

MD5 CONSTITUTION

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS MULTIPLE DISTRICT 5

Approved May 19, 2018 in Bismarck, ND

ARTICLE I – NAME.

The name of this organizational shall be Multiple District 5, International Association of Lions Clubs, hereinafter referred to as the Multiple District. The International Association of Lions Clubs shall hereinafter be referred to as Lions Clubs International (LCI).

ARTICLE II – OBJECTS.

The purposes of this multiple district shall be:

- A) To provide an administrative structure with which to advance the Purposes of LCI in this multiple 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.
- G) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III - MEMBERSHIP & SUBDISTRICTS.

Section 1 General Membership.

- A) The members of this Multiple District shall be all members of Lions Clubs chartered by LCI, and which are located in the Province of Saskatchewan, Canada and in the States of North and South Dakota in the United States of America, hereinafter referred to as Lions Club(s).
- B) Subject to the provisions of the Constitution and By-Laws of LCI, and any person of legal majority and of good moral character and good reputation may be granted membership in any duly authorized Lions Club.

Section 2 District Boundaries.

This Multiple District shall consist of six (6) Sub-districts, hereinafter referred to as Districts, with identification and territorial boundaries as follows, unless otherwise adopted by a Multiple District Convention and approved by the Board of Directors of Lions Clubs International as set forth in the Multiple District By-Laws.

A) In the Province of Saskatchewan:

1. Saskatchewan North – 5SKN: Bounded on the east by the Saskatchewan/Manitoba border, on the north by the Saskatchewan/ Northwest Territories border, on the west by the Saskatchewan/Alberta border, and on the south by the north boundary of Township 32 to one mile west of highway 11, then southeasterly to 1 mile south of highway 15, then east to 105 degrees longitude, south on 105 degrees' longitude to the north boundary of Township 21, then east to highway 80, then south on highway 80 to the south boundary of Township 18, then east to the Saskatchewan/Manitoba border.
2. Saskatchewan South – 5 SKS: Bounded on the east by the Saskatchewan/Manitoba border, on the south by the Canada/USA border, on the west by the Saskatchewan/Alberta border, and on the north by north boundary of Township 32 to 1 mile west of highway 11, then southeasterly to 1 mile south of highway 15, then east to 105 degrees longitude, south on 105 degree longitude to the north boundary of Township 21, then east to highway 80, then south on highway 80 to the south boundary of Township 18, then east to the Saskatchewan/ Manitoba border.

B) In the State of North Dakota:

1. North Dakota East – 5NE: Bounded on the north by the USA/Canada border, on the east by the North Dakota/Minnesota state line, on the south by the North Dakota/South Dakota state line, and on the west by highway 83, north to I-94, then north on highway 14 to highway 19, then east on highway 19 to highway 3, then north on highway 3 to the USA/Canada border.
2. North Dakota West – 5NW: Bounded on the north by the USA/Canada border, on the west by the North Dakota/Montana state line, on the south by the North Dakota/South Dakota state line, and on the east by highway 83, north to I-94, then north on highway 14 to highway 19, then east on highway 19 to highway 3, then north on highway 3 to the USA/Canada border.

C) In the State of South Dakota:

1. South Dakota East – 5SE: Bounded on the north by the State of North Dakota, on the east by the States of Minnesota and Iowa, on the south by the State of Nebraska, on the west by the west boundary lines of Brown, Spink, Beadle, Jerauld, Aurora, Douglas and Bon Homme Counties.
2. South Dakota West – 5SW: Bounded on the north by the State of North Dakota, on the east by the county lines that define the western boundary of 5SE above, on the south by the State of Nebraska, on the west by the States of Wyoming, and Montana.

Section 3 Redistricting.

The Lions Clubs International Board of Directors decides on all proposals for redistricting. Prior to submitting a redistricting proposal to Lions Clubs International for action, the Council shall approve said proposal and certify that the following requirements have been satisfied:

- A) Each proposed district contains at least 35 Lions clubs and a minimum total membership of 1250 members in good standing. Said proposal includes a map showing boundary lines for all proposed districts and a list of the Lions Clubs, including their current membership figures that will comprise each proposed district.

- B) Said proposal has been approved by at least 2/3 of the delegates at a Multiple District Convention and an annual District Convention in each respective District that will be affected. (A certified copy of the minutes of said action, containing the actual proposal that was approved, will be required.)
- C) All accounts of any affected District are paid in full or cleared 90 days prior to the end of the fiscal year.
- D) When a District is divided, one of the resulting districts shall retain the designation of the original District.

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 bylaws.

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 Multiple District Constitution and By-Laws shall govern the multiple district unless otherwise amended so as not to conflict with the 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 multiple district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI – GOVERNANCE

This Multiple District shall be governed by the Multiple District Council of Governors and others appointed and elected to positions in accordance with its Constitution and the By Laws.

ARTICLE VII - COUNCIL OF GOVERNORS

Section 1. Composition.

There shall be a Council of Governors composed of all the district governors in the multiple district and shall also include an immediate past district governor who shall serve as council chairperson. The officers of this multiple district shall be the members of the Council of Governors. Each member of the council of governors, including the council chairperson, shall have one (1) vote on each question requiring action of the council of governors. The council chairperson shall serve for a one year term only and cannot serve in that capacity again.

Section 1. Composition.

The Council of Governors, hereinafter referred to as the Council, shall be:

A) The Current District Governors.

B) A number of immediate Past District Governors, which number cannot exceed one-half of the number of

District Governors. There shall be at least one (1) immediate Past District Governor each from Saskatchewan, North Dakota, and South Dakota. The immediate Past District Governors shall be their respective State or Provincial representatives. In the event no candidate from a given state or province intends to seek a seat on the Council as State or Provincial Representative, there shall be an "at-large" election to fill said position from the remaining immediate Past District Governors.

C) The Council Chairperson, who shall have been elected by the current Council of Governors and the District Governors-elect at the third quarterly (spring) meeting of the previous fiscal year. The Council Chairperson must have been a District Governor in Multiple District 5 in the fiscal year in which the election was held. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. Each member of the Council shall have (1) vote.

Section 2. Officers.

The officers of the Council of Governors shall be a chairperson and vice chairperson, secretary and treasurer and such other officers as the Council of Governors shall deem necessary.

Section 2. Officers

The officers of the Multiple District shall be:

A) The Council Chairperson. In the event a vacancy in the office of Council Chairperson the position shall be filled by the Vice Council Chairperson.

B) The Vice Council Chairperson of the Council, who shall be the immediate Past District Governor of the District in the state or province hosting the next Multiple District Convention. The Vice Council Chairperson shall fill the position of state or provincial representative for their respective state or province.

C) The State & Provincial representatives.

D) The Secretary-Treasurer or Secretary and Treasurer, who shall be, after application and interview process and if more than one qualified applicant, shall then be elected at the third quarterly (spring) meeting of the previous fiscal year serving a three (3) year term (limited to a maximum of 2 terms). These positions are subject to an annual review and may be replaced if deemed necessary.

No salary shall be paid to any officer or member of the Council except for the Secretary-Treasurer or Secretary and Treasurer.

Section 3. Removal of Council Chair.

At the request of the majority of the Council of Governors, A Special Meeting of the Council may be called for the purpose of removal of the Council Chairperson. Regardless of the manner in which the Council Chairperson is selected or elected, the Council Chairperson may be removed from the Council for cause by an affirmative vote of 2/3 of the entire number of the Council of Governors

Section 4. Regular and Special Meetings.

The Council and committees, as designated and directed, shall meet as follows:

- A) Quarterly at the call of the Chairperson, at such place and time as the Council or Council Chairperson may decide, subject to due notice in writing, together with a statement or agenda of the business to be transacted, being given to each member of the Council by the Multiple District Secretary.
- B) On such other occasion as a meeting may be requested by notice in writing to the Multiple District Secretary and signed, or otherwise requested by a majority of the members of the Council.

Section 5. Quorum

The presence of a majority of the Council, in person or by electronic means, shall constitute a quorum at any meeting thereof.

Section 6. Representatives for Negotiable Activity

A contract, check, bill of exchange or other document to which the Multiple District is a party may be signed on behalf of the Multiple District by any two of the following: the Council Chairperson, Council Vice Chairperson or Multiple District Treasurer.

Section 7. Powers

Except where inconsistent with and contrary to the provisions of the Articles of Incorporation, Constitution or By-Laws of Lions Clubs International, the powers granted therein to the Board of Directors of Lions Clubs International, and the Policies and Acts of said Board of Directors, the Council shall have the power to:

- A) Have jurisdiction and control over all officers and agents, when acting as such of the Council and all committees of the Multiple District and the Multiple District Convention.
- B) Have management and control over the property, business and funds of the Multiple District.
- C) Levy upon each District an annual per capita assessment in respect of each member of each club within the District, said assessment to be sufficient to cover the expenses for the fiscal year of the Multiple District administration and such other matters relating to the business of Multiple District as the occasion may require and the Council may decide, subject always to the By-Laws of this Multiple District.
- D) Have jurisdiction, control and supervision over all phases of the Multiple District Convention and all other meetings of the Multiple District.
- E) Have original jurisdiction, when authorized under policy of the LCI Board of Directors and under rules of

procedure prescribed by said Board, to hear and rule upon any complaint of a Constitutional nature raised by any District or Districts, any Lions Club, or any member of a Lions Club. All such rulings of the Council shall be subject to review and decision by said LCI Board.

- F) The Council shall prepare and approve a budget showing anticipated receipts and expenditures for the ensuing fiscal year. No expenditure may be approved or made which shall require use of any reserves, or reflect an unbalanced budget in any fiscal year, or reflect an expenditure against the income or reserves of any subsequent fiscal year except upon the affirmative roll call vote of two-thirds (2/3) of the entire number of members of the Council.
- G) Be the Officers of the annual Multiple District Convention.

ARTICLE VIII - MULTIPLE DISTRICT CONVENTION

Section 1. Annual Multiple District Convention.

- A) A convention of the Multiple District shall be held each year at a time and place to be determined by a previous convention and it shall be at a date and time prior to the International Convention; provided however, that the selection of a convention site shall not be made more than five (5) years in advance.
- B) The site of the Multiple District Convention shall rotate yearly from South Dakota to North Dakota to Saskatchewan in that order, unless otherwise recommended by the Council and approved by a majority vote at the Multiple District Convention. The procedure for selection of convention site shall be in accord with Multiple District By-Laws; however, the Council shall have absolute authority to change at any time, for good and valid reason, the convention site chosen by a Multiple District Convention, and neither the Council nor the Multiple District nor any District or Districts shall incur any liability thereby to any Lions Club or District.

Section 2. Delegates, Quorum and Action.

- A) Each chartered club in good standing in LCI, in the Multiple District, and in its own District shall make every reasonable effort to be represented at the ~~District and~~ Multiple District Annual Conventions by its full authorized voting strength, each club being entitled to one voting delegate or one alternate delegate for each ten members, or major fraction thereof, of said clubs, as shown by the records of LCI on the first day of the calendar month of the previous year just preceding that month during which the convention is held. The major fraction referred to in this section shall be five or more members. Each certified delegate present in person may cast one vote only for each office to be filled, and one vote only on each issue to be voted on by the members of said convention.
- B) A majority of the registered delegates in attendance at a convention session shall constitute a quorum at any session of the convention.
- C) Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention.

Section 3. Parliamentarian and Sergeant-at-Arms.

A convention Parliamentarian and Sergeant-at-Arms and such assistants as may be deemed necessary shall be

appointed by the Council for the Multiple District convention or by the respective Cabinet for District conventions.

Section 4. Special Convention.

A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special Convention.

Section 5. Convention Funds.

- A) Payment of Expenses. All expenses of and incidental to the annual Multiple District Convention, including meals and entertainment, shall be paid in whole or part from registration fees collected by the host Lions Club(s) from delegates in attendance, supplemented with grants requested from the Multiple District Treasury.
- B) Registration Fees. The amount to be charged for Multiple District Convention registration is subject to prior approval by the Council. Registration fee for the Multiple District Convention shall be stated in dollars and in the currency of the county in which the convention is located.
- C) Financial Statement. The Multiple District Convention Committee will prepare a financial statement of all income and expenses associated with the convention and present this report to the Council of Governors at its first meeting following the annual convention.

ARTICLE IX - MULTIPLE 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 multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple 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 multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, 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 this dispute resolution process.

Section 2. Complaints & Filing Fee.

- A) Any Lions club in good standing or sub-district within the association (the “complainant”) may file a written request with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer (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 or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet. A copy of the complaint shall be sent to the respondent(s).

- B) 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 multiple district which shall be submitted to the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer 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 multiple district 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 multiple district 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 multiple district 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 multiple district 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 multiple district, unless established multiple district 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 council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, 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), council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible.

Section 5. Selection of Conciliators.

- A) Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairperson, who is currently a member in good standing of a club in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and

without loyalties to any party to the dispute. The selected conciliators shall select one (1) neutral conciliator who will serve as chairperson, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district 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. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. 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.

- B) In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above days, 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 multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, 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 multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer or the conciliators.

Section 6. Conciliation Meeting and Decision of Conciliators.

- A) 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.
- B) 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.

- C) 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 X AMENDMENTS

Section 1. General Procedure.

This Constitution may be amended only at a Multiple District Convention by a resolution presented from the Council to the Convention by the Convention Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. Prior Notice.

No amendment shall be so presented or voted upon unless a draft thereof shall have been furnished in writing or via 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. This amendment draft, at the choosing of the Multiple District 5 Council, shall be in the form of either a written notification published in the North Dakota, South Dakota, and Saskatchewan newspapers or by electronic means on the MD5 web-site.

Section 3. Date of Effect.

Each amendment to this Constitution shall take effect following the close of the Convention at which adopted, unless otherwise specified in the amendment.

Approved by the voting delegates at the MD5 Convention held in Bismarck, ND May 19, 2018.

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