copy of all nominations to the State Office and the District Governor.

c. In the event the District Elections Chairman does not receive any nominations for an office by midnight on the last day of August, the Chairman shall immediately report this information in writing to the District Governor. The matter shall be referred to the District Cabinet for action to research and recommend at least one candidate for these offices before the District Convention.

d. Additional duties of the District Elections Chairman are detailed in the District policy manual.

Section 2 - NOMINATING/ELECTION COMMITTEE:

a. A District Elections Chairman shall be appointed by the District Governor and shall function in accordance with the provisions of the District and Multiple District Bylaws and policies.

b. The district governor shall appoint by written notification to the District Elections Chairman to be received at least sixty (60) days prior to the sub-district convention, a Nominating/Election Committee of not more than five (5) members nor less than three (3) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of their appointment hold any district cabinet or international office either by election or appointment.

c. The Nominating/Election Committee shall review and check the qualifications of all candidates for which written nominations have been received using the checklist in the attached exhibits. The Committee shall submit a certified list of the candidates nominated to the District Elections Chairman and the Cabinet Secretary by September 15th. This list shall be presented to the District Cabinet at its last meeting prior to the District Convention for recording the names in the minutes only. If no meeting of the District Cabinet is held between September 15th and the date of the District Convention, the names of candidates

shall be published on the District web site.

d. The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.

e. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

f. The District Elections Chairman shall present its report of the candidates for each District office at the business meeting of the District Convention.

Section 3 - NOMINATING SPEECHES: At the District Convention nominating speeches on behalf of candidates for District Governor, 1st and 2nd Vice District Governors, Director Wisconsin Lions Foundation, Sturm Humanitarian Foundation Directors and District Convention host(s)/site, Lions Eye Bank of Wisconsin, and such other offices to be filled at the convention shall be limited to one nominating speech of not more than five (5) minutes and one seconding speech of not more than three (3) minutes for each candidate.

Section 4 - NOMINATIONS FROM THE FLOOR AND WRITE-IN CANDIDATES: All nomination forms received after midnight on the last day of August shall not have the candidates appear on the printed ballot and shall be voted upon as "write-ins". Nominations from the floor shall not be afforded the opportunity to make nomination and seconding speeches.

Section 5 - NOMINATIONS DEADLINES: The District Elections Chairman shall receive all written resolutions to amend the Constitution or Bylaws by midnight on the last day of August and the Committee shall immediately send a copy of said resolutions to the District Governor and the District Resolutions chairman.

ARTICLE III – DISTRICT CONVENTION

Section 1 - RESPONSIBILITY: The District Cabinet shall be responsible for the supervision of all activities in connection with the District Convention.

Section 2 - OFFICERS: The members of the district cabinet shall be the officers of the annual district convention.

Section 3 - OFFICIAL CALL/NOTIFICATION: The district governor shall issue an official call by printed or electronic means to all clubs for the annual district convention not less than sixty (60) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 4 - CREDENTIALS COMMITTEE: The Credentials Committee of the district convention shall

be composed of the district governor, as chairperson, the cabinet secretary and/or treasurer and two other non-officers of the district appointed by the district governor. The Credentials Committee shall have the powers and perform the duties set5 forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 5 - CONVENTION HOST APPLICATION:

a. The host convention club(s)/site shall be selected two years in advance.

b. Applications from prospective convention host clubs shall be submitted following the procedure and deadlines outlined in the Nominations section of these Bylaws.

c. In the event that no application is received from any club, or if no qualified application is recommended by the District Convention Site Committee, the District Cabinet shall determine the location/host(s) of the Convention.

d. The District Cabinet shall be allowed to apply to host the District Convention following the same criteria as applying host clubs.

Section 6 - VOTING: The club/sites recommended by the District Convention Committee shall be voted upon by ballot by the registered delegates to the District Convention. The club/site receiving the highest number of votes shall be designated the convention host.

Section 7 - SITE CHANGE:

a. The district cabinet shall retain, and have, power to change at any time, for good reason, by a 2/3rds majority vote of the district cabinet, the convention site previously chosen.

b. Neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district.

c. The originally selected host club(s) shall incur all liabilities for any costs associated with the convention planning.

d. Notice of this site change shall be furnished in writing to each club in the district no less than thirty (30) days prior to the convening date of the annual convention.

Section 8 - ORDER OF CONVENTION BUSINESS:

a. 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.

b. The order of business of the convention shall be published in the convention program that is distributed to all registered convention attendees.

c. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the

District 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.

d. Resolutions shall not be introduced or read from the floor.

e. At the business meeting no person, except those who have been assigned speeches and discussions, shall be allowed to speak more than twice, nor more than three minutes each time, on any subject without the consent of the Convention attendees.

f. Any other non-balloted matter brought before the business meeting at the District Convention shall be by voice vote unless a request is made by at least ten per cent of the registered 27 B2 Lions in attendance at the business session for an alternate method of voting.

g. The certification of registered delegates shall occur before noon on the day of balloting for a minimum of two consecutive hours as published in the convention program.

h. The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

i. Voting will take place for a period of thirty (30) minutes at a predetermined location and time posted in the official convention program. 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. The Chairman of the District Elections Committee shall be the official timekeeper for purposes of this subsection.

j. Each delegate, upon surrender of his/her certified credential card, shall be entitled to one ballot.

k. The following message shall be printed on the back of each credential card: "This Credential Card MUST be certified by the Cabinet Secretary before noon on the day of balloting. No delegate or alternate will be permitted to vote unless his/her Credential Card is stamped by the Cabinet Secretary".

l. If the Cabinet Secretary is unable to fulfill the requirement of credential card certification, the District Governor shall designate an alternate.

Section 9 - OFFICIAL BALLOT:

a. The official ballot for District Governor, 1st and 2nd Vice District Governors, Director Wisconsin Lions Foundation, Sturm Humanitarian Foundation Directors and District Convention host(s)/site shall only contain the names of candidates who have filed papers by the last day of August. To be a valid candidate, these candidates and any write-in candidates must be formally nominated at the business meeting held during the District

Convention.

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

c. The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.

d. A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and the procedure defined in the International By-Laws shall apply.

e. A 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 majority vote.

Section 10 - REPLACEMENT OF CERTIFIED DELEGATES AND ALTERNATE DELEGATES:

a. To replace a delegate and/or alternate delegate already certified, the replacement must provide a certificate signed by two officers of the club, certifying that the replacement is eligible as an alternate delegate.

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

Section 11 - OFFICIAL REPORT: Within fifteen (15) days after the close of the sub-district convention, the cabinet secretary shall transmit one copy of the complete proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

ARTICLE IV – ELECTED DISTRICT OFFICER/POSITION QUALIFICATIONS

Section 1 - QUALIFICATIONS FOR DISTRICT GOVERNOR, 1ST VICE DISTRICT GOVERNOR, AND 2ND

VICE DISTRICT GOVERNOR:

a. Candidates for the office of 2nd Vice District Governor shall meet the following qualifications:
   1. Be an active member in good standing of a chartered Lions Club in good standing in District 27 B2.
   2. Secure the endorsement of his/her Lions Club or a majority of the Clubs in District 27 B2.
   3. Served 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.
   4. Served as Zone Chairman or Region Chairman or Cabinet Secretary and /or Cabinet Treasurer for a full term or major portion thereof.
   5. With none of the above being accomplished concurrently.

b. Candidates for the office of 1st Vice District Governor:
   1. shall meet all the qualifications of 2nd Vice District Governor
   2. must currently be serving as the 2nd Vice District Governor within the District from which he/she is to be elected.

c. Candidates for the office of District Governor:
   1. shall meet all the qualifications of 1st Vice District Governor
   2. must currently be serving as the 1st Vice District Governor within the District from which he/she is to be elected.
   3. Served one additional year on the District Cabinet

d. Candidates for the MD 27 organizations (i.e. Lions Eye Bank of Wisconsin, Wisconsin Lions Foundation) shall meet the qualifications set forth by these organizations.

e. Candidates for the office of Sturm Humanitarian Director shall meet the qualifications set forth in the Sturm Humanitarian Constitution and Bylaws.

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 prior to midnight on the last day of August, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidate(s) so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 3 - FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES: Any member of a club in the district seeking the office of first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee prior to midnight on the last day of August, and furnish evidence of his/her compliance with the qualifications for said office set out in

the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 4 - BALLOT: The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 5 - DISTRICT GOVERNOR VACANCY: In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the cabinet secretary and cabinet treasurer (or cabinet secretary/treasurer) and past district governors, past international directors and past international presidents in the district shall convene at a date, time and place called and determined by the immediate past district governor select a replacement for recommendation to the International Board of Directors.

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

a. Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.

b. Have served or will have served at the time he/she takes office as district governor:
    1. As officer of a Lions club for a full term or major portion thereof; and
    2. As a member of the district cabinet for two (2) full terms or major portion thereof.
    3. 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 GOVERNORS AND OTHER VACANCIES: Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws 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 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:
   1. As officer of a Lions club for a full term or major portion thereof; and
   2. As a member of the district cabinet for a full term or major portion thereof.
   3. With none of the above being accomplished concurrently.

ARTICLE V – DISTRICT APPOINTMENTS

Section 1 - REGION (if used) AND 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 president of a Lions club for a full term or major portion thereof, or with the approval of the District Governor after serving multiple terms as a club secretary or treasurer, and a member of the board of directors of a Lions club for no less than two (2) additional years.

c. It is highly recommended that a Region Chairman serve at least a one-year term as a Zone Chairman.

Section 2 - APPOINTMENT/ELECTION OF REGION/ ZONE CHAIRPERSON:
The district governor shall appoint, by the time he/she takes office, 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. A Region/Zone Chairperson appointee does not need to be a member of a club within the Region/Zone they are appointed.

Section 3 - REGION/ZONE CHAIRPERSON VACANCY: If any region chairperson or zone chairperson shall cease to be a member in good standing of a club in good standing, 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 VI – DUTIES OF DISTRICT OFFICERS/CABINET

Section 1 - DISTRICT GOVERNOR: Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her district. In addition, he/she shall be the chief administrative officer in his/her district and shall have direct supervision over the first and second vice district governor, region chairpersons, the zone chairpersons, the cabinet secretary and treasurer and such other cabinet members as may be provided for in this district constitution and by-laws. His/her specific responsibilities shall be to:

a. Administer and promote membership growth and new club development.

b. Administer and promote leadership development at the club and district levels.

c. Promote the Lions Clubs International Foundation and all service activities of the association.

d. Preside, when present, over cabinet, convention and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.

e. Promote harmony among the chartered Lions clubs.

f. Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.

g. The District Governor shall have the power to fill any non-elected Cabinet vacancy for the unexpired term.

h. At the discretion of the District Governor, ex-officio (non-voting) members may be appointed to the cabinet.

i. Ensure that each Lions club in the district be visited by district governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.

j. Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention.

k. Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.

l. Report to Lions Clubs International all known violations of the use of the association's name

and emblem.

m. 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.

n. No elected District Governor shall be permitted to succeed himself/herself.

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. Serve as the District Governor Team liaison between the District Global Membership Team, working as an active member of the District Global Membership Team along with the District Governor, Second Vice District Governor and other Global Membership Team members to establish and implement a district-wide plan for membership growth.

h. Work with the District Governor, Second Vice District Governor, and the Global Leadership Team to develop and implement a district-wide plan for leadership development.

i. Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.

j. At the request of the district governor, supervise other district committees.

k. Participate in the planning of the next year including the district budget.

l. Familiarize himself/herself with the duties of the district governor so that, in the event of a

vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 3 - SECOND VICE DISTRICT GOVERNOR: The second vice district governor, subject to the supervision and direction of the district governor, shall be an assistant in the administration of the district, and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

a. Further the purposes of this association.

b. Perform such administrative duties assigned by the district governor.

c. Perform such other functions and acts required by the International Board of Directors.

d. Participate in the cabinet meetings, and conduct meetings in the absence of the district Governor, and participate in council meetings as appropriate.

e. Familiarize himself/herself with the health and status of the clubs in the district, 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. Serve as the District Governor Team liaison between the District Global Leadership Team, working as an active member of the District Global Leadership Team along with the District Governor, First Vice District Governor and other Global Leadership Team members to establish and implement a district-wide leadership development plan.

i. Work with the District Governor, First Vice District Governor, and the Global Membership Team to develop and implement a district-wide plan for membership growth.

j. 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.

k. 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. 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 by-laws and rules of procedure adopted by the International Board of Directors.

Section 4 - CABINET SECRETARY-TREASURER: He/ she shall act under the supervision of the district governor. His/her specific responsibilities shall be to:

a. Further the Purposes of this association;

b. Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
   1. Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.
   2. Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.
   3. Make reports to the cabinet as the district governor or cabinet may require.
   4. Collect and receipt for all dues and taxes levied on members and clubs in the sub-district, deposit the same in such bank, or banks, or other financial institutions as the district governor shall determine and disburse the same by order of the district governor.
   5. Remit and pay over to the multiple district council secretary-treasurer the multiple district dues and taxes, if any, collected in the sub-district, and secure a proper receipt.
   6. Keep accurate books and records of account, and minutes of all cabinet and sub- district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.
   7. Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.
   8. Deliver, within 15 days, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
   9. Any disbursement exceptions to the approved annual budget over $250 must be approved by the Cabinet. The DG may authorize any disbursement exception under $250.

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.

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. In coordination with the District GMT Coordinator, play an active role in organizing new clubs and in strengthening weak clubs.

d. Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, District GMT Coordinator and district GLT Coordinator.

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

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

g. Promote the Club Quality Initiative, Club Excellence Process to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.

h. In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions with the zone about leadership development opportunities at the zone, district or multiple district.

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

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

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

l. 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.

m. Promote participation in the USA/Canada Lions Leadership Forum.

n. Additional duties and responsibilities of the Region Chair are outlined in the District policy manual.

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 (aka: Zone meetings) in his/her zone and as such chairperson to call regular meetings of said committee. The first meeting shall be held not later than October 1st; the second meeting shall be held not later than January 31st; the third not later than April 1st; and the fourth meeting is optional.

c. Endeavor to include the District GMT Coordinator and the GLT Coordinator and the District Governor Team as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership and leadership development and how these teams and the District Governor Team may assist with membership and leadership development within the zone.

d. Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor, District GMT Coordinator and District GLT Coordinator and region chairperson.

e. Promote the Club Quality Initiative to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.

f. In coordination with the District GMT Coordinator, play an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her zone.

g. In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.

h. Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.

i. Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.

j. Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.

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

l. Promote participation in the USA/Canada Lions Leadership Forum.

m. 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 and the District GLT Coordinator – particularly with respect to weaknesses he/she may have discovered (copy to district governor).

n. Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

o. Additional duties and responsibilities of the Zone Chair are outlined in the District policy manual.

Section 7 - DISTRICT GOVERNOR'S CABINET: (heretofore known as the Cabinet) The Cabinet is the deliberative and administrative body of the District. The Cabinet reviews and takes action on plans and policies proposed by the District Governor.

The district governor's cabinet shall:

a. Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.

b. The Cabinet shall receive reports and recommendations from the Clubs and Zones through the Region Chairmen (if used) and Zone Chairmen. The Cabinet shall also receive reports and recommendations from committee chairmen as described in the District policy manual.

c. Supervise the collection of all dues and taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district through the approved District budget.

d. Confirm that the Cabinet Secretary/Treasurer is covered by a surety bond by the state office.

e. Secure, at each Cabinet meeting or more frequently, sub-district financial reports from the cabinet treasurer (or secretary-treasurer).

f. The Cabinet shall make provisions for an audit of the books and records of the Cabinet Treasurer by a competent auditor or by an auditing committee at the close of each fiscal year.

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

ARTICLE VII – DISTRICT COMMITTEES

Section 1 - DISTRICT GOVERNOR'S ADVISORY COMMITTEE: (aka: THE ZONE MEETING).
The Committee shall be an advisory body from its Zone to the District Governor and his/her Cabinet. It shall represent all of the Clubs in the Zone in that capacity: It serves in an advisory capacity only. It shall be composed of the Zone Chairman, the President, Secretary, and Membership Chairman of each Club in the Zone. The Zone Chairman shall be the Chairman of the Advisory Committee.

a. The District Governor's Advisory Committee shall convey information and recommendations in the Zone, Region and District to the District Governor and his/her Cabinet through its Zone Chairman or Region Chairman.

b. The District Governor's Advisory Committee members shall convey information and recommendations from LCI, the Multiple District, and the District to their club members.

c. The District Governor's Advisory Committee shall assist the Zone Chairman in his/her endeavor to have every Club within the Zone operating under the Lions Clubs International Standard Club Constitution and Bylaws, the District and Multiple District Constitutions and Bylaws and district policy manual.

d. The District Governor's Advisory Committee also promotes attendance from the Clubs in the Zone at the annual District, State, International Conventions/Conferences and USA/Canada Lions Leadership Forum.

Section 2 - DISTRICT GOVERNOR'S HONORARY COMMITTEE:

a. The district governor may appoint a District Governor's Honorary Committee composed of past international officers who are members in good standing of clubs within the sub-district.

b. This committee shall meet when and as called upon by the district governor.

c. It shall act under the direction of the district governor in the promotion of harmony throughout the district.

Section 3 - DISTRICT CABINET COMMITTEES:

a. The district governor may establish and appoint such other ad hoc committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district.

b. Voting privileges of Committee chairs are defined in District policy.

Section 4 - PAST DISTRICT GOVERNORS: The Past District Governors in the District are invited to attend the meetings of the Cabinet. Their participation in business matters of the Cabinet shall be advisory. Past District Governors are granted voting privileges when serving as a Committee Chairman as described in the District policy.

ARTICLE VIII - MEETINGS

Section 1 - DISTRICT CABINET MEETINGS:

a. Regular: Four regular meetings of the cabinet shall be held (preferably in each quarter of the fiscal year), with the first of which should be held within forty-five (45) days after the adjournment of the preceding international convention. One meeting of the cabinet will be held in conjunction with the district convention. Ten (10) days written (including letters, electronic mail, facsimile transmission, or cable) 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: The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.

d. Vote: The voting privilege shall extend to all members of the district cabinet as defined in the District 27 B2 policy.

Section 2 - ALTERNATIVE MEETING FORMATS: Regular and/or special meetings of the district cabinet may be held through the use of alternative meeting formats, such as teleconference and/or web conference as determined by the district governor.

Section 3 - BUSINESS TRANSACTED BY MAIL: The district cabinet may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the district cabinet. Such action may be initiated by the district governor or any three (3) officers of the district.

Section 4 - REGIONS AND ZONES:

a. Organizational. Regions and zones shall be subject to change by the district governor, when in his/her sole discretion; he/she shall deem the same necessary to the best interests of the district and the association. The district should be divided into regions of a minimum of ten (10) Lions clubs. Each regions should be divided into zones of between eight (8) and four (4) Lions Clubs, giving due regard to the geographical locations of the clubs.

b. Region 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, may be held during the fiscal year at times and places fixed by the region chairperson of the respective region or other District officers.

c. Zone Meetings. Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

ARTICLE IX – DISTRICT ADMINISTRATIVE FUND

Section 1 - DISTRICT REVENUE: To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative fund dues of a dollar amount to be set by district policy is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments by September tenth of each year to cover the semi-annual period July 1 to December 31; and by March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said dues shall be paid to the cabinet treasurer (or secretary-treasurer) by each club in the district, except newly chartered and reorganized clubs, which shall collect and pay said dues on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said dues shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement therefrom shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2 - DISTRICT ADMINISTRATIVE EXPENSES: District administrative expenses shall be approved in the annual budget by the district governor's cabinet.

Section 3 - REMAINING FUNDS: In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall remain in said district administrative fund and become available for future district administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

ARTICLE X – DISTRICT PROJECT FUNDS

Section 1 - SEPARATION OF FUNDS: All funds maintained as District Project Funds shall be kept in separate account(s) from any Administrative Funds.

Section 2 - DEFINITION OF ACCOUNTS: The definition and control of all District Project Funds is covered in District policy.

ARTICLE XI - MISCELLANEOUS

Section 1 - DISTRICT GOVERNOR EXPENSES – INTERNATIONAL CONVENTION: Expenses of the district governor in connection with his/her attending the international convention may be considered a district administrative expense. Reimbursement for such expenses may be made by the district on the same basis as outlined in the General Reimbursement Policy of Lions Clubs International.

Section 2 - FINANCIAL OBLIGATIONS: The district governor and his/her cabinet shall not incur obligations in any fiscal year which will create an unbalanced budget or deficit in said fiscal year.

Section 3 - CABINET SECRETARY-TREASURER BOND: The cabinet secretary-treasurer and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 4 - AUDIT OR REVIEW OF BOOKS: The district governor's cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the cabinet secretary and cabinet treasurer (or secretary/treasurer). The annual audit shall be completed by the first meeting of the new cabinet. Audit procedures are covered in the district policy.

Section 5 - COMPENSATION: No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary or 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 - 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.

Section 8 - STURM HUMANITARIAN FOUNDATION, INC: This project shall be governed by its own Articles of Incorporation and Bylaws incorporated herein by reference.

Section 9 - LOCAL AND DISTRICT PROJECTS: No project which involves Lions shall be authorized, undertaken, sponsored or promoted by anyone without the written approval of:

a. The local Lions Club, if the project is of a local nature

b. The District Governor's Cabinet, if the project involves Lions or Lions Clubs within the District.

c. The Council of Governors, which approves state wide projects and do not require local or district approval.

Section 10 - MEMBERSHIP LISTS: No list of members of the Lions of District 27 B2 shall be furnished to any person, business or organization requesting the same for their personal advantage or gain.

ARTICLE XII - AMENDMENTS

Section 1 - AMENDING PROCEDURE:

a. These Bylaws may be amended only at the District Convention/Conference by resolution presented per district policy, and adopted by a majority affirmative vote cast by secret ballot of the certified delegates to the district convention.

b. Typographical and grammar corrections may be made to the Bylaws with the approval of the Cabinet.

Section 2 - AUTOMATIC UPDATE: When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3 - NOTICE: No amendment shall be so reported or voted upon unless the same shall have been by printed or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

Section 4 - EFFECTIVE DATE: Each amendment shall take effect at the close of the convention at

which adopted unless otherwise specified in the amendment.

End of the Constitution and Bylaws

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EXHIBIT A

Nominating Committee Checklist - District Governor Candidate

This checklist must be completed for each candidate and submitted to the Elections Chairperson by midnight on August 31st.

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Election: _____

Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:

- ☐ Candidate is an active member in good standing of a chartered Lions Club in good standing (*) in his/her single or sub-district.
- ☐ Candidate is endorsed by his/her Lions Club or a majority of the Lions Clubs in the District
- ☐ Candidate is currently serving as the First Vice District Governor within this District

In the event the current First Vice District Governor does not stand for election as District Governor, or if a vacancy in the position of First Vice District Governor exists at the time of the District Convention, the candidate fulfils the following qualifications:

- ☐ Club President – Year(s) they served in the position (ex: 2003-04): _____
- ☐ Club Board of Directors: (Minimum 2-years served)
  - Position: _____ Year(s) served: _____
  - Position: _____ Year(s) served: _____
- ☐ District Cabinet (check all that apply)
  - ☐ Zone or Region Chairperson: Year(s) served: _____
  - ☐ Cabinet Secretary and/or Treasurer: Year(s) served: _____
  - ☐ One (1) additional year as a member of the District Cabinet
    - Position: _____ Year(s) served: _____
- ☐ With none of the above being accomplished concurrently

**Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the election to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for District Governor in accordance with the International By-Laws.

Nominating Committee Chairperson: _____ Date: _____

Nominating Committee Member: _____ Date: _____

Date of Nominating Committee Meeting: _____

EXHIBIT B

Nominating Committee Checklist - First Vice District Governor Candidate

This checklist must be completed for each candidate and submitted to the Elections Chairperson by midnight on August 31st.

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Election: _____

Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:

- ☐ Candidate is an active member in good standing of a chartered Lions Club in good standing (*) in his/her single or sub-district.
- ☐ Candidate is endorsed by his/her Lions Club or a majority of the Lions Clubs in the District
- ☐ Candidate is currently serving as the Second Vice District Governor within this District

In the event the current Second Vice District Governor does not stand for election as First Vice District Governor, or if a vacancy in the position of Second Vice District Governor exists at the time of the District Convention, the candidate fulfils the following qualifications:

- ☐ Club President – Year(s) they served in the position (ex: 2003-04): _____
- ☐ Club Board of Directors: (Minimum 2-years served)
  - Position: _____ Year(s) served: _____
  - Position: _____ Year(s) served: _____
- ☐ District Cabinet (check all that apply)
  - ☐ Zone or Region Chairperson: Year(s) served: _____
  - ☐ Cabinet Secretary and/or Treasurer: Year(s) served: _____
- ☐ With none of the above being accomplished concurrently

**Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the election to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for First Vice District Governor in accordance with the International By-Laws.

Nominating Committee Chairperson: _____ Date: _____

Nominating Committee Member: _____ Date: _____

Date of Nominating Committee Meeting: _____

EXHIBIT C

Nominating Committee Checklist - Second Vice District Governor Candidate

This checklist must be completed for each candidate and submitted to the Elections Chairperson by midnight on August 31st.

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Election: _____

Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:

- ☐ Candidate is an active member in good standing of a chartered Lions Club in good standing (*) in his/her single or sub-district.
- ☐ Candidate is endorsed by his/her Lions Club or a majority of the Lions Clubs in the District
- ☐ Club President – Year(s) they served in the position (ex: 2003-04): _____
- ☐ Club Board of Directors: (Minimum 2-years served)
  - Position: _____ Year(s) served: _____
  - Position: _____ Year(s) served: _____
- ☐ District Cabinet (check all that apply)
  - ☐ Zone or Region Chairperson: Year(s) served: _____
  - ☐ Cabinet Secretary and/or Treasurer: Year(s) served: _____
- ☐ With none of the above being accomplished concurrently

**Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the election to ensure that his/her club pay outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for Second Vice District Governor in accordance with the International By-Laws.

Nominating Committee Chairperson: _____ Date: _____

Nominating Committee Member: _____ Date: _____

Date of Nominating Committee Meeting: _____

EXHIBIT D

Standard Ballot District Governor, First Vice District Governor & Second Vice District Governor Elections

Sample 1: Ballot where there is only one (1) candidate:

Instructions: Clearly indicate your vote by placing an X in the box indicating a Yes or No vote for the candidate:

Position	Name	Yes	No
District Governor			
	Candidate A	X	

Sample 2: Ballot where there are two (2) candidates:

Instructions: Clearly indicate your vote by placing an X in the box after the name of the candidate you are casting your vote for:

Position	Name	Vote
First Vice District Governor		
	Candidate A	X
	Candidate B	

a. In the event there are two candidates for any office; the candidate receiving the highest number of votes cast shall be declared elected. In case of a tie vote, the tied candidates shall be summoned to the place of voting immediately upon confirmation of the tie vote by the Chairman of the District Elections Committee. At that time, in the presence of the members of the District Elections Committee, the Chairman of the District Elections Committee shall assign heads or tails to each of the two candidates, and toss a coin allowing it to fall to the floor. The winner of the toss shall be declared the winner of the election.

Sample 3: Ballot where there are three (3) or more candidates:

Note: there are a few different options when there is more than one candidate. If time permits, you may have the voter indicate their selection next to the candidate they wish to vote for. If no candidate receives a majority of the votes, then the candidate with the lowest amount of votes is dropped off the ballot and another vote is taken (The ballot would look like Sample #2 above with additional candidate names). This process would continue until a candidate receives the required number of votes. As most districts do not have the time to conduct such a lengthy process, the option of Preferential Voting allows the voter to complete one ballot. Following is an example of a Preferential Voting Ballot:

Instructions. Indicate your preference by clearly marking next to each candidate's name a number (1, 2, 3 or 4) indicating your preference in the order in which you would elect the candidate (i.e., 1, representing highest preference, 2 – next preference, etc.).

Position	Name	Preference Rank
Second Vice District Governor		
	Candidate A	4
	Candidate B	1
	Candidate C	2
	Candidate D	3

<u>Rules for Preferential Voting</u>:

1. On the preferential ballot - for each office to be filled the voter is asked to indicate the order in which he prefers all the candidates, placing the numeral 1 beside his first preference, the numeral 2 beside his second preference, and so on for every possible choice.
2. In counting the votes for a given office, the ballots are arranged in piles according to the indicated first preferences – one pile for each candidate.
3. The number of ballots in each pile is then recorded for the tellers' report. These piles remain identified with the names of the same candidates throughout the counting procedure until all but one are eliminated as described below.
4. If more than half of the ballots show one candidate indicated as first choice, that choice has a majority in the ordinary sense and the candidate is elected. But if there is no such majority, candidates are eliminated one by one, beginning with the least popular, until one prevails, as follows:
   a. The ballots in the thinnest pile – that is, those containing the name designated as first choice by the fewest number of voters – are redistributed into the other piles according to the names marked as second choice on these ballots.
   b. The number of ballots in each remaining pile after this distribution is again recorded.
   c. If more than half of the ballots are now in one pile, that candidate is elected. If not, the next least popular candidate is similarly eliminated, by taking the thinnest remaining pile and redistributing its ballots according to their second choices into the other piles, except that, if the name eliminated in the last distribution is indicated as second choice on a ballot, that ballot is placed accordingly to its third choice.
   d. Again the number of ballots in each existing pile is recorded, and if necessary, the process is repeated – by redistributing each time the ballots in the thinnest remaining pile, according to the marked second choice or most-preferred choice among those not yet eliminated – until one pile contains more than half of the ballots, the result being thereby determined.

e. The tellers' report consists of a table listing all candidates, with the number of ballots that were in each pile after each successive distribution.

5. If a ballot having one or more names not marked with any numeral comes up for placement at any stage of the counting and all of its marked names have been eliminated, it should not be placed in any pile, but should be set aside.
6. If at any point two or more candidates are tied for the least popular position, the ballots in their piles are redistributed in a single step, all of the tied names being treated as eliminated.
7. In the event of a tie in the winning position – which would imply that the elimination process is continued until the ballots are reduced to two or more equal piles – the election should be resolved in favor of the candidate that was strongest in terms of first choice (by referring to the record of the first distribution).

EXHIBIT E

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 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 within 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.
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. In the event of only one nominee, the ballot shall include the option for voting Yes or No per the standard ballot example.
e. A majority vote shall be necessary to recommend a member for appointment as vice district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

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

Rule 8. The International Board of Directors, pursuant to 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 recommended 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 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 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 F

RULES OF PROCEDURE: SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS FIRST OR SECOND VICE DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws 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.

Rule 2. 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 written invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The 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.

Rule 3. The district governor/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.
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. In the event of only one nominee, the ballot shall include the option for voting Yes or No per the standard ballot example.
e. A majority vote shall be necessary to recommend a member for appointment as vice district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

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

Lions Clubs International

CODE OF ETHICS

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

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

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

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

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

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

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

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

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