



The International Association of Lions Clubs

CONSTITUTION AND BY-LAWS

DISTRICT 2A1

Adopted April 29, 2017

Effective July 1, 2017

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.

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Constitution

ARTICLE I

Name

This organization shall be known as Lions **District No. 2A1**, part of Multiple District 2 (Texas) of the International Association of Lions Clubs, hereinafter referred to as “district.”

ARTICLE II

Purposes

The purposes of this district shall be:

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

ARTICLE III

Membership

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International. The boundary lines of this district shall include the following Texas Counties: Brown, Coke, Coleman, Concho, Crockett, Glasscock, Howard, Irion, Kimble, Llano, Martin, Mason, McCulloch, Menard, Midland, Mills, Mitchell, Nolan, Reagan, Runnels, San Saba, Schleicher, Sterling, Sutton, & Tom Green.

ARTICLE IV

Emblem, Colors, Slogan and Motto

Section 1. EMBLEM. The emblem of this association and each chartered club shall be of a design as follows:



Section 2. USE OF NAME AND EMBLEM. Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. COLORS. The colors of this association and of each chartered club shall be purple and gold.

Section 4. SLOGAN. Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. MOTTO. Its Motto shall be: We Serve.

ARTICLE V

Supremacy

The Standard Form District Constitution and By-Laws shall govern the district unless otherwise amended so as not to conflict with the Multiple District and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the multiple district constitution and by-laws then the multiple district constitution and by-laws shall govern. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI

Officers and District Cabinet

Section 1. OFFICERS. The officers of this district shall be 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, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, global membership team director, & global leadership team director. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

Section 2. DISTRICT CABINET. The district shall have a district cabinet composed of 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, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, the global membership team director, & the global leadership team director.

Section 3. ELECTION/APPOINTMENT OF DISTRICT OFFICERS, CABINET & OTHER POSITIONS. The district governor, the first and second vice district governors, 1 director for the Texas Lions Camp (2 yr. term) and 1 Director for the Texas & Acuna Lions Clinic of Ophthalmology Foundation, Inc., hereinafter called the Acuna Eye Clinic (3 yr. term) shall be elected at each annual convention of the district. Terms will be of 1 year duration except where indicated. The district governor shall appoint, by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), one zone chairperson for each zone in the district, committee chairpersons, a Texas Lions Foundation Trustee (in accordance with the TLF schedule of 2 year appointments), a Texas Lions Eyeglass Recycling Center

Director (in accordance with TLERC's rotating schedule of appointments for 4 year terms), a Global Membership Team & Global Leadership Team Director in accordance with LCI's & MD2's schedule of appointments), an LCIF Ambassador (accordance with LCIF's rotating schedule of appointments and all such other directors, liaisons, and ambassadors as may be required or requested.

Section 4. REMOVAL. Members of the District Cabinet other than the District Governor, First Vice District Governor and Second Vice District Governor may be removed from office for cause, which is defined as any reason as determined by the district cabinet in accordance with ROBERT'S RULES OF ORDER NEWLY REVISED, by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet.

Section 5. Vacancies. The District Governor shall appoint successors to fill vacancies in the District Cabinet and committees, other than the District Governor, First Vice District Governor and Second Vice District Governor.

ARTICLE VII

District Convention

Section 1. TIME AND PLACE. An annual convention of the district shall be held in each year to conclude no less than thirty (30) days prior to the convening of the International Convention at a place selected by the delegates of a previous annual convention of the district and at a date and time fixed by the district governor. A meeting of the registered delegates of the district in attendance at the annual convention of the multiple district of which this district shall be a part may constitute the annual convention of the district.

Section 2. CLUB DELEGATE FORMULA. Each chartered club in good standing in Lions Clubs International and its district (single or sub and multiple) shall be entitled in each annual convention of its district (single or sub and multiple) to one (1) delegate and one (1) alternate for each ten (10) members of said club, who have been enrolled for at least one year and a day in the club or major fraction thereof, as shown by the records of the International office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district. It is not necessary for the voting delegate to have been a member for a year and a day. 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. Pursuant to Article IX, Section III of the International By-Laws, a Past District Governor, who is a member in good standing of a club in District 2A1, will be given full delegate status independent of the club delegate quotas stated above.

Section 3. QUORUM. The attendance in person of a majority of the delegates registered at a convention

shall constitute a quorum at any session of the convention.

ARTICLE VIII

District Dispute Resolution Procedure

1. Disputes Subject to Procedure

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the district (single or sub) constitution and by-laws, or any policy or procedure adopted from time to time by the district (single or sub) cabinet, or any other internal Lions district (single or sub) matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district (single or sub), or any club(s) and the district (single or sub) administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, or, in the event the complaint is directed against the district governor, the immediate past district governor, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

2. Complaints and Filing Fee

Any Lions club in good standing within the association (the “complainant”) may file a written request with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the district (single or sub) which shall be submitted to the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the district (single or sub) as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the district (single or sub) as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the district (single or sub) as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been

granted for good cause), then the entire fee will be automatically retained by the district (single or sub) as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub), unless established district (single or sub) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

3. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

4. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor or, in the event the complaint is directed against the district governor, the immediate past district governor and conciliators should be kept confidential to the extent possible.

5. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably past district governors, who are currently members in good standing of clubs in good standing in the district (single or sub) in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the district (single or sub) in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who is a member of a club in good standing outside the respective district (single or sub-). In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the district (single or sub) in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district (single or sub) in which the dispute arises or from an adjacent district (single or sub), whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section 5 may not be shortened or extended by the district governor or, in the event the complaint is directed

against the district governor, the immediate past district governor, or the conciliators.

6. Conciliation Meeting & Decision of Conciliators

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX

Amendments

Section 1. AMENDING PROCEDURE. This constitution may be amended only at a district convention, by resolution of the Constitution and By-Laws Committee and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2. AUTOMATIC UPDATE. When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. NOTICE. No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention. Electronic means may include the District Web Page or email, where such addresses exist for one or more of the club officers listed.

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

BY-LAWS

ARTICLE I

Nominations and Endorsement for LCI Third Vice President and International Director Nominees

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

- (a) Deliver written notice of intention to seek such endorsement to the district governor and to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon;
- b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 2. NOMINATION. Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

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

Section 4. VOTE. The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the convention and district. In the event of a tie vote, or failure of one nominee to receive the required majority on any ballot, balloting shall continue until one receives the required majority of the votes cast.

Section 5. CERTIFICATION OF ENDORSEMENT. Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated (and if the district is a sub-district in the multiple district to the multiple district council of governors) in accordance with the requirements set forth, in the International Constitution and By-Laws.

Section 6. VALIDITY. No district endorsement of any candidacy of any member of a Lions club in this district shall be valid unless and until the provisions of this Article have been met.

ARTICLE II

District Nominations, Elections and Appointments

Section 1. NOMINATING COMMITTEE. Each district governor shall appoint by written notification received at least sixty (60) days prior to the sub-district convention, a Nominating Committee of not less than three (3) and no more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of their appointment hold any district cabinet or international office either by election or appointment (see Exhibit A).

Section 2. DISTRICT GOVERNOR, FIRST AND SECOND VICE DISTRICT GOVERNORS, TEXAS LIONS CAMP DIRECTOR, & ACUNA EYE CLINIC DIRECTORS ELECTION PROCEDURES. Any qualified member of a club in the district seeking the office of district governor, first or second vice district governor, Texas Lions Camp Director, or Acuna Eye Clinic Director shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidates so qualified for each position (See Exhibit D). If none are so received and/or so qualified, then, and only then, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration (see Exhibit A)

Section 3. BALLOT. The election shall be by secret written ballot, with the candidate or candidates 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 Preferential voting method will be used when 3 or more candidates are running for the same position (See Exhibits A & E).

(a) Voting will be limited to the period of time the polls are open. Such time shall be determined and announced in advance by the Election Committee.

Section 4. DISTRICT GOVERNOR VACANCY. In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons (if any), zone chairpersons, the cabinet secretary, cabinet treasurer (or cabinet secretary/treasurer) and past district governors, past international directors and past international presidents in the district shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors (see Exhibit B).

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as district governor:
 - (i) As officer of a Lions club for a full term or major portion thereof; and
 - (ii) As a member of the district cabinet for two (2) full terms or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.

It is encouraged that the first vice district governor fulfill his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of district governor.

Section 5. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES. Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term (see Exhibit C). In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. 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. In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second vice district governor, he/she must:

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
 - (i) As officer of a Lions club for a full term or major portion thereof; and
 - (ii) As a member of the district cabinet for a full term or major portion thereof.
 - (iii) With none of the above being accomplished concurrently.

Section 6. REGION/ZONE CHAIRPERSON QUALIFICATIONS. Each region and zone chairperson shall:

- (a) Be an active member in good standing in his/her respective region or zone; and
- (b) have served or will have served at the time of taking office as region or zone chairperson 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.

ARTICLE III

Duties of District Officers/Cabinet

Section 1. DISTRICT GOVERNOR. Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her district. In addition, he/she shall be the chief administrative officer in his/her district and shall have direct supervision over the first and second vice district governor, region chairpersons, the zone chairpersons, the cabinet secretary-treasurer and such other cabinet members as may be provided for in this district constitution and by-laws. His/her specific responsibilities shall be to:

- (a) Administer and promote membership growth and new club development.
- (b) Administer and promote leadership development at the club and district levels.
- (c) Promote the Lions Clubs International Foundation and all service activities of the association.
- (d) Preside, when present, over cabinet, convention and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.
- (e) Promote harmony among the chartered Lions clubs.
- (f) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.
- (g) Ensure that each Lions club in the district be visited by district governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.
- (h) Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention.
- (i) 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 district to his/her successor in office.
- (j) Report to Lions Clubs International all known violations of the use of the association's name and emblem.
- (k) Perform such other functions and acts as shall be required of him/her by the International Board of Directors through the District Governor's Manual and other directives.

Section 2. FIRST VICE DISTRICT GOVERNOR. The first vice district governor, subject to the supervision and direction of the district governor, shall be the chief administrative assistant and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a.) Further the purposes of this association.
- (b.) Perform such administrative duties assigned by the district governor.
- (c.) Perform such other functions and acts required by the International Board of Directors.
- (d.) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e.) Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them.
- (f.) Conduct club visitation as the representative of the district governor when requested by the district governor.
- (g.) Serve as the District Governor Team liaison between the District Global Membership Team, working as an active member of the District Global Membership Team along with the District Governor, Second Vice District Governor and other Global Membership Team members to establish and implement a district-wide plan for membership growth.
- (h.) Work with the District Governor, Second Vice District Governor, and the Global Leadership Team to develop and implement a district-wide plan for leadership development.

- (i.) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (j.) At the request of the district governor, supervise other district committees.
- (k.) Participate in the planning of the next year including the district budget.
- (l.) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 3. SECOND VICE DISTRICT GOVERNOR. The second vice district governor, subject to the supervision and direction of the district governor, shall be an assistant in the administration of the district, and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e) Familiarize himself/herself with the health and status of the clubs in the district, review the monthly financial report and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.
- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Serve as the District Governor Team liaison between the District Global Leadership Team, working as an active member of the District Global Leadership Team along with the District Governor, First Vice District Governor and other Global Leadership Team members to establish and implement a district-wide leadership development plan.
- (i) Work with the District Governor, First Vice District Governor, and the Global Membership Team to develop and implement a district-wide plan for membership growth.
- (j) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (k) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (l) At the request of the district governor, supervise other district committees.

(m) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.

(n) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

Section 4. CABINET SECRETARY-TREASURER. He/ she shall act under the supervision of the district governor. His/her specific responsibilities shall be to:

(a) Further the Purposes of this association;

(b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:

1) Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.

2) Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.

3) Make reports to the cabinet as the district governor or cabinet may require.

4) Collect all dues and taxes levied on members and clubs in the sub- district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor.

5) Remit and pay over to the multiple district council secretary-treasurer the multiple district dues and taxes, if any, collected in the sub-district, and secure a proper receipt.

6) Keep accurate books and records of account, and minutes of all cabinet and sub-district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.

7) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.

8) 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 district to his/her successor in office.

(c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

(d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in "b" above are to be attributed to each of the offices according to the nature of such duties.

Section 5. REGION CHAIRPERSON (if the position is utilized during the district governor's term). The

region chairperson subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association.
- (b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor.
- (c) In coordination with the District GMT Coordinator, play an active role in organizing new clubs and in strengthening weak clubs.
- (d) Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, District GMT Coordinator and district GLT Coordinator.
- (e) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, district GMT Coordinator and district GLT Coordinator.
- (f) Endeavor to have every club in his/her region operating under a duly adopted club constitution and bylaws.
- (g) Promote the Club Quality Initiative to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.
- (h) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.
- (i) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled.
- (j) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.
- (k) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

In addition, the region chairperson shall perform such other functions and acts as may be required by the International Board of Directors through the region chairperson's manual and other directives.

Section 6. 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 his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Endeavor to include the District GMT Coordinator and the GLT Coordinator and the District Governor Team as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership and leadership development and how these teams and the

District Governor Team may assist with membership and leadership development within the zone.

(d) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor, District GMT Coordinator and District GLT Coordinator and region chairperson.

(e) Promote the Club Quality Initiative to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.

(f) In coordination with the District GMT Coordinator, play an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her zone.

(g) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.

(h) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.

(i) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.

(j) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.

(k) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.

(l) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson – particularly with respect to weaknesses he/she may have discovered (copy to district governor).

(m) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

Section 7. DISTRICT GOVERNOR'S CABINET. The district governor's cabinet shall:

(a) Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.

(b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones.

(c) Approve a budget and supervise the collection of all dues and taxes by the cabinet treasurer, designate a depository(ies) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district.

(d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer.

(e) Secure quarterly, or more frequently, sub-district financial reports from the cabinet treasurer (or secretary-treasurer).

(f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor's approval, set up definite schedule of

dates, times and places of cabinet meetings to be held during the fiscal year.

Section 8. Global Membership Team Director (GMT). The GMT is responsible for membership development through new members, new clubs and encouraging club success to improve retention.

- (a) Perform such functions and acts as may be required by the International Board of Directors through the GMT Manual and other directives.
- (b) Commit to a three year term as GMT District Coordinator, accepting no other position(s) within the association that would potentially conflict with the time and energy necessary to carry out the duties and responsibilities of this position.
- (c) Develop two teams of 3 to 4 Lions each that will be the Membership and New Club Growth Team and the Club Success Team. These two teams are appointed for a three year term and approved by the DG Team.
- (d) Collaborate with the GLT counterpart to address District training & leadership development needs.
- (e) Perform such other duties as assigned by the District Governor and the 1st Vice-District Governor.

Section 9. Global Leadership Team Director (GLT). The GLT seeks out potential new Lion Leaders and encourages their development through the delivery of relevant training and development programs.

- (a) Perform such functions and acts as may be required by the International Board of Directors through the GLT Manual and other directives.
- (b) Commit to a three year term year term as GLT District Coordinator, accepting no other position(s) within the association that would potentially conflict with the time and energy necessary to carry out the duties and responsibilities of this position.
- (c) Develop training and Leadership Development programs to address the needs identified by the GMT and District Governor Team.
- (d) Perform such other duties as assigned by the District Governor and the 2nd Vice-District Governor.

Section 10. SERGEANT-AT-ARMS. The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under the most recent edition of ROBERT'S RULES OF ORDER, NEWLY REVISED.

Section 11. Texas Lions Camp Directors. The Texas Lions Camp Directors shall:

- (a) Represent District 2-A1 at the two annual Directors meetings at the Texas Lions Camp;
- (b) Visit each Club in their area yearly to disseminate information pertaining to the Texas Lions Camp;

- (c) Assist in processing applications to the Texas Lions Camp;

(d) Perform other duties assigned by the District Governor or the governing body of the Texas Lions Camp.

Section 12. Texas & Acuna Lions Clinic of Ophthalmology Foundation, Inc. Directors. The Acuna Eye Clinic Directors shall:

- (a) Represent District 2-A1 at the Directors meetings of the Foundation;
- (b) Perform other duties assigned by the District Governor or the governing body of the Acuna Eye Clinic.

ARTICLE IV

District Committees

Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE. In each zone, the zone chairperson and the presidents and secretaries of the clubs in the zone shall compose a District Governor's Advisory Committee, with the zone chairperson as chairperson. At a date, time and place called by the zone chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the multiple district convention. It shall assist the zone chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the zone chairperson to the district governor and his/her cabinet.

Section 2. DISTRICT GOVERNOR'S HONORARY COMMITTEE. The district governor may appoint a District Governor's Honorary Committee composed of past international officers, including past district governors, who are members in good standing of clubs within the sub-district. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the district. This Committee shall meet when and as called by the District Governor and will be chaired by the Immediate Past District Governor.

Section 3. DISTRICT COMMITTEES. The district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operation of the district.

ARTICLE V

Meetings

Section 1. DISTRICT CABINET MEETINGS.

- (a) Regular. A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding international convention. Ten (10) days written notice of meetings setting forth a date, time and

place determined by the district governor shall be given to each member by the cabinet secretary.

(b) Special. Special meetings of the cabinet may be called by the district governor at his/her discretion, and shall be called upon written request made to the district governor or the cabinet secretary by a majority of the members of the cabinet. No fewer than five (5) nor more than twenty (20) days written notice (including letters, electronic mail, facsimile transmission, or cable) of special meetings, setting forth the purposes and the date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.

(c) Quorum. The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.

(d) Vote. The voting privilege shall extend to all members of the district cabinet.

Section 2. ALTERNATIVE MEETING FORMATS. Regular and/or special meetings of the district cabinet may be held through the use of alternative meeting formats, such as teleconference and/or web conference as determined by the district governor.

Section 3. BUSINESS TRANSACTED BY MAIL. The district cabinet may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the district cabinet. Such action may be initiated by the district governor or any three (3) officers of the district.

Section 4. REGIONS AND ZONES.

(a) Organizational. Regions and zones may be changed geographically or by number of clubs by the district governor, when in his/her sole discretion; he/she shall deem the same necessary to the best interests of the district and the association. It is recommended the district be divided into regions of ten (10) to sixteen (16) Lions clubs and each region be divided into zones of four (4) to eight (8) Lions Clubs, giving due regard to the clubs geographical locations.

(b) Region Meetings. Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.

(c) Zone Meetings. Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson. Each Zone should hold its 1st meeting within ninety (90) days after the adjournment of the preceding International Convention (preferably in July or early August; a

2nd meeting in the month of November; a 3rd meeting in the month of February or March and a fourth meeting approximately thirty days prior to the multiple district convention.

ARTICLE VI

District Convention

Section 1. CONVENTION SITE SELECTION. The district governor for the following year shall receive invitations in writing from clubs desiring to be the Host Club in the succeeding year's annual convention. The District Governor shall determine the suitability of the bids received, as well as what action should be taken if no bid is received or acceptable, to select a suitable site.

Section 2. OFFICIAL CALL. The district governor shall issue an official printed call by printed or electronic means to all clubs for the annual district convention not less than sixty (60) days prior to the date fixed for holding the same, stating the place, day and hour thereof.

Section 3. SITE CHANGE. The district cabinet shall retain, and have, power to change at any time, for good reason, the convention site previously chosen and neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district. Notice of this site change shall be furnished in writing to each club in the district no less than thirty (30) days prior to the convening date of the annual convention.

Section 4. OFFICERS. The members of the district cabinet shall be the officers of the annual district convention. The District Governor & the Cabinet will have full supervision over all phases of the District Convention.

Section 5. SERGEANT-AT-ARMS. A convention sergeant- at-arms and such assistant sergeant-at-arms as deemed necessary shall be appointed by the district governor.

Section 6. OFFICIAL REPORT. Within fifteen (15) days after the close of each single and sub-district convention, the cabinet secretary shall transmit one copy of the complete proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

Section 7. CREDENTIALS COMMITTEE. The Credentials Committee of the district convention shall be composed of the district governor, as chairperson, the cabinet-secretary treasurer and two other non-officers of the district appointed by the district governor, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of the appointment hold any district or international office either by election or appointment. The Credentials Committee shall have the powers and perform the duties set forth in the most recent edition of ROBERT'S RULES OF ORDER, NEWLY REVISED (see Exhibit A)

Section 8. ORDER OF CONVENTION BUSINESS. The district governor shall arrange the order of business for the district convention, and the same shall be the order of the day for all sessions (see Exhibit A).

Section 9. DISTRICT CONVENTION COMMITTEES. The district governor shall appoint, designate the chairperson of, and fill any vacancies occurring in the following district convention committees: Resolutions, Elections, Constitution and By-Laws, Rules and International Convention. Each region, if any, shall have at least one representative on each such committee. These committees shall perform such duties as the district governor shall designate (see Exhibit A)

Section 10. Arrangements. The Host Club shall be responsible for making all arrangements for the convention, including lodging, meeting rooms, banquets & other meals, facilities, entertainment, gifts for guests, etc., under the supervision of the District Governor, the Convention Chairperson and Cabinet. The District Governor shall be responsible for arrangements for any guest speakers desired.

ARTICLE VII Convention Funds

Section 1. District CONVENTION

(a) The Cabinet may budget a reasonable amount to cover the administrative costs of the annual District Convention and awards.

(b) In any fiscal year, any balance remaining in the convention fund after payment of all convention expenses in that year shall return to the District Administrative Funds.

(c) Such fee as the district governor shall set may be collected, under procedures set by the district governor, from each delegate, alternate, and guest attending the district convention to defray the actual cost of convention meals, entertainment, speakers and decorations .

Section2. State Convention Fund.

(a)The District Cabinet shall include in its budget \$500 annually from District Administrative Funds, which shall be deposited in a special fund to help defray expenses of hosting the State Convention. The Cabinet has the right to set a maximum cap on the state convention fund at any regular Cabinet Meeting. Funds in excess of the cap will be returned to the District Administrative Fund and no additional funds will be added until the fund drops below the cap or until a new higher cap is determined.

(b) The District's State Convention Chairperson and the State Council Chairperson elected by the District (to the extent not already covered by MD2) shall be reimbursed for their expenses and fees paid from the State Convention Fund to attend the MD2 Convention in the year preceding the year in which District 2A1 shall host the State Convention. International Lions Rules of Audit will apply.

(c) The State Council Chairperson elected by the District (to the extent not already covered by MD2) shall have his/her expenses reimbursed, as Council Chairperson, Council Chairperson

Elect and Council Chairman Elect-Elect for the 12 requisite State Council of Governors meetings. International Lions Rules of Audit will apply.

(d) MD2 makes the sub-District responsible for the funding of the State Convention. If the fund does not appear sufficient to cover such expenses, including (b) & (c) above, the District Governor has the right to apportion or deny expenses from (b) & (c) above.

ARTICLE VIII

District Administration Fund

Section 1. DISTRICT REVENUE. To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative fund tax of \$6.00 is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: \$3.00 per club member on September tenth of each year to cover the semi-annual period July 1 to December 31; and \$3.00 per club member on March tenth of each year, to cover the semi-annual period January 1 to June 30, with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively.

(a) Semi-Annual payments for Campus Club members will be reduced by 50% to \$1.50. In addition, to accommodate the extended roster adjustment periods allowed by LCI & MD2, Campus Club Administrative Fund Taxes will be extended to October 15th & April 15th respectively.

Said tax shall be paid to the cabinet secretary or cabinet treasurer (or secretary-treasurer) by each club in the district, except newly chartered and reorganized clubs, which shall collect and pay said tax on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be.

Said revenue/taxes shall be deposited in the approved District depository and shall be disbursed only for administrative expenses of the district as allowed under the district budget approved at the 1st cabinet meeting or as amended by the district governor's cabinet. Disbursement there from shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor. The 1st Vice-District Governor may be added as a back-up signatory in the event one of these two is not able to sign.

Section 2. Initial Operating Funds. The cabinet shall provide in the District Administrative budget an amount not less than \$8000, subject to the availability of funds. Said funds shall be transferred to the District Governor Elect prior to July 1st to provide District Administrative operating expenses until receipt of the first semi-annual per capita dues from the clubs in the District. The cabinet shall provide for the transfer of said fund, as well as reserves, State Convention Fund, and all other accounts to the

succeeding District Governor and his/her Cabinet Treasurer. In that club dues throughout the year are not likely to cover District Administrative expenses, plus the Initial Operation Funds for the following year, it is intended the district cabinet will organize fund raising events to make up any shortfall.

Section 3. REMAINING FUNDS. In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall be moved into the 2A1 reserve account. Funds in the reserve account may be expended upon a 2/3 vote of the cabinet.

Section 4. Reimbursement of Expenses. Expenses of the District Governor and other elected or appointed officers of the district, which appear in the district budget, shall be paid by district funds upon presentation to the District Treasurer of an itemized account. Any expenses, including, but not limited to, travel, lodging, or telephone which are paid by Lions International or MD2 shall not be billed to the District, and if such expenses are paid from both the district's funds and Lions International or MD2, then the district shall be reimbursed to the extent of payment by Lions International or MD2.

Section 5. Other Financial Reports. The District Governor and the Chairman of any ad hoc committee, as well as, the Chairman for the State Convention and Council Chairman when those positions are functioning within the District, shall make a financial report in writing at each District Meeting, which report shall be appended to and made a part of the minutes of such meeting.

ARTICLE IX

Miscellaneous

Section 1. DISTRICT GOVERNOR EXPENSES – INTERNATIONAL CONVENTION. Expenses of the district governor in connection with his/her attending the international convention shall be considered a district administrative expense. Reimbursement for such expenses shall be made by the district on the same basis as outlined in the General Reimbursement Policy of Lions Clubs International and as long as such reimbursement is not in conflict with Section 2 below.

Section 2. FINANCIAL OBLIGATIONS. The district governor and his/her cabinet shall not incur obligations in any fiscal year which will affect an unbalanced budget or deficit in said fiscal year.

Section 3. CABINET TREASURER BOND. The cabinet treasurer or secretary-treasurer and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 4. AUDIT OR REVIEW OF BOOKS. The Cabinet shall receive from the Cabinet Treasurer or Secretary/Treasurer financial reports at each Cabinet Meeting or any time requested by a majority vote of the Cabinet. The district cabinet shall provide for an annual or more frequent review of the books and accounts of the cabinet secretary and cabinet treasurer (or secretary or treasurer). The Cabinet may call for an annual (or more frequently) audit of the books and accounts, as they feel necessary.

Section 5. COMPENSATION. No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary cabinet treasurer (or secretary treasurer) whose compensation, if any, shall be fixed by the district cabinet.

Section 6. FISCAL YEAR. The fiscal year of this district shall be from July 1st to June 30th.

Section 7. RULES OF PROCEDURE. Except as otherwise specifically provided in this constitution and by-laws or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by the most recent edition of ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE X

By-Laws Amendments & Suspension

Section 1. AMENDING PROCEDURE. These by-laws may be amended only at a district convention, by resolution reported by the Constitution and By-Laws and adopted by a majority of the votes cast.

Section 2. AUTOMATIC UPDATE. When amendments to the International Constitution and By-Laws are adopted, such amendments shall automatically be updated in district 2A1's Constitution and By-Laws at the close of the convention.

Section 3. NOTICE. No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention. Electronic means may include the district web page or email, where such addresses exist for one or more of the club officers listed.

Section 4. Suspension of Advanced Notice. Section 3 of this Article may be suspended at any annual convention of the district, upon certification by the district governor to each local club that a necessity exists for immediate action on any proposed amendments or revisions, said certification by the District Governor to be made to each local club at least ten (10) days prior to said annual convention, except that such proposed revision or amendment shall still be subject to majority rule at such annual convention.

Section 5. Suspension of By-Laws. A By-Law of the District may be suspended by a two-thirds (2/3) vote of the delegates present at any annual meeting, or by a two-thirds (2/3) vote of the members of the Cabinet meeting, but only for a single meeting or portion thereof.

Section 6. EFFECTIVE DATE. Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

EXHIBIT A

SAMPLE RULES OF PROCEDURE

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

DISTRICT 2A1 CONVENTION

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

Rule 2. Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District 2A1 Constitution and By-Laws, national custom and practice or these rules, the latest edition of Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.

- (a) The credentials committee shall be composed of the district governor, as chairperson, the cabinet secretary/treasurer and two other non-officers of the district appointed by the district governor; provided, however, the district governor may designate any other committee member as chairperson. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in the latest edition of Robert's Rules of Order, Newly Revised.
- (b) The registration and certification of delegates shall occur on the day(s) of _____ between the hours of _____ and _____.
- (c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

Rule 4.

- (a) 60 days prior to the convening of the convention, the district governor, unless otherwise provided, shall appoint, and designate the chairperson of a nominations committee consisting of not less than three (3) and no more than five (5) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within thirty (30) days prior to the election and rule on the eligibility of the same.
- (b) Candidates may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

Rule 5. Replacement of delegates and alternate delegates.

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

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

Rule 6. Nominations for the offices of district governor, first and second vice district governor and such other offices to be filled by the convention shall be limited to one nominating speech not to exceed 5 minute(s) and one seconding speech not to exceed 3 minutes for each nominee.

Rule 7.

(a) Prior to the convention, the district governor shall appoint, and designate the chairperson of an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

(b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.

(c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 8. Voting.

(a) Voting will take place at a predetermined location and time, to secure a ballot card the delegate shall present his/her credential certificate to one of the voting personnel for verification.

(b) Once verified, the delegate shall be issued a ballot.

(c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.

(d) A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply.

(e) A majority vote shall be necessary to elect all other candidates. In the event any one candidate shall fail to receive the required number of votes to be elected, additional balloting shall take place as outlined in this section until such time as one candidate secures a majority vote.

EXHIBIT B

RULES OF PROCEDURE

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of district governor, it shall be the duty of the immediate past district governor, or if not available, the most recent past district governor who is available, upon notification from the international office, to convene a meeting of the immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer 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 within the district**, for the purpose of recommending a Lion for appointment by the International Board of Directors.

Rule 2. Written invitations to this meeting shall be sent as soon as possible so that the meeting is held within the required **fifteen (15)** days of receipt of notification. The immediate past district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time within the required fifteen (15) days.

Rule 3. The chairperson shall maintain a **written** attendance roster.

Rule 4. Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one seconding speech, only, in his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

Rule 6. Voting.

(a) Voting will occur immediately after the close of nominations.

(b) Voting will be by written ballot

(c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.

(d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

Rule 7. At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.

Rule 8. The International Board of Directors, pursuant to Article IX, Sections 6(a) and (d) of the International By-Laws shall consider, but is not bound by, any recommendation resolved at the special meeting. The International Board of Directors reserves the right to appoint the recommended or any club member as district governor for the (remainder of the) term.

SUMMARY OF RULES

SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

1. The international office has advised the district to convene a special meeting to recommend a member for appointment as district governor.
2. The immediate past district governor prepares invitations for the special meeting. Invitations are to be sent to the immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons and the secretary and treasurer or secretary-treasurer and all past international presidents, past international directors and past district governors who are members in good standing of a chartered Lions club in the district. The invitations should state the date, time and location for the meeting.
3. The chairperson maintains an attendance roster at the meeting.
4. Nominations are made from the floor. Each nominee may speak for five (5) minutes, and his/her seconder may speak for an additional three (3) minutes.
5. Voting begins immediately after nominations close. Voting is by written ballot unless a majority of attendees select another voting method.
6. A majority of votes cast by those present and voting is necessary to be recommended. If no one candidate secures a simple majority vote, voting continues as outlined in the rules of procedure.
7. The chairperson forwards the meeting results at the conclusion of the meeting.

EXHIBIT C

RULES OF PROCEDURE SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS FIRST OR SECOND VICE DISTRICT GOVERNOR

Rule 1. In the event a vacancy arises in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term.

Rule 2. In filling said vacancy, it shall be the duty of the district governor, or if not available, the chairperson, to send out written invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The district governor, as the meeting's chairperson, shall have the authority to select the meeting site, date and time. However, he/she shall use his/her best efforts to select a centrally located meeting venue, and schedule the meeting at a convenient date and time.

Rule 3. The district governor shall maintain a written attendance roster.

Rule 4. Each Lion who is entitled to attend the meeting may make one nomination of his/her choice from the floor.

Rule 5. Each such nominee shall be entitled to one seconding speech, only, on his/her behalf of not more than three (3) minutes in duration, and may speak personally for five (5) additional minutes. When each nominee has had an opportunity to present his/her remarks, the chairperson shall declare the nominations closed. No additional nominations shall be accepted after the close of nominations.

Rule 6. Voting.

(a) Voting will occur immediately after the close of nominations.

(b) Voting will be by written ballot (c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.

(d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

Rule 7. At the conclusion of the meeting, but in no event more than seven (7) days after the conclusion of the meeting, the chairperson will forward a written report of the voting results to the international office together with evidence of invitations sent and attendance at the meeting.

EXHIBIT D

Nominating Committee Checklist for District Governor, First & Second Vice District Governor

Candidate for: _____
(Fill-in line above for which office is being sought)

This checklist must be completed for each candidate and submitted to the Elections Committee:

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Nominating Committee Meeting: _____ Date of Election: _____

Candidate has submitted sufficient evidence showing that he/she has met the following Requirements:

1) Candidates for All 3 Offices: Candidate is an active member in good standing of a chartered Lions Club in Good Standing* in his/her single or sub-district.

2) Candidates for All 3 Offices: Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.

3) For District Governor Candidates: Candidate is currently serving as the first vice district governor within this district.

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, the candidate fulfills the following qualifications as outlined below under #5. (Complete 5A, B, C, D & E below):

4) For First Vice District Governor Candidates: Candidate is currently serving as the second vice district governor within this district.

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, the candidate fulfills the qualifications for the office of second vice district governor (Complete 5A, B, C, D & E below):

5) For Second Vice District Governor Candidates (or as instructed in #'s 3 & 4 above):

(The candidate must fulfill all the qualifications below for the office of second vice district governor)

A) Club President: Year Served: _____

B) Club Board of Directors Two (2) Years Served: _____

Nominating Committee Checklist Continued for: _____
(Enter name of candidate from Page 1)

C) District Cabinet (check one)

Zone or Region Chairperson Year Served: _____

Cabinet Secretary and/or Treasurer) Year Served: _____

D) One (1) additional year as a member of district cabinet

Position held: _____ Year Served: _____

E) With none of the above being accomplished concurrently.

**Please note that if the club has any outstanding dues, the candidate should be notified and provided up until fifteen (15) days prior to the election to ensure that his/her club pays their outstanding dues.*

I have reviewed this checklist and certify that the candidate listed above has met the requirements for District Governor in accordance with the International By-Laws, Article IX, Section 4.

Nominating Committee Chairperson Date

Nominating Committee Member Date

EXHIBIT E

Standard Ballot District Governor, First Vice District Governor & Second Vice District Governor Elections. (Format may also be used for other District Elections.)

Sample 1: Ballot where there are two candidates.

Instructions: Clearly indicate your vote by placing an “X” in the box next to the name of the candidate you are casting your vote for.

Position	Name	Vote
1 st Vice District Governor		
	Candidate A	X
	Candidate B	

Sample 2: Ballot where there is only one candidate.

Instructions: Clearly indicate your vote by placing an “X” in the box indicating a yes or a no vote for the candidate.

Position	Name	Yes	No
1 st Vice District Governor			
	Candidate A	X	

Sample #3: Ballot where there are three or more candidates using the “preferential voting method”.

Instructions. Indicate your preference by clearly marking next to each candidate’s name a number (1, 2, 3 or 4, etc. depending on the number of candidates) indicating your preference in the order in which you would elect the candidate (i.e., 1, representing highest preference, 2 – next preference, etc).

Position	Name	Preference/Rank
1 st Vice District Governor		(sample vote)
	Candidate A	4
	Candidate B	2
	Candidate C	1
	Candidate D	3

Rules for counting ballots using the Preferential Voting Method:

1. On the preferential ballot - for each office to be filled the voter is asked to indicate the order in which he prefers all the candidates, placing the numeral 1 beside his first preference, the numeral 2 beside his second preference, and so on for every possible choice.

2. In counting the votes for a given office, the ballots are arranged in piles according to the indicated first preferences – one pile for each candidate.
3. The number of ballots in each pile is then recorded for the tellers' report. These piles remain identified with the names of the same candidates throughout the counting procedure until all but one are eliminated as described below.
4. If more than half of the ballots show one candidate indicated as first choice, that choice has a majority in the ordinary sense and the candidate is elected. But if there is no such majority, candidates are eliminated one by one, beginning with the least popular, until one prevails, as follows:
 - (a.) The ballots in the thinnest pile – that is, those containing the name designated as first choice by the fewest number of voters – are redistributed into the other piles according to the names marked as second choice on these ballots.
 - (b.) The number of ballots in each remaining pile after this distribution is again recorded.
 - (c.) If more than half of the ballots are now in one pile, that candidate is elected. If not, the next least popular candidate is similarly eliminated, by taking the thinnest remaining pile and redistributing its ballots according to their second choices into the other piles, except that, if the name eliminated in the last distribution is indicated as second choice on a ballot, that ballot is placed accordingly to its third choice.
 - (d.) Again the number of ballots in each existing pile is recorded, and if necessary, the process is repeated – by redistributing each time the ballots in the thinnest remaining pile, according to the marked second choice or most-preferred choice among those not yet eliminated – until one pile contains more than half of the ballots, the result being thereby determined.
 - (e.) The tellers' report consists of a table listing all candidates, with the number of ballots that were in each pile after each successive distribution.
5. If a ballot having one or more names not marked with any numeral comes up for placement at any stage of the counting and all of its marked names have been eliminated, it should not be placed in any pile, but should be set aside.
6. If at any point two or more candidates are tied for the least popular position, the ballots in their piles are redistributed in a single step, all of the tied names being treated as eliminated.
7. In the event of a tie in the winning position – which would imply that the elimination process is continued until the ballots are reduced to two or more equal piles – the election should be resolved in favor of the candidate that was strongest in terms of first choice (by referring to the record of the first distribution).

Lions Clubs International

CODE OF ETHICS

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

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

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

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

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

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

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

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