

LIONS CLUBS INTERNATIONAL

MULTIPLE DISTRICT 40

CONSTITUTION & BY-LAWS

REVISED 18 May 2013

CONSTITUTION

ARTICLE I NAME

SECTION 1. This organization shall be known as MULTIPLE DISTRICT 40, Lions Clubs International, hereafter referred to as “Multiple District.”

ARTICLE II OBJECTS

SECTION 1. To provide this Multiple District with an efficient organization, headed by International's Representatives (i.e., the District Governors in the Multiple District) for the express purpose of advancing Lionism and providing proper administration throughout the Multiple District.

ARTICLE III MEMBERSHIP

SECTION 1. The membership of this organization shall consist of all Lions Clubs in the Multiple District duly chartered by Lions Clubs International and in good standing.

SECTION 2. This Multiple District shall consist of two Districts, the boundary lines of which are set by the vote of certified delegates at a Multiple District Convention. The Districts, as of the date of adoption of this constitution, are:

DISTRICT 40 NORTH

All the territory of the State of New Mexico north of Highway US 60, but including Highway US 60, and also including Portales and Floyd, New Mexico, and Window Rock-Fort Defiance, Arizona.

DISTRICT 40 SOUTH

All the territory of the State of New Mexico south of Highway US 60, except Portales and Floyd, New Mexico.

ARTICLE IV MULTIPLE DISTRICT COUNCIL

SECTION 1. There shall be a Multiple District Council (hereafter referred to as “Council”) composed of the District Governors and the Council Chairperson, each having the right to vote on matters brought before the Council. The 1st and 2nd Vice District Governors from each District shall also be part of the Council in an advisory capacity but will not have voting privileges.

SECTION 2. The Council Chairperson shall be the Presiding Officer of the Council. The Council Chairperson shall be a Past District Governor and an active member in good standing of a chartered Lions Club in MD40 who is in good standing in his/her District. In the event that the Council Chairperson cannot continue or complete his/her term in office for any reason, a new chairperson shall be elected by the current Council. The chairperson shall be elected from the ranks of the Past District Governors residing in the Multiple District.

SECTION 3. The Council Chairperson shall appoint the Council Secretary/Treasurer who shall be a past District Governor or a past District Cabinet Secretary/Treasurer and is in good standing in his/her chartered Lions Club in MD40 that is in good standing with their District. In the event the Council Chairperson is replaced, for any reason, the current Council Secretary-Treasurer will continue in office. Should the Council Secretary Treasurer not complete his/her term for any reason, the Council Chairperson shall appoint a replacement.

SECTION 4. If sufficient funds are available, the Council may authorize payment to its members, who are not otherwise reimbursed, to cover all or part of the expense of attending Council meetings. The Multiple District Global Leadership Development Team Coordinator and the Multiple District

Global Membership Development Team Coordinator may be reimbursed for carrying out their assigned responsibilities if funds are available and the Council of Governors approves.

SECTION 5. A majority of the members of the Council shall constitute a quorum providing each District is represented.

SECTION 6. The Council Chairperson shall call the first meeting of the Council within sixty (60) days after the date on which the District Governors take office (i.e., the last day of the International Convention). The main purpose of this meeting shall be to make plans for the effective operation of the Council (which shall include presenting a budget for Council approval) during the year to the end that Lionism shall be promoted throughout the Multiple District. Subsequent meetings of the Council shall be held at such times and places as are deemed advisable. At the first meeting of the Council, there shall be presented the recommendation by the Convention Host Club(s) as to the dates of the next Multiple District Convention. Such recommendations shall be in accordance with Article IX Section 1 District, (Single, Sub, and Multiple) Conventions of the Constitution and By Laws of the International Association of Lions Clubs (A Convention shall be held annually by each District which shall conclude no less than 30 days prior to the convening date of the annual International Convention. The Multiple District shall hold an annual Convention which shall conclude no less than 15 days prior to the convening date of the International Convention. Each District shall elect a District Governor as provided in these Bylaws or Constitution. A meeting of the delegation of a District at a Multiple District Convention may be considered as a Convention of such District, if it meets the other requirements of this section. The time and place of all such Conventions shall be determined by the provisions of this constitution as applicable.)

SECTION 7. Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and Constitution and By-Laws of the International Association of Lions Clubs, the powers granted therein to the Board of Directors of said Association, and policies and acts of said Board of Directors, the Council shall:

- a. Have jurisdiction and control over all officers and agents, when acting as such, of the Council and all committees of the Multiple District and the Multiple District Convention;
- b. Have management and control over the property, business, and funds of the Multiple District. No officer, agent, or committee shall obligate funds without prior approval of the Council for the amount to be incurred;
- c. Have jurisdiction, control and supervision over all phases of the Multiple District Convention and all other meetings of the Multiple District;
- d. Have original jurisdiction, when authorized under policy of said International Board and under rules of procedure prescribed by said Board, to hear and rule upon any complaint of a Constitutional nature raised by any District or Districts. All such rulings of the Council shall be subject to review and decision by said International Board;
- e. Have control and management of all budgetary matters of the Multiple District and Committees of the Multiple District and Multiple District Convention. Have control and management of all matters pertaining to the MD40 Lions Roar electronic newsletter and website (www.nmlions.org) to include providing form 1099's to the Roar Editor and Website Webmaster for payments received. No obligation may be approved or made which shall cause a deficit in any fiscal year. The Council may allocate prior year's unexpended funds, other than the Multiple District Convention Administrative Fund and funds specifically restricted in this Constitution & By-Laws, for any proper purpose as approved by the Council.

SECTION 8. If deemed necessary, the Council Secretary-Treasurer shall be adequately bonded, the size of the bond to be fixed by the Council.

SECTION 9. The Council Secretary-Treasurer shall provide annually a comprehensive financial report of all aspects of Council business. The report will include such items as an account checkbook spreadsheet, a final budget status, and receipts for all expenditures. The report will be reviewed and certified by the Council Chair and District Governors. The certified report shall be posted on the Multiple District website.

ARTICLE V MULTIPLE DISTRICT CONVENTION

SECTION 1. An annual Convention of this Multiple District shall be held in each year prior to the International Convention at a place selected by a previous annual convention of this Multiple District and at a date and time fixed by the Council, as provided in ARTICLE IV, SECTION 6 MULTIPLE DISTRICT COUNCIL.

SECTION 2. All invitations from towns and cities desiring to entertain the Convention the second following year shall be presented in writing to the Chairperson of the Council not later than thirty (30) days before the date of the first intervening Convention. Each invitation shall be supported by a statement of the number of hotel, motel and private rooms available and the price of same, and whether adequate police protection, parking facilities and a suitable convention meeting place can be furnished without charge; and whether suitable street decorations will be furnished without charge. It shall be the duty of the Council Chairperson to investigate thoroughly the facilities available in each town or city which extends an invitation, and to certify to the intervening convention the names of all towns and cities which are ready, able, and willing to entertain the next succeeding Multiple District Convention. If no invitations have been received by the 30 day advance notice, no selection can be made at this convention. The council shall appoint a three member committee to recommend an appropriate location for approval at the next council meeting for the second following year convention.

SECTION 3. The Council shall have supervision over all phases of the Multiple District Convention, and the members of the Council shall be the Officers of the annual Multiple District Convention.

SECTION 4. The Council shall have complete charge of the Multiple District Convention Administrative Fund and shall disburse same in payment of Multiple District Convention administrative expenses as approved by the Council under ARTICLE VI, MULTIPLE DISTRICT CONVENTION FUND.

SECTION 5. Each chartered Club in the Multiple District in good standing (with no debts to LIONS CLUBS INTERNATIONAL or to their District for the past thirty (30) days) shall be entitled to one (1) voting delegate and one (1) alternate for each ten (10) members of said Club, or major fraction thereof, who have been members for at least one year and a day as shown by the records of the International Office on the first day of the month 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 delegate must be a member in good standing. Each such vote based on membership shall be cast only by a delegate present in person at the Convention and no delegate shall cast more than one (1) vote on each question. In addition, each registered Past District Governor shall be entitled to vote on questions brought before the convention, except that a Past District Governor shall not vote as such, if he/she is voting as a Club delegate. Each delegate and Past District Governor shall be registered before the close of the registration on Saturday by Noon.

SECTION 6. A majority of the delegates in attendance shall constitute a quorum of the Convention.

SECTION 7. The Council shall retain, and have, absolute power to change at any time, for good and sufficient reason, the Convention site chosen by a Convention, and neither the Council nor the Multiple District nor any District or Districts shall incur any liability what-so-ever thereby to any Club or District.

ARTICLE VI MULTIPLE DISTRICT CONVENTION FUND

SECTION 1. A Multiple District Convention Registration Fee, the amount of which shall be fixed by the Convention Host Club(s) and approved by the Council ninety (90) days prior to the Multiple District Convention, shall be collected from each Lion, Leo or guest attending the Convention or any part thereof.

SECTION 2. In addition to the Multiple District Convention Registration Fee, there shall be an annual per capita Multiple District Convention Administrative Fund Tax of one dollar (\$1.00) levied upon each member in the District. This tax shall be paid in advance by the Clubs, except new and reorganized Clubs, in two (2) semi-annual payments of fifty cents (\$0.50) for each member on April 10 and October 10. Billings will be based on the Club membership as of March 1 and September 1, respectively, and as shown on the records of Lions Clubs International. This tax shall be collected by the Cabinet Secretary-Treasurer of each District and forwarded to the Council Secretary-Treasurer.

SECTION 3. The Council Secretary-Treasurer will forward thirty cents (\$0.30) per capita of the Multiple District Convention Administrative Fund Tax to the Convention Host Club(s) Committee prior to the date of the Convention to be used to defray expenses that must be paid prior to the Convention. The remaining seventy cents (\$0.70) per capita shall be placed in a special Multiple District Convention Administrative Fund which shall be used to defray the Convention expenses related to International guests, the Council Chairperson, transportation, gifts, etc. and for such other purposes as are approved by the Multiple District Council. Payments out of said fund shall be by check drawn and signed by the Council Secretary-Treasurer and countersigned by the Council Chairperson or an authorized Past District Governor.

SECTION 4. New and reorganized Clubs shall be billed for the Multiple District Convention Administrative Fund Tax except that any new or reorganized Club organized after January 1, of any fiscal year shall pay only the March 10, semi-annual billing for that fiscal year. Such Clubs shall be entitled to full delegate privileges at the Multiple District Convention.

SECTION 5. In the event there is a balance left in the Multiple District Convention Administrative Fund after payment of all Multiple District Convention administrative expenses, the balance shall remain in the Multiple District Convention Administrative Fund and shall be under the control of the Council of Governors.

SECTION 6. The Host Club(s) expenses shall be borne wholly by the MD40 Convention Host Club(s) and shall include such expenses as are incurred by the Host Club(s) Committees in arranging for the various entertainment features, convention hall, committee rooms, liability insurance, decorations and miscellaneous expenses incidental to the running of a convention. The Registration Fee should be sufficient to cover the cost of the barbecue or similar entertainment such as breakfasts and luncheons and the cost of the District Governor's banquet and ball. The money from this fee shall be under the supervision of the District Governor of the District where the convention is to be held. All Clubs shall be notified of the amount fixed for said Registration Fee sixty (60) days before the Multiple District Convention.

SECTION 7. Within sixty (60) days after the close of the Multiple District Convention, an official report thereof shall be mailed to Lions Clubs International and posted on the Multiple District website by the Council, or, at its direction by the Multiple District Council Secretary-Treasurer.

ARTICLE VII MULTIPLE DISTRICT REVENUE

SECTION 1. To provide revenue to defray the administrative expenses of the Multiple District organization, an annual per capita tax of eighteen dollars and fifty cents (\$18.50) shall be levied upon each member and shall be paid in advance by each Club in Multiple District in two (2) semi-annual payments as follows: Nine dollars and twenty-five cents (\$9.25) per member billed on September 10, due and payable by October 10, and nine dollars and twenty-five cents (\$9.25) per member billed on March 10, due and payable by April 10, of each fiscal year, billings to be based on the membership of each Club as of the first day of September and March respectively. This is in addition to the Multiple District Convention Administrative Fund Tax of one dollar (\$1.00) per member listed in ARTICLE VI, SECTION 2 MULTIPLE DISTRICT CONVENTION FUND.

SECTION 2. The \$18.50 per capita tax shall be collected from each Club by the Cabinet Secretary-Treasurer in each District except that new and reorganized Clubs shall pay only the prorated per capita tax as of the first day of the second month following the date of their organization. Three dollars (\$3.00) of this per capita tax shall be forwarded upon collection to the Council Secretary-Treasurer, the money shall be disbursed only for approved administrative expenses of and approved by the Multiple District organization. Nine dollars (\$9.00) shall be retained in a District Fund and shall be disbursed only for administrative expenses of the District organization as are approved by the District Cabinet. One dollar (\$1.00) each shall be provided to the Districts for expenses by the 1st and 2nd Vice District Governors. Two dollars and fifty cents (\$2.50) of this per capita tax shall be forwarded upon collection to the Council Secretary-Treasurer, the money to be used for expenses by the Multiple District and District Global Leadership Development Team Coordinators and the Multiple District and District Global Membership Development Team Coordinators. The remaining three dollars (\$3.00) shall be used to defray the cost of publishing the electronic Multiple District newsletter, the Lions Roar, and maintaining a Multiple District website, thus making the ROAR editor and the website master paid employees of MD40. As such, each will be issued a 1099 form at the end of the calendar year. The District Cabinet Secretary-Treasurers shall collect the dues from the Clubs and forward the MD40 portion to the Council Secretary-Treasurer. All funds shall only be used for the purpose stated above and any funds not used in the current year shall be carried over to the following year for use of same stated purpose.

ARTICLE VIII INTERNATIONAL CONVENTION COMMITTEE

SECTION 1. There shall be an International Convention Committee consisting of the two District Governors and two Past District Governors, one representing each of the two Districts, and the Secretary-Treasurer of the Council as an exofficio member and Secretary-Treasurer of the committee. Each Past District Governor shall be appointed by the Governor of the District which he/she represents. The committee shall elect one of the Past District Governors as Chairperson. The committee shall administer any funds made available for its use by the Council. The money shall be used for the operation of the MD40 booth and/or hospitality room at the International Convention and to provide for the distribution, at the convention of materials suitable for giving favorable publicity to MD40.

ARTICLE IX DISTRICT OFFICERS

SECTION 1. The Officers of the District Cabinet shall be the District Governor who shall be the presiding officer, the 1st & 2nd Vice District Governors, the Immediate Past District Governor, the Region Chairpersons, if used, the Cabinet Secretary-Treasurers, the Zone Chairpersons, and the Presidents and Secretaries of the Clubs.

SECTION 2. The District Governors and 1st & 2nd Vice District Governors may be elected at such District Conventions as provided in ARTICLE IX SECTION 6 DISTRICT GOVERNOR/1st AND 2nd VICE DISTRICT GOVERNOR ELECTIONS of the Constitution and By-Laws, International Association of Lions Clubs, or at the annual Multiple District Convention. The District Governors shall take office immediately upon the adjournment of the International Convention next succeeding their elections serving until the next following International Convention.

SECTION 3. A candidate for the office of District Governor shall:

- a. Be an active member in good standing of a chartered Lions Club in good standing in his/her District.
- b. Secure the endorsement of his/her Club or a majority of the Clubs in his/her District.
- c. Currently be serving as the 1st Vice District Governor within the District from which he/she is to be elected.
- d. In the event the current 1st Vice District Governor does not stand for election as District Governor, the 2nd Vice District Governor may stand for election. The 2nd Vice District Governor does not automatically succeed to the office of 1st Vice District Governor, but is the only official candidate. In the event that neither the 1st or 2nd Vice District Governors stand for election, any Club member who fulfills the qualifications for the office of Vice District Governor and who is currently serving or who has served one (1) additional year as a member of the District Cabinet, shall fulfill the requirements of Subsection (c) of this Section.

SECTION 4. A candidate for the office of 1st or 2nd Vice District Governor shall:

- a. Be an active member in good standing of a chartered Lions Club in good standing in his/her District.
- b. Secure the endorsement of his/her Club or a majority of the Clubs in his/her District.
- c. Have served or will have served at the time he/she takes office as Vice District Governor:
 - 1) 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; and
 - 2) As Zone Chairperson or Region Chairperson or Cabinet Secretary and/or Treasurer for a full term or major portion thereof.
 - 3) With none of the above being accomplished concurrently.

SECTION 5. Regional Chairpersons, if used, shall be appointed by the District Governor and meet the requirements as listed below:

- a. Be an active member in good standing of a chartered Lions Club in good standing in his/her District.
- b. Secure the endorsement of his/her Club or a majority of the Clubs in his/her District.
- c. Have served or will have served by the time he/she takes office:

- 1) 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; and
- 2) As Zone Chairperson or Cabinet Secretary and/or Treasurer for a full term or major portion thereof.
- 3) With none of the above being accomplished concurrently.

SECTION 6. Each District Governor shall appoint, by the time he/she officially takes office, one Zone chairperson in each Zone of his/her District. Each officer appointed by the District Governor shall be an active member in good standing of a chartered Lions Club in good standing in his/her District. The appointed Zone Chairperson shall have served or will have served at the time of taking office as President of a Lions Club for a full term or major portion thereof and a member of the board of directors for no less than two additional years.

SECTION 7. No District officer shall be paid a salary.

ARTICLE X DISTRICT CONVENTION, ELECTION, ORGANIZATION, & REVENUE

SECTION 1. Districts 40N and 40S adopt the LCI STANDARD DISTRICT Constitution and By-Laws LA-4 revised July 8, 2011.

SECTION 2. If the District Governor elects to have Regions, each District shall be divided into Regions of sixteen (16) or fewer Lions Clubs each, due regard having been given to the geographical locations of the Clubs, and shall be subject to change by the District Governor as is deemed necessary for the best interests of Lionism and the individual Lions Clubs.

SECTION 3. Each Region, if activated, shall be divided by the District Governor into Zones, which shall be composed of eight (8) or fewer Lions Clubs each, due regard having been given to the geographical location of the Clubs, and shall be subject to change by the District Governor as is deemed necessary for the best interests of Lionism and the individual Lions Clubs.

SECTION 4. If Regions are activated, meetings of all member Clubs in a Region shall be designated and known as Region Meetings, and Region Meetings shall be held throughout the Multiple District during the year at times and places fixed by the Region Chairperson in active charge provided that the position of Region Chairperson is utilized by the District Governor. Region Meetings shall be so arranged and of such number as will make it possible and convenient for the members of each Club in the Multiple District to attend at least one (1) such meeting each year.

SECTION 5. Meetings of all member Clubs in a Zone shall be designated and known as Zone Meetings and Zone Meetings shall be held throughout the Multiple District during the year at times and places to be fixed by the Zone chairperson of each individual Zone, who shall be in active charge. Zone Meetings shall be so arranged and of such number as will make it possible and convenient for the members of each Club in each Zone to attend at least three (3) such meetings each year.

SECTION 6. Revenue to finance the operations of each District may be provided by a per capita tax in addition to the nine dollars (\$9.00) provided in ARTICLE VII, Section 2, MULTIPLE DISTRICT REVENUE. The amount of the tax shall be fixed by two thirds (2/3) vote of the delegates representing the District and properly assembled at any District or Multiple District Convention. Advance notice shall have been provided as specified in Article XIV, SECTION 2 of this constitution.

ARTICLE XI DISTRICT GOVERNOR'S CABINET

SECTION 1. There shall be a District Governor's Cabinet in each District composed of the District Governor as its presiding officer, the Immediate Past District Governor, the 1st and 2nd Vice District

Governors, the Region Chairpersons (if used), the Secretary-Treasurer, and the Zone Chairpersons. In all meetings of the cabinet, the voting privileges shall be extended only to each of the aforementioned officers.

SECTION 2. In the event that any Region Chairperson, if used, shall move into a Region other than the one from which appointed, the term of office of such Region Chairperson shall terminate immediately and his/her successor shall immediately be appointed by the District Governor to serve until the next Multiple District Convention.

SECTION 3. A majority of the District Governors Cabinet shall constitute a quorum.

SECTION 4. The District Governor shall call at least three (3) regular meetings of the District Governors Cabinet during his/her year. A minimum of ten (10) days written notice of such meetings shall be given to each member of the Cabinet by the Cabinet Secretary-Treasurer. Special meetings of the District Governors Cabinet may be called by the District Governor at his/her discretion, or shall be called upon written request made either to the District Governor or the Cabinet-Secretary-Treasurer by a majority of the members of the Cabinet. Not less than five (5) days written or electronic notice of special meetings of the District Governors Cabinet shall be given to each member by the Cabinet Secretary-Treasurer.

SECTION 5. In the event of a vacancy in a District Governors Cabinet, or in any office except that of District Governor, the vacancy shall be filled by the District Governor with the approval of the District Governor's Cabinet. The officer appointed shall serve until the next annual Multiple District Convention.

SECTION 6. The District Governor and his/her Cabinet shall not incur obligations in any fiscal year which will cause a deficit in said fiscal year.

SECTION 7. The Cabinet Secretary-Treasurer shall provide annually a comprehensive financial report of all aspects of Cabinet business. The report will include such items as an account checkbook spreadsheet, a final budget status, and receipts for all expenditures. The report will be reviewed and certified by the District Governor. The certified report shall be sent to all Clubs in the District and posted on the MD website.

ARTICLE XII DISTRICT GOVERNOR'S ADVISORY COMMITTEE

SECTION 1. There shall be a District Governor's Advisory Committee in each Zone, composed of the Zone Chairperson and the Presidents and the Secretaries of the Clubs in the Zone. The duties of the committee shall be those outlined in the current Manual of Information for District Governors published by Lions Clubs International.

SECTION 2. In the event any Zone Chairperson shall move into a Zone other than the one from which appointed, the term of office of such Zone Chairperson shall terminate immediately, and his successor for the remaining term shall be appointed by the District Governor.

SECTION 3. The Zone Chairperson in each Zone shall call no fewer than three (3) meetings of the District Governor's Advisory Committee during the year. The first of these meeting shall be held within sixty (60) days after the adjournment of the preceding International Convention; the second in the month of November; and the third in the month of February.

ARTICLE XIII DISTRICT GOVERNOR'S HONORARY COMMITTEE

SECTION 1. There may be in each District, a District Governor's Honorary Committee. The membership of this committee shall consist chiefly of Past International Officers, Past International

Directors and Past District Governors within the District; and said members of the committee shall be appointed by the District Governor. The Immediate Past District Governor may be the chairperson of this committee.

SECTION 2. This District Governor's Honorary Committee shall meet when and as called upon by the District Governor to do so.

SECTION 3. The duties of this committee shall be those outlined in the current Manual of Information for District Governors published by Lions Clubs International.

ARTICLE XIV AMENDMENTS AND RESOLUTIONS

SECTION 1. This Constitution may be amended only at a Multiple District Convention, by resolution reported by the Convention Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of votes cast.

SECTION 2. 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 Multiple District Convention with notice that the same will be voted upon at said Convention. A proposed amendment shall be submitted by a Lions Club in good standing in the Multiple District and Lions Clubs International. The proposed amendment shall be submitted to the Multiple District Constitution and By-laws Chairperson ninety (90) days in advance of the Multiple District Convention that it is to be voted upon. The Chairperson will review for accuracy and submit to all Lions Clubs Presidents in the Multiple District no less than thirty (30) days prior to the opening date of the Multiple District Convention with notice that it will be voted upon. The submitting Lions Club and the Constitution and By-Laws Chairperson must have proof that the above dates were complied with for the proposed amendment to be considered at the convention. Published in the Lions Roar or any other Multiple District 40 Lions' document will be considered advance notice only if it meets the thirty (30) advance notice. The Multiple District Constitution and By-Laws Chairperson is responsible to verify and maintain proof that the publications are mailed in a timely manner to meet the thirty (30) day advance notice. If these communications cannot meet this advance notice then a separate notice shall be sent to each Lions Club President that does meet the advance notice requirement.

SECTION 3. Each amendment shall take effect at the close of the Convention at which adopted unless otherwise specified in the amendment.

SECTION 4. This revised constitution will become effective upon the adjournment of the 2012 Multiple District Convention or July 1, 2012, whichever date comes first.

ARTICLE XV CONFLICT RESOLUTION

SECTION 1. If any article or section of this Constitution and By-Laws is in conflict with the International Association of Lions Clubs Constitution and By-laws, the provisions of the International Association of Lions Clubs shall prevail.

BY-LAWS

ARTICLE I DISTRICT NOMINATIONS AND ELECTIONS

SECTION 1. Any member of a Club in a District seeking the office of District Governor or 1st or 2nd Vice District Governor, shall file his/her intention to run in writing with his/her District Governor sixty (60) days prior to the Multiple District Convention, and furnish therewith evidence of his/her compliance with the qualifications for said office as set forth in the International Constitution and By-Laws. The candidate may, for the District Governor and the 1st or 2nd Vice District Governor, file said information with the Council thirty (30) days prior to the Multiple District Convention. The Council shall place in nomination at the Multiple District Convention the names of all candidates so qualified. If none are so received, and/or qualified, then, but only then, nominations for the office may be made from the floor. Each candidate shall be allowed one seconding speech of no more than three (3) minutes duration.

SECTION 2. Elections shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The candidate receiving the largest number of votes cast shall be declared elected. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

SECTION 3. In the event of a vacancy in the office of 1st or 2nd Vice District Governor or any Region Chairperson, the same shall be filled immediately by appointment by the District Governor to serve until the next Multiple District Convention.

SECTION 4. In the event of a vacancy in the office of District Governor, the same shall be filled in accordance with the provisions of the International Constitution. The remaining Cabinet Officers and District Governor Honorary Committee shall convene at a date, time and place called and determined by the Immediate Past District Governor to pick a replacement for recommendation to the International Board of Directors.

ARTICLE II ELECTION OF COUNCIL CHAIRPERSON

SECTION 1. A candidate for the Council Chairperson must be a Past District Governor and an active member in good standing of a chartered Lions Club in Multiple District 40.

SECTION 2. All eligible Past District Governors that desire to be a candidate for Council Chairperson shall file their intent with the Council Chairperson sixty (60) days in advance. The Council will review for compliance and submit the names to all Lions Clubs Presidents in Multiple District 40 a minimum of thirty (30) days prior to the opening of the Multiple District Convention with notice that the delegates will elect. The candidate receiving the largest number of votes cast at the Multiple District Convention shall be declared elected. If no qualified candidates have filed an intent, then and only then, nominations from the floor would be accepted. Any candidate nominated from the floor shall meet the office requirements and agreed to be nominated.

SECTION 3. The candidates for Council Chairperson each year will alternate between the two Districts. In the case where there are no candidates from the appropriate District, a candidate from the other District can be nominated.

SECTION 4. In the event of a vacancy in the office of Council Chairperson, the same shall be filled by election by the Council from the ranks of the Past District Governors residing in the same District as the Council Chairperson who vacated the office.

ARTICLE III DUTIES

SECTION 1. COUNCIL CHAIRPERSON. Under the general supervision of the International Board of Directors, he/she shall be the administrative officer of the Multiple District. His/Her specific responsibilities shall be to:

- a. Further the Purpose and Objects of the Association;
- b. Provide leadership, direction, and initiative for International and Multiple District programs, goals, and long range planning;
- c. Create and foster harmony and unity among Districts, and assist District Governors to solve issues;
- d. Preside over the Multiple District Convention and all Council Meetings;
- e. Submit reports and perform such duties as may be required by the Multiple District Constitution and By Laws;
- f. Perform such other administrative duties as may be assigned by the Council;
- g. Facilitate, at the close of his/her term of office, timely presentation of all Multiple District accounts, funds, and records to his/her successor in office.

SECTION 2. COUNCIL SECRETARY-TREASURER. Under the supervision and direction of the Council, he/she shall:

- a. Keep an accurate record of the proceedings of all meetings of the Council, and within ten (10) days after each meeting forward copies thereof to all members of the Council and the office of Lions Clubs International as well as posting it on the MD40 website;
- b. Assist the Council in conducting the business of the Districts, and perform such other duties as are specified or implied in the Constitution and By Laws, or as may be assigned to him/her from time to time by the Council;
- c. In coordination with the Council Chair, submit a budget at the first Council meeting for discussion and approval by the voting members of the Council. The budget will be presented at each subsequent Council Meeting. Receive and give proper receipts for all per capita taxes required to be paid over to him/her by the District Cabinet Secretary-Treasurers, deposit the same in a bank or banks designated by the Council, and disburse the same under the supervision and control of the Council by checks drawn against said deposits signed by himself/herself and countersigned by the Council chairperson or other duly authorized Past District Governor;
- d. Keep accurate books and records of accounts and minutes of all Council meetings, and permit inspection of the same by any member of the Council or any Club in the Multiple District (or any duly authorized agent of either) at any reasonable time for any proper purpose; provide annual financial report as specified in Article IV Section 9 of this Constitution; and
- e. If deemed necessary by the Council, secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the Council.

SECTION 3. COUNCIL. It shall:

- a. Make all contracts and approve all bills relating to Multiple District Convention administrative expenses;
- b. Designate a depository for Multiple District funds;

- c. If deemed necessary, determine the amount of surety bond for the Council Secretary-Treasurer, and approve the surety company issuing said bond;
- d. Receive financial reports, semi annually or more frequently, from the Council Secretary-Treasurer, if necessary, and provide for a comprehensive report at the end of the fiscal year of the books and accounts of the Council Secretary-Treasurer; and
- e. Give prior approval to any officer, agent or committee to obligate funds before such amount is incurred.

SECTION 4. 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 1st and 2nd Vice District Governors, Region Chairpersons, the Zone Chairpersons, the Cabinet Secretary-Treasurer and such other Cabinet members as may be provided for in the Multiple District Constitution and By-Laws. His/Her specific responsibilities shall be to:

- a. Further the Purpose and Objects of this Association;
- b. Supervise the organization of new Lions Clubs;
- c. Promote the Lions Clubs International Foundation and all service activities of the Association;
- d. Preside, when present, over Cabinet, Convention and other District Meetings. During any period he/she is unable to preside, the 1st Vice District Governor, if present shall preside. If neither the District Governor nor the 1st Vice District Governor are able to preside, the 2nd Vice District Governor, if present shall preside. If the District Governor and neither of the Vice District Governors are able to preside, a Region Chairperson (a Zone Chairperson if the District does not have assigned Region Chairpersons) chosen by the attending members shall preside;
- e. Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives;
- f. Exercise such supervision and authority over Cabinet Officers and appointed District Committee Chairmen;
- g. Submit a current itemized statement of total District receipts and expenditures to his/her Cabinet meetings and District Convention for approval by the voting members of the respective meeting; and
- h. Deliver at the termination of his/her term of office, all District financial accounts and records to his/her successor at the first Cabinet Meeting of his/her successor.

SECTION 5. 1st VICE DISTRICT GOVERNOR. The 1st Vice District Governor, subject to the supervision and direction of the District Governor, shall be the chief administrative assistant and representative of the District Governor. His/her specific responsibilities shall be, but not limited, to:

- a. Further the purposes of this Association.
- b. Perform such administrative duties assigned by the District Governor.
- c. Perform such other functions and acts required by the International Board of Directors.
- d. Participate in the Cabinet meetings, and conduct meetings in the absence of the District Governor, and participate in Council meetings as appropriate.

- e. Assist the District Governor in the review of the strengths and weaknesses of the clubs in the District, identifying the existing and potential weak clubs and establishing plans to strengthen them.
- f. Conduct club visitation as the representative of the District Governor when requested by the District Governor.
- g. 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 Global Leadership Team 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.
- 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 6. 2nd VICE DISTRICT GOVERNOR. The 2nd Vice District Governor, subject to the supervision and direction of the District Governor, shall be an assistant in the administration of the District, and representative of the District Governor. His/her specific responsibilities shall be, but not limited, to:

- a. Further the purposes of this Association.
- b. Perform such administrative duties assigned by the District Governor.
- c. Perform such other functions and acts required by the International Board of Directors.
- d. Participate in the Cabinet meetings, and conduct meetings in the absence of the District Governor, and participate in Council meetings as appropriate.
- e. Familiarize himself/herself with the health and status of the clubs in the District, review the monthly financial report and assist the District Governor and the 1st 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 1st Vice District Governor in planning and conducting the annual District convention.
- h. Work with the District Global Membership Team Coordinator to prevent loss of clubs and members, particularly due to inactive club administration and/or financial suspension or other problems.
- i. Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.

- j. Work with the District Information Technology Committee and assist the committee to promote the use of the Association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- k. At the request of the District Governor, supervise other District committees.
- l. Assist the District Governor, 1st Vice District Governor, and the Cabinet in planning of the next year, including the district budget.
- m. Familiarize himself/herself with the duties of the District Governor so that, in the event of a vacancy in the offices of District Governor and 1st 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 1st 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 7. CABINET SECRETARY-TREASURER. Under the supervision of the District Governor, his/her specific responsibilities shall be to:

- a. Further the Purpose and Objects of this Association;
- b. Perform such duties as are implied by the title of said office, including the following:
 - 1) Keep accurate record of the proceedings of all meetings of the Cabinet and, within five (5) days after each meeting, forward copies of the same to all members of the Cabinet and the office of Lions Clubs International;
 - 2) Take and keep minutes of the District Convention and furnish copies of the same to Lions Clubs International, the District Governor, and the Secretary of each Club in the 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 hereunder on members and Clubs in the District, deposit the same in such bank or banks as the District Governor shall determine, and disburse the same by order of the District Governor as specified in the District budget and approved by the Cabinet;
 - 5) Remit and pay over to the Council Secretary-Treasurer the Multiple District part of the per capita tax as specified in ARTICLE VII Section 2 collected by the District and secure a proper receipt therefor;
 - 6) In coordination with the District Governor, submit a budget at the first Cabinet meeting for discussion and approval by the voting members of the Cabinet. Provide a comprehensive financial report at each Cabinet meeting to include the budget status and a checkbook spreadsheet to show all income and expenses since the last Cabinet meeting. Keep accurate books and records of accounts, and minutes of all Cabinet and District meetings, and permit inspection of the same by the District Governor, any Cabinet member, and any Club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the District Governor or the Cabinet, he/she shall furnish any such books and records as requested to a committee appointed by the District Governor;
 - 7) If deemed necessary by the Cabinet, 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; and
 - 8) Perform such other functions and acts as may be required of each by the International Board of Directors through the Cabinet Secretary-Treasurer Manual and other directives.

SECTION 8. REGION CHAIRPERSON. Subject to the supervision and direction of the District Governor, he/she shall be the chief administrative officer in his/her Region. His/Her specific responsibilities shall be to:

- a. Further the Purpose and Objects 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 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 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 Club Constitution and By-Laws;
- g. Promote representation at International, Multiple District and District 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 his/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;
- j. Perform such other functions and acts as may be required of him/her by the International Board of Directors through the Region Chairperson Manual and other directives. In the event a Region Chairperson for any reason can not 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 until the next Multiple District Convention.

SECTION 9. ZONE CHAIRPERSON. Subject to the supervision and direction of the District Governor and/or Region Chairperson (if used), he/she shall be the chief administrative officer in his/her Zone. His/Her specific responsibilities shall be to:

- a. Further the Purpose and Objects of the 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 Governor's Advisory 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 his/her Zone;
- e. Represent each Club in his/her Zone in any problems with the District, Multiple District or Lions Clubs International;
- f. Supervise the progress 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, Multiple District and District 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 the findings to the 1st and 2nd Vice District Governors, particularly with respect to weaknesses he/she may have discovered. (Copy to District Governor); and
- j. Perform such other functions and acts as may be required of him/her by the International Board of Directors through the Zone Chairperson Manual and other directives. In the event the Zone Chairperson for any reason can not 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 10. DISTRICT GOVERNOR'S CABINET. It shall:

- a. Assist the District Governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the District;
- b. Receive from the Region Chairperson, or the Vice District Governors if Region Chairpersons are not used, reports and recommendations which concerns the Clubs and Zones;
- c. Supervise the collection of all per capita taxes by the Cabinet Secretary-Treasurer, designate a depository (s) for said funds, and authorize the payment there from of all legitimate expenses pertaining to the administration of the affairs of the District;
- d. If deemed necessary, secure, set the amount of, and approve the surety company issuing, the surety bond for the Cabinet Secretary-Treasurer;
- e. Secure at each Cabinet Meeting District financial reports from the Cabinet Secretary-Treasurer and;
- f. Provide for a review of the books and accounts of the Cabinet 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 11. DISTRICT GOVERNOR'S ADVISORY COMMITTEE. It shall assist the Zone Chairperson 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 12. DISTRICT GOVERNOR'S HONORARY COMMITTEE. It shall assist 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.

ARTICLE IV COMMITTEES

SECTION 1. The Credentials Committee of the Multiple District Convention shall be composed of the current District Governors and Cabinet Secretary-Treasurers. The Chairperson of this committee shall be the Council Chairperson. At District Conventions, the District Governor, as Chair-person, his/her Cabinet Secretary-Treasurer and-two (2) other non-officers of the District shall serve as the Credentials Committee. Each such Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER NEWLY REVISED.

SECTION 2. Sixty (60) days or more before the Convention, the Council shall appoint the Chairperson of, and fill any vacancies occurring in the following Multiple District Convention Committees: Resolutions, Nominations, Elections, Constitution and By Laws, Rules and

International Convention. Each District shall have at least one representative on each such committee. These committees shall perform such duties as the Council shall designate.

ARTICLE V. RULES FOR CONVENTION PROCEDURE

SECTION 1. The Council shall arrange the order of Business for the Multiple District Convention, and the same shall be the order of the day for all sessions.

SECTION 2. Except as otherwise specifically provided in this Constitution and By-Laws, or in the Rules or Procedure adopted for a meeting all questions of Order and Procedure in any Multiple District or District meeting or convention, any meeting of the Council, District Cabinet, Region, Zone or member Club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER NEWLY REVISED.

ARTICLE VI NOMINATION & ENDORSEMENT: INTERNATIONAL DIRECTOR & 2ND VICE PRESIDENT NOMINEES

SECTION 1. Subject to the provisions of the International Constitution and By-Laws, any member of a Lions Club in the Multiple District seeking endorsement of conventions of his/her District and Multiple District 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 of his/her District, and the Council Secretary-Treasurer no less than sixty (60) days prior to the convening date of the convention (District or Multiple) at which such question of endorsement is to be voted upon; and
- b. Deliver with said Notice of Intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

SECTION 2. Each Notice of Intention so delivered shall be transmitted forthwith by the District Governor and/or the Cabinet Secretary-Treasurer, as the case may be, to the Council, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective Convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

SECTION 3. Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes duration.

SECTION 4. The vote on the question of endorsement shall be by secret ballot. To be elected a candidate shall receive fifty (50) per cent plus one vote of the registered and certified delegates at the convention. This means that a registered and certified delegate who does not vote is counted in determining the number of votes required to be elected. In the event of a tie vote, or failure of one nominee to receive the required majority on any ballot, balloting shall continue with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes.

SECTION 5. Certification of endorsement by the Multiple District Convention shall be made in writing to the International Office by the Multiple District officials designated, and in accordance with the requirements therefor set forth, in the International Constitution and By-Laws.

SECTION 6. No endorsement of any candidacy of any member of a Lions Club in the Multiple District shall be valid unless and until the provisions of this ARTICLE VI have been met.

ARTICLE VII FISCAL YEAR

SECTION 1. The fiscal year of this Multiple District and each District shall be from July 1st through June 30th.

ARTICLE VIII AMENDMENTS

SECTION 1. These By-Laws may be amended only at a Multiple District Convention, by resolution reported by the Convention Committee on Constitution and By-Laws and adopted by a majority of the votes cast.

SECTION 2. 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. A proposed amendment shall be submitted by a Lions Club in good standing in the Multiple District and Lions Club International. The proposed amendment shall be submitted to the Multiple District Constitution and By-Laws Chairperson ninety (90) days in advance of the opening date of the Multiple District Convention that it is to be voted upon. The Chairperson will review for accuracy and submit to all Lions Clubs Presidents in the Multiple District no less than thirty (30) days prior to the opening date of the Multiple District Convention with notice that it will be voted upon. The submitting Lions Club and the Constitution and By-Laws Chairperson must have proof that the above dates were complied with for the proposed amendment to be considered at the convention. Published in the Lions Roar or any other Multiple District 40 Lions document will be considered advance notice only if it meets the thirty (30) day advance notice. The Multiple District Constitution and By-Laws Chairperson is responsible to verify and maintain proof that the publications are mailed in a timely manner to meet the thirty (30) day advance notice. If these communications cannot meet this advance notice then a separate notice shall be sent to each Lions Club President that does meet the advance notice requirement.

SECTION 3. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

ARTICLE IX. EFFECTIVE DATE

These By-Laws will become effective upon the adjournment of the 2013 Multiple District Convention or July 1, 2013, whichever date comes first.