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MULTIPLE DISTRICT 20 CONSTITUTION

ARTICLE I Name

This organization shall be known as the Lions Clubs of New York and Bermuda, Inc., Multiple District No. 20, hereinafter referred to as “multiple district.”

ARTICLE II Purposes

The purposes of this multiple district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this multiple district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) 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.
- (g) 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.

ARTICLE III Membership

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 eleven sub-districts, with boundary lines as adopted by a multiple district convention and approved by the International Board of Directors of Lions Clubs International.

ARTICLE IV
Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as follows:

[Lions Logo]

Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V
Supremacy

The Standard Form Multiple District Constitution and By-Laws shall govern the multiple district unless otherwise amended so as not to conflict with the International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the multiple district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI
Officers and Council of Governors

Section 1. **COMPOSITION.** There shall be a Council of Governors composed of all the district governors in the multiple district and shall also include one immediate past district governor who shall serve as council chairperson. The officers of this multiple district shall be the members of the Council of Governors. Each member of the Council of Governors, including the council chairperson, shall have one (1) vote on each question requiring action of the Council of Governors. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. The council chairperson shall assume his/her multiple district duties on the last day of the international convention. The Council of Governors shall also include all past and present international presidents, vice-presidents and directors of the association, who shall serve as advisory, non-voting members with full rights to notice of and attendance at any regular or special meeting of the Council.

Section 2. **OFFICERS.** The officers of the Council of Governors shall be a chairperson and vice chairperson, secretary-treasurer and such other officers as the Council of Governors shall deem necessary. The council chairperson and vice chairperson shall be elected annually as provided in the by-laws. The secretary-treasurer shall be appointed annually as provided in the MD20 Policy Manual, and shall have no

vote on any question requiring action by the Council of Governors.

Section 3. **POWERS.** Except where inconsistent with and contrary to the provisions of the articles of incorporation and constitution and by-laws of Lions Clubs International, the powers granted therein to the board of directors of said association, and the policies and acts of said board of directors, the Council of Governors shall:

- (a) Have jurisdiction and control over all officers and agents, when acting as such, of the Council of Governors 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 the international board of directors and under rules of procedure prescribed by said board, to hear and rule upon any complaint of a constitutional nature raised by any sub-district or districts, and Lions club, or any member of a Lions club, in the multiple district. All such rulings of the Council of Governors 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 affect an unbalanced budget or deficit in any fiscal year.
- (f) The Council of Governors shall constitute the executive body of the multiple district and, except as otherwise provided in subparagraph "d" above, its actions shall be final.

Section 4. **REMOVAL.** At the request of the majority of the Council of Governors, A Special Meeting of the Council may be called for the purpose of removal of the Council Chairperson. Regardless of the manner in which the Council Chairperson is selected or elected, the Council Chairperson may be removed from the Council for cause by an affirmative vote of 2/3 of the entire number of the Council of Governors.

Article VII Multiple District Convention

Section 1. **TIME AND PLACE.** An annual convention of this multiple district shall be held in each year prior to the international convention at a place selected by a majority vote of a previous Council of Governors at a regularly scheduled meeting of said council, and at a date and time fixed by the Council of Governors.

Section 2. **NOMINATING AND VOTING.** Nominations and voting for the office of district governor and first and second vice district governor shall be held at the multiple district convention. When

appropriate, nominations and voting for endorsement to the office of international director or third international vice president shall also be held at the multiple district convention as directed by the Council of Governors. When appropriate, the Council of Governors may also direct that questions relevant to the operation of the multiple district be submitted to the convention for consideration.

Section 3. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International, and its district, and this multiple district shall be entitled in each convention of this multiple district to one (1) delegate and one (1) alternate for each ten (10) members or major fraction thereof, who have been enrolled for at least one year and a day in the club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Notwithstanding the above, each chartered club in good standing shall be entitled to at least one (1) delegate and one (1) alternate at each such convention. It is further provided that the district governor in each district, by virtue of the office, and each past district governor who is an active member of a chartered Lions Club in good standing, shall be a certified delegate to each such convention, but shall not be included in the delegate quota of his/her club for any such convention. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district.

For purposes of this section, a club in good standing is one having paid all dues obligations to Lions Clubs International and Multiple District 20. Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

Section 4. **QUORUM.** A majority of the delegates in attendance at any session of a sub- or multiple district convention shall constitute a quorum.

Section 5. **SPECIAL CONVENTION.** A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII

Multiple District Dispute Resolution Procedure

A. Disputes Subject to Procedure

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the

multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple district administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

B. Complaints and Filing Fee

Any Lions club in good standing or sub-district within the association (the “complainant”) may file a written request with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the multiple district which shall be submitted to the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the multiple district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the multiple district, unless established multiple district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

C. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the council

chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

D. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible.

E. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairperson, who is currently a member in good standing of a club in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. The selected conciliators shall select one (1) neutral conciliator who will serve as chairperson, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above days, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators (“the second team of selected conciliators”) who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer or the conciliators.

F. Conciliation Meeting & Decision of Conciliators

Upon being appointed, 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. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing 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.

The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, the multiple district council of governors and to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX Amendments

Section 1. **AMENDING PROCEDURE.** 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. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means 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. This notice requirement shall be deemed satisfied if the proposed amendment is included in the Multiple District 20 Lion or other official publication and circulated to the membership of the multiple district at least thirty (30) days prior to the multiple district convention.

Section 3. **AUTOMATIC UPDATE.** Notwithstanding the above, when amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this Multiple District Constitution and By-Laws shall automatically be updated in this Multiple District Constitution and By-Laws at the close of the convention.

Section 4. **AMENDMENT BY COUNCIL.** Notwithstanding the above, upon the advice of the Multiple District Constitution and By-Laws Committee, the Council of Governors may adopt by resolution such non-substantive, administrative or clerical changes as are necessary to conform the provisions of this Multiple District Constitution and By-Laws with any provision of the International Constitution and By-Laws, or to reconcile the provisions of this Multiple District Constitution and By-Laws with appropriate and binding actions taken by the International Board of Directors, the Council of Governors or the delegates to a multiple district convention.

Section 5. **EFFECTIVE DATE.** This proposed Constitution and By-laws, if adopted by the affirmative vote of two-thirds (2/3) of the votes cast by the convention considering same, shall take effect at the close of the convention at which it is adopted. Each amendment thereto, shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

BY-LAWS

ARTICLE I

Nominations and Endorsement Third Vice President and International Director Nominees

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

(a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the multiple district council secretary-treasurer no less than sixty (60) days prior to the convening date of the multiple district convention at which such question of endorsement is to be voted upon. Certification of a sub-district endorsement in the form prescribed by Lions Clubs International shall satisfy this requirement if made no less than sixty (60) days prior to the convening date of the multiple district convention.

(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 council chairperson and council secretary-treasurer to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

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

Section 4. **VOTE.** The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the multiple district convention. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks, abstentions and disqualified ballots. In the event of a tie vote, or failure of one nominee to receive the required majority on any ballot, then the candidate(s) receiving the fewest votes shall be eliminated and balloting shall continue with respect to the remaining nominees until one receives the required majority of the votes cast. If the Council of Governors so directs, a preferential ballot as provided in the Standard District By-laws can be used in place of successive ballots.

Section 5. **SUB DISTRICT ENDORSEMENT.** Any candidate seeking endorsement at the multiple district convention must first have secured the endorsement of his/her sub-district at a sub-district convention as required by the International By-laws. Certification of said endorsement in the form prescribed by Lions Clubs International shall be made by the appropriate sub-district officers and delivered to the multiple district office no less than sixty (60) days prior to the convening of the multiple district convention. Only one certification may be submitted for any sub-district.

Section 6. **CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the multiple district convention shall be made in writing to the international office by the multiple district officials designated, and in accordance with the requirements set forth in the International Constitution and By-Laws. Any endorsement for the office of international director secured in accordance with this article shall be valid for three (3) succeeding conventions provided that the candidate is otherwise eligible to be elected. If not elected during the initial endorsement period, the candidate must wait three (3) years before such candidate is eligible to seek endorsement again. Any endorsement for international third vice president shall be valid for three (3) succeeding conventions provided that the candidate is otherwise eligible to be elected. If the candidate for international third vice president is not elected during the initial three (3) year endorsement period, that candidate may seek to renew said endorsement, which endorsement would be valid for three (3) succeeding conventions. If not elected during the successive endorsement periods, then such candidate must wait three (3) years before the candidate is eligible to seek endorsement again.

Section 7. **VALIDITY.** No endorsement of any candidacy of any member of a Lions club in this multiple district shall be valid unless and until the provisions of this Article have been met.

ARTICLE II

Election of Council Chairperson and Vice Chairperson

The council chairperson shall be elected at the third council meeting by a majority vote of the seated district governors and the district governors who will be in office when the chairperson elected shall serve

(i.e., the first vice district governors). The chairperson elected shall be an immediate past district governor when he/she takes office, and shall be a member in good standing in a club in good standing within the multiple district. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. The council chairperson shall assume his/her multiple district duties on the last day of the international convention. The council vice chairperson shall be a seated district governor elected by a majority vote of the Council of Governors at its first council meeting following the international convention.

ARTICLE III
Duties of Multiple District
Council of Governors and Committees

Section 1. MULTIPLE DISTRICT COUNCIL OF GOVERNORS.

The Council of Governors shall:

- (a) Make all contracts and approve all bills relating to multiple district convention administrative expenses.
- (b) Designate a depository for multiple district funds.
- (c) Determine the amount of surety bond for the council secretary-treasurer, and approve the surety company issuing said bond.
- (d) Receive financial reports, semi-annually or more frequently, from the council secretary-treasurer, and provide for a review or audit at the end of the fiscal year of the books and accounts of the council secretary-treasurer by a certified public accountant.
- (e) Recommend, when necessary, to the multiple district constitution and by-laws committee changes to the amount of the multiple district per capita tax.
- (f) Formulate and implement administrative policies to be pursued by the multiple district and its committees and set forth standardized methods of operation for each in the multiple district policy manual.

Section 2. MULTIPLE DISTRICT COUNCIL CHAIRPERSON. The multiple district council chairperson shall be the administrative facilitator of the multiple district. All actions are subject to the authority, direction and supervision of the multiple district Council of Governors. In cooperation with the Council of Governors, the council Chairperson shall,

- (a) Further the Purposes of this association;
- (b) Assist in communicating information regarding international and multiple district policies,

programs and events;

- (c) Document and make available the goals and long range plans for the multiple district as established by the Council of Governors;
- (d) Convene meetings and facilitate discussion during council meetings;
- (e) Facilitate the operations of the multiple district convention;
- (f) Support efforts initiated by the International Board of Directors or the Council of Governors that are intended to create and foster harmony and unity among district governors;
- (g) Submit reports and perform such duties as may be required by the multiple district constitution and by-laws;
- (h) Perform such other administrative duties as may be assigned by the multiple district Council of Governors; and
- (i) Facilitate, at the close of his/her term of office, the timely presentation of all multiple district accounts, funds, and records to his/her successor in office.

Section 3. **MULTIPLE DISTRICT COUNCIL SECRETARY-TREASURER.** Under the supervision and direction of the Council of Governors, the council secretary-treasurer shall:

- (a) Keep an accurate record of the proceedings of all meetings of the Council of Governors, and within twenty (20) days after each meeting forward copies to all members of the Council of Governors, and the office of Lions Clubs International.
- (b) Assist the Council of Governors in conducting the business of the district, and perform such other duties as are specified or implied in the constitution and by-laws, or as may be assigned to him/her from time to time by the Council of Governors.
- (c) Receive and give proper receipts for all dues and taxes required to be paid over to him/her by the sub-district cabinet secretary-treasurers, deposit the same in a bank or banks designated by the Council of Governors, and disburse the same under the supervision and control of the Council of Governors by checks drawn against said deposits signed by himself/herself and countersigned by the council chairperson or other duly authorized council member.
- (d) Keep accurate books and records of accounts and minutes of all Council of Governors and multiple district meetings, and permit inspection of the same by any member of the Council of Governors or any club in the multiple district (or any duly authorized agent of either) at any reasonable time for any proper purpose.

- (e) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the Council of Governors. The council secretary-treasurer shall also secure bond covering the council chairperson, council vice chairperson, and the multiple district office.
- (f) Provide to the Lions of the multiple district a year end fiscal report and publish same in the September/October issue of the MD-20 Lion or other official publication.
- (g) Serve as the Multiple District Protocol Chairperson unless another Lion is appointed to that position.
- (h) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the multiple district to his/her successor in office.
- (i) In the event that separate offices of council secretary and council treasurer are adopted the duties herein are to be attributed to each of the officers according to the nature of the duties.

Section 4. **MULTIPLE DISTRICT PROTOCOL CHAIRPERSON.** The Council of Governors shall appoint annually a protocol chairperson for the multiple district. Under the supervision and direction of the Council of Governors, the protocol chairperson shall:

- (a) At all events attended by visiting dignitaries, provide seating charts in keeping with the association's official protocol; insure that spoken introductions are based on the same. Insure that dress requirements are clear for all events.
- (b) Arrange for proper airport (or other arrival) greetings; arrange suitable transportation to hotel or other lodging, inspect hotel room in advance to insure its suitability, and provide appropriate amenities (flowers, fruit, etc).
- (c) Arrange for the proper escort of visitors to each function on the schedule.
- (d) Arrange courtesy calls on local government leaders (or regional and/or national leaders if the location suggests this as a possibility), as the visitor's schedule permits.
- (e) Coordinate public relations media exposure such as television, radio and print media, as necessary.
- (f) Coordinate departure from hotel, and transportation to airport (or other departure venue).

ARTICLE IV

Multiple District Committees

Section 1. **CREDENTIALS COMMITTEE.** The Credentials Committee of the multiple district convention shall be composed of the Credentials Chairperson selected by the Council of Governors, the

cabinet-secretary of each sub-district and at least one additional Lion appointed by the district governor of each sub-district. The members appointed shall be active members in good standing of a club in good standing and shall not, at the time of the appointment, hold or be a candidate for any district or international office. Each appointee shall receive notification of his/her appointment not less than thirty (30) days prior to the annual multiple district convention. In addition to performing the duties set forth in the multiple district policy manual, each such Credentials Committee shall have the powers and perform the duties set forth in Robert's Rules of Order, Newly Revised, Latest Edition.

Section 2. **NOMINATING COMMITTEE.** The Nominating Committee of the multiple district convention shall be composed of the Nominating Chairperson selected by the Council of Governors, and one member from each sub-district appointed by the district governor of each sub-district. The member appointed shall be an active member in good standing of a club in good standing and shall not, at the time of the appointment, hold or be a candidate for any district or international office. Each appointee shall receive notification of his/her appointment not less than thirty (30) days prior to the annual multiple district convention.

Section 3. **OTHER MULTIPLE DISTRICT CONVENTION COMMITTEES.** In addition to those listed above, the Council of Governors shall appoint, designate the chairperson of, and fill any vacancies occurring in the various other multiple district convention committees, including: Resolutions, Elections, Constitution and By-Laws, Rules, Sergeant-At-Arms, Flag Ceremony and International Convention. The size, composition, tenure, service qualifications, appointment procedure, responsibilities and duties of all committees, and the appointment criteria of all committee members and chairpersons shall be determined by the Council of Governors and set forth in the Multiple District 20 Policy Manual.

Section 4. **OTHER COUNCIL COMMITTEES.** The Council of Governors may create and appoint such other committees and positions as it deems necessary and appropriate for efficient operation of the multiple district. The size, composition, tenure, service qualifications, appointment procedure, responsibilities and duties of all committees, and the appointment criteria of all committee members and chairpersons shall be determined by the Council of Governors and set forth in the Multiple District 20 Policy Manual.

Section 5. **RULES OF ORDER AND 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 in any meeting of any committee appointed by the Council of Governors shall be determined by Robert's Rules of Order, Newly Revised, Latest Edition.

ARTICLE V

Meetings

Section 1. **COUNCIL MEETINGS.** The Council of Governors shall hold a regular meeting within sixty (60) days after the date on which the district governors officially take office. Three (3) subsequent regular meetings shall be held at such times and places as it deems advisable. The council chairperson, or the

secretary at the chairperson's direction, shall issue a written call for each meeting of the Council of Governors, with the time and place to be set out in the call and to be determined by the chairperson. The date of any meeting save the first, which shall be set by the chairperson, shall be determined by the Council of Governors.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Council of Governors may be called by the council chairperson as he/she deems necessary or advisable, or by the written request of any four (4) members of the council made to the council chairperson, or in his/her absence or unavailability, the council vice chairperson, or if neither is available, to the secretary-treasurer. Upon receipt of such written notice, the chairperson, the vice chairperson, or the secretary-treasurer shall, without delay, notify in writing all members of the council of the time and place of such special meeting stating therein the purpose for which the meeting is being called. In no event shall the date of such meeting be less than seven (7) days, nor more than fifteen (15) days from the date of such notification.

Section 3. **ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of this council may be held through the use of alternative meeting formats, such as teleconference and/or web conference. Such action may be initiated with approval of the majority of the Council of Governors.

Section 4. **QUORUM.** The personal presence of a majority of the Council of Governors shall constitute a quorum at any meeting, and any action by the council shall require a majority vote of the council members present.

Section 5. **RULES OF ORDER AND 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 in any meeting of the Council of Governors shall be determined by Robert's Rules of Order, Newly Revised, Latest Edition.

Section 6. **BUSINESS TRANSACTED BY MAIL.** This Council of Governors may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the council of governors. Such action may be initiated by the Council Chairperson or any three (3) members of said council.

ARTICLE VI

Multiple District Convention

Section 1. **CONVENTION SITE SELECTION.** The chairperson of the Council of Governors shall receive invitations in writing from places desiring to entertain the annual convention. All invitations shall set forth such information as the Council of Governors shall from time to time prescribe and shall be delivered to the chairperson no later than thirty (30) days prior to the convening date of the council meeting at which the convention site shall be voted upon by the Council of Governors. Procedure to be followed in investigation of bids and in presentation of the same to the Council of Governors, as well as action to be taken by the Council of Governors in the event no bids are acceptable to or so received by the

Council of Governors shall be determined by the Council of Governors.

Section 2. **SITE CHANGE.** The Council of Governors shall retain, and have, absolute power to change at any time, for good reason, the convention site chosen by a previous council, provided that such convention site shall be located within the boundaries of the multiple district, and neither the Council of Governors nor the multiple district nor any sub-district or sub-districts shall incur any liability thereby to any club or sub-district. Notice of this site change shall be furnished in writing to each club in the multiple district no less than sixty (60) days prior to the convening date of the annual convention.

Section 3. **OFFICIAL CALL.** The Council of Governors shall issue an official printed call for the annual multiple district convention not less than thirty (30) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 4. **REGISTRATION FEE.** A registration fee, the amount of which shall be set by the Council of Governors, may be collected from each delegate, alternate and guest attending the multiple district convention.

Section 5. **OFFICERS.** The members of the Council of Governors shall be the officers of the annual multiple district convention.

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

Section 7. **RULES OF ORDER AND PROCEDURE.** Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for the annual multiple district convention or any special convention called in accordance with this constitution and by-laws, all questions of order and procedure at the annual multiple district convention, any special convention, or any meeting of a convention committee shall be determined by Robert's Rules of Order, Newly Revised, Latest Edition.

Section 8. **PARLIAMENTARIANS.** The multiple district constitution and by-laws committee shall also serve as the convention constitution and by-laws committee. Said committee shall serve as parliamentarians of the convention and its rulings, subject to review by the Council of Governors, shall be final.

Section 9. **SERGEANT-AT-ARMS.** A convention sergeant-at-arms and such assistant sergeant-at-arms as it deems necessary shall be appointed by the Council of Governors.

Section 10. **NOMINATION OF DISTRICT OFFICERS.** Notice of intention to run for the office of district governor, first vice district governor or second vice district governor must be filed with the council secretary in the multiple district office no later than (30) days prior to the opening date of the multiple district convention. Said notice must provide evidence of the candidate's compliance with the qualifications set forth in the International Constitution and By-Laws for the office sought. The council

secretary will forward said notice to the Nominating Committee, which will review the qualifications of the candidate prior to the opening of the multiple district convention and rule on the eligibility of such individual to stand for election. The chairperson of the Nominating Committee shall place in nomination at the multiple district convention the names of all candidates so qualified. If no noticed candidate for an office is deemed qualified, the chairperson of the Nominating Committee may entertain the nomination of a qualified candidate from the floor, subject to verification of said individual's qualifications.

Section 11. **ELECTION OF DISTRICT OFFICERS.** Voting for the office of district governor, first vice district governor and second vice district governor shall be by secret ballot and the candidate receiving a majority of the votes cast shall be declared elected. A majority is defined as a number more than one-half of the total votes cast excluding blanks, abstentions and disqualified ballots. In a referendum involving an uncontested candidate, if a majority "yes" vote is not received in the balloting, then a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply. In the event of a tie vote in a contested race, or failure of one nominee to receive the required majority on any ballot, then the candidate(s) receiving the fewest votes shall be eliminated and balloting shall continue with respect to the remaining nominees until one receives the required majority of votes cast. If the Council of Governors so directs, a preferential ballot as provided in the Standard District By-laws can be used in place of successive ballots.

Section 12. **OFFICIAL REPORT.** Within sixty (60) days after the close of the multiple district convention, an official report shall be forwarded to Lions Clubs International and each club in the multiple district by the Council of Governors, or, at its direction, by the council secretary.

Section 13. **SUB-DISTRICT CONVENTION.** 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.

ARTICLE VII
Multiple District Convention Fund

Section 1. **CONVENTION FUND TAX.** In lieu of or in addition to a multiple district convention registration fee, an annual multiple district convention fund tax may 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 reorganized clubs, in two (2) semi-annual payments in an approved amount per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and an approved amount per club member on March tenth 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. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said tax for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organization or reorganization, as the case may be.

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 chairperson. The fund so collected shall be used exclusively for defraying expenses of multiple district conventions and shall be expended only by multiple district checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson or other duly authorized member of the Council of Governors.

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

Section 3. **AUDIT OR REVIEW.** If a convention fund tax is imposed pursuant to Section 1 of this article, the Council of Governors shall provide for a periodic review of said fund and shall publish an annual financial report regarding same.

Section 4. **RIGHT NOT TO IMPOSE.** The Multiple District reserves the right not to impose a convention fund tax as authorized by this article. In the event the Council of Governors chooses to impose such a convention fund tax, the amount of any such tax imposed pursuant to this article must be approved by a majority of delegates to the convention at which it is presented for consideration.

Section 5. **FEE COLLECTION.** Independent of any convention fund tax referenced above, such fee as the Council of Governors shall set may be collected, under procedures set by the Council of Governors, from each delegate, alternate, and guest attending the multiple district convention to defray the actual cost of convention meals and entertainment.

ARTICLE VIII

Multiple District Administration Fund

Section 1. **MULTIPLE DISTRICT REVENUE.** To provide revenue for approved multiple district projects and to defray the administrative expenses of the multiple district, an annual multiple district administrative fund tax of \$20.00 is hereby levied upon each member of each club in the multiple district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: \$10.00 per club member on July 15 of each year to cover the semi-annual period July 1 to December 31; and \$10.00 per club member on January 15 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 July and January as reported by Lions Clubs International, respectively. Said tax shall be paid to the council secretary/treasurer by each club in the multiple district, except newly chartered and reorganized clubs, which shall collect and pay said tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said tax shall be disbursed only for administrative expenses of the multiple district and only upon approval by the Council of Governors. Disbursement therefrom shall be by checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson, or his/her designated representative.

Section 2. **STUDENT DERIVED REVENUE.** Notwithstanding the above, for student membership programs as adopted by the International Board of Directors, eligible student members shall pay a semi-annual per capita tax equal to one-half (%) of the total amount provided for in Section 1 of this article.

Section 3. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the multiple district administrative fund after payment of all multiple district administration expenses in that year shall remain in said administrative fund and become available for future multiple district administrative expenses and be treated as income in any fiscal year in which expended or made available solely for payment of such expenses.

Section 4. **DISTRICT DISBURSEMENTS.** District disbursements shall be made by the council secretary-treasurer to the district governor of each sub-district. The payments shall be made before the 10th day of the month following collection. It shall become and remain a fund of said sub-district and shall be disbursed only for administrative expenses of the sub-district as are approved by the district governor's cabinet. Payment out of said sub-district administrative fund shall be by check drawn and signed by the cabinet secretary-treasurer and countersigned by the district governor or his/her designated representative.

Section 5. **BONDING REQUIREMENT.** The council secretary-treasurer shall be required to make bond, covering the council chairperson, council vice chairperson, council secretary-treasurer, and the multiple district office.

**ARTICLE IX
Miscellaneous**

Section 1. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this multiple district in his/her official capacity with the exception of the council secretary-treasurer whose compensation, if any, shall be fixed by the Council of Governors.

Section 2. **FISCAL YEAR.** The fiscal year of this multiple district shall be from July 1 to June 30.

Section 3. **AUDIT OR REVIEW.** The Council of Governors shall provide for an annual or more frequent audit or review of the books and accounts of the multiple district.

**ARTICLE X
Amendments**

Section 1. **AMENDING PROCEDURE.** These by-laws may be amended only at a multiple district convention, by resolution reported by the Convention Committee on Constitution and By-Laws and adopted by a majority of the votes cast.

Section 2. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means 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. This notice requirement shall be deemed satisfied if the proposed amendment is included in the Multiple

District 20 Lion or other official publication and circulated to the membership of the multiple district at least thirty (30) days prior to the multiple district convention.

Section 3. **AUTOMATIC UPDATE.** Notwithstanding the above, when amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this Multiple District Constitution and By-Laws shall automatically be updated in this Multiple District Constitution and By-laws at the close of the convention.

Section 4. **AMENDMENT BY COUNCIL.** Notwithstanding the above, upon the advice of the Multiple District Constitution and By-Laws Committee, the Council of Governors may adopt by resolution such non-substantive, administrative or clerical changes as are necessary to conform the provisions of this Multiple District Constitution and By-Laws with any provision of the International Constitution and By-Laws, or to reconcile the provisions of this Multiple District Constitution and By-Laws with appropriate and binding actions taken by the International Board of Directors, the Council of Governors or the delegates to a multiple district convention.

Section 5. **EFFECTIVE DATE.** This proposed Constitution and By-laws, if adopted by the affirmative vote of two-thirds (2/3) of the votes cast by the convention considering same, shall take effect at the close of the convention at which it is adopted. Each amendment thereto shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

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Adopted by Convention, Lake Placid, NY, May 7, 2017
Amended by Automatic Update (By-laws, Article I, Section 6), July 4, 2017
Amended by Council (Constitution, Article VI, Section 1), July 28, 2017
Amended by Council (Constitution, Article III), February 23, 2018.