

**CONSTITUTION
AND
BY-LAWS**

**MD-20
LIONS CLUBS OF
NEW YORK STATE & BERMUDA, INC.**

**REVISED & AMENDED
MAY 2009**

MULTIPLE DISTRICT 20 CONSTITUTION

ARTICLE I

Name

This organization shall be known as the Lions Clubs of New York and Bermuda, Inc. Multiple District 20, Lions Clubs International Inc., herein referred to as Multiple District 20.

ARTICLE II

Object

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

ARTICLE III

Membership

The members of this organization shall be all Lions clubs in this multiple district chartered by Lions Clubs International.

Multiple District 20 shall consist of twelve 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

Officers

The officers of this multiple district shall be the members of the council of governors. They shall assume their multiple district duties on the last day of the international convention.

ARTICLE V

Council of Governors

Section 1. COMPOSITION. There shall be a council of governors composed of all the district governors in the multiple district and one immediate past district governor who shall serve as council chairperson. Each member of the council of governors, including the council chairperson, shall have one (1) vote on each question requiring action by the council. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again.

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, all of whom shall be elected annually by the council.

(a) The council chairperson shall be an immediate past district governor elected by a majority vote of the preceding council of governors and the seated first vice district governors at the third council meeting of the preceding fiscal year.

(b) For the sole purpose of electing a council chairperson, the first vice district governors shall also be considered members of the council and each first vice district governor shall have one (1) vote.

(c) The council vice-chairperson shall be a seated district governor elected by a majority vote of the council at its first called meeting following the international convention.

(d) When a seated district governor is absent from a duly noticed meeting of the council of governors, the first vice district governor from that unrepresented district, if present, shall be considered a member of the council with full voting privileges.

(e) The council shall appoint a multiple district secretary-treasurer at its third meeting. The term of said appointment shall be for one (1) fiscal year unless said office is declared vacant by reason of death, resignation, or removal for cause. The secretary-treasurer shall have no vote in any meeting or action of the council.

Section 3. MEETINGS.

(a) The council shall call its first meeting within sixty (60) days after the date on which the district governors officially take office. Three (3) subsequent 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 as 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.

(b) Special meetings of the council may be called either 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 of them is available, to the secretary-treasurer. Upon receipt of such written request, 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.

(c) The personal appearance of a majority of the council of governors shall constitute a quorum and any action by the council shall require a majority vote of the council members present.

(d) 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 4. 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 effect 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 action shall be final.

ARTICLE VI Multiple District Convention

Section 1. TIME AND PLACE. An annual convention of this multiple district shall be held each year prior to the international convention at a place selected by a majority vote of the council of governors at a regularly scheduled meeting of the council.

Section 2. 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 3. NOMINATING AND VOTING.

(a) Nominations and voting for the office of district governor and first and second vice district governors shall be held at the multiple district convention. When appropriate, nominations and voting for endorsement to the office of international director or second international vice president shall also be held at the multiple district convention as directed by the council of governors.

(b) 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.

Section 4. CLUB DELEGATE FORMULA.

(a) Each chartered club in good standing in Lions Clubs International 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. 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.

(b) It is, however, 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 or her club for any such convention.

(c) A club in good standing is one having paid all financial obligations to Lions Clubs International and Multiple District 20.

Section 5. QUORUM. A majority of the delegates in attendance and voting at any session of a sub- or multiple district convention shall constitute a quorum.

ARTICLE VII Amendments

Section 1. AMENDMENT PROCEDURE. Unless otherwise provided herein, this constitution shall only be amended 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.

(a) NOTICE. No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the multiple district 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 printed in the multiple district magazine 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 2. AUTOMATIC AMENDMENTS. Those portions of this constitution taken directly from the Lions Clubs International standard form multiple district constitution and by-laws are automatically considered amended each time Lions Clubs International publishes a revised edition of the standard form document.

Section 3. AMENDMENT BY COUNCIL. Notwithstanding the above, in the event that an amendment to the constitution or by-laws of Lions Clubs International creates a conflict or inconsistency with any existing provision of this constitution, the provision of the international document shall control. In order to reconcile any such conflict or inconsistency without recourse to the formal process set forth in Section 1 of this Article, the council of governors may, upon the advice of the constitution and by-laws committee, adopt by resolution such amendments as are necessary to ensure consistency with the international document.

Section 4. EFFECTIVE DATE. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

Revised: May 2009 at the Multiple District Convention in Binghamton, NY
MULTIPLE DISTRICT 20 BY-LAWS

ARTICLE I Multiple District Convention

Section 1. TIME AND PLACE. An annual convention of the multiple district shall be held each year prior to the international convention at a time and place selected by the council of governors in accordance with the procedures set forth in the multiple district policy manual.

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, 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.

Section 3. **OFFICERS.** The members of the council of governors shall be the officers of the annual multiple district convention.

Section 4. **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 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 the annual multiple district convention, all questions of order and procedure at the annual multiple district convention shall be determined by **ROBERT'S RULES OF ORDER, NEWLY REVISED.**

Section 6. **PARLIAMENTARIANS.** The multiple district constitution and by-laws committee shall serve as parliamentarians of the convention and its rulings, subject to review by the council of governors, shall be final.

Section 7. **SERGEANT-AT-ARMS.** A convention sergeant-at-arms and such assistant sergeants-at-arms as it deems necessary shall be appointed by the council of governors.

Section 8. **CREDENTIALS COMMITTEE.** The credentials committee of the multiple district convention shall be composed of a Credentials chair, each sub district cabinet secretary and one additional Lion appointed by the District Governor of each sub district. Each such credentials committee shall have the powers and perform the duties set forth in **ROBERT'S RULES OF ORDER, NEWLY REVISED.**

Section 9. **NOMINATING COMMITTEE.** Each district governor shall appoint a member to the multiple district nominating committee who shall each be an active member of a Lions club in good standing in the district and shall not, at the time of the appointment, hold any multiple district or international office. Each such appointee shall receive notification of his/her appointment at least thirty (30) days prior to the annual multiple district convention.

Section 10. **NOMINATION OF DISTRICT OFFICERS.** Nomination for district governor and first and second vice district governor must be filed at least thirty (30) days prior to the convention date with the council secretary-treasurer. The chairperson of the nominating committee shall report to the convention the names of such nominees as have been qualified. A nomination for district governor and/or first and second vice district governor may be made from the floor of the convention only with the approval of the nominating committee and only when a district reaches a convention without a qualified candidate for district governor and/or first and second vice district governor and the individual so nominated has not previously filed a nomination in the multiple district office.

Section 11. **ELECTION OF DISTRICT OFFICERS.** The election shall be by secret ballot and the candidate receiving a simple majority of the votes cast shall be declared elected. In the event a candidate does not receive the required majority, balloting shall continue until one candidate is elected.

Section 12. **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.

Section 13. 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.

ARTICLE II
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 and 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, quarterly, 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 performed by a certified public accountant;
- (e) recommend, when necessary, to the multiple district constitution and by-laws committee changes pertaining to the amount of multiple district per capita tax; and
- (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 coordinator of the multiple district and shall act on behalf of and upon delegation from the council of governors. His/her specific responsibilities shall be to:

- (a) further the purposes of this association;
- (b) provide leadership, direction, and initiative for international and multiple district programs, goals, and long range planning;
- (c) create and foster harmony and unity among sub-districts, and assist district governors with solving issues;
- (d) chair the multiple district convention and all meetings of the council of governors;
- (e) submit reports and perform such duties as may be required by the multiple district constitution and by-laws;
- (f) perform such other administrative duties as may be assigned by the council of governors; and
- (g) 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 and the office of Lions Clubs International;
- (b) assist the council of governors in conducting the business of the multiple 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 per capita 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 same by the council of governors and any auditors named by the council, 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; and

(f) provide to the Lions of the multiple a year end fiscal report and publish same in the September/October issue of the MD-20 magazine or other official publication.

(g) 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.

ARTICLE III Multiple District Committees

Section 1. MULTIPLE DISTRICT CONVENTION COMMITTEES. In addition to those committees set forth in Article I of these by-laws, the council of governors, in its sole discretion, may create and appoint such other committees as it deems appropriate and necessary for the effective conduct of the annual multiple district convention, and may designate the chairpersons of any such committee and fill any vacancies occurring therein. Such committees may include: Resolutions, Elections, Rules, and Flag Ceremony. If formed, each sub-district shall have at least one representative on each such committee. These committees shall perform such duties as the council of governors shall designate and set forth in the multiple district policy manual.

Section 2. NON-CONVENTION COMMITTEES.

(a) The following shall be the non-convention committees of Multiple District 20: Constitution and By-Laws, Diabetes Awareness, Finance, Hearing and Speech, Leos Clubs, Lions Clubs International Foundation, Long Range Planning, M.E.R.L. (with the following sub-committees: Membership, Extension, Leadership, Retention) Peace Poster, Policy Manual, Sight Conservation, Youth Exchange and Opportunities, and Youth Band.

(b) The size, composition, tenure, service qualifications, appointment procedure, responsibilities and duties of the above committees, and the appointment criteria of all committee members and chairs shall be determined by the council of governors and set forth in the multiple district policy manual.

Section 3. OTHER MULTIPLE DISTRICT COMMITTEES.

(a) 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.

(b) The size, composition, tenure, service qualifications, appointment procedure, responsibilities and duties of all committees, and the appointment criteria of all committee members and chairs shall be determined by the council of governors and set forth in the multiple district policy manual.

ARTICLE IV Multiple District Administration Fund

Section 1. MULTIPLE DISTRICT REVENUE. To provide revenue to defray the administrative expenses of the multiple district, an annual multiple district administrative fund per capita tax of \$18.00 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: \$9.00 per club member on July 15 of each year to cover the semi-annual period July 1 to December 31; and \$9.00 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 May and November as reported to club secretaries by The International Association of Lions Clubs immediately preceding the billing period. 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 per capita 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 per capita tax shall be disbursed only for administrative expenses of the multiple district and only upon approval by the council of governors. Disbursement there from shall be by checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson [or his/her designated represented].

SECTION 2. 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 (1/2) of the total amount of dues as provided in Section 1 of this Article.

SECTION 3. District refunds shall be made by the council secretary-treasurer to the district governor of each district. The payments shall be made before the 10th day of the month following collection. It shall become and remain a fund of said district and shall be disbursed only for administrative expenses of the district as are approved by the district governor's cabinet. Payment out of said district administrative fund shall be by checks drawn and signed by the cabinet secretary-treasurer and counter-signed by the district governor [or his/her designated representative].

SECTION 4. The council secretary-treasurer shall be required to make bond, covering the council chair, council vice-chair, secretary-treasurer, and the multiple district office.

ARTICLE V Multiple District Convention Fund

SECTION 1. FUND TAX. In lieu of or in addition to a multiple district convention registration fee, an annual per capita 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 as described in Article IV, Section 1. This fund tax so collected shall be used exclusively for defraying expenses of the multiple district convention and shall be expended in a manner described in Article IV, Section 1.

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.

SECTION 3. FEE COLLECTION. 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 the convention meals and entertainment.

SECTION 4. AUDIT OR REVIEW. The Council of Governors shall provide for an annual or more frequent review of the multiple district convention fund and shall give an annual financial report.

SECTION 5. MD-20 reserves the right to not collect any multiple district convention funds from the clubs and not to be involved in Sections 1-4 of this Article.

ARTICLE VI

Nominations and Endorsement for International Director and Second Vice President Nominees

Section 1. ENDORSEMENT PROCEDURE. Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the multiple district seeking endorsement of the convention of the multiple district 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 multiple district council secretary-treasurer no less than sixty (60) days prior to the convening date of the convention at which such question of endorsement is to be voted upon;

(b) deliver with said notice of intention evidence of fulfillment of the qualifications for such office as 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. The chairperson of the convention nominating committee shall place in nomination candidate(s) for the International office.

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

Section 4. VOTE. The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed as the candidate of the multiple district convention. 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. SUB-DISTRICT ENDORSEMENT.

(a) Any candidate seeking endorsement at the multiple district convention must first have secured the endorsement of his/her sub-district.

(b) Such endorsement shall be made at a duly noticed sub-district cabinet meeting. Certification of such endorsement must be made in writing by the district governor and cabinet secretary to the multiple district office no less than sixty (60) days prior to the convening of the multiple district convention. Only one certification of endorsement may be submitted by any sub-district.

Section 6. CERTIFICATION OF ENDORSEMENT.

(a) 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.

(b) Any endorsement of the multiple district secured in accordance with this article shall be valid only for the two succeeding international conventions to which the endorsee can be certified.

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 VII
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 1st to June 30th.

Section 3. DISPUTE RESOLUTION. The clubs in the multiple district shall pursue all complaints, disputes or claims according to the terms and conditions of rules or procedure adopted, from time to time, by the International Board of Directors.

ARTICLE VIII
Amendments

Section 1. AMENDMENT PROCEDURE. Unless otherwise provided herein, these by-laws shall only be amended 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.

(a) NOTICE. No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the multiple district 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 printed in the multiple district magazine 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 2. AUTOMATIC AMENDMENTS. Those portions of these by-laws taken directly from the Lions Clubs International standard form multiple district constitution and by-laws are automatically considered amended each time Lions Clubs International publishes a revised edition of the standard form document.

Section 3. AMENDMENT BY COUNCIL. Notwithstanding the above, in the event that an amendment to the constitution or by-laws of Lions Clubs International creates a conflict or inconsistency with any existing provision of these by-laws, the provision of the international document shall control. In order to reconcile any such conflict or inconsistency without recourse to the formal process set forth in this article, the council of governors may, upon the advice of the constitution and by-laws committee, adopt by resolution such amendments as are necessary to ensure consistency with the international document.

Section 4. EFFECTIVE DATE. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

Revised: May 1992 at the Multiple District Convention in Uniondale, NY

Revised: May 1993 at the Multiple District Convention in Buffalo, NY

Revised: May 1994 at the Multiple District Convention in Lake Placid, NY

Revised: April 1996 at the Multiple District Convention in Saratoga Springs, NY

Revised: May 1997 at the Multiple District Convention in Niagara Falls, NY

Revised: May 2002 at the Multiple District Convention in Binghamton, NY

Revised: May 2004 at the Multiple District Convention in Lake Placid, NY

Revised: May 2005 at the Multiple District Convention in Rochester, NY

Revised: May 2006 at the Multiple District Convention in Buffalo, NY

Revised: May 2008 at the Multiple District Convention in Niagara Falls, NY

Revised: July 2008 by Council of Governors in Corning, NY

Revised: May 2009 at the Multiple District Convention in Binghamton, NY