

The International
Association of Lions Clubs

Constitution And By-Laws

INTERNATIONAL

Revised July 18, 2025

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.*

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS



CONSTITUTION AND BY-LAWS

Revised July 18, 2025

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EXECUTIVE OFFICERS
OFFICERS AND DIRECTORS
2025-2026
THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

INTERNATIONAL PRESIDENT
A.P. SINGH
Kolkata, India

IMMEDIATE PAST PRESIDENT
FABRÍCIO OLIVEIRA
Catolé do Rocha, Brazil

INTERNATIONAL FIRST VICE PRESIDENT
MARK S. LYON
Brookfield, Connecticut, USA

INTERNATIONAL SECOND VICE PRESIDENT
DR. MANOJ SHAH
Nairobi, Kenya

INTERNATIONAL THIRD VICE PRESIDENT
TONY BENBOW
Vermont South, Victoria, Australia

DIRECTORS

RAJ KUMAR AGARWAL
Kolkata, India

GUY-BERNARD BRAMI
La Celle-Saint-Cloud, France

DR. KARL BREWI
Vienna, Austria

JOHN “CHRIS” CARLONE
Slidell, Louisiana, USA

LUIS CARO CHONG
Lima, Peru

DEBBIE CANTRELL
Marshfield, Missouri, USA

DATO’ YEOW WAH CHIN
Kuala Lumpur, Malaysia

LORENA HUS
Celje, Slovenia

EA-UP KIM
Gyeonggi-do, Korea

S. MAGESH
Kanchipuram, India

ROBERT “SKI” MARCINKOWSKI
Fairbanks, Alaska, USA

PANKAJ MEHTA
Mumbai, India

BERT NELSON
New York Mills, Minnesota, USA

RAMESH C. PRAJAPATI
Gujarat, India

PRINCESS BRIDGET ADETOPE TYCHUS
Lekki- Lagos, Nigeria

GRAEME WILSON
Invercargill, New Zealand

DAVID WINEMAN
Sebewaing, Michigan, USA

DONG ZHAO
Shenyang, Liaoning, China

NADINE BUSHELL
Santa Cruz, Trinidad

SOON-TAK CHOI
Gyeongsangnam-do, Korea

LIZ CROOKE
Salinas, California, USA

DEBBIE DAWSON
Oshawa, Ontario, Canada

CELINA GUIMARÃES
Fortaleza, Ceará, Brazil

NAZMUL HAQUE
Dhaka, Bangladesh

KUO-YUNG HSU
Taipei, Taiwan, Republic of China

DR. MARK MANSELL
Ocean Park, Washington, USA

DRAZEN MELCIC
Zagreb, Croatia

RYOZO NISHINA
Nagano, Japan

SUBHASH BABU PARVATHANENI
Vijayawada, India

NIELS SCHNECKER
Bucharest, Romania

GARY STEELE
Cleveland, North Carolina, USA

TOMOYUKI TANABU
Aomori, Japan

HROAR THORSEN
Larvik, Norway

MELISSA WASHBURN
Carlsbad, New Mexico, USA

DAVID W. WENTWORTH
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INTERNATIONAL OFFICE
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Oak Brook, Illinois 60523-8842, USA
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INTERNATIONAL CONSTITUTION

ARTICLE I
Name

The name of this association shall be: The International Association of Lions Clubs.

ARTICLE II
Purposes

The purposes of this association shall be:

(a) To organize, charter and supervise service clubs to be known as Lions clubs.

(b) To coordinate the activities and standardize the administration of Lions clubs.

(c) To create and foster a spirit of understanding among the peoples of the world.

(d) To promote the principles of good government and good citizenship.

(e) To take an active interest in the civic, cultural, social and moral welfare of the community.

(f) To unite the clubs in the bonds of friendship, good fellowship and mutual understanding.

(g) 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.

(h) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III
Membership

The membership of this association shall consist of Lions clubs, duly organized and chartered under the provisions hereof.

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
Officers and International Board of Directors

Section 1. **OFFICERS.** The officers of this association shall be the president, immediate past president, first vice president, second vice president, third vice president (who constitute the executive officers), international directors, district governors, administrative officers and such other officers as may be designated by the International Board of Directors.

Section 2. **MEMBERSHIP REQUIREMENT/ DELEGATE STATUS.** Each officer of this association, except administrative officers, shall be an Active Member in good standing of a chartered Lions club. Each such officer, by virtue of his/her office shall be an accredited delegate to each international convention of this association and to his/her district (single or sub- and multiple) convention, but shall not be included in the delegate quota of his/her club for any such convention.

Section 3. **COMPOSITION AND ELECTION OF INTERNATIONAL BOARD BY CONSTITUTIONAL AREAS.** The International Board of Directors shall be composed of the president, immediate past president, the first, second and third vice presidents and directors, which shall be elected as follows:

In each even-numbered year, eighteen (18) directors shall be elected, consisting of five (5) from clubs in the United States of America, its affiliates, Bermuda and the Bahamas; one (1) from clubs in South America, Central America, Mexico and Islands of the Caribbean Sea; three (3) from clubs in Europe; three (3) from clubs in the Orient and Southeast Asia; four (4) from clubs in India, South Asia and the Middle East; one (1) from clubs in Australia, New Zealand, Papua New Guinea, Indonesia and Islands of the South Pacific; and one (1) from clubs in Africa;

In each odd-numbered year, seventeen (17) directors shall be elected, consisting of six (6) from clubs in the United States of America, its affiliates, Bermuda and the Bahamas; one (1) from clubs in Canada; one (1) from clubs in South America, Central America, Mexico and the Islands of the Caribbean Sea; three (3) from clubs in Europe; four (4) from clubs in the Orient and Southeast Asia; and two (2) from clubs in India, South Asia and the Middle East.

Section 4. **ELECTION, TERM OF OFFICE, VACANCIES.**

(a) Executive officers and international directors shall be elected at an annual convention of the association; PROVIDED, however, that if the international convention is unable to be held due to governmental restrictions or other external events beyond the control of the association, alternative procedures for electing executive officers and international directors may be authorized by the International Board of Directors. Elections shall otherwise be conducted according to the requirements of this constitution and by-laws hereinafter.

(b) Administrative officers shall be appointed by and serve at the pleasure of the International Board of Directors.

(c) District governors shall be elected as provided in the by-laws.
(d) Executive officers shall serve a term of one year which term shall begin upon the declaration of his/her election and end on the declaration of the election of his/her successor at the next convention of the association.
(e) District governors shall serve a term of one year which term shall begin with the close of the association's convention held in the year of their election and end at the close of the next convention of the association.
(f) International directors shall serve a term of two years and until their successors are elected and qualified according to the requirements of this constitution and by-laws hereinafter.
(g) No incumbent executive officer, elected or appointed, may stand for election to succeed himself or herself except with the approval of the International Board of Directors.
(h) No international director or district governor may succeed themselves in office.
(i) Except as provided hereinafter, in the event of a vacancy in any office, the International Board of Directors may fill such vacancy for the remainder of the term.
(j) In the event of a vacancy in the office of president arising by death, resignation, disability rendering the president unable to perform the duties of the office, or by any other reason whatsoever, the ranking vice president, shall act as president and shall perform the duties of, and have the same authority as, the president until such time as said vacancy is filled by the International Board of Directors for the remainder of the term.
(k) In the event of a vacancy in the office of any vice president arising by death, resignation, disability rendering the vice president unable to perform the duties of the office, or by any other reason whatsoever, the office shall remain vacant until such time as the vacancy is filled by the International Board of Directors for the remainder of the term. Provided, however, that any appointed vice president shall be required to be elected, in the manner set out in this constitution and by-laws, to all successive offices. Any club member who is currently serving or who has served in the office of international director shall also be an

eligible candidate at the time said appointed vice president stands for election to the next office.

(l) In the event of a vacancy in the office of immediate past international president, the same shall remain vacant until filled by the successor immediate past international president of this association.

(m) In the event of a disaster or accident in which a majority or more of the members of the International Board of Directors shall be fatally injured and/or rendered incapable of performing the duties of their offices, the remaining members of said board, whether or not a quorum exists, shall be empowered to transact the affairs of the International Board of Directors until the next annual election of the association.

(n) In the event of a disaster or accident in which all members of the International Board of Directors shall be fatally injured and/or rendered incapable of performing the duties of their offices, then, and in that event only, the past international president then living who most recently served as president shall within ten (10) days thereafter call a meeting of all past international presidents and past international directors for the purpose of filling all vacant offices for the remainder of the terms. Such meeting shall be held at the international office of this association not less than fifteen (15) nor more than twenty (20) days after the date of the call thereof. Reasonable expenses, in accordance with the association's Rules of Audit, of those attending such meeting shall be paid by this association.

(o) In the event of a contingency arising which has not been provided for above, the International Board of Directors may fill such vacancy for the remainder of the term.

Section 5. **BOARD POWERS.**

(a) The corporate powers of this association, expressed and implied, shall be vested in the International Board of Directors, which shall constitute the executive body of this association.

(b) The International Board of Directors shall:

(1) Have jurisdiction, control and supervision over all officers and committees of said board and this association;

(2) Have general management and control of the business, property and funds of this association; and
(3) Have prepared and approve a budget showing anticipated receipts and expenditures for the ensuing fiscal year. No expenditure may be approved or made which shall require use of any reserves, or reflect an unbalanced budget in any fiscal year, or reflect an expenditure against the income or reserves of any subsequent fiscal year except upon the affirmative roll call vote of two-thirds (2/3) of the entire number of members of the International Board of Directors.

Section 6. **MEETINGS.** Regular and special meetings of the International Board of Directors shall be called and conducted pursuant to the by-laws.

Section 7. **VOTING PRIVILEGES.** Each member of the International Board of Directors shall have one (1) vote on each question requiring action of the board.

Section 8. **COMPENSATION.** All officers, except the administrative officers and those designated by the International Board of Directors, shall serve without compensation; however, they may be reimbursed for expenses reasonably related to and incurred in the discharge of the duties of their offices, in accordance with the Rules of Audit established by the International Board of Directors.

Section 9. **REMOVAL.** Any elected officer of this association may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of members of the International Board of Directors.

ARTICLE VI
International Conventions and Delegates

Section 1. **DATE AND PLACE.** A convention of this association shall be held each year at a time and place to be determined by the International Board of Directors.

Section 2. **DELEGATE ENTITLEMENT.** Each chartered club in good standing shall be entitled, in any convention of this association, to one (1) dele-gate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members 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, PROVIDED, however, that each such club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this Section shall be thirteen (13) or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of such club, or, in the event no such club officer is in attendance at the convention, by the district governor or district governor-elect of the district (single or sub-) of which the club is a member. 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 president of this association shall be entitled to full delegate privileges at each international convention and each convention of his/her district (single, sub- and multiple). The International Board of Directors shall authorize payment, in accordance with the prevailing Rules of Audit, of the reasonable expenses of any past international president in attendance at annual international conventions and his/her district (single or sub- and multiple) conventions.

Each past international director of this association shall be entitled to full delegate privileges at each international convention and each convention of his/her district (single or sub- and multiple). No such past international president or past international director shall be included in the delegate quota of his/her club for any such convention.

Each past district governor and past council chairperson serving as an appointee to a standing committee of the International Board of Directors and a Lion(s) serving on the LCIF Executive Committee shall be entitled to full delegate privileges at the international convention convened during their appointment term. No such past district governor or past council chairperson shall be included in the delegate quota of his/her club for such international convention.

Each council chairperson of this association shall be entitled to full delegate privileges at the international convention convened during his/her term. No such council chairperson shall be included in the delegate quota of his/her club for such international convention.

Section 3. **VOTE OF DELEGATES**. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the convention.

Section 4. **QUORUM.** The certified delegates present in person at any session shall constitute a quorum.

Section 5. **PROXY VOTING.** Proxy voting is strictly prohibited in club, district (single, sub- and multiple) and association affairs.

ARTICLE VII
District Organizations

The territory of chartered Lions clubs shall be divided into districts and administrative units as provided in the by-laws.

ARTICLE VIII
Clubs

Section 1. **CHARTERING CLUBS.** Except as otherwise provided herein, the International Board of Directors shall have full power and authority to organize and charter all clubs, under such rules and regulations as it may prescribe.

Subject to the provisions of this constitution and by-laws and policies established by the International Board of Directors, from time to time, all clubs shall be autonomous.

A Lions club shall be considered chartered when its charter has been officially issued pursuant to the procedures established, from time to time, by the International Board of Directors. The acceptance of charter by a Lions club shall be a ratification of, and agreement on its part to be bound by, the constitution and by-laws of this association and a submission by said Lions club to have its relationship with this association interpreted and governed by this constitution and

by-laws according to the laws in effect, from time to time, in the state of incorporation of the association.

Section 2. **ELIGIBILITY FOR CLUB MEMBERSHIP.** Only persons of legal majority and of good moral character and good reputation in his/her community may be granted membership in any duly authorized Lions club. Membership shall be by invitation only.

ARTICLE IX
Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended only at an international convention by amendment reported by the committee on constitution and by-laws at such annual meeting and adopted by the affirmative vote of two-thirds (2/3) of the certified delegates voting at such meeting. No amendment shall be reported to a convention for vote unless it shall first secure approval in one of the following two methods:

(a) have been approved by the International Board of Directors; or

(b) have been approved by resolutions of conventions of single and/or multiple districts representing no less than fifty-one percent (51%) of the total number of members of clubs in the association as of July 1 of the fiscal year in which the amendment is submitted to the International Board of Directors for ballot placement.

Section 2. **NOTICE.** Any proposed amendment must be published in THE LION Magazine, or other official publication of the association, at least thirty (30) days prior to the convention at which it is to be voted upon.

BY-LAWS

ARTICLE I
Name and Emblem

The name, goodwill, emblem and other insignia of this association and Lions clubs chartered thereunder may not be used, published or distributed by any Lions club, Lions club member or any Lions district or by any entity (legal or nat-

ural, in corporate or any other form) organized and/or controlled by any Lions club, Lions club member or members or any Lions district, for any purpose except those expressly authorized by the provisions of the constitution or by policies of the International Board of Directors; and no other individual or entity (legal or natural, in corporate or any other form) may use the name, goodwill, emblem and other insignia of the association and Lions clubs chartered thereunder without such written consent and license as shall be required by the International Board of Directors.

ARTICLE II
International Board Elections

Section 1. **INTERNATIONAL CONVENTION ELECTIONS.** The president, first vice president, second vice president, third vice president and all directors of the association shall be elected at the annual international convention by secret ballot. No member of a club in the district (single, sub- and multiple) in which such convention is held may be elected to any office at such convention except that of president, first vice president and second vice president.

Section 2. **CANDIDACY REQUIREMENTS FOR THIRD VICE PRESIDENT.**

(a) A candidate for the office of international third vice president shall:
   (1) Be an Active Member in good standing of a Lions club in good standing;
   (2) Have completed or be completing his/her term, by election or appointment, as international director;
   (3) Secure certification of endorsement by his/her district (single, sub- and multiple) as provided in these by laws or constitution. Such action shall be tantamount to certification of endorsement for all higher offices in the association if said candidate is elected third vice president.

(b) Except in the case of a vacancy in an office which shall be filled under the provisions of these by-laws or constitution, only a club member who has served in the office of third vice president may be elected for the office of second vice

president, only a club member who has served in the office of second vice president may be elected to the office of first vice president and only a club member who has served in the offices of second and first vice president may be elected to the office of president of the association. In the event of a vacancy in the office of president or any vice president which shall be filled under the provisions of these by-laws or constitution, a club member who is currently serving or who has served in the office of international director may be appointed to fill such vacancy.

Section 3. **CANDIDACY REQUIREMENTS FOR INTERNATIONAL DIRECTOR.** A candidate for the office of international director shall:

(a) Be an Active Member in good standing of a Lions club in good standing.

(b) (1) Have completed or be completing a full term or major portion thereof as district governor of a full district of this association; or

(2) Have completed a full term or majority thereof as district governor or provisional district governor of a provisional district which (1) attained in said term or later twenty (20) clubs in good standing or full district status or (2) has been a provisional district for no less than ten (10) years.

(c) Secure the certification of endorsement by his/her district (single, sub- and multiple) in accordance with these by-laws or constitution.

Section 4. **ENDORSEMENT AND CERTIFICATION OF ENDORSEMENT REQUIREMENTS FOR CANDIDATES.**

(a) Except with respect to candidacy for offices to be filled under the provisions of these bylaws or constitution where vacancies exist, as to which neither any endorsement nor certification of endorsement shall be required, certification of endorsement of candidacy for all international offices other than the office of district governor

shall be made by the chairperson and secretary of the respective single district cabinet, or subdistrict cabinet and council of governors, as the case may be, on forms provided by the international office. The certification of endorsement document shall arrive at the international office no less than sixty (60) days, in the case of international director candidates, and no less than ninety (90) days, in the case of third vice president candidates, before the convening date of the international convention at which the endorsed candidate is to be voted upon. Certification of endorsement may be made by fax or e-mail, provided the same is confirmed by the required certification of endorsement document mailed within three (3) days after the fax or e-mail is sent. No endorsement shall be valid until certification of such endorsement is made and received at the international office. Any endorsement shall be valid only for the three (3) succeeding international conventions following said endorsement where the member is otherwise eligible under these by-laws or constitution to be elected. During the term of validity of endorsement, (i) no rescission shall occur, (ii) no other endorsement is valid, and (iii) in the event of death, ineligibility, withdrawal of the candidate, the original resolution of endorsement is null and void.No further certification of endorsement shall be required during the valid term of the endorsement. All endorsements, whether original or otherwise, must be made according to the procedures, if any, set forth in respective single or multiple district constitution and by-laws concerning the time and manner of announcing intention to run for an international office. Any candidate seeking an endorsement at a multiple district convention must first have secured the endorsement of his/her sub-district.

(b) Certification of endorsement must specify the single office sought and no candidate may seek election for any office other than the office covered by his/her certification of endorsement. No district (single, sub- and multiple) shall have more than one (1) endorsement pending for more than

one (1) office of the International Board of Directors.

(c) Endorsements for international diretor shall be valid for three (3) succeeding conventions provided that the candidate is otherwise eligible to be elected. If not elected during the initial endorsement, the candidate must wait three (3) years before such candidate is eligible to seek endorsement again. Endorsements for international third vice president shall be valid for three (3) succeeding conventions provided that the candidate is otherwise eligible to be elected for a maximum of two (2) succeeding endorsements. If not elected during the successive endorsement periods, then such candidate must wait three (3) years before the candidate is eligible to seek endorsement again.

Section 5. **REPRESENTATION.**

(a) A director may be elected from a district (single, sub- and multiple) which has clubs in the United States of America and Canada, in which event the director so elected shall be considered one of the directors elected from clubs in the United States or the one director elected from clubs in Canada, depending upon the choice made by him/her, which choice shall be declared in writing to the international office not later than the time he/she submits his/her certification of endorsement documents in accordance with the requirements of these by-laws or constitution which requires certification of endorsement documents to arrive at the international office no less than sixty (60) days prior to the convening of the international convention at which the endorsed candidate is to be voted upon and shall be printed on the convention ballot beside his/her name.

(b) No two (2) or more members of clubs in the same single or multiple district may serve, simultaneously, as International Directors. In case any director shall move into any such district other than the one from which he/she was elected, his/her term of office shall terminate at the close of the next annual convention, and his/her successor shall be elected at such convention.

(c) A president, or vice president may be elected and serve, simultaneously, from the same area, as established in the constitution, but not from the same single or multiple district.

Section 6. **INTERNATIONAL NOMINATING COMMITTEE.** At each annual convention or within one hundred eighty (180) days prior thereto, the president shall appoint a Nominating Committee of nine (9) delegates, none of whom shall be officers of this association, and no two (2) of whom shall be members of clubs in the same single or multiple district; and shall fix the hours and day(s) of the convention during which the election shall take place. Said Nominating Committee shall:

(a) Receive, in writing, the names of all candidates whose proper certification of endorsement has been submitted to and approved as to form by the general counsel of this association and pass upon any objections thereto;
(b) Determine the order and printing of names on the ballot; and
(c) Place in nomination at a convention session the names of all qualified candidates for offices to be filled.

The election shall be by secret printed ballot or such other method of secret balloting as may be determined by the International Board of Directors, and a plurality vote shall be necessary to elect. In case of a tie vote for any office, the incumbent International Board of Directors shall elect the one to serve from the tying candidates.

At international conventions, delegates and alternate delegates may be certified, and all persons whether delegates, alternate delegates or others may be permitted to attend or participate in any session or proceeding, only after registering and paying such registration fee as may be fixed by the International Board of Directors.

ARTICLE III
Duties of Officers

Section 1. **PRESIDENT.** The president shall preside at all conventions of this association and at all meetings of the International Board of Directors. He/she shall supervise the work and activ-

ities of the association, and perform such other duties as usually pertain to that office.

Section 2. **VICE PRESIDENT.** If for any reason the president is unable to perform his/her duties, the ranking vice president shall perform the duties of, and have the same authority as, the president.

Section 3. **ADMINISTRATIVE OFFICERS**. The duties of the administrative officers as may be designated by the International Board of Directors, shall be those assigned to the respective officers by proper resolution of said International Board of Directors.

ARTICLE IV
Committees of the International Board of Directors

Section 1. **STANDING COMMITTEES.** The President shall appoint, with the approval of the International Board of Directors, the following standing committees of no fewer than three members and in the case of the Long Range Planning Committee not more than eight members each of which shall report to said board at its regular meetings:

(a) Audit;
(b) Constitution and By-Laws;
(c) Convention;
(d) District and Club Service;
(e) Finance and Headquarters Operation;
(f) Leadership Development;
(g) Long Range Planning;
(h) Membership Development;
(i) Marketing
(j) Service Activities;
(k) Technology; and
(l) Such other committees as may be necessary for the transaction of the business of the association.

Section 2. **CREDENTIALS, RULES OF PROCEDURE, RESOLUTIONS AND ELECTIONS.** At each annual convention or within one hundred eighty (180) days prior thereto, the president shall appoint committees of five (5) or more members on Credentials, Resolutions and Elections to serve at said convention. The president shall appoint, no less than sixty (60) days prior to said conven-

tion, a committee of five (5) or more members on Rules of Procedure to serve at said convention.

Section 3. **SPECIAL OR AD HOC COMMITTEES.** From time to time, the president may appoint, with the approval of the International Board of Directors or the Executive Committee, such special committees as may be necessary in his/her judgment or in the judgment of the International Board of Directors. However, no expense of said special committees shall be paid unless authorized by the International Board of Directors or the Executive Committee.

Section 4. **CHAIRPERSON, VACANCIES.** The president shall designate the chairperson of each committee appointed by him/her, and shall have power to fill all vacancies in any committee appointed by him/her, subject to approval of the International Board of Directors or the Executive Committee.

Section 5. **APPOINTMENTS LIMITATION.** In exercising any power of appointment granted in these by-laws or constitution with respect to membership on any committee, the president may include past international officers of the association among such appointees, but in no event shall the total of such past international officer committee member appointments exceed six (6) in number in any one fiscal year. However, this appointment limitation shall not apply to the immediate past international president nor to appointments made under these by-laws or constitution. All such appointments of past international officers shall be for terms of one (1) year only, but successor presidents may reappoint any past international officer, subject to such total number limitation, to serve on any committee. At least one (1) of such appointees shall be from clubs in constitutional areas different from that constitutional area in which the club of the international president is a member is located.

ARTICLE V
International Board of Directors Meetings

Section 1. **REGULAR MEETINGS.** A regular meeting of the International Board of Directors

shall be held immediately after the adjournment of the annual international convention at the site thereof. Additionally, a regular meeting shall be held in the month of October or November and the month of March or April at a time and place as called by the president. A final regular meeting shall be held at the site of the international convention, but shall adjourn prior to the convening of said convention.

Section 2. **SPECIAL MEETINGS.** Special meetings of the International Board of Directors may be called by the president at such time and place as he/she shall determine; and shall be called by the president upon the written (including letters, electronic mail, facsimile transmission, or cable) request of five (5) directors at such time and place as he/she shall determine, provided that such meeting shall be called within ten (10) days, and shall be held within twenty (20) days, after the day of receipt of the last of such requests. Written notice of special meetings, setting forth the time, place and purpose thereof, shall be given to each member of said board by the international office, except when called at an international convention.

Section 3. **BUSINESS TRANSACTED BY MAIL.** The International Board of Directors 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 three-fourths (3/4) of the entire number of the members of said board. Such action may be initiated by the president or any five (5) members of said board, but votes thereon, to be valid, must be received by the international office within thirty (30) days after the original mailing thereof, which mailing shall be by an expeditious method.

Section 4. **QUORUM.** Except as otherwise provided in these by-laws or constitution, a majority of the International Board of Directors shall constitute a quorum at any meeting thereof.

Section 5. **EXECUTIVE COMMITTEE.** The international president, immediate past international president, the international vice-presidents and one (1) other member of the International Board of Directors, who shall be appointed by the president, by and with the approval of said board, shall be the Executive Committee of said board, which committee may act for and on behalf of said

board only when the members of the board are not together in one location or assembled in session. No board action shall be altered, amended or rescinded by the Executive Committee.

The presence of four (4) members of said committee shall constitute a quorum at any meeting thereof. The act of a majority of such members shall be the act of the committee. Said committee may transact business by telephone conference call, provided four (4) members participate therein and the vote of a majority of the members participating shall be considered the act of the committee. PROVIDED, however, in filling vacancies in the office of district governor, the committee may transact business by mail, as defined above for transaction of business by the international board of directors, provided four (4) members participate therein and the vote of a majority of the members participating shall be considered the act of the committee.

ARTICLE VI
Annual International Convention

Section 1. **INTERNATIONAL BOARD AUTHORITY OVER CONVENTION.** All phases of the international convention shall be under the jurisdiction, control and supervision of the International Board of Directors except as otherwise provided herein.

Section 2. **OFFICIAL CALL.** The president or his/her designee shall issue an official printed call for the international convention not less than five (5) nor more than sixty (60) days prior to the date fixed for holding the same, stating the place, day and hour thereof, and said date shall also be published in the official magazines of this association.

Section 3. **OFFICERS OF CONVENTION.** The president, first, second and third vice presidents, secretary and treasurer of this association shall be the officers of the international convention. The president may appoint, with the approval of the International Board of Directors, such other officers of the international convention as may be necessary.

Section 4. **DISTRICT GOVERNOR – EXPENSES OF ATTENDING CONFERENCE.** In accordance with the Rules of Audit, the International Board of

Directors may authorize the payment of reasonable expenses of such of the district governors (elected or appointed), as it deems proper, for the purpose of attending their school of instruction.

ARTICLE VII
International Accounts

Section 1. **AUDIT OF ACCOUNTS.**

(a) The International Board of Directors shall provide for an annual audit of the books and accounts of the association by certified public accountants.

(b) The International Board of Directors shall have prepared, annually, a condensed financial statement, which shall be made available to any Lions club upon request.

(c) The fiscal year of this association shall be July 1 through June 30.

Section 2. **BLOCKED FUNDS.** Notwithstanding anything to the contrary in the constitution and the by-laws, the International Board of Directors shall have the power, in the event any association funds in any country or geographical area shall be restricted from free transfer into currencies selected by said board for a continuous period of twelve (12) months or longer, to suspend on an affirmative roll call vote of two-thirds (2/3) of the entire number of members of said board, all or such portion as it deems proper of the rights and privileges granted, expressly or by implication, in the constitution and the by-laws to members of Lions clubs, to Lions clubs and to districts in said country or geographical area for so long as transfer of association funds shall be so restricted in said country or geographical area or until said rights and privileges are reinstated by similar board action as set forth above.

ARTICLE VIII
District Organization

Section 1. **JURISDICTION FOR FORMING DISTRICTS.** Geographic regions shall be divided into districts (single, sub- and multiple) and administrative units as provided for by the International Board of Directors.

Section 2. **MINIMUM DISTRICT REQUIREMENTS.** On formation, a district shall consist of thirty-five (35) clubs in good standing and a total membership of at least one thousand two hundred and fifty (1,250) Lions clubs members in good standing unless otherwise approved by a 2/3 vote of the International Board of Directors.

Section 3. **REDISTRICTING**. Any single district which desires to be a multiple district or any multiple district which desires to add one or more sub-districts thereto or otherwise change one or more existing sub-districts shall submit to the International Board of Directors a redistricting proposal approved by a majority vote of the convention of the respective single or sub-districts that have 35 clubs and 1,250 members and the multiple district. Any multiple district which desires to consolidate one or more sub-districts shall submit to the International Board of Directors a redistricting proposal approved by a majority of the convention of the affected districts with 1,000 or more members, or districts under 1,000 members with an average net growth of 1% over the previous two years, and the multiple district.

Redistricting proposals shall be considered by the International Board of Directors provided that each proposed sub-district shall contain at least thirty-five (35) Lions clubs with a total membership of no less than one thousand two hundred fifty (1,250) members in good standing unless a proposal reduces the number of sub-districts within the multiple district. In considering approval of any redistricting proposal, the International Board of Directors may give weight to any factors it deems proper and may require such additional number of clubs and/or members per sub-district as it deems proper.

In the event the International Board of Directors approves such redistricting proposal, it shall become effective at the close of the annual international convention which next follows the date of such board approval; PROVIDED, however, that delegates from clubs which will comprise the respective new sub-districts shall elect a district governor and may adopt a constitution and by-laws at a meeting held in conjunction with the convention, held after said board approval and prior to said international convention, of the district (single, sub- and multiple) being redis-

tricted. If an existing sub-district is substantially realigned, the delegates of the clubs which comprise said sub-district may elect a district governor at a meeting of the registered delegates of the sub-district in attendance at the annual convention of the multiple district.

Section 4. **COUNCIL OF GOVERNORS.** The governors of districts, except as herein provided, shall in each multiple district, constitute a council of governors. The council of governors shall also include one current or past district governor who shall serve as council chairperson and, at the option of the multiple district constitution and by-laws, may include one or more immediate past district governors provided that the total number of past district governors, including the council chairperson, shall not exceed one-half (1/2) the number of district 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. A council of governors may also include past and present international presidents, international vice-presidents, and past and present international directors of the association as advisory, but non-voting members. The council chairperson, selected or elected as provided in the respective multiple district constitution and by-laws, 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.

Section 5. **MULTIPLE DISTRICT COUNCIL OF GOVERNORS POWERS.** Subject to the provisions of the Constitution and the By-Laws, and the Board Policy of the International Board of Directors, each council of governors shall supervise the administration of all multiple district affairs, and may choose such officers, hold such meetings, administer such funds, authorize such expenditures and exercise such other administrative powers as are provided in its respective multiple district constitution.

Section 6. **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.

Section 7. **DISTRICT CABINET.** Each single and sub-district shall have a district governor's cabinet composed of the district governor, as chairperson, the first and second vice district governors, none of whom shall be from the same club, the immediate past district governor, and the following who shall be elected or appointed under procedures provided in the respective single, provisional or multiple district constitution: the region chairperson, the zone chairperson, secretary and treasurer or secretary-treasurer and such other club members as may be provided for in the respective district (single, sub- and multiple) constitution and by-laws. PROVIDED, however, each respective district governor shall have the authority to determine whether the position of region chairperson will be utilized during his/ her term. If not so utilized, the position of region chairperson shall remain vacant during said district governor's term. The respective district (single, sub and multiple) shall provide in its district constitution and by-laws for the elected offices of the first and second vice district governors, duties of said offices to be established by the International Board of Directors. A club member shall be elected or appointed as a region chairperson or zone chairperson only over the region or zone in which his/ her club is located.

Section 8. **CABINET MEETINGS**. Meetings of the district cabinets shall be held under such rules as the respective constitution shall provide. In all such meetings, the voting privilege shall extend to the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons, if the position is utilized during the district governor's term, the zone chairpersons, the cabinet secretary and cabinet treasurer (or secretary-treasurer) and may be extended to such of the other members of the respective district cabinet as the respective district (single, sub- and multiple) constitution and by-laws shall designate.

ARTICLE IX
District Conventions and Elections

Section 1. **DISTRICT (SINGLE, SUB- AND MULTIPLE) CONVENTIONS.** A convention shall be held, annually by each single and sub-district which shall conclude no less than thirty (30) days prior to the convening date of the annual international convention. Each multiple district shall hold an annual convention which shall conclude no less than fifteen (15) days prior to the convening date of the international convention. Each single and sub-district shall elect a district governor as provided in these bylaws or constitution. A meeting of the delegation of a sub-district at a multiple district convention may be considered as a convention of such sub-district, if it meets the other requirements of this section. The time and place of all such conventions shall be determined by the provisions of the respective single, sub- and multiple district constitutions as applicable.

Section 2. **AUTHORITY OF DISTRICT CONVENTIONS.** District conventions (single, sub- and multiple) may take appropriate actions on all matters, consistent with the constitution and by-laws of this association, and single and multiple district conventions may adopt resolutions recommending action by the association.

Section 3. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in the association and its district (single, sub- and multiple) shall be entitled in each annual convention of its district (single, sub- and multiple) 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 of the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that each such club shall be entitled to at least one (1) delegate and one (1) alternate; and FURTHER PROVIDED, that each district (single, sub- and multiple) may, by express provision in its respective constitution and by-laws, grant full delegate status to each past district governor who is a member of a club in such district independent of the club delegate quotas hereinabove specified. Each certified delegate present in person shall be entitled to cast

one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this Section shall be five (5) or more members. Any club which is newly chartered, and any other chartered club which takes in new members prior to the convening of any such convention, shall have its delegate quota determined on the basis of members who have been enrolled in the club for at least one year and a day as shown on such record date in the records of the international office. Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.

Section 4. **CANDIDACY REQUIREMENTS FOR DISTRICT GOVERNOR.** A candidate for the office of district governor shall:

(a) Be an active member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
(b) Secure the endorsement of his/her club or a majority of the clubs in his/her single or sub-district.
(c) Currently be serving as the first vice district governor within the district from which he/she is to be elected.
(d) Only in the event the current first vice district governor does not stand for election as district governor, or if a vacancy in the position of first vice district governor exists at the time of the district convention, any club member who fulfills the qualifications for the office of second vice district governor as set forth in these by-laws or constitution and who is currently serving or who has served one (1) additional year as a member of the district cabinet, shall fulfill the requirements of subsection (c) of this section.

Section 5. **DISTRICT PROCEDURAL REQUIREMENTS**. Except for procedures which concern the time and manner of announcing intention to run for any international offices and the vote required for candidacy endorsement, which may be determined by the respective single or mul-

tiple district constitution and by-laws, no qualifications in addition to those set forth in the constitution may be required of any candidate for any international office. Such procedures may not contain requirements which cannot be fully met in each association year.

Section 6. **DISTRICT GOVERNOR/FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTIONS**

(a) **DISTRICT GOVERNOR.** The district governor election shall be conducted by a secret written ballot, with the district governor candidate required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions.

Otherwise, the election for the office of district governor shall be conducted in accordance with the provisions of the respective district (single, sub- and multiple) constitution and by-laws. The results of each district governor election shall be reported to the international office by the respective current district governor and/or the international staff representative. The results so reported shall be presented to the International Board of Directors. All district governor election results shall be adopted by the International Board of Directors and thereby become effective, except in the case of an election protest filed in accordance with the procedure of the International Board of Directors as set out in the Board Policy Manual or legal action resulting therefrom, in which event the appointment or election of such district governor shall be subject to action by the International Board of Directors.

If any such district shall fail to so elect a qualified district governor or if the district governor-elect of any such district shall die or refuse or be found by the International Board of Directors to be unable by reason of illness or other disability to take such office prior to the day his/her term would otherwise begin, or if a

vacancy will exist as a result of a district governor election protest or legal action, then in any such event such district may have a district governor appointed by the International Board of Directors in the time and manner and for the term set forth in these by-laws or constitution.

(b) **FIRST VICE DISTRICT GOVERNOR.** The first vice district governor election shall be conducted by a secret written ballot, with the first vice district governor candidate required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. The first vice district governor shall serve a term of office of one year, which term shall begin with the close of the association's convention held in the year of their election and end at the close of the next convention of the association, and no first vice district governor may succeed himself or herself in office. Otherwise, an election for the office of the first vice district governor shall be conducted in accordance with the provisions of the respective district (single, sub- and multiple) constitution and by-laws. The result of each first vice district governor election shall be reported to the international office by the respective current district governor and/or international staff representative.

A candidate for the office of first vice district governor shall:

(1) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
(2) Secure the endorsement of his/her club or a majority of the clubs in his/her single or sub-district.
(3) Currently be serving as the second vice district governor within the district from which he/she is to be elected.

(4) Only in the event the current second vice district governor does not stand for election as first vice district governor, or if a vacancy in the position of second vice district governor exists at the time of the district convention, any club member who fulfills the qualifications for the office of second vice district governor as set forth in these by-laws or constitution shall fulfill the requirements of subsection (3) of this section.

(c) **SECOND VICE DISTRICT GOVERNOR.** The second vice district governor election shall be conducted by a secret written ballot, with the second vice district governor candidate required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. The second vice district governor shall serve a term of office of one year, which term shall begin with the close of the association's convention held in the year of their election and end at the close of the next convention of the association, and no second vice district governor may succeed himself or herself in office. Otherwise, an election for the office of the second vice district governor shall be conducted in accordance with the provisions of the respective district (single, sub- and multiple) constitution and by-laws. The result of each second vice district governor election shall be reported to the international office by the respective current district governor and/or international staff representative.

A candidate for the office of second vice district governor shall:

(1) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.

(2) Secure the endorsement of his/her club or a majority of the clubs in his/her single or sub-district.
(3) Have served or will have served at the time he/she takes office as second vice district governor:
    (a) As president of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years; and
    (b) As zone chairperson, region chairperson, district global extension team coordinator, district global leadership team coordinator, district global membership team coordinator, district global service team coordinator, LCIF district coordinator, or cabinet secretary and/or treasurer for a full term or major portion thereof.
    (c) With none of the above being accomplished concurrently.
(4) Has not completed a full term or major portion thereof as district governor.

(d) **DISTRICT GOVERNOR/FIRST OR SECOND VICE DISTRICT GOVERNOR VACANCY**. In the event a vacancy occurs in the office of district governor under these by-laws or the constitution, the first vice district governor shall act as district governor and shall perform the duties of, and have the same authority as, the district governor until such time as said vacancy is filled by the International Board of Directors for the remainder of the term as provided for in subsection (e) of this section. In the event a vacancy occurs in the office of first or second vice district governor, said vacancy shall be filled in accordance with the district (single, sub- and multiple) constitution and by-laws.

(e) **DISTRICT GOVERNOR VACANCY FILLING PROCEDURE.** The International Board of Directors may make such appointment prior to the time when the term of an elected district governor commences under the constitution and if so

made, such appointees shall be treated as if elected to said office, subject to regular expense audit rules. In making such appointments – and in filling any vacancy in the office of district governor under these by-laws or constitution – the International Board of Directors shall not be bound by but shall consider any recommendation resolved at a meeting to which the district governor, immediate past district governor, first and second vice district governors, and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in good standing in the district have received invitations to attend. Said meeting is to be held within fifteen (15) days of notification by the International Board of Directors. It shall be the duty of the immediate past district governor or, if he/she is not available, the most recent past district governor who is available, to send out invitations fifteen (15) days in advance of the meeting to attend said meeting; it shall also be his/her responsibility to preside as chairperson of said meeting. It is the duty of the chairperson to convey the results to the International Board of Directors within seven (7) days, together with evidence of invitations sent and attendance at said meeting. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice as the nominee for the appointment to the office of district governor.

(f) **DISTRICT GOVERNOR ELECTION – NEW DISTRICT.** On initial formation of a district, it shall be entitled to elect a district governor at its first convention after attaining the required minimum number of clubs and club members in good standing, but candidacy qualifications for district governor set forth in these by-laws shall not apply until such district has been established for a period of three (3) years or more, and service as

a member of the cabinet of such district prior to becoming a district may constitute a part of such qualifications.

Section 7. **BREAKING A TIE VOTE.** In any election held for the office of district governor, first vice district governor or second vice district governor, a tie vote, if not otherwise provided for in the respective district constitution and by-laws, shall be resolved in the manner contained in the Standard Form District Constitution and By-Laws.

Section 8. **DISTRICT CONVENTION REPORTS.** Within sixty (60) days after the close of each single, sub- and multiple district convention, the secretary thereof shall transmit one copy of the minutes thereof to the international office, and one copy to each district governor. Upon written request from any club in the respective district a copy shall be furnished to said club. Within sixty (60) days after the close of a fiscal year, the respective district cabinet secretary-treasurer or council of governors secretary, as the case may be, then in office, shall provide one copy of a categorized statement of the receipts and disbursements of the district (single, sub- and multiple) for said fiscal year to each of the international office, district governor(s) and the club secretaries in the respective district (single, sub- and multiple).

ARTICLE X
Duties of District Officers

Section 1. **MULTIPLE DISTRICT COUNCIL CHAIRPERSON.** The multiple district council chairperson shall be the administrative facilitator of the multiple district. All actions are subject to the authority, direction and supervision of the multiple district council of governors.
In cooperation with the council of governors, the council chairperson shall:

(a) Further the Purposes of this association;
(b) Assist in communicating information regarding international and multiple district policies, programs and events;
(c) Document and make available the goals and long range plans for the multiple district as established by the council of governors;

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

Section 2. **DISTRICT OFFICERS.** Each of the following shall be officers in the district:

(a) District Governor. As an international officer of this association, and under the general supervision of the International Board of Directors, they shall represent the association in their district. In addition, they shall be the chief administrative officer in their district and shall have direct supervision over the district cabinet. Their specific responsibilities shall be to:
  (1) Further the purposes of this association resulting in membership growth in the district.
  (2) Oversee the Global Action Team at the district level and inspire other district officers to actively support membership growth and new club organization.
  (3) Oversee current district action plan focused on and working towards the successful achievement of district goals to:
    a. Charter new clubs.
    b. Achieve net membership growth.
    c. Ensure effective club operations.
    d. Provide leadership develoment and skills training at the club and district levels.

e. Encourage clubs to conduct and report meaningful humanitarian service.

f. Support and promote Lions Clubs International Foundation and encourage club and member contributions to Lions Clubs International Foundation.

(4) Oversee the administrative operations of the district as provided in the Standard District Bylaws.

(5) Guide clubs to operate in accordance with International Constitution and By-Laws, support activities that improve member retention and remain in good standing with the association.

(6) Preside, when present, over the district convention, and cabinet and other district meetings.

(7) Perform such other functions as required by the International Board of Directors.

(b) **First Vice District Governor.** The first vice district governor, subject to the supervision and direction of the district governor, shall be chief administrative assistant to the district governor. Their specific responsibilities shall be to:

(1) Further the purposes of this association resulting in membership growth in the district.

(2) Actively work toward the success of the current district action plan.

(3) With the district governor and second vice district governor, review strengths and weaknesses of the district; refine and further develop a draft of the ongoing district plan focused on and working towards the successful achievement of district goals.

(4) Identify and prepare a highly effective team for the subsequent year to develop and implement action plans to achieve district goals.

(5) Work closely with the club leadership to identify future district leaders.

(6) Perform such duties and other directives as may be assigned by the

district governor or the policies established by the International Board of Directors.

(7) At the request of the district governor, supervise appropriate district committees.

(8) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor.

(9) Participate in council of governors' meetings as appropriate.

(10) Participate in the preparation of the district budget.

(c) **Second Vice District Governor.** The second vice district governor is subject to the supervision and direction of the district governor. Their specific responsibilities shall be to:

(1) Further the purposes of this association resulting in membership growth in the district.

(2) Actively work towards the success of the current district action plan.

(3) Serve as the district liaison to region and zone chairpersons, at the direction of the district governor, working towards successful region and zone operations in support of club health.

(4) Become familiar with resources to support club development.

(5) Prepare for the role of district governor.

(6) Perform such duties and other directives as assigned by the district governor or the policies established by the International Board of Directors.

(7) At the request of the district governor, supervise appropriate district committees.

(8) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor and the first vice district governor.

(9) Participate in the preparation of the district budget.

(d) **Region Chairperson.** The region chairperson, if the position is utilized during the district governor's term, is subject to the supervision and direction of the district gov-

ernor and shall be the chief administrative officer in their region. Their specific responsibilities shall be to:

(1) Further the purposes of this association resulting in membership growth in the district.
(2) Actively work towards the success of the current district action plan and encourage club and zone participation.
(3) Supervise the activities of the zone chairpersons in their region and such district committee chairperson(s) as may be assigned by the district governor.
(4) Support club health by identifying club strengths and weaknesses and encouraging growth, leadership excellence and meaningful service.
(5) Become familiar with district operation and enhance leadership skills as needed for advancement.
(6) Perform such duties and directives as may be required by the district officers or policies established by the International Board of Directors.

(e) **Zone Chairperson.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in their zone. Their specific responsibilities shall be to:

(1) Further the purposes of this association resulting in membership growth in the district.
(2) Actively work towards the success of the current district action plan and encourage club participation.
(3) Serve as chairperson of the district governor's advisory committee in their zone and as such chairperson to call regular meetings of said committee.
(4) Ensure club health by identifying club strengths and weaknesses and encouraging growth, leadership excellence and meaningful service.
(5) Become familiar with district operations and enhance leadership skills as needed for advancement.

(6) Perform such other functions and acts as may be required by the International Board of Directors through the district officer's manual and other directives.

(f) **Cabinet Secretary and Cabinet Treasurer** (or Secretary-Treasurer). The cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer shall act under the supervision of the district governor. The specific responsibilities of each shall be to:
(1) Further the Purposes of this association.
(2) Perform such other functions and acts as may be required by the International Board of Directors through a cabinet secretary-treasurer's manual and other directives.

(g) **Other District Cabinet Members.** Subject to the supervision of the district governor, they shall perform such functions and acts as may be required by the International Board of Directors or by provisions of the respective single, sub- and multiple district constitution or by-laws which are consistent with the constitution and by-laws and policies of the International Board of Directors.

ARTICLE XI
Club Membership

Section 1. **CLUB ORGANIZATION**. Lions clubs may be organized and chartered in any defined geographic area, including those in which an established club, or clubs, may exist, with the consent of the district governor and/or the approval of the International Board of Directors. The area within which a club or clubs are to be chartered shall be defined and subject to change as above provided.

Section 2. **CLUB NAME.** Each club shall be known by the name of the defined geographic area in which it is located. In any such geographic area having more than one club, each club shall add a distinguishing designation to such name.

Section 3. **APPLICATION PROCEDURE.** Application for a Lions club charter may be made to this association by any group, club or assembly in a manner designated by the International Board of Directors in its Board Policy.

Section 4. **OBLIGATIONS OF A CLUB.** Each club, to remain in good standing, shall:

(a) Collect from each member, except as otherwise provided herein, minimum annual dues to cover international and district (single, sub- and multiple) dues and such other expenses as are necessary for club administration.

(b) Submit such regular reports to the association's office as may be called for by the International Board of Directors.

(c) Abide by the constitution, by-laws, and the policy of the International Board of Directors.

(d) Attempt to resolve all disputes arising at the club level according to the Club Dispute Resolution Procedure set out, from time to time, in the policy of the International Board of Directors.

Section 5. **STATUS QUO/CANCELLATION OF CHARTER.** Any chartered club which shall fail to meet any obligation to this association may, in the discretion of the International Board of Directors and in consultation with the district governors, be placed in status quo, or have its charter cancelled. Any club placed in status quo shall forfeit all rights and privileges pending final determination of its status by said board.

Section 6. **CLUB RESIGNATION.** Any chartered club may resign from this association and said resignation shall become effective upon acceptance thereof by the International Board of Directors. The International Board of Directors may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been properly disposed of, the club charter has been returned, and all right to the use of the name ''LIONS,'' the emblem and other insignia of this association has been surrendered.

Section 7. **CATEGORIES.** Each individual member of a Lions club, on approval of the club's board of directors, shall be classified in one of the

following categories: Active, Affiliate, Associate, Discounted, Honorary, Life, Member-at-large, or Privileged. Such categories shall have the rights, privileges and obligations as set forth in accordance with the policies of the International Board of Directors. All categories of members shall be required to pay such dues (except honorary, where the club pays the dues) as are determined by the Lions club, and engage in conduct reflecting a favorable image of the Lions club in their community. In the case of a Life Member, a one-time fee of US$650 shall be paid to the association, in lieu of future international dues, and such status shall be approved in accordance with the policy of the International Board of Directors. All past international presidents are accorded the status of Life Member upon the completion of their term in office without any fee or approval required.

Section 8. **DUAL CLUB MEMBERSHIP.** No person shall simultaneously hold membership, other than Honorary or Associate, in more than one Lions club.

ARTICLE XII
Fees and Dues

Section 1. **MEMBER REPORTS.** In the manner and within the time prescribed by the International Board of Directors each club shall report to the international office of this association, the names of all new members elected, and shall remit therewith such entrance fee for each new member as shall be determined by the International Board of Directors.

Section 2. **MEMBERSHIP DUES.**

(a) Semi-annual membership dues of twenty-five dollars (US$25.00) denominated in U.S. dollars shall be levied on each club member based upon the membership of each club as shown by its membership report of June and December and shall be paid by each club to the international office as shall be determined by the International Board of Directors, except as provided in subsections (b) and (c) herein.

(b) For family membership programs as adopted by the International Board of Directors, the following dues shall apply:
    (1) The first family member shall pay semi-annual membership dues as provided in sub-section (a) above.
    (2) Subsequent qualifying family members, not to exceed four additional qualifying members per household, shall pay semi-annual membership dues equal to one-half (1/2) of the total amount paid by the first family member as described in subsection (b) (1) above.

(c) For student membership programs as adopted by the International Board of Directors, eligible student members shall pay semi-annual membership dues equal to one-half (1/2) of the total amount of dues as provided in sub-section (a) above.

(d) An annual fee shall be paid by each Lions club for each Leo club sponsored by it, in an amount and at such time as shall be determined by the International Board of Directors.

Section 3. **LOCAL FEES AND TAXES**. In additional to any Membership Dues issued pursuant to Section 2. above, the association may levy additional amounts to address local taxes and fees imposed upon international dues by any governmental entities or tax authorities.

Section 4. **CARRYING CHARGE**. The International Board of Directors shall be empowered to levy a carrying charge, as it may set from time to time, at a rate not to exceed the maximum amount permitted by law, on past due club account balances as determined by the board.

ARTICLE XIII
Rules of Order and Procedure

(a) Unless otherwise provided by the constitution and by-laws, or by the respective district (single, sub- and multiple) or club constitution and by-laws, or by the rules adopted for a meeting, or by local statute or common law, all questions of order or procedure with respect to any meeting or action of this association, its International Board of Directors, any committee appointed hereunder, any district (single, sub- and multiple) or organization, or committee operating thereunder, and any Lions club or organization or committee operating thereunder shall be determined in accordance with *ROBERT'S RULES OF ORDER NEWLY REVISED*, as revised from time to time.

(b) The International Board of Directors shall be empowered to establish, from time to time, rules of procedure for hearing complaints, disputes or claims arising from provisions of the Constitution and By-Laws, International Board Policy or matters arising at the district (single, sub-and multiple) or international level.

(c) The members of the association shall pursue all complaints, disputes or claims in accordance with the terms and conditions of said rules of procedure and agree to be bound by the decision thereof.

(d) Each district shall adopt a constitution and by-laws which shall be consistent with the constitution and by-laws, as amended from time to time, and the policies of the International Board of Directors. All such district constitution and by-laws shall be subject to interpretation according to the laws in effect, from time to time, in the state of incorporation of the International Association of Lions Clubs.

ARTICLE XIV
Amendments

Section 1. **AMENDING PROCEDURE.** The by-laws may be amended only at an international convention by amendment reported by the Committee on Constitution and By-Laws at such annual meeting and adopted by the affirmative vote of the majority of the certified delegates voting at such meeting. No amendment shall be reported to a convention for vote unless it shall first secure approval in one of the following two methods:

(a) Have been approved by the International Board of Directors; or

(b) Have been approved by resolutions of conventions of single and/or multiple districts representing no less than fifty-one (51%) percent of the total number of members of clubs in the association as of July 1 of the fiscal year in which the amendment is submitted to the International Board of Directors for ballot placement.

Section 2. **NOTICE.** Notice of any proposed amendment must be published in THE LION Magazine, or other official publication of the association, at least thirty (30) days prior to the convention at which it is to be voted upon.

Section 3. **EFFECTIVE DATE.** The Constitution and By-Laws shall become effective upon the adjournment of the international convention at which the same is adopted, unless such amendment shall express a later effective date.

EXHIBIT A - MEMBERSHIP CATEGORIES
Board Policy Manual, Chapter XVII,
Paragraph A.3.

Membership in a Lions club shall be as follows:

a. **ACTIVE:** A member eligible to seek, if qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligation shall include prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community. This membership category shall be included in the club delegate formula calculation.

b. **MEMBER-AT-LARGE**: A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. The status shall be reviewed each six months by the board of directors of this club. A Member-at Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues. This membership category shall be included in the club delegate formula calculation.

c. **HONORARY:** An individual, not a member of this Lions club, having performed outstanding service for the community of this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership. This membership category shall not be included in the club delegate formula calculation.

d. **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged

Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office. This membership category shall be included in the club delegate formula calculation.

e. **LIFE MEMBER:** Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his/her community, or this association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:
   (1) recommendation of this club to the association,
   (2) payment to the association of US$650.00, or its equivalent in the respective national currency, by this club in lieu of all future dues to the association.

   A Life Member shall have all privileges of active membership so long as he/she fulfills all obligations thereof. A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. Former Lioness members, who are now Active members of their Lions clubs or who become Active members of a Lions club on or before June 30, 2007, may apply all of their prior Lioness service toward Life membership eligibility. Lioness members who become Active members of a Lions Club after June 30, 2007, will not be eligible for Lioness service credit for the purposes of Life membership eligibility. This membership category shall be included in the club delegate formula calculation.

f. **ASSOCIATE MEMBER:** A member who holds his/her primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the in-

vitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership Report.

An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional, and/or multiple) dues shall not be assessed on an Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper. This membership category shall not be included in the club delegate formula calculation.

g. **AFFILIATE MEMBER:** A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors.

An Affiliate Member may be eligible to vote on club matters at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub, provisional, and/or multiple) or international conventions.

He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and such dues as the local club may charge. This membership category shall be included in the club delegate formula calculation.

h. **DISCOUNTED MEMBER:** A member of this club who pays discounted dues as a result of their family membership status, student status or participation in any other discounted membership program offered by the association who desires to retain membership in this club and meets the qualifications for discounted dues. The membership status shall be verified by the board of directors of this club. A Discounted Member shall have all rights of an Active Member but shall not be included in the club delegate formula calculation.

EXHIBIT B
MEMBERSHIP CATEGORY CHART

CATEGORY	PROMPT PAYMENT OF DUES (CLUB, DISTRICT AND INTERNATIONAL)	PARTICIPATION IN CLUB ACTIVITIES	CONDUCT REFLECTING FAVORABLE IMAGE	ELIGIBILITY TO SEEK CLUB, DISTRICT OR INT'L OFFICE	VOTING PRIVILEGES	COUNT TOWARD CLUB DELEGATE ENTITLEMENT
ACTIVE	YES	YES	YES	YES	YES	YES
AFFILIATE	YES	YES, WHEN ABLE	YES	NO	CLUB MATTERS ONLY	YES
ASSOCIATE	YES, CLUB ONLY	YES, WHEN ABLE	YES	NO	DISTRICT CONVENTION (PRIMARY) CLUB MATTERS ONLY (BOTH)	NO
DISCOUNTED	YES	YES	YES	YES	YES	NO
HONORARY	NO, CLUB PAY APPLICABLE INT'L AND DISTRICT DUES	YES, WHEN ABLE	YES	NO	NO	NO
LIFE	YES, DISTRICT & CLUB ONLY - NO INT'L DUES OBLIGATIONS	YES, WHEN ABLE	YES	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES, IF FULFILLS OBLIGATIONS OF ACTIVE MEMBER	YES
MEMBER AT LARGE	YES	YES, WHEN ABLE	YES	NO	YES, CLUB MATTERS ONLY	YES
PRIVILEGED	YES	YES, WHEN ABLE	YES	NO	YES	YES

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 acts on my part.*

TO REMEMBER *that in building up my 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.*



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