

LIONS CLUBS INTERNATIONAL  
MULTIPLE DISTRICT 27

AND

WISCONSIN LIONS FOUNDATION

Constitution  
and By-Laws



AS REVISED MAY 2009

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# LIONS OF WISCONSIN - MULTIPLE DISTRICT 27

## CONSTITUTION

### ARTICLE I

#### Section 1 - NAME

The organization shall be "Lions of Wisconsin, Multiple District 27, of the International Association of Lions Clubs." It shall be referred to hereinafter as the "Multiple District".

### ARTICLE II

#### Section 1 - OBJECTS OF THE MULTIPLE DISTRICT

- a. To help advance, throughout the Multiple District, the Objects and the Code of Ethics set forth by Lions Clubs International.
- b. To assist and provide proper and orderly administration of Lionism throughout the Multiple District.
- c. To establish, coordinate and give support to State-wide projects, programs and special fund raisers.
- d. To provide greater strength in carrying out the ideals and principles of Lionism.
- e. To better coordinate and direct effective leadership at all levels of Lionism in the Multiple District.

#### Section 2 - RELATIONSHIP WITH LIONS CLUBS INTERNATIONAL

In all cases where a conflict exists between any portion of this Constitution or of the By-Laws and the Constitution or By-Laws of Lions Clubs International, the Constitution or By-Laws of Lions Clubs International shall prevail; however, the remainder of this Constitution or the By-Laws shall remain in full force and effect.

### ARTICLE III

#### Section 1 - MEMBERSHIP

- a. The membership of the Multiple District shall consist of all Lions Clubs in the State of Wisconsin as duly chartered by Lions Clubs International, provided the club is in good standing.
- b. In all cases where the male pronoun is used in the Constitution & By-laws, it shall be changed to read his/her or he/she.

## **Section 2 - DISTRICT COMPOSITION**

Multiple District 27, Wisconsin shall consist of ten (10) districts, A1, A2, B1, B2, C1, C2, D1, D2, E1 & E2, the area of each to be established by vote of the delegates at the State Convention. The respective districts are presently established as follows:

- a. District 27-A1-- includes all those clubs lying South of Interstate 94 extended easterly to Lake Michigan and westerly to the present West Boundary of the District, in the following counties: Jefferson, Walworth, Kenosha, Racine, Waukesha and Milwaukee.
- b. District 27-A2-- includes all those clubs lying North of Interstate Highway 94 extended easterly to Lake Michigan and westerly to the present west boundary of the District, in the following counties: Ozaukee, Washington, Jefferson, Dodge, Waukesha and Milwaukee.
- c. District 27-B1-- includes Sheboygan, Fond du Lac, Green Lake, Marquette, Waushara, Winnebago, Calumet and Manitowoc counties and that part of Outagamie County comprising the City of Appleton and that part of Brown County comprising Wayside and Morrison in the Town of Morrison.
- d. District 27-B2-- includes Outagamie County, except the City of Appleton, Waupaca, Brown, except Wayside and Morrison in the Town of Morrison, Kewaunee, Door, Oconto, Shawano, Langlade, Marinette, Menominee, Forest, and Florence Counties.
- e. District 27-C1-- includes Clark, Marathon, Wood, Portage and Adams Counties.
- f. District 27-C2-- includes Bayfield, Ashland, Iron, Vilas, Oneida, Price, Taylor and Lincoln Counties.
- g. District 27-D1-- includes Dane, Rock, Columbia, Green, Lafayette, Iowa and Grant Counties.
- h. District 27-D2-- includes Richland, Crawford, Vernon, Monroe, Juneau and LaCrosse Counties.
- i. District 27-E1-- includes Barron, Burnett, Chippewa, Douglas, Polk, Rush, Sawyer and Washburn Counties.
- j. District 27-E2-- includes Buffalo, Dunn, Eau Claire, Jackson, Pepin, Pierce, St. Croix and Trempealeau Counties.

### **Section 3 – REDISTRICTING**

Any proposed changes to the existing established boundaries shall be voted on by the Delegates at the State Convention only after prior approval of a majority of the Lions Clubs of each of the affected sub-districts.

## **ARTICLE IV**

### **COUNCIL OF GOVERNORS**

#### **Section 1**

There shall be a Council of Governors, hereinafter referred to as the State Council, composed of all the District Governors in the State. In matters where the State Council is divided and a tie vote exists, the question shall be considered defeated for lack of a majority.

#### **Section 2**

At the first meeting of the Vice District Governors after January 1, they shall select a Past District Governor to serve as Council Chair. They shall elect from their council a Vice Chair, a Council Representative to the Wisconsin Lions Foundation and a Representative to the Lions Eye Bank of Wisconsin for their term of office.

#### **Section 3**

The State Council Chair, or the State Secretary shall call the first meeting of a new State Council within thirty days following the close of the International Convention.

#### **Section 4**

- a. Each new State Council, at its first meeting, shall elect a Council Secretary, and a Council Treasurer from among its official members, or at the discretion of each new State Council the State Secretary may be designated to serve as Council Secretary and the Council Treasurer. It shall also take action on any other business pertinent to the Multiple District.
- b. A minimum of five (5) regular meetings shall be held throughout the year at such times and places as agreed upon by the State Council, or as called by the Council Chair, or upon the written request of at least four (4) of the District Governors.
- c. All Council meetings shall be publicly announced in the Wisconsin Lions Publication whenever possible. Such announcements shall give the time and place of each meeting. Meetings of the Council shall be open to all Lions, who shall be permitted to address the Council only upon invitation unless otherwise provided either in this Constitution or in the By-Laws.

## **Section 5**

A majority of the State Council shall constitute a quorum.

## **Section 6**

The State Council shall appoint only such committees and personnel as authorized by the State Convention.

## **Section 7**

All State-wide projects, programs and special fund raisers shall be initiated only with the approval of the Multiple District Council of Governors. All funds of the State-wide projects shall go to the Wisconsin Lions Foundation. All funds of State-wide programs and special fundraisers shall go directly to the organization as directed by the District, Club or individual donor. The Multiple District Council of Governors will determine what constitutes a project, program or special fund raiser.

# **ARTICLE V**

## **DISTRICT OFFICERS**

### **Section 1**

The principal and presiding officer of the District shall be the District Governor. Under the supervision of the International Board of Directors, he/she shall perform those duties of the office of District Governor as set forth in the Lions Clubs International Constitution and By-Laws and such other duties as come within the scope of his/her office.

### **Section 1A**

(Effective July 1, 1994 each district is required to have an elected Vice District Governor.) The Vice District Governor, subject to the direct supervision and direction of the District Governor shall be the chief administrative assistant to the District Governor.

### **Section 2**

The District Governor and the Vice District Governor for each District shall be elected either at an annual District Convention or at the annual State Convention as determined by the District Cabinet during the preceding Lions fiscal year. The election shall be by secret ballot of the certified delegates of the District present and voting.

### **Section 3**

The following positions shall be appointed or elected to the District Cabinet: Region

Chairperson(s), Zone Chairperson(s), Secretary and Treasurer or Secretary-Treasurer prior to the incoming District Governor taking office.

#### **Section 4**

Each officer appointed by the District Governor shall be a member in good standing of a Lions Club in good standing in the District.

#### **Section 5**

The Region Chairperson, shall be under the direction of the District Governor and have the following qualification.

- a. Have served or will have served at the time of taking office:
  - 1. As President or Secretary of a Lions Club for a full term or a major portion thereof; and
  - 2. As Zone Chairperson for a full term or a major portion thereof.

#### **Section 6**

The Zone Chairperson shall be under the direction of the Region Chairperson and/or the District Governor and have served as President or Secretary of a Lions Club for a full term or a major portion thereof.

#### **Section 7**

The District Governor-Elect shall assume the responsibilities of his/her office immediately upon adjournment of the International Convention which follows his/her election. He/she shall serve until adjournment of the next following International Convention.

#### **Section 8**

There shall be no salary paid by any District or the Multiple District to any officer of any District in the Multiple District, nor shall any elected Officer of the Multiple District be paid a salary. Any remuneration paid to an officer of a District or the Multiple District for expenses incurred in performing official Lions business shall be made only in accordance with the Rules of Audit set forth by Lions Clubs International.

### **ARTICLE VI**

#### **DISTRICT ORGANIZATION**

##### **Section 1**

Each District shall be apportioned by the District Governor into Regions.

## **Section 2**

Each Region shall be apportioned by the District Governor into Zones.

## **Section 3**

Regions and Zones shall be subject to change by the District Governor if deemed necessary for the best interests of the District and the individual Lions Clubs.

# **ARTICLE VII**

## **DISTRICT GOVERNOR'S CABINET**

### **Section 1**

- a. There shall be a District Governor's Cabinet in each District, composed of the District Governor, who shall be the executive head; the Immediate Past District Governor; the Vice District Governor; the Region Chairmen; the Zone Chairmen; the Cabinet Secretary-Treasurer; the Directors of the Wisconsin Lions Foundation; and Committee Chairmen, as appointed by the District Governor. All the District Officers listed in this sub-section shall have voting privileges.
- b. At the discretion of the District Governor, ex-officio non-voting members may be appointed.
- c. The Past District Governors in the District may be invited to attend the meetings of the Cabinet at the discretion of the District Governor. Their participation in business matters of the Cabinet shall be advisory only, and they shall have no voting privileges.

### **Section 2**

In the absence of the District Governor at a Cabinet meeting, the Vice District Governor shall perform the duties of the District Governor at the meeting.

### **Section 3**

A majority of the District Governor's Cabinet shall constitute a quorum.

### **Section 4**

- a. The District Governor shall call at least one regular meeting of the Cabinet each quarter during the year.
- b. The Cabinet Secretary-Treasurer shall give each member of the Cabinet at least ten (10) days written notice of all regular meetings.

## **Section 5**

- a. The District Governor may call special meetings of the Cabinet. Special meetings may also be called upon the written request of a majority of members of the Cabinet to either the District Governor or the Cabinet Secretary-Treasurer.
- b. The Cabinet Secretary-Treasurer shall give at least five (5) days and not more than ten (10) days written notice of any special meeting.

## **ARTICLE VIII**

### **DISTRICT GOVERNOR'S ADVISORY COMMITTEE**

#### **Section 1**

There shall be in each Zone a District Governor's Advisory Committee composed of the Zone Chair, the Presidents, First Vice-Presidents, and Secretaries of all of the clubs in the Zone. The Zone Chair shall be the Chair of the Advisory Committee and shall preside at all meetings of the Committee.

#### **Section 2**

The Zone Chair in each Zone shall call at least three (3) meetings, and preferably four (4), of the District Governor's Advisory Committee during the year. The first meeting shall be held within sixty (60) days after the adjournment of the preceding International Convention. The second meeting shall be held not later than November; the third in February or March, and the fourth approximately thirty (30) days prior to the State Convention.

#### **Section 3**

The time and place of the Advisory Committee meetings shall be decided by the Zone Chair. All such meetings shall be scheduled and arranged for the convenience of the President, First Vice-President, and Secretary of each club, who shall attend such meetings.

## **ARTICLE IX**

### **DISTRICT GOVERNOR'S HONORARY COMMITTEE**

There may be a District Governor's Honorary Committee. The membership of the Committee shall consist chiefly of Past International Officers and Past District Governors within the District. The Committee and its Chair are appointed by the District Governor. The Chair also may be appointed an ex-officio member of the District Governor's Cabinet. Any actions of the Committee or of its individual members shall be under the supervision of the District Governor. The principal purpose of the Committee shall be to promote harmony throughout the District.

## ARTICLE X

### DISTRICT FINANCES

#### Section 1

- a. The Cabinet Secretary-Treasurer shall collect from the Clubs in his/her District the amount of the per capita tax approved by the State Convention for the Multiple District and State Convention administrative expenses. He/she shall also collect from the Clubs in his/her District the amount for District Administrative Fund approved by the District Cabinet at the first Cabinet meeting. This amount shall not exceed an amount to be set by the State Council.
- b. The per capita tax shall be levied on each member and shall be collected from all clubs semi-annually by October 1 and April 1 of each year.
- c. The per capita tax shall be based upon the membership of each club as shown by its membership report for December and June. This report shall be rendered to Lions Clubs International by January 10 and July 10 of each year.
- d. The per capita tax shall be levied on all members to provide the necessary finances for the following:
  - (1) State Administrative Fund
  - (2) State Convention Fund
  - (3) Wisconsin Lions Foundation, Inc.
  - (4) Wisconsin State Lions Publication
  - (5) District Administrative Fund
  - (6) Other items as approved at the State Convention

#### Section 2

The Cabinet Secretary-Treasurer shall retain for District administrative expenses that portion of the per capita tax that was approved for the District Administrative Fund. He/she shall promptly remit to the State Council Treasurer the balance of the funds collected for other Multiple District purposes.

#### Section 3

New and reorganized clubs shall be billed for a pro-rated share of the per capita tax beginning the first day of the month following the date of their organization.

#### Section 4

All monies shall be disbursed from the District Administrative Fund by check, drawn and signed by the Cabinet Secretary-Treasurer and countersigned by the District Governor, for District administrative expenses only, and as approved at a regular or

special meeting of the District Governor's Cabinet.

### **Section 5**

The Cabinet Secretary-Treasurer shall prepare an itemized report of all District Administrative Fund receipts and disbursements and shall provide a copy of the report to each member of the District Governor's Cabinet at each regular meeting. The report shall be included in the minutes of the meeting and the minutes shall show approval or disapproval of any items in the report.

### **Section 6**

The District Governor or the Cabinet Secretary-Treasurer shall request Cabinet approval in advance for any major expenditures which they anticipate might occur between meetings, or between the final cabinet meeting and the International Convention.

### **Section 7**

The expenses of the District Governor-Elect to attend the International Convention are paid by Lions Clubs International. Such expenses shall not be paid from the District Administrative Fund except that, when the International Convention is held outside the Continental limits of the United States and Canada, the Cabinet may approve an amount from District funds to supplement any amount paid by Lions Clubs International.

### **Section 8**

The expenses of the members of the State Council to attend the International Convention shall be paid out of the Multiple District Treasury. They shall be reimbursed on the same basis as the District Governor-Elect.

### **Section 9**

- a. The District Governor's Cabinet shall authorize an amount to be paid from District funds to reimburse the Cabinet Secretary-Treasurer for his/her expenses to attend the State Convention.
- b. He/she shall be expected to submit a written itemized report of his/her expenses for which reimbursement is requested to the District Governor immediately following the State Convention. The report shall be included with the official files of the Cabinet Secretary-Treasurer and shall be available for review by the auditors.

### **Section 10**

- a. Each retiring District Governor's Cabinet shall request an annual audit of the records and accounts of the Cabinet Secretary-Treasurer by a competent auditor or by an auditing committee. The annual audit shall be completed before the first meeting of the new Cabinet.
- b. Additional audits may be requested by the Cabinet.

c. The District Governor shall send a copy of the audit report to each member of the Cabinet. He/she may also send a copy to the Secretary of each club in his/her District.

## **ARTICLE XI**

### **WISCONSIN LIONS ORGANIZATIONS,**

#### **Section 1**

The Wisconsin Lions Past District Governor's Organization consisting of the Past District Governors, shall function and serve as an auxiliary and affiliate group of the Multiple District. Its purpose shall be to help advance the cause of Lionism in Wisconsin, promote inter-district relationships, and cooperate in the advancement of such projects as aid to the visually handicapped and other meritorious undertakings.

#### **Section 2**

Lions Eye Bank of Wisconsin

## **ARTICLE XII**

### **THE STATE CONVENTION**

#### **Section 1**

A State Convention shall be held each year commencing on the second Friday following the first Saturday of May.

#### **Section 2**

a. The host convention city shall be selected three years in advance. Invitations from prospective convention cities shall be in the hands of the State Council Secretary by midnight on the last day of February so that the State Convention Committee may have ample opportunity to review the information submitted.

b. The State Convention Committee will make its recommendations to the State Council as to the adequacy of accommodations in each prospective city. The Convention Site Committee shall not consider any facilities that are not available for operation at the time of inspection.

c. In the event no invitation is received from any city, or if no recommendation is made by the State Convention Committee, the State Council shall determine the place of the Convention.

#### **Section 3**

The State Council shall have the power and authority to change at any time, for

good and sufficient reason, the location of the State Convention. It shall have this right without any liability to the Multiple District or the individual District.

#### **Section 4**

a. The State Council shall have complete charge of the State Convention Fund, and shall approve and disburse such funds in payment of Convention and Convention administrative expense.

#### **Section 5**

During the State Convention, a meeting shall be scheduled for each District in the Multiple District for the nominations for District Governor if not previously elected at a District Convention, Directors of the Wisconsin Lions Foundation, Inc., and for the presentation of financial and other reports by the Cabinet Secretary-Treasurer and the District Governor.

#### **Section 6**

Each District Governor shall appoint as many members from his/her District as Sergeant-At-Arms for the State Convention as are deemed necessary by the State Council. The State Council shall designate the Head Sergeant-At-Arms.

#### **Section 7**

a. Each chartered club in good standing in the Multiple District, with all International, Multiple and District per capita taxes paid in full, shall be entitled to one (1) voting delegate and one (1) alternate for each ten (10) members of said club, or major fraction thereof, as shown by the records of Lions Clubs International on the first day of the month last preceding the month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members.

b. Each active Past District Governor of Multiple District 27 shall be entitled to full delegate privileges at each State Convention, and each Convention of his/her District (single and sub and multiple). No such active Past District Governor shall be included in the delegate quota of his/her club for any such convention.

#### **Section 8**

All new or reorganized chartered clubs, regardless of the date when they were organized, shall have full delegate privileges at the State Convention.

#### **Section 9**

A vote on any question or ballot may be cast only by a registered delegate present in person at the Convention. No delegates shall, or shall be allowed to, cast more than one (1) vote on any question or issue.

## **Section 10**

Fifty (50) delegates shall constitute a quorum for the transaction of all business.

## **ARTICLE XIII**

### **STATE BOWLING, CURLING AND GOLFING TOURNAMENTS**

#### **Section 1**

There shall be annual State Bowling and Curling Tournaments open to all clubs in good standing in the Multiple District. The starting date of any State Bowling Tournament shall be by mutual consent of the State Council of Governors, the host club, and the State Bowling Committee. Starting in 1995 the rotation will be 1995-A1, 1996-B1, 1997-C1, 1998-D1, 1999-E1, 2000-A2, 2001-B2, 2002-C2, 2003-D2, 2004-E2, 2005-A1. The host city for the annual State Bowling and Curling Tournaments shall be selected two years in advance. The annual Golf Tournament shall be held during the week of the State Convention and is to be conducted on a certified 18-hole golf course.

#### **Section 2**

Any city desiring to be host to either the State Bowling or Curling Tournament shall submit a written invitation to the Secretary of the State Bowling Committee or State Curling Committee by December 15. To qualify as a host club or clubs for the State Bowling Tournament commencing with the 1993 bowling tournament, any club or clubs must have a minimum of sixteen (16) bowling lanes in no more than two (2) alleys no more than 10 miles from a center point on the straight line between the two alleys.

#### **Section 3**

In the event no invitations are received or no recommendations are made by the State Bowling or State Curling Committees, the State Council shall determine the place or places of the tournaments.

#### **Section 4**

The cities approved for the respective tournaments shall be voted upon by ballot by the registered delegates attending the State Convention. The city receiving the highest number of votes for each tournament shall be designated as the host city for the tournament.

#### **Section 5**

All expenses incurred by the host city or cities to sponsor the State Bowling Tournament or the State Curling Tournament shall be the full obligation of the host

club or clubs.

## **ARTICLE XIV**

### **AMENDMENTS AND VOTING PROCEDURE**

#### **Section 1**

This Constitution may be amended only at the State Convention of the Multiple District, by resolution duly presented to and reported by, the State Resolutions-Constitution and By-Laws Committee, and adopted by a two-thirds (2/3) affirmative vote of the registered delegates present and voting.

#### **Section 2**

Voting on any amendment to the Constitution of the Lions of Wisconsin Multiple District 27 brought before the State Convention shall be by secret ballot by the registered delegates to the State Convention. Any other matter brought before the State Convention except amendments to the By-Laws of the Lions of Wisconsin Multiple District 27 shall be by voice vote unless a request is made for roll call by at least ten (10) percent of the registered delegates present and voting.

## **BY-LAWS**

### **ARTICLE I**

#### **DUTIES OF DISTRICT OFFICERS**

##### **Section 1 - DISTRICT GOVERNOR (see Constitution, Article V)**

- a. The District Governor shall be the chief executive officer of the District and shall preside at all meetings of the District Governor's Cabinet. He/she shall act under the direction of the Board of Directors of Lions Clubs International and shall have general supervision of all clubs in his/her District.
- b. If possible, he/she shall visit each club in his/her District at least once during his/her term of office and shall receive reports from the secretary of each Club in his/her District on forms available from the office of Lions Clubs International.
- c. No elected District Governor shall be permitted to succeed himself/herself.
- d. The District Governor shall have authority to remove from office, for good and sufficient cause, any Region Chair, Zone Chair, or any other District Officer or Committee member.
- e. When a vacancy occurs in the office of District Governor, the Cabinet Secretary-Treasurer shall call a meeting of the Cabinet within twenty (20) days for the purpose

of recommending a successor. The recommendation shall be submitted to the President and Board of Directors of Lions Clubs International.

## **Section 2 - CABINET SECRETARY-TREASURER**

- a. He/she shall keep a true and complete record of the proceedings of all meetings of the Cabinet and shall forward copies of such proceedings within ten (10) days after each meeting to all members of the Cabinet and the office of Lions Clubs International.
- b. He/she shall collect from the clubs in the District all the per capita taxes authorized by Article X of the Multiple District Constitution. He/she shall deposit the monies in such depositories as are designated by the Cabinet. He/she shall disburse these funds only as authorized by the Cabinet and in accordance with Article X.
- c. He/she shall give bond for the faithful discharge of his/her duties in an amount set by the Cabinet and shall submit to the Cabinet a semi-annual financial report and such other special reports as may be called for by the Cabinet. He/she shall submit his/her books and accounts for audit whenever required by the Cabinet. At the end of the fiscal year he/she shall place in the hands of his/her successor all monies and records, financial and otherwise, which pertain to his/her office within not more than fifteen (15) days following the close of his/her term of office.
- d. He/she shall also perform such other duties as ordinarily pertain to the office of Secretary-Treasurer and are delegated to him/her from time to time by the District and the Cabinet.
- e. The official actions of the Cabinet Secretary-Treasurer shall be under the supervision of the District Governor and the Cabinet.
- f. In the event the Cabinet Secretary-Treasurer for any reason cannot or does not efficiently perform the duties of his/her office to the best interest of Lionism, or in the event the office for any reason is vacated, the District Governor shall appoint a successor to serve for the unexpired term.

## **Section 2A - VICE DISTRICT GOVERNOR**

Each District shall provide for the elected office of Vice District Governor. Duties of this office shall be as established by the International Board of Directors and the District Governor.

## **Section 3 - REGION CHAIR**

- a. (If the position is utilized during the District Governor's term.) The Region Chair shall be a member of the Cabinet and shall attend all regular and special meetings and deliberations of that Cabinet. He/she shall assist the District Governor in the promotion of Lionism in his/her Region by performing such other duties as may be delegated to him/her from time to time by the District Governor and the Cabinet.

- b. When called upon to do so he/she shall recommend to the District Governor Lions qualified to serve as Zone Chair in his/her Region.
- c. It shall be his/her duty to see that every club in his/her Region is efficiently operating under the Lions Clubs International Constitution and By-Laws and the Multiple District Constitution and By-Laws.
- d. It shall be his/her duty to promote the annual State and International Convention among the clubs in his/her Region and to have them represented at each of the Conventions by at least the full quota of delegates to which they are entitled.
- e. He/she shall supervise and assist the Zone Chairmen of his/her Region in the performance of their official duties. He/she shall cooperate with them in holding regularly scheduled meetings of the District Governor's Advisory Committees and he/she may attend such meetings when called upon. He/she shall further cooperate with his/her Zone Chairmen in promoting attendance at charter nights of newly organized clubs.
- f. In order to further develop good fellowship in his/her Region, he/she shall cooperate with his/her Zone Chairmen in promoting such activities as golf, bowling, curling, and softball tournaments; banquets; anniversary celebrations; special functions such as meetings in observance of District Governor Month and Past District Governor Month; honoring Key Members, Old Monarchs, etc; installation of officers; induction of new members; spouses nights; outings; and other similar functions.
- g. The official actions of the Region Chair shall be under the supervision of the District Governor.

#### **Section 4 - ZONE CHAIR**

- a. The Zone Chair shall be a member and the Chair of the District Governor's Advisory Committee composed of Club Presidents, First Vice-Presidents and Secretaries of his/her Zone.
- b. The Zone Chair shall hold regularly scheduled Advisory Committee Meetings, as provided in Article VIII, Section 2, of the Multiple District Constitution. He/she shall be the presiding officer of such meetings.
- c. The Zone Chair shall make a report of each Advisory Committee meeting and shall send copies within five (5) days thereafter to his/her Region Chair, his/her District Governor, and the office of Lions Clubs International.
- d. It shall be his/her duty to see that every club within his/her Zone is efficiently operating under the Lions Clubs International Constitution and By-Laws and the Multiple District Constitution and By-Laws.
- e. With the cooperation of his/her Region Chair, he/she shall arrange regularly

scheduled District Governor's Advisory Committee meetings.

f. He/she shall encourage the clubs in his/her Zone to hold inter-club meetings and such other social activities as golf, bowling, curling, and softball tournaments; banquets, anniversary celebrations; special functions such as meetings in observance of District Governor Month and Past District Governor Month, honoring Key Members, Old Monarchs, etc.; installation of officers; induction of new members; spouses nights; outings; and other similar functions.

g. He/she shall promote attendance at charter nights of newly organized clubs.

h. It shall be his/her duty to promote the annual State and International Conventions among the clubs in his/her Zone and to have his/her clubs represented at each of the Conventions by the full quota of delegates to which they are entitled.

i. The official action of the Zone Chair shall be under the supervision of the District Governor and the Region Chair of the Region of which his/her Zone is a part.

#### **Section 5 - DISTRICT GOVERNOR'S CABINET (See Constitution, Article VII)**

a. The District Governor's Cabinet is the deliberative and administrative body of the District Governor. It formulates plans and policies affecting the welfare of Lionism in the District.

b. At its first meeting, the new Cabinet shall agree upon a definite schedule of Cabinet meetings to be held during the year, including if possible, definite dates and places of such meetings.

c. Through the Region Chairmen and Zone Chairmen, the Cabinet shall receive reports and recommendations from the Clubs and Zones.

d. It shall assist in the collection by the Cabinet Secretary-Treasurer of all per capita taxes. It shall designate a depository for all funds.

e. The Cabinet shall authorize the payment from the District Treasury of all legitimate expenses pertaining to the administration of the District. The Cabinet shall give authorization to the Cabinet Secretary-Treasurer to transfer to the State Council Treasurer all monies collected in the District for Multiple District and State Convention administrative funds.

f. When deemed necessary, it shall make recommendations to the State Council covering changes which should be made in the amount of the Multiple District per capita taxes collected to cover the administrative and other legitimate expenses of the District.

g. It shall set the amount of corporate surety bond for the Cabinet Secretary-Treasurer and shall approve the surety company in which he/she shall be bonded.

- h. It shall demand and receive from the Cabinet Secretary- Treasurer financial reports semi-annually or more frequently if necessary. (See the Constitution, Article X, Section 5)
- i. It shall make provisions for an audit at the close of each fiscal year of the books and records of the Cabinet Secretary-Treasurer by a competent auditor or by an auditing committee. (See the Constitution, Article X, Section 10)
- j. The Cabinet shall receive such other reports from the Cabinet Secretary-Treasurer as are found necessary from time to time.
- k. Any vacancy in any District Cabinet position, except that of the District Governor and Vice District Governor shall be filled by appointment of the District Governor for the unexpired term.

**Section 6 - DISTRICT GOVERNOR'S ADVISORY COMMITTEE**  
**(See Constitution, Article VIII)**

- a. The Committee shall be an advisory body from its Zone to the District Governor and his/her Cabinet. It shall represent all of the clubs in the Zone in that capacity. It serves in an advisory capacity only. It shall be composed of the Zone Chair, the President, First Vice-President and the Secretary of each Club in the Zone. The Zone Chair shall be the Chair of the Advisory Committee.
- b. It shall convey information and recommendations for the good of Lionism in the Zone, Region, or District to the District Governor and his/her Cabinet through its Zone Chair or Region Chair.
- c. It shall hold regularly scheduled meetings (at least three, and preferably four) during the fiscal year.
- d. It shall assist the Zone Chair in his/her endeavor to have every club within the zone operating efficiently under the Lions Clubs International Club Standard Constitution and By-Laws and the Multiple District Constitution and By-Laws.
- e. It shall promote attendance from the Clubs in the Zone at the annual State and International Conventions.
- f. It shall assist the Zone Chair in promoting attendance at charter nights of newly organized clubs.
- g. It shall assist the Zone Chair in arranging among the clubs of the Zone, inter-club meetings and such other social activities as golf, bowling, curling and softball tournaments; banquets; anniversary celebrations; special functions such as meetings in observance of District Governor Month and Past District Governor Month; honoring Key Members, Old Monarchs, etc.; installation of officers; induction of new members; spouses nights; outings; and other similar functions.

## **Section 7 - DISTRICT GOVERNOR'S HONORARY COMMITTEE**

**(See Constitution, Article IX)**

- a. The principal purpose of this Committee shall be to promote harmony throughout the District.
- b. The committee shall be appointed by the District Governor, who shall also designate its Chair. The official actions of this committee or of its individual members shall be under the supervision of the District Governor.
- c. The Chair of this committee shall attend Cabinet meetings when called upon by the District Governor. The Chair may be designated an ex-officio member of the Cabinet at the discretion of the District Governor.
- d. The committee shall meet at the call of the District Governor.

## **Section 8 - DISTRICT PUBLIC RELATIONS DIRECTOR**

- a. The District Public Relations Director shall be appointed by the District Governor and shall be an ex-officio member of the Cabinet. He/she shall work under the direction and supervision of the District Governor.
- b. He/she shall plan programs that will assist in developing and maintaining good public relations between the clubs in the District and the general public. With the approval of the District Governor, he/she may appoint a Public Relations Committee from the clubs within the District (usually from 2 to 5 members) to assist him/her in carrying out a public relations program.
- c. He/she shall cooperate with the editor of the Wisconsin Lions Publication in providing news articles and stories of activities in the District.
- d. The Director or the Committee shall stimulate and supervise publicity for the District. Each member of the committee shall act to build good public relations between the clubs and their communities in his/her respective area.
- e. The Director shall arrange basic training in publicity for all Club Public Relations Committee Chairmen.
- f. He/she shall perform such other duties pertaining to public relations programs and activities as requested by the District Governor.

## **Section 9 - DISTRICT MEMBERSHIP DEVELOPMENT AND RETENTION DIRECTOR**

- a. The District Membership Development and Retention Director shall be appointed by the District Governor and shall be an ex-officio member of the Cabinet. He/she shall be a Lion in good standing (preferably a Past District Governor) that has

demonstrated special interest, talent, and qualifications in this particular type of work. He/she shall perform his/her duties under the direction and supervision of the District Governor.

b. The Director shall cooperate with the District Governor in the work of strengthening weak clubs. He/she shall cooperate and work with Membership Committee Chairmen and Lions Information Committee Chairmen of all clubs in his/her District and arrange meetings of those Chairmen for the purpose of planning programs that will re-educate and re-indoctrinate all members in their respective clubs. He/she shall work with clubs on the induction of new members and installation of officers.

c. He/she shall adopt a plan for membership development that can be used by all clubs in the District.

d. He/she shall encourage Club Membership Committees to use care in screening prospective members.

e. He/she shall remind all Lions Club Information Committees of their duties concerning the indoctrination of all new members and urge those committees to make reports at every club meeting.

#### **Section 10 - DISTRICT EXTENSION DIRECTOR**

a. The District Extension Director (preferably a Past District Governor) shall be appointed by the District Governor and shall be an ex-officio member of the Cabinet. He/she shall perform his/her assigned responsibilities under the direction and supervision of the District Governor.

b. His/her primary responsibility shall be the promotion and formation of new clubs in the District with the cooperation and help of the District Governor, the sponsoring club, and the Region Chairmen and Zone Chairmen.

c. He/she shall help newly organized clubs plan and promote their charter nights in cooperation with the sponsoring club. He/she shall see to it that newly organized clubs and their members are thoroughly indoctrinated with the fundamentals of Lionism. He/she shall continue to visit those new clubs from time to time to make sure they are progressing satisfactorily, and keep the District Governor fully advised.

#### **Section 11 - DISTRICT PHOTOGRAPHER**

a. A District Photographer may be appointed by the District Governor. He/she may be designated an ex-officio member of the Cabinet. He/she shall perform his/her duties under the direction and supervision of the District Governor.

b. He/she shall arrange for photo coverage of outstanding newsworthy activities, events, or programs within the District. He/she shall cooperate with the District Public Relations Director and the editor of the Wisconsin Lions Publication by providing prints of any photos that they may be able to use for publicity purposes.

## **Section 12 - DISTRICT HISTORIAN**

A District Historian may be appointed by the District Governor. The appointee is usually a Past District Governor. He/she shall be under the supervision of the District Governor. He/she may be designated an ex-officio member of the Cabinet.

## **Section 13 - DISTRICT GOVERNOR'S COMMITTEE APPOINTMENTS**

- a. The District Governor may appoint such special committees from time to time as may be necessary in his/her judgment.
- b. Each District Governor shall designate the Chair of each Committee appointed by him/her and shall have power to fill all vacancies on any committee so appointed.

## **ARTICLE II**

### **DISTRICT NOMINATION AND ELECTIONS**

#### **Section 1 - DISTRICT ELECTIONS COMMITTEE**

- a. The District Governor of each District shall appoint a District Elections Committee composed of 3 members. Two of the members shall be appointed from among the members of the District Cabinet and one shall be appointed from any club in good standing in the District.
- b. Appointments shall be made by the District Governor before October 1 of each year.
- c. The Committee shall send to each club in the District an official notice before December 1 that shall include:
  1. The names, addresses and phone numbers of the District Elections Committee.
  2. Information on the District offices for which nominations will be received, the qualifications required of candidates, and the procedure to be followed for filing a candidate's nomination.
- d. The District Governor, Vice District Governor and Wisconsin Lions Foundation Director(s) shall be elected under procedures provided by the provisions of the respective (Sub) District Constitution & By-Laws. The results of the elections for District Governor and Vice District Governor shall be reported to the International Office by the current District Governor.
- e. The Committee may, if it deems it necessary or desirable, seek and encourage

Lions members from clubs in the District to become candidates for District offices.

## **Section 2 - DISTRICT GOVERNOR CANDIDATES**

a. Any Lion member in the District may be nominated and approved by his/her club for the office of District Governor provided he/she meets the qualifications set forth in the Lions Clubs International Constitution and By-Laws.

## **Section 3 - CANDIDATES FOR DIRECTOR of WISCONSIN LIONS FOUNDATION**

a. Any Lion member in the District may be nominated by his/her club for the office of Director, Wisconsin Lions Foundation, provided that he/she meets the following qualifications:

1. He/she is an active member in good standing of a chartered club in good standing in his/her District.

2. He/she shall have served as President or Secretary of a Lions Club for a full term or major portion thereof, or shall have served as a member of the Club's Board of Directors for no less than three (3) years, or

3. He/she shall have served as Zone Chair, Region Chair, or Cabinet Secretary-Treasurer for a full term or major portion thereof.

4. He/she shall have the support of the majority of the members of his/her club. As evidence thereof, the Secretary of his/her club shall submit with the club's written nomination, a certified copy of the resolution adopted by the club.

## **Section 4 - VICE DISTRICT GOVERNOR CANDIDATES**

a. Any Lion member in the District may be nominated and approved by his/her club for the office of Vice District Governor provided he/she meets the qualifications set forth in the Lions Clubs International Constitution and By-Laws.

b. In filling any vacancy arising in the Office of Vice District Governor, the District shall convene a meeting of the members of the existing cabinet as provided in the Lions Clubs International Constitution and By-Laws and all Past International Officers who are members in good standing in the District. It shall be the duty of the attendees at this meeting to appoint a qualified Club member as Vice District Governor for the remainder of the term. In filling such a 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 notices to attend said meeting and it should also be his/her responsibility to preside as Chair of the meeting. The Chair shall convey the results to the International Office within seven (7) days together with evidence of notice sent and meeting attendance. Each cabinet member who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one (1) vote.

## ARTICLE III

### **DUTIES OF MULTIPLE DISTRICT OFFICERS**

#### **Section 1 - COUNCIL OF GOVERNORS (See Constitution, Article IV)**

- a. The Council of Governors, otherwise herein referred to as the State Council, is the deliberative and administrative body in the formulation of the plans and policies affecting the Multiple District, including the annual State Convention.
- b. It shall make all contracts and approve all bills for expenses to be paid from the State Convention Fund or the State Administrative Fund. It shall designate a bank or banks as the depository of the funds.
- c. It shall set the amount of corporate surety bond for the Council Treasurer and shall approve the surety company with which he/she shall be bonded.
- d. The previous Council Treasurer shall submit an audited Financial Report to the new Council within ninety (90) days following the close of his/her term of office.
- e. It shall make provisions for an audit of all Multiple District Funds and the books and accounts of the Council Treasurer at the end of each fiscal year.
- f. In the event there is a surplus in the State Convention Fund at the close of the fiscal year, the State Council shall provide for a transfer of the funds to the next succeeding State Council.
- g. It shall recommend a budget to the State Convention, including a recommended amount of per capita tax to be levied for Multiple District, District, and State Convention administrative expense. (See Constitution, Article I, Section 1. d.)

#### **Section 2 - STATE SECRETARY**

- a. The State Secretary shall be hired by the Council at a council meeting in the fall of the year. A written contract will be issued for a period of one or more years beginning January 1 and ending December 31.
- b. No later than September 1st, the State Secretary shall give the Council written notice of his/her desire to renew his/her contract for the following year. In the event of non-renewal of the contract, the State Council shall, 1) advertise for candidates for the position in the October issue of the WISCONSIN LION Publication 2) appoint a screening committee to review applications, (3) hold final interview for the position at a time and place designated by the State Council.
- c. In the event the State Secretary cannot or does not efficiently perform the required duties of his/her office to the best interests of the Lions of Wisconsin, the State Council shall have the authority to remove the State Secretary from office, upon 2/3 vote of the State Council, and to appoint as successor, the State Council

Chair, or another Lion in good standing within the Multiple District to serve in the position until a new State Secretary can be hired.

d. The salary of the State Secretary shall be set by the Council of Governors and reviewed at the beginning of each Lionistic year.

e. The State Secretary shall assist the State Council in conducting the business of the Multiple District and shall perform such duties as specified or implied by the Multiple District's Constitution and By-Laws or as may be assigned to him/her by the State Council.

### **Section 3 - OTHER STATE EMPLOYEES**

In the event a State Office employee, responsible to the State Council of Governors, cannot or does not efficiently perform the required duties of their employment to the best interests of the Lions of Wisconsin, the State Council shall have the authority to remove said employee from the job, upon majority vote of the State Council.

### **Section 4 - SERGEANT-AT-ARMS**

The Head Sergeant-At-Arms and his/her assistants shall be responsible for the maintenance of proper order and decorum at the annual State Convention and shall perform such other duties as are incidental to that office or which are assigned by the State Council.

## **ARTICLE IV**

### **MULTIPLE DISTRICT COMMITTEES**

#### **Section 1 - STATE COMMITTEES AND INDIVIDUALS**

a. The following committees shall be designated as State Committees or individuals of Multiple District 27:

1. State Convention Committee
2. State Credentials Committee
3. State Resolutions-Constitution & By-Laws Committee
4. State Elections Committee
5. State Bowling and Curling Committees
6. State Convention Sergeants-At-Arms Committee
7. State Convention Tailtwisters Committee

8. State Convention Parliamentarian Committee
9. Research and Long Range Planning Committee
10. International Convention Committee
11. Youth Exchange Committee
12. State Pin Committee
13. Ladies Convention Committee
14. Lions Affiliate Convention Committee
15. Multiple District Lions Affiliate Chairperson and Advisory Committee
16. Multiple District Lions Youth Outreach/Quest Chairperson & Committee
17. Multiple District MERLO Committee Chairperson
18. International Relations Committee
19. Multiple District Leadership Co-Chairperson
20. LCIF Multiple District Chairperson and Committee
21. Multiple District Leo Chairperson and Committee
22. Multiple District Membership Chairperson
23. Multiple District SightFirst Chairperson and Committee
24. Multiple District Extension Chair
25. Multiple District Protocol Chair

b. Each new State Council, at either its first or second meeting, shall appoint committee members or individuals for terms of one year or for such other term of office as shall be set forth in the Constitution & By-Laws for that committee or office and, except for the State Pin Committee and State Convention Site Committee, shall designate committee chairpersons. Except for the State Pin Committee Chairperson and the State Convention Site Chairperson, the Council shall have the power to fill any committee or chairperson vacancy which may occur.

c. Except for the International Relations Chairperson, Multiple District Leadership

Chairperson, Multiple District Membership Chairperson, State Convention Committee, the Research & Long Range Planning Committee and the State Pin Committee, each Sub-District in the Multiple District shall have one representative on each committee.

d. Lions serving as a Director of the Wisconsin Lions Foundation shall not be eligible for appointment to any State Committee during their term of office.

## **Section 2 - STATE CONVENTION COMMITTEE**

a. The committee shall consist of the Council Chair and one member from each District appointed by the District Governor for a two (2) year term.

b. The current International Director and all Past International Directors shall serve as ex-officio members of the committee.

c. The State Council shall appoint the Chair of the International Convention Committee.

d. Committee members shall not be allowed any reimbursement for expenses.

e. Districts A1, B1, C1, D1 and E1 shall make appointments to this Committee in odd numbered years and Districts A2, B2, C2, D2, and E2 shall make appointments in even numbered years.

## **Section 3 - STATE CREDENTIALS COMMITTEE**

a. Each District Governor shall appoint one representative from his/her District, preferably the Cabinet Secretary-Treasurer, to the State Credentials Committee.

b. The Committee shall be appointed in addition to the District Elections Committee provided for in Article II, Section 1 of the Multiple District By-Laws.

## **Section 4 - RESOLUTIONS - CONSTITUTION & BY-LAWS**

a. This Committee shall be appointed by the State Council and shall be composed of one (1) representative from each District.

b. The names and addresses of the Committee members and the time and place of all meetings, shall be published in the Wisconsin Lion Publication.

c. All resolutions to be recommended to the State Convention for action shall be submitted to the Chair of the Resolutions, Constitution and By-Laws Committee in duplicate, at least ninety (90) days prior to the State Convention.

d. The committee shall hold at least one (1) meeting a year, not later than seventy (70) days prior to the State Convention, to consider resolutions and permit interested

parties to attend said meeting to present and discuss resolutions.

e. The committee is empowered and directed to make editorial changes in the Constitution and By-Laws with the approval of the State Council. The Committee shall append to each resolution amending the Multiple District 27 Constitution a footnote indicating that a two-thirds vote is required for adoption. No change may be made which alters the intent or function of the Constitution or By-Laws. In making editorial changes, the Committee shall be guided, but not bound by the suggested Multiple District Constitution and By-Laws of Lions Clubs International. Any changes made may be rejected by a two-thirds (2/3) vote of the delegates at the State Convention.

f. The submitted resolution shall bear the name and signature of the author or sponsoring unit with the signature of a responsible individual and be dated, and shall be prefaced with a brief explanatory statement summarizing the purpose and/or effect of the resolution.

g. A printed or other reproduced copy of all resolutions which have been submitted to the Committee shall be published in the Wisconsin Lions Publication in the issue immediately prior to the State Convention, or mailed to every Club Secretary of a Lions Club in the state at least thirty (30) days prior to the opening of the State Convention.

h. In all cases where a resolution is offered which amends the Constitution and/or By-Laws, the Committee Chair, in making his/her report, may give the recommendation of his/her Committee. The Chair of the meeting shall then look to the floor for an affirmative motion to place the resolution on the ballot. If none is offered or no second to such motion is made, the resolution shall not be considered. (See Constitution, Article XIV, and By-Laws, Article XIII)

i. All resolutions adopted by the State Convention shall be published in the first issue of the Wisconsin Lions Publication following the adjournment of the State Convention.

#### **Section 5 - STATE ELECTIONS COMMITTEE**

a. This Committee shall be appointed by the State Council and shall be composed of one representative from each District.

b. The Committee shall receive, review and report all nominations to the State Convention.

c. It shall see that printed ballots listing the names of all nominees, the proposed cities for the next State Convention, bowling and curling tournaments and resolutions amending the Constitution and By-laws are provided in sufficient quantity by the State Convention Committee.

d. It shall distribute the proper ballots to the respective District voting locations.

e. The Committee shall personally count and certify the election results. The Chair shall report the results to the Council Chair. Within two hours after the closing of the said election, the Council Chair shall make the election results available in the following manner:

1. The results of any election involving a candidate shall be made available only to the candidates involved in that election. Only the names of winning candidates shall be published or otherwise made public.

2. The results of an election, including the number of votes cast and how cast, on resolutions or on a host city shall be made public.

f. When the State Council Chair reports the election results to the parties named above in e., they must immediately make known their desire for a recount, if the closeness of the vote is such that they feel a recount is in order. If a recount is requested, the State Council Chair will immediately contact the State Elections Chair at a prearranged location. The Council Chair or his/her appointed representative, along with the State Elections Chair, will return at once to the place of balloting and meet with those requesting the recount and the recount shall immediately take place. It will not be the duty of the Council Chair to ask if a recount is desired.

g. Ballots or voting machines may be used at the discretion of the State Council of Governors.

h. No candidate for International Director, Wisconsin Lions Foundation or District Governor shall be appointed to this Committee. In the event said candidate had not indicated his/her candidacy at the time of his/her appointment to this Committee and later announces that he/she is a candidate for one of the previous mentioned offices, the District Governor who appointed him/her will immediately terminate this appointment and replace him/her on this Committee.

## **Section 6 - STATE BOWLING AND CURLING COMMITTEES**

a. These Committees shall be composed of a member from each District. Members shall be appointed by the respective District Governors, each for two-year terms. The term of office shall commence July 1st and end June 30 for each two year term.

b. Districts A1, A2, C1, C2, E1 and E2 shall make their appointments in the even numbered years. Districts B1, B2, D1 and D2 shall make their appointments in the odd numbered years.

c. Each Committee shall appoint a Wisconsin Lion in good standing as its Secretary-Treasurer. He/she need not be a member of the Committee.

d. The Committee members from the District in which the next State Tournament is to be held shall be the Chair of the Committee.

e. Under the supervision of the State Council, the committees shall be responsible for

supervising the State Bowling and Curling Tournaments.

f. Each Committee shall be responsible for establishing the rules and regulations for conducting its State Tournament, and shall establish the entry fee to be charged by the host club.

g. Each Committee shall investigate all invitations received from Clubs interested in sponsoring the next State Tournament.

h. All actions of the Committee shall be subject to review and approval by the State Council. (See Article XIII of the Constitution and Article VII of the By-Laws for additional requirements.)

i. Immediately upon being notified of a committee member's resignation or his/her inability to serve, his/her District Governor shall appoint another Lion member in good standing from his/her District to complete the unexpired term.

j. All State Bowling Tournaments shall be conducted under the rules of the ABC and the WBC.

k. A portion of the entry fees collected from participants for the State Tournament by the host club shall be allocated to the State Bowling and Curling Committees in an amount determined by the respective State Committee for administrative expenses of such Committee. Administrative expenses shall be those as defined in Article IV, Section 15 a. herein. Committee members are to be reimbursed for their administrative expenses according to the Rules of Audit of Lions Clubs International.

l. Minutes of each Committee meeting shall be submitted to each member of the Council of Governors within ten (10) days following each meeting.

m. Each Committee Secretary shall make annual written reports to the State Council. Each Committee Treasurer shall submit an annual report of receipts and disbursements to the State Council. All such reports shall be submitted at least twenty (20) days before the State Convention. The same reports shall also be presented to the State Convention by each Committee Secretary.

#### **Section 7 - STATE CONVENTION SERGEANTS-AT-ARMS COMMITTEE**

a. The Sergeant-At-Arms shall be responsible for the maintenance of proper order and decorum at the State Convention and all its functions; business sessions; District meetings; banquets, etc., and shall perform such other duties as are incident to the office, or which are assigned to them by the State Council.

b. The Sergeants-At-Arms shall inspect the Convention Hall and see that everything is in readiness for the Convention sessions; assist the presiding Governor in keeping order during the sessions, in calling the sessions and Convention functions on time, and in closing the sessions. They shall cooperate with the Elections and Credentials Committees in keeping quiet and order while the voting is taking place. At the

Convention sessions, the Sergeants-At-Arms are stationed at the doors to the Convention Hall to receive wires, messages, inquiries, etc., and to see that only those properly qualified are admitted to the Convention sessions and functions. It is also their duty to see that all ushers receive proper instructions and that they perform the duties assigned to them, such as properly seating the Delegates, Alternates, Visitors; distributing song sheets; etc.

**Section 8 - STATE CONVENTION TAILTWISTERS COMMITTEE**

- a. The Tailtwisters Committee shall see to it that special, adequate containers, clearly marked: "OFFICIAL TAILTWISTER", are provided each Committee member and that they are the only ones used throughout the State Convention.
- b. The Committee Chair, or any one of the Tailtwisters assigned by him, shall notify the presiding Governor in advance of any State Convention function at which they will be at work so that they are properly recognized and introduced.
- c. All monies collected by the Convention Tailtwisters shall be turned over to the Wisconsin Lions Foundation, as per Article IV, Section 7 of the Multiple District By-Laws.

**Section 9 - STATE CONVENTION PARLIAMENTARIAN COMMITTEE**

- a. The appointed Parliamentarian of the Convention Delegates shall be accorded a seat on the dais immediately to the right of the presiding officer. The Parliamentarian shall retain this seat during all business sessions in order that all problems of a parliamentary nature may be referred to him/her by the presiding officer for immediate adjudication.
- b. The Parliamentarian from each District shall serve during the time his/her District Governor is presiding at the Convention business session. In the event of a vacancy the Chair of the Parliamentarian Committee shall designate one of the members of his/her committee to fill the vacancy.

**Section 10 - RESEARCH AND LONG RANGE PLANNING COMMITTEE**

- a. The Council of Governors shall appoint a Committee of 5 members. Each member shall be appointed for a term of 5 years from each of the Districts in the following manner:

1991-1992	D2	1996-1997	D1
1992-1993	E2	1997-1998	E1
1993-1994	A2	1998-1999	A1
1994-1995	B1	1999-2000	B2
1995-1996	C2	2000-2001	C1

Appointments for subsequent years shall be in alphabetical order. The Immediate Past International Director from Multiple District 27, upon completion of their term on the International Board, shall be appointed to the Research & Long Range Planning Committee of Multiple District 27 for a period of 3 years or until the next Past

International Director from Multiple District 27 completes a term on the International Board, whichever comes first.

- b. The Chair shall be appointed yearly by the Council from the Committee members.
- c. Any Lion in good standing may serve as a member of this Committee.
- d. No member may serve more than one term.
- e. Two meetings shall be held each year. At the option of the Council, additional meetings may be held.
- f. The duties shall be as directed by the Council.

### **Section 11 - INTERNATIONAL CONVENTION COMMITTEE**

- a. The Committee shall consist of the Council Chair and one member from each District appointed by the District Governor for a two (2) year term.
- b. The current International Director and all Past International Directors shall serve as ex-officio members of the Committee.
- c. The State Council shall appoint the Chair of the International Convention Committee.
- d. Committee members shall not be allowed any reimbursement for expenses.
- e. Districts A1, B1, C1, D1 and E1 shall be make appointments to this Committee in odd numbered years and Districts A2, B2, C2, D2, and E2 shall make appointments in even numbered years.

### **Section 12 - YOUTH EXCHANGE COMMITTEE**

- a. This Committee shall be appointed by the State Council and shall be composed of one representative from each District.
- b. The Youth Exchange Committee shall be responsible for arranging and coordinating the visits of foreign youth to Wisconsin and Wisconsin youth to foreign countries in conjunction with the program conducted by Lions Clubs International.
- c. This Committee shall be responsible for the Wisconsin Lions Youth Exchange Camp.

**Section 13 - STATE PIN COMMITTEE**

a. This Committee shall be appointed by the State Council and shall consist of five members. Each member shall be appointed for a term of three years from each of the lettered Districts in the following manner:

- 1990-91 A1, B1, C1, D1, E1
- 1991-92 A2, B1, C1, D2, E1
- 1992-93 A2, B2, C1, D2, E2
- 1993-94 A2, B2, C2, D2, E2
- 1994-95 A1, B2, C2, D1, E2
- 1995-96 A1, B1, C2, D1, E1

b. The Committee shall name its own Chair.

c. The Committee shall select, with the assistance of the State Office, a Wisconsin trading pin or set not to exceed four annual pins in accordance with policies determined by the State Council.

d. No reimbursement for expenses shall be allowed any member of the Committee.

e. The Committee shall report to the Council at least twice each year.

f. Any Wisconsin Lion may submit proposed pin designs to the Committee.

**Section 14 - LADIES CONVENTION COMMITTEE**

a. Members of this committee shall be appointed by the District Governor and approved by the Council of Governors and shall be composed of one member from each District.

b. The committee shall perform such duties as may be assigned to them by the Council of Governors.

**Section 15 - LIONS AFFILIATE CONVENTION COMMITTEE**

a. This committee shall be appointed by the Council of Governors and shall be composed of one member from each District and serve a two year term.

b. The committee shall perform such duties as may be assigned to them by the Council of Governors.

**Section 16 - MULTIPLE DISTRICT LIONS AFFILIATE CHAIRPERSON AND ADVISORY COMMITTEE**

- a. This committee shall be comprised of the Lions Affiliate District President or Lions Affiliate District Associate and the Lions Affiliate District Chair of each District and the Multiple District Affiliate Chair.
- b. The Multiple District Lions Affiliate Chair shall be appointed by the Council of Governors for a period of three (3) years.
- c. The committee shall perform such duties as may be assigned to them by the Council of Governors.

**Section 17 - MULTIPLE DISTRICT LIONS YOUTH OUTREACH/QUEST CHAIRPERSON AND COMMITTEE**

- a. The individual shall be appointed by the Council of Governors to serve a three year term with a limit of two consecutive terms.
- b. The individual shall perform such duties as may be assigned to them by the Council of Governors.

**Section 18 - INTERNATIONAL RELATIONS COMMITTEE**

- a. This individual shall be appointed by the Council of Governors.
- b. The individual shall perform such duties as may be assigned to them by the Council of Governors.

**Section 19 - MULTIPLE DISTRICT LEADERSHIP CO-CHAIRPERSON**

- a. This committee shall be appointed by the Council of Governors and shall be composed of two members from the Multiple District to serve a three- year term.
- b. The committee shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 20 - LCIF MULTIPLE DISTRICT CHAIRPERSON AND COMMITTEE**

- a. This individual shall be appointed by the Council of Governors for a term of three years.
- b. This individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 21 - MULTIPLE DISTRICT LEO CHAIRPERSON AND COMMITTEE**

- a. This individual shall be appointed by the Council of Governors.

b. The individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 22 - MULTIPLE DISTRICT MEMBERSHIP CHAIR**

a. This individual shall be appointed by the Council of Governors to serve a three-year term.

b. The individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 23 - MULTIPLE DISTRICT SIGHTFIRST CHAIRPERSON AND COMMITTEE**

a. This individual shall be appointed by the Council of Governors.

b. The individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 24 - MULTIPLE DISTRICT EXTENSION CHAIR**

a. This individual shall be appointed by the Council of Governors to serve a term of three years.

b. The individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 25 - MULTIPLE DISTRICT PROTOCOL CHAIR**

a. This individual shall be appointed by the Council of Governors.

b. The individual shall perform such duties as may be assigned to them by the Council of Governors and Lions Clubs International.

**Section 26 - MULTIPLE DISTRICT COMMITTEE EXPENSES**

a. The State Council shall have the authority to schedule special and regular Committee Meetings and authorize reimbursement of expenses to approved Committee.

b. All reimbursements are based on Lions Clubs International's Rules of Audit.

c. No reimbursement shall be made for Committee Chairpersons making reports at a Council of Governors meeting.

d. The Chairperson or Secretary of all State Committees shall submit a written report of every meeting to the State Council of Governors, and no reimbursement of expenses for any Committee meeting shall be allowed without the Council first having received such written report.

e. Any Committee Chairperson or any Lion intending to appear at a meeting of the Council of Governors for any purpose shall submit a written report or statement to the Council at least two weeks prior to such meeting.

## ARTICLE V

### MULTIPLE DISTRICT FINANCES

#### **Section 1 - PER CAPITA TAX**

a. The annual per capita tax to be levied upon each member of all clubs in Multiple District 27; effective July 1, 1999 shall be \$10.50.

b. Effective January 1, 2008 :

1. The first family member shall pay the annual per capita tax as stated in Article V, Section 1, sub a, above.

2. Subsequent qualifying family members, according to LCI standards, up to four (4), shall pay an annual per capita tax equal to one-half (1/2) of the per capita tax paid by the first family member as described in sub-section (a) above.

3. Members who are eligible under Lions Clubs International rules for reduced annual per capita tax under either the Student Membership program or Leo to Lion program shall pay an annual per capita tax equal to 1/2 of the per capita tax as described in sub-section (a) above.

c. The amount of the per capita tax levied shall be collected by the Cabinet Secretary-Treasurer in each District. Such funds shall be turned over to the State Secretary by October 1st and April 1st. (See Constitution, Article X, Section 1.)

#### **Section 2 - STATE ADMINISTRATIVE FUND**

a. There shall be a separate and distinct fund known as the "State Administrative Fund" which shall be under the control and administration of the State Council.

b. The Fund shall be used by the State Council to pay the administrative expenses of the Multiple District, such as entertainment of the Lions International President, interim committee expenses, International Convention expense, and any other expenses that the State Council deems to be legitimate expenses of the Multiple District.

c. The Fund shall be used only for such items as are approved by the State Council. All disbursements from the Fund shall be by check, drawn and signed by the Council Treasurer and countersigned by the State Council Chair, or Vice-Chair.

d. Any balance in the State Administrative Fund at the close of the fiscal year, as

shown by the audit report, shall be transferred by the retiring State Council to the State Reserve Account.

### **Section 3 - STATE CONVENTION FUND**

a. There shall be a separate and distinct fund known as the "State Convention Fund" which shall be under the control and administration of the State Council.

b. The Fund shall be used to pay the administrative expenses of the State Convention such as convention attendance prizes, cost of reporting the official proceedings and printing of credential certificates, ballots, registration cards, and delegate badges, and such other expenses as the State Council deems to be convention administrative expenses.

c. Any balance in the State Convention Fund at the close of the fiscal year, as shown by the audit report, shall be transferred by the retiring State Council to the State Reserve Account.

### **Section 4 - WISCONSIN LIONS FOUNDATION, INC.**

The Wisconsin Lions Foundation, Inc. shall submit a proposed budget to the State Council of Governors 15 days prior to the State Convention, and shall submit quarterly financial statements including detailed income and expense reports to the Council of Governors.

### **Section 5 - STATE PROMOTION FUND**

a. There shall be a separate and distinct fund known as the Wisconsin Promotion Fund that shall be under the control and administration of the State Council.

b. The Fund shall only be used to promote the State of Wisconsin and Wisconsin Lionism through such activities as gifts of Wisconsin products at International Conventions, campaign expense support for Wisconsin candidates for Lions Clubs International offices, attendance of out-going District Governors at the International Convention, support for International Convention parade entries that promote Wisconsin and Lionism in Wisconsin, and to serve as a revolving fund to handle such things as state pins, uniforms, patches, etc.

c. The State Council shall regulate the amount available in the Fund by annually setting the per capita tax in accord with its budgeted needs.

d. Any balance in the State Promotion Fund at the close of the fiscal year, as shown by the audit report, shall be transferred by the retiring State Council to the State Reserve Account.

## **Section 6 - ANNUAL AUDIT**

The State Council shall employ the services of a Certified Public Accountant to audit the financial records of Multiple District 27, including a determination as to whether the expenditures conform to Lions Clubs International Rules of Audit.

## **Section 7 - STATE RESERVE ACCOUNT**

The reserve account shall be used by each State Council to offset a shortfall in any account.

## **ARTICLE VI**

### **STATE CONVENTION**

#### **Section 1 - STATE COUNCIL RESPONSIBILITY**

- a. The State Council shall designate or hire a State Convention Coordinator. The Coordinator shall be the Chair of the State Convention Committee (Article IV, Section 2). The Coordinator's responsibilities shall be to arrange, administer and coordinate activities associated with the State Convention such as meeting rooms, parade, hospitality books, finance, registration and voting.
- b. The Coordinator shall act at the direction of the State Council. The term of office of the Coordinator shall be as designated by the State Council.
- c. Reimbursement for the time and expenses of the Coordinator shall be established by the State Council. Funds for this purpose shall be appropriated from the State Convention Fund.

#### **Section 2 - RULES OF PROCEDURE**

- a. Robert's Rules of Order shall be the parliamentary authority of procedure except as otherwise provided in this section. These rules of procedure shall not be suspended, added to, or amended except by a two-thirds vote of the State Convention delegates, present and voting.
- b. Order of Business - - The regular order of business as shown on the Convention Program, shall be strictly adhered to.
- c. Resolutions - - Resolutions shall not be introduced or read from the floor. All resolutions must be typewritten on one side of the paper and delivered to the Chair of the Resolutions Committee as provided in Article IV, Section 4c. of these By-Laws.
- d. Speakers - - No person, except those who have been assigned speeches and discussions, shall be allowed to speak more than twice, nor more than 3 minutes each time on any subject, without the consent of the Convention.
- e. Voting - - Each chartered club in good standing in the Multiple District shall be

entitled to one voting delegate and one alternate, who must be present in person, for each ten (10) members of said club, or major fraction thereof (five or more members), as shown by the records in the office of Lions Clubs International on the first day of the month last preceding the month during which the Convention is held. No certified credential card shall be issued at the State Convention after 2:00 p.m. on the day of balloting.

f. Balloting - - Voting for all International offices, District Governor, Vice District Governor and Director of the Wisconsin Lions Foundation, if not previously elected at a District Convention, and for the selection of the next host cities for the State Convention and the State Bowling and Curling Tournaments and for any other items that are properly placed on the ballot shall take place following the close of the Convention Business Session, and remain open 45 minutes. The Chairperson of the State Elections Committee shall be the official timekeeper taking note of the time the presiding Governor adjourns the Business Session. It shall be his/her duty to secure all ballot boxes 45 minutes later.

g. Each delegate, upon surrender of his/her certified credential card, hand carried, in person, shall be entitled to one ballot.

h. Each Credential Card shall contain the following information:

"The Credential Card MUST be certified by the Delegate's Cabinet Secretary-Treasurer before 2:00 p.m. on the day of balloting. No Delegate or Alternate will be permitted to vote unless their Credential Card is certified (stamped) by Cabinet Secretary-Treasurer.

## **ARTICLE VII**

### **STATE BOWLING AND CURLING TOURNAMENT**

#### **Section 1 - HOST CLUB QUALIFICATION REQUIREMENTS**

Any club desiring to be host to the State Bowling or Curling Tournament shall submit a written invitation to the respective Committee Secretary of the State Bowling and State Curling Committees by December 15 of the year prior to the year the State Convention votes on the host club for such tournaments, disclosing the following information and more if considered pertinent:

- a. Number of bowling lanes as specified in Article XIII, Sec. 2 of the Constitution.
- b. A written invitation by the mayor or city manager of the interested city.

## ARTICLE VIII

### MULTIPLE DISTRICT PUBLICATION

#### Section 1 - AUTHORITY

The State Council shall have the power to designate the official publication for the Multiple District and to negotiate and enter into a written contract for a period not exceeding three years for supervision, printing, and editorial policy of the publication.

#### Section 2 - BUDGET

The State Council shall make provisions in its recommended budget at the State Convention for an amount to defray some of the publication expenses.

#### Section 3 - FUND BALANCE

Any balance in the State Lions Publication Fund at the close of the fiscal year, as shown by the audit report, shall be transferred by the retiring State Council to a Reserve Account.

## ARTICLE IX

### ELECTION OF INTERNATIONAL DIRECTOR AND INTERNATIONAL THIRD VICE PRESIDENT CANDIDATES AND STATE ENDORSEMENT AS INTERNATIONAL CANDIDATES

1. Qualifications for these offices shall be as set forth in the latest revisions of the Lions Clubs International Constitution.
2. Candidates must file the same standard form preceding the State Convention that is required by District Governor, Vice District Governor, and Wisconsin Lions Foundation Director candidates.
3. Speeches at the general session of the State Convention for these positions shall be limited to one nominating speech of not more than six minutes and two seconding speeches of not more than two minutes each for each candidate.
4. In all elections for International Candidate an option shall be provided on the ballot to vote for "no candidate". In case there is more than one candidate, the candidate receiving the largest number of votes will be declared the International Candidate. In the event that "no candidate" receives the largest number of votes there will be no candidate endorsed for that year. It shall be the duty of the State Secretary and the Council of Governors to forward information concerning candidates, if any, to Lions Clubs International within seven days following the close of the State Convention.
5. The endorsement of the candidate, if any, for International Director or International Second Vice-President, shall be for the period prescribed by Lions Clubs International Constitution and By-Laws.

6. If an endorsed candidate withdraws from further contention during his/her endorsed period, leaves the State or dies, there would be an election at the next convention if there is one or more candidates.

## **ARTICLE X**

### **LOCAL, DISTRICT AND MULTIPLE DISTRICT PROJECTS**

No project which involves Lions shall be authorized, undertaken, sponsored, or promoted by anyone without the annual written sanction of:

- a. The local Lions Club, if the project is of a local nature.
- b. The District Governor's Cabinet, if the project involves Lions or Lions Clubs within the District; or
- c. The State Council, if the project is of a statewide nature.

## **ARTICLE XI**

### **FISCAL YEAR**

a. The fiscal year of the Multiple District shall begin with the adjournment of the International Convention and shall end with the next succeeding International Convention.

## **ARTICLE XII**

### **MEMBERSHIP LISTS**

No list of members of the Lions of Wisconsin shall be furnished to any person requesting the same for their personal advantage or gain.

## **ARTICLE XIII**

### **AMENDMENTS**

These By-Laws may be amended only at the State Convention by resolution voted on by secret ballot by the registered Convention delegates.

**STANDARD FORM FOR NOMINATION OF CANDIDATES  
LIONS OF WISCONSIN MULTIPLE DISTRICT 27**

District Governor  
Chair District Elections Committee  
State Secretary

Date\_\_\_\_\_

This is to certify that at our Lions Club meeting held on \_\_\_\_\_,  
the Lions Club nominated by majority vote the following Lion, who is a member in  
good standing, as a candidate for the office listed herein.

This action is a part of the Club records and minutes.

Name of Candidate:\_\_\_\_\_

Mailing address:\_\_\_\_\_

City and Zip:\_\_\_\_\_

Telephone Number:\_\_\_\_\_

Fax Number:\_\_\_\_\_

Email address\_\_\_\_\_

Candidate for Office of:\_\_\_\_\_

District:\_\_\_\_\_

Lionistic Service and Qualification for office sought:\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_

Certification of and attestation to, we affix our signatures this \_\_\_\_\_day  
of \_\_\_\_\_, 20\_\_\_\_\_.

President\_\_\_\_\_

Secretary\_\_\_\_\_

Lions club of\_\_\_\_\_

# WISCONSIN LIONS FOUNDATION CONSTITUTION AND BY-LAWS

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# WISCONSIN LIONS FOUNDATION

## CONSTITUTION

### ARTICLE I

#### NAME

##### Section 1

The name of this organization shall be "Wisconsin Lions Foundation, Incorporated" hereinafter referred to as the "Foundation". The period of existence shall be perpetual.

### ARTICLE II

#### ORGANIZATION AND PURPOSE

##### Section 1

The Foundation is an affiliate organization of the Lions of Wisconsin Multiple District 27.

##### Section 2

a. It shall be a non-profit organization, organized for charitable, benevolent and educational purposes and not for pecuniary profit, operating under the control and direction of its Board of Directors as incorporated.

b. It shall be the organization authorized, empowered and directed to solicit, raise and accept funds for and on behalf of all state-wide projects of the Lions of Wisconsin.

c. It shall allocate and distribute such funds to all authorized Lions of Wisconsin projects as the State Convention delegates approve and deem necessary, sufficient and expedient to adequately maintain and operate said projects.

##### Section 3

a. Members of the Foundation shall be the registered delegates in attendance at the Annual State Convention.

b. A majority of the registered delegates in attendance at any official meeting held during the Annual State Convention shall constitute a quorum.

c. In all cases where the male pronoun is used in this Constitution or in the By-Laws, it shall be understood to mean both male and female persons, as appropriate.

## ARTICLE III

### RESPONSIBILITIES AND AUTHORITY

- a. It may purchase, take, receive, lease; take by gift, devise or bequest; or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- b. It may sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- c. It may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of other corporations, however or wherever organized; and of associations, trusts, partnerships, or individuals, or of the United States or of any government, state territory, governmental district or municipality or of any instrumentality thereof.
- d. It may take contracts and incur liabilities; borrow money at such rates of interest as the corporation may determine; issue its notes, bonds, and other obligations; and secure any of its obligations by mortgages or pledge of all or any of its property, franchises and income, subject to the provisions of Section 4 and 5 of this Article.
- e. It may invest its funds from time to time and lend money for its corporate purposes; and take and hold real and personal property as security for the payment of funds so invested or lent.
- f. It may conduct its business and affairs, carry on its operations, and have offices and exercise any powers granted by the laws of Wisconsin in any state, territory, district, or possession of the United States, or in a foreign country.
- g. It may appoint agents of the corporation and define their duties and fix their compensation.
- h. It may make and alter by laws not inconsistent with its articles of incorporation or with the laws of the State of Wisconsin, for the administration and regulation of the affairs of the corporation.
- i. It may make donations for the public welfare or for charitable, scientific, or educational purposes.
- j. It may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

### Section 2

a. All fund-raising projects and procedures, or any general solicitation of funds from the clubs constituting the Lions of Wisconsin, Multiple District 27 by the Foundation, or any of its Directors, must be submitted to the State Council, Lions of Wisconsin, for approval before proceeding.

### **Section 3**

a. All funds received for Foundation approved projects shall be allocated as specified by the donor. All other funds will be placed in the General Fund of the Foundation.

### **Section 4**

a. Any proposed action by the Directors of the Foundation, pertaining to improvement to Camp lands or buildings, purchases or property, or any other transactions involving the use of funds or obligations of the Foundation in excess of \$50,000.00 must be submitted to the State Council for approval before proceeding.

### **Section 5**

a. In all cases any action by the Directors of the Foundation, involving an expenditure of funds for any single purpose in excess of \$100,000.00 must be submitted for approval to the State Convention, Lions of Wisconsin, before proceeding.

b. Any such approval must be by a two-thirds (2/3) affirmative vote of the registered delegates present and voting.

## **ARTICLE IV**

### **AMENDMENTS**

#### **Section 1 - PROCEDURES**

a. Recommendation for changes or amendments to this Constitution may be made by a majority vote of the Board. All such approved amendments shall then be submitted to the State Constitution and By-Laws Committee Lions of Wisconsin, in the form of a resolution which shall be prefaced with a brief explanatory statement summarizing the purpose and/or effect of the resolution.

b. The said State Constitution and By-Laws Committee shall present the resolutions at the Annual State Convention for action.

c. This Constitution may be amended only at the Annual State Convention, Lions of Wisconsin, and only when any resolution for amendment is adopted by a two-thirds (2/3) affirmative vote of the registered delegates present and voting.

# WISCONSIN LIONS FOUNDATION

## BY-LAWS

### ARTICLE I

#### BOARD OF DIRECTORS

##### Section 1

- a. The Board of Directors shall be composed of twenty-one (21) members, of which twenty (20) shall be elected and one (1), a District Governor holding office at the time of his appointment, shall be appointed by the State Council of Multiple District 27 for a term of one year.
- b. Each District shall have two (2) elected members on the Board at all times except as provided in the section which follows:
- c. Elected Directors shall serve a three-year term except when elected to fill a vacancy caused by death, resignation, or removal from office. (See Article V, section c & d.)
- d. District Candidates shall be nominated at the first business meeting of the District at the Annual State Convention, Lions of Wisconsin. If the Director is elected at the District Convention, this sub-section shall not apply.
- e. A Director's term of office shall officially begin on July 1 following his election. The term of office of all Wisconsin Lions Foundation officers begins on July 1st, annually.
- f. Board members shall serve without compensation or reimbursement except for personal expenses incidental to their office or duties.

##### Section 2

- a. Directors shall be elected by ballot either at an annual District Convention or at the annual State Convention. Candidates shall have the following qualifications:
  1. He is a member of good standing of a chartered club in his District which is in good standing.
  2. He shall have served as President or Secretary of a Lions Club for a full term or major portion thereof, or shall have served as a member of the Club's Board of Directors for a total of 3 years or
  3. He shall have served as Zone Chairman, Region Chairman, Governor, or Cabinet Secretary-Treasurer of a District for a full term or major portion thereof.
  4. He shall have the support of the majority members of his club. As evidence thereof, the Secretary of his Club shall submit with the Club's written nomination a certified copy of the resolution adopted by his Club.
- b. The Candidate receiving the highest number of votes cast shall be the Director elected by that District. In case of a tie vote, the procedure found in Article II, Section 3d of the By-Laws of Multiple District 27 shall be followed.

c. No Director shall serve more than two consecutive elected terms. A term is to consist of two or three years. A Director is eligible to return as a Director after the lapse of one year after his service of five or six consecutive years.

## ARTICLE II

### POWER OF THE BOARD OF DIRECTORS

#### Section 1

a. The stock, property, affairs and business of the Foundation shall be under the care of and be managed by the Board.

b. The Board shall have the authority to appoint employees, agents or committees as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein.

c. The Board shall have the power to remove and suspend permanently or temporarily the officers, the assistant officers, agents, employees or committees appointed by it, and to delegate to any officer of the Foundation by resolution all or any of the powers stated in this section with such restrictions as it deems expedient.

d. The Board shall have the power to establish branch offices or places of business in the State of Wisconsin.

e. The Board shall have the power to authorize its general officers to borrow money for corporate purposes, and to execute in the Foundation's name bills, notes, or other evidence of indebtedness, subject to the provisions of Section 4 and 5, Article III, of the Foundation Constitution.

f. A copy of the minutes of any Board meeting, regular or special, accounting for all actions taken by the Board, shall be furnished to each District Governor within ten (10) days following any meeting.

## ARTICLE III

### CONFLICTS OF INTEREST - BOARD MEMBERS

#### Section 1

a. Recognizing the fact that Board members may or are likely to be associated with other corporations with which from time to time the Foundation may have business dealings, no contract or other transaction between the Foundation and any other corporation shall be affected by the fact that Directors of the Foundation are interested in or are directors or officers of such other corporation, if, at the meeting of the Board, making, authorizing, or confirming such contract or transaction, there shall be present a quorum of Directors not so interested; and

b. Any Director individually may be a party to, or may be interested in, any contract or transaction of the Foundation, provided that such contract or transaction shall be approved or be ratified by the affirmative vote of at least the majority of the Directors present and voting. Any Directors so interested shall be excluded from participating in any such vote.

## ARTICLE IV

### MEETINGS

#### **Section 1 - ANNUAL MEETING OF THE FOUNDATION**

- a. The annual meeting shall be held during the Annual State Convention, Lions of Wisconsin, at the Convention City at a business session of a Convention assembled.
- b. Notice of the annual meeting of the Foundation shall be included in the call for the Annual State Convention, Lions of Wisconsin.
- c. Any business of the Foundation may be transacted which does not, by the Laws of Wisconsin, require special notice.
- d. Any Lion member in good standing who is a registered delegate from a club in the Lions of Wisconsin organization, in good standing, may attend the meeting and vote.
- e. The time and place of the annual meeting shall be published in the Wisconsin Lion publication at least ten (10) days prior to the start of said meeting.

#### **Section 2 - REGULAR MEETING OF THE BOARD OF DIRECTORS**

- a. The first meeting of the Board shall be held within ninety (90) days following the Annual State Convention, Lions of Wisconsin.
- b. The Board shall hold at least two (2) regular meetings each year.
- c. The President shall call all meetings. In the event of illness or if he is unable to serve, then the Vice-President shall assume authority to call the meeting.
- d. The Secretary shall give ten (10) days written notice of each Board member, and when possible, a copy of the agenda for the meeting.

#### **Section 3 - SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

- a. Special meetings may be called by the President or upon the written request of the majority members of the Board.
- b. The Secretary shall give at least ten (10) days written notice of any special meeting to each Director, including information as to the purpose of the meeting, time and place.
- c. No special or regular meetings of the Board shall be held except as provided in (a) and (b) above.

#### **Section 4 - QUORUM**

A quorum shall be the majority of the total members of the Board. No business shall be transacted at any regular or special meeting of the Board, unless a quorum is present.

## ARTICLE V

### BOARD OFFICERS

## **Section 1 - ELECTION OF OFFICERS**

- a. Officers of the Board shall be elected annually at the last regular meeting prior to the State Convention.
- b. The Board shall elect each for a one-year term, from among its official members, a President, Vice-President, Secretary and Treasurer and such other officers as may be provided by the By-Laws of the Foundation. Officers elected shall serve until their successors are elected and qualified.
- c. Only Directors of the Foundation shall be eligible to be elected an officer.

## **Section 2 - DELEGATION OF DUTIES**

In case any officer is absent from a meeting or is ill or otherwise unable to function as an officer of the Foundation, the Board may delegate for the time being the duties of such officer to some other officer or Director of the Foundation.

## **Section 3 - VACANCIES OR REMOVAL**

- a. A Director may resign at any time by filing his written resignation by the Board, a vacancy shall exist.
- b. Any Director failing to attend two (2) official meetings of the Board during a fiscal year without adequate excuse as determined by the Board may be removed by a majority vote of the Directors present and voting. If removed, a vacancy shall exist on the Board.
- c. In case of any vacancy on the Board through death, resignation, removal or other cause, during the first year of a Director's term, the President of the Foundation shall promptly notify the District Governor of the District affected. The District Governor shall appoint another Lion member having the required qualifications to serve for the remainder of the first year term. This appointment shall not constitute a term. At the next annual District or State Convention, a Director shall be elected for the remaining two years of the term. Such election shall constitute a term for the Director elected.
- d. In case of any vacancy on the Board during the second or third year of a Director's term, the President of the Foundation shall promptly notify the District Governor of the District affected. The District Governor shall appoint another Lion member with the required qualifications to serve for the unexpired portion of the term, which shall not be construed as a term.

## **ARTICLE VI**

### **DUTIES OF BOARD OFFICERS**

#### **Section 1 - PRESIDENT**

- a. He shall preside at all meetings of the Board.
- b. He shall be the chief executive officer of the Foundation and shall have the general supervision, direction and active management of the property, affairs and business of the Foundation subject to the Board of Directors.
- c. He shall see that all orders and resolutions, authorized by the Board, are carried into effect.

d. He shall execute all deeds, leases, conveyances, contracts, and agreements authorized by the Board.

e. He shall submit a complete and detailed written report of the Foundation for the fiscal year and its financial condition to each member of the Board of Directors at the Annual meeting and to each District Governor and the State Secretary.

f. He shall be responsible for calling all regular and special meetings of the Board and shall designate the time and place of the meetings.

g. He shall from time to time report to the Board, all matters within his knowledge which may be of interest to the Foundation and which may require the attention or action of the Board.

h. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

## **Section 2 - VICE PRESIDENT**

a. He shall discharge the duties of the President in the event of his absence or inability to serve for any cause whatever.

b. He shall perform such additional duties as may be delegated by the President, or as may be prescribed by the Board or these By-Laws.

## **Section 3 - SECRETARY**

a. He shall issue all notices of meetings.

b. He shall prepare and keep a correct and complete record of all of the proceedings of the Foundation, including the names of all Directors and others in attendance. He shall send a copy of all minutes of meetings to all Directors, and to each District Governor, within not more than 10 days following the meeting.

c. He shall countersign all deeds, leases, conveyances, executed by the Foundation, affix the corporate seal thereto and to all other papers requiring such seal.

d. He shall keep a book containing the names and addresses of all Directors, when elected or appointed, term of office and name of their home Lions Club.

e. He shall safely and systematically keep all books, records and papers belonging to the Foundation or in anyway pertaining to the interests of the Foundation.

f. He shall in general perform all of the duties incident to the office of Secretary subject to the direction or authorization of the Board.

g. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

## **Section 4 - TREASURER**

a. He shall keep an accurate and complete accounting of all monies, credits, obligations and property of the Foundation.

- b. He shall keep an accurate account of all monies received and disbursed.
- c. He shall prepare and submit all statements which are required of corporations by the Laws of Wisconsin.
- d. He shall be the custodian of all funds and securities and shall deposit such funds in a bank or banks as approved by the Board or properly care for them in such other manner as the Board may direct.
- e. Whenever necessary and proper, he shall endorse on behalf of the Foundation, all checks, notes or other obligations and evidences of the payment of money payable to the Foundation or coming into its possession.
- f. He shall sign all checks and other instruments drawn on or payable from the funds of the Foundation and all bills, notes and other evidences of the indebtedness of the Foundation not requiring the seal of the corporation.
- g. He shall be prepared to give a financial report of his cash account and of the securities and other funds in his possession, custody and control at any regular meeting of the Board. He shall submit a prepared written financial report of all monies and funds of the Foundation to each Director at the regular meeting of the Board held immediately prior to the Annual State Convention, Lions of Wisconsin.
- h. He shall at all reasonable times and during normal business hours, allow any Director to examine his books and accounts.
- i. He shall in general perform all of the duties which are incident to the office of Treasurer of a Corporation, subject to the approval of the Board.
- j. He shall give bond in such amount and with such surety as the Board may require for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession on behalf of the Foundation.
- k. He shall perform such additional duties as may be prescribed by the Board or by these By-Laws.

## **ARTICLE VII**

### **EXECUTIVE ADMINISTRATOR**

The Foundation may employ an executive administrator who:

- a. Shall be charged with the day-to-day operations of the Foundation and its programs.
- b. Shall supervise the staff of the Foundation.
- c. Shall be responsible for implementing the policies of the Board.
- d. Shall report directly to the Executive Committee.
- e. Shall be available for consultation with any of the committees established by the Board.
- f. Shall be responsible for other duties as assigned by the Board, the Executive Committee or the President.

## **ARTICLE VIII**

## **MISCELLANEOUS**

### **Section 1 - SEAL**

a. The Foundation shall have a common seal which shall be in such form as the Board may adopt. It shall be in the charge of the Secretary.

### **Section 2 - PLACE OF KEEPING**

a. The general and principal books and records of the Foundation shall be kept in the principal office of the Foundation.

### **Section 3 - FISCAL YEAR**

a. The Fiscal Year of the Wisconsin Lions Foundation, Inc. shall begin January 1 and terminate December 31 of the same year.

### **Section 4 - ANNUAL AUDIT**

a. The Board shall make provisions for an audit of all Foundation funds and accounts by a qualified auditor annually - or at more frequent intervals if deemed necessary.

b. A copy of the Annual Report, including the Audit Report, shall be provided to each Foundation Director, outgoing District Governor, newly elected District Governor and the Secretary to the State Council ninety (90) days following the Annual meeting of the Foundation.

## **ARTICLE IX**

## **AMENDMENTS**

### **Section 1 - PROCEDURE**

a. Recommendations for changes or amendments to these By-Laws may be made by a majority vote of the Board. All such approved amendments shall then be submitted to the State Constitution and By-Laws Committee in the form of a resolution which shall be prefaced with a brief explanatory statement summarizing the purpose and/or effect of the resolution.

b. The State Constitution and By-Laws Committee, Lions of Wisconsin, shall present all changes and amendments in the form of a resolution at the Annual State Convention, Lions of Wisconsin, for approval.

c. These By-Laws may be amended only at the State Convention by resolution voted on by secret ballot by the registered Convention delegates.