

District 26-M7



Constitution and By-Laws

Originally Adopted
District 26 M7 Constitutional Convention
March 1, 2008
Jefferson City, MO

Record of Amendments

Date Approved

March 7, 2009

Summary

- Incorporate provisions for a second vice-district governor throughout the documents. This brings the documents into compliance with the Lions Clubs International Constitution and By-Laws.
- Amend By-Laws Article IX, Section 1 provision pertaining district governor reimbursement for costs associated with attending the international convention. This brings the document into compliance with the MD26 Constitution and By-Laws.

Constitution Chair: PDG Bob Van Ark

DISTRICT 26-M7 CONSTITUTION

ARTICLE I

Name. This organization shall be known as District 26-M7, Lions Clubs International, hereinafter referred to as "district."

ARTICLE II

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

ARTICLE III

Membership. The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International. The boundary lines of this district shall be comprised of the counties of Benton, Callaway, Camden, Cole, Gasconade, Maries, Miller, Moniteau, Morgan, and Osage.

ARTICLE IV

District Organization

Section 1. **CABINET AND OFFICERS.** District officers shall be the district governor, immediate past district governor, first and second vice district governors, region chairpersons (if the position is used during the district governor's term), zone chairpersons, a cabinet secretary-treasurer (or cabinet secretary and cabinet treasurer), and the district representative to the Board of Directors, Missouri Lions Eye Research Foundation. The members of the district cabinet shall be the officers of the district and the appointed committee chairpersons. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. **ELECTION OF DISTRICT GOVERNOR/FIRST AND SECOND VICE DISTRICT GOVERNORS.** The district governor and first and second vice district governors, and region chairpersons (if the position is used during the district governor's term) shall be elected at the annual convention of the district. The district governor shall appoint, by the time he/she takes office, the cabinet secretary-treasurer (or cabinet secretary and cabinet treasurer). The first and second vice district governors and each region chairperson (if the position is used during the district governor's term) shall appoint a zone chairperson for each zone in their respective regions.

ARTICLE V

District Convention

Section 1. **TIME AND PLACE.** An annual convention of the district shall be held in each year to conclude no less than thirty (30) days prior to the convening of the Multiple District 26 convention on a date and at a place selected by the district governor, but the selected time shall not fall on a holiday weekend. Each chartered club in the district shall receive written notice of the date and place of the district convention in writing at least sixty (60) days before the district convention.

Section 2. **CLUB DELEGATE FORMULA.**

(a) Each chartered club in good standing in Lions Clubs International and District 26-M7 shall be entitled in each annual district convention to one (1) delegate and one (1) alternate for each ten (10) members or major fraction thereof who have been enrolled for at least one year and a day in the club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. A named delegate need not have been a Lion member for one year and one day.

(b) Each past district governor and current district governor who are members of clubs in the district may serve as voting delegates without counting against the entitlement of their club.

(c) Each certified delegate, district governor, and past district governor present in person shall be entitled to cast one (1) vote only for each office to be filled by and one (1) vote only on each question submitted to the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. Proxy voting is prohibited.

(d) Delegates must pay a registration fee and register at the district convention to be qualified to vote at that convention.

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

Section 3. **QUORUM.** The attendance in person of a majority of the delegates present at the convention shall constitute a quorum at any session of the convention.

ARTICLE VI

Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended only at a district convention by an affirmative vote of two-thirds (2/3) of the votes cast in person by qualified delegates by secret ballot. Any amendment to be submitted must be proposed in one of the following methods:

(a) By resolution of the Constitution and By-Laws Committee or

(b) By a petition approved by no fewer than ten (10) Lions clubs in the district within the same fiscal year as the convention and submitted to the Constitution and By-Laws Committee at least forty-five (45) days before the convention.

Section 2. **NOTICE.** No amendment shall be reported or voted upon unless the amendment 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 the convention.

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

BY-LAWS

ARTICLE I

District Convention

Section 1. **CONVENTION SITE SELECTION.** An annual convention of the district shall be held in each year prior to the Multiple District 26 convention at a place and on a date and at a time fixed by the district governor.

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

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

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

Section 5. **OFFICIAL REPORT.** Within sixty (60) days after the close of the convention, the cabinet secretary (or cabinet secretary/treasurer) shall transmit one copy of the complete proceedings to the international office, state office, and each club in the district.

Section 6. **CREDENTIALS COMMITTEE.** The Credentials Committee of the district convention shall be composed of the district governor, the cabinet-secretary-treasurer (or cabinet secretary) and two non-officers of the district appointed by the district governor. The Credentials Committee shall have the powers and perform the duties set forth in Robert's Rules of Order, Newly Revised.

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

ARTICLE II

Meetings

Section 1. **DISTRICT CABINET MEETINGS.**

(a) **Regular.** A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first held within thirty (30) days after the adjournment of the international

convention. At least ten (10) days written notice of meetings setting forth a date, time and place determined by the district governor shall be given to each cabinet member by the cabinet secretary (or cabinet secretary/treasurer).

(b) **Special.** Special meetings of the cabinet may be called by the district governor at his/her discretion, and shall be called upon written request made to the district governor or the cabinet secretary-treasurer (or cabinet secretary) by a majority of the district officers. No fewer than five (5) days written (including letters, electronic mail, or facsimile transmission) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary-treasurer (or cabinet secretary).

(c) **Quorum and Vote.** The attendance of a majority of the officers of the cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to all members of the district cabinet.

Section 2. **REGIONS AND ZONES.**

(a) **Organizational.** The district governor shall divide the district into regions of no more than sixteen (16) and no less than ten (10) Lions clubs, and each such region into zones of no more than eight (8) and no less than four (4) Lions clubs, giving due regard to the geographical locations of the clubs. All such regions and zones shall be subject to change by the district governor, when in his/her sole discretion, he/she shall deem the same necessary to the best interests of the Lions Clubs International.

(b) **Regional Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson or other district cabinet member as may be assigned by the district governor presiding, may be held during the fiscal year at times and places fixed by the region chairperson of the respective region.

(c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson. Such meetings shall be arranged and held in such number that will make possible and convenient for the members of each club in each zone to attend at least two meetings each year. If it is deemed feasible, the zone meeting may be held in conjunction with and as part of the district governor's advisory committee meetings.

ARTICLE III

District Nominations, Elections and Appointments

Section 1. **NOMINATING COMMITTEE.** The district governor shall appoint by written notification received by the clubs at least sixty (60) days prior to the district convention, a Nominating Committee of a minimum of three (3) and not more than five (5) members,

each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not at the time of their appointment hold any district or international office.

Section 2. ELECTION PROCEDURES. Any qualified member of a club in the district seeking the office of district governor, first and second vice district governors, or region chairperson (if the position is used during the district governor's term) shall file his/her intention to run in writing with the Nominating Committee Chairperson no later than thirty (30) days prior to its report to the convention and furnish evidence of his/her compliance with the qualifications for the office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidates so qualified. If none are received or qualified, then, but then only, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration. It is intended that the district governor, insofar as is practicable, be elected from each region in turn on a rotating basis. Only in extreme circumstances should members from the same Lions club serve consecutive terms as district governor.

Section 3. DISTRICT GOVERNOR QUALIFICATIONS. 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 the district.
- (b) Currently be serving as the first vice district governor of this district.
- (c) Have served or will have served at the time he/she takes office as district governor:
 - (i) As president of a Lions Club for a full term or major portion thereof and also as a member of the board of directors of a Lions Club no less than two additional years.
 - (ii) As zone chairperson, region chairperson, or cabinet secretary-treasurer (or cabinet secretary or cabinet treasurer) for a full term or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.
- (d) Secure the endorsement of his/her Lions Club or a majority of clubs in the district.
- (e) Only in the event the current first vice district governor does not stand for election as district governor, or if a vacancy in the position of first vice district governor exists at the time of the district convention, any club member who fulfills the qualifications for the office of second vice district governor as set forth in these by-laws or constitution and who is currently serving or who has served one additional year as a member of the district cabinet, shall fulfill the requirements of subsection (b) of this section.

Section 4. **FIRST VICE DISTRICT GOVERNOR QUALIFICATIONS.** The first vice district governor shall serve a term of office, which term shall begin with the close of the association's convention held in the year of their election and end at the close of the next convention of the association, and no first vice district governor may succeed himself or herself in office. A candidate for the office of first vice district governor shall:

- (a) Be an active member in good standing of a chartered Lions Club in good standing in the district.
- (b) Currently be serving as the second vice district governor of this district.
- (c) Have served or will have served at the time he/she takes office as first vice district governor:
 - (i) As president of a Lions Club for a full term or major portion thereof and also as a member of the board of directors of a Lions Club no less than two additional years; and
 - (ii) As zone chairperson, region chairperson, or cabinet secretary-treasurer (or cabinet secretary or cabinet treasurer) for a full term or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.
- (d) Secure the endorsement of his/her Lions Club or a majority of clubs in the district.

Section 5. **SECOND VICE DISTRICT GOVERNOR QUALIFICATIONS.** The second vice district governor shall serve a term of office, which term shall begin with the close of the association's convention held in the year of their election and end at the close of the next convention of the association, and no second vice district governor may succeed himself or herself in office. It is intended that the district governor, insofar as is practicable, be elected from each region in turn on a rotating basis. A candidate for the office of second vice district governor shall:

- (a) Be an active member in good standing of a chartered Lions Club in good standing in the district.
- (b) Have served or will have served at the time he/she takes office as second vice district governor:
 - (i) As president of a Lions Club for a full term or major portion thereof and also as a member of the board of directors of a Lions Club no less than two additional years; and
 - (ii) As zone chairperson, region chairperson, or cabinet secretary-treasurer (or cabinet secretary or cabinet treasurer) for a full term or major portion thereof.

(iii) With none of the above being accomplished concurrently.

(c) Secure the endorsement of his/her Lions Club or a majority of clubs in the district.

Section 6. **REGION/ZONE CHAIRPERSON QUALIFICATIONS.** Each region and zone chairperson shall:

(a) Be an active member in good standing in his/her respective region or zone; and

(b) Have served or will have served at the time of taking office as region or zone chairperson as president of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years.

Section 7. **DISTRICT REPRESENTATIVE TO MISSOURI LIONS EYE RESEARCH FOUNDATION BOARD OF DIRECTORS.** At the 2008 convention adopting the District 26-M7 Constitution and By-Laws, and each three years thereafter, the Nominating Committee shall, using the same procedures outlined in Section 2, place in nomination one or more Lions to represent the district on the Board of Directors of Missouri Lions Eye Research Foundation, for election by the convention.

Section 8. **BALLOT.**

(a) The election of district governor and first and second vice district governors shall be conducted by secret written ballot, with the candidate required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

(b) The election of other district officers shall be by secret written ballot, unless there is only one nominee for an office, in which a voice vote may be taken for that office. The candidate receiving the majority of votes cast by the delegates present and voting to be declared elected; for the purposes of such election, a majority is defined as a number more than one-half of the total valid votes excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

(c) The current district governor shall report the results of each district governor and first and second vice district governor election to the international office.

Section 9. **DISTRICT GOVERNOR VACANCY.** In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The first vice district governor shall act as district governor until the international board fills the vacancy. The immediate past district governor, first and second vice district governor, the region chairpersons, zone chairpersons, the cabinet secretary-treasurer (or cabinet secretary and cabinet treasurer) and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in good standing in the district shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors. If the immediate past district governor is not available, the most recent past district governor shall serve as chairperson. For a Lion to be eligible and qualified to be selected to fill a vacancy in the office of district governor, he/she must:

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

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

Section 10. **FIRST AND SECOND VICE DISTRICT GOVERNOR AND OTHER VACANCIES.** Any vacancy in office except that of district governor and first and second vice district governor shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the multiple district and international offices within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion that is entitled to receive an

invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice. For a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second vice district governor, he/she must:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her district.

(b) Have served or will have served at the time he/she takes office as first or second vice district governor:

- (i) As an officer of a Lions club for a full term or major portion thereof; and
- (ii) As a member of the district cabinet for a full term or major portion thereof.
- (iii) With none of the above being accomplished concurrently.

Section 11. **REGION/ZONE CHAIRPERSON VACANCY.** If any region chairperson or zone chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion, may choose to leave the position of region chairperson vacant for the remainder of the term.

ARTICLE IV

Nominations and Endorsement International Director and Second Vice President Nominees

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

(a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon;

(b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. **NOMINATION.** Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be

necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

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

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

Section 5. **CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated and to the multiple district council of governors in accordance with the requirements set forth in the International Constitution and By-Laws.

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

ARTICLE V

Duties of District Officers/Cabinet

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

- (a) Further the Purposes of Lions Clubs International.
- (b) Actively participate and inspire other district officers to administer and promote effective membership growth and new club organization.
- (c) Actively participate and inspire other district officers to administer and promote leadership development at the club and district levels.
- (d) Support and promote the Lions Clubs International Foundation and all service activities of the Association.

(e) Preside, when present, over the district convention, and cabinet and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.

(f) Promote harmony among the chartered Lions clubs.

(g) Endeavor to visit each club at least once during his/her term of office. Ensure each Lions club in the district is visited each year by a district officer to facilitate successful administration of the club; the visiting officer is to submit a visitation report to the International Headquarters for each visit.

(h) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.

(i) Submit a current itemized statement of total district receipts and expenditures to his/her district meetings and convention.

(j) Deliver, forthwith, at the termination of his/her term of office, all district accounts and records to his/her successor in office.

(k) Report to Lions Clubs International all known violations of the use of the association's name and emblem.

(l) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

Section 2. **FIRST VICE DISTRICT GOVERNOR.** The first vice district governor, subject to the supervision and direction of the district governor, shall be chief administrative assistant 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 as may be assigned by the district governor.

(c) Perform such other functions and acts as may be required of him/her by the International Board of Directors.

(d) Actively participate in all cabinet meetings and conduct all 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 District Extension Committee, and assist them to reach their goals of the year.
- (h) Work with the District Leadership Development Committee and assist the committee to develop and implement a district-wide leadership development plan to enhance the enthusiasm and capability of the district officers and members to serve effectively through use of the District MERL Team and integration of the team's work with the district's leadership development efforts.
- (i) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (j) At the request of the district governor, supervise other district committees.
- (k) Participate in the planning of the next year including the district budget.
- (l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

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

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.

- (e) Familiarize himself/herself with the health and status of the clubs in the district, and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.
- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Work with the District Retention Committee, and assist the committee to prevent the loss of clubs and members, particularly due to inactive club administration and/or financial problems or negligence.
- (i) Work with the District LCIF Committee and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (j) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (k) At the request of the district governor, supervise other district committees.
- (l) Assist the district governor, first vice district governor, and the cabinet in planning of the next year.
- (m) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of the district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting first vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 4. **CABINET SECRETARY-TREASURER.** He/she shall act under the supervision of the district governor. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Perform such duties as are implied by the title of said office, including but not limited to the following:

Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.

Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the district.

Make reports to the cabinet as the district governor or cabinet may require.

Collect and receipt for all per capita taxes levied 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.

Remit and pay over to the multiple district council secretary-treasurer the multiple district per capita tax, if any, collected in the sub-district, and secure a proper receipt.

Keep accurate books and records of account, 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 any auditor appointed by the district governor.

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. District administrative funds will pay for the bond.

(c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

(d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

Section 5. **REGION CHAIRPERSON.** The region chairperson (if the position is used during the district governor's term), subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

(a) Further the purposes of this association.

(b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairperson as may be assigned by the district governor.

(c) Play an active role in membership development including organization of new clubs and strengthening of clubs in the district.

(d) Play an active role in leadership development at the club level.

- (e) Perform such other functions and acts as may be required by the International Board of Directors through the district officers manual and other directives.
- (f) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the region chairperson and district governor.
- (g) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws.
- (h) Promote representation at international, state, and district conventions by at least the full quota of delegates to which clubs in his/her region are entitled.
- (i) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.
- (j) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

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

Section 6 . **ZONE CHAIRPERSON.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the purposes of this association.
- (b) Serve as chairperson of the district governor's advisory committee in his/her zone and as such chairperson to call regular meeting of said committee.
- (c) Play an active role in membership development including extension of new clubs.
- (d) Play an active role in leadership development at the club level.
- (e) Perform such other functions and acts as may be required by the International Board of Directors through the district officers manual and other directives.
- (f) Represent each club in his/her zone in any problems with district, multiple district, or Lions Clubs International.
- (g) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.

- (h) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.
- (i) Promote representation at international, state, and district conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.
- (j) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson or vice district governor and district governor – particularly with respect to weaknesses he/she may have discovered.
- (k) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

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

Section 7. **DISTRICT GOVERNOR'S CABINET.** The district governor's cabinet shall:

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

Section 8. **SERGEANT-AT-ARMS.** The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under Robert's Rules of Order, Newly Revised.

ARTICLE VI

District Committees/Duties

Section 1. **DISTRICT GOVERNOR'S ADVISORY COMMITTEE.** In each zone, the zone chairperson and the presidents and secretaries of the clubs in the zone shall compose a District Governor's Advisory Committee, with the zone chairperson as chairperson. The zone chairperson shall call and conduct no fewer than three, and preferably four, meetings of the District Governor's Advisory Committee. This committee shall hold a first meeting within sixty (60) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the state convention. It shall assist the zone chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the zone chairperson to the district governor and his/her cabinet.

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

Section 3. **DISTRICT CABINET COMMITTEES.** The district governor shall appoint committees to ensure representation of the district in each of the established state committees. In addition, the district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed voting members of the district cabinet.

Section 4. **FINANCE AND AUDIT COMMITTEE.** The district governor shall appoint a finance and audit committee consisting of at least one member from each region, who shall have been a voting member of the previous cabinet in the district. This committee will have the responsibility of conducting the audit following the end of the fiscal year.

ARTICLE VII

District Administration Fund

Section 1. DISTRICT REVENUE.

(a) To provide revenue to defray the administrative expenses of the district, an annual district administrative fund per capita tax of \$3.50 is hereby levied upon each member of each club in the district.

(b) The per capita tax shall be collected and paid by each club in two (2) equal semi-annual payments as follows: \$1.75 per club member by October first of each year and \$1.75 per club member by April first of each year.

(c) The semi-annual billings to each club shall be based on the membership of said club as shown on the Recap of Accounts for the last day of June and December transmitted by Lions Clubs International to the District Governor. The District Governor shall report the membership totals to his/her cabinet secretary-treasurer (or cabinet treasurer).

(d) The cabinet secretary-treasurer (or cabinet treasurer) shall mail the billings for the per capita tax to each club:

- (i) The billings will include both the district per capita tax and state per capita tax levied by the state council secretary-treasurer. The cabinet secretary-treasurer (or cabinet treasurer) shall remit to the state council secretary-treasurer the state per capita tax collected. This remittance shall be made no later than October 1 and April 1 of each year.
- (ii) The cabinet secretary-treasurer (or cabinet secretary) shall send the billings to each club during the months of August and February.

(e) Any club disagreeing with its membership totals on the recap of accounts must reconcile its roster with that on the records of International Association of Lions Clubs before its dues billing can be adjusted.

(f) The tax shall be paid to the cabinet secretary-treasurer (or cabinet secretary) by each club in the district, except newly chartered and reorganized clubs.

(g) New and reorganized clubs which have been organized or reorganized by January first of any fiscal year shall be required to pay only the February semi-annual billings. Clubs organized or reorganized after the last day of April of any fiscal year shall not be taxed for the fiscal year of their organization or reorganization; such club shall not forfeit its delegate privileges at the annual district or state convention.

(h) Billings shall be declared delinquent if unpaid by the dates of October 1 and April 1 of each year. When a portion of the dues of a district remain unpaid by the time of the annual district convention, only those clubs in arrears shall forfeit their delegate privileges at the convention.

(i) The per capita tax shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement shall be by checks drawn and signed by the cabinet secretary-treasurer (or cabinet treasurer) and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the district administrative fund after payment of all administrative expenses in that year shall remain in said administrative fund and become available for future administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

Section 3. **FEE COLLECTION.** Such fee as the district governor shall set may be collected, under procedures set by the district governor, from each delegate, alternate, and guest attending the district convention to defray the actual cost of convention meals and entertainment.

Section 4. **AUDIT OR REVIEW.** The district governor shall provide for an annual or more frequent audit or review of the district administrative fund and shall give an annual financial report of said fund to each annual district convention.

ARTICLE VIII

Rules of Procedure

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by Robert's Rules Of Order, Newly Revised.

ARTICLE IX

Miscellaneous

Section 1. **DISTRICT GOVERNOR EXPENSES – INTERNATIONAL CONVENTION.**

(a) The expenses of the district governor in connection with his/her attending the International Convention shall be considered a district administrative expense and a

sufficient fund out of the district administrative fund shall be set aside to assist in defraying these expenses.

(b) Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 2. **FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will affect an unbalanced budget or deficit in said fiscal year.

Section 3. **CABINET SECRETARY-TREASURER BOND.** The cabinet secretary-treasurer (or cabinet treasurer) and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 4. **AUDIT OR REVIEW OF BOOKS.** The district governor's cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the cabinet secretary-treasurer (or cabinet treasurer) and a statement of the financial condition of the district shall be sent to Lions Clubs International and each club in the district within sixty (60) days after the close of the fiscal year by the district governor then in office.

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary cabinet-treasurer (cabinet secretary or cabinet treasurer) whose compensation, if any, shall be fixed by the district cabinet. However, an honorarium may be provided to help offset expenses incurred, if approved by the cabinet.

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

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

ARTICLE X

Amendments

Section 1. **AMENDING PROCEDURE.** These by-laws may be amended only at a district convention, by resolution reported by the Constitution and By-Laws Committee or by a petition submitted at least forty-five (45) days before the district convention and approved by no fewer than ten (10) clubs in good standing in the district approving the same in the same fiscal year as the convention, and adopted by a majority of the votes cast.

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

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

ARTICLE XI

Effective Time

The District 26-M7 Constitution and By-laws shall become effective at the conclusion of the 2008 Lions Clubs International Convention on June 27, 2008.

EXHIBIT A

RULES OF PROCEDURE

DISTRICT 26-M7 CONVENTION

Rule 1. The district governor shall arrange the order of business for the district convention.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District 26-M7 Constitution and By-Laws or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.

(a) The district governor may designate any member of the credentials committee as chairperson of that committee. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as set forth in Robert's Rules of Order, Newly Revised.

(b) An appropriate delegate or alternate delegate credential card, signed by either the district governor or district cabinet secretary-treasurer (or cabinet secretary), shall be given to each delegate and alternate prior to the balloting; provided that satisfactory proof is presented that the person desiring to vote is a Lion in good standing and a member of a Lions Club in good standing and that permitting that person to vote will not cause the Lions Club which that person represents to exceed the number of votes to which that Lions Club is entitled under the constitution of this district. Each person desiring to vote shall surrender to the election officer his/her credential card. No one not presenting a valid credential card shall be allowed to vote.

(c) The secretary of each Lions Club in the district shall, prior to the convening of each district convention, certify to the cabinet secretary-treasurer (or cabinet secretary), on forms provided by that officer, the names of the delegates and alternates, as provided for by Article V, Section 2, of the constitution of the district, attending the district convention from that Lions Club. The cabinet secretary-treasurer (or cabinet secretary) shall ascertain that each person wishing to vote has been properly certified as a delegate or alternate to the convention and that the number of persons voting on behalf of the Lions Club of which the person wishing to vote is a member does not exceed the number of votes to which that club is entitled under Article V, Section 2 of the constitution of the district, before the person is furnished with an official ballot.

(d) The cabinet secretary-treasurer (or cabinet secretary) shall supervise the balloting, prepare the official ballots to be used, and make all other arrangements necessary for

the balloting. The convention sergeant-at-arms and assistant sergeant-at-arms shall preserve order during the balloting.

(e) The registration and certification of delegates shall occur on the day of the convention's business meeting between the hours of 8:00 a.m. and 11:00 a.m.

(f) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

Rule 4.

(a) Prior to the convention, the district governor, unless otherwise provided, shall appoint, and designate the chairperson of a nominations committee consisting of a minimum of three (3) members and not more than five (5) persons. It shall be the committee's responsibility to review the qualifications of each nominated candidate and rule on the eligibility of the same. The ruling of the nominations committee on the qualifications, or lack thereof, of any candidate shall be final and binding.

(b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

Rule 5. Replacement of delegates and alternate delegates.

(a) To replace a delegate and/or alternate delegate already certified, the replacement must surrender the copy of the credential certificate issued to the member he/she is replacing.

(b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

Rule 6. Nominations for the offices of district governor, vice district governor and such other offices to be filled by the convention shall be limited to a nominating speech not to exceed five (5) minute(s) and a seconding speech not exceed three (3) minutes for each nominee.

Rule 7.

(a) Prior to the convention, the district governor shall appoint, and designate the chairperson of, an elections committee consisting of a Lion in good standing who is a member of a Lions Clubs in good standing, representing each region in this district to

assist the cabinet secretary-treasurer (or cabinet secretary) in conducting the balloting and tabulating the results thereof. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

(b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.

(c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 8. Voting.

(a) Voting will take place at a predetermined location and time.

(b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.

(c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.

EXHIBIT B

RULES OF PROCEDURE

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

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

Rule 2. Written invitations to this meeting shall be sent as soon as possible so that the meeting is held within the required fifteen (15) days of receipt of notification. The immediate past district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time within the required fifteen (15) days.

Rule 3. The chairperson shall maintain a written attendance roster.

Rule 4. Each Lion that is entitled to attend the meeting may make one nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

Rule 6. Voting.

(a) Voting will occur immediately after the close of nominations.

(b) Voting will be by written ballot unless a majority of the members attending the meeting select another voting method.

(c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.

(d) A simple majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

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

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

EXHIBIT C

DISTRICT COMMITTEES

The District Governor shall ensure representation of the district in each of the established state committees. Committees established by the MD 26 Constitution and By-Laws are:

Section 1. Committees with a one year term.

- (a) All-State Band. The terms of office of members of this committee shall operate on a year of October 1 to September 30.
- (b) Athletic. The terms of office of members of this committee shall operate on a year of October 1 to September 30.
- (c) Lions Opportunity for Youth.
- (d) State Constitution and By-Laws.

Section 2. Committees with a two year term. To ensure continuity of the state committee activities, the MD 26 Constitution and By-Laws assign appointment dates to each district. For fiscal years commencing in odd years, the district governor may make appointments to the committees

- (a) Constitution and By-Laws
- (b) Hearing Conservation and Work with the Deaf
- (c) Lions Business Opportunities for the Missouri Blind
- (d) Public Relations
- (e) Sight Conservation and Work with the Blind
- (f) State and International Convention. The terms of office of members of this committee shall operate on a year of October 1 to September 30.

Section 3. The following committees shall have a three year term:

- (a) Membership
- (b) Leadership Development
- (c) Retention

(d) Extension

Section 4. No person may serve or represent the district on the same state committee for more than four years in any six consecutive years without the consent of the state council given on a year-to-year basis. When necessary, the district governor shall request the state council to grant its consent.