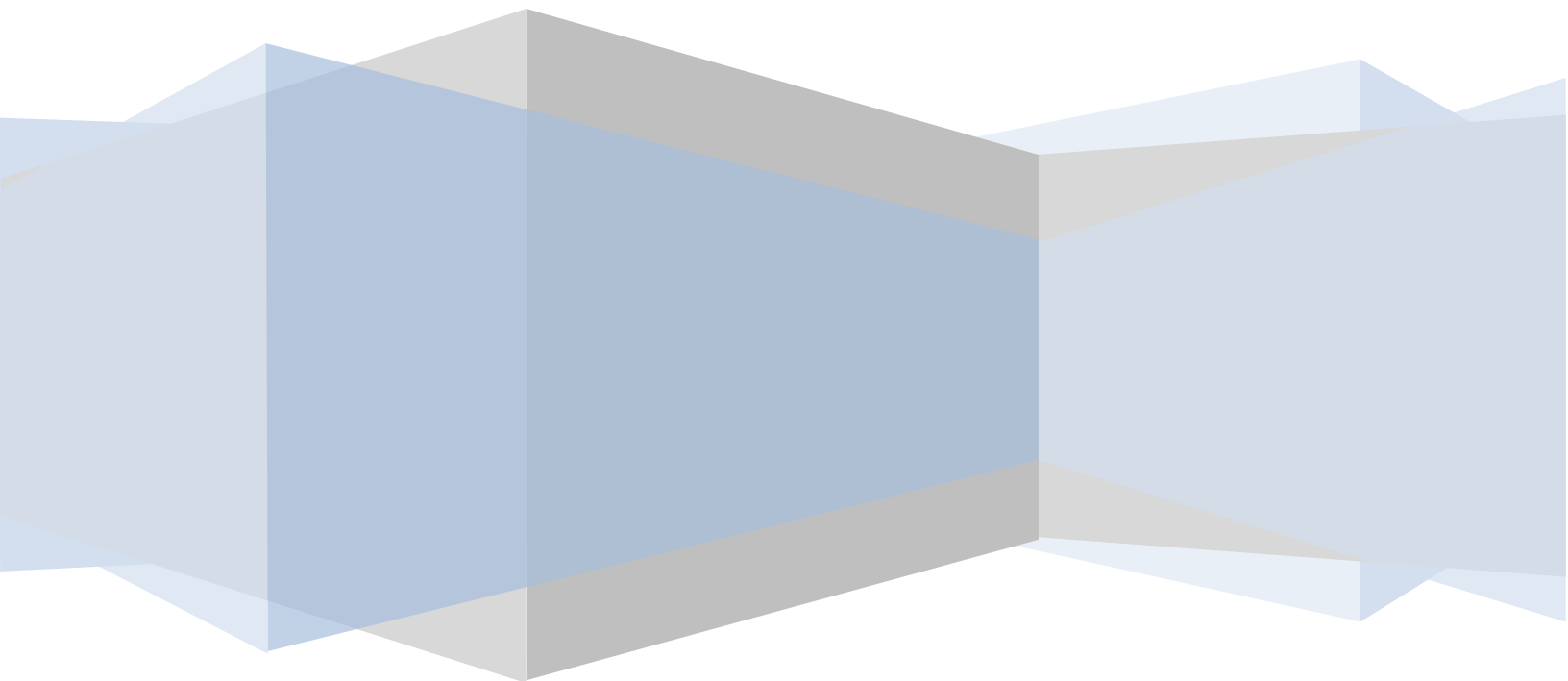


District 37L

Constitution & Bylaws

November 2008



District No. 37-L Constitution

Article I Interpretation

Section 1. For the purposes of the Constitution and Bylaws of District No. 37-L:

- (a) "District" shall mean District No. 37-L as chartered by Lions Clubs International;
- (b) "Governor" shall mean the District Governor for District No. 37-L; and
- (c) "First Vice Governor" shall mean the First Vice District Governor for District No. 37-L.
- (d) "Second Vice Governor" shall mean the Second Vice District Governor for District No. 37-L.

Section 2. Any reference in the Constitution or Bylaws to the male gender shall be interpreted to include both male and female persons.

Section 3. Any reference in the Constitution or Bylaws to the singular shall, unless the context otherwise requires, include the plural.

Article II Name

Section 1. This Organization shall be known as District No. 37-L of the International Association of Lions Clubs (hereinafter referred to as "Lions Clubs International").

Article III Objects

Section 1. To provide an administrative structure with which to advance the purposes and objects of Lions Clubs International in this District.

Article IV Membership

Section 1. The members of this Organization shall be all Lions clubs in this District chartered by Lions Clubs International.

Section 2. The boundary lines of this District shall coincide with the boundaries as approved, from time to time, by Lions Clubs International.

Article V District Organization

Section 1. Cabinet and Officers

- (a) The District shall have a District Cabinet which shall consist of the Governor, the Immediate Past Governor, the First Vice Governor, the Second Vice Governor, the Region Chairpersons, the Zone Chairpersons, the Secretary, the Treasurer and all other positions officially recognized by Lions International. Each of these members shall have one vote.
- (b) The Cabinet shall
 - (i) assist the Governor in the performance of the Governor's duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the District;
 - (ii) serve in an advisory and administrative capacity; and
 - (iii) receive, from the Region Chairperson and Zone Chairperson, reports and recommendations which concern the Clubs and Zones.
- (c) The officers of the District Cabinet shall consist of the Governor, the Immediate Past Governor, the First Vice Governor, the Second Vice Governor, the Regional Chairpersons, the Zone Chairpersons, the Cabinet Secretary and the Cabinet Treasurer.
- (d) The Governor, the First Vice Governor and the Second Vice Governor shall be elected at the annual convention of the District and shall take office immediately upon the adjournment of the International Convention following their election, serving until the adjournment of the next following International Convention. If a Zone Chairperson is not elected, the Governor, immediately upon taking office, shall appoint the Zone Chairperson. The Governor shall also, immediately upon taking office, appoint a Secretary and Treasurer.
- (e) The use of the position of Region Chairperson, during the term of a Governor, shall be at the discretion of that Governor. If the Governor wishes to use the position of Region Chairperson during the term of office of that Governor, the Governor may appoint the Region Chairperson.
- (f) The Governor may constitute such committees as the Governor considers necessary to advance the purposes and objects of Lions Clubs International in the District, and appoint Chairpersons to supervise the functioning of such committees. The Governor shall be ex-officio a member of all committees except the Nominations Committee for Governor and Vice Governor.
- (g) The Governor may appoint a person to fill a vacancy in a District office for the unexpired term of that office, other than for the offices of Governor, First Vice Governor and Second Vice Governor.
- (h) If a Region Chairperson or Zone Chairperson is no longer a member of a club in the Region or Zone, as the case may be, from which that person was elected or appointed, the term of office of that person ends, and the Governor shall appoint a successor for the unexpired term of the office.
- (i) No salary shall be paid to any member of the District. However, members may be reimbursed for expenses for which prior authorization has been given by Cabinet and that are reasonably related

to and incurred in the discharge of their duties.

Section 2. District Cabinet Meetings

(a) **Regular.**

A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, with the first to held within sixty (60) days after the adjournment of the immediately preceding International Convention. Notice of meetings shall be sent by the Secretary to each voting member a minimum of ten (10) days in advance. The notice shall set forth the purpose of meeting and the date, time and place as determined by the Governor.

(b) **Special.**

Special meetings of the Cabinet may be called at the discretion of the Governor, or upon written request made to the Governor or the Secretary by at least 5 members of Cabinet. Notice of meetings shall be sent by the Secretary to each voting member a minimum of ten (10) days in advance. The notice shall set forth the purpose of meeting and the date, time and place as determined by the District Governor.

(c) **Quorum.**

A quorum shall consist of the attendance in person of a majority of the members.

Section 3. Regions and Zones

(a) The Governor shall divide the District into Regions and Zones. All Regions and Zones shall be subject to change by the Governor when, in the sole discretion of the Governor, the Governor considers the change necessary in the best interests of Lions Clubs International.

(b) **Region Meetings.**

If the position of Region Chairperson is used during a fiscal year, meetings of representatives of all clubs in a Region, with the Region Chairperson presiding, may be held during the fiscal year at times and places fixed by the Region Chairperson.

(c) **Zone Meetings.**

Meetings of representatives of all 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.

Section 4. District Committees

(a) **Governor's Advisory Committee.**

In each Zone, the Zone Chairperson and the Presidents and Secretaries of the clubs in the Zone constitute a Governor's Advisory Committee with the Zone Chairperson presiding. At a date, time and place called by the Zone Chairperson, the Committee shall hold a first meeting within ninety (90) days after the adjournment of the immediately preceding International Convention, a second meeting in the month of November, and a third meeting in the month of February or March. Additional meetings may be held at the discretion of the Zone Chairperson or as requested by the Governor.

(b) **Governor's Honorary Committee.**

The Governor shall appoint a Governor's Honorary Committee comprised of Past International Officers, Past International Directors, and Past District Governors of Lions Clubs International, who are members in good standing of clubs within the District. This Committee shall meet as and when called upon by the Governor.

(c) **District Budget and Finance Committee.**

The District Budget and Finance Committee shall consist of the current Treasurer, the First Vice Governor, the Second Vice Governor, two Past Governors, and one other member in good standing of a Lions Club in the District. Initially, the appointments of the Past Governors to the Committee shall be for three years, two years, and one year. Thereafter, there shall be an annual appointment of one Past Governor to the Committee for a three year term. The Chairperson shall be the longest serving Past Governor member of the Committee (initially, the one year member, followed by the two year and three year members). Recommendations for appointment of Past Governors to the Committee shall be made to the Governor and Cabinet by the Governor's Honorary Committee.

The Budget and Finance Committee shall review the budget prepared by the Governor Elect and provide its recommendations to Cabinet at its first meeting of the fiscal year. Thereafter, the Committee shall monitor the status of the District's budget and finances and report to the Cabinet at each of its subsequent meetings.

Section 5. Administration

(a) The Governor and Cabinet shall not incur obligations in any fiscal year which will result in an unbalanced budget or deficit in the fiscal year.

(b) The Secretary and the Treasurer shall be bonded in such amount and with such surety company as approved by the Governor, and the cost of the bonding shall be paid from the District Administration Fund.

(c) The Governor shall provide for an annual or more frequent audit of the books and accounts of the Treasure. A statement of the financial condition of the District shall be sent by the Governor to Lions Clubs International and to each club in the District that requests such a statement within sixty (60) days after the close of the fiscal year.

Article VI District Convention

Section 1. An Annual Convention of the District shall be held in each year no less than 30 days prior to the International Convention at a place selected under this Article and at a date and time fixed by the Governor.

Section 2. The place for the District Convention shall be selected by a vote of the delegates present in person, qualified and registered at an annual convention. In the event that there are two or more bids by clubs to host the District Convention in any year, a vote shall be taken by written ballot. Bids shall be submitted two annual conventions in advance. Only bids from clubs in good standing will be considered, and the bids must be supported by evidence of endorsement by the club's members. If there is no bid, the place for the Convention shall be set by the Governor in consultation

with the Convention Advisory Committee if one has been established.

Section 3. The members of the District Cabinet shall be the Officers of the Annual District Convention.

Section 4. A Convention Sergeant-at-Arms and Assistant Sergeant-at-Arms shall be appointed by the Governor.

Section 5. Unless otherwise provided in this Constitution, the affirmative vote of the majority of the delegates voting on any question constitutes the decision of the convention. The Governor and any Past Governor resident in the District have full delegate status at an annual convention independent of club delegate quotas.

Section 6. The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

Section 7. The Governor has the power to change, at any time, for good reason, the convention site chosen by a previous District Convention, and neither the Governor nor the District, nor any member of the District Cabinet, is liable to any club or club member in the District for any loss, damages or costs arising from any change to the convention site.

Article VII Amendments

Section 1. This Constitution may be amended only at a District Convention by resolution reported by the Constitution and Bylaws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast. The Constitution shall be updated annually to automatically reflect the changes approved at the immediate preceding Convention of Lions Clubs International.

Amendments may be proposed by the District Cabinet or by Lions Clubs in good standing in the District. Proposed amendments shall be endorsed by Cabinet or in writing by ten (10) Clubs in good standing in the District. The District Constitution and Bylaws Committee shall develop proposed and properly endorsed amendments for presentation at the convention at which they will be voted on by the delegates.

Section 2. No amendment shall be reported or voted on unless notice of it has been given by the Secretary to each club in the District not less than thirty (30) days prior to the convening date of the convention at which they will be voted on, with notice that the amendment will be voted on at that convention.

Section 3. Each amendment adopted at a convention takes effect at the close of the convention at which it was adopted, unless otherwise specified in the amendment.

Bylaws

Article I

District Nominations and Elections

Section 1. Each Governor shall appoint, by written notification received at least sixty (60) days prior to the District Convention, a Nominations Committee of not more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the District, and shall not at the time of their appointment hold any District or International office. The names and addresses of Lions so appointed shall be sent to all clubs in the District at least thirty (30) days prior to the convening day of the District Convention.

Section 2. Subject to section 3(b), if there is more than one candidate for a position under this Article, an election shall be held by secret written ballot with the candidate receiving a simple majority of the votes cast declared elected. In the case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

Section 3. A Lions club in good standing within the District may nominate one candidate for election either to the office of Governor, First Vice Governor or Second Vice Governor. Written notice of such nomination shall be submitted to the Secretary at least thirty (30) days prior to the commencement of the District Convention. The Secretary shall

- (a) notify the District Nominations Committee of the nominations. The Nominations Committee shall ensure that all nominees for Governor and Vice Governor are qualified under the Bylaws of Lions Clubs International. The Nominations Committee shall place in nomination at the District Convention the names of all qualified candidates for the offices of Governor and Vice Governor.
- (b) Section 2 of this Article applies to the selection of a Governor, First Vice Governor or Second Vice Governor even if only one candidate has been nominated for the position.
- (c) If only one qualified nominee for the office of First Vice Governor has been received by the Nominations Committee by the deadline, the nominee shall be declared elected.
- (d) If only one qualified nominee for the office of Second Vice Governor has been received by the Nominations Committee by the deadline, the nominee shall be declared elected.

If no nominations for the position of First Vice Governor are received by the Nominations Committee by the deadline, then, and only then, nominations may be made from the floor of the convention. If there is only one such nomination from the floor of the convention, and the candidate is qualified as First Vice Governor, then such nominee shall be declared as elected.

If no nominations for the position Second Vice Governor are received by the Nominations Committee by the deadline, then, and only then, nominations may be made from the floor of the convention. If there is only one such nomination from the floor of the convention, and the candidate is qualified as Second Vice Governor, then such nominee shall be declared as elected.

Section 4. Each qualified candidate for the office of Governor, First Vice Governor or Second Vice Governor shall be allotted a total of eight (8) minutes during the official convention agenda to promote that person's candidacy.

Section 5. The Secretary shall notify, in writing, the Multiple District Secretary Treasurer of the

intent of the District to elect a Governor, First Vice Governor and Second Vice Governor at a Multiple District Convention at least sixty days (60 days) prior to the commencement of that Multiple District Convention.

Section 6. The Secretary shall notify, in writing, the Multiple District Elections Committee of the name of the Governor Elect, the First Vice Governor Elect and the Second Vice Governor Elect at least thirty (30) days prior to the commencement of the Multiple District Convention.

Section 7. If a vacancy occurs in the office of First or Second Vice Governor, the Governor shall convene a meeting of Cabinet and the members of the Governors Honorary Committee to select a replacement..

Section 8. A Lions club in good standing within a Zone may nominate one candidate for election to the office of Zone Chairperson. Written notice of the nomination must be submitted to the Secretary at least thirty (30) days prior to the commencement of the District Convention. The Secretary shall notify the District Nominations Committee of the nomination. The Nominations Committee shall ensure that the nominee is qualified in accordance with Lions Clubs International policy.

The Nominations Committee shall place in nomination at the District Convention the names of all qualified candidates nominated for each Zone. If only one qualified nominee for the office of Zone Chairperson is received by the Nominations Committee, the nominee shall be declared elected.

Section 9.

Each qualified candidate for the office of Zone Chairperson shall be allotted a total of two (2) minutes during the official convention agenda to promote that person's candidacy.

Article II Duties

Section 1. Governor's Advisory Committee

This Committee shall assist the Zone Chairperson in an advisory capacity, obtain recommendations affecting the welfare of Lionism and the clubs in the Zone, and relay them through the Zone Chairperson to the Governor and his Cabinet.

Section 2. Governor's Honorary Committee

This Committee shall act under the direction of the Governor in the promotion of harmony throughout the District. The Chairperson of this committee shall attend meetings of Cabinet when requested by the Governor.

Section 3. Sergeant-at-arms

The Sergeant-At-Arms shall maintain order and decorum at the applicable Convention or meeting and perform such other duties as are related to this office under Robert's Rules Of Order Newly Revised.

Article III District Administration

Section 1. Taxes.

The following annual per member taxes are payable by each club in the District on January 15 of each year:

- (a) Such tax as is payable for the purposes of the Multiple District General Fund under the Multiple District 37 Constitution;
- (b) \$3.20 (U.S.) per member is payable for the purposes of the District Administration Fund;
- (c) \$0.50 (U.S.) per member is payable for the purposes of the District Convention Fund;
- (d) \$1.35 (U.S.) per member is payable for the purposes of the Governor's Expense Fund to defray expenses of the Governor; and
- (e) \$0.65 (U.S.) per member is payable for the purposes of the Northern Administration Fund.

Section 2. Calculation and Payment of Taxes.

The following applies to the per member taxes payable under Section 1:

- (a) the per member taxes shall be based on the membership of each club as shown by its December Monthly Membership Report or the most current information available from Lions Clubs International;
- (b) new or reorganized clubs shall pay the taxes on a pro-rated basis beginning the first day of the second month following their organization or re-organization;
- (c) any amount owing for a period of 90 days or more is subject to such carrying charges as may be determined by Cabinet; and
- (d) the taxes shall be collected by the Treasurer.

Section 3. District Administration Fund.

The following applies to the District Administration Fund:

- (a) the Fund shall be used for the non-convention administration expenses of the District on the approval of the Governor and the Cabinet;
- (b) the Fund shall not be used for the purposes of reimbursing the Governor Elect for attendance at the International Convention; and
- (c) expenses of the Vice Governor in connection with attending one USA/Canada Leadership Forum, shall be paid from the District Administration Fund. Reimbursement for such expenses shall be made for the forum registration fee, a maximum of 4 days lodging at a hotel at the Forum site,

return economy air fare to the Forum site, and ground transportation to and from the home airport and the destination airport. Claims for reimbursement shall be supported by receipted documentation.

Section 4. Northern Administration Fund.

The following applies to claims from the Northern Administration Fund:

- (a) claims on the Fund shall not exceed the budgeted amount and shall be disbursed following the last Cabinet meeting of the Lionistic year. All claims shall be supported by documents and receipts, shall be reviewed by the Governor and the Budget and Finance Committee and approved by the Cabinet. Claims may be submitted by Zone and Region Chairpersons for clubs in or north of High Prairie;
- (b) claims may be made for travel expenses for official visits to their clubs, for special visits telephone charges to resolve conflicts or other crisis situations, and for expenses to attend Zone meetings. Travel expenses will be reimbursed as per general Rules of Audit of Lions Clubs International; and
- (c) as an alternative to the time and expense required to assemble the Governor's Advisory Committee for Zone meetings, claims may be made for conducting regular Zone meetings by telephone conference calls.

Section 5. New Club Paraphernalia.

Expenses for paraphernalia required to properly equip a newly chartered Lions club within the District shall be a per member assessment to be billed as and when required, and shall be paid to the District by each club. Such assessment shall be based on the latest available membership report from each club and the current costs of the paraphernalia. Such paraphernalia for a new Lions club shall include:

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| Lions club banner. | Secretary's pin. |
| Canadian flag. | Tail Twister's bank. |
| American flag. | Secretary's leather case. |
| Flag stand. | Robert's Rules of Order. |
| Gong. | Frame for Charter certificate. |
| Gavel | Frames for Charter Member certificates. |
| President's pin. | New member kits. |

Section 6. Signing Authority.

Cheques issued on behalf of the District may be signed by the Treasurer and one of the following:

- (a) the Governor; or
- (b) the First Vice Governor.

Article IV Committees

Section 1. The Credentials Committee of the District Convention shall consist of the Governor, as Chairperson, the Secretary, the Treasurer and two non-officers of the District appointed by the Governor. The Credentials Committee shall have the powers and perform the duties set forth in Robert's Rules Of Order Newly Revised.

Section 2. The Governor shall appoint, designate the Chairperson of, and fill any vacancies occurring in, the following District Convention committees: Resolutions, Elections, Constitutions and Bylaws, Rules and International Convention. These Committees shall perform such duties as the Governor shall designate.

Article V Rules for Procedure

Section 1. The Governor shall arrange the Order of Business for the District Convention, which shall constitute the order of the day for all sessions.

Section 2. Except as specifically provided for in the Constitution or these Bylaws, or in the Rules of Procedure adopted for a meeting, all questions or Order and Procedure in any District meeting or convention, any meeting of the District Cabinet, a Region, Zone or member club or of any group or committee of any one of them, shall be determined by Robert's Rules of Order Newly Revised.

Article VI Meetings and Notices

Section 1. Any meeting of Cabinet and any committee meeting, Region meeting or Zone meeting may be held, on the direction of the Chairperson of the meeting, either wholly or in part by video-conferencing or teleconferencing.

Section 2. Any notice to be given under the Constitution or Bylaws may be given by mail, FAX or e-mail. A notice sent by mail is deemed to be given on the date of the postmark for the mail. A notice sent by FAX or e-mail is deemed to have been given on the date of transmission.

Article VII Nomination and Endorsement International Director and Second Vice President Nominees

Section 1. Subject to the provisions of the International Constitution and Bylaws and the Constitution and Bylaws of the Multiple District 37, any member of a Lions club in the District seeking endorsement 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 Governor thirty (30) days prior to the convening of the District Convention at which the question of endorsement shall be voted upon.

(b) Deliver with the notice of intention, evidence of fulfilment of the qualifications for such office as is set forth in the International Constitution and Bylaws.

Section 2. Each Notice of Intention so delivered shall be transmitted forthwith by the Governor to the District Nominations Committee 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 Bylaws, and shall place in nomination at the District Convention the name of each prospective candidate who has fulfilled all procedural and constitutional requirements.

Section 3. Each nominee for endorsement shall be entitled to one (1) seconding speech of no more than three (3) minutes duration.

Section 4. The vote on the question of endorsement shall be by secret written ballot, unless there is only one nominee seeking endorsement, in which case a voice vote may be taken. The nominee receiving the majority of the votes cast shall be declared endorsed as the candidate of the Convention and the District. In the event of a tie vote, or failure of one nominee to receive the required majority on any ballot, balloting shall continue with respect to the two nominees only who received the largest number of votes on the previous ballot until one receives the required majority of the votes cast.

Section 5. Certification of endorsement by the respective convention shall be made in writing to the International office and to the Multiple District office by the District officials designated, and in accordance with the requirements thereof set forth in the International and the Multiple District 37 Constitution and Bylaws.

Section 6. No endorsement of any candidacy of any member of a Lions club in this District is valid unless and until the provisions of this Article have been met.

Article VIII District Convention

Section 1. All administrative expenses of District conventions, over and above those approved by the Cabinet from District Convention Fund shall be defrayed from fees charged those in attendance.

Section 2. District Convention administrative expenses shall be paid for only by District cheques.

Section 3. In any fiscal year, any balance remaining after payment of District Convention administrative expenses shall be remitted to the Treasurer, who shall deposit the balance in a special account in a bank or other depository chosen by the Governor. Funds accumulating in this Convention Surplus Account may be used to defray administrative expenses of subsequent District conventions under procedures set by the Governor.

Section 4. The Governor may set the fees to be collected from each delegate, alternate, and guest attending the District Convention to defray the actual cost of Convention meals and entertainment, and may determine the procedures for collecting those fees.

Section 5. A host club or clubs of a District Convention shall submit, for approval by the Cabinet, a budget for its Convention. Upon approval of such budget, the Cabinet may allow such amount as it considers desirable to offset administration expenses of that Convention. Subject to Section 7, if the host club or clubs does not present a budget for approval or incurs expenses that were not approved by the Cabinet, part or all of any deficit resulting from that Convention shall be the responsibility of that club or those clubs and not the District.

Section 6. A host club or clubs shall provide the Governor with a complete accounting of expenditures, receipts, billings, invoices and other documents, together with a complete financial statement covering all aspects of the District Convention, within thirty (30) days following the close of the Convention.

Section 7. If a deficit occurs, the District Cabinet may, after reviewing the financial statement provided in accordance with Section 6, reimburse all or part of the deficit to the host club or clubs.

Section 8. A club or clubs acting as host for a District Convention shall not use the operation of the Convention as a club fund raising project.

Section 9. No Lions club or individual shall sell, provide, circulate, or otherwise distribute raffle tickets, draw entries, activities of chance or any merchandise whatsoever at a District Convention without the written authority of the Governor.

Section 10. The Governor shall provide for an annual or more frequent audit of the District Convention Surplus Account and shall give a financial report of said account to the annual Convention.

Section 11. Vice Council Chair

A Lions Club in good standing within the District may nominate one (1) Past District Governor for election as the District Candidate for Vice Council Chair. Written notice of the nomination must be submitted to the Cabinet Secretary at least thirty (30) days prior to the commencement of the District Convention. The Secretary shall notify the District nominations committee of the nomination.

The nominations committee shall ensure that the nominee is qualified in accordance with Multiple District 37 policy.

The nomination committee shall place in nomination at the District Convention all qualified candidates, if only one (1) qualified nominee is received by the nominations committee, the nominee shall be declared elected.

The Cabinet Secretary shall forward the name of the District Candidate for Vice Council Chair to the Multiple District Secretary Treasurer at least sixty (60) days prior to the commencement of the Multiple District Convention.

Section 12. Each qualified nominee for Vice Council Chair candidate shall be allotted a total of two (2) minutes during the official convention agenda to promote that persons' candidacy.

If no nominations are received by the nominations committee by the deadline, then, and only then nominations may be made from the floor of the Convention. If there is only one (1) such nomination from the floor of the Convention for the position of Vice Council Chair, then such nominee shall be declared elected.

Article IX Fiscal Year

Section 1. The fiscal year of this District is from July 1st to June 30th.

Article X Amendments

Section 1. These Bylaws may be amended only at a District Convention, by resolution reported by the Convention Committee on Constitution and Bylaws and adopted by a majority of the votes cast.

Section 2. No amendment shall be so reported or voted upon unless it has been furnished in writing to each club in the District no less than thirty (30) days prior to the convening date of the Annual Convention with notice that it will be voted on at the Convention.

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

Article XI Effective Date

This Constitution and Bylaws shall take effect at the close of the District Convention at which it is adopted by an affirmative vote of two-thirds (2/3) of the votes cast.