

**THE INTERNATIONAL ASSOCIATION
OF LIONS CLUBS
DISTRICT CONSTITUTION
AND BY-LAWS**



District No. 42

State of Rhode Island

Lions Clubs International

As Approved at the District 42 Convention

April 24, 2009 at The Village Inn in Narragansett, RI

Lions Clubs International

PURPOSES

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

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

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

TO PROMOTE the principles of good government and good citizenship.

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

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

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

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

VISION STATEMENT

TO BE the global leader in community and humanitarian service.

MISSION STATEMENT

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

ARTICLE I

Name

This organization shall be known as District 42 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 as follows:

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

ARTICLE IV

District Organization

Section 1. **CABINET AND OFFICERS.** The District shall have a district cabinet composed of the District Governor, the immediate Past District Governor, the first and second vice District Governors, the Region chairpersons (if the position is utilized during the District Governor's term), the Zone chairpersons and a Cabinet Secretary-Treasurer and an assistant Cabinet Secretary-Treasurer. The members of the district cabinet shall be the officers of the District. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. **ELECTION OF DISTRICT GOVERNOR/FIRST AND SECOND VICE DISTRICT GOVERNORS.** The District Governor and first and second Vice District Governors 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 and assistant Cabinet Secretary-Treasurer, one Region Chairperson for each region (if the position is utilized during the District Governor's term) the Zone Chairperson for each zone. He shall also appoint a Public Relations Director and a District Membership Chairman, the Bulletin Editor, and the President of the R.I. Lions Sight Foundation, Inc., and the President of the R.I. Lions Children's Cancer Fund, Inc. The latter five shall be ex-officio members of the District Governor's Cabinet and operate under the direction of the District Governor's Cabinet and operate under the direction of the District Governor.

ARTICLE V

Club Visitation

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

ARTICLE VI
District Convention

Section 1. **TIME AND PLACE.** An annual convention of the District shall be held in each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected and at a date and time fixed by the district governor.

Section 2. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International and the District shall be entitled in each annual convention of its district to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of the International office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

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

ARTICLE VII
Amendments

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

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

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

BY-LAWS

ARTICLE I
District Convention

Section 1. **CONVENTION SITE SELECTION.** The District Governor shall receive invitations in writing from places desiring to entertain the annual convention. All invitations shall set forth such information as the District Governor Elect shall from time

to time require and shall be delivered to him/her no later than thirty (30) days prior to he/she officially takes office.

Section 2. **SITE CHANGE.** The District Governor shall retain, and have, power to change at any time, for good reason, the convention site - neither the District Governor nor the District nor any member of the District Cabinet, shall incur any liability thereby to any club or club member in the district.

Section 3. **SERGEANT-AT-ARMS.** A convention sergeant-at-arms and such assistant sergeant-at-arms as deemed necessary shall be appointed by the District Governor.

Section 4. **OFFICIAL REPORT.** Within sixty (60) days after the close the convention, the Cabinet Secretary-Treasurer or the assistant Cabinet Secretary-Treasurer shall transmit one copy of the complete proceedings to the international office. A copy shall be furnished to all clubs in District 42.

Section 5. **CREDENTIALS COMMITTEE.** The Credentials Committee of the district convention shall be composed of the District Governor, as Chairperson, the Cabinet-Secretary Treasurer, Assistant Cabinet Secretary-Treasurer, and two other non-officers of the district appointed by the District Governor. The Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 6. **ORDER OF CONVENTION BUSINESS.** The District Governor shall arrange the order of business for the district convention, and the same shall be the order of the day for all sessions

Section 7. **DISTRICT CONVENTION COMMITTEES.** The District Governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolutions, Elections, Constitution and By-Laws, Rules and International Convention.

ARTICLE II Meetings

Section 1. DISTRICT CABINET MEETINGS.

(a) **Regular.** A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding international convention. Ten (10) days written notice of meetings setting forth a date, time and place determined by the district governor shall be given to each member by the Cabinet Secretary/Treasurer and/or Cabinet Secretary

(b) **Special.** Special meetings of the Cabinet may be called by the District Governor at his/her discretion, and shall be called upon written request made to the District Governor or the Cabinet Secretary/Treasurer by a majority of the members of the Cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters,

electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.

(c) **Quorum and Vote.** The attendance of a majority of the members of the Cabinet shall constitute a quorum for any meeting. In all such meetings, the voting privilege shall extend to the District Governor, the Immediate Past District Governor, first and second Vice District Governors, the Region Chairpersons (If the position is utilized during the district governor's term), Zone Chairpersons, Cabinet Secretary Treasurer and Asst. Cabinet Secretary/Treasurer.

(d) **Mid Winter Convention.** District 42 of Lions International shall hold mid-winter convention in the month of January of each year, at which convention all Lions in good standings of said district may attend and all matters relative to the welfare of the 42nd District may be discussed and referred to standing or special committees appointed by the District Governor for their consideration and report to the Annual District Convention.

The District Governor shall at the Mid-Winter Convention or within fifteen (15) days thereafter appoint such committees as shall be directed at the mid-winter convention and each committee so appointed shall meet as soon as possible thereafter.

All committees appointed pursuant to this Article shall make a written report of their recommendations to the Cabinet Secretary-Treasurer at least forty-five (45) days prior to the commencement date of the Annual District Convention, and the Cabinet Secretary-Treasurer shall forthwith and in no event later than thirty (30) days prior to the Annual District Convention report to the Secretary of each Club within the State and to the District Governor and to each member of the District Governor's Cabinet, by mailing a copy of such committee report

At the Mid-Winter Convention, any Club, in good standing may present resolutions relative to the amendment of the Constitution and Bylaws or relative to any other matters concerning the welfare of the 42nd District through the chairperson of the committee on Resolutions or the committee on Constitution and Bylaws, as the circumstances require, for referral to a committee for study and recommendation for action at the following Annual District Convention. Simple resolutions not concerning changes in Constitution and Bylaws or resolutions not committing the State to something contrary to the rules of Lions International or the District, may be acted upon and voted at the Mid-Winter Convention. It shall be the prerogative of the Chairperson of the conference to determine the legality of such resolutions.

Resolutions reported by the Committee on Constitution and Bylaws having been presented at the Mid-Winter Conference and having been referred to committee for study shall be presented to the various Clubs for their study at least thirty (30) days prior to the Annual District Convention.

No resolutions other than a resolution amending the Constitution or Bylaws shall be made effective for a period longer than that encompassed by the succeeding fiscal period of the 42nd District of Lions International.

Nominating committee shall receive all district nominations for district office as outlined in Article 3 titled District Nominations, Elections and Appointments.

Section 2. **REGIONS AND ZONES.**

- (a) **Organizational.** The District Governor shall divide the district into regions of no more than sixteen (16) and no less than ten (10) Lions clubs, and each such region into zones of no more than eight (8) and no less than four (4) Lions clubs, giving due regard to the geographical locations of the clubs. All such regions and zones shall be subject to change by the District Governor, when in his/her sole discretion, he/she shall deem the same necessary to the best interests of the association.
- (b) **Regional Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.
- (c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

ARTICLE III

District Nominations, Elections and Appointments

Section 1 The District Governor shall appoint a nominating committee of not more than five (5) members each of whom shall be a member of good standing of a different regularly chartered Lions Club of good standing within the District and shall not at the time of his appointment hold any State or International Office, except International Director. Each member of said committee shall receive notification of his appointment at least thirty (30) days prior to the Annual District Convention.

Section 2 The personnel of this committee with their addresses shall be included in the official call for the Annual District Convention.

Section 3 The nominating committee shall receive the written nomination for the office of District Governor and Vice District Governor of any member in good standing, provided that the nomination is endorsed by a majority of the members in good standing of their respective clubs or by a majority of the clubs in the district after having been endorsed by a majority of those clubs respective members and provided such nominee has the qualification for District Governor and Vice District Governor as provided in the International Constitution and Bylaws: Candidates for the office of District Governor must have served or will have served at the time he/she takes office as 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 (2) additional years .
- (2) As Zone Chairman or Region Chairman or Cabinet Secretary/Treasurer or Assistant Cabinet Secretary/Treasurer for a full term or major portion. there of..
- (3) As Vice District Governor for a full term or major portion thereof, Provided

however, that in the event the incumbent Vice District Governor does not stand for election as District Governor, any club member who fulfills the qualifications of Section 8 of Article IV or the International Constitution and Bylaws and who is currently serving or who has served one (1) additional year as a member of the District Cabinet shall also be an eligible candidate

(4) With none of the above being accomplished concurrently. Candidates for the office of Vice District Governor must 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 Chairman or Region Chairman or and/or Cabinet, Cabinet Secretary/Treasurer or Assistant Cabinet Secretary/Treasurer for a full term or major portion thereof, and (3) With none of the above being accomplished concurrently.

The Nominating Committee shall nominate and report to the Convention at the first business session thereof the names of those nominees who shall have been qualified and also report the names of such other nominees who have failed to qualify because of restriction in this section or for any other reason.

Nominating speeches shall be limited to one of not more than five (5) minutes duration and a seconding speech of not more than three (3) minutes duration for each candidate.

Section 4 Any candidate for the office of District Governor and Vice District Governor must be nominated by his Club or a majority of the clubs in the District not later than thirty (30) days prior to the opening of the Annual District Convention. In order to qualify, a letter from the candidate's Club, specifying the date of the meeting at which the nomination was made shall be transmitted to the Cabinet Secretary-Treasurer or the chairperson of the committee on nominations, immediately, so that all in the District can be notified twenty-five (25) days prior to the opening of the Annual District Convention of all names of candidates seeking the offices of District Governor and Vice District Governor.

Section 5 Whenever more than one candidate shall have been duly nominated for the office District Governor and Vice District Governor, the District Governor or the officer presiding at the first business session of the convention, after receiving the report of the nominating committee shall designate the period of time during which delegates may cast their ballots for the office of District Governor and Vice District Governor as aforesaid shall not be less than two (2) hours, unless otherwise determined by a unanimous vote of the delegates present and voting at the first business session of the Convention.

Section 6 The election shall be by secret, written ballot and the candidate receiving the largest number of votes cast shall be declared elected. In case of a tie, balloting shall continue until one candidate is elected.

Section 7 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 Immediate Past District Governor, first and second Vice District Governors, the Region Chairpersons, Zone Chairpersons, the Cabinet Secretary/Treasurer, the Asst Cabinet Secretary/Treasurer and District Governor's Honorary Committee shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors. (See Exhibit B at the end of this booklet.)

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of District Governor, he/she must

- (a) Be an Active Member in good standing 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 district governor:
 - (i) As 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 8. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES. Any vacancy in office, except that of District Governor and first and second Vice District Governors shall be filled by appointment by 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 international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice. In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second Vice District Governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
 - (i) As 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 9. 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 10. REGION/ZONE CHAIRPERSON VACANCY. If any region chairperson or zone chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

**ARTICLE IV
Duties of District Officers/Cabinet**

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

- (a) Administer and promote membership growth and new club development.
- (b) Administer and promote leadership development at the club and district level
- (c) Promote the Lions 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 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;
- (e) Promote harmony among the chartered Lions clubs;
- (f) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution;
- (g) Ensure that each Lions club in the district be visited by District Governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.
- (h) Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a district convention;

- (i) Deliver, forthwith, at the termination of his/her term of office, all district accounts and records to his/her successor in office;
- (j) Report to Lions Clubs International all known violations of the use of the association's name and emblem;
- (k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District 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 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 Leadership Development Committee and assist the committee to develop and implement a district-wide leadership development plan to enhance the enthusiasm and capability of the district officers and members to serve effectively through utilization of the District MERL Team and integration of the team work with the district leadership development efforts;
- (i) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district;
- (j) At the request of the District Governor, supervise other district committees;
- (k) Participate in the planning of the next year including the district budget;
- (l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

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

- (a) Further the purposes of this association;
- (b) Perform such administrative duties assigned by the District Governor;

- (c) Perform such other functions and acts required by the International Board of Directors;
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the District Governor, and participate in council meetings as appropriate;
- (e) Familiarize himself/herself with the health and status of the clubs in the district, and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs;
- (f) Conduct club visitation, as the representative of the district governor, when requested by the District Governor;
- (g) Assist the District Governor and 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 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 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 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 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 responsibility to

- (a) Further the Purposes of this association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:
 - 1) Keep an accurate record of the proceedings of all meetings of the cabinet and within fifteen (15) 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, and 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 on members and clubs in the district, deposit the same in such bank or banks as the district

governor shall determine and disperse the same by the order of the district governor:

- 5) 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.
 - 6) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the District Governor.
- (c) Perform such other functions and acts as may be required of each by directives of the International(c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

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

- (a) Further the Purposes of this association;
- (b) Supervise the activities of the Zone Chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor;
- (c) Play an active role in organizing new clubs and in strengthening weak clubs;
- (d) Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting is/her findings to the district governor;
- (e) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor;
- (f) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws;
- (g) Promote representation at international 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 him/her by the district governor;
- (i) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

In addition, the Region Chairperson shall perform such other functions and acts as may be required by the International Board of Directors through a region chairperson's manual and other directives. In the event the Region Chairperson for any reason cannot or does not, in the judgment of the District Governor, perform the duties of his/her office, or in the event the office is for any reason vacated, the District Governor shall appoint a successor to serve for the unexpired term.

Section 6. **ZONE CHAIRPERSON.** The Zone Chairperson, subject to the supervision and direction of the District Governor and/or Region Chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association;
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee;
- (c) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the District Governor and Region Chairperson;
- (d) Play an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her zone;
- (e) Represent each club in his/her zone in any problems with district or Lions Clubs International;
- (f) Supervise the progress of district and Lions Clubs International projects in his/her zone;
- (g) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws;
- (h) Promote representation at international and district conventions by at least the full quota of delegates to which clubs in his/her zone are entitled;
- (i) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the Region Chairperson – particularly with respect to weaknesses he/she may have discovered (copy to District Governor);
- (j) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

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

Section 7. **DISTRICT GOVERNOR'S CABINET.** The District Governor's cabinet shall:

- (a) Assist the District Governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district;
- (b) Receive, from the Region Chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones;
- (c) Supervise the collection of all per capita taxes by the Cabinet Secretary/treasurer designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district;
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer;
- (e) Secure, semi-annually or more frequently district financial reports from the cabinet secretary-treasurer).
- (f) Provide for an examination 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 8. **SERGEANT-AT-ARMS.** The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE V District Committees/Duties

Section 1. **DISTRICT 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. At a date, time and place called by the Zone Chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the district convention. It shall assist the Zone Chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the Zone Chairperson to the District Governor and his/her cabinet.

Section 2. **DISTRICT HONORARY COMMITTEE.** Honorary Committee composed of Past International Officers who are members in good standing of clubs within the district. This committee shall meet as called upon by its Presiding Officer. It shall provide direction to the District Governor and promote harmony throughout the district. The chairperson of this committee shall attend meetings of the cabinet as an ex-officio member.

Section 3. **DISTRICT CABINET COMMITTEES.** The District Governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed non-voting members of the district cabinet.

ARTICLE VI DISTRICT ADMINISTRATION FUND

Section 1. **DISTRICT REVENUE.**

(a). There shall be a budget and finance committee consisting of the District Governor's Cabinet. Such committee shall annually submit to the Secretary of each Club within the District at least thirty (30) days prior to the Annual District Convention a copy of the budget of the proposed estimated income and disbursements for the succeeding fiscal year and the per capita tax necessary to cover such estimated income and disbursements and shall also submit the same to the Annual District Convention. Upon its adoption at the Annual District Convention the per capita tax therein specified shall become binding on all constituent clubs in the District. The total dollar amount of these budgeted items shall also become binding upon the District Governor and his Cabinet whereas there will be no additional expense incurred by the District Governor and his

Cabinet beyond the total dollar amount of these **BUDGETED** items. In the event of monetary surpluses, all monetary surpluses from preceding years exceeding a maximum accumulation of twenty-five hundred (\$2,500.00) will be applied to reducing the per capita tax of the succeeding fiscal year's budget.

(b). Funds for the express purpose of financing the activities of the 42nd District or International Convention shall be considered as part of the Annual District Budget shall be kept in a bank account approved by the Cabinet. Year-end fund balances shall become subject to the provisions concerning monetary surpluses as set forth in Article 6, Section 1.a

(c). In addition to the above sections, there shall be a special tax of \$1.50 per member which shall be for the express purpose of financing the publication of a District Bulletin This fund derived from this tax shall be kept in the General Fund and expended as approved by the Cabinet. This tax levied on the membership of the 42nd District shall be adjusted each year to reflect on the succeeding year's budget.

(d). A fund will be established with the express intention to finance the election of a candidate selected by the members of District 42 to the office of International Director. This fund will be financed by the addition of 50 cents per member to per capita dues each year. This fund may not accumulate in excess of \$5,000. Funds will be kept in a separate account and all excess funds will be applied to reducing the per capita tax of the succeeding fiscal year.

Section 2 The Cabinet Secretary-Treasurer shall on the first day of August of each year draw on the clubs of the District for the per capita tax voted by the preceding convention including the Bulletin Fund Tax and the International Director's Fund Tax and said tax shall be based on the membership of each club as shown on the report rendered to the International office as of July 30th preceding the first day of September Those Lions designated by election as retired Life members by their respective club will be subject to pay District dues unless the payment of one hundred and fifty dollars (\$150) is forwarded to the District in lieu of all future District dues. All revenue generated by this account will be used to adjust the per capita tax of the succeeding year. The per capita tax and the Bulletin and International Director Fund levied against any club shall in accordance with the terms of this section be paid to Cabinet Secretary-Treasurer not later than November 30th. A special new member and reinstating member tax should be levied upon each club as shown on their monthly membership and activities report on a pro rata basis of seventy-five cents (.75) per month per added member to the end of the fiscal year payable to the Cabinet Secretary-Treasurer upon receipt of District billing.

Section 3. Annual District Convention Funds shall be considered as part of the Annual District Budget. Year-end fund balances shall become subject to the provisions concerning Monetary surpluses as set forth in Section 1a, Article 6.

Section 4. The outgoing District Governor and spouse shall be allowed to attend the International Convention next occurring nearest the end of his term of office. He shall receive an amount of money equal to the least expensive round-trip air passenger fare for the District and spouse only between Providence, Rhode Island and the site of

the International Convention as if it were being held in the Continental United States plus one thousand dollars (\$1,000.00) for expenses.

Section 5. Immediately upon his assumption of the office of District Governor, the incoming District Governor shall appoint an examiner for the purpose of examining the books of the Cabinet Secretary, and the outgoing Cabinet Secretary shall on or before the 31st day of July following the expiration of his/her current term deliver to the said examiner named by the incoming District Governor, the books and records in his/her possession. An examination shall be made within sixty (60) days after the close of the fiscal year. The report of the examination shall be made to the District Governor and the completed report shall be forwarded to all cabinet members and club presidents no less than ten (10) days before the meeting at which it will be presented.

Section 6. The Cabinet Secretary-Treasurer shall be required to furnish a bond, the amount to be determined by the District Governor's Cabinet. The cost of this bond shall be paid for by the District.

Section 7. The Cabinet Secretary-Treasurer shall have control of disbursements and receipts subject to the supervision of the District Governor. All checks drawn against District funds shall be signed by the Cabinet Secretary-Treasurer and countersigned by the District Governor.

Section 8. Provision shall be made in the budget submitted to the District Convention for actual reimbursements to the District Governor for expenses incurred by him /her in the performance of the duties of his/her office for which he/she cannot be compensated by Lions International, such reimbursements to be made upon submission of proper vouchers therefore and approved by a majority vote of the District Governor's Cabinet at a regular meeting thereof, provided however, that the District Governor's Cabinet shall approve no vouchers for reimbursement in accordance herewith in excess of the **AMOUNT BUDGETED.**

ARTICLE VII

Nominations and Endorsement International Director and Second Vice President Nominees

Section 1. ENDORSEMENT PROCEDURE. Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the District seeking endorsements of a District Convention as a candidate for the office of International Director or Second Vice-President shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor, secretary treasurer no less than 60 days prior to the convening date of the mid-winter 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 mid-winter 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 mid-winter convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. NOMINATING SPEECHES. Nominating speeches shall be limited to one of not more than five (5) minutes duration and a seconding speech of not more than three (3) minutes for each candidate.

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 mid-winter convention. 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 mid-winter convention shall be made in writing to the international office by the district officials designated 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 VII have been met.

ARTICLE VIII Rules of Procedure

Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE IX Miscellaneous

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

Section 2. 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 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 said convention.

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

ARTICLE XI Effective Time

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

EXHIBIT A RULES OF PROCEDURE

DISTRICT __42nd__ CONVENTION

Rule 1. The District Governor shall arrange the order of business for the district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the certified delegates assembled at any session at which a quorum is present. A majority of those certified delegates present in person at any session shall constitute a quorum.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District __42__ Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.

(a) The credentials committee shall be composed of the District Governor, as Chairperson, the Cabinet Secretary/Treasurer, the Assistant Cabinet Secretary Treasurer and two other non-officers of the district appointed by the District Governor; provided, however, the District Governor may designate any other committee member as Chairperson. 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 established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.

(b) The registration and certification of delegates shall occur on the day(s) of the call of the Convention.

(c) 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 three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate and rule on the eligibility of the same.

(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, first and second vice district governor and such other offices to be filled by the convention shall be limited to nominating speech not to exceed five (5) minutes and a seconding speech not to exceed three (3) minute(s) 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 three (3) members. 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.

(d) A simple majority vote shall be necessary to elect the district governor. If a simple majority vote is not received in the election of district governor, a vacancy shall occur and Article III, Section 9(d) of the International By-Laws shall apply, and subsection (e) of this rule shall be followed.

(e) A simple majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a simple majority vote.

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 secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors **who are members in good standing of a chartered Lions club in the district** 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 who 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 or any club member as district governor for the (remainder of the) term.

Revised & Adopted: April 24, 2009

**SUMMARY OF RULES
SPECIAL MEETING TO RECOMMEND
A LION FOR APPOINTMENT
AS DISTRICT GOVERNOR**

1. The international office has advised the district to convene a special meeting to recommend a member for appointment as district governor.

2. The immediate past district governor prepares invitations for the special meeting. Invitations are to be sent to the district governor, immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district. The invitations should state the date, time and location for the meeting

3. The chairperson maintains an attendance roster at the meeting.

4. Nominations are made from the floor. Each nominee may speak for five (5) minutes, and his/her seconder may speak for an additional three (3) minutes

5. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.

6. A simple majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.

7. The chairperson forwards the meeting results at the conclusion of the meeting.

Lions Clubs International

CODE OF ETHICS

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

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

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

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

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

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

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

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