



**District  
22-C**



**LIIONS**  
**Constitution**  
**&**  
**By Laws**  
**INTERNATIONAL**

**Revised September 4, 2017**

**DISTRICT 22-C CONSTITUTION**

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**LIONS CLUBS INTERNATIONAL DISTRICT 22-C**  
**CONSTITUTION AND BY-LAWS**  
(REVISED PRINTING –(9/2/2017))

**CONSTITUTION**

**ARTICLE I**

**Name**

This organization shall be known as District 22-C, Lions Clubs International, hereinafter referred to as “District”.

**ARTICLE II**

**Purposes**

The purposes of this district shall be:

- (a) To provide an administrative structure to advance the Purposes of Lions Clubs International in this district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) 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.

**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 the Lions Clubs in Washington, D.C., and the Maryland counties of Calvert, Charles, Montgomery, Prince George’s and St. Mary’s that are chartered by Lions Clubs International.

**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 the District shall be the District Governor, the Immediate Past District Governor, First and Second Vice District Governors, Cabinet Secretary, Cabinet Treasurer, Region Chairpersons (if the position is utilized during the District Governor's term) and Zone Chairpersons. The members of the district cabinet shall be the officers of the district. Each such officer shall be a member in good standing of a Lions club and in good standing in the District.

Section 2. **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 Chairperson, a Cabinet Secretary and a Cabinet Treasurer, and such other club members as may be included in this selection as amended in accordance with the amendment procedures contained herein.

**Section 3. ELECTION / APPOINTMENT OF DISTRICT CABINET.** The District Governor and First and Second Vice District Governors shall be elected at the annual Multiple District 22 convention. The District Governor shall appoint, by the time he/she takes office, a Cabinet Secretary, a Cabinet Treasurer, one Region Chairperson (if the position is utilized during the District Governor's term) for each Region and one Zone Chairperson for each zone in the District. The District Governor may also establish and appoint other members to the cabinet, as he/she deems necessary and appropriate for efficient operations of the District (such as Administrative Assistant, District Membership Director, etc.) Persons appointed to such positions shall be deemed voting members of the District cabinet.

Section 4. **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**  
**Multiple District Convention**  
**(See MD-22's Constitution and By-Laws)**

**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 constitution and by-laws, or any policy or procedure adopted from time to time by the district cabinet, or any other internal Lions district matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district or any club(s) and the district 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 the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during the 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 the procedure. The complaint must be filed with the district governor 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, payable by each complainant to the district 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 that the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, \$100.00 shall be retained by the district as an administrative fee and \$325.00 shall be refunded to the complainant and \$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, \$100.00 shall be retained by the district as an administrative fee and \$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, \$100.00 shall be retained by the district as an administrative fee and \$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 be retained by the district as an administrative fee and shall not be returned to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district, unless established district policy provides that all expenses incurred relative to the 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, the 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 conciliator shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliator's 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 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 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. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the or outside the district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district in which the dispute arises or from an adjacent district whichever is closest in proximity shall be appointed as conciliator/chairperson. The time limits in this Section 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, the conciliators.

Section 6. **CONCILIATION MEETING & 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 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, 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 Constitution 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.** This constitution may be amended only at the annual Multiple District 22 convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. **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 Multiple District 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.

## **BY-LAWS**

### **ARTICLE I**

#### **Meetings**

Section 1. **DISTRICT CABINET MEETINGS.**

- (a) **Regular.** A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding international convention. Ten (10) days written notice of meetings setting forth a date, time and place determined by the District Governor shall be given to each member by the Cabinet Secretary.
- (b) **Special.** Special meetings of the cabinet may be called by the District Governor at his/her discretion and shall be called upon written request made to the District Governor or the Cabinet Secretary by a majority of the members of the cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the District Governor, shall be given to each member by the Cabinet Secretary.
- (c) **Quorum and Vote.** The attendance of a majority of the members of the cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to the District Governor, the Immediate Past District Governor, First and Second Vice District Governor, the Region Chairpersons, Zone Chairpersons, Cabinet secretary, Cabinet Treasurer and such other cabinet officers appointed by the District Governor.
- (d) **District 22-C Advisory Meeting.** The District Governor shall hold two (2) District 22-C Advisory Meetings during the fiscal year. The first to be held in July or August where the District Governor will present his/her program and agenda for the year. The second to be held in March where the cabinet, district committee and club accomplishments of the year are reviewed. Also during this meeting, candidates for the offices of District Governor and First and Second Vice District Governors are provided an opportunity to speak for five (5) minutes. The District cabinet, club presidents, secretaries, treasurers and interested Lions are requested to attend. At the discretion of the District Governor, both such meetings may be held jointly with cabinet meetings.

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 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 no more than sixteen (16) and no less than ten (10) Lions clubs. Each regions should be divided into zones of between eight (8) and four Lions Clubs, giving due regard to the geographical locations of the clubs.
- (b) **Regional Meetings.** Meetings of representatives of all clubs in a region, with the Region Chairperson (if the position is utilized during the District Governor's term) or other District cabinet member as may be assigned by the District Governor presiding, should be held during the fiscal year at times and places fixed by the Region Chairperson of the respective region.
- (c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the Zone Chairperson presiding, shall be held within ninety (90) days after the adjournment of the preceding International convention, the second in the month of November and the third in the month of February or March and a fourth meeting approximately thirty (30) days prior to the multiple district convention.

## **ARTICLE II**

### **Nominations and Endorsement Second 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 Second Vice-President shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and to the multiple district council secretary no less than 30 days prior to the convening date of the multiple district convention at which such question of endorsement is to be voted upon; and,
- (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. **SECONDDING SPEECH.** Each such nominee for endorsement shall be entitled to one seconding speech of no more that three (3) minutes in duration.

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

## **ARTICLE III**

### **District Nominations, Elections and Appointments**

**Section 1. NOMINATING COMMITTEE.** The district governor shall appoint by written notification received at least sixty (60) days prior to the Multiple District 22 convention, a Nominating Committee of not more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district and shall not at the time of their appointment hold any district or international office.

**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 the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the Multiple convention the name(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 the first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of the report to the convention and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the multiple 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 only 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 Governor, the Region Chairpersons, Zone Chairpersons, the Cabinet Secretary and Cabinet Treasurer and the District Governor's Honorary Committee shall convene at a date, time and place called and determined by the Immediate Past District Governor to select a replacement for recommendation to the International Board of Directors. In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of District Governor, he/she must:

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

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

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

Any vacancy in the office except that of District Governor and First and Second Vice District Governor shall be filled by appointment from the District Governor for the unexpired term. In event of a vacancy arising in the office of First or Second Vice District 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 Vice District Governor for the remainder of the term. In filling said vacancy, it shall be the duty of the District Governor, or if not available, the most recent Past District Governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the International office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

In order for the Lion to be eligible and qualified to be selected to fill a vacancy in the office of 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 district; and,
- (b) Have served or will have served at the time he/she takes office as vice district governor:
  - (i) As president of a Lions club for a full term or major portion thereof;
  - (ii) As a member of the district cabinet for a full term or major portion thereof; and,
  - (iii) With none of the above being accomplished concurrently.

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

**Section 7. REGION/ZONE CHAIRPERSON QUALIFICATIONS.** Each Region and Zone Chairperson shall:

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

**Section 8. REGION/ZONE CHAIRPERSON VACANCY.** If any Region or Zone Chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the District Governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of Region Chairperson for the remainder of the term.

## ARTICLE IV

### Duties of the 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 and Zone Chairpersons, Cabinet Secretary, Cabinet Treasurer and other cabinet members as may be provided for in this District constitution and by-laws. His/her specific responsibilities shall be:

- (a) Oversee the Global Membership Team at the district level and administer and promote membership growth and new club development;
  - (b) Oversee the Global Leadership Team at the district level and 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) Endeavor to visit each club at least once during his/her term of office;
  - (g) Exercise such supervision and authority over cabinet officers and District committee appointees as is provided in this constitution and by-laws;
  - (h) Submit a current itemized statement of total District receipts and expenditures to his/her District at the annual business meeting of the district at the Multiple District convention;
  - (i) Deliver, forthwith, at the termination of his/her term of office, all District accounts and records to his/her successor in office.;
  - (j) Report to Lions Clubs International all known violations of the use of the association's name and emblem; and,
- Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

**Section 2. FIRST VICE DISTRICT GOVERNOR.** The First Vice District Governor, subject to the supervision and direction of the District Governor, shall be chief administrative assistant to the District Governor. His/her specific responsibilities shall be, but not limited to:

- (a) Further the purposes of this association;
- (b) Perform such administrative duties as may be assigned to him/her by the District Governor;
- (c) Perform such other functions and acts as may be required by the International Board of Directors;
- (d) Participate in all cabinet and council meetings and conduct all meetings in the absence of the District Governor;
- (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) At the request of the District Governor, supervise other District committees;
- (j) Participate in the planning of the next year including the District budget; and,
- (k) 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 bylaws 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) Serve as the District Governor Team liaison between the District Global Leadership Team, working along with the District Governor, First Vice District Governor and other Global Team members to establish and implement a district-wide leadership development plan;
- (h) 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;
- (i) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF;
- (j) Work with the District Information, Technology Committee and assist the committee to promote the use of the association's web site and the internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.;
- (k) At the request of the District Governor, supervise other District committees;
- (l) Assist the District Governor, First Vice District Governor and the cabinet in planning of the next year, including the District budget; and,
- (m) Familiarize himself/herself with the duties of the District Governor so that, in the event of a vacancy in the office 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 First 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.** He/she shall act under the supervision of the District Governor. His/her specific responsibilities shall be to:

- (a) 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, the office of Lions Clubs International and have copies available for inspection by any club member in the district;
- (b) Take and keep minutes of the district convention meetings and furnish copies of the same to Lions Clubs International, the District Governor and the District Governor elect;
- (c) Assist the District Governor and the cabinet in conducting the business of the District and perform such other duties as are specified, or implied, in this constitution and by-laws, or as may be assigned to him/her from time-to-time by the District Governor;
- (d) Make an annual report to the cabinet and such other reports as the District Governor or cabinet may require;
- (e) Perform such other functions and acts as may be required by directives of the International Board of Directors; and,
- (f) Further the Purposed of the association.

**Section 5. CABINET TREASURER.** He/she shall act under the supervision of the District Governor. His/her specific responsibilities shall be to:

- (a) Collect and record all per capita taxes levied hereunder on members and clubs in the District and such other monies as may be due the District, deposit same in such depository (or depositories) as the cabinet shall authorize and disburse same by order of the District Governor or the cabinet in accordance with the provisions outlined in this constitution and by-laws;
- (b) Remit to the Multiple District Council Treasurer the multiple district per capita tax collected in the district no later than November 1 and April 1, respectively;
- (c) Keep accurate books and records of accounts and permit inspection of the same by the District Governor, any cabinet member and any club (or other authorized agent of them) at any reasonable time for any proper purpose. Upon direction of the District Governor or of the cabinet, he/she shall

furnish such books and records as requested to any competent auditor appointed by the District Governor or cabinet;

- (d) Keep separate bank accounts for administrative and activities funds. Disbursement checks and/or withdrawals of district funds of one hundred dollars (\$100) and over must bear the signatures of the district governor and the cabinet treasurer or the cabinet secretary. Payments or withdrawals less than one hundred dollars (\$100) may be made with only one (1) signature from any one of these three persons; and,
- (e) Perform such other functions and acts as may be required by the International Board of Directors.

**Section 6. REGION CHAIRPERSON. (if the position is utilized during the District Governor's term)** The Region Chairperson is subject to the supervision and direction of the District Governor. He/she shall be the chief administrative officer in his/her region. His/her specific responsibilities should be:

- (a) Further the purposes of this association;
- (b) Supervise the activities of the Zone Chairpersons in his/her region and such District committees 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 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) Promote the Club Excellence Process to the clubs within the zone and work in concert with the District GMT Coordinator, the District GMT Coordinator and the District Governor Team to implement the program within the Zone;
- (g) Endeavor to have every club in his/her Region operating under a duly adopted club constitution and by-laws;
- (h) Promote representation at International and Multiple District conventions by a least the full quota of delegates to which clubs in his/her region are entitled;
- (i) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the District Governor;
- (j) Perform such additional assignments as shall be given to him/her from time to time by the District Governor; and,
- (j) Perform such other functions and acts as may be required by the International Board of Directors through a Region Chairperson's manual and other directives.

In the event the Region Chairperson for any reason cannot or does not, in the judgment of the District Governor, perform the duties of his/her office, or in the event the office is for any reason vacated, the District Governor shall appoint a successor to serve for the unexpired term.

**Section 7. ZONE CHAIRPERSON.** The Zone Chairperson is subject to the supervision and direction of the District Governor and/or Region Chairperson. He/she shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be as follows:

- (a) Further the purposes of this association;
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her Zone and as such chairperson to call regular meetings of said committee;
- (c) Endeavor to include the District GMT Coordinator and the GLT Coordinator and the District Governor as special guest 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, Region Chairperson, District GLT Coordinator, and District GLT Coordinator;

- (e) Promote the 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;
- (f) In coordination with the District GLT 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 Multiple District conventions by at least the full quota of delegates to which clubs in his/her Zone are entitled;
- (l) Visit a regular meeting of each club in his/her Zone once or more during his/her term of office, reporting his/her findings to the Region Chairperson – particularly with respect to weaknesses he/she may have discovered (copy to the District Governor); and,
- (m) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

In the event the Zone Chairperson for any reason cannot or, in the judgment of the District Governor, does not perform the duties of his/her office, or in the event the office is for any reason vacated, the District Governor shall appoint a successor to serve for the unexpired term.

Section 8. **DISTRICT GOVERNOR'S CABINET.** The District Governor's cabinet shall:

- (a) Assist the District Governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the District;
- (b) Receive, from the Region Chairperson or other assigned District cabinet members, reports and and recommendations which concern the clubs and zones;
- (c) Supervise the collection of all per capita taxes by the Cabinet Treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the District;
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the Cabinet Treasurer;
- (e) Secure, semi-annually or more frequently, District financial reports from the Cabinet Secretary and Cabinet Treasurer; and,
- (f) Provide for an audit of the books and accounts of the Cabinet Secretary, Cabinet Treasurer and with District Governor's approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

## **ARTICLE V**

### **District Committees**

**Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE.** In each Zone, the Zone Chairperson and the presidents and secretaries of the clubs in the Zone shall compose a District Governor's Advisory Committee, with the Zone Chairperson as chairperson. At a date, time and place called by the Zone Chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty (30) days prior to the Multiple District convention. It shall assist the Zone Chairpersons in an advisory capacity, procure



recommendations affecting the welfare of Lionism and the clubs in the zone and relay the same through the Zone Chairperson to the District Governor and his/her cabinet.

**Section 2. DISTRICT GOVERNOR'S HONORARY COMMITTEE.** The District Governor shall appoint a District Governor's Honorary Committee and will be composed of Past International Officers who are members in good standing of clubs within the District. This committee shall meet when and as called upon by the District Governor. It shall act under the direction of the District Governor in the promotion of harmony throughout the District. The chairperson of the committee shall attend meetings of the cabinet when requested by the District Governor. The Immediate Past District Governor may be the Chairperson of the committee.

(a) The Honorary Committee shall, by April 30, recommend to the District Governor a Lion in good standing in the District to serve a three year term as a member of the Lions Vision Research Foundation's (LVRF) Board of Trustees. Each year, the name of the Lion selected to replace an outgoing trustee will be reported to the LVRF Administrative Manager by no later than the May Trustee meeting. Should a vacancy occur among the District's three appointees on the LVRF Board of Trustees, the Honorary Committee will recommend to the District Governor a replacement to complete the unexpired term.

(b) In accordance with the Multiple District's rotation schedule for the position of Multiple District 22 Council Chairperson, the District's Honorary Committee shall select a Past District Governor (one who has not previously served as a Council Chairperson), who is in good standing, to fill this position. Notification of the person selected to fill this position will be made to the incoming Council of Governors in accordance with the Multiple District's policy and procedures manual. In the event that a vacancy should occur in the office of Council Chairperson, the Honorary Committee will select a replacement and will immediately report the person selected to the Multiple District's Council of Governors.

(c) In accordance with Article X, Section 2 of the Multiple District 22, Constitution and By-Laws, the Honorary Committee will meet at least 45 days prior to the convening of the annual Multiple District 22 Convention and there cause the election of two Honorary Committee members when called upon to serve on the Multiple District Finance Committee, with the first election being the one member to be elected for one year term, and the second member for a two year term and after which one member shall be elected each year thereafter for a term of two years.

**Section 3. DISTRICT CABINET COMMITTEES.** The District Governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the District. Such committee chairpersons shall be deemed non-voting members of the District Cabinet.

(a) Any committee having income and/or expenditures in excess of one hundred dollars (\$100) shall submit a budget to the cabinet for approval by September 1. After completion of the respective committee programs for the year, all chairpersons shall furnish to the cabinet a detailed accounting of all income and expenditures applicable to their committee's program.

(b) It shall be the goal of all committee chairpersons to see that their respective programs are financially self-sustaining.

**Section 4. MEMBERSHIP COMMITTEE.** The District's Membership Committee shall be composed of three members, one to serve a three (3) year term, and one to serve a one (1) year term with the one serving the one (1) year term to automatically serve as chairperson of the committee. At the beginning of the Lions year, the District Governor will appoint a Lion who is in good standing to serve a three (3) year term on the committee. In the event a member is required to withdraw from the committee, the District Governor will appoint a Lion who is in good standing to serve out the remaining term.

## **ARTICLE VI**

### **District Revenue**

**Section 1.** In order to provide revenue to defray administrative expenses of the district, an annual per capita district administrative fund tax, not to exceed \$4.00, shall be levied upon each member of each club in the District. Said tax shall be collected from each club in the District. The membership billing shall be based upon the roster of each club as of the last day of May and the last day of November, respectively, and shall be paid by each club in two semi-annual payments by October 1 and April 1 of each year. New and reorganized clubs shall pay a pro rata per capita tax beginning the first day of the second month following the date of organization or reorganization. Any supplemental per capita tax in excess of the limit stated above shall be authorized and approved at an annual district business session of the annual Multiple District convention, provided each club in the District has been notified at least two (2) weeks in advance. Such supplemental per capita tax in excess of the per capita tax, as provided for above, shall be paid in two semi-annual payments by October 1 and April 1. Where supplemental per capita tax has been levied, such supplemental tax shall be administered by the district cabinet in accordance with the provisions outlined in Section 2 of this Article.

**Section 2.** Said per capita tax collected in the District shall become and remain an administrative fund of the District, and shall be disbursed only for administrative expenses of the District as are approved by the District Governor's cabinet. Payments or withdrawals out of said district administrative fund of one hundred dollars (\$100) or more must bear the signature of the District Governor and the Cabinet Treasurer or Cabinet Secretary. Payments or withdrawals less than one hundred dollars (\$100) may be made with only one (1) of these signatures.

**Section 3.** Expenses of the District Governor in connection with his/her attending the international convention at the close of his/her term of office shall be considered a district administrative expense and ten cents (\$.10) of each annual district administrative fund per capita tax shall be set aside in a separate account in the district to defray said expenses. In the event the amount so set aside is insufficient, the District Governor's cabinet shall have the authority to supplement same from the district's administrative fund in order to meet the deficiency. Reimbursement for said expenses for the outgoing District Governor shall be on the same basis as outlined in the rules of audit of Lions Clubs International. Any surplus of the sum collected over the amount allowed shall remain in said special account for use in subsequent years for the same purpose or, if the surplus exceeds \$1,000, the excess over \$1,000 shall be returned to the general administrative fund account.

**Section 4.** The outgoing District Governor's cabinet shall provide for an orderly turn-over of funds to the newly-elected and installed District Governor and his/her cabinet. Within fifteen (15) days of the close of the Multiple District convention, the outgoing administration shall turn over to the incoming administration a sum of at least two thousand dollars (\$2,000), said sum to be at least one thousand dollars (\$1,000) from the district's administrative fund and at least one thousand dollars (\$1,000) from the district's activities fund. These two accounts are to be established and maintained as separate accounts, as clarified in ARTICLE IV, Section 5, subparagraph "d" of the District's by-laws. At no later than the week of August 15, the then Immediate Past District Governor of the District shall turn over the remaining district funds available for use by the new cabinet. Such balance shall equal or exceed any outstanding obligations incurred by the outgoing administration, plus the balance called for in Section 3 of this ARTICLE. An audit of the district funds shall be submitted no later than the week of August 15. A copy of this audit shall be made available to any Lion in the district who requests a copy.

**Section 5.** The District Governor and his/her cabinet may not incur any obligations in any fiscal year beyond the funds available to that District Governor and his/her cabinet during that year, unless approval has been obtained in advance by a vote of the delegates at a regular session of the District convention.

**Section 6.** The District Governor, First and Second Vice District Governors, Cabinet Secretary and Cabinet Treasurer shall be bonded and the cost of same shall be an administrative expense.

**Section 7.** At the beginning of each administration's fiscal year, a determination shall be made by the cabinet of those charitable activities to be supported by District 22-C fund-raising projects. In order to fund these district activities, it is hereby provided as follows:

**a.** That the district's administration is authorized to solicit funds, relief aid, or anything of material or commercial value and carry on district fund-raising projects within the designated territory of District 22-C for the purpose of organizing, promoting, sponsoring or funding of any lawful, charitable or benevolent activity for the benefit of any person, group of persons in need and including, but not limited to an organization, association, club, foundation, governmental or non-governmental or corporate entity or any causes regardless of whether a need arises due to catastrophic origin or not so long as the purposes of the Lions motto **WE SERVE** is satisfied and that such shall be designated as a District fund-raising project;

**b.** That the district's administration is authorized to carry on, promote, sponsor, endorse or support financially or in a non-monetary manner any district fund-raising project upon a two-thirds favorable vote of the District cabinet members present and voting; however, the district administration shall not be required nor compelled to conduct or engage in any district fund-raising project by virtue of a previous administration's sponsorship or solicitation; and,

**c.** That no district Lions club shall be required or compelled to participate in any District fund-raising project even though approved and solicited by authority of the district's cabinet; provided, however, no District Governor's Awards Program recognizing participation therein shall be considered coercive or an improper method of obtaining a Club's voluntary participation.

## **ARTICLE VII Rules of Procedure**

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

## **ARTICLE VIII Miscellaneous**

**Section 1. FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

**Section 2. 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 and the cabinet treasurer whose compensation, if any, shall be fixed by the district governor.

**Section 3. FISCAL YEAR.** The fiscal year of the district shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

## **ARTICLE IX Amendments**

**Section 1. AMENDING PROCEDURE.** These by-laws may be amended only at the District's convention, by resolution reported by the Constitution and By-Laws Committee and adopted by the majority of the votes cast. Such votes will be taken by use of a written ballot.

**Section 2. NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

**Section 3. EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

**Section 4. PROCEDURE AT CONVENTION.** The proposed amendments will be read and explained by a member of the Constitution and By-Laws committee to the members in attendance at the annual District 22-C business meeting at the Multiple District convention. In addition, a copy of the proposed resolution shall be made available to the certified delegates by the registrar at the time of registration.

## **ARTICLE X**

### **Effective Time**

This constitution and by-laws shall take effect at the close of the Multiple District convention at which the same is adopted by a majority of the votes cast.