

CONSTITUTION AND BY-LAWS



The Lions Club of Damascus

**Chartered by and
under the jurisdiction of
District 22-C**

Of

**THE
INTERNATIONAL ASSOCIATION
OF
LIONS CLUBS**

This Constitution and Bylaws of the Damascus, Maryland, Lions Club have been prepared by the Constitution and Bylaws committee of the club, comprised of Lions Bob Newlin, chair, Barbara Barry, Tom Jackson, and Patricia McKenzie.

Approved by the club membership on xxxxxxxxx

TABLE OF CONTENTS

Contents

CONSTITUTION	1
ARTICLE I - Name, Slogan and Motto	1
Section 1. NAME.....	1
Section 2. SLOGAN.....	1
Section 3. MOTTO.....	1
ARTICLE II - Purposes	1
ARTICLE III - Membership	1
Section 1. ELIGIBILITY FOR CLUB MEMBERSHIP.....	1
Section 2. MEMBERSHIP BY INVITATION.....	2
ARTICLE IV - Forfeiture of Membership	2
ARTICLE V - Club Size	2
ARTICLE VI - Club Branch Program	2
Section 1. BRANCH FORMATION.....	2
Section 2. MEMBERSHIP IN PARENT CLUB.....	2
Section 3. FUNDRAISING.....	3
Section 4. DISSOLUTION.....	3
Section 5. DESIGNATED BRANCH CLUB FUNDS.....	3
ARTICLE VII - Officers	3
Section 1. OFFICERS.....	3
Section 2. REMOVAL.....	3
ARTICLE VIII - Board of Directors	3
Section 1. MEMBERS.....	3
Section 2. QUORUM.....	3
Section 3. DUTIES AND POWERS.....	4
ARTICLE IX - Delegates to International and District Conventions	5
Section 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION.....	5
Section 2. DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION.....	5
ARTICLE X - Dispute Resolution	6
Section 1. DISPUTES SUBJECT TO PROCEDURE.....	6
Section 2. REQUEST FOR DISPUTE RESOLUTION AND FILING FEE.....	6
Section 3. RESPONSE TO COMPLAINT.....	6
Section 4. CONFIDENTIALITY.....	7
Section 5. SELECTION OF CONCILIATOR.....	7
Section 6. CONCILIATION MEETING & DECISION OF CONCILIATOR.....	8
ARTICLE XI - Amendments	8
Section 1. AMENDING PROCEDURE.....	8

Section 2. NOTICE.....	8
ARTICLE XII - Club Funds	9
Section 1. PUBLIC (ACTIVITY) FUNDS.....	9
Section 2. ADMINISTRATIVE FUNDS.....	9
 BY-LAWS.....	 10
 ARTICLE I - Membership.....	 10
Section 1. MEMBERSHIP CATEGORIES.....	10
Section 2. DUAL MEMBERSHIP.....	11
Section 3. RESIGNATIONS.....	11
Section 4. REINSTATEMENT OF MEMBERSHIP.....	12
Section 5. TRANSFER MEMBERSHIP.....	12
Section 6. FAILURE TO PAY.....	12
Section 7. ATTENDANCE.....	12
 ARTICLE II - Officers.....	 12
Section 1. DUTIES.....	12
Section 2. ELIGIBILITY FOR OFFICE.....	14
Section 3. COMPENSATION.....	14
 ARTICLE III - Meetings and Quorum Requirements	 14
Section 1. REGULAR MEETINGS.....	14
Section 2. SPECIAL MEETINGS.....	14
Section 3. CHARTER ANNIVERSARY.....	15
Section 4. ANNUAL MEETING.....	15
Section 5. QUORUM.....	15
Section 6. GOOD STANDING.....	15
Section 7. BOARD OF DIRECTORS REGULAR MEETINGS.....	15
Section 8. BOARD OF DIRECTORS SPECIAL MEETINGS.....	15
Section 9. BUSINESS TRANSACTED BY MAIL.....	15
Section 10. ALTERNATIVE MEETING FORMATS.....	15
 ARTICLE IV - Elections and Filling Vacancies.....	 16
Section 1. NOMINATION MEETING.....	16
Section 2. NOMINATING COMMITTEE.....	16
Section 3. NOMINEE UNABLE TO SERVE.....	16
Section 4. ELECTION MEETING.....	16
Section 5. ANNUAL ELECTION.....	16
Section 6. MEMBERSHIP COMMITTEE.....	16
Section 7. DIRECTORS ELECTION.....	17
Section 8. BALLOT.....	17
Section 9. VACANCY.....	17
Section 10. REPLACEMENT OF OFFICERS-ELECT.....	17
 ARTICLE V - Fees and Dues.....	 18
Section 1. ENTRANCE FEE.....	18
Section 2. ANNUAL DUES.....	18
 ARTICLE VI - Branch Club Administration	 18
Section 1. COORDINATOR/VICE COORDINATOR.....	18
Section 2. LIAISON.....	18
Section 3. VOTING ENTITLEMENT.....	19
 ARTICLE VII - Committees.....	 19
Section 1. STANDING COMMITTEES.....	19

Section 2. SPECIAL COMMITTEES.....	19
Section 3. PRESIDENT EX-OFFICIO.....	19
Section 4. COMPOSITION.....	19
Section 5. COMMITTEE REPORTING.....	19
ARTICLE VIII - Parliamentary Practices	19
ARTICLE IX - Miscellaneous	19
Section 1. EMBLEM, COLORS. T.....	19
Section 2. FISCAL YEAR.....	19
Section 3. HONORARY MAILING LIST.....	20
Section 4. PARTISAN POLITICS/RELIGION.....	20
Section 5. PERSONAL BENEFIT.....	20
ARTICLE X - Amendments.....	20
Section 1. AMENDING PROCEDURE.....	20
Section 2. NOTICE.....	20
EXHIBIT A.....	21
MEMBERSHIP CATEGORY CHART	21
MEMBER CATEGORY LIMITS	23
LIONS CLUBS INTERNATIONAL.....	24
PURPOSES.....	24
VISION STATEMENT	24
MISSION STATEMENT	24
LIONS CLUBS INTERNATIONAL CODE OF ETHICS.....	26

Constitution

ARTICLE I - Name, Slogan and Motto

Section 1. NAME

The name of this organization shall be the Lions Club of Damascus, chartered by, and under the jurisdiction of Lions Clubs International.

Section 2. SLOGAN.

Our slogan shall be: Liberty, Intelligence, and Our Nation's Safety. (LIONS)

Section 3. MOTTO.

Our motto shall be: We Serve.

ARTICLE II - Purposes

The purposes of this club shall be:

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

Section 1. ELIGIBILITY FOR CLUB MEMBERSHIP.

Subject to the provisions of Article I of the by-laws, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions club. Wherever the male gender or pronoun presently appear in this constitution and by-laws, it shall be interpreted to mean both male and female persons.

Section 2. MEMBERSHIP BY INVITATION.

Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the association as a Lion member.

Transferal of membership is discussed in ARTICLE I - Membership Section 5 of the BY-LAWS on page 12.

ARTICLE IV - Forfeiture of Membership

Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors. Upon removal from this club, any and all right to use the name "LIONS," the emblem and other insignia of this club and this Lions Clubs International shall be forfeited. This club shall remove members whose conduct has been deemed a violation of the International Constitution and By-Laws and Board Policy and unbecoming a Lion by the International Office or otherwise face charter cancellation.

ARTICLE V - Club Size

A Lions club should strive to maintain 20 members; the numerical minimum membership required to receive a charter.

ARTICLE VI - Club Branch Program

Section 1. BRANCH FORMATION.

Clubs may form branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of the parent club and shall conduct service activities in its community.

Section 2. MEMBERSHIP IN PARENT CLUB.

The member of the branch shall be granted membership in the parent club and the branch by membership invitation issued by the board of directors of the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

Section 3. FUNDRAISING.

Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the parent club may authorize the branch coordinator to countersign checks and vouchers authorized for payment by the parent club's board of directors.

Section 4. DISSOLUTION.

The branch may be disbanded by a two-thirds vote of the entire board of directors of the parent club. Before taking this step, the board of directors shall make every possible effort to obtain the agreement of the branch club.

Section 5. DESIGNATED BRANCH CLUB FUNDS.

In the event of dissolution of the branch club, any remaining branch club designated funds shall be returned to the parent club. In the event the branch club is converted into a newly chartered club, any remaining funds designated as branch club funds shall be transferred to the newly chartered club.

ARTICLE VII - Officers

Section 1. OFFICERS.

The officers of this club shall be a president, immediate past president, the vice presidents, secretary, assistant secretary, foundation treasurer, club treasurer, Lion tamer, assistant Lion tamer, tail twister, assistant tail twister, chaplain, membership committee chair, permanent directors (past district governors who are members in good standing), and duly elected one and two year directors.

Section 2. REMOVAL.

Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

ARTICLE VIII - Board of Directors

Section 1. MEMBERS.

The members of the board of directors shall be the officers listed in Article VII, section 1.

Section 2. QUORUM.

The presence in person of a majority of the members of the board of directors shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

No business shall be considered at any meeting of the Board of Directors without a quorum being present. For purposes of determining a quorum, the officers to be considered are the President, the Vice Presidents, the Secretary, the Foundation Treasurer, the Club Treasurer, the One-year and Two-year Directors, the Tail Twister, the Lion Tamer, the Membership Chairman and the Immediate Past President, for a total of 17 possible members. However, the count to determine a quorum shall be reduced under the following circumstances:

1. For any office that is not filled at the time of meeting, the count shall be reduced by one.
2. For any officer that holds multiple offices, the count shall be reduced by one for each additional office held.

A quorum requires that more than 50% of the above count be in attendance. A duly elected assistant shall count toward achieving the quorum if the corresponding officer is not in attendance. The attending officers and assistants must be present, counted and recorded. In addition to the quorum officers, all elected officers are members of the board. All officers present may vote on all club issues and business, regardless of whether they are included in the quorum count.

No action shall be adopted unless at least a majority of those present vote on the subject. However, those present, though less than a quorum may properly adjourn the meeting.

Section 3. DUTIES AND POWERS.

In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and by-laws, the board of directors shall have the following duties and powers:

- (a) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting. New business may originate from members of the board of directors, from committee chairs and from the membership at large.
- (b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- (c) It shall have power to modify, override or rescind the action of any officer of this club.
- (d) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- (e) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.

- (f) It shall appoint the surety for the bonding of any officer of this club.
- (g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.
- (h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.
- (i) It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions.
- (j) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.

ARTICLE IX - Delegates to International and District Conventions

Section 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION.

Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in Lions Clubs International matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the Lions Clubs International. This club shall be entitled in any convention of this Lions Clubs International, to one (1) delegate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members 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, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of this club, or, in the event no such club officer is in attendance at the convention, by the district governor-elect of the district (single or sub-) of which this club is a member.

Section 2. DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION.

Inasmuch as all district matters are presented and adopted at the district (single, sub-and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club 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 this club, or major fraction thereof, of this 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, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each

office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

ARTICLE X - Dispute Resolution

Section 1. DISPUTES SUBJECT TO PROCEDURE.

All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator 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. REQUEST FOR DISPUTE RESOLUTION AND FILING FEE.

Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3. RESPONSE TO COMPLAINT.

The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

Section 4. CONFIDENTIALITY.

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

Section 5. SELECTION OF CONCILIATOR.

Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The district governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor determines, in his or her sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor shall appoint a substitute conciliator as provided above. Otherwise, the district governor shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor. If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the Legal Division determines, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division,

in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

Section 6. CONCILIATION MEETING & DECISION OF CONCILIATOR.

Upon being appointed, the conciliator 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 conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his or her decision relative to the dispute. The conciliator shall issue the 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. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee. Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE XI - Amendments

Section 1. AMENDING PROCEDURE.

This constitution may be amended at any regular or special membership meeting of this club, at which half or more of the members that are eligible to vote (see Table 2 Rights and Privileges on page 22) are present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the board has previously considered the merits of the amendments.

Section 2. NOTICE.

No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been distributed to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

ARTICLE XII - Club Funds

Section 1. PUBLIC (ACTIVITY) FUNDS.

All funds raised from the public must be returned to public use, including money accumulated from invested public funds. The only deductions that may be made from the activity account are the direct operating expenses of the fundraising activity.

Section 2. ADMINISTRATIVE FUNDS.

Administrative funds are supported through contributions from members through dues, fines and other individual contributions.

BY-LAWS

ARTICLE I - Membership

Section 1. MEMBERSHIP CATEGORIES.

- (a) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or Lions Clubs International and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community.
- (b) **MEMBER-AT-LARGE:** A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues.
- (c) **HONORARY:** An individual, not a member of this Lions club, having performed outstanding service for the community or this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.
- (d) **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office.
- (e) **LIFE MEMBER:** Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, and his/her community; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:
 - (1) recommendation of this club to Lions Club International,

- (2) payment of the fee specified by Lions International in lieu of all future dues to the Lions Clubs International, and
- (3) approval by the International Board of Directors.

A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper.

- (f) ASSOCIATE MEMBER: A member who holds his/her primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually.

An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper.

- (g) AFFILIATE MEMBER: A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors.

An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub, transitional, provisional, and/or multiple) or international conventions.

He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as the local club may charge.

Section 2. DUAL MEMBERSHIP.

No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

Section 3. RESIGNATIONS.

Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been returned, and all right to the use of the name "LIONS," the

emblem and other insignia of this club and this Lions Clubs International have been surrendered.

Section 4. REINSTATEMENT OF MEMBERSHIP.

Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record.

Section 5. TRANSFER MEMBERSHIP.

This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than six (6) months have elapsed between termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Section 2 of Article III of the constitution.

Section 6. FAILURE TO PAY.

The secretary shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section 7. ATTENDANCE.

The club shall encourage regular attendance at club meetings and activities. Where a member misses consecutive meetings or activities, the club will make every effort to contact the member to encourage and promote regular attendance.

Perfect attendance pins shall be awarded to members of this club based on length of service.

ARTICLE II - Officers

Section 1. DUTIES.

- a. President. He/she shall be the chief executive officer of this club; preside at all meetings of the board of directors and this club; issue the call for regular meetings and special meetings of the board of directors and the club; appoint the standing and special committees of this club and cooperate with chairpersons to effect regular functioning and reporting of such committees; see that regular elections are duly

- called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which this club is located.
- b. Immediate Past President. He/she and the other past presidents shall officially greet members and their guests at club meetings and shall represent his club in welcoming all new service-minded people in the community served by this club.
 - c. Vice Presidents. If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president. Each vice president shall, under the direction of the president, be responsible for the functioning of such committees of this club as the president shall designate.
 - d. Secretary. He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single or sub-and multiple) in which this club is located, and the Lions Clubs International. In fulfillment of this, he/she shall:
 - (1) Submit regular monthly and other reports to the international office of the Lions Clubs International on blanks provided by it containing such information as may be called for by the board of directors of this Lions Clubs International;
 - (2) Submit to the district governor's cabinet such reports as it may require including copies of regular membership and activities reports;
 - (3) Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located;
 - (4) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts;
 - (5) Arrange for issuance, in cooperation with the treasurer, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club, collect and turn the same over to the club treasurer and obtain a receipt;
 - (6) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.
 - e. Club and Foundation Treasurers shall:
 - (1) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors;
 - (2) Pay out monies in payment of club obligations only on authority given by the board of directors. All checks and vouchers shall be signed by the treasurer;
 - (3) Have custody and keep and maintain general records of club receipts and disbursements;
 - f. Membership Committee Chair. The responsibilities for this position shall be:
 - (1) Development of a growth program specifically for the club and presented to the board of directors for approval.
 - (2) Regular encouragement at club meeting to bring in new quality members.
 - (3) Ensuring implementation of proper recruitment and retention procedures.
 - (4) Preparation and implementation of orientation sessions.
 - (5) Reporting to the board of directors on ways to reduce the loss of members.
 - (6) Coordination with other club committees in fulfilling these responsibilities.
 - (7) Serving as a member of the zone level membership committee.

- g. Lion Tamer The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. He/she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He/she shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.
- h. Tail Twister. He/she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his/her decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister (optional) may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister (optional) shall be turned over to the club treasurer.

Section 2. ELIGIBILITY FOR OFFICE

No person shall be eligible to hold office in this club unless he/she is an active member in good standing.

Section 3. COMPENSATION.

No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

ARTICLE III - Meetings and Quorum Requirements

Section 1. REGULAR MEETINGS.

Regular meetings of this club shall be held at times and places recommended by the board of directors, and approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in this constitution and by-laws, notice of regular meetings shall be given in such manner as the board of directors deems proper. (It is recommended that clubs meet at least twice each month.)

Section 2. SPECIAL MEETINGS.

Special meetings of the club may be called by the president, in his/her discretion, and shall be called by the president when requested by the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place shall be given to each member of this club, by mail or personal delivery, at least ten (10) days prior to the date thereof.

Section 3. CHARTER ANNIVERSARY.

A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionism, and the history of this club.

Section 4. ANNUAL MEETING.

An annual meeting of this club shall be held in conjunction with the close of each Lions' year at a time and place determined by the board of directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section 5. QUORUM.

The presence in person of a majority of the active members in good standing shall be necessary for a quorum at any meeting of this club. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club

Section 6. GOOD STANDING.

Any member who fails to pay any indebtedness due this club within sixty (60) days after receipt of written notice from the secretary shall forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

Section 7. BOARD OF DIRECTORS REGULAR MEETINGS.

Regular meetings of the board of directors shall be held at such times and places as the board shall determine. (It is recommended that the board of directors meet at least once each month.)

Section 8. BOARD OF DIRECTORS SPECIAL MEETINGS.

Special meetings of the board of directors shall be held when called by the president, or when requested by three (3) or more members of the board of directors, at such time and place as the president shall determine.

Section 9. BUSINESS TRANSACTED BY MAIL

This club may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the club. Such action may be initiated by the president or any three (3) members of said board.

The distribution of materials to members, including but not limited to modifications to the constitution and bylaws, may be accomplished by email, electronic documents and/or publishing on the website.

Section 10. ALTERNATIVE MEETING FORMATS.

Regular and/or special meetings of this club and/or board of directors may be held through the use of alternative meeting formats, such as teleconference and/or web

conference upon initiation of the President or by any three (3) members of the board of directors.

ARTICLE IV - Elections and Filling Vacancies

The officers of this club, excluding the immediate past president, shall be elected as follows:

Section 1. NOMINATION MEETING.

A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the board of directors and notice given to each member of this club at least fourteen (14) calendar days prior to the date of the meeting. Posting the notice on the club web site and in the club newsletter shall be considered as fulfilling this requirement.

Section 2. NOMINATING COMMITTEE.

This committee shall be made up of the past four presidents, chaired by the immediate past president. This committee shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section 3. NOMINEE UNABLE TO SERVE.

If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

Section 4. ELECTION MEETING.

An election meeting shall be held, at a time and place determined by the board of directors, and fourteen (14) calendar days prior written notice shall be given to each member of the club by the secretary. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting. Posting the notice on the club web site and in the club newsletter shall be considered as fulfilling this requirement.

Section 5. ANNUAL ELECTION.

Subject to the provisions of Section 8 of this Article all officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.

Section 6. MEMBERSHIP COMMITTEE.

A membership committee shall be composed of three elected members for a three-year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system subject to annual confirmation for the years remaining by the club's board of directors.

Section 7. DIRECTORS ELECTION.

One-half of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

Section 8. BALLOT.

The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

Section 9. VACANCY.

If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days notice of the time and place, which time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section 10 hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 10. REPLACEMENT OF OFFICERS-ELECT.

In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer-elect. Fourteen (14) calendar days prior notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE V - Fees and Dues

Section 1. ENTRANCE FEE.

Each new, reinstated and transfer member shall pay an entrance fee of \$25.00 which fee shall include the current Lions Clubs International entrance fee and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within six (6) months of termination of his/her prior Lions club membership.

Section 2. ANNUAL DUES.

Each member of this club shall pay regular annual dues; which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of THE LION Magazine, administrative and annual convention costs of the Lions Clubs International and similar district costs) and shall be paid in advance at such times and in the amount as the board of directors shall determine.

Each associate member of this club shall pay the indicated annual dues in advance at such times and in the amount as the board of directors shall determine.

Each affiliate member of this club shall pay the indicated annual dues in advance at such times and in the amount as the board of directors shall determine.

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws.

ARTICLE VI - Branch Club Administration

Section 1. COORDINATOR/VICE COORDINATOR.

The members comprising the branch shall elect a coordinator and vice coordinator. The coordinator shall also be a member of the parent club's board of directors and be encouraged to attend general and/or board meetings of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings of the parent club.

Section 2. LIAISON.

The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the third officer of the branch.

Section 3. VOTING ENTITLEMENT.

The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting. Attendance at branch meetings fulfills regular club attendance requirements.

ARTICLE VII - Committees

Section 1. STANDING COMMITTEES.

The standing committees may be appointed by the president, except for the members and chairperson of the membership committee, who are elected. (See Article IV, Sections 6 and 7). The standing committees and reporting structures shall be determined by the board of directors.

Section 2. SPECIAL COMMITTEES.

From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be necessary in his/her judgment or the judgment of the board of directors.

Section 3. PRESIDENT EX-OFFICIO.

The president shall be an ex-officio member of all committees.

Section 4. COMPOSITION.

All committees shall consist of a chairperson, and subject to Section 2 above, as many members as shall be considered necessary by the president.

Section 5. COMMITTEE REPORTING.

Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, to the board of directors.

ARTICLE VIII - Parliamentary Practices

Except as otherwise specifically provided in this constitution and by-laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

ARTICLE IX - Miscellaneous

Section 1. EMBLEM, COLORS. T

he emblem and colors of this club shall be the same as the emblem and colors of Lions Clubs International.

Section 2. FISCAL YEAR.

The fiscal year of this club shall be July 1 through June 30.

Section 3. HONORARY MAILING LIST.

Lions Clubs International and the district governor shall be included on the mailing list of this club.

Section 4. PARTISAN POLITICS/RELIGION.

This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

Section 5. PERSONAL BENEFIT.

Except to further his/her progress in Lionism, no officer or member of this club shall use his/her membership as a means of furthering any personal, political, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objects.

ARTICLE X - Amendments

Section 1. AMENDING PROCEDURE.

These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present in person and voting.

Section 2. NOTICE.

No amendment shall be put to vote unless written notice stating the proposed amendment, shall have been emailed, placed on the website, mailed or delivered personally to each member at least fourteen (14) calendar days prior to the meeting at which the vote on the amendment is to be taken.

EXHIBIT A

MEMBERSHIP CATEGORY CHART

Table 1 Obligations

OBLIGATIONS

CATEGORY	REGULAR ATTENDANCE	PROMPT PAYMENT OF DUES (CLUB, DISTRICT AND INTERNATIONAL)	PARTICIPATION IN CLUB ACTIVITIES	CONDUCT REFLECTING FAVORABLE IMAGE
ACTIVE	YES	YES	YES	YES
AFFILIATE	NO	YES	YES, WHEN ABLE	YES
ASSOCIATE	YES, PRIMARY CLUB NO, SECONDARY CLUB	YES, CLUB ONLY	YES, WHEN ABLE	YES
HONORARY	NO	NO, CLUB PAYS APPLICABLE INT'L DUES OBLIGATIONS	NO	YES
LIFE	NO	YES, DISTRICT & CLUB ONLY NO, INT'L DUES OBLIGATIONS	YES, WHEN ABLE	YES
MEMBER AT LARGE	NO	YES	YES, WHEN ABLE	YES
PRIVILEGED	NO	YES	YES, WHEN ABLE	YES

Table 2 Rights and Privileges

RIGHTS AND PRIVILEGES

CATEGORY	ELIGIBILITY TO SEEK CLUB, DISTRICT OR INT'L OFFICE	VOTING PRIVILEGES	DELEGATE AT DISTRICT OR INT'L CONVENTION
ACTIVE	YES	YES	YES
AFFILIATE	NO	CLUB MATTERS ONLY	NO
ASSOCIATE	NO	DISTRICT CONVENTION (PRIMARY) CLUB MATTERS ONLY (BOTH)	NO
HONORARY	NO	NO	NO
LIFE	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER
MEMBER AT LARGE	NO	YES, CLUB MATTERS ONLY	NO
PRIVILEGED	NO	YES	YES

MEMBER CATEGORY LIMITS

Honorary Members – Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

Affiliate Members – Not to exceed 25% of total actual membership.

Lions Clubs International

PURPOSES

TO ORGANIZE, *charter and supervise service clubs to be known as Lions clubs.*

TO COORDINATE *the activities and standardize the administration of Lions clubs.*

TO CREATE *and foster a spirit of understanding among the peoples of the world.*

TO PROMOTE *the principles of good government and good citizenship.*

TO TAKE *an active interest in the civic, cultural, social and moral welfare of the community.*

TO UNITE *the clubs in the bonds of friendship, good fellowship and mutual understanding.*

TO PROVIDE *a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.*

TO ENCOURAGE *service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.*

VISION STATEMENT

TO BE *the global leader in community and humanitarian service.*

MISSION STATEMENT

TO EMPOWER *volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs.*

Lions Clubs International CODE OF ETHICS

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

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

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

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

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

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

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

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

Knowledge of the Constitution makes a good club.



It is the instrument which ties your members to your club, and your club to the International Association and assures equal rights to all.



“To the end that Efficiency, Justice, and Courtesy may prevail in our deliberative bodies.”

Thomas Jefferson



**THE INTERNATIONAL ASSOCIATION OF LION CLUBS
300 W 22ND STREET
OAK BROOK, ILLINOIS 60523-8842, USA**

**OFFICIAL PUBLICATION OF LIONS CLUBS INTERNATIONAL
LA-2 5M 7-05 Printed in USA**