



**MD 19
CONSTITUTION
And
BY-LAWS**

**WASHINGTON
BRITISH COLUMBIA
NORTHERN IDAHO**

**Under the Jurisdiction of
The International Association of Lions Clubs**

as adopted by Multiple District 19

on

October 19, 2019

at the

**Multiple District 19 Annual Convention
in
Wenatchee Washington**

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MULTIPLE DISTRICT CONSTITUTION

ARTICLE I

Name and Territorial Limits

Section 1

This organization shall be known as Lions Multiple District No. 19, International Association of Lions Clubs, hereinafter referred to as "Multiple District."

Section 2

The territorial limits of this Multiple District shall be confined to the Province of British Columbia, Canada, and the States of Washington and Northern Idaho, United States of America.

Section 3.

These limits shall not be changed until, and unless, authorized by the International Association of Lions Clubs.

Section 4.

This Multiple District shall be divided into Districts, with each District divided into Zones, as designated by the By-Laws of this 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.
- (h). To increase the fellowship and cooperative efforts of the clubs within the Multiple District.
- (i) To cooperate with the International Association of Lions Clubs in organizing new clubs and in educating and strengthening all clubs within the Multiple District.
- (j) To promote the participation of the clubs of the Multiple District in general objectives, programs, and policies of the Multiple District and of the International Association of Lions Clubs.

ARTICLE III

Membership

Section 1

The members of this organization shall be all Lions clubs in this Multiple District chartered by Lions Clubs International in good standing with the Multiple District, and with the International Association of Lions Clubs.

Section 2

Any member club more than sixty (60) days in arrears for any financial obligation to this Multiple District shall be considered not in Good Standing.

Section 3

This Multiple District shall consist of nine sub-districts, designated as District 19A, 19B, 19C, 19D, 19E, 19F, 19G, 19H, and 19I 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:



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 a Chairperson of the Multiple District who shall also be Chairperson of the Council of Governors, a Vice Council Chairperson, Immediate Past Council Chairperson, a District Governor for each District of the Multiple District, and the Immediate Past District Governor from each of the Districts of the Multiple District. The Multiple District Executive Director is an ex officio non-voting member of the Council of Governors.

Section 2. OFFICERS.

The officers of the Council of Governors shall be a chairperson and vice-chairperson, the executive director and such other officers as the Council of Governors shall deem necessary.

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) 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. (Note: Article II, Section 4 of the International By-Laws permits the Multiple District, by provision in its constitution and by-laws, to include certain other Lions as members of the Council of Governors.)

Section 4. TERM:

The officers of this Multiple District shall take office at the close of the Annual Convention of the International Association of Lions Clubs next succeeding their election, and shall serve for a period of one year, or until their successor shall be duly elected and enter upon his/her duties of office.

Section 5. 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 two-thirds of the entire number of the Council of Governors.

ARTICLE VII

Finance

Section 1. DUES.

As Multiple District dues, there shall be paid by every member club a per capita tax for each and every member carried upon its rolls, and reported to Lions Clubs International upon its monthly report under "Members at Close" for June and December. All new members reported on Monthly Membership Reports subsequent to the June and December Monthly Membership Reports shall be assessed on a pro-rated basis. This sum shall be billed in U.S. Funds for clubs located in the U.S. and in U.S Funds or the Canadian currency equivalent for clubs located in Canada. This sum shall be paid semi-annually on or before the last day of August and the last day of February. The dues payment shall be made payable to "Multiple District 19", and shall be payable in US Funds by clubs located in the U.S., and in U.S. Funds or the Canadian currency equivalent by clubs located in Canada, as billed by the Multiple District Executive Director.

Section 2. FUNDS FOR ANNUAL CONVENTION.

A percentage of the Multiple District dues levied upon each member per month is hereby appropriated for defraying the expenses of the Annual Convention of the Multiple District. The percentage of the Multiple District dues appropriated for the Convention Fund shall be specified in the Policy Manual. A registration fee may be charged those attending any Convention or District Conference held in this Multiple District.

Section 3. INVOICING DUES.

The per capita tax for Multiple District 19 dues shall be levied semi-annually. The cost per member semi-annually shall be nine dollars and thirty cents (\$9.30). The per capita tax shall be apportioned as prescribed in the Policy Manual.

Article VIII

Multiple District Convention

Section 1. TIME AND PLACE.

An Annual Convention of this Multiple District shall be held in each year at a date and time fixed by the Council of Governors in accordance with the Multiple District 19 Policy Manual. Invitations by prospective convention cities shall be addressed to, and received by, the Multiple District Council of Governors. The Multiple District Council of Governors shall report its decision(s) concerning future convention cities to the Annual Convention not less than two years prior to the date of Convention(s). In the event no invitations are received, the Multiple District Council of Governors shall select a convention city not less than two years prior to date of Convention.

Section 2. LEGISLATIVE BODY.

The conventions of this Multiple District shall constitute the legislative body of the Multiple District and shall have the right and power to enact rules and regulations, adopt resolutions, amend the Constitution and By-Laws, and

approve or disapprove the actions of its officers or the Multiple District Council of Governors, and are subject only to the Constitution and By-Laws of Multiple District 19

Section 3. CONVENTION CHAIRS.

The Council Chairperson and the District Governor shall be official hosts of the Multiple District. Within his/her District, the District Governor shall be official host. This protocol shall be observed in the reception of distinguished Lions guests and in planning Lions Club functions

Section 4. 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, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled 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. Any Lions clubs chartered less than 12 months preceding the MD19 Annual Convention are entitled to one delegate and one alternate delegate. All Multiple District 19 seated and Past International Directors shall have an automatic vote in elections, in addition to those allocated to his/her club, in accordance with the Lions Clubs International Constitution and By-Laws.

Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification, and as such closing time shall be established by the rules of the respective convention.

Section 5. VOTING DELEGATES.

The selection of the voting delegates of a club shall be made by the Board of Directors of the member club. The member club shall select its voting delegate(s) from its active membership and such selection shall be evidenced by a voting certificate signed by the President or Secretary of the club, which voting certificate shall be filed by the delegate with Committee on Credentials

Section 6. VOTE.

Each certified delegate present in person shall be entitled to cast one vote of his/her choice for each office to be filled and one vote of his/her choice on each question submitted to the convention.

Section 7. QUORUM.

A majority of the delegates in attendance at any session of a sub- or Multiple District convention shall constitute a quorum.

Section 8. SPECIAL CONVENTION.

A Special Convention of the clubs of the Multiple District may be called by the Chairperson of the Multiple District upon receipt of written requests of a majority of the member clubs in good standing, or upon 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 Executive Director, no less than 30 days prior to the convening date of the Special Convention.

Section 9. RULES AND REGULATIONS.

The Multiple District Council of Governors may establish rules and regulations for the control and financing of any convention of this Multiple District, subject to the Constitution and By-Laws of the Multiple District.

Section 10. REPORT OF PROCEEDINGS.

Within sixty (60) days after any convention, the Multiple District Executive Director shall make a written report of the proceedings, comprising a synopsis of all action taken thereat, and shall transmit a copy thereof to the Secretary of each member club and to the Secretary of the International Association of Lions Clubs.

Section 11. NOTICE OF SPECIAL CONVENTION OR MULTIPLE DISTRICT SPECIAL COUNCIL MEETING.

All member clubs of this Multiple District and members of the Council of Governors must be in receipt of written notice of any Special Convention or Multiple District Special Council Meeting fifteen (15) days prior to such convention or meeting.

Section 12. PROXY VOTE

Proxy voting is strictly prohibited in Club, Zone, Region, District, and Multiple District affairs.

Section 13. CERTIFICATION

At Multiple District Conventions and at the Conferences of all of its Districts, delegates and alternate delegates shall be certified and all persons, whether delegates, alternate delegates or others, may be permitted to attend or

participate in any sessions or proceedings, only after registering and paying such registration fees as may be fixed by the Multiple District Council of Governors, District Cabinets and their Convention or Conference Committees.

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. AUTOMATIC UPDATE.

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 district constitution and by-laws at the close of the convention.

Section 3. NOTICE.

Proposed amendments, other than those submitted by the Constitution and By-Laws Committee, shall have the written approval of at least one club of the Multiple District over the signature of the Club President and at-tested by its Secretary, and a two-thirds (2/3) majority vote of the certified voting delegates present at the district annual conference of which the submitting club is a member. All proposed amendments shall be submitted to the district Cabinet Secretary with the reasons sixty (60) days prior to the district conference. The District Cabinet Secretary shall then submit the proposed amendments to the Secretary of each club within the District at least thirty (30) days prior to the opening date of the District conference.

The Multiple District Executive Director of the Multiple District shall submit all proposed amendments to the Secretary of each club. All proposed amendments must be received by the club Secretary at least thirty (30) days prior to the opening date of the Annual Multiple District Convention. Amendments, unless dated otherwise, so proposed and adopted shall become effective at the close of the convention.

Section 4. EFFECTIVE DATE.

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

End of Constitution

MUTIPLE DISTRICT BY-LAWS

ARTICLE BL 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 Executive Director no less than 30 days prior to the convening date of the convention (sub- or multiple) at which such question of endorsement is to be voted upon;
- (b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. NOMINATION.

Each notice of intention so delivered shall be transmitted forthwith by the Council chairperson and Executive Secretary 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. 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.

Any candidate seeking endorsement at the Multiple District Convention must first have secured the endorsement of his/her 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.

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.

Section 8. INTERNATIONAL OFFICER.

An International Officer from the Multiple District shall, during his/her term of office, be an ex-officio member, without voting rights, of the Multiple District Council of Governors, and be invited to attend all meetings thereof.

ARTICLE BL II

Council Chairperson and Vice Council Chairperson

Section 1. COUNCIL CHAIRPERSON QUALIFICATIONS:

Every Council Chairperson shall:

- a. Be an active member in good standing in a Lions Club in good standing in Multiple District 19.
- b. Have served or will have served at the time he/she takes office, as Vice Council Chairperson for a full term or major portion thereof. Provided, however, in the event the incumbent Vice Council Chairperson does not stand for election as Council Chairperson, a Lion member who fulfills the qualifications for Vice Council Chairperson is also eligible.

- c. As President of a Lions Club in good standing 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;
- d. As Zone Chairperson for a full term or major portion thereof;
- e. As First Vice District Governor for a full term or major portion thereof. Provided, however, in the event the incumbent First Vice District Governor does not stand for election as District Governor, any club member who fulfills the qualifications of the International Constitution and By-laws and who is currently serving or has completed one (1) additional year as a member of the District Cabinet is also eligible; and
- f. With none of the above being accomplished concurrently.

Section 2. VICE COUNCIL CHAIRPERSONS QUALIFICATIONS:

The Vice Council Chairpersons of the Multiple District shall have served, or will have served at the time he/she takes Office as Vice Council Chairperson:

- a. As a Past District Governor for two (2) or more years,
- b. As a Multiple District Committee member for one (1) or more years or as a member of a Board of Directors of an M.D.19 Foundation for one (1) or more years; provided that serving as a member of an MD19 Committee or as a member of an MD19 Foundation Board of Directors is not done concurrently with his/her term as a member of the Council of Governors.

ARTICLE BL III

Election of Council Chairperson and Vice Council Chairpersons

Section 1. SUBMISSION DEADLINES.

Candidates for the Offices of Council Chairperson and Vice Council Chairperson shall have their announcements and endorsements filed with the MD19 Office by December 31 of the Lions year in which the election for these offices is held.

Section 2: VOTING FOR COUNCIL CHAIR and VICE COUNCIL CHAIR.

Voting for these Officers shall occur at each District's Spring Conference. The ballots will be deposited into sealed official MD19 ballot boxes that will be collected at the close of the elections at each District Conference. The sealed ballot boxes shall be delivered by a Lion representing the MD19 Office to the MD19 Office. The ballot boxes shall not be opened until the voting at all District Spring Conferences has taken place. The ballots shall be counted in the presence of the Council Chairperson and/or the Immediate Past Council Chairperson, the MD19 Election Chairperson, two Lions selected by the Council Chairperson, and the MD19 Executive Director. The counting of the ballots will be observed by the scrutineer of each of the candidates and will take place at the close of the final District Conference. Should two District Conferences be scheduled on the same and last weekend, the counting of the ballots will be within seven (7) days of these last District Conferences.

Section 3: MULTIPLE CANDIDATES.

In an election where there are three or more candidates for Vice Council Chairperson and no candidate receives a majority vote for an office, the same shall be reported to the Council at the MD19 Spring Council Meeting following the district elections. The candidate with the least number of votes will automatically be dropped and a second and subsequent ballot shall be taken by email vote of the clubs in each district. The email vote will be conducted by the MD19 Office. The results of the second ballot will be announced by the MD19 ED by email to the Council of Governors within three days after the

Section 4: REQUIRED NUMBER OF VOTES.

In the event the incumbent Vice Council Chairperson stands for election as Council Chairperson and at the election fails to secure a simple majority of the affirmative votes cast by the delegates present and voting, he/she shall be declared not elected and a vacancy in that office shall be declared.

ARTICLE BL IV

Vacancy in the Office of Council Chairperson, Vice Council Chairpersons or an Officer of the Council of Governors

Section 1. VACANCY IN THE OFFICE OF COUNCIL CHAIRPERSON.

In the event of a vacancy in the office of Multiple District Council Chairperson, the Vice Council Chairperson shall serve the remaining portion of the term as Chairperson as well as his/her own term for which elected. In the event he/she is unable, or unwilling, to serve, the Council of Governors shall select one of the Immediate Past District Governors on the Council of Governors to fill the unexpired term as Chairperson.

Section 2. VACANCY ON THE OFFICE OF THE VICE COUNCIL CHAIRPERSONS

- a. Should a seated Vice Council Chairperson find it necessary to resign his/her position, he/she shall send written notification of such resignation immediately to the seated MD19 Council Chairperson and to the MD19 Executive Director.
- b. The Council Chairperson must notify the MD19 Council of Governors, all Vice District Governors and each of the Lions Club secretaries in MD19 by email, fax, and/or letter of the vacancy in the office of Vice Council Chairperson. This communication must be sent within five (5) business days of receiving the vacancy notification from the resigning Vice Council Chairperson.
- c. In the event of a vacancy in the Office of Vice Council Chairperson, the MD19 Council of Governors shall at a regularly scheduled Council Meeting fill by election the vacancy in this office. The election shall be held only after a candidate(s) for the office of Vice Council Chairperson has declared his/her candidacy in writing to the Council Chairperson and the Executive Director, obtained by resolution the endorsement of his/her club and his/her zone, and has obtained by vote, his/her district's endorsement per ARTICLE BL III Section I. Said resolutions must be submitted in writing to the Council Chairperson and Multiple District 19 Office at least 30 days prior to the Council of Governors' Meeting at which the election shall occur, or within 24 hours of the close of a candidate's District Conference in the event that his/her district conference occurs less than 30 days prior to the Council Meeting.
- d. Any Candidate for the Office of Vice Council Chairperson must meet the qualifications stated in ARTICLE BL 1, Section 2 of the Multiple District Constitution and By-Laws.
- e. The MD19 Executive Director must notify each member of the Council of Governors by email, fax, and/or letter of the declared candidates for Vice Council Chairperson with notice of the selection process.

Section 3. VACANCY IN THE OFFICE OF THE COUNCIL OF GOVERNORS OF AN IMMEDIATE PAST DISTRICT GOVERNOR.

In the event of a vacancy on the Council of Governors of an Immediate Past District Governor, the next preceding Past District Governor, in line as a member in good standing in that District and willing to serve, shall be appointed to the Council as a replacement by the Council Chairperson.

ARTICLE BL V

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 Executive Director, and approve the surety company issuing said bond.
- (d) Receive financial reports, semi-annually or more frequently, from the Council Executive Director, and provide for a review or audit at the end of the fiscal year of the books and accounts of the Council secretary- treasurer.

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) Serve as the Global Action Team Multiple District Chairperson to administer and promote membership growth, leadership development and humanitarian service throughout the Multiple District by:
 - (1) Ensuring the selection of a qualified Lion leader for the positions of GST Multiple District coordinator, GMT Multiple District coordinator and GLT Multiple District coordinator.
 - (2) Ensure regular meetings to discuss and advance initiatives established by the Multiple District Global Action Team.
 - (3) Collaborate with area leaders and district Global Action Teams
- (c) Assist in communicating information regarding international and Multiple District policies, programs and events;
- (d) Document and make available the goals and long-range plans for the Multiple District as established by the Council of Governors;

- (e) Convene meetings and facilitate discussion during Council meetings;
- (f) Facilitate the operations of the Multiple District convention;
- (g) 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;
- (h) Submit reports and perform such duties as may be required by the Multiple District constitution and by-laws;
- (i) Perform such other administrative duties as may be assigned by the Multiple District Council of governors; and
- (j) 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 VICE COUNCIL CHAIRPERSON.

The Multiple District Vice Council Chairperson shall

- (a) In the event that the Council Chairperson is unable to perform his/her duties the Vice Council Chairperson will be responsible to assume the duties of the Council Chairperson.

Section 4. MULTIPLE DISTRICT EXECUTIVE DIRECTOR.

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 ten (10) 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.
- (f) 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.
- (g) The Multiple District Executive Director shall provide an up-dated Policy Manual on the Multiple District 19 website reflecting the actions and decisions of the Multiple District Council of Governors at each Council of Governors' Meeting.
The current up-dated Multiple District 19 Constitution & By-Laws will be posted on the MD19 website following the Annual Convention of Multiple District 19. Constitution and By-laws amendments shall be voted on at the Multiple District 19 Annual Convention.
- (h) The Multiple District Council of Governors shall have general management of the property and funds of the Multiple District with power to expend the funds, subject to the provisions of the Constitution and By-Laws of this Multiple District, but shall not have the power to create, or incur, indebtedness exceeding the normal income of the Multiple District during the period for which such indebtedness is incurred.
- (i) The Multiple District Council of Governors shall secure a financial review of the books and accounts of the Multiple District Executive Director annually or biannually. Such a financial review shall be conducted by an independent accountant.
- (j) Regular meetings of the Multiple District Council of Governors shall be held at least twice a year, one in connection with the Annual Convention of the Multiple District, and another at such time and place as may be determined by the Council of Governors or, in event of their failure to act, as designated by the Chairperson of the Multiple District Council of Governors. The Vice Council Chairperson (Incoming Council Chairperson) may convene a special meeting of the following year's Council of Governors at the regularly scheduled Spring Council of Governor's Meeting for the primary purpose of approving the appointments of the MD Committee Chairpersons and members and approve the Multiple District Budget for the following year.
- (k) 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 5. 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; ensure 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 ensure 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 venue).

ARTICLE BL VI

Districts and Zones

SECTION 1. NUMBER OF ZONES.

District shall consist of no less than three (3) Zones, and no Zone shall consist of less than four (4) clubs. Zones may divide upon reaching twelve (12) or more clubs within a Zone.

SECTION 2. ZONES

Zones shall be determined by action of the Board of Directors of the clubs within a District, with the approval of the District Governor, EXCEPT that:

- (a) If a Zone wishes to divide into two (2) Zones, it may do so with the written approval of the Board of Directors of a majority of the clubs within the Zone involved, and with the written approval of the Zone Chairperson and the District Governor.
- (b) If two or more Zones wish to merge into one Zone, they may do so with the written approval of the Board of Directors of a majority of the clubs within each of the Zones involved, and with the written approval of the Zone Chairperson of each of the affected Zones and the District Governor.
- (c) Any newly created Zone must also be approved by the Multiple District Council of Governors.

SECTION 3. CLUB TRANSFER PROCEDURES.

A club may be transferred from one Zone to another existing Zone with the written approval of the Board of Directors of the club involved, the written approval of the Zone Chairmen of each of the Zones involved, and with the written approval of the District Governor, provided such a transfer does not violate the requirements set forth in Section 2.

SECTION 4. CLUB TRANSFER.

A club may be transferred from one District to another with the consent of the club, the approval of the convention of the affected Districts, the approval of the Multiple District Council of Governors, and the approval of the Board of Directors of Lions Clubs International. No transfer shall be approved which causes a District to fail to meet the Minimum District Requirements of the International Constitution and/or By-laws.

SECTION 5. ZONE DESIGNATIONS.

Zones shall be designated by District, and by a number assigned within that District.

SECTION 6. CLUB DELEGATES AT ZONE MEETINGS.

Each club shall be entitled to two (2) delegates to the Zone Meetings, and such delegates shall be the President and the Secretary, or their Official Representatives, in case of their inability to be present. It shall be the duty of each club to be represented by their delegates at all Zone Meetings. In order for a club to cast their two (2) votes, they must have two (2) delegates, or their Official Representatives present.

SECTION 7. REGIONS.

Regions shall not be formed within Districts unless it can be shown that the best interests of Lionism and the affected Zones will be served thereby, and then only upon the advice and consent of the Multiple District Council of Governors.

ARTICLE BL VII

District Officers

Section 1. Every District Governor shall have served

- (a) As President of a Lions Club in good standing 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;
- (b) As Zone Chairperson for a full term or major portion thereof;
- (c) As First Vice District Governor for a full term or major portion thereof. Provided, however, in the event the incumbent First Vice District Governor does not stand for election as District Governor, any club member who fulfills the qualifications of the International Constitution and By-laws and who is currently serving or has completed one (1) additional year as a member of the District Cabinet is also eligible; and
- (d) With none of the above being accomplished concurrently.

Section 2. Every First Vice District Governor shall:

- (a) Be an active member in good standing in his/her respective District; and
- (b) Have served or will have served at the time he/she takes Office as First Vice District Governor:
 1. As President of a Lions Club for a full term or major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years;
 2. As Zone Chairperson for a full term or major portion thereof;
 3. As Second Vice District Governor for a full term or major portion thereof. Provided, however, in the event the incumbent Second Vice District Governor does not stand for election as First Vice District Governor, any club member who fulfills the qualifications of the International Constitution and By-laws and who is currently serving or has completed one (1) additional year as a member of the District Cabinet is also eligible; and
- (c) With none of the above being accomplished concurrently.

Section 3. Every Second Vice District Governor shall:

- (a) Be an active member in good standing in his/her respective District;
- (b) Have served or will have served at the time he/she takes office as 2nd Vice District Governor:
 1. As President of a Lions Club for a full term or a major portion thereof, and a member of the Board of Directors of a Lions Club for no less than two (2) additional years;
 2. As Zone Chairperson for a full term or major portion thereof;
 3. With none of the above being accomplished concurrently.

Section 4. Duties of Voting District Delegates

The official voting delegates from each District shall nominate and elect a District Governor and 1st and 2nd Vice District Governors at their Annual District Conference held during the months of March, April or before the third week of May of the Lions year preceding taking office. Each club, in good standing, shall be entitled to cast its vote for District Governor and 1st and 2nd Vice District Governors in accordance with the provisions of ARTICLE VI, Sections 6 to 8 inclusive of this Constitution.

Section 5. Every Zone Chairperson shall:

- (a) Be an active member in good standing in his/her respective club;
- (b) Be an active member in good standing in his/her respective Zone;
- (c) Have served, or will have served at the time of taking office, as President and/or Secretary 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
- (d) Be limited to two terms consecutively

Section 6. Duties of Voting Zone Delegates

The designated delegates of each Zone shall nominate and elect a Zone Chairperson for their Zone at a specially designated Zone Meeting fixed within the limits of practical planning to precede or coincide with the District Conference. Each Lions Club in good standing shall be entitled to two delegates to the Zone Meetings, each with 1 vote and such delegates shall be the President and the Secretary, or their official representatives, in case of their in-ability to be present. It shall be the duty of each Lions Club in good standing to be represented by their delegates at all Zone Meetings.

Section 7. Vacancy in the Offices of District Governors, Vice District Governors or Zone Chairpersons:

- (a) In the event of a vacancy in the office of District Governor, it shall be filled in accordance with the provisions of Sections 5 Article II of the Bylaws of LCI Standard District Constitution and Bylaws.

- (b) In the event of a vacancy in the office of Vice District Governors, it shall be filled in accordance with the provisions of Sections 6 Article II of the Bylaws of LCI Standard District Constitution and Bylaws.
- (c) In the event of a vacancy in the office of Zone Chairman, it shall be filled in accordance with the provisions of Sections 9 Article II of the Bylaws of LCI Standard District Constitution and Bylaws.

Section 8. OFFICE HOLDERS.

No individual shall hold more than one (1) elected office above the club level in his/her zone, district or the multiple district simultaneously.

ARTICLE BL VIII

Multiple District Committees

Section 1. CREDENTIALS COMMITTEE.

The Credentials Committee of the Multiple District convention shall be composed of the current District Governors, first and second vice District Governors and cabinet-Directors. The chairperson of this committee shall be the council chairperson. Each such Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 2. MULTIPLE DISTRICT CONVENTION COMMITTEES.

The Council of Governors shall appoint, designate the chairperson of, and fill any vacancies occurring in the following Multiple District convention committees: Resolutions, Nominations, Elections, Constitution and By-Laws, Rules and International Convention. 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.

Section 3. 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.

Section 4.

Any actions taken by any of the above mentioned committees that require MD19 Council of Governors approval must be submitted to the Council Members by mail 15 working days before the next Council Meeting. The required action may be submitted by mail, fax or electronically.

ARTICLE BL IX

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, and such other meetings as it deems advisable. The Council Chairperson, or the Executive Director 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. 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 3. QUORUM.

The personal presence of a majority of the Council of Governors shall constitute a quorum at any meeting

Section 4. 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.

Section 5. CONVENE MEETINGS

The Council of Governors may be convened by the Chairperson of the Multiple District, or at the request of three (3) District Governors. The Chairperson shall convene the Council of Governors to consider expedient, or emergency matters arising in the Multiple District between sessions of the Multiple District Council of Governors. All member clubs of this Multiple District and members of the Council of Governors must be notified in writing of any Special Convention or Multiple District special council meeting at least fifteen (15) days prior to such convention or meeting.

Section 6. EMERGENCY MEETINGS

In an emergency, or where it is not practical or feasible to convene a special meeting of the Council of Governors to consider a matter, the Executive Director, at the direction of the Council Chairperson, may submit a matter to the Council of Governors for a vote by email, or telephone if a member does not have email. In the event at least a majority of the total membership of the Council of Governors respond in favor of the matter, the same shall be considered as adopted by the Council of Governors as if a special meeting had been convened. To be counted, any members vote must be received by the Executive Secretary-Treasurer within 72 hours of when the email requesting the vote is sent by the Executive Secretary-Treasurer. The matter voted upon shall be submitted to the Council of Governors at its next regularly scheduled meeting for ratification.

ARTICLE BL X

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 convention at which the convention site shall be voted upon by the delegates of said convention. 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 of Governors shall be determined by the Council of Governors.

Section 2. 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 3. 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 Multiple District convention, 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 4. OFFICERS.

The members of the Council of Governors shall be the officers of the annual Multiple District convention.

Section 5. 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 6. CONVENTION PROCEDURE

- (a) A program prepared by the Council of Governors, under the direction of the Chairperson of the Multiple District Council of Governors, shall be the order of the day at all sessions of the Convention. Changes in the program may be made by a two-thirds (2/3) vote of the Convention.
- (b) This program shall specify the time for opening and closing of registration, the deadline for receiving Resolutions, the time for nominations of officers, and the time for election of officers.
- (c) All reports of Committees, communications to the Convention, and all monies, save such as are known to general parliamentary practice as "not debatable", may be debated from the floor, unless by a Two-thirds (2/3) vote, the Convention decides to dispose of them without debate.
- (d) Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws

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 a meeting, all questions of order and procedure in any convention, any meeting of the Council of Governors, or Multiple District committee shall be determined by ROBERT'S RULES OF ORDER, latest edition

Section 8. 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 9. 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 10. 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 BL XI

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 per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and 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 remitted by the clubs in each sub-district by, and remitted to the Multiple District Executive Director. 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's Executive Director 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. 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 convention meals and entertainment.

ARTICLE BL XII

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 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: per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and per club member on March tenth 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, respectively. Said tax shall be paid to the Council Executive Director 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 Executive Director and countersigned by the Council chairperson.

Section 2. 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.

ARTICLE BL XIII

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 Executive Director 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. 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 BL XIV

Extension

Section 1. COST SHARING.

All Clubs within the Multiple District shall share the cost, on a per capita basis, of paraphernalia purchased for new clubs within the Multiple District. All clubs will be billed by the Multiple District Executive Director.

ARTICLE BL XV

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. Proposed amendments

Proposed amendments, other than those submitted by the Constitution and By-Laws Committee, shall have the written approval of at least one club of the Multiple District over the signature of the club President and attested by its Secretary, and a two-Thirds (2/3) majority vote of the certified voting delegates present at the District annual conference of which the submitting club is a member. All proposed amendments shall be submitted to the District Cabinet Secretary with the reasons 60 days prior to the District conference. The District Cabinet Secretary shall then submit the proposed amendments to the Secretary of each club within the District at least 30 days prior to the opening date of the District conference.

Section 3. AUTOMATIC UPDATE.

When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 4. 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.

The Multiple District Executive Director of the Multiple District shall submit all proposed amendments to the Secretary of each club. All proposed amendments must be received by the club Secretary at least 30 days prior to the opening date of the Annual Multiple District Convention. Amendments, unless dated otherwise, so proposed and adopted shall become effective at the close of the convention.

Section 5. EFFECTIVE DATE.

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

End of By-Laws

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