

Lions Clubs International



Multiple District 2

Texas Constitution & Bylaws

As Approved

May 19, 2017

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 *volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions Clubs.*

CONSTITUTION

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Lions Clubs International Multiple District 2 Constitution

ARTICLE I: NAME

This organization shall be known as Lions Multiple District 2. Whereas the term “Multiple District” is used it is meant to mean Multiple District 2.

ARTICLE II: PURPOSES

The purposes of the Multiple District 2 shall be:

- a. To provide an administrative structure with which to advance the Purposes of the International Associations of Lions Clubs 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 never 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

Section 1 Club: The members of this organization shall be all Lions Clubs in the Multiple District chartered by The International Association of Lions Clubs. The International Association of Lions Clubs will be hereinafter referred to as “LCI.”

Section 2 Districts: The Multiple District shall consist of sixteen (16) sub-districts, with boundary lines as adopted by a Multiple District Convention and approved by the International Board of Directors of LCI.

Section 3 Sub-District Boundaries: Changes in sub-district boundaries may be made only on approval of the Council of Governors and in accordance with *The International Association of Lions Clubs Constitution and By-Laws*.

ARTICLE IV: EMBLEMS, 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 this association shall be according to the guidelines established from time-to-time in the By-Laws of LCI.

Section 3 Colors: The colors of this association and of each chartered Club shall be purple and gold.

Section 4 Slogan: The slogan shall be: Liberty, Intelligence, Our Nations Safety.

Section 5 Motto: The motto shall be: We Serve.

ARTICLE V: SUPREMACY

Where conflict occurs, the latest edition of the Constitution and By-Laws of LCI shall take precedence.

ARTICLE VI: COUNCIL OF GOVERNORS

Section 1 Composition: There shall be a Council of Governors composed of all the District Governors of the Multiple District and shall also include one past District Governor who shall serve as Council Chairperson. The Council Chairperson shall serve for a one-year term only and cannot serve in that capacity again. The officers of the Multiple District shall be the members of the Council of Governors.

Section 2 Voting: Each member of the Council of Governors, excluding the Council Chairperson, shall have one (1) vote on each question requiring action of the Council of Governors.

- a. Monetary and Constitutional Matters will require a two-thirds (2/3) vote of the sub-districts. If a fraction exists in the computation of two thirds (2/3) then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.
- b. Normal Business will require a simple majority vote of the sub-districts. If a fraction exists in the computation of a simple majority, then it will be required to round up to the next whole number for determination of a simple majority vote.

Section 3 Powers: Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and the Constitution and By-Laws of LCI, the powers granted therein to the Council of Governors and the policies and acts of 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, 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 the International Board of The International Association of Lions Clubs.

- e. Have control and management of all budgetary matters of the Multiple District and committees of the Multiple District and the Multiple District Convention. No obligation may be approved or made which shall affect an unbalanced budget or deficit in any fiscal year. Any funds carried over from previous administrations shall remain in the general account and cannot be included in the current budget. Use of funds carried over from previous administrations shall require a proposal and approval by two-thirds (2/3) of the sub-districts for usage.
- f. The Council of Governors shall have the authority and it shall be the duty of the Council to determine when a candidate shall be presented by the Multiple District for International office. Approval by the Council to authorize presentation of a candidate for International office, will require an affirmative vote by a two-thirds (2/3) majority of all District Governors. If a fraction exists in the computation of two thirds (2/3), then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.
- g. The Council of Governors shall have the authority, and it shall be its duty, to provide administration funds in the form of a loan to a newly formed sub-district. Such loan is to be repaid prior to the next Multiple District Convention, if not sooner.
- h. The Council of Governors shall perform all other duties in pursuance of promoting Lionism within this Multiple District.

ARTICLE VII: MULTIPLE DISTRICT 2 CONVENTION

Section 1 Time and Place: The Multiple District Convention shall be held at a time set by the Council of Governors, but in any instance, it shall be held not sooner than one (1) week after the last sub-district convention (except that of the sub-district in which the Multiple District Convention is held, which sub-district convention may be held in the preceding days) nor conclude later than fifteen (15) days prior to the convening date of the LCI Convention. The Multiple District Convention shall be held anywhere within the boundaries of the State of Texas. Due to facility, monetary considerations, or any cause or reason, a sub-district has the option to hold the Multiple District Convention in another sub-district's territory.

Section 2 Club Delegate Formula: Each chartered club in good standing in LCI and the Multiple District shall be entitled in each Convention of the Multiple District, to one (1) delegate and one (1) alternate for each ten (10) members [who have been enrolled for at least one (1) year and a day in the Club] or major fraction thereof, of said Club as shown by the records of the LCI and the Multiple District 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 the Multiple District. Delinquent dues may be paid and good standing acquired at any time prior to the close of

credential certification, as such closing time shall be established by the rules of the respective convention. Each Past District Governor shall be entitled to full delegate privileges at their respective conventions. No Past District Governor shall be included in the delegate quota of his/her club for the convention.

Section 3 Voting Procedure: Each club is entitled to vote at its sub-district convention in accordance with Article VII, Section 2 Club Delegate Formula, of this Constitution. Voting Ballots will be tabulated only at the Multiple District Convention in accordance with the current Policy Manual. The Multiple District Policy Manual Voting procedures may only be modified by a two-thirds (2/3) vote of the Council of Governors. If a fraction exists in the computation of two thirds (2/3) then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.

Section 4 Announcement: The time and place of the Multiple District Convention shall be placed on the printed program of all the sub-district conventions. The Multiple District Office shall issue an Official Call for the annual Multiple District Convention at the February Council of Governors meeting.

Section 5 Quorum: A majority of the delegates in attendance at any session of a Multiple District Convention shall constitute a quorum. A Multiple District Convention consists of multiple sessions. Each sub-district convention serves as a session as well as the Multiple District Convention, which is the final session.

Section 6 Arrangements: All arrangements for the Multiple District Convention (meeting rooms, banquets, speakers, etc.) shall be the responsibility of and shall be under the direct supervision of the Council Chairperson.

Section 7 Chairperson: The Chairperson of the Multiple District Convention shall be the Council Chairperson; or in absence of the Council Chairperson, the Council Vice Chairperson shall serve, and in case of absence of the Council Vice Chairperson, any District Governor or District Governor-Elect may then and there be elected to serve.

Section 8 Rotation: The location for the Multiple District Convention shall pass from one (1) sub-district to another (see below):

| | | | | | | | |
|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| 2-E2 | 2-T1 | 2-T2 | 2-T3 | 2-S1 | 2-S2 | 2-S3 | 2-S4 |
| 2007 | 2008 | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 |
| 2023 | 2024 | 2025 | 2026 | 2027 | 2028 | 2029 | 2030 |
| | | | | | | | |
| 2-S5 | 2-A1 | 2-A2 | 2-A3 | 2-X1 | 2-X2 | 2-X3 | 2-E1 |
| 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 |
| 2031 | 2032 | 2033 | 2034 | 2035 | 2036 | 2037 | 2038 |

Should a new sub-district(s) be created, the sub-district(s) shall be placed in logical sequence in the above order and shall be entitled to host the Multiple District Convention in order. Should a sub-district(s) be eliminated, the order will be shifted to fill the calendar gap with the next sub-district in line and the remaining sequence to follow.

Section 9 Expenses: The District hosting the Multiple District Convention must provide the funding for the Convention.

ARTICLE VIII: MULTIPLE DISTRICT DISPUTE RESOLUTION PROCEDURE

Section 1 Disputes Subject to Procedure: All disputes relative to membership, Club boundaries, or interpretation, breach of, or application of the Multiple District Constitution and Bylaws, or any policy or procedure adopted from time-to-time by the Multiple District Council of Governors, or any other internal Lions Multiple District matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the Multiple District, or any club(s) or sub-district(s) and the Multiple District administration, shall be settled by the current rules of procedure as set forth by The International Association of Lions Clubs Board of Directors.

ARTICLE IX: REVENUE MULTIPLE DISTRICT 2 AND TEXAS LIONS CAMP, INC.

Section 1 Collection: It shall be the duty and responsibility of the Council of Governors to bill, collect, and disburse the revenue as hereinafter and heretofore provided.

Section 2 Multiple District 2 Administrative Fund:

- a. **Provision and Amount:** To provide a Multiple District Administrative Fund, a semi-annual per member dues of \$3.50 shall be levied on each club. The \$7.00 annual dues shall be remitted by each Club in the sub-districts to their respective Cabinet Treasurers, to be forwarded to the Multiple District, as hereinafter provided. Eligible student members, as defined by LCI, shall pay a semi-annual per capita tax equal to one-half (1/2) the total amount of dues as provided for non-student members.
- b. **Billing:** Each Club in the Multiple District shall be billed by the sub-district Cabinet Treasurer no sooner than sixty (60) days nor less than thirty (30) days prior to the due date as specified in Article IX, Section 2.d.
- c. **Base:** Said dues shall be based upon the membership of the club as reported in LCI Membership Reports of June and December respectively.
- d. **Date Due:** Said dues shall be paid semi-annually by each club as soon as possible after billing but not later than September 10th and March 10th respectively of each fiscal year.
- e. **Reorganized Clubs:** Outstanding balances of a reorganized club must be paid in full, as well as dues for the next semi-installment at time of reorganization.

- f. Remittance to Multiple District 2: Each sub-district Cabinet Treasurer, semi-annually but not later than September 30th and March 31st respectively of each fiscal year, shall remit all such monies collected from the clubs in the sub-district. A statement of delinquent clubs, if any, shall accompany said remittance. Any club that is delinquent is not in good standing and thus forfeits its rights to delegate representation to the Multiple District Convention. Each sub-district Cabinet Treasurer shall include any delinquent accounts in all subsequent billings to clubs in the sub-district, and remit promptly to the Multiple District Council Treasurer any collections of delinquent dues identifying the club (or clubs) from which the collections are received.
- g. Depository: Said remittance shall be deposited upon receipt, from the sub-districts, in the approved depository as heretofore provided.
- h. Disbursement: Said fund shall be disbursed as payments or withdrawals only by check or electronic transfer, signed by any two (2) of the following Multiple District Officers: Council Chairperson, Council Vice Chairperson, Council Secretary, and Council Treasurer. In the event that, for any reason, at least two (2) of the aforementioned Multiple District Officers cannot sign a check, a notarized attestation by a majority of the Council of Governors shall be sufficient to release the monies or provide for another signatory or signatories.
- i. Expenses: Reimbursement for expenses shall be in accordance with the Rules of Audit of LCI.
 - 1) District Governors: The District Governors' expenses, if provided by the budget, in conjunction with their duties as members of the Council of Governors and/or committee assignments thereof, shall be payable from the Multiple District Administrative Fund.
 - 2) First Vice District Governors: The First Vice District Governors' expenses, if provided by the budget, in connection with their duties as acting members of the Council of Governors and/or committee assignments thereof, shall be payable from the Multiple District Administrative Fund.
 - 3) Council Chairperson: Expenses incurred in the discharge of the Council Chairperson duties, if provided by the budget, shall be paid from the Multiple District Administrative Funds in accordance with Rules of Audit of LCI for District Governors. The expense of the Council Chairperson attending the International Convention, at the beginning of his/her term, shall be limited to a maximum of \$1,200.00 when the convention is held within the continental United States and \$2,500.00 when the convention is held outside of the continental United States.
 - 4) Council Chairperson-Elect: The Council Chairperson-Elect's expenses, if provided by the budget, in conjunction with his/her attending the Multiple

District 2 Convention shall be payable from the Multiple District Administrative Fund.

- 5) Council Chairperson-Elect-Elect: The Council Chairperson-Elect-Elect's expenses, if provided by the budget, in conjunction with his/her attending the Multiple District Convention shall be payable from the Multiple District Administrative Fund.
- 6) Multiple District 2 Chairpersons: The expenses of the Multiple District Chairpersons and Committee members, if provided by the budget, in connection with their designated duties shall be payable from the Multiple District Administrative Fund
- 7) District Governor-Elect: The District Governor-Elect's expenses in connection with their duties, if provided by the budget, shall be payable from the Multiple District Administrative Fund.
- 8) Multiple District 2 Office: The expenses of the Multiple District Office and personnel thereof, in connection with assigned responsibilities, unless otherwise provided by LCI, shall be provided in the budget of the Multiple District Administrative Fund as so allotted.
- 9) Financial Audit: A financial audit of the Administrative Fund shall be completed by an independent Certified Public Accountant at least every two years with a review completed in the interim years.

Section 3 Promote Texas Fund:

- a. Purpose and Amount: To provide monies for the promotion of Texas Lionism and for the support of candidates for LCI Director or higher office of this association. To provide this fund a semi-annual per member dues of twenty-five cents (.25), fifty cents (.50) annually, shall be levied on each club member thereof. These dues shall be remitted by each club in the sub-districts to their respective Cabinet Treasurer. Eligible student members, as defined by LCI, shall pay a semi-annual per capita tax equal to one-half (1/2) the total amount of dues as provided for non-student members.
- b. Billing: Each club in the Multiple District shall be billed by the sub-district Cabinet Treasurer no sooner than sixty (60) days nor less than thirty (30) days prior to the due date as specified in Article IX, Section 3.d.
- c. Base: Said dues shall be based upon the membership of the club as reported in LCI Membership Reports of June and December respectively. Billing Adjustments as allowed by Lions Clubs International will be allowed for regular Lions Clubs. Campus Club Extended Billing adjustment periods will also be allowed.
- d. Date Due: Said dues shall be paid semi-annually by each club as soon as possible after billing but not later than September 10th and March 10th respectively of each fiscal year.

- e. Reorganized Clubs: Outstanding balances of a reorganized club must be paid in full, as well as dues for the next semi-installment at time of reorganization.
- f. Remittance to Multiple District 2: Each sub-district Cabinet Treasurer, semi-annually but not later than September 30th and March 31st respectively of each fiscal year, shall remit all such monies collected from the clubs in the sub-district. A statement of delinquent clubs, if any, shall accompany said remittance.
- g. Depository: Said remittance shall be deposited, upon receipt from the sub-districts, in an approved depository. A separate accounting of said fund shall be maintained by the Council Treasurer.
- h. Fund Committee: There shall be a Promote Texas Fund Committee that shall consist of the current Council Chair and one (1) current District Governor as selected by the Council Chair, the current Council Chair Elect and one (1) current First Vice District Governor as selected by the Council Chair Elect, the current Council Chair Elect-Elect and one (1) Second Vice District Governor as selected by the Council Chair Elect-Elect, and all members of the Texas International Family (International Directors, Past International Directors, International Presidents and Past International Presidents) who have been elected from Multiple District 2 and are still Lions in Good Standing of Multiple District 2. All disbursement recommendations are to be made during a meeting to be called and scheduled by the current Council Chair, to be held in conjunction with the Council of Governors meetings. All committee meetings are to be posted on the Council of Governors Schedule. Only members present may vote on disbursement of funds. No proxy voting allowed. All recommendations by this committee are to be presented to the Council of Governors for approval or denial.
- i. Disbursements: Disbursement shall be upon recommendation of the Promote Texas Fund Committee to the Council of Governors and subsequent approval by the Council of Governors, with such recommendation and approval being only for
 1. Campaign expenses for Multiple District 2 candidates for an International Association of Lions Club office.
 2. Special anniversaries of the Association of Lions Clubs International (100th, 125th, 150th, 175th and 200th), as recommended by the Fund Committee.
- j. Minimum Balance: It is recommended that The Promote Texas Fund maintain a minimum balance of \$40,000.
- k. Financial Audit: A financial audit of the Promote Texas Fund shall be performed by an independent Certified Public Accountant at least every two years with a review completed in the interim years.

Section 4 Texas Lions Camp, Inc. Fund:

- a. **Purpose and Amount:** To provide funds for the operation of the Texas Lions Camp, Inc. To provide operating funds a semi-annual per member assessment of \$10.50, \$21.00 annually, shall be levied on each club member thereof. This assessment shall be remitted by each club in the sub-districts to their respective Cabinet Treasurer. Eligible student members, as defined by LCI, shall pay a semi-annual per capita tax equal to one-half (1/2) the total amount of assessments as provided for non-student members.
- b. **Billing:** Each club in the Multiple District shall be billed by the sub-district Cabinet Treasurer no sooner than sixty (60) days nor less than thirty (30) days prior to the due date as specified in Article IX, Section 4.d.
- c. **Base:** Said assessment shall be based upon the membership of the club as reported in LCI Membership Reports of June and December respectively.
- d. **Date Due:** This assessment shall be paid semi-annually by each club as soon as possible after billing but not later than September 10th and March 10th respectively of each fiscal year
- e. **Reorganized Club:** Outstanding balances of a reorganized club must be paid in full, as well as assessments for the next semi-installment at time of reorganization.
- f. **Remittance:** Each sub-district Cabinet Treasurer shall remit all such funds collected from the Clubs in the sub-district to the Texas Lions Camp, Inc. A statement of delinquent Clubs, if any, shall accompany said remittance. Each sub-district Cabinet Treasurer shall include any delinquent accounts in all subsequent billings to Clubs in the sub-district, and remit promptly to the Texas Lions Camp, Inc. any collections of delinquent assessments identifying the club (or clubs) from which the collections are received.

ARTICLE X: AMENDMENTS

Section 1 Right to Amend: Any club within the Multiple District, acting in accordance with its own Constitution and Bylaws, shall have the right to make a recommendation to the Council of Governors for amendment to this Constitution.

Section 2 Adoption by the Council of Governors: Sub-district conventions shall not be burdened by recommended amendment(s) and/or revision(s) to this Constitution unless such recommendation(s) is approved by two-thirds (2/3) majority of the Council of Governors.

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 first scheduled sub-district convention in the Multiple District, with notice that the same will be voted upon at said convention.

Section 4 Voting Procedure: Each club is entitled to vote at its sub-district convention in accordance with Article VII, Section 2 Club Delegate Formula, of this Constitution. Voting Ballots will be tabulated only at the Multiple District Convention in accordance with the current Policy Manual. The Multiple District 2 Policy Manual voting procedures may only be modified by a two-thirds (2/3) vote of the Council of Governors. If a fraction exists in the computation of two thirds (2/3), then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.

Section 5 Two Thirds (2/3) Majority: This Constitution may be amended only by the affirmative vote of two-thirds (2/3) of the votes cast. If a fraction exists in the computation of two thirds (2/3), then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.

Section 6 Effective Date: Each amendment shall take effect at the close of the Multiple District Convention at which adopted unless otherwise specified in the amendment.

BYLAWS

ARTICLE I: NOMINATIONS AND ENDORSEMENT OF SECOND VICE PRESIDENT AND INTERNATIONAL DIRECTOR NOMINEES

Section 1 Endorsement Procedure: After the Council of Governors authorizes presentation of a candidate for International office, subject to the provisions of the LCI Constitution and By-Laws, any member of a Lions Club in the Multiple District seeking endorsement of the Convention of the Multiple District as a candidate for the office of International Director or Second Vice-President of LCI shall:

- a. Obtain and present an endorsement and Resolution of Candidacy for International office from his/her sub-district. Deliver (by mail or in person) his/her Resolution for Candidacy for International office (original plus eighteen [18] copies) to seek such endorsement by the Multiple District, to a duly called meeting of the Council of Governors 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. For purposes hereof, a resolution for candidacy to International office may come from a sub-district's cabinet meeting or convention. A sub-district may not offer a resolution for more than one (1) candidate in any given Lions fiscal year.
- b. Deliver, with said notice of intention, evidence of fulfillment of the qualifications for such office set forth in the LCI Constitution and By-Laws.

Section 2 Voting: All voting to endorse a Multiple District 2 candidate for International office shall be held in accordance with the *Lions International Association of Lions Clubs Constitution and By-Laws*, the *Multiple District 2 Constitution and Bylaws* and the *Multiple District 2 Policy Manual*.

- a. If there is only one (1) qualified candidate, the ballot shall provide for a "Yes" and a "No" vote. An endorsement of the candidate for International office shall require a majority of sixty percent (60%) of the votes cast at the Multiple District Convention to be in the affirmative to authorize presentation of the candidate for International office.
- b. If there are two (2) qualified candidates, a simple majority of votes cast will be required to authorize presentation of the candidate for International office.
- c. If there are three (3) or more candidates, the candidate receiving a plurality of votes cast shall be presented for International office.

Section 3 Endorsement Term: Endorsement of a candidate for International office shall be valid for the next two (2) International Association of Lions Clubs Conventions at which said candidate qualifies for endorsement and certification of the applicable International office.

- a. In addition to receiving the endorsement from the Multiple District Convention, a candidate for International office must also receive endorsement from such candidate's respective sub-district at its annual convention at which said sub-district selects its District Governor-Elect for the ensuing International Association of Lions Clubs year. An endorsement from a sub-district convention shall be valid for the next two (2) International Association of Lions Clubs Conventions, at which said candidate qualifies for endorsement and certification of the applicable International office. A sub-district may not offer an endorsement for more than one (1) candidate at any time.

ARTICLE II: APPOINTMENT OF COUNCIL CHAIRPERSON

Section 1 Appointment: The Council Chairperson shall be the immediate Past Council Chairperson-Elect or his/her successor as determined in accordance with this Constitution and Bylaws.

Section 2 Vacancy: In the event of a vacancy of this office by incapacitation, death, or resignation, the home sub-district of the Council Chairperson shall provide a replacement. This replacement will be a Past District Governor, selected according to the Constitution and Bylaws of the sub-district, to serve for the duration of the incapacity. The appointee will assume all duties of the Council Chairperson regarding the Multiple District Convention hosted by his/her sub-district and preside over all meetings of the Council of Governors. The Vice-Council Chairperson, having been elected by the Council of Governors and knowledgeable of the Council of Governors wishes and intents, will assume all day-to-day duties of the Council Chairperson. The Vice-Council Chairperson with the advice and consent of the Council of Governors may delegate duties of the Council Chairperson to the replacement Council Chairperson as deemed necessary.

ARTICLE III: APPOINTMENT OF COUNCIL CHAIRPERSON ELECT

Section 1 Appointment: The Council Chairperson Elect shall be the immediate Past Council Chairperson-Elect-Elect or his/her successor as determined in accordance with this Constitution and Bylaws.

Section 2 Vacancy: In the event of a vacancy of this office by incapacitation, death, or resignation, the home sub-district of the Council Chairperson Elect shall provide a replacement. This replacement will be a Past District Governor, selected according to the Constitution and Bylaws of the sub-district, to serve for the duration of the incapacity. The appointee will assume all duties of the Council Chairperson Elect regarding the Multiple District Convention hosted by his/her sub-district and preside over all meetings of the Council of Governors Elect. The Vice-Council Chairperson Elect, having been elected by the Council of Governors Elect and knowledgeable of the Council of Governors Elect wishes and intents, will assume all day-to-day duties of the Council Chairperson Elect. The Vice-Council Chairperson Elect with the advice and consent of the Council of Governors Elect may delegate duties of the Council Chairperson Elect to the replacement Council Chairperson Elect as deemed necessary.

ARTICLE IV: APPOINTMENT OF COUNCIL CHAIRPERSON ELECT-ELECT

Section 1 Appointment: The Council Chairperson Elect-Elect shall be a Past District Governor duly elected by the sub-district, whose turn it is to hold the Multiple District Convention three years after said election.

- a. This election shall only be held in the fiscal year four (4) years prior to the sub-district holding the Multiple District Convention.
- b. A District Governor that becomes a Past District Governor at the close of the International Associations of Lions Clubs Convention is eligible for the office of Council Chairperson Elect-Elect.

Section 2 Vacancy: In the event of a vacancy of this office by incapacitation, death or resignation, the home sub-district of the Council Chairperson Elect-Elect shall provide a replacement. This replacement will be a Past District Governor, selected according to the Constitution and Bylaws of the sub-district, to serve for the duration of the incapacity. The appointee will assume all duties of the Council Chair Elect-Elect regarding the Multiple District Convention hosted by his/her sub-district and preside over all meetings of the Council of Governors Elect-Elect. The Vice-Council Chairperson Elect-Elect, having been elected by the Council of Governors Elect-Elect and knowledgeable of the Council of Governors Elect-Elect wishes and intents, will assume all day to day duties of the Council Chairperson Elect-Elect. The Vice-Council Chairperson Elect-Elect with the advice and consent of the Council of Governors Elect-Elect may delegate duties of the Council Chairperson Elect-Elect to the replacement Council Chairperson Elect-Elect as deemed necessary.

ARTICLE V: DUTIES OF COUNCIL OF GOVERNORS

Section 1 Multiple District Council of Governors: The Council of Governors shall:

- a. Make and approve all contracts relating to Multiple District administration.
- b. Designate a depository for Multiple District funds.
- c. Determine the amount of surety bond or instrument of insurance for the Council Treasurer, and approve the Surety Company or Insurance Company issuing said protection.
- d. Receive financial reports, semi-annually or more frequently, from the Council Treasurer, and provide for a review or audit (an audit being required no less than every two years) at the end of the fiscal year of the books and accounts of the Council Treasurer.

Section 2 Multiple District Council Chairperson: The Multiple District Council Chairperson shall be the coordinator of the Multiple District and shall act on behalf of and upon delegation from the Council of Governors. His/her specific responsibilities shall be to:

- a. Further the Purposes of this association.
- b. Provide leadership, direction, and initiative for LCI and Multiple District programs, goals, and long range planning.
- c. Create and foster harmony and unity among sub-districts, and assist District Governors with resolving issues.
- d. Chair over the Multiple District Convention and all meetings of the Council of Governors.
- e. Perform such duties as may be required by the Multiple District Constitution and Bylaws.
- f. Perform other such administrative duties as may be assigned by the Council of Governors.
- g. 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.
- h. Under the supervision of the Council Chairperson, the State Office shall prepare an agenda for each Council of Governors meetings and shall forward a copy to the Council members, First Vice District Governors Council members, Second Vice District Governors Council members, Texas International Family, MD-2 Committee members, and others on the agenda at least fifteen (15) days prior to the Council of Governors meeting.
- i. The Council Chairperson may conduct a preliminary meeting of the Council of Governors prior to the scheduled Council of Governors Meeting. The Texas International Family, First Vice District Governors, and Second Vice District Governors shall be invited to attend.

Section 3 Multiple District Council Vice Chairperson: The MD-2 Council Vice Chairperson shall be elected from the Council of Governors. His/her specific responsibilities shall be to:

- a. Preside at meetings and functions of the Multiple District Council during the absence of the Multiple District Council Chairperson.

Section 4 Multiple District Council Secretary: Under the supervision and direction of the Council of Governors, the Council Secretary 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.

- 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 Bylaws, or as may be assigned to him/her from time-to-time by the Council of Governors.
- c. Keep accurate records and minutes of all Council of Governors meetings, and permit inspection of the same by any member of the Council of Governors or any club in the Multiple District at any reasonable time for any proper purpose.

Section 5 Multiple District Council Treasurer: Under the supervision and direction of the Council of Governors, the Council Treasurer shall:

- a. 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 Bylaws, or as may be assigned to him/her from time-to-time by the Council of Governors.
- b. Receive and give proper receipts for all per capita taxes required to be paid over to him/her by the sub-district Cabinet 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.
- c. Keep accurate books and records of accounts of the Multiple District, and permit inspection of the same by any member of the Council of Governors or any club in the Multiple District at any reasonable time for any proper purpose.
- d. Secure a surety bond or instrument of insurance for the faithful performance of his/her duties in such sum and with such sureties as may be required by the Council of Governors.
- e. 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.

Section 6 State Administrator: At the discretion of the Council of Governors, funding may be included in the Multiple District Budget for a State Administrator. The duties of a State Administrator will include any or all of the duties of the Council Secretary and the Council Treasurer, and also provide assistance to the Council Chairperson in the day-to-day functions of the Multiple District. This position may at the discretion of the Council of Governors be by either an employee of the Multiple District or contracted to a service provider to fulfill this function. Oversight of this position will be by the Council of Governors or a committee chosen by the Council.

ARTICLE VI: MULTIPLE DISTRICT COMMITTEES

Section 1 Credentials Committee: The Credentials Committee of the Multiple District Convention shall be composed of the presiding District Governors, First and Second Vice District Governors. 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 the chairperson of, and fill any vacancies occurring in the following Multiple District Convention committees: Constitution and Bylaws and International Convention. These committees shall perform such duties as the Council of Governors shall designate and members shall be chosen in accordance with the current Multiple District 2 Policy Manual.

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.

ARTICLE VII: MISCELLANEOUS

Section 1 Fiscal Year Multiple District: The fiscal year of the Multiple District shall be from July 1st to June 30th, inclusive, of each year.

Section 2 Fiscal Year Sub-Districts: The fiscal year of each sub-district within the Multiple District shall be from July 1st to June 30th, inclusive, of each year.

Section 3 Compensation: No officer shall receive any compensation for any service rendered to this Multiple District in his/her official capacity.

ARTICLE VIII: MEETINGS

Section 1 Council Meetings: The Council of Governors shall hold a regular meeting on the first full weekend in August in Kerrville, Texas, the first full weekend in November at a location determined by the Council of Governors, the first full weekend in February in Kerrville, Texas, and the Multiple District 2 Convention at a date and time determined by the sub-district hosting the convention with the approval of the Council of Governors, in accordance with time and dates as dictated by this Constitution.

Section 2 Alternative Meeting Formats: Regular and/or special meetings may be held through the use of alternative meeting formats, such as teleconference and/or web conference. Such action may be initiated with the approval of the majority of the Council of Governors.

Section 3 Representation: In the event a District Governor is not able to attend a Council of Governors meeting, his/her position shall be filled by the next person in attendance that is a member of the District Governor team, i.e.; the First Vice District Governor, then the Second Vice District Governor and lastly the Immediate Past District Governor would fill in for the District Governor at any Council of Governors Meeting. The person filling the vacancy would be afforded all of the same rights and privileges as the District Governor, including voting on Multiple District matters.

Section 4 Business Transacted by Mail: The Council of Governors may transact business by mail (including letters, electronic mail, facsimile transmissions, 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 voting members of the Council of Governors. Such action may be initiated by the Council Chairperson or any three (3) members of the Council of Governors. All actions by mail must be ratified by a public vote at the next scheduled Council of Governors meeting.

ARTICLE IX: AMENDMENTS

Section 1 Right to Amend: Any club within the Multiple District, acting in accordance with its own Constitution and Bylaws, shall have the right to make a recommendation to the Council of Governors for amendment to these Bylaws.

Section 2 Adoption by the Council of Governors: Sub-district conventions shall not be burdened by recommended amendment(s) and/or revision(s) to these Bylaws unless such recommendation(s) is approved by two-thirds (2/3) majority of the Council of Governors.

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 first scheduled sub-district convention in the Multiple District, with notice that the same will be voted upon at said convention.

Section 4 Voting Procedure: Each club is entitled to vote at its sub-district convention in accordance with; Article VII, Section 2 Club Delegate Formula, of this Constitution. Voting Ballots will be tabulated only at the Multiple District Convention in accordance with the current Policy Manual. The Multiple District 2 Policy Manual Voting procedures may only be modified by a two-thirds (2/3) vote of the Council of Governors. If a fraction exists in the computation of two thirds (2/3) then it will be required to round up to the next whole number for determination of a two-thirds (2/3) vote.

Section 5 Simple Majority: These Bylaws, with the exception of voting procedures, may be amended only by the affirmative vote of fifty-one percent (51%) of the votes cast. If a fraction exists in the computation of fifty-one percent (51%) then it will be required to round up to the next whole number for determination of fifty-one percent (51%) vote.

Section 6 Effective Date: Each amendment shall take effect at the close of the Multiple District Convention at which adopted unless otherwise specified in the amendment.