



The International Association of Lions Clubs

CONSTITUTION AND BY-LAWS

MULTIPLE DISTRICT 11

Fiscal Year 2023-2024

Lions Clubs International

PURPOSES

TO ORGANIZE, *charter and supervise service clubs to be known as Lions clubs.*

TO COORDINATE *the activities and standardize the administration of Lions clubs.*

TO CREATE *and foster a spirit of understanding among the peoples of the world.*

TO PROMOTE *the principles of good government and good citizenship.*

TO TAKE *an active interest in the civic, cultural, social and moral welfare of the community.*

TO UNITE *the clubs in the bonds of friendship, good fellowship and mutual understanding.*

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.*

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.*

VISION STATEMENT

TO BE *the global leader in community and humanitarian service.*

MISSION STATEMENT

TO EMPOWER *Lions clubs, volunteers and partners to improve health and well-being, strengthen communities, and support those in need through humanitarian service and grants that impact lives globally, and encourage peace and international understanding.*

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STANDARD MULTIPLE DISTRICT CONSTITUTION

ARTICLE I

Name

This organization shall be known as Lions Multiple District No. 11, hereinafter referred to as “multiple district.”

ARTICLE II

Purposes

The purposes of this multiple district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this multiple district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (g) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III

Membership

Sec 1. The members of this organization shall be all Lions clubs in this multiple district chartered by Lions Clubs International.

Sec 2. This multiple district shall consist of 10 sub-districts, with boundary lines as adopted by a multiple district convention and approved by the International Board of Directors of Lions Clubs International which are as follows:

- District 11 A-1 Monroe and Wayne Counties
- District 11 A-2 Macomb and Oakland Counties
- District 11 B-1 Branch, Calhoun, Hillsdale, Jackson, Lenawee and Washtenaw Counties
- District 11 B-2 Berrien, Cass, Kalamazoo, St Joseph, and Van Buren Counties
- District 11 C-1 Allegan, Barry, Ionia, Kent, Muskegon and Ottawa Counties
- District 11 C-2 Clinton, Eaton, Gratiot, Ingham, Livingston and Shiawassee Counties
- District 11 D-1 Bay, Saginaw, Tuscola and Genesee Counties
- District 11 D-2 Huron, Sanilac, Lapeer and St. Clair Counties

District 11 E-1 Benzie, Clare, Grand Traverse, Isabella, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Newaygo, Oceana, Osceola and Wexford Counties

District 11 E-2 Alcona, Alpena, Antrim, Arenac, Charlevoix, Cheboygan, Crawford, Emmet, Gladwin, Iosco, Kalkaska, Montmorency, Ogemaw, Oscoda, Otsego, Presque Isle and Roscommon Counties

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
Multiple District Council of Governors

Section 1. **COMPOSITION.** There shall be a Council of Governors composed of all the district governors in the multiple district and shall also include one current or past district governor who shall serve as council chairperson. The officers of this multiple district shall be the members of the Council of Governors. Each member of the council of governors, including the council chairperson, shall have one (1) vote on each question requiring action of the council of governors. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. (Note: Article VIII, 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 2. **OFFICERS.** The officers of the Council of Governors shall be a chairperson and vice-chairperson, secretary and treasurer and such other officers as the Council of Governors shall deem necessary, all of whom shall be elected annually by the Council of Governors.

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

- (a) Have jurisdiction and control over all officers and agents, when acting as such, of the Council of Governors and all committees of the multiple district and multiple district convention;
- (b) Have management and control over the property, business and funds of the multiple district;
- (c) Have jurisdiction, control and supervision over all phases of the multiple district convention and all other meetings of the multiple district;
- (d) Have original jurisdiction, when authorized under policy of the international board of directors and under rules of procedure prescribed by said board, to hear and rule upon any complaint of a constitutional nature raised by any sub-district or districts, and Lions club, or any member of a Lions club, in the multiple district. All such rulings of the Council of Governors shall be subject to review and decision by said international board;
- (e) Have control and management of all budgetary matters of the multiple district and committees of the multiple district and multiple district convention. No obligation may be approved or made which shall affect an unbalanced budget or deficit in any fiscal year.

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

ARTICLE VII

Multiple District Convention

Section 1. **TIME AND PLACE.** An annual convention of this multiple district shall be held each year, preferably no later than the third (3rd) year in May. The time and place shall be fixed by the Multiple District Council.

Section 1-b. Purpose. The purpose of the Multiple District Convention is to conduct the business of the Multiple District, present instructional and/or motivational seminars and promote fellowship among attendees.

Section 2. **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.

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

Section 3. **QUORUM.** A majority of the delegates in attendance at any session of a sub- or multiple district convention shall constitute a quorum.

Section 4. **SPECIAL CONVENTION.** A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII

Multiple District Dispute Resolution Procedure

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

multiple district matter that cannot be satisfactorily resolved through other means, shall be resolved in accordance with the Dispute Resolution Procedures established by the International Board of Directors.

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.** 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.

Section 4. **Proposed Amendments.** The Constitution and By-Laws Committee shall not accept any proposal that is not received by the Executive Director at least five (5) months preceding the next scheduled Multiple District Convention, except those proposals which originate with the Multiple District Constitution and By-Laws Committee or the Council of Governors.

1. In the event of a conflict between the provisions of this Constitution and the Constitution of the International Association of Lions Clubs, the latter shall in all such instances be paramount and prevail.
2. In the event of a conflict as set forth in (1) above, the notice and balloting process for amending this Constitution and By-Laws to conform to that of Lions Clubs International is suspended.
3. In the event of a conflict, as set forth in (1) above, the conforming of this Constitution to that of Lions Clubs International's Constitution and By-Laws is automatic
4. The Council of Governors shall annually acknowledge such conformity to changes in the Constitution and By-Laws of Lions Clubs International.

Section 5. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

LIONS OF MICHIGAN
Multiple District 11 By-Laws

ARTICLE I
Nominations and Endorsement Third Vice
President and International Director Nominees

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

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the multiple district council secretary-treasurer no less than 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 council secretary-treasurer to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

Section 3. **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 (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.

ARTICLE II

Appointment of Council Chairperson

The council chairperson, shall be appointed by the District Governors of the multiple district provided that such chairperson shall be a current or past district governor when he/she takes office. The council chairperson shall serve for a one-year term only and cannot serve in that capacity again. A meeting of the district governors of the multiple district who will be in office during the term of the council chairperson appointed shall be called following the multiple district annual convention, but no later than 30 days following the closing of the International Convention for the purpose of selecting a council chairperson. It shall be the duty of the attendees at this meeting to appoint a club member in good standing in a club in good standing in the multiple district as the council chairperson.

ARTICLE III

Duties of Multiple Council of Governors and Committees

Section 1. MULTIPLE DISTRICT COUNCIL OF GOVERNORS.

The Council of Governors shall:

- (a) Make all contracts and approve all bills relating to multiple district convention administrative expenses.
- (b) Designate a depository for multiple district funds.
- (c) Determine the amount of surety bond for the council secretary-treasurer, and approve the surety company issuing said bond.
- (d) Receive financial reports, semi-annually or more frequently, from the council secretary-treasurer, and provide for a review or audit at the end of the fiscal year of the books and accounts of the council secretary- treasurer.

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 4. EXECUTIVE DIRECTOR. The Executive Director is the manager of the Multiple District Office of the Lions of Michigan and is responsible for the hiring and dismissal of office personnel. Under the supervision of the Multiple district Council, the Executive Director shall keep an accurate record of the proceedings of all meetings of the Multiple district Council and shall within ten (10) days after each meeting forward copies of the minutes of same to all members of the Multiple District Council and the Office of Lions Clubs International. He/she shall assist the Multiple District Council in conducting the business of the Multiple District and shall perform such duties as specified in the Constitution and By-Laws, or as may be assigned to him/her by the Multiple district Council. The Multiple District Council shall provide office space, furnishings, equipment and supplies for the Executive Director in the manner the Council deems appropriate. The Executive Director shall be bonded for the faithful performance of his/her duties in such sureties as may be required by the Council of Governors.

Section 5. 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 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 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 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) 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 6. **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. Ensure 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 departure venue).

Section 7. **GLOBAL SERVICE TEAM (GST) MULTIPLE DISTRICT COORDINATOR.** The GST multiple district coordinator is a member of the Multiple District Global Action Team. His/her responsibilities include:

- (a) Develop and execute an annual multiple district action plan and monitor progress toward goals. Support districts and offers motivation to reach district goals.

- (b) Collaborate with GMT and GLT multiple district coordinators and the Global Action Team Multiple District Chairperson (council chairperson) to further initiatives focused on leadership development, membership growth, and expanding humanitarian service.
- (c) Support local community service projects that create a sense of belonging and pride to the Lions and Leos in the multiple district.
- (d) Collaborate with GMT and GLT to provide retention strategies to districts.
- (e) Communicate regularly with GST district coordinators to inform them of LCI and LCIF programs, partnerships and grants.
- (f) Serve as a resource and content expert for regional best practices in service project implementation for LCI initiatives.
- (g) Encourage GST district coordinators to promote service projects that attract multiple generational participant, including the integration and leadership development of Leos.
- (h) Increase LCIF coordinator collaboration at the multiple district and district level to maximize LCIF resources and fundraising.
- (i) In coordination with the LCIF multiple district coordinator, monitor LCIF Grants given to the multiple district.
- (j) Act as the advocacy champion for the multiple district to implement activities including but not limited to community awareness/education, legislative/public policy, events and partnerships” and re-lettering the remaining items.

Section 8. GLOBAL MEMBERSHIP TEAM (GMT) MULTIPLE DISTRICT

COORDINATOR. The GMT multiple district coordinator is a member of the Multiple District Global Action Team. His/her responsibilities include:

- (a) Collaborate with the GLT and GST multiple district coordinators and the Global Action Team Multiple District Chairperson (council chairperson) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual multiple district membership development plan.
- (c) Communicate regularly with the GMT district coordinators to ensure that they are aware of available membership programs and resources.
- (d) Monitor each district’s progress towards membership goals. Offer motivation and support to help district reach their goals.
- (e) Encourage GMT district coordinators to include diverse populations to participate in Global Action Team initiatives.
- (f) Respond quickly to prospective member leads provided by LCI, track recruitment and provide status report of the lead.
- (g) Complete requirements and submit applications to receive multiple district funding from LCI for membership development activities.
- (h) Provide retention strategies to districts in collaboration with GLT and GST multiple district coordinators.
- (i) Motivate districts to charter specialty clubs.

Section 9. GLOBAL LEADERSHIP TEAM (GLT) MULTIPLE DISTRICT

COORDINATOR. The GLT multiple district coordinator is a member of the Multiple District Global Action Team. His/her responsibilities include:

- (a) Collaborate with your GMT and GST multiple district coordinators and Global Action Team Chairperson (council chairperson) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual multiple district leadership development plan.
- (c) Communicate regularly with GLT district coordinators to ensure they are aware of leadership development programs and resources available.
- (d) Provide ongoing motivation to and monitors progress of GLT district coordinators, zone chairpersons and club leadership to achieve leadership development goals.
- (e) Encourages GLT district coordinators to include diverse populations to participate in Global Action Team initiatives.
- (f) Promote leadership development opportunities that encourages participation all levels of the association.
- (g) Organize and facilitate instructor-led and web-based training in coordination with LCI.
- (h) Collaborate with GMT and GST multiple district coordinators to provide retention strategies to districts.
- (i) Include diverse populations to participate in Global Action Team initiatives.
- (j) Identify potential and new leaders to participate in service, membership and leadership development opportunities.
- (k) Complete requirements and submits applications to receive multiple district funding from LCI for leadership development activities.

Section 10: **MULTIPLE DISTRICT MARKETING CHAIRPERSON.** He/she is responsible for marketing and public relations efforts and directly supports the Global Action Team. His/her responsibilities include:

- (a) Collaborate directly with the Global Action Team to direct membership leads that come through marketing channels to appropriate districts and clubs.
- (b) Collaborate with the council of governors to identify and support opportunities for marketing large-scale events, programs, and initiatives.
- (c) Work with the council chairperson to apply for marketing grants.
- (d) Review district submissions for the Lions International Marketing Award with the council chairperson and submit to Lions Clubs International for review.
- (e) Manage social media channels and websites, either directly or through an established multiple district marketing committee.
- (f) Share multiple district success stories through social media.
- (g) Maintain familiarity of the Global Brand Guidelines.
 - a. Champion appropriate and consistent use of global brand assets in all multiple district activities.
 - b. Support use of approved brand templates for story and publicity development.
- (h) Promote the good works and newsworthy stories of LCI and LCIF to Lions to members of the media, through social media channels, and to external audiences.

Section 11. **LCIF MULTIPLE DISTRICT COORDINATOR.** The LCIF Multiple District Coordinator is appointed by the LCIF chairperson and LCI president to serve for a three-year

term. This position serves as an ambassador for Lions Clubs International Foundation and reports directly to LCIF chairperson and LCIF Board of Trustees. His/her responsibilities include:

- (a) Identify, recruit and train a Lion in each district to serve a three-year term as the LCIF district coordinators.
- (b) Be familiar with LCIF initiatives and educate Lions within the multiple district on the various grants and projects supported by LCIF. Assist district governors with grant applications to LCIF, as needed.
- (c) Promote foundation initiatives in multiple district publications, during district and multiple district events and to the public at large.
- (d) Ensure that LCIF-funded projects within the multiple district receive proper promotion and follow grant-criteria guidelines.
- (e) Encourage all Lions within the multiple district to contribute to LCIF and promote recognition programs as incentives to donate to LCIF.
- (f) Identify potential major gift donors, local foundations, corporations, and businesses with the potential to support LCIF and, and when appropriate, be involved in the gift-request process.
- (g) Assist with the submission of LCIF funds, MJF applications, and other donation information when necessary.
- (h) Report progress quarterly to the area LCIF Trustee.

Section 12. LEO or LEO-LION COUNCIL LIAISON (OPTIONAL). The Council of Governors, in consultation with the multiple district Leo chair, may choose to appoint a Leo or a Leo-Lion to serve a one-year term in an official non-voting capacity. The Leo/Leo-Lion council liaison shall represent the interests and perspectives of Leos and Leo-Lions and facilitate communication and connection between Leos and Lions. In areas with a Leo multiple district, the role shall be filled by a Leo-Lion or Leo, who is a current or past Leo multiple district president, vice-president, secretary, or treasurer. In areas where no Leo multiple district has been formed, the role shall be filled by a Leo-Lion or a Leo who is a current or former Leo district president. In areas where no Leo district has been formed, the role shall be filled by a Leo-Lion or Leo who is a current or former Leo club president.

The Council of Governors shall assign the Leo/Leo-Lion council liaison to the standing council committee(s) that would most benefit from a young adult voice. The council liaison may remain on the same committee for the duration of the year or transition among committees as determined by the Council of Governors.

The responsibilities of the Leo or Leo-Lion council liaison include:

- (a) Facilitate communication between Leo and Lions within the multiple district.
- (b) Serve as a resource to multiple district council officers and assigned committee(s).
- (c) Coordinate with the multiple district Leo chairperson in the promotion of the Leo club, Leo-Lion programs, and engagement opportunities for young people.
- (d) Support multiple district Leo chairperson in conducting training for Leo multiple district officers.

- (e) Advocate for leadership and leadership training opportunities for Leos and Leo-Lions within Lions multiple district activities.
- (f) Serve as support and point of contact for multiple district Leos to explore Lions membership program opportunities.
- (g) Communicate regularly with Leo multiple district president, Leo/Leo-Lion cabinet liaison (if appointed), international Leo-Lion Board Liaisons and with respective constitutional area representatives of the Leo Club Program Advisory Panelists to collaborate on initiatives related to young people.
- (h) Assist in the planning and integration of Leos and Leo-Lions in Lions multiple district convention, forum events and training.
- (i) Attend Leo multiple district meetings as necessary.
- (j) Chair one multiple district collaboration project between Leos and Lions.

ARTICLE IV

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-secretary treasurers. 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 GLOBAL ACTION TEAM.** Chaired by the council chairperson and includes the Multiple District Global Membership Team Coordinator, Multiple District Global Service Team Coordinator, and Multiple District Global Leadership Coordinator and is supported by the Multiple District Marketing Chairperson. Develops and initiates a coordinated plan to help expand humanitarian service, achieve membership growth, and develop future leaders within the multiple district. Meets regularly to discuss the progress of the plan and initiatives that may support the plan. Collaborates with area leaders and members of district Global Action Teams to share best practices, achievements and meet challenges.

Section 3. **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 4. **OTHER COUNCIL COMMITTEES.** The Council of Governors may create and appoint such other committees and positions as it deems necessary and appropriate for efficient operation of the multiple district.

ARTICLE V
Meetings

Section 1. **COUNCIL MEETINGS.** The Council of Governors shall hold a regular meeting within sixty (60) days after the date on which the district governors officially take office, and such other meetings as it deems advisable. The council chairperson, or the secretary at the chairperson's direction, shall issue a written call for each meeting of the Council of Governors, with the time and place to be set out in the call and to be determined by the chairperson. The date of any meeting save the first, which shall be set by the chairperson, shall be determined by the Council of Governors.

Section 2. **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.

ARTICLE VI
Multiple District Convention

Section 1. **CONVENTION SITE SELECTION.** The chairperson of the Council of Governors shall receive invitations in writing from places desiring to entertain the annual convention. All invitations shall set forth such information as the Council of Governors shall from time to time prescribe and shall be delivered to the chairperson no later than thirty (30) days prior to the convening date of the 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. **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, NEWLY REVISED.

Section 7. **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 8. **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 9. **SUB-DISTRICT CONVENTION.** A meeting of the registered delegates of a sub-district in attendance at a multiple district convention may constitute the annual convention of said sub-district.

ARTICLE VII

Multiple District Convention Fund

Section 1. **CONVENTION FUND TAX.** In lieu of or in addition to a multiple district convention registration fee, an annual multiple district convention fund tax of twenty-four (\$.24) cents 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 follows: twelve cents (\$.12) per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and twelve cents (\$.12) per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of said tax to be based upon the roster of each club as of the first days of September and March, respectively. Any club which is chartered or reorganized in a current fiscal year shall collect and pay said tax for said fiscal year on a pro-rata basis from the first day of the second month following the date of its organization or reorganization, as the case may be.

This tax shall be collected from the clubs in each sub-district by, and remitted to, the respective cabinet secretary-treasurer, who shall deposit the monies so collected in a special account in a bank or other depository chosen by the respective sub-district cabinet to be paid over to the council secretary- treasurer upon order of the council chairperson. The fund so collected shall be used exclusively for defraying expenses of multiple district conventions and shall be expended only by multiple district checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson or other duly authorized member of the Council of Governors.

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

Section 3. **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 VIII

Multiple District Administration Fund

Section 1. **MULTIPLE DISTRICT REVENUE.** To provide revenue for approved multiple district projects and to defray the administrative expenses of the multiple district, an annual multiple district administrative fund tax of \$10.00 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: \$5.00 per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and \$5.00 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 secretary/treasurer by each club in the multiple district, except newly chartered and reorganized clubs, which shall collect and pay said tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said tax shall be disbursed only for administrative expenses of the multiple district and only upon approval by the Council of Governors. Disbursement therefrom shall be by checks drawn and signed by the council secretary-treasurer and countersigned by the council chairperson.

Section 2. The Multiple District Treasurer shall prepare an annual budget for the succeeding fiscal year and shall present same to the Multiple District Convention. The budget shall contain allocations for: (a) A Restricted Fund of fifty cents (\$.50) per member to accumulate for the purpose of promoting future candidates for International office. This fund is to be under the joint trusteeship of the Multiple District Council of Governors and the Liaison Committee. (b) Multiple District Convention operation and expenses of twenty-four cents (\$.24) per member. (c)

International Convention, Administrative Expenses – such as Council Meetings, operation of the Executive Director’s office, and other administrative funds deemed necessary by the Council.

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

Section 4. Jurisdiction. The Council of Governors shall have jurisdiction over all funds allocated to or collected by committees appointed by the Council. Such funds shall be deposited with the Multiple District Treasurer and may be expended only upon the authority granted by the Multiple District Council. Section

5. Audit/Review. The Multiple District Council shall order an annual certified audit/review of all funds that under the jurisdiction of the Council. Such audit shall be performed by a certified public accountant.

Section 6. International President funding. When the Lions of Michigan have a member elected as Lions International President, we accept the inherent fiscal responsibilities for having a member in such office. If and when the Council of Governors and the Liaison Committee deem it necessary to fulfill this obligation, these funds shall come from an additional fifty cents (\$.50) semi-annual increase in dues for no more than two (2) years, and the increase shall be added to that portion of the dues under the jurisdiction by the

ARTICLE IX Miscellaneous

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

Section 2. **FISCAL YEAR.** The fiscal year of this multiple district shall be from July 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 X
Magazine

Section 1. The Council of Governors shall be given authority to establish a non-profit corporation to publish a magazine for the Lions of Michigan of eight (8) issues per year, provided however that the number of issues in any one year may be reduced if, in the judgment of the Board of Directors of the corporation, an emergency situation should occur. The subscription price shall be four dollars and fifty cents (\$4.50) per year per member. Said subscription price shall be levied and collected on a semi-annual basis with dues. The annual subscription fee for the magazine for a qualified student member shall be two dollars and twenty-five cents (\$2.25) and shall be invoiced twice a year. The first billing shall be one dollar and thirteen cents (\$1.13) and the second billing shall be one dollar and twelve cents (\$1.12). This represents fifty (50) percent of the subscription fee for all other Lions. New clubs shall be billed beginning with the month following their date of charter, and reorganized clubs shall be billed beginning with the month following reorganization. Said subscription fees shall be remitted to the Multiple District Treasurer, who shall transfer all subscription fees to the corporation. Single issues of the magazine will be priced at fifty cents (\$.50) per issue, limited to the number available.

ARTICLE XI
State and Multiple District Projects

Section 1. A Multiple District Project shall be a 501(c)(3) organization that meets the criteria in Section 2 below. A State project shall be a 501(c)(3) that has met the criteria of Section 2 below, as well as having been endorsed as a project of Single District 10. Multiple District or State Project status shall be a commitment by the multiple district to recognize a 501(c)(3) organization as an official agency and to encourage all sub-districts and clubs to support such projects by financial contributions or otherwise.

Section 2-a. In order for a project to be considered for the designation of a Multiple District Project, the following must be done:

1. A representative of the project must petition each sub-district for their endorsement designating the proposed project as a project of their subdistrict. Endorsements are to be made by an affirmative vote of the delegates of each sub-district's annual convention and shall remain in effect unless rescinded by a subsequent affirmative vote.
2. Once the project has obtained Letters of Endorsement from no less than twothirds (2/3) of the sub-districts' Cabinet Secretaries indicating the subdistrict's endorsement of the proposed project, if the project desires to become a Multiple District Project, the

project may then petition the Council of Governors for the project to be considered as a Multiple District Project.

3. Once the Council of Governors has received the letters of endorsement of the proposed project showing they have secured the needed two-thirds (2/3) minimum of sub-district endorsements, the Council of Governors shall direct the Multiple District Constitution and By-Laws Committee to draw the proper amendment to include the proposed project in the By-Laws of the Multiple District and that said amendment be placed before the delegates of the next Multiple District Convention.

4. Petitions for inclusion as a Multiple District Project must be received by the Multiple District Council of Governors no less than one hundred twenty (120) days prior to the convening of the Multiple District Convention.

5. An affirmative vote of a majority of the delegates at the Multiple District Convention is required for endorsement as a Multiple District Project.

Section 2-b. In order for a project to obtain the designation as a State Project, all criteria in Section 2-a above must be accomplished. In addition, an endorsement must be approved by vote of the delegates of Single District 10 at their annual convention.

Section 3. Leader Dogs for the Blind, Eversight, Lions of Michigan All State Band and the Lions of Michigan Foundation (DBA the Lions of Michigan Foundation) are recognized as State Projects. The Lions Visually Impaired Youth Camp (Bear Lake Camp) is recognized as Multiple District Projects.

Section 4. Each sub-district may, at their discretion, recognize projects independent of the Multiple District.

Section 5. To continue recognition as a Multiple District or State Project, the organization must:

- a. be an independent entity; and
- b. maintain 501(c)(3) status, and
- c. provide a written report that includes financial statements to the Council of Governors within 150 days following the close of the organization's fiscal year, and
- d. involve an activity that is a core Lions' value, and
- e. provide services to the entire multiple district or State of Michigan, and
- f. recognize the financial and service contributions of the Lions of Michigan and
- g. maintain a project governing board a majority of which are Lions members.

Section 6. Should a Multiple District or State Project fail to meet any of the criteria outlined in Section 5 above, the following remediation process is to be followed:

- a. The Council of Governors will notify the project's Chief Executive Officer that the project is not in compliance with the criteria to remain a Multiple District or State project. The notification shall include the specific deficiency and requirement for the project to be considered in good standing. The project Chief Executive Officer must respond in writing within sixty (60) days of receipt indicating what steps have been taken to correct each deficiency. The Council of Governors shall also notify the Multiple District or State Project Committee Chairperson of the action taken.

b. The Council of Governors shall evaluate the response at its next regularly scheduled meeting. Should the Multiple District or State Project not respond or should the Council of Governors determine that the response is not satisfactory, the Council will begin the decertification process. If progress is indicated, the Council of Governors may grant an extension of time in which additional steps may be taken for certification to continue. Any extension shall not exceed the time beyond the next scheduled Council of Governors meeting. A two-thirds (2/3) vote of the present and voting members of the Council of Governors is required to recommend decertification as a Multiple District or State Project.

c. The Council of Governors shall make a recommendation on decertification at the Council of Governors meeting immediately following the deadline established for response to the decertification notice. If additional information is requested or additional remedial action is required, the requirement for a vote may be extended to the next scheduled meeting. Only one extension shall be granted.

d. Once the Council of Governors has voted, their recommendation will identify the specific requirements that they determined have not been met and present the question of decertification to the membership present at the next Multiple District 11 Convention. An affirmative vote of the delegates at the Multiple District Convention is required to decertify a project's endorsement as a Multiple District or State Project.

e. The Council of Governors shall notify the Multiple District or State Project Committee Chairperson that the response meets the criteria to maintain a Multiple District or State Project or that the organization has been recommended for removal from the Multiple District or State Project list.

Section 7. Following an affirmative decertification vote by convention delegates, the decertified project must: a. be notified by the Council of Governors that the organization is no longer considered a Multiple District or State Project, and b. the Multiple District or State Project Committee shall be terminated, and c. the Chairperson of the Council of Governors shall report the decertification of the Multiple District or State Project to Lions Clubs International.

ARTICLE XII

Committees

Section 1-a. Council of Governors shall appoint the following Standing Committees:

1. Constitution and By-Laws/Rules
2. White Cane
3. Leader Dog
4. GMT (Global Membership Team)
5. Sight Conservation/Diabetes Awareness
6. Hearing 7
- . Michigan Eversight
8. International Convention

9. Public Relations/Social Media
10. Youth Exchange
11. Publication Advisory /District Editors
12. Lions Quest
13. Liaison
14. Lions of Michigan All-State Band
15. Multiple District Convention
16. GLT (Global Leadership Team)
17. GST (Global Service Team)
18. Leos
19. Lions Visually Impaired Youth Camp (Bear Lake Camp)
20. Information Technology
21. Centennial Committee
22. New Voices
23. Reading Action Program
24. Childhood Cancer

Section 1-b. The Council of Governors shall appoint the following: A Leader Dogs for the Blind Committee, Michigan Eversight Committee, and a Lions Visually Impaired Youth Camp (Bear Lake Camp) Committee, and a Lions of Michigan All State Band Committee for the purpose of promoting and aiding the work of these officially sanctioned Multiple District 11 projects. These committees shall be standing committees and appointments of committee members shall be specified in Section 2 of this article. At the option of the Council of Governors, a standing committee may be added to Section 1-a and committee members appointed for any project attaining Multiple District Project status as defined in By-Laws, Article VIII. Section

2-a. Each standing committee shall consist of one member from each district, appointed by the Governor of each district of Multiple District 11. The Council shall annually designate a member of each committee as Chairperson of such committee, with the exception of GMT, GLT and GST Committees. The Council, by majority vote, shall have the right to remove the Chairperson of any committee. A committee member may be removed by the Governor of his district. Section

2-b. The Council of Governors shall appoint Chairpersons for the GMT, GLT and GST Committees for three (3) year terms. These Chairpersons shall not be selected from the district appointees, and they shall not vote on matters to come before the committee.

Section 3. The Liaison Committee shall consist of all Past International Directors elected by the Lions of Michigan, provided such Past international Director maintains his/her legal residence (mailing address, driver's license and voter registration) in the State of Michigan. The District Governor of any district, including Single District 10, not represented by a Past International Director, shall appoint one (1) voting member to serve on the committee. The committee chairperson shall be the current or most recent International Director, International Vice President or International President. In the

event there are no current or past International Directors, Vice Presidents or Presidents residing within Multiple District Commented [R1]: 22 11 or Single District 10, then the Governors of Multiple District 11 and Single District 10 shall, by mutual agreement, annually appoint a member of the committee to serve as chairperson of the committee. The duties of this committee shall be to assist and advise the Council in the use and administration of the Restricted Fund, as established by the Constitution. Any withdrawal of monies from the Restricted Fund shall be the result of a majority vote of the members of this committee and also a majority of the Council of Governors. On all matters, the Council shall consult with the Governor of Single District 10.

Section 4. The Council of Governors, in conjunction with the Governor of SD 10, shall appoint an International Convention Committee composed of one (1) member from each sub-district of MD 11 and one (1) member from Single District 10 for the purpose of planning, promoting, and arranging details of Michigan's participation in the Lions International Convention. The Governors of MD 11 and Single District 10 shall designate a chairperson annually. The Committee shall submit reports annually to the Multiple District Convention and the SD 10 Convention, and at such other times as required.

Section 5. Ad Hoc Committees: The Council may appoint such special or ad hoc committees as it may consider necessary from time to time to perform such duties as the Council may direct and authorize. Such special or ad hoc committees shall not continue beyond the term of the Council which appoints them, nor shall the duties assigned to or prescribed for such special or ad hoc committees duplicate or overlap duties of Standing Committees.

Section 6. The terms of office for appointed members of standing committees listed in Section 1(a) shall be addressed in the Council of Governors Manual of Operational Rules, Procedures and Policies (i.e., the Policy Manual).

Section 7. Each committee chairperson shall submit reports to the Council of Governors as may be requested and shall make an annual report, oral or written, to the Multiple District Convention as requested. Such reports shall be summarized in the convention minutes.

Section 8. The duties of the committees shall be prescribed by the Council of Governors in the Manual of Operational Rules, Procedures, and Policies (also known as the Policy Manual). Section 9. The Council shall have jurisdiction over all committee's funds, except as otherwise herein provided or as the Council may authorize.

ARTICLE XIII

Rules for Convention Procedure

Section 1. The Multiple District Council shall arrange a program for the Multiple District Convention and the same shall be the order of the day for all sessions.

Section 2. Roberts Rules of Order, New Revised, shall govern all parliamentary procedure except as otherwise provided in the Rules of Procedure adopted by the Convention.

Section 3. All resolutions, other than recognition resolutions, proposed to be presented at the Annual Multiple District Convention shall be submitted to the Council of Governors for consideration at their last Council meeting preceding the annual Multiple District Convention, so as to enable the Council to transmit such resolutions to each club in Multiple District 11 at least thirty (30) days before the annual Multiple District Convention.

ARTICLE XIV Joint Action with Single District 10

Section 1. The Council of Governors of Multiple District 11 is hereby authorized to enter into a joint policy agreement with the Governor of Single District 10, such agreement to be binding for any specified term, or until terminated by agreement or by provisions therein contained.

Section 2. Such policy agreement may provide for joint sessions of the Council of Governors of both Multiple District 11 and Single District 10, jointly called by the Governor of Single District 10 and the MD11 Council Chairperson or as determined by joint action at a joint meeting of the Governors.

Section 3. Attendance and voting at joint sessions shall be in person or by any real-time, interactive means of communication by a Governor unable to attend in person.

Section 4. Policy agreements shall contain such provisions as may be necessary to provide for joint undertakings and to promote the joint and mutual benefits sought to be derived out of such joint activity.

ARTICLE XV Amendments

Section 1. AMENDING PROCEDURE. These by-laws may be amended only at the annual Multiple District Convention by resolution reported by the Committee on Constitution and By-Laws at such annual meetings and adopted by an affirmative vote of a majority of the registered delegates present and voting at such meetings. Any proposed amendment shall first be approved by the Board of Directors of the Club in which the proposal originated and submitted in writing by the Club Secretary to the District Constitution and By-Laws Chairperson, the District Governor, and Executive Director at least five (5) months prior to the convening of the Multiple District Convention. The proposed changes shall then be promptly referred by the Executive Director to the Constitution and By-Laws Committee for consideration. Amendments to these By-Laws may also originate with the Multiple District Council or the Constitution and By-Laws Committee. All proposals shall be transmitted by the Multiple District Council of

Governors to each club in Multiple District 11 at least thirty (30) days prior to the convening of the Multiple District Convention. Publication in the Lion Pride Magazine within the time limits specified may be considered proper notice to each club. The Constitution and By-Laws Committee shall not accept any proposal that is not received by the Executive Director at least five (5) months preceding the next scheduled Multiple District Convention except those proposals which originate with the Multiple District Constitution and By-Laws Committee or the Council of Governors.

a. The Multiple District Constitution and By-laws shall govern the multiple district unless otherwise amended so as not to conflict with the International Constitution and By-laws and policies of Lions Clubs International.

b. In the event of a conflict, as set forth in (1) above, the notice and balloting process for amending this Constitution and By-Laws to conform to that of Lions Clubs International is suspended.

c. In the event of a conflict, as set forth in (1) above, the conforming of these ByLaws to Lions Clubs International's Constitution and By-Laws shall be automatic.

d. The Council of Governors shall annually acknowledge conformity to such changes in the Constitution and By-Laws of Lions Clubs International.

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 this 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. 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.

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

EXHIBIT A

SAMPLE RULES OF PROCEDURE

These Sample Rules of Procedure are guidelines and may be amended by the council of governors and adopted by the delegates of the convention.

MULTIPLE DISTRICT 11 CONVENTION

Rule 1. The multiple district Council of Governors shall arrange the order of business for the multiple district convention. Except for registration and certification hours, which may not be changed, deviation from the announced order of business shall be made only by consent of three-fourths (3/4) of the certified delegates assembled at any session at which a quorum is present. A majority of those certified delegates present in person at any session shall constitute a quorum.

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the Multiple District 11 Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.

- (a) The credentials committee shall be composed of the council chairperson, as chairperson, the current district governors, first and second vice district governors and cabinet-secretary treasurers. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.
- (b) The registration and certification of delegates shall occur on the day(s) of _____ between the hours of _____ and _____.
- (c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

Rule 4.

- (a) Sixty (60) days prior to the convening date of the convention, the council chairperson, unless otherwise provided, shall appoint, and designate the chairperson of, a nominations committee consisting of three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within 5 days prior to the election and rule on the eligibility of the same.
- (b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

Rule 5. Replacement of delegates and alternate delegates.

- (a) To replace a delegate and/or alternate delegate already certified, the replacement must surrender the copy of the credential certificate issued to the member he/she is replacing.
- (b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the

certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

Rule 6.

- (a) Prior to the convention, the council chairperson shall appoint, and designate the chairperson of, an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.
- (b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.
- (c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 7. Voting.

- (a) Voting will take place at a predetermined location and time.
- (b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.
- (c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.
- (d) A majority vote shall be necessary to endorse a Third Vice President and International Director. If a majority vote on the question of endorsement is not received then the nominee is not endorsed.
- (e) A majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a majority vote.

Lions Clubs International

CODE OF ETHICS

TO SHOW *my faith in the worthiness of my vocation by industrious application to the end that I may merit a reputation for quality of service.*

TO SEEK *success and to demand all fair remuneration or profit as my just due, but to accept no profit or success at the price of my own self-respect lost because of unfair advantage taken or because of questionable action on my part.*

TO REMEMBER *that in building up my own business it is not necessary to tear down another's; to be loyal to my clients or customers and true to myself.*

WHENEVER *a doubt arises as to the right or ethics of my position or action towards others, to resolve such doubt against myself.*

TO HOLD *friendship as an end and not a means. To hold that true friendship exists not on account of the service performed by one to another, but that true friendship demands nothing but accepts service in the spirit in which it is given.*

ALWAYS *to bear in mind my obligations as a citizen to my nation, my state and my community, and to give them my unswerving loyalty in word, act and deed. To give them freely of my time, labor, and means.*

TO AID *others by giving my sympathy to those in distress, my aid to the weak, and my substance to the needy.*

TO BE CAREFUL *with my criticism and liberal with my praise; to build up and not destroy.*