

Multiple District 5 CONSTITUTION

Approved at MD5 Convention, June 2011

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ARTICLE I NAME

The name of this Organization shall be Multiple District 5, International Association of Lions Clubs, hereinafter referred to as the Multiple District. The International Association of Lions Clubs shall hereinafter be referred to as Lions International.

ARTICLE II OBJECT

The objective is to provide an administrative structure with which to advance the Purpose and Objects of Lions International in this Multiple District.

ARTICLE III MEMBERSHIP AND (SUB) DISTRICTS

Section 1 General Membership

- a. The members of this Multiple District shall be all members of Lions Clubs chartered by Lions International, and which are located in the Province of Saskatchewan, Canada, and in the States of North Dakota and South Dakota in the United States of America, hereinafter referred to as Lions Club(s).
- b. Subject to the provisions of the Constitution and By-Laws of Lions International, any person of legal majority and of good moral character and good reputation may be granted membership in any duly authorized Lions Club.

Section 2 District Boundaries

This Multiple District shall consist of six (6) Sub-districts, hereinafter referred to as Districts, with identification and territorial boundaries as follows, unless otherwise adopted by a Multiple District Convention and approved by the Board of Directors of Lions International as set forth in the Multiple District By-Laws.

a. IN THE PROVINCE OF SASKATCHEWAN

SASKATCHEWAN NORTH, 5SKN

Bounded on the east by the Saskatchewan/Manitoba border, on the north by the Saskatchewan/Northwest Territories border, on the west by the Saskatchewan/Alberta border, and on the south by the north boundary of Township 32 to one mile west of highway 11, then southeasterly to 1 mile south of highway 15, then east to 105 degrees longitude, south on 105 degrees longitude to the north boundary of Township 21, then east to highway 80, then south on highway 80 to the south boundary of Township 18, then east to the Saskatchewan/Manitoba border.

SASKATCHEWAN SOUTH, 5SKS

Bounded on the east by the Saskatchewan/Manitoba border, on the south by the Canada/USA border, on the west by the Saskatchewan/Alberta border, and on the north by north boundary of Township 32 to 1 mile west of highway 11, then southeasterly to 1 mile south of highway 15, then east to 105 degrees longitude, south on 105 degree longitude to the north boundary of Township 21, then east to highway 80, then south on highway 80 to the south boundary of Township 18, then east to the Saskatchewan/Manitoba border.

b. IN THE STATE OF NORTH DAKOTA:

NORTH DAKOTA EAST, 5NE

Bounded on the north by the USA/Canada border, on the east by the North Dakota/Minnesota state line, on the south by the North Dakota/South Dakota state line, and on the west by highway 83, north to I-94, then north on highway 14 to highway 19, then east on highway 19 to highway 3, then north on highway 3 to the USA/Canada border.

NORTH DAKOTA WEST, 5NW

Bounded on the north by the USA/Canada border, on the west by the North Dakota/Montana state line, on the south by the North Dakota/South Dakota state line, and on the east by highway 83, north to I-94, then north on highway 14 to highway 19, then east on highway 19 to highway 3, then north on highway 3 to the USA/Canada border.

c. IN THE STATE OF SOUTH DAKOTA:

SOUTH DAKOTA EAST, 5SE

Bounded on the north by the State of North Dakota, on the east by the States of Minnesota and Iowa, on the south by the State of Nebraska, on the west by the west boundary lines of Brown, Spink, Beadle, Jerauld, Aurora, Douglas and Bon Homme Counties.

SOUTH DAKOTA WEST, 5SW

Bounded on the north by the State of North Dakota, on the east by the county lines that define the

western boundary of 5SE above, on the south by the State of Nebraska, on the west by the States of Wyoming, and Montana.

Section 3 Redistricting

The Lions International Board of Directors decides on all proposals for redistricting. Prior to submitting a redistricting proposal to Lions International for action, the Council shall approve said proposal and certify that the following requirements have been satisfied:

- a. Each proposed district contains at least 35 Lions clubs and a minimum total membership of 1250 members in good standing. Said proposal includes a map showing boundary lines for all proposed districts and a list of the Lions Clubs, including their current membership figures that will comprise each proposed district.
- b. Said proposal has been approved by at least 2/3 of the delegates at a Multiple District Convention and an annual District Convention in each respective District that will be affected. (A certified copy of the minutes of said action, containing the actual proposal that was approved, will be required.)
- c. All accounts of any affected District are paid in full or cleared 90 days prior to the end of the fiscal year.
- d. When a District is divided, one of the resulting districts shall retain the designation of the original District.

Section 4 Discontinuation of Transitional Designations

- a. The term “transitional” is replaced with “established districts below 35/1250 over two years.”
- b. Former transitional districts can elect their governors now.
- c. In district below 35/1250 over two years, the transportation expenses for the governor’s spouse to attend the District Governor-elect Seminar at International Convention will be reimbursed as per Lions Clubs International policies.
- d. The constitutional provision that all districts with membership below the 35/1250 requirements will not be able to endorse a candidate for international director or second vice president remains valid.
- e. These changes are effective immediately.

ARTICLE IV OFFICERS

The Officers of this Multiple District shall be the members of the Multiple District Council of Governors.

ARTICLE V COUNCIL OF GOVERNORS

Section 1 Council Membership

The Council of Governors, hereinafter referred to as the Council, shall consist of the current District Governors

and a number of Immediate Past District Governors, which number cannot exceed one-half of the number of District Governors. There shall be at least one (1) Immediate Past District Governor each from Saskatchewan, North Dakota, and South Dakota. The election of the Immediate Past District Governors shall be according to policy adopted by the Council. In the event no candidate from a given state or province intends to seek a seat on the Council as an Immediate Past District Governor, there shall be an “at-large” election to fill said position from the remaining Immediate Past District Governors in accordance with policy adopted by the Council.

Section 2 Officers

The officers of the Multiple District shall be:

- a. The Council Chairperson who will be elected by the current Council of Governors and the District Governors Elect at the third quarterly (Spring) meeting of the Council of Governors in accordance with policy adopted by the Council. A candidate for Council Chairperson must be a District Governor in Multiple District 5 in the fiscal year in which the election is held. The Vice-Chairperson of the Council shall fill a vacancy in the office of Council Chairperson.
- b. The Vice Chairperson of the Council, who shall be the Immediate Past District Governor of the State or Province hosting the next Multiple District Convention. A vacancy in said office shall be filled by action of the Council.
- c. The Secretary-Treasurer, who shall be appointed at the first Council meeting following the Lions International Convention.
- d. No salary shall be paid to any officer or member of the Council except for the Secretary-Treasurer.

Section 3 Regular and Special Meetings

The Council of Governors shall meet as follows:

- a. Quarterly at the call of the Chairperson, at such place and time as the Council of Governors or the Council Chairperson may decide, subject to due notice in writing, together with a statement or agenda of the business to be transacted, being given to each member of the Council by the Multiple District Secretary-Treasurer.
- b. On such other occasion as a meeting may be requested by notice in writing to the Multiple District Secretary-Treasurer and signed, or otherwise requested by a majority of the members of the Council.

Section 4 Quorum

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

Section 5 Representatives for Negotiable Activity

A contract, check, bill of exchange or other document to which the Multiple District is a party may be signed on behalf of the Multiple District by any two of the following: the Council Chairperson, Council Vice Chairperson or Multiple District Secretary-Treasurer.

Section 6 Powers

Except where inconsistent with and contrary to the provisions of the Articles of Incorporation, Constitution or By-Laws of Lions International, the powers granted therein to the Board of Directors of Lions International, and the Policies and Acts of said Board of Directors, the Council shall have the power to:

- a. Have jurisdiction and control over all officers and agents, when acting as such of the Multiple District Council and all committees of the Multiple District and the Multiple District Convention.
- b. Have management and control over the property, business and funds of the Multiple District.
- c. Levy upon each District an annual per capita assessment in respect of each member of each club within the District, said assessment to be sufficient to cover the expenses for the fiscal year of the Multiple District administration and such other matters relating to the business of Multiple District as the occasion may require and the Council may decide, subject always to the By-Laws of this Multiple District.
- d. Have jurisdiction, control and supervision over all phases of the Multiple District Convention and all other meetings of the Multiple District.
- e. Have original jurisdiction, when authorized under policy of the Lions International Board of Directors and under rules of procedure prescribed by said Board, to hear and rule upon any complaint of a Constitutional nature raised by any District or Districts, any Lions Club, or any member of a Lions Club. All such rulings of the Council shall be subject to review and decision by said Lions International Board.
- f. The Council shall prepare 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 Council.
- g. Be the Officers of the annual Multiple District Convention.

ARTICLE VI MULTIPLE DISTRICT AND DISTRICT CONVENTIONS

Section 1 Annual Multiple District Convention

- a. A convention of the Multiple District shall be held each year at a time and place to be determined by a previous convention and it shall be at a date and time prior to the International Convention; provided however, that the selection of a convention site shall not be made more than five (5) years in advance.
- b. The site of the Multiple District Convention shall rotate yearly from South Dakota to North Dakota to Saskatchewan in that order, unless otherwise recommended by the Council and approved by a majority vote at the Multiple District Convention. The procedure for selection of convention site shall be in accord with Multiple District By-Laws; however, the Council shall have absolute authority to change at any time, for good and valid reason, the convention site chosen by a Multiple District Convention, and

neither the Council nor the Multiple District nor any District or Districts shall incur any liability thereby to any Lions Club or District.

Section 2 District Conventions

Annually, there shall be a convention of each District in the Multiple District, held either in conjunction with the annual Multiple District Convention or at such other place and time prior thereto as determined by the respective District. A meeting of the registered delegates of a District in attendance at the Multiple District Convention may constitute the annual convention of said District.

Section 3 Delegates, Quorum and Action

- a. Each chartered club in good standing in Lions International, in the Multiple District, and in its own District shall make every reasonable effort to be represented at the District and Multiple District Annual Conventions by its full authorized voting strength, each club being entitled to one voting delegate or one alternate delegate for each ten members, or major fraction thereof, of said clubs, as shown by the records of Lions International on the first day of the calendar month just preceding that month during which the convention is held. The major fraction referred to in this section shall be five or more members. Each certified delegate present in person may cast one vote only for each office to be filled, and one vote only on each issue to be voted on by the members of said convention.
- b. A majority of the registered delegates in attendance at a convention (District or Multiple) session shall constitute a quorum at any session of the convention.
- c. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention.

Section 4 Parliamentarian and Sergeant-at-Arms

A convention Parliamentarian and Sergeant-at-Arms and such assistants as may be deemed necessary, shall be appointed by the Council for the Multiple District convention or by the respective Cabinet for District conventions.

Section 5 Proceedings and Financial Statements

- a. The Multiple District Secretary-Treasurer shall record, or cause to be recorded, all proceedings of the annual Multiple District Convention; such proceedings to be printed, together with a financial statement of the convention and a financial statement of the Multiple District. A copy of these proceedings and statements shall be sent to each member of the Council, to Lions Clubs International, and to each Lions Club that returned the request card that will be mailed with the convention notices, such card to be returned to the Multiple District Secretary-Treasurer by June 30 of the convention year. These proceedings should be mailed approximately ninety (90) days after the convention.
- b. Each respective Cabinet Secretary/Treasurer shall record, or cause to be recorded, all proceedings of his own District Convention, together with a financial statement of the convention. A copy of these proceedings and statement shall be sent to the District Governor, to each club of the District, to the

Secretary-Treasurer of the Multiple District, and to Lions International within sixty (60) days after the close of the convention.

ARTICLE VII CONVENTION FUNDS

Section 1 Payment of Expenses

All expenses of and incidental to the annual Multiple District Convention, including meals and entertainment, shall be paid in whole or part from registration fees collected by the host Lions Club(s) from delegates in attendance, supplemented with grants requested from the Multiple District Treasury.

Section 2 Registration Fees

The amount to be charged for Multiple District Convention registration is subject to prior approval by the Council. Registration fee for the Multiple District Convention shall be stated in dollars and in the currency of the county in which the convention is located.

ARTICLE VIII DISTRICT ORGANIZATION

Section 1 Cabinet and Officers

- a. Each District shall have a District Cabinet composed of the District Governor, the Immediate Past District Governor, 1st Vice District Governor, 2nd Vice district Governor, Region Chairpersons (if said office is part of the District organization) and Zone Chairpersons as shall be elected by the District or appointed by the District Governor, and a Cabinet Secretary/Treasurer. The members of the District Cabinet shall be the officers of the District. Each such officer shall be a member in good standing of a Lions Club in good standing within the District.
- b. The District Governor, 1st Vice District Governor and 2nd Vice District Governor of each District shall be elected at the annual convention of the District. The District Governor may appoint one Region Chairperson for each Region, and shall appoint one Zone Chairperson for each Zone in the District, if said offices are vacant at the time the District Governor assumes office.
- c. Any vacancy in a District office, except that of District Governor, shall be filled by the District Governor's appointee for the unexpired term thereof. In the event a vacancy occurs in the office of District Governor, the 1st or 2nd Vice District Governor (in the order of their office) shall act as District Governor and shall perform the duties of, and have the same authority as the District Governor until such time as such vacancy is filled by the Lions International Board of Directors.
- d. If any District officer shall cease to reside or be a member of a Lions Club in the Region or Zone in respect to held office, term of said office shall thereon cease, and the District Governor shall appoint a successor.
- e. No salary shall be paid to any District Officer.

Section 2 Cabinet Meetings

- a. Regular: A regular meeting of the Cabinet shall be held in each quarter of the fiscal year (with the first to be held within sixty (60) 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-Treasurer.
- b. Special: Special meetings of the Cabinet may be called by the District Governor at his discretion, and shall in any event be called by him upon written request made to the District Governor or the Cabinet Secretary-Treasurer by a majority of the members of the Cabinet. Not less than five (5) nor more than ten (10) days written notice of special meetings, setting forth the purpose thereof and a date, time and place determined by the District Governor, shall be given to each member by the Cabinet Secretary/Treasurer.
- c. Quorum and Vote: The attendance of a majority of the members of the Cabinet shall constitute a quorum for any meeting thereof.

Section 3 Regions and Zones

- a. Each District Governor shall divide the District into Regions, if so desired, of no more than eighteen (18) and no less than ten (10) Lions Clubs, and each such Region into Zones of no more than eight (8) and no less than four (4) Lions Clubs, giving due regard to the geographical locations of the clubs. All such Regions and Zones shall be subject to change by the District Governor, when in the sole discretion of the District Governor, said change is deemed necessary to the best interests of the Multiple District and/or Lions International.
- b. Regional meetings of the representatives of all clubs in a Region, with the Region Chairperson or a District Governor appointee presiding, may be held during the fiscal year at times and places fixed by said presiding officer and Zone Chairpersons of the respective Region.

Section 4 District Committees

- a. A District Governor's Advisory Committee, composed of the Zone Chairperson and the Presidents and Secretaries of the clubs in the Zone with the Zone Chairperson, as Chairperson thereof shall exist in each zone of the District. 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 October or November, a third meeting in the month of February or March; and a fourth meeting, if necessary, approximately thirty (30) days prior to the Multiple District Convention. Hereafter, Zone Meeting shall refer to a meeting of the Advisory Committee in said zone.
- b. The District Governor shall appoint a Committee Chairperson to service and correlate efforts of all clubs in this District as recommended or required by Lions Clubs International or as deemed necessary by the District Governor.

Section 5 Dispute Reconciliation

Reconciliation of club disagreements shall be conducted through a dispute resolution process coordinated by the District Governor and officers of the Cabinet in accordance with **ARTICLE V, Section 6e**.

ARTICLE IX DISTRICT REVENUE

Section 1 Per Capita Assessments

To provide revenue to defray the administrative expenses of each District, an annual per capita assessment in amount determined by the District Cabinet shall be levied on each member of each club in the District. Said assessment shall be collected from each member of established clubs in advance of the calendar term and paid by each club to the District administrative expenses and assessments budgeted and approved by the District Governor's Cabinet. The District Governor and the Cabinet Secretary/Treasurer shall sign a contract, check, bill of exchange, or other documents to which the District is a party, unless otherwise designated by the District Cabinet Secretary/Treasurer in two semi-annual payments; one-half of total club per capita assessment based on membership as of June 30 being payable August 1; one-half of total club per capita assessment based on club membership as of December 31 being payable February 1. Newly chartered or reorganized clubs shall collect and pay said per capita assessment on a pro-rata basis from the first day of the second month following the date of the club organization or reorganization. Aforesaid assessments shall be disbursed only for District [__??].

Section 2 Lions International Convention Expense

Expenses of Secretary/Treasurer and **incoming** Council Chairperson to attend the Lions International Convention, shall be considered a Multiple District expense as set forth in Multiple District By-Laws.

Section 3 Budgetary Obligations

The District Governor and respective Cabinet shall neither incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year nor obligate the succeeding District Governor in any financial manner.

Section 4 Secretary/Treasurer Bond

The Cabinet Secretary/Treasurer shall be bonded in such amount and with such surety company as shall be approved by the District Cabinet. The cost of it shall be an administrative expense.

Section 5 Fiscal Year Audit

The outgoing District Governor shall provide for an audit of the books and accounts of the outgoing Cabinet Secretary/Treasurer prior to the turning over of said records. A written report of such audit shall be part of District Cabinet records.

ARTICLE X AMENDMENTS

Section 1 General Procedure

This Constitution may be amended only at a Multiple District Convention by a resolution presented from the Council to the Convention by the Convention Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

Section 2 Prior Notice

No amendment shall be so presented or voted upon unless a draft thereof shall have been furnished in writing or via 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. This amendment draft, at the choosing of the Multiple District 5 Council, shall be in the form of either a written notification published in the North Dakota, South Dakota, and Saskatchewan newspapers or by letter.

Section 3 Date of Effect

Each amendment to this Constitution shall take effect following the close of the Convention at which adopted, unless otherwise specified in the amendment.