

DISTRICT 14-D CONSTITUTION AND BY - LAWS

ARTICLE I

Name

This organization shall be known as District No. 14 - D, Lions Clubs International, herein after referred to as "district."

ARTICLE II

Object

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

ARTICLE III

Membership

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International.

The boundary lines of this district shall be as follows: Lancaster and Lebanon Counties of the State of Pennsylvania.

ARTICLE IV

District Organization

Section 1. **CABINET AND OFFICERS.** The district shall have a district cabinet composed of the district governor, the immediate past district governor, the first vice district governor, the second vice district governor, the region chairpersons (optional), the zone chairpersons, and a cabinet secretary - treasurer or a cabinet secretary and a cabinet treasurer. The members of the district cabinet shall be the officers of the district. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. ELECTION OF DISTRICT GOVERNOR AND FIRST AND SECOND VICE DISTRICT GOVERNORS.

The district governor and the first vice district governor and the second vice district governor shall be elected at the annual convention of the district. The district shall elect or the district governor shall appoint, by the time he/she takes office, the cabinet secretary—treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (optional), and one zone chairperson for each zone, in the district, and such other club members as may be included in this section. Each region chairperson and each zone chairperson shall be a member of a Lions Club within the Region or Zone, as the case maybe, to which the appointment is made.

ARTICLE V
Club Visitation

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

ARTICLE VI
District Convention

Section 1. **TIME AND PLACE.** An annual convention of 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 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.

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. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convent ion.

Section 3. **PAST DISTRICT GOVERNOR, DELEGATE.** Each past district governor of district 14-D, as a club member in good standing, of a club in good standing, shall be entitled to full delegate privileges at each district convention. No such past district governor shall be included in the delegate quota of the club for any such convention.

Section 4. **QUORUM** . The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

ARTICLE VII
Amendments

Section 1. **AMENDING PROCEDURE.** This Constitution may be amended only at a district convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the 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.

BY – LAWS

ARTICLE I District Convention

Section 1 **CONVENTION SITE SELECTION.** The district governor shall receive invitations in writing from places desiring to entertain the succeeding year(s) annual convention. All invitations shall set forth such information as the district governor shall from time to time require and shall be delivered to him/her no later than thirty (30) days prior to the convening date of the convention at which they are to be voted upon. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor.

Section 2 **SITE CHANGE.** The district governor shall retain, and have, power to change at any time, for good reason, the convention site chosen by a previous district convention, and neither the district governor nor the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district.

Section 3 **OFFICERS.** The members of the district cabinet shall be the officers of the annual district convention.

SECTION 4 **SERGEANT AT ARMS.** A convention sergeant at arms and such assistant sergeant at arms as deemed necessary shall be appointed by the district governor.

Section 5 **OFFICIAL REPORT.** Within sixty (60) days after the close of each single and 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.

Section 6 **CREDENTIALS COMMITTEE.** The Credentials Committee of the district convention shall be composed of the district governor, as chairperson, the cabinet secretary, the cabinet treasurer or secretary-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 set forth in ROBERTS RULES OF ORDER, NEWLY REVISED.

Section 7 **ORDER OF CONVENTION BUSINESS.** The district governor shall arrange the order of business for the district convention, and the same shall be the order of the day for all sessions.

Section 8. **DISTRICT CONVENTION COMMITTEES.** The district governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolutions, Elections, Constitution and By-Laws, Rules and International Convention. Each region shall have at least one representative on each such committee. These committees shall perform such duties, as the district governor shall designate.

Section 9. **DISTRICT CONVENTION FUND.** At district conventions a registration fee as set by the district may be collected, under procedures set by the district, from each delegate and guest attending the convention, and all such persons may attend or participate in any session or

proceeding only after registering and paying such fee. In any fiscal year, any balance remaining in the convention fund after payment of all convention administrative expenses in that year shall remain in said convention fund and become available for future convention expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses. The district governor shall provide for an annual or more frequent audit of the district convention fund and shall give an annual report of said fund to each annual district convention.

ARTICLE II

Meetings

Section 1. DISTRICT CABINET MEETINGS.

- (a) **Regular.** A regular meeting of the cabinet shall be held in each quarter of the fiscal year, 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) days nor more than twenty (20) days written (including letters, electronic mail, transmission or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.
- (c) **Quorum and Vote.** The attendance of a majority of the members of the cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to the district governor, the immediate past district governor, the first vice district governor, the second vice district governor, the region chairpersons (if the position is utilized), zone chairpersons, cabinet secretary, cabinet treasurer (or cabinet secretary - treasurer). (The voting privilege may be extended to such other members of the district cabinet as may be provided)

Section 2. REGIONS AND ZONES

- (a) **Organizational.** The district governor shall divide the district into regions of no more than sixteen (16) and no less than ten (10) Lions clubs, and each such region into zones of no more than eight (8) and no less than four (4) Lions clubs, giving due regard to the geographical locations of the clubs. All such 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 association.
- (b) **Regional Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson (optional) 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 the zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

ARTICLE III
District Nominations, Elections and Appointments

Section 1. **NOMINATING COMMITTEE.** Each district governor shall appoint by written notification received at least ninety (90) days prior to the sub-district 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 at least thirty (30) days 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 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 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 at least (30) days 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 district convention the names of all candidates so qualified for the office of First Vice District Governor and the names of all candidates so qualified for the office of Second Vice District Governor. 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 or tied candidates receiving the lowest number of votes shall be eliminated and 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 provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons (optional), zone chairpersons, the cabinet secretary, and cabinet treasurer (or cabinet secretary — 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. (See exhibit B at the end of this document).

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 in his/her single or sub district.
- (b) Have served or will have served at the time he/she takes office as district governor
 - I. As president of a Lions club for a full term or major portion thereof; and
 - II. As a member of the district cabinet for two (2) full terms or major portion thereof
 - III. With none of the above being accomplished concurrently

It is encouraged that the first vice and second vice district governors fulfill his/her full terms of office and that other Lions be considered for filling a vacancy in the office of district governor.

Section 6. 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 members of the existing cabinet as provided for in the International Constitution and By - Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion that is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

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

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
 - I. As president of a Lions club for a full term or major portion thereof; and
 - II. As a member of the district cabinet for a full term or major portion thereof
 - III. With none of the above being accomplished concurrently

Section 7. REGION/ZONE CHAIRPERSON QUALIFICATIONS. Each region and zone chairperson shall:

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

Section 8. REGION/ZONE CHAIRPERSON VACANCY. If any region chairperson or zone

chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease, and the district governor shall appoint a successor to fill said office. Provided, however the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

ARTICLE IV

Duties of District Officers/Cabinet

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

- (a) Administer and promote membership growth and new club development
- (b) Administer and promote leadership development at the club and district level
- (c) Promote the Lions Club 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 able, 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) Ensure that each Lions club in the district be visited by the district governor or other district officers 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
- (h) 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
- (i) Deliver, forthwith, at the termination of his/her term of office, all districts accounts and records to his/her successor in office
- (j) Report to Lions Clubs International all known violations of the use of the associations name and emblem
- (k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governors 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 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 visitations as the representative of the district governor when requested by the district governor
- (g) Work with the District Membership Committee and the District Extension Committee and assist them to reach their goals of the year
- (h) Work with the District Leadership Development Committee and assist the committee to develop and implement a district wide leadership development plan to enhance the enthusiasm and capability of the district officers and members to serve effectively through utilization of the District MERLOW Team and integration of the teams work with the district leadership development efforts
- (i) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (j) At the request of the district governor, supervise other district committees.
- (k) Participate in the planning of the next year including the district budget.
- (l) Familiarize himself/herself with the duties of the district governor so that in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

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

- (a) Further the purposes of this association
- (b) Perform such administrative duties assigned by the district governor
- (c) Perform such other functions and acts required by the International Board of Directors
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor and participate in council meetings as appropriate
- (e) Familiarize himself/herself with the health and status of the clubs in the district, 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 the first vice district governor in planning and conducting the annual district convention.
- (h) Work with District Retention Committee and assist the committee to prevent loss of clubs and members, particularly due to inactive club administration and/or financial problems or negligence

- (i) Work with the District LCIF Committee 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, the first vice district governor, and the cabinet in planning of next year
- (m) 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 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 - 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 imitation, the following:
 - 1) Keep an accurate record of 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 per capita taxes levied on members and clubs in the sub-district, deposit the same in such banks or banks 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 per capita tax, 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 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
- (c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors
- (d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

Section 5. **REGION CHAIRPERSON (OPTIONAL)** The region chairperson subject to the supervision and direction of the district governor shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association
- (b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor;
- (c) Play an active role in organizing new clubs and in strengthening weak clubs
- (d) 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
- (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;
- (f) Endeavor to have every club in his/her region operating under a duly adopted constitution and by laws;
- (g) Promote representation at International and District (sub-multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled
- (h) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.
- (i) Perform such additional assignments as shall be given to him/her from time to time by the district governor

In addition the region chairperson shall perform functions and acts as may be required by the International Board of Directors through a region chairpersons 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 6 **ZONE CHAIRPERSON.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Make a report of each District Governors Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor and region chairperson.
- (d) Play an active role in organizing new clubs and keep informed on the activities and well being of all clubs in his/her zone.
- (e) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International:
- (f) Supervise the programs of district, multiple district, and Lions Clubs International projects in his/her zone;
- (g) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.

- (h) 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;
- (i) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson - particularly with respect to weaknesses he/she may have discovered (copy to the district governor).
- (j) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors

In the event the zone chairperson for any reason cannot or, in the judgment of the district governor, does not perform the duties of his/her office, or in the event the office is for any reason vacated, the district governor shall appoint a successor to serve for the unexpired term.

Section 7. **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 sub-district
- (b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations, which concern the clubs and zones;
- (c) Supervise the collection of all per capita 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 secretary-treasurer
- (e) Secure, semi annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- (f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or secretary-treasurer and with the district governor's approval set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

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

ARTICLE V

District Committees/Duties

Section 1. **DISTRICT GOVERNORS 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 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. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the district. The chairperson of this committee shall attend meetings of the cabinet when requested by the district governor.

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.

ARTICLE VI

District Administration Fund

Section 1. Disbursements shall be by checks signed by the cabinet treasurer (or cabinet secretary - treasurer) and counter signed by the district governor.

Section 2. A portion of the expenses of the district governor while attending the International Convention, at the completion of the elected year, shall be considered a district expense. The amount of such expense shall be made as recommended and approved by the voting members of the district cabinet.

Section 3. The district governor and cabinet shall not incur obligations in any fiscal year, which will affect unbalanced budget, or deficit in said fiscal year.

Section 4. The district governor, the cabinet secretary and the cabinet treasurer (or the cabinet secretary-treasurer) shall be bonded in such amount and with such surety company as shall be approved by the district cabinet and the cost of same shall be an administrative expense.

Section 5. **FEE COLLECTION.** Such fee as the district governor shall set may be collected, under procedures set by the district governor, from each delegate, alternate, and guest attending the district convention to defray the actual cost of meals and entertainment

Section 6. **AUDIT OR REVIEW** . The district governor shall provide for an annual or more frequent audit of the books and accounts of the cabinet treasurer (or the cabinet secretary - treasurer) and a statement of the financial condition of the district shall be sent to Lions Clubs International and each club in the district with in sixty (60) days after the close of the fiscal year by the district governor then in office.

ARTICLE VII

Nominations and Endorsement International Director and Second Vice President Nominees

Section 1. **ENDORSEMENT PROCEDURE.** Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the district seeking endorsements of a district convention as a candidate for the office of international director or second-vice president shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 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 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 the name of each prospective candidate who has fulfilled said procedural and constitution requirements.

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

Section 4. **VOTE.** The vote on the question of endorsement shall be by secret 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.

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 council of governors) in accordance with the requirements set forth, in the International Constitutional and By-Laws.

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

ARTICLE VIII

Rules of Procedure

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of

procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any of them shall be determined by ROBERTS RULES OF ORDER, NEWLY REVISED.

ARTICLE IX Miscellaneous

Section 1. DISTRICT GOVERNOR EXPENSES- INTERNATIONAL CONVENTION

Expenses of the district governor in connection with his/her attending the international convention shall be considered a district administrative expense. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit 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 affect 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) and a statement of the financial condition of the district shall be sent to Lions Clubs International and each club in the district at the close of the fiscal year by the cabinet then in office.

Section 5. COMPENSATION. No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception cabinet secretary, cabinet treasurer (or secretary-treasurer) whose compensation, if any, shall be fixed by the district cabinet.

Section 6. FISCAL YEAR. The fiscal year of this district shall be from July 1st to June 30th.

Section 7. DISPUTE RESOLUTION. The clubs in the district shall pursue all complaints, disputes or claims according to the terms and conditions of rules of procedure adopted, from time to time, by the International Board of Directors.

ARTICLE X Amendments

Section 1. AMENDING PROCEDURE. These by-laws may be amended only at a district convention, by resolution reported by the Constitution and By-Laws Committee and adopted by a majority of the votes cast.

Section 2. NOTICE. No amendment shall be so reported or voted upon unless the same shall

have been furnished in writing to each club no less than thirty (30) days prior 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.

ARTICLE XI **Effective Time**

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

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

EXHIBIT A

RULES OF PROCEDURE

District 14D Convention

Order of Business

The regular order of business as shown in the program will be adhered to and new business will be in order only at the conclusion of the regular program.

Speaker

No person exclusive of those assigned set speeches and discussions will be allowed to speak on more than one subject at any one time, and while speaking shall continue his remarks strictly to the subject in order to allow everyone an opportunity to address the convention if he so desires.

Resolutions

Any and all resolutions must be typewritten and double-spaced on correspondence size paper (8.5" x 11") on one side only and delivered in triplicate to the Chairman of the Resolutions Committee not later than 6:00 AM the day of the convention.

Reports on Committees

Any and all committee reports must be typewritten and double-spaced on correspondence size paper (8.5" x 11") one side only and delivered in triplicate at the time of presentation to the District Governor.

Who May Vote

Only registered Delegates in good standing of a member club in good standing in the District, who shall be present at the convention and whose credentials shall have been certified by the Credentials Committee of the Convention shall be entitled to vote upon all questions and matters properly presented. Each delegate present shall have but one vote. No proxies will be allowed.

How to Nominate a Candidate for the Office of District Governor or First and Second Vice District Governor.

The procedure to follow is stated in the District 14-D Constitution and By-Laws, ARTICLE III, Sections 2 and 3, of the By-Laws.

Qualified Voters

The Credentials Committee will certify to the Election Committee all qualified voters, but nothing in this rule shall be construed to prevent the permanent substitution of an alternate for a delegate during the period of the convention. The Credentials Committee and/or the Election Committee may require proof of identity of delegates or alternates at the time of certification or at the time of voting.

How to Secure Recognition

Any Member desiring to secure recognition of the chair is required to mention his NAME and CLUB and then address the chair by using the word "LION" in place of the prefix "Mr." Anyone desiring recognition must notify the chairman in advance.

Presentation to Convention

Anyone wishing to make a presentation to the convention must have prior approval from the presiding officer.

Election Rules

The Election Rules and Procedure as set forth herein shall be adopted as a Section of these Rules of Procedure.

Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not otherwise specifically covered.

SUB-DISTRICT 14-D ELECTION PROCEDURES

GENERAL:

1. Make-up of General Election Committees:

The Chairman and Members called upon to serve on individual committees relative to the General Election held annually in conjunction with each Sub-District 14-D Convention shall be appointed in accordance with Article III, Section 1 and Article I Section 8, of the Sub-District 14-D By-Laws. Such Committees are Registration, Credential, and Election.

All members of the Committees shall perform such duties as are assigned to them by the Chairman and/or Vice-Chairman of the Committee to which they have been so appointed.

It shall be the duty of the District Governor making selections for Lions to serve on committees to make sure that all such appointees accept their appointments and appear for duty promptly as directed. Appointees not reporting for duty shall be replaced by an alternate appointed by the Committee Chairman.

2. Badges:

Distinctive Badges shall be worn by the Chairmen and Members of the Election Committee, Registration Committee, and Certification Committee at all times while on duty. Said Badges shall carry the name of the Committee and the year of the election.

3. Election Committee Voting Time:

Members of the Election Committee who have been certified as Voting delegates shall be permitted to vote prior to any other delegates in order that they may report to their assigned duties as early as possible. Election Committee Badges shall be accepted by the Sergeants-At-Arms for permitting advance entry to the voting room.

4. Candidate Campaign Material:

The use of posters, signs, and other similar campaign materials shall not be permitted at an Annual Sub-District 14-D Convention by or on behalf of a Lion who is not a candidate for office at that Convention. Posting of campaign material for certified candidates within the area of the Election Room shall be determined by the Constitution and By-Laws Committee in cooperation with the Election Committee and the District Cabinet.

5. Position of Candidates on Ballots:

1. **Positions on the Sub-District 14-D Ballots for District Governor Candidates and Vice District Governor Candidates:** The positions on the Sub-District 14-D Ballots for District Governor Candidates and First and Second Vice District Governor Candidates when the District has more than one candidate for these offices such positions shall be determined by lot drawing.
- 2.
3. **Amendments to the Sub-District Constitution and By-Laws:** All Sub-District 14-D Constitution and By-Laws Resolutions of Amendments shall be voted upon by secret, written ballots.

6. Procedure for Credentials, Certification and Voting:

- A. **Registration:** Dates and times of registration at Sub-District 14-D Annual Convention will be determined by a given Convention by the District Cabinet based on recommendations from the District Convention Committee. All persons to be certified as a voting Delegate or non-voting Alternate Delegate must register before their credentials can be certified. (1) Each person registering for the Convention must pay a specified registration fee and complete, the registration procedure as is set forth in the Sub-District 14-D Constitution and By-Laws.
- B. **Credentials:** Dates and times for operation of the Credentials Certification Room or Area for a given Convention shall be determined by the District Cabinet based upon recommendations received from the District Convention Committee.
 1. Credential Forms for Delegates and Alternates shall be mailed to each Lions Club insufficient time that would permit each Club to receive such credentials no less than 30 days prior to the opening of a given Sub-District 14-D Convention.
 2. The exact number of Delegates and Alternate forms will be mailed to each club according to the number of Delegates and Alternates allowed each club (one delegate and one alternate for each 10 members or major fraction thereof) in accordance with the Sub-District 14-D Constitution and By-Laws.
 3. Club Secretaries must complete the Delegate and Alternate forms specifying the names of the Delegates and Alternates.
 4. Each Delegate and Alternate form must be signed by the Lions Club President or Secretary or District Governor of the Delegates District.
 5. Each Delegate and Alternate Delegate form must be signed by the Delegate or Alternate Delegate.
- C. **Delegate And Alternate Delegate Certification:**
 1. All delegates will be certified as part of and to represent their respective Sub-District.

2. Each Delegate and/or Alternate Delegate must register in order to be certified.
3. Each Delegate and/or Alternate Delegate, following registration, shall be directed to report to the appropriate personnel in the Credentials Room or Area for certification.
4. The Credentials Committee, upon the direction of its Chairman, shall meet at a designated time and place prior to the opening of the Credentials Certification Station. This is done in order that certification personnel receive adequate instruction and training in all phases of procedures as they relate to certification of credentials.
5. Delegates and/or Alternate Delegates must present positive identification and Convention Name Badges to the credentials personnel in order to be certified. Identification may be in the form of a Lions Membership Card, Drivers License, Social Security Card or effective Credit Cards.
6. Credentials Personnel will have each Delegate and Alternate Delegate sign the Credentials Book in the appropriate section designated for Delegates or Alternate Delegates. The Credentials person at the Sub-District's Certification Station will then stamp and initial the back of the Credentials Card to show that the Delegate or Alternate have been certified.
7. Credentials Certification Stations shall close no later than 15 minutes prior to the closing of ballot voting.

D. Replacement of Delegates and Alternate Delegates Credentials Cards and Substituting and Alternate Delegated for a Delegate.

1. The following steps shall be taken when an alternate Delegate must replace a regular Delegate for voting purposes. The Alternate Delegate must first obtain a Delegate's Credentials Card from the District Governor of his home District. The District Governor must sign the new Delegates Credentials Card prior to giving it to the Alternate Delegate. The Alternate Delegate will then take the Credentials Card to the Credentials Certification Station of the home District. At this time the Credentials person will, in the case where the Alternate has previously signed the Credentials book, cross out the Alternate's signature, initial the cross out and then have the Alternate Delegate sign the book in the place that is allocated for Delegate signatures. In such cases where the Alternate Delegate has not previously signed the Credentials Book the Credentials person would not have to cross out any signature but would have the Alternate Delegate sign the book in the location allocated for Delegate Signatures.
2. Should a Delegate or an Alternate Delegate loose or misplace their Credentials Certificate Card the same process, as set forth above would be followed to obtain a new card.

E. Voting:

1. Voting will be held between **12:00 P.M. and 12:45 P.M.** on the day of the convention.
2. The use of the Ballot Boxes in connection with the election and other matters requiring a secret vote is hereby authorized subject to the approval of the District 14-D Cabinet that such use is the acceptable way at the time of the voting.
3. The voting room shall be of sufficient size so as to accommodate no less than 10 square feet of space for each Sub-District Election Committee Member Station in Sub-District 14-D and for an influx of voting delegates of no less than 50 at any given time.
4. Each of the Sub-District Stations (Regions) will be assigned one (1) Ballot Box which is to be under lock and key at all times during the voting period and can only be opened by the Election Committee Chairman or Vice-Chairman. Counting votes shall begin at the end of the voting time.
5. To secure a Ballot Card a Delegate must report the appropriate Sub-District Station and then present a signed and certified Credentials Card to show that they are certified to vote. Election Personnel may at any time, if they so desire, require additional identification, over and above that which was requested by the Sergeant-at-Arms at the entrance door.
6. Once the Delegate is identified then the Election Personnel will remove the “VOTE IN DISTRICT” stub from the Delegate's Credentials Card, stamp voted on the front of the card and then return it to the Delegate. At this time the Election Personnel will then hand the Delegate a voting Ballot for use to vote on each item appearing on the subject Ballot or Ballots as it pertains to their Sub-District.
7. The voter shall indicate their choice by marking the Ballot opposite the name of their choice for the position being voted upon and opposite the "yes" or "no" box for the respective Resolution of Amendment, which appears on the Ballot. Any Ballot Card containing votes for more or less than the specified number of offices or Resolutions of Amendments to vote upon shall be declared invalid as to that particular section of the Ballot.
8. When the voter has completed voting on the Ballot they shall deposit the complete Ballot into the Ballot Box located at the Station of their Sub-District's Region. In the event a voter spoils a ballot they shall return said spoiled Ballot to the Elections Committee Chairman or Vice Chairman who shall then issue a new Ballot. Election Personnel shall retain the spoiled Ballots in a separate and secured container.

F. Vote-Counting:

1. The Elections Committee shall have control and responsibility for the Ballot Cards and Vote counting during the election.

2. The Elections Committee, using personnel assigned or appointed to the committee from each of the Sub-District's Regions as Vote Counters, shall begin counting the votes at the end of the time designated for voting.
3. The vote counting shall be accomplished in the voting room and be without interference from other sources or activities. No person, other than Vote Counters or designated Election Personnel, are permitted to enter the vote counting room without explicit approval of the Chairman or Vice-Chairman of the Election Committee. The vote counting room shall contain comfort facilities or be so located near such facilities so that the vote counting personnel will not have to be in contact with other persons other than the Elections Personnel or Sergeants-at-Arms. This arrangement shall be in force until the counting of votes is finalized and the results are announced to the Candidates. Once such as announcement is made, then and only then, shall the Elections Committee Chairman excuse the entire Elections and Voting Committee.
4. The vote counting personnel, under the jurisdiction of the Elections Committee Chairman or Vice-Chairman, shall audit (count) the results of the election or elections as often as it deems necessary to assure as accurate count per each item voted upon for a final report.
5. The Elections Committee shall keep complete and accurate records of votes cast and Delegates voting. A separate record must be maintained of Ballot Cards spoiled, replaced or declared invalid. These subject cards must be kept in a secure position for a period of no less than one (1) year.
6. No member of the Elections or Vote Counting Committee shall be permitted to leave the Vote Counting or Balloting (Elections) Room until the counting of votes has been finalized, except in an emergency and with explicit approval of the Chairman or Vice-Chairman of the Elections Committee.
7. In addition to Sub-Section (4) set forth above the Elections Committee shall prepare a report of all votes cast, Ballots used, Ballots spoiled, Ballots declared invalid and Ballots not used, per each Region to assure that all Ballot Cards printed for the Election are accounted for. The Elections Committee shall thoroughly review and submit a report, through the Elections' Committee Chairman, of the results of the elections at the final session of the convention for adoption of the delegates. Such report shall conform to the requirements of the District 14-D Constitution and By-Laws.

EXHIBIT B
RULES OF PROCEDURE
SPECIAL MEETING TO RECOMMEND A LION FOR
APPOINTMENT AS DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of district governor, it shall be the duty of the immediate past district governor, or if not available, the most recent past district governor who is available, upon notification from the international office, to convene a meeting of the district governor, immediate past district governor, first vice district governor, second vice district governor, the region chairpersons (optional), zone chairpersons, and the secretary-treasurer or the treasurer and the secretary and all past international directors and past district governors who are members in good standing of a chartered Lions club in the district for the purpose of recommending a Lion for appointment by the International Board of Directors.

Rule 2. Written invitations to this meeting shall be sent as soon as possible so that the meeting is held within the required FIFTEEN (15) days of receipt of notification. The immediate past district governor, as the meeting 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 that is entitled to attend the meeting may make one (1) nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one (1) 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.

1. Voting will occur immediately after the close of nominations. There shall be no proxy voting.
2. Voting will be by written ballot unless a majority of the members attending the meeting select another voting method.
3. The members 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.
4. A simple majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6

until such time as one candidate secures a simple majority vote.

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

Rule 8. The International Board of Directors, pursuant to Article III, Section 9(a) and (d) of the International By-Laws shall consider, but is not bound by, any recommendation resolved at the special meeting. The International Board of Directors reserves the right to appoint any club member as district governor for the (remainder of the) term.

SUMMARY OF THE RULES SPECIAL MEETING TO RECOMMEND A LION FOR APPOINT 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 immediate past district governor, the first and second vice district governor's, the region chair persons (optional), the zone chairpersons, the secretary, the 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 time, date and location of the meeting.
3. The chairperson maintains an attendance roster in writing at the meeting.
4. Nominations are made from the floor. Each nominee may speak for FIVE (5) minutes and his/her seconded may speak for an additional THREE (3) minutes.
5. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.
6. A simple majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.
7. The chairperson forwards the meeting results at the conclusion of the meeting.