

LIONS CLUBS INTERNATIONAL MULTIPLE DISTRICT 39 CONSTITUTION

ARTICLE I

Name

Section 1. This Organization shall be known as Multiple District 39 Lions Clubs International, hereinafter referred to as "Multiple District".

ARTICLE II

Objects

Section 1. To provide an administrative structure with which to advance the Purposes and Objects of the International Association of Lions Clubs in this Multiple District.

ARTICLE III

Membership

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

This Multiple District shall consist of two (2) Sub-Districts, with boundary lines as adopted by a Multiple District Convention and approved by the Board of Directors of Lions Clubs International.

Section 2. The boundary lines of the sub-districts in this Multiple District 39 shall be as follows:

A. Sub-District 39E includes the following Idaho counties: Bannock, Bear Lake, Bingham, Bonneville, Butte, Caribou, Clark, Custer, Franklin, Fremont, Jefferson, Lemhi, Madison, Oneida, Power and Teton.

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B. Sub-District 39W includes the following Idaho Counties: Ada, Adams, Blaine, Boise, Camas, Canyon, Cassia, Elmore, Gem, Gooding, Idaho (that part of Idaho County including Riggins and all communities south of the Salmon River), Jerome, Lincoln, Minidoka, Owyhee, Payette, Twin Falls, Valley, Washington and also that part of Malheur County in Oregon containing the communities of Adrian, Nyssa, Ontario, and Vale.

Section 3. Clubs in close proximity to adjacent Sub- Districts and whose common communication, interests and trade area are more related to the adjacent Sub-District may petition the Council of Governors to be excepted from boundaries described in Section 2, and may be permitted to affiliate with the adjacent Sub District, subject to the approval of the International Board of Directors.

ARTICLE IV

Officers

Section 1. The Officers of this Multiple District shall be the members of the Multiple District Council of Governors.

ARTICLE V

Council of Governors

Section 1.

A. There shall be a Council of Governors composed of the Council Chairman, the District Governors, the Vice District Governors, and the District Secretaries.

B. Other officers of the Multiple District Council shall be, a Vice Council Chairman (selected from the Past District Governors not previously holding the office of Council Chairman), a Council Secretary, and other officers, that the Council Chairman or Council Members deem necessary. These officers shall be selected by the Council Chairman and elected annually by the Council Members.

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C. Each officer of the Council shall have one (1) vote on each question requiring action of the Council

D. A District Council may also include Past and Present Presidents, Vice Presidents, and Past and Present Directors of the Association as advisory, but non-voting members.

Section 2. Candidates for the office of Chairman of the Multiple District Council of Governors must be nominated under the procedure outlined for District Governors in Article I, Section 2 of the Multiple District By-Laws. Candidates shall be voted upon at the annual convention of the Multiple District by the voting delegates at that Convention. The election shall be by secret written ballot unless there shall be only one nominee, in which event a voice vote may be taken. The candidate receiving the largest number of votes cast shall be declared elected. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected. The elected candidate will take office immediately following the close of the following annual International Convention.

Section 3. The personal presence of a majority of the Council shall constitute a quorum at any meeting thereof.

Section 4. The Council shall hold a regular meeting within sixty (60) days after the date on which the District Governors officially take office, and such other meetings as it deems advisable. The Council Chairman, or the Secretary at the Chairman's direction, shall issue a written call for each meeting of the Council, with the time and place thereof to be set out in the call and to be determined by the Chairman. The date of any meeting save the first, which shall be set by the Chairman, shall be determined by the Council.

Section 5. POWERS. Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and Constitution and By-Laws of the International Association of Lions Clubs, the powers granted therein to the Board of Directors of said Association, and the policies and acts of said Board of Directors, the Multiple District Council shall:

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A. Have jurisdiction and control over all officers and agents, when acting as such, of the Multiple District Council and all committees of the Multiple District and Multiple District Convention;

B. Have management and control over the property, business, and funds of the Multiple District;

C. Have jurisdiction, control and supervision over all phases of the multiple District Convention and all other meetings of the Multiple District;

D. Have original jurisdiction, when authorized under policy of said International Board and under rules of procedures prescribed by said Board, to hear and rule upon any complaint of a Constitutional nature raised by any Sub-District or Districts, any Lions Club, or any member of a Lions Club, in the Multiple District. All such rulings of the Council shall be subject to review and decision by said International Board;

E. Have control and management of all budgetary matters of the Multiple District and committees of the Multiple District and Multiple District Convention. No obligation may be approved or made which shall effect an unbalanced budget or deficit in any fiscal year.

F. The following organizations: The Idaho-Oregon Sight and Hearing Foundation, MD-39 Past District Governors Organization, and the MD-39 Youth Exchange Program may operate as arms of Multiple District 39; provided, however, they shall operate under the auspices of the Council of Governors. They shall be authorized to operate under their own Constitution and Bylaws provided they are not in conflict with the Constitution and By-Laws of Lions Clubs International or Multiple District 39. They shall be represented at the MD-39 Council of Governors meetings and shall provide the Council with an annual budget and financial report.

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ARTICLE VI

Multiple District Convention

Section 1. An annual convention of this Multiple District shall be held in each year prior to the International Convention at a place selected by a previous annual convention of this Multiple District and at a date and time fixed by the Council.

Section 2. The Chairman of the Council shall receive invitations in writing from places desiring to entertain the annual convention. All invitations shall set forth such information as the Council shall from time to time prescribe and shall be delivered to the Chairman no later than thirty (30) days prior to the convening date of the convention at which they are to be voted upon. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the Council shall be determined by the Council.

Section 3. The elected officers of the Council shall be the Officers of the Annual Multiple District Convention.

Section 4. A convention of each Sub-District in this Multiple District shall be held annually in conjunction with the Multiple District Convention, or at such other date, time and place prior thereto as determined by the Sub-District Cabinet. A meeting of the registered delegates of a Sub-District in attendance at a Multiple District Convention may constitute the annual convention of said Sub-District provided that the Council Chair shall open that convention.

Section 5. A convention Sergeant-at-Arms/Tail Twister and such Assistant Sergeants-at-Arms/Tail Twisters as it deems necessary shall be appointed by the Council.

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Section 6. A. Each chartered club in good standing in Lions Clubs International and its District (Sub-and Multiple) shall be represented by one or more delegates at the annual convention of its District (sub- and Multiple) and shall be entitled in each such Convention to one voting delegate and one alternate for each ten members, 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, provided, however, that each such Club shall be entitled to at least one (1) voting delegate and one (1) alternate. The major fraction referred to in this Section shall be five or more members. Each certified delegate present in person may cast one vote only for each office to be filled by, and one vote only on each issue to be voted on by the members of said 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.

B. 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 7. A majority of the delegates, in attendance, at any session of a Sub or Multiple District shall constitute a quorum.

Section 8. The Council shall retain, and have, absolute power to change at any time, for good reason, the convention site or Host Club chosen by a Multiple District Convention, and neither the Council nor the Multiple District nor any Sub District or Sub-Districts shall incur any liability thereby to any club or Sub- District.

Section District to year District.

9. The site and Host Club of the Multiple Convention may rotate, in turn, from year among the Sub-Districts of the Multiple If any Sub-District shall fail to provide a site and Host Club for the same in the year of its turn, then, subject to Section 8 above, the Council shall determine the site and Host Club.

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ARTICLE VII Multiple District Revenue

Section 1. To provide revenue to defray expenses of the Multiple District responsibilities, an annual per capita tax of \$3.50 shall be levied upon each member of each club in the Multiple District and shall be collected and paid in advance by each club, except newly chartered and re-organized clubs, in two (2) semi-annual payments as follows: \$1.75 per club member on September 10 of each year to cover the semi-annual period July 1 to December 31; and \$1.75 per club member on March 10 of each year to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March respectively. This tax shall be collected from the clubs in each sub-district by, and remitted to, the respective Cabinet Secretary-Treasurer, who shall deposit the monies so collected in a special account in a bank or other depository chosen by the respective Sub-District Cabinet to be paid over to the Council Secretary-Treasurer upon order of the Council Chairman. The funds so collected shall be used exclusively for defraying expenses of each respective Multiple District accounts and shall be expended only by Multiple District checks drawn and signed by the Council Secretary Treasurer and countersigned by the Council Chairman or other duly authorized member of the Council. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said per capita tax for said fiscal year on a prorata basis from the first day of the second month following the date of its organization or reorganization, as the case may be.

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Section 2. Allocation of the Multiple District annual per capita tax shall be as follows:

A. Multiple District General Administration:

\$ 2.20; an account to be used in conducting the administrative business of the Multiple District, namely

- (1) Office postage, stationary, equipment
- (2) Council meeting expense
- (3) Train the Trainer expense
- (4) Membership Development Program
- (5) Other administrative expenses

B. Multiple District Annual Convention Fund: \$0.80; an account to be used exclusively to defray the Multiple District convention expenses, namely:

- (1) Convention host club advance
- (2) International guest expense
- (3) Expense for Key Member Breakfast; Model Luncheon, Necrology Service, Keynote Speaker, etc.
- (4) Other convention expenses

C. Multiple District International Fund:

\$ 0.50; an account to be used to promote the Multiple District and Candidates on an International level, namely:

- (1) Promotion of Multiple District 39 at the International Convention.
- (2) Campaign expenses to present candidates for International office

Section 3

A. In any fiscal year, any balance remaining in the MD-39 convention fund and the general administration fund, after payment of all expenses in that year, shall become available for future years and shall be treated as income in each new year.

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B. In order to build up a reserve for promoting an International Candidate, in any fiscal year, any balance remaining in the Multiple District International Convention Fund, after payment of approved International Convention expenses, shall remain in the International Convention Fund and become available, along with any funds budgeted, in the ensuing year for International Convention expenses only.

Section 4. Such fees as the Council shall set may be collected, under procedures set by the Council, from each delegate, alternate, and guest attending the Multiple District convention to defray the actual cost of the convention meals and entertain-ment.

Section 5. The council shall provide for an annual or more frequent audit of each Multiple District account and shall include an annual financial report of said funds with the official report of each District Convention.

Section 6. Within sixty (60) days after the close of the Multiple District convention, an official report thereof shall be mailed to Lions Clubs International and each club in the Multiple District by the Council, or, at its direction, by the Council Secretary.

Section 7. At the beginning of each fiscal year the Budget Committee, composed of the Council Chairman, the District Governors, the Immediate Past Council Chair-man, the Immediate Past Council Secretary-Treasurer, and the current Secretary-Treasurer, shall prepare a budget for the Multiple District for the coming year. The proposed budget will be presented at the first Council meeting of the year.

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ARTICLE VIII

Sub-District Organization

Section 1. CABINET AND OFFICERS

A. Each Sub-District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, Vice District Governor, the Region Chairmen, the Zone Chairmen, the Cabinet Secretary-Treasurer and such other Chairmen deemed necessary by the District Governor. The Cabinet Secretary-Treasurer and other

Chairmen will be appointed by the District Governor. The members of the District Cabinet shall be the officers of the Sub-District. Each such officer shall be a member in good standing of a Lions Club in good standing in his/her Sub-District.

B.

1. The District Governor shall be elected at the annual Mid-Winter Convention of the Sub District. The District Governor shall appoint, by the time he/she takes office, one Region Chairman for each Region, and one Zone Chairman for each zone, in the Sub-District.

2. The Vice District Governor shall be elected at the annual convention of the Multiple District.

C.

1. Any vacancy in any District office, except that of District Governor and Vice District Governor shall be filled by appointment of the District Governor for the unexpired term thereof.

2. In filling any vacancy arising in the office of Vice District Governor, the District 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 member as Vice District Governor for the remainder of the term.

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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 chairman of the meeting. The chairman 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.

D. Each Region and Zone Chairman shall:

1. Be an active member in good standing in his/her respective Region or Zone; and

2. Have served or will have served at the time of taking office as Region or Zone Chairman 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.

E. If any Region Chairman or Zone Chairman 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.

F. No salary shall be paid to any officer of the Multiple or any Sub-District.

Section 2. District Cabinet Meetings

A. Regular. A regular meeting of the Cabinet shall be held each quarter of the fiscal year, with the first to 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 of the Cabinet.

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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. Not less than five (5) nor more than ten (10) days written or telegraphic notice of special meetings, setting forth the purpose thereof and a date, time and place determined by the District Governor, shall be given to each member of the Cabinet.

C. Quorum and Vote. The attendance of a majority of the members of the Cabinet shall constitute a quorum for any meeting thereof. In all such meetings, the voting privilege shall extend to all members of the Cabinet.

Section 3. Regions & Zones.

A. Each District Governor shall divide his/her Sub- 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, where in his/her sole discretion, he/she shall deem the same necessary to the best interest of the Association. The District Governor in his/her sole discretion may or may not appoint chairpersons of each Region.

B. Regional Meetings. Meeting of representatives of all clubs in a Region, with the Region Chairman presiding, shall be held during the fiscal year at times and places fixed by the Region Chairman of the respective Region.

C. Zone Meetings. Meetings of representatives of all the clubs in a Zone, with the Zone Chairman presiding, shall be held during the fiscal year at times and places fixed by the Zone Chairman.

Section 4. Sub-District Committees

A. District Governor's Advisory Committee. Each Zone, the Zone Chairman and the Presidents and Secretaries of the clubs in the Zone shall compose a District Governor's Advisory Committee, with the Zone Chairman as Chairman thereof. At a date, time and place called by the Zone Chairman, 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 November; a third meeting in the month February or March; and a fourth meeting approximately thirty days prior to the Multiple District Convention.

B. District Governor's Honorary Committee. The District Governor may appoint a District Governor's Honorary Committee composed of past International Officers who are members in good standing of clubs within the Sub-District. This Committee shall meet when and as called upon by the District Governor or by the Council Chairman.

ARTICLE IX

Sub-District Revenue

Section 1.

A. To provide revenue to defray the administrative expenses of each Sub-District, an annual District Administrative Fund Per Capita Tax shall be levied upon each member of each club in each Sub-District. The amount of this tax shall be \$17.00 per year per member. Said tax shall be collected and paid in advance by each club in two (2) semi-annual payments as follows:

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one-half of the established annual rate per club on September 10 of each year to cover the semiannual period July 1 to December 31; and one-half of the established annual rate per club member on March 10 of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of September and March, respectively. Said tax shall be paid to the Cabinet Secretary-Treasurer by each club in the Sub District, except newly chartered and re-organized clubs, which shall collect and pay said per capita tax on a prorata basis from the first day of the second month following the date of their organization or re-organization, as the case may be. Said per capita tax shall be disbursed only for administrative expenses of the District and only on approval by the District Governors Cabinet. Disbursement there from shall be by checks drawn and signed by any two; the Cabinet Treasurer, Secretary, the District Governor, or Vice District Governor

B. Changes to the District per - Capita tax shall be determined by the Cabinet and published at least 30 days prior to Mid-Winter Convention in the District Governors Newsletter and/or the Idaho Oregon Sight and Hearing Newsletter. The change will become affective following the Midwinter Convention if approved by a majority of the members voting.

Section 2. Expenses of the outgoing District Governor in connection with his/her attending the International Convention shall be considered a District administrative expense. Reimbursement for such expenses shall be made on the same basis as outlined in the Rules of Audit of Lions Clubs International.

Section 3. The District Governor and his/her Cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 4. The Cabinet Secretary-Treasurer shall be bonded in such amount and with such surety company as shall be approved by the District Governor's Cabinet and the cost of same shall be an administrative expense.

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Section 5. The District Governors Cabinet shall provide for an annual or more frequent audit of the books and accounts of the Cabinet Secretary Treasurer, and a statement of the financial condition of the District shall be sent to Lions Clubs International and each club in the Sub District at the close of the fiscal year by the Cabinet then in office.

ARTICLE X

Amendments

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

Section 2. No Amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention, or, published in the last issue of the Lions Sight and Hearing News, and/or the District Governors Newsletters published prior to the annual convention along with a notice that the same will be voted upon at said convention.

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

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ARTICLE XI

Dispute Resolution

All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to member-ship, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. This dispute resolution shall apply to all disputes between clubs in each of the multiple districts.

Any party to the dispute may file a written request with the District Governor asking that dispute resolution take place. All requests for a dispute resolution shall be filed with the District Governor within thirty [30] days after the member knew or should have known of the occurrence of the event upon which the request is based. Within fifteen [15] days of the receipt, the District Governor shall appoint three [3] conciliators to hear the dispute. The conciliators shall be members in good standing of a club or clubs in good standing, other than a club which is a party to the dispute, in the district in which the dispute arises. The selected conciliators shall be acceptable to the parties. Upon being selected, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty [30] days of the appointment of the conciliators. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their majority decision no later than thirty [30] days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. All decisions of the conciliators are subject to the authority of the International Board of Directors.