

# LIONS

## *Code of Ethics*

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

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

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

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

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

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

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

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

## LIONS OF VIRGINIA

MULTIPLE DISTRICT 24  
OF THE  
INTERNATIONAL ASSOCIATION  
OF  
LIONS CLUBS



## CONSTITUTION AND BY-LAWS

Revised May 22, 2010

(As amended and approved at the  
87th Annual Convention  
Of the Lions of Virginia, at  
Hotel Roanoke,  
Roanoke, Virginia  
May 22, 2010)

# Lions Clubs International OBJECTS

TO CREATE *and foster a spirit of understanding among the peoples of the world.*

TO PROMOTE *the principles of good government and good citizenship.*

TO TAKE *an active interest in the civic, cultural, social and moral welfare of the community.*

TO UNITE *the clubs in the bonds of friendship, good fellowship and mutual understanding.*

TO PROVIDE *a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.*

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

## Mission Statement

TO CREATE AND FOSTER *a spirit of understanding among all people for humanitarian needs by providing voluntary services through community involvement and international cooperation.*

become effective July 1 next following the adjournment of the State Convention at which it is adopted, unless otherwise stated in the amendment, except that an amendment shall not be effective retroactively.

### ARTICLE VIII—STATE ACHIEVEMENT AWARD

**SECTION 1.** A State Achievement Award shall be awarded annually to each Lions Club in the State Organization, which meets the requirements set forth in the Requirements and Point Evaluation established by the Council of Governors. The Clubs in each District earning the State Achievement Award shall be determined by the District Governor subject to final review and approval by the Council of Governors, and such awards shall be presented before or at the Fall Conference for each District next following the close of the fiscal year. The Achievement Award shall be in the form of an appropriate certificate and streamer, patch, or similar device suitable for attachment to the Club banner.

mined by Robert’s Rules of Order Newly Revised, as revised from time to time.

**ARTICLE VII—AMENDMENTS**

**SECTION 1.** These By-Laws may be amended at any Annual State Convention by a majority vote of the delegates present, in person, registered, and voting.

**SECTION 2.** Any proposed amendment shall originate by Resolution from any one of the following:

- a. A Lions Club in good standing. A majority of the membership of a Lions Club must approve any proposed amendment that is submitted.
- b. Council of Governors
- c. Constitution and By-Laws Committee.

The Awards Committee shall recommend State Achievement Award Requirements and Point Evaluation to the Council of Governors for approval.

The State Secretary/Treasurer shall publish State Achievement Award Requirements and Point Evaluations information non an appropriate form and forward copies no later than August 1 yearly to each District Governor for distribution to the Lion Clubs in the State Organization.

**SECTION 3.** Any proposed amendment shall first be submitted in writing to the Constitution and By-Laws Committed at least one hundred and twenty (120) days prior to the convening of the Annual State Convention, which Committed shall give to each Club in the State Organization a written notice of such proposed amendment at least (60) days prior to he convening of the Annual State Convention; provided further that any such amendment or revision presented and mailed out as above may be acted upon by the said Convention in any modified, altered, or changed form that may result from discussion or the matter on the Convention floor; however, such modification, alterations, or changes in form shall be germane and directly related to the proposed amendment for which notice has been give to the Lions Clubs in the Multiple District.

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the discretion of the District Governor. In addition to the six district appointees, there shall be a Multiple District Leadership Development Chairman. He shall be appointed by the Council of Governors for a term of three (3) years, and such member shall be eligible for reappointment at the discretion of the Council of Governors. The position of Multiple District Leadership Chairman shall become effective July 1, 1997.

**SECTION 2.** The Council of Governors shall have the authority to appoint, from time to time, such special committees as in their judgment may be necessary.

**SECTION 3.** The International Convention Fund shall be administered by the Council of Governors and shall be used in promoting the interests of the State Organization at International Conventions and in promoting Virginia candidates for International Office.

**SECTION 4.** The Awards Committee shall be responsible for advising the Council of Governors regarding the State Achievement Award Program and such other Club awards as may be established from time to time by the State Organization.

**SECTION 5.** The Council of Governors shall exercise general control and supervision over all committees and officers of this State Organization, except the District Governor in his capacity as an officer of Lions International.

**SECTION 6.** No one Lion serving as a member on any one committee may have more than one vote on such committee, regardless of the number of qualifying positions said Lion may hold on such committee.

**ARTICLE V—FISCAL YEAR**

**SECTION 1.** The fiscal year of this State Organization shall be from July 1st to June 30th, inclusive, each year.

**ARTICLE VI—PARLIAMENTARY AUTHORITY**

**SECTION 1.** Unless otherwise provided by the Constitution and By-Laws of the Lions of Virginia - Multiple District 24, all questions of order and procedure shall be deter-

with the approval of the Council of Governors, shall be authorized to request a Virginia headquarters hotel and to sign a contract arranging for transportation to the convention at any time up to two years prior to the date the convention is to be held.

(c) The Council of Governors may, at their discretion, have the authority to authorize reimbursement of transportation expenses for one member of the International Convention Committee to make a trip to the city in which the next International Convention will be held, to make advance arrangements for the Virginia delegation.

(d) (1) The Long Range Planning Committee shall consist of two members from each district appointed by the Governor for a term of two years (one-half to be appointed each year). Members shall be eligible for reappointment at the discretion of the District Governor.

Upon enactment of the foregoing, one of the members from each district for Lions' year 1979-1980 shall be designated as an appointee for two years (1979-1981). Thereafter, one member shall be appointed or reappointed for each district every year for a two-year term.

(d) (2) The Membership, Extension, Retention, and Leadership Committees, consisting of one member, shall be appointed by the Council of Governors for a term of three (3) years, and such member shall be eligible for reappointment at the discretion of the Council of Governors. A District Membership, Extension, Retention, and Leadership Chairman (or Chairmen) shall be appointed by each Governor for a term of three (3) years, and the member (s) shall be eligible for reappointment at the discretion of the District Governor.

(d) (3) The Multiple District Retention Committee, consisting of one (1) member shall be appointed by the Council of Governors for a three-(3) year term, and such member shall be eligible for reappointment at the discretion of the Council of Governors. A District Retention Chairman (or Chairmen) shall be appointed by each District Governor for a term of three-(3) years, and the member(s) shall be eligible for reappointment at the discretion of the District Governor.

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## CONSTITUTION

### AS AMENDED AND APPROVED AT THE 87TH ANNUAL CONVENTION OF THE LIONS OF VIRGINIA, ROANOKE, VIRGINIA, MAY 22, 2010.

#### ARTICLE I—NAME

**SECTION 1.** The name of this organization shall be “Lions of Virginia, Multiple District 24, of the International Association of Lions Clubs.” It shall be referred to hereinafter as the “State Organization.”

#### ARTICLE II—OBJECTS

**SECTION 1.** To provide this State with an efficient State Organization, headed by International’s representatives, the District Governors in the State, for the express purpose of advancing Lionism and providing proper administration throughout the State.

#### ARTICLE III—MEMBERSHIP

**SECTION 1.** The membership of the State Organization shall consist of all the Lions Clubs in this State, duly chartered by Lions International and in good standing.

Multiple District 24 shall consist of six (6) districts, A,B,C,D,E, and F, the area of each to be established by vote of the delegates at the State Convention. The respective districts are presently established in accordance with this Article and Section of the Constitution and may be changed only by amendment to this Constitution. In the case of a multiple district redistricting proposal, approval by two-thirds (2/3) of the Conventions of the sub-districts comprising the multiple district must be obtained. Any changes are subject to approval by the Board of Directors of Lions International.

District 24-A shall comprise all the Clubs located in cities within or surrounded by the following Virginia Counties: Arlington, Culpeper, Fairfax, Fauquier, King George, Loudoun, Prince William, Rappahannock, Spotsylvania, Stafford, Westmoreland, and the City of Alexandria.

District 24-B shall comprise all the Clubs located in cities within or surrounded by the following

(e) Resolutions from the Council of Governors, Standing Committees, and Convention Committees shall be presented as motions at the end of their reports presented to the Convention or as separate motions following the reports.

(f) Each resolution (main motion) shall be presented to the delegates for consideration and appropriate action; that is, the delegates must be given the opportunity to debate the resolution, offer amendments, etc., and finally to vote on it.

**SECTION 3.** The Resolutions Committee, in addition to considering resolutions by Lions Clubs on matters for which there are no Standing Committees, shall prepare the appropriate courtesy resolutions for the Convention and present them to the delegates for consideration at the final session of the Convention.

**SECTION 4.** No one Lion serving as a member on any one committee may have more than one vote on such committee, regardless of the number of qualifying positions said Lion may hold on such committee.

#### ARTICLE IV—STANDING COMMITTEES AND FUNDS

**SECTION 1.** (a) The Council of Governors shall appoint the following committees, each consisting of one member from each District, to serve for one-year terms, except as provided in Subsection (d) (1), (d) (2) and (d) (3): Awards Committee, Budget Committee, Constitution and By-Laws Committee, Cultural and Community Activities Committee, Diabetes Awareness Committee, Extension Committee, Hearing & Speech Action and Work with the Deaf Committee, Information Technology Committee, International Convention Committee, International Relations Committee, Leader Dog Committee, Leadership Development Committee, Leo Clubs Committee, Lioness Clubs Committee, Lions Clubs International Foundation Committee, Lions Information/Public Relations Committee, Lions Opportunities for Youth Committee, Long-Range Planning Committee, Membership Committee, Retention Committee, Safety Committee, SightFirst Committee, Special Needs Equipment Committee, White Cane Project Committee, Youth Exchange Committee, and Youth Outreach Committee.

(b) The International Convention Committee,

**ARTICLE III-STATE CONVENTION COMMITTEE AND OFFICERS**

**SECTION 1.** In addition to the Nominations Committee (as provided for in Article V, Section 3, of the Constitution), the Council of Governors, on or prior to the first day of the Annual State Convention, shall appoint the following Convention Committees: Credentials Committee, Steering Committee, Resolutions Committee, Elections Committee, Necrology Committee, Sergeant-at Arms Committee, and Parade Committee, each committee to consist of not less than six (6) members (one member from each District) to serve during the convention unless sooner discharged. In like manner, the Council of Governors shall appoint a Parliamentarian to serve during the convention.

The Parade Committee shall be appointed no later than September 1, or eight months preceding the Annual State Convention.

**SECTION 2.** (a) The Steering Committee, in addition to establishing and monitoring the rules of conduct of the convention, shall receive, screen, and assign, without delay, proposed resolutions submitted by Lions Clubs to the proper Convention or Standing Committee for further action.

(b) All resolutions, to receive consideration, must emanate from a Lions Club, the Council of Governors, or from a duly constituted Standing or Convention Committee. All resolutions from Lions Clubs shall be submitted in writing to the Chairman of the Steering Committee at least 60 days prior to the convening of the Annual State Convention.

(c) Resolutions submitted by Lions Clubs shall be presented to the Convention by the appropriate Standing Committee, with its recommendations, when that committee makes its official report to the Convention.

(d) Resolutions by Lions Clubs on matters for which there are no Standing Committees shall be referred by the Steering Committee to the Resolutions Committee, which shall consider the resolutions, in consultation with the Council of Governors, and present the resolutions to the Convention with its recommendations when that committee makes its preliminary report to the Convention.

Virginia Counties, as well as Clubs in the following Virginia Counties: Amelia, Amherst, Appomattox, Brunswick, Buckingham, Campbell, Caroline, Charlotte, Chesterfield, Cumberland, Dinwiddie, Goochland, Greensville, Halifax, Hanover, Henrico, Lunenburg, Mecklenburg, Nottoway, Pittsylvania, Powhatan, Prince Edward, and Prince George.

District 24-C shall comprise all the Clubs located in cities within or surrounded by the following Virginia Counties, as well as Clubs in the following Virginia Counties: Albemarle, Alleghany, Augusta, Bath, Clarke, Fluvanna, Frederick, Greene, Highland, Louisa, Madison, Nelson, Orange, Page, Rockbridge, Rockingham, Shenandoah, and Warren.

District 24-D shall comprise all the Clubs located in cities within or surrounded by the following Virginia Counties, as well as Clubs in the following Virginia Counties: Accomack, Charles City, Essex, Gloucester, Isle of Wight, James City, King and Queen, King William, Lancaster, Mathews, Middlesex, New Kent, Northampton, Northumberland, Richmond, Southampton, Surry, Sussex, York, and the Cities of Chesapeake, Hampton, Newport News, Norfolk, Portsmouth, Suffolk, and Virginia Beach.

District 24-E shall comprise all the clubs located in cities within or surrounded by the following Virginia Counties, as well as Clubs in the following Virginia Counties: Bedford, Botetourt, Craig, Floyd, Franklin, Giles, Henry, Montgomery, Patrick, Pulaski, and Roanoke.

District 24-F shall comprise all the Clubs located in cities within or surrounded by the following Virginia Counties, as well as Clubs in the following Virginia Counties: Bland, Buchanan, Carroll, Dickenson, Grayson, Lee, Russell, Scott, Smyth, Tazewell, Washington, Wise, and Wythe.

**SECTION 2.** A Club shall be considered to be in good standing (1) when the Club has met the requirements of the International Constitution and By-Laws, as amended, qualifying them to hold a Charter; and (2) when the duly chartered Club is under no restrictive conditions of Lions International and, on the first day of the Annual State Convention, it has no indebtedness to Lions International

or the State Organization which has not been paid within sixty (60) days from date of invoice; and (3) when the Club has complied with all of the provisions of the International Constitution and By-Laws, as amended, to the satisfaction of Lions International.

#### ARTICLE IV—ORGANIZATION

**SECTION 1.** The State Organization of Multiple District 24 shall be governed by a Council of Governors, said Council being composed of all the District Governors in the State; the State Secretary/Treasurer shall serve in an advisory capacity to the Council of Governors.

Wherever the male gender or pronoun presently appears in the Multiple District 24 Constitution or By-laws, it shall be interpreted to mean both male and female persons.

**SECTION 2. (a)** There shall be a State Secretary/Treasurer, either full-time or part-time, who shall be designated by the Council of Governors. The State Secretary/Treasurer shall be an employee of the Lions of Virginia whose salary will be paid by the State Organization from the State Administration Account.

**(b)** The Council of Governors may employ an office Secretary/Bookkeeper to assist the State Secretary/Treasurer in conducting the administrative business of the State Organization. The salary of the office Secretary/Bookkeeper, if employed by the State Organization, will be paid from the State Administration Account.

**SECTION 3.** The Chairman of the Council of Governors shall call the first meeting of the Council of Governors to be held within thirty (30) days after the date on which the District Governors officially take office, for the purpose of appointing all Standing Committees, to receive the preliminary report of the State Convention Chairman covering the State Convention just concluded, to confirm the site and date of the next following State Convention, to appoint a State Convention Chairman and an Assistant State Convention Chairman, and for discussion of and action on other matters pertaining to the State.

**SECTION 4.** Each District shall be administered by its duly elected District Governor. Each District Governor shall appoint within thirty (30) days after officially tak-

#### **SECTION 8.** Electronic Meetings. (e-meetings)

a. Permitted for emergency or urgent situations when important business cannot be delayed or an important opportunity might be lost.

b. Teleconference (VOIP), videoconference, Web, Virtual Worlds, email, bulletin board, blogs, WIKIS, FAX, and Chat Room are permitted sources of communication. All participants must have access to the necessary equipment for participation in the e-meeting.

c. Meetings may be called by the Chairperson of the Council of Governors, District Governor, or Committee Chairperson.

d. All participants must be able to simultaneously hear and/or see in order to participate during the e-meeting. A member participating in an e-meeting by this means is deemed to be present in person at the e-meeting.

e. For same day meetings, a minimum of two hours notice shall be provided to all participants (via e-mail, fax, or telephone) by the State Secretary, Chairperson of the Council of Governors, District Governor, or Committee Chairperson. Notice shall include the agenda and any supporting documentation for business to be conducted at the e-meeting.

f. The presiding officer or Committee Chairperson shall call the e-meeting to order at the designated time and call the roll of attendees.

g. A majority of the Council of Governors, District Cabinet, or Committee shall constitute a quorum for an e-meeting and, once established, shall be assumed present until the e-meeting is adjourned. Members are deemed present when they respond to the roll call.

h. The presiding officer or Committee Chairperson shall announce each agenda item in order. Each member shall be called upon (by predetermined order) to speak. The member may speak in debate, offer a motion, or pass. After each member has had an opportunity to speak for the first time, the presiding officer or Committee Chairperson shall call upon each member to speak further in debate, offer a motion, or pass. By unanimous consent, a third opportunity to speak may be offered. All votes on a motion shall be by roll call.

i. Board procedures for minutes shall be the same for e-meetings as for face-to-face meetings. Committees should designate a member to prepare a memorandum of each e-meeting.

rent financial report to the State Organization, which shall include all accounts and funds of the State Organization, such report to be included in the official minutes of each Annual State Convention. He shall give bond for the faithful performance of his duties in such sum and with such sureties as may be required by the Council of Governors.

**SECTION 6.** The Chairperson of the Council of Governors shall serve as the coordinator of Multiple District 24 and take action on behalf of, and upon delegation from, the Council of Governors. His specific responsibilities shall be to:

- a. Provide leadership, direction, and initiative for international and multiple district programs, goals, and long-range planning.
- b. Create and foster harmony and unity among sub-districts and assist District Governors in solving issues.
- c. Preside, as a facilitator and not decision-maker, at all regular and special meetings of the Council of Governors and at the MD-24 Convention. In the absence of the Chairperson, the Vice Chairperson of the Council shall preside.
- d. Strive to keep each meeting within the framework of the approved agenda.
- e. Vote only in the case of breaking a tie, as stated in Roberts Rules of Order.
- f. Approve the agenda, prepared by the Multiple District Secretary-Treasurer, for each Council meeting and add any items submitted by members.
- g. Serve as liaison, if needed, between the Council of Governors and the Multiple District Secretary-Treasurer.
- h. Perform other tasks and administrative duties as listed in the MD-24 Constitution and By-Laws and, in addition, as may be assigned by the Council of Governors, to include, but not be limited to:
  - 1. Countersign all administrative checks prepared by the Multiple District Secretary-Treasurer.
  - 2. Sign all bank transactions, such as transfer of funds and investments, jointly with the Multiple District Secretary-Treasurer.
  - 3. Act on behalf of the Multiple District Secretary-Treasurer if that person should be temporarily unable to perform the duties of said office.

**SECTION 7.** The Council of Governors shall meet at least once yearly and at any other times as may be designated by the Chairman of the Council of Governors.

ing office a Cabinet Secretary/Treasurer, a Region Chairman for each Region within his District (if the position is utilized during the District Governor's term), and a Zone Chairman for each Zone within his District.

Meetings of District Cabinets shall be held under such rules as the respective Single, Provisional or Multiple District Constitution shall provide. In all such meetings, the voting privileges shall extend to District Governor, the immediate Past District Governor, the Vice District Governor, the Region Chairmen, the Zone Chairmen, the Cabinet Secretary and Cabinet Treasurer (or Secretary-Treasurer), and may be extended to such other members of the respective Cabinet as the aforementioned voting members may designate by adoption of an appropriate resolution at the first Cabinet meeting of the Lions' year.

**SECTION 5.** For the purpose of efficiency, economy, and stimulation of activity, the Clubs shall be grouped by the District Governor. Each District shall be divided by its District Governor into Regions of approximately sixteen (16) Lions Clubs each, due regard having been given to the geographical locations of the Clubs, which divisions shall be subject to change by the District Governor as is deemed necessary for the best interest of Lionism and the individual Lions Clubs.

**SECTION 6.** Each Region shall be divided by the District Governor into Zones, which Zones shall be composed by approximately eight (8) Lions Clubs each, due regard having been given to the geographical locations of the Clubs, which division shall be subject to change by the District Governor in such manner as is deemed to be for the best interest of Lionism and the individual Lions Clubs.

**SECTION 7.** Certain meetings of all the Clubs in a Zone shall be designated and known as Advisory Meetings, and Advisory Meetings shall be held throughout the districts during the year at times and places to be fixed by the Zone Chairman, who shall be in active charge, and under the supervision of the Region Chairman of the Region of which the Zone is a part. Such Advisory Meetings shall be so arranged and of such a number as will make it possible and convenient for members of each Club in each Zone to attend at least two of such meetings each year.

**SECTION 8.** There shall be no salary paid to any District Officer of any District in the State, nor shall there be a salary paid to any Officer of this State, with the exception of the State Secretary/Treasurer.

**ARTICLE V—OFFICERS AND THEIR ELECTION**

**SECTION 1.** The District Governors and Vice District Governors shall be elected at the Annual State Convention of the Districts, as provided for in the International Constitution. All of the State Organization’s Officers shall serve until their successors have been duly elected or appointed.

If any District shall fail to elect a qualified District Governor, or the District Governor-Elect of any such District shall die or refuse to take office prior to the day his term would otherwise begin, or if a vacancy will exist as a result of a District Governor protest or legal action, then such District may have a District Governor appointed by the International Board of Directors in the time and manner and for the term set forth in the Constitution and By-Laws of Lions International, as amended.

**SECTION 2.** In the event of a vacancy occurring in the Office of District Governor, the vacancy shall be filled following the procedures prescribed in the Constitution and Bylaws of Lions International. In the event of a vacancy occurring in the office of District Governor, the elected Vice District Governor shall act as District Governor and shall perform the duties of and have the same authority as the District Governor until such time as said vacancy is filled. In the event of a vacancy occurring in the District Governor’s Cabinet, the District Governor of the affected district shall forthwith appoint a successor. In the event of a vacancy arising in the office of Vice District Governor, the District Governor shall convene a meeting of the members of the existing cabinet, as provided for in the International Constitution and By-Laws, and all past International officers, who are members in good standing of a chartered Lions Club in good standing in the district. It shall be by 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 said vacancy, it shall be the duty of the District Governor or, if not available, the most recent Past District Governor who is available, to send out invitations to attend said meeting, and it shall also be his/her responsibility to preside as chairperson of the meeting. The

- membership growth and new club organization.
- (c) Perform duties as assigned by the district governor, including assisting the district retention chairperson.
- (d) Perform such other functions and act as required by the policy of the association.
- (e) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor and the first vice district governor.
- (f) Participate in the preparation of the district budget.
- (g) Actively engage in all matters to be continued during the following year.
- (h) At the request of the district governor, supervise appropriate district committees and participate in the review of strengths and weaknesses of the district.

**SECTION 4.** The State Secretary/Treasurer, under the supervision and direction of the Council of Governors, shall keep an accurate record of proceedings of all meetings of the Council and shall, within ten (10) days after each meeting, forward copies of minutes to all members of the Council and to the office of Lions International. He shall keep an accurate record of the proceedings of the Annual State Convention, making a copy of same a part of the State records. He shall assist the Council of Governors in conducting the business of the State and shall perform only such duties as are specified or implied in the State Constitution and By-Laws or as may be assigned to him from time to time by the Council of Governors.

**SECTION 5.** The State Secretary/Treasurer, under the supervision and direction of the Council of Governors, shall have control of receipts and disbursements of all funds of the State Organization (see Article VIII, Section 2, of the Constitution), and all checks drawn by the State Secretary/Treasurer against these funds shall be countersigned by one of the District Governors, preferably the Council Chairman. With regard to the District Administrative Fund, he shall keep separate records of receipts and disbursements for each District. He shall deposit all moneys received by him in such bank or banks as may be designated by the Council of Governors and shall disburse the same by order of said Council. His accounts, books, and records shall at all times be open to inspection of the Council and to any auditors named by the Council. He shall prepare and present a cur-

By-Laws. His specific responsibilities shall be to:

- (a) Further the Purposes and Objects of this Association;
- (b) Supervise the organization of new Lions Clubs;
- (c) Promote the Lions Clubs International Foundation and all service activities of the Association;
- (d) Preside, when present, over Cabinet, Convention and other District meetings. During any period he is unable to preside, the presiding officer at any such meeting shall be the Vice District Governor, and
- (e) Perform such other functions and acts as shall be required of him by the International Board of Directors through the District Governor's Manual and other directives.

**SECTION 2.** The First Vice District Governor, subject to the supervision and direction of the District Governor, shall be chief administrative assistant to the district governor. His/ her specific responsibilities shall be to:

- (a) Further the purposes of the association.
- (b) Play an active role in membership development including extension of new clubs and leadership development within the district.
- (c) Become familiar with the duties of the district governor so in the event of a vacancy in the office of district governor he/she will be better prepared to assume the duties and responsibilities of said office.
- (d) Perform administrative duties as may be assigned by the district governor.
- (e) Perform such other functions and acts as may be required for him/her by the International Board of Directors and other directives.
- (f) Actively participate in all cabinet meetings and conduct all meetings in the absence of the district governor.
- (g) Participate in the Council of Governors meetings as appropriate.

**SECTION 3:** The Second Vice District Governor is subject to the supervision and direction of the District Governor. His/her specific responsibilities shall be to:

- (a) Further the purposes of the association.
- (b) Actively participate and inspire other district officers to administer and promote effective

chairperson shall convey the results to the International office within seven (7) days, together with evidence of invitations sent and meeting attendance. Each Lion, who is entitled to receive an invitation to attend and who is present at said meeting, shall be entitled to cast one vote for the Lion of his/her choice.

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

- (a) Be an active member in good standing of a chartered Lion Club in good standing in his/her single- or sub-district;
- (b) Have served or will have served at the time he/she takes office as Vice District Governor:
  - (i) As President of a Lions Club for a full term or major portion thereof; and a member of the board of directors of a Lions Club for no less than two (2) additional years;
  - (ii) As zone chairperson or region chairperson or cabinet secretary and/or treasurer for a full term or major portion thereof,
  - (iii) With none of the above being accomplished concurrently.

**SECTION 3.** Each District Governor in the State Organization shall appoint one (1) member to the Nominations Committee, and the Council of Governors shall designate one of said members as Chairman. Each such appointee shall be notified by the State Secretary/Treasurer of his appointment at least ninety (90) days prior to the first day of the Annual State Convention, and each Club in the State Organization shall be notified by the State Secretary/Treasurer of the names and addresses of the members of this committee **at least seventy-five (75) days prior to the first day** of the Annual State Convention. No Lion shall be appointed to the Nominations Committee who is an Officer of the International Association of Lions Clubs (as defined in the Constitution of the International Association), who holds the office of the State Secretary/Treasurer, or who is a candidate for election to, or endorsement for, any such office, nor shall more than one member from any Club be appointed to the Nominations Committee.

A candidate for the office of District Governor or Vice District Governor shall meet the qualification

requirements of the Constitution and By-Laws of Lions International and must secure the endorsement of his Club, or a majority of the Clubs in his Sub-District. Such fact shall be certified to the Chairman of the Multiple District Nominations Committee and the State Secretary/Treasurer in writing by the President and Secretary of each such club **at least sixty (60) days prior to the convening of the Annual State Convention**, stating the name of the candidate, his qualifications, his mailing address, classification, and any other information required by such committee, and no person other than those so qualified shall thereafter be placed in nomination at the said State Convention, except as hereinafter provided: If no candidate for the office of District Governor or the office of Vice District Governor has been so declared and certified prior to **said sixty (60) day period** or, if so declared but, because of death, withdrawal, or other cause, there is no candidate for such office at the time of convening the Annual State Convention, candidates who have the qualifications for the office may be nominated from the floor of the Sub-District Meeting of the Annual State convention, without prior declaration.

**SECTION 4.** The delegates of each District shall elect a Governor, First Vice District Governor and a Second Vice District Governor for such District at a District Meeting held at each Annual State Convention. This amendment shall be effective at the close of the General Session Saturday May 30, 2009.

The results of each District Governor election and each Vice District Governor election shall be reported to the International Office, as prescribed by the Constitution and By-Laws of Lions International, as amended.

Each District in Multiple District 24 shall provide for the elected office of Vice District Governor, and shall have elected a Vice District Governor not later than July 1, 1994, duties of said office to be established by the International Board of Directors.

**SECTION 5.** Immediately following the adjournment of the Annual State Convention, the Chairman of the Council of Governors shall call a meeting of the District Governors and the District Governors-Elect to discuss such pertinent business of the Multiple District as the Chairman deems necessary.

the total votes cast to receive the endorsement of Multiple District 24.

In the event more than one Lion is properly certified for endorsement for International Office, the State Nominations Committee shall advise the State Elections Committee to proceed with an election, in accordance with Section 3 (b) of this Article. The name of the Lion receiving a majority of the votes cast shall be referred by the State Elections Committee to the State Resolutions Committee for proper resolution to be presented to the Convention, and only that Lion receiving the majority of the votes cast shall be considered by the State Resolutions Committee in preparing the said proper resolution to be presented to the Convention. This Section shall not be construed as applying to District Governor candidates.

**SECTION 7.** After presentation by the State Resolutions Committee of the proper resolution presented to the Convention, in accordance with Section 5, the Chairman of the Council of Governors and Secretary of Multiple District 24 shall advise the International Office as to certification of endorsement of candidacy for an International Office, in accordance with procedures in the International Constitution Article relative to "Officers."

Recertification of endorsement requires an announced intention to run for International Office confirmed by a written request for recertification by the District Governor and Secretary of the respective sub-District Cabinet and recertification of endorsement by the Chairman of the Council of Governors and Secretary of Multiple District 24, in accordance with procedures in the International Constitution Article relative to "Officers."

## ARTICLE II—DUTIES

**SECTION 1.** The District Governor shall perform those duties imposed upon him by the International Constitution and By-Laws and shall perform such other duties as are conferred upon him by the Constitution and By-Laws of this State organization. Under the general supervision of the International Board of Directors, he shall represent the Association in his District. In addition, he shall be the chief administrative officer in his District and shall have direct supervision over the Region Chairmen, the Zone Chairmen, the Cabinet Secretary and Cabinet Treasurer (or Secretary-Treasurer) and such other Cabinet members as may be provided for in the respective Single, Provisional, Transitional or Multiple District Constitution and

each candidate. They will then select names of those candidates most qualified to be placed on the ballot. The facilitator shall call for a vote by secret ballot, without any name being placed in nomination, from the Vice District Governors. The facilitator shall count the ballots and announce the name of the person receiving a plurality of the ballots, and he/she shall be declared incoming Council Chairperson. Should a Chairperson not be elected on the first ballot, the Vice District Governors may choose either to continue balloting until a Chairperson is named or to conduct interviews, on a specified date, at a designated location, with those candidates listed on the ballot, before casting the next ballot vote. Within 7 days following the selection of the incoming Council Chairperson, the Multiple District Secretary-Treasurer shall notify all applicants of the Council Chairperson selection.

**SECTION 6.** Any Lion of the State seeking the office of International Director or the office of International Second Vice President shall be an active member in good standing of a chartered Lions Club in good standing (requirements of the Constitution of Lions International) and also must meet the other qualification requirements for the aforementioned office, as set forth in the International Constitution, and must send a notice in writing stating the International Office for which he is seeking office, and his qualifications for such office, to the State Secretary/Treasurer **not less than sixty (60) days** prior to the date set of the convening of the Annual State Convention, or **not less than forty-five (45) days** prior to the date set for the convening of any Special State Convention called by the Council of Governors for the purpose of considering the endorsement by Multiple District 24 of a qualified Lion of the State for International Office. The State Secretary/Treasurer shall advise the State Nominations Committee of all Lions who have been properly certified for endorsement for International Office not less than thirty (30) days prior to the date set for the convening of the Annual State Convention, or not less than twenty (20) days prior to the date set for the convening of any such Special State Convention.

In the event only one Lion is properly certified for endorsement for International Office, the State Nominations Committee shall advise the State Elections Committee and the State Resolutions Committee of the name of such Lion for proper resolution to be referred to each sub-District for a yea or nay vote by secret ballot. The candidate must receive in the affirmative the majority of

**SECTION 6.** The Chairperson and Vice Chairperson of the incoming Council of Governors shall be elected by the sitting Vice District Governors no later than the end of the annual State Convention held during their term. They shall take office upon the adjournment of the International Convention.

**SECTION 7.** The Council Vice-Chairman shall temporarily assume the office of Council Chairman when the Council Chairman is unable to serve because of illness or absence. The Council Vice-Chairman will assume the office of Chairman upon the creation of a vacancy in the position through death or transfer from the State.

#### ARTICLE VI—STATE CONVENTION

**SECTION 1.** The Districts comprising the State Organization shall have one Annual State Convention and shall function as one organization.

A convention of the State Organization shall be held annually at least thirty (30) days prior to the International Convention, as the Governors' C o u n c i l may determine. From and after June, 1983, the convening date of the State Convention shall be set so that each District shall elect a District Governor at least 30 days prior to the convening date of the International Convention, until and unless otherwise prescribed by the Constitution and By-Laws of Lions International, as amended.

The State Convention shall convene on Friday of the Convention week and conclude on the following Sunday, effective at the 1997, or 1998, or 1999, but no later than the 2000 Convention.

The Council of Governors shall arrange a Convention Program, and the same shall be the order of the day for all sessions, except as provided for in the Convention Rules of Procedure.

**SECTION 2.** The location of the Annual State Convention four (4) years thence shall be recommended by a vote of accredited delegates before the close of each Annual State Convention, allowing for two consecutive years at a given location. At the following Annual State Convention, the Council of Governors shall approve the recommendation and designate the site for the following two State Conventions. If such time and place so designated shall become unavailable, for any reason, the Council of Governors shall redesignate a site and/or a

new date.

**SECTION 3.** The Council of Governors shall retain and have absolute power to change at any time for good and sufficient reason the city, date, or place of holding the Annual State Convention.

**SECTION 4.** The Chairman of the State Convention Committee shall receive all invitations in writing from places desiring to entertain the Convention four (4) years hence. All invitations must be in the hands of the said State Convention Chairman at least thirty (30) days prior to that State Convention, during which time site recommendations will be voted by the delegates, and all invitations so received must be presented to the voting delegates. Any Club or Clubs desiring to be host to the State Convention shall submit a written invitation on forms available from the State Secretary/Treasurer disclosing, among other things, the findings on the following information:

1. Number of meeting halls, with seating capacity of each.
2. Number of motels and hotels, with rooms available in each.
3. The rate to be charged per day per person for each room.
4. The capacity and type of accommodation of each room, i.e., with or without bath.
5. Distance of all sleeping units from convention headquarters.
6. The number of dining rooms, restaurants, and eating places, with seating capacity of each.
7. A certification by the Chamber of Commerce verifying the above information and stating that there will be no advance in prices during the convention; that no service charge or fee will be added to the regular rates; and that there will be no acceleration in prices of rooms or commodities.
8. A written invitation by the mayor or city manager of the city desiring the convention.
9. Whether street decorations will be furnished gratis.
10. Whether adequate police protection, parking facilities, and convention halls are available and will be furnished gratis.

Prior to the Multiple District 24 vote, candidates must be endorsed by their district delegates. To facilitate the voting process, those districts having a candidate will have their district meetings no less than 30 minutes before the regular meeting time to conduct the district endorsement vote. The regular district meeting times will be established by the Council of Governors at their January Council meeting prior to the convening of the state convention.

If there is only one candidate for International office, elections will still be by secret ballot.

**SECTION 4.** Each district shall elect its own District Governor, First Vice District Governor and Second Vice District Governor. If an election for either of these offices is by ballot, the ballot shall be separate from all other matters voted upon.

**SECTION 5 (a).** The incoming Council of Governors shall elect its Council Chairperson from a slate of qualified candidates, whose qualifications shall include:

1. A candidate for the Council Chairperson position must be an active member in good standing and a Past District Governor.
2. No Chairperson shall serve more than one term.

(b) The process by which the selection shall be made is:

1. Immediately following the final fall conference Council meeting, explanatory letters, and Council Chairperson applications will be sent to all eligible Lions. All candidates who wish to be considered for the position of Council Chairperson must submit a completed application to the MD-24 office by January 31st of the following year.

2. The Multiple District Secretary-Treasurer shall forward copies of all applications received to each of the Vice District Governors, on February 1st of the following year.

3. At the Council meeting most immediately preceding May 1st, the Vice District Governors, after a careful review of all applications, shall meet in executive session with the sitting Council Chairperson, who shall serve as the facilitator.

4. At the executive session, the Vice District Governors shall discuss fully the responsibilities of the Council Chairperson and the qualifications exhibited by

## BY-LAWS

### ARTICLE 1-ELECTIONS

**SECTION 1.** On the first day of the Annual State Convention, the Council of Governors shall fix the hour of election to be held on the last day of the Annual State Convention.

**SECTION 2.** There shall not be more than two (2) nominating speeches for each candidate, each to be not more than three (3) minutes in duration.

Any candidate for District office nominated from the floor without prior declaration, in accordance with the Constitution, shall be allowed to address the delegates assembled for not more than ten minutes in duration.

**SECTION 3.** (a) Elections shall be by secret ballot, and the candidate receiving the majority of the votes cast shall be declared elected. All ballots, in addition to the name or names of the candidates, shall include the option of "None." If no candidate receives the majority of the votes cast, the candidate receiving the lowest vote shall be dropped, and the balloting shall then continue until one candidate receives a majority vote. The District Governor election shall be conducted by a secret written ballot with the District Governor candidate required to secure a simple majority of the affirmative votes cast by the delegates present and voting in order to be declared elected. The First Vice District Governor election shall be conducted by secret written ballot, with the First Vice District Governor candidate required to secure a simple majority of the affirmative votes cast by the delegates present and voting in order to be declared elected. The Second Vice District Governor election shall be conducted by secret written ballot, with the Second Vice District Governor candidate required to secure a simple majority of the affirmative votes cast by the delegates present and voting in order to be declared elected. This amendment shall be effective at the close of the General session Saturday May 30, 2009.

(b) Election to endorse a candidate for International Office shall be by secret ballot. All ballots, in addition to the name or names of the candidates, shall include the option of "None." The candidate receiving the majority of the votes cast shall be declared "endorsed" by Multiple District 24 and shall be reported to Lions International, as such, in a timely manner, by the State Secretary.

11. The availability and location of a Parade Route.

After the invitations have been received, it shall be the duty of the District Governor in whose District the bidding city is located to investigate from all viewpoints the places extending the invitations and report his findings to the Council of Governors. In the event no invitations from places desiring to entertain the Convention four (4) years hence have been received at the time the Convention convenes, the names of cities able, ready, and willing may be presented to the Council Chairman or may be presented on the floor of the Convention.

**SECTION 5.** At each Annual State Convention, the Council of Governors shall reconfirm whether or not the State Convention city next following is able, ready, and willing to entertain the said next succeeding Convention.

**SECTION 6.** In addition to the Committees provided in Article IV of the By-Laws, there shall be a standing State Convention Committee composed of seven (7) members. One member of the Committee shall be the State Secretary/Treasurer serving Ex Officio, one member from each of the respective six (6) Districts, each serving for a term of three (3) years.

Provided, however, that, during the 1965-66 fiscal year, the members from District 24-B and District 24-D shall be appointed for a one-year term; the members from District 24-A and District 24-C shall be appointed for a two-year term; the members from District 24-E and District 24-F shall be appointed to a full three-year term; and, thereafter, the two expiring terms each year shall be filled by three (3) year appointments.

**SECTION 7.** The Council of Governors shall appoint a State Convention Chairman and an Assistant State Convention Chairman, whose terms of office shall be from the conclusion of the first meeting of the Council of Governors from within the State to the conclusion of the next following first meeting of the Council of Governors within the State.

The Chairman shall be from the District in which the State Convention shall be held, and, wherever feasible, the Assistant Chairman shall be from the District in which the next ensuing State Convention shall be held. In the event of a vacancy in either of these two (2) positions, the Council of Governors shall fill such vacancies at its

ARTICLE IX—AMENDMENTS

next regular or special meeting.

**SECTION 8.** It shall be the duty of the State Convention Chairman and the Assistant State Convention Chairman to familiarize any and all prospective Host Clubs bidding or planning to bid for the Annual State Convention in regard to their responsibilities and liabilities in connection with the holding of the Annual State Convention prior to the submitting of the bid or before submitting the question of the Host City to the Council of Governors.

The State Convention Committee shall be the representative for the Council of Governors. The Host Club Committee shall receive their instructions from the State Convention Committee for the planning and holding of the Annual State Convention. It shall be the duty of the State Convention Committee to interpret for and to coordinate with the Host Club Committee the implementation of the plans and desires of the Council of Governors for the conduct of the Annual State Convention.

**SECTION 9.** (a) The State Convention expenses shall include such expenses as: postage, attendance prizes, reporting official Convention proceedings and mailing same to the International Office and to the current and incoming Council of Governors, printing a quantity of the Convention proceedings as established by the Council of Governors for the Lions Clubs which may request them, printing credential certificates, official Convention programs, ballots, delegates and alternates registration cards, badges, the various meals, entertainment features, convention hall, headquarters rooms for the District Governors, and the State Secretary/Treasurer, committee rooms, room reservations for Lions and their guests, liability insurance, decorations, and such other expenses as in the direction of the Council of Governors are deemed State Convention Expenses.

(b) With reference to room reservations at the State Convention and deposits for same, it is explicitly provided that said reservations and deposits made by the specific Clubs or Lions may be transferred within the Club at their discretion.

(c) In the event the Club or Clubs acting as Host to the Convention finds and establishes to the satisfaction of the Council of Governors that said Club or Clubs has sustained a financial loss or deficit in the proper conduct of the State Convention, the Council of Governors may, in the exercise of its discretion, reimburse such Club or clubs for

**SECTION 1.** This Constitution may be amended only at an Annual State Convention by a favorable vote of two-thirds or more of the delegates present in person, registered, and voting.

**SECTION 2.** Any proposed amendment shall originate by Resolution from any one of the following:

- a. A Lions Club in good standing. A majority of the membership of a Lions Club must approve any proposed amendment that is submitted.
- b. Council of Governors.
- c. Constitution and By-Laws Committee.

**SECTION 3.** Any proposed amendment shall first be submitted in writing to the Constitution and By-Laws Committee at least one hundred and twenty (120) days prior to the convening of the Annual State Convention, which Committee shall give to each Club in the State Organization a written notice of such proposed amendment at least sixty (60) days prior to the convening of the Annual State Convention; provided further that any such amendment or revision presented and mailed out as above may be acted upon by the said Convention in any modified, altered, or changed form that may result from discussion of the matter on the Convention floor; however, such modifications, alterations, or changes in form shall be germane and directly related to the proposed amendment for which notice has been given to the Lions Clubs in the Multiple District.

**SECTION 4.** An amendment to this Constitution shall become effective July 1 next following the adjournment of the State Convention at which it is adopted, unless otherwise stated in the amendment, except that an amendment shall not be effective retroactively.

**SECTION 5.** The State Secretary-Treasurer, Lions of Virginia, Multiple District 24, is authorized to correct Article and Section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the organization in connection with official business conducted at the Annual State Convention.

The audit referred to herein shall be made during August of each year, and a copy thereof shall be mailed to each Virginia Lions Club and to such specified Lions as may be designated by the Council of Governors.

**SECTION 4.** All claims against the State Organization must be submitted to the Council of Governors in itemized form and approved by that Council before any payment is made.

**SECTION 5.** The District Governor and his Cabinet shall not incur expenses in excess of the anticipated income from the annual per capita district administrative tax and any interest/dividend earned on the Special Campaign Fund set forth in this Article VIII, Section 1.(c), except legitimate expenditures may be authorized from surplus funds on hand from previous years, provided, however, that such expenditures from surplus funds shall be approved by a majority vote of the respective District Cabinet, and that the specific purpose of such expenditures must be shown as a part of the Cabinet meeting minutes. The expenses of the District Governor in connection with attending the International Convention shall be considered a district administrative expense and shall be paid out of the district administrative fund by the Council of Governors; provided, however, that such expenses shall not be in excess of that expense allowed by the Rules of Audit of Lions International for District Governors-Elect. The expenses, if any, of any State Committee Chairman or member of any State Committee shall be considered a District Administrative expense and shall be paid out of the District Administrative Fund upon the approval of the respective District Governor and his Cabinet, except as provided for in Article VIII, Section 1(a), of the Constitution and in Article IV, Section 1, Sub-section (c) of the By-Laws.

**SECTION 6.** The Council Chairperson shall receive reimbursement for attendance at all Council of Governors' meetings and the MD-24 Convention, except the Council of Governors' meetings held at International Conventions, to include travel, lodging, and meals, in accordance with the rules of audit.

The Council Chairperson shall receive a stipend not to exceed \$200.00 for office expenses (supplies, postage, phone calls, etc.).

such loss or deficit out of the State Convention Fund, to such extent and in such amount as may be determined and fixed by said Council of Governors. In no event, however, shall the Host club receive from the State Convention Fund any amount in excess of the total of said fund as of June 30th following the close of the Annual State Convention.

(d) Any profit over \$3,000.00 in excess of actual expenses of the Convention shall be paid by the Host Club or Clubs into the State Convention Fund which shall be placed in the hands of the next succeeding Council of Governors. Any balance accumulated in the State Convention fund from year to year shall be maintained in a separate account and used only to defray expenses incurred in the conduct of the Annual State Convention and is not transferable to any other fund or account, except as provided for in subsection (f) following.

(e) Each year the current annual income from the State per capita dues, as provided in Section I, of Article VIII of the Constitution (\$1.10 per capita), shall be allocated for State Convention expenses and shall be advanced by the Council of Governors upon the request of the State Convention Committee. Advances shall be in such amounts and at such times as the State Convention Committee shall recommend, subject to the approval of the Council of Governors.

(f) If, after applying the provisions of subsections (c) and (d) of this Section, there remains a balance in the State Convention Fund in excess of \$1.10 per member, as determined as of the last day of October of the year preceding, then the excess so determined shall be used by the State Convention Committee to reduce the cost of the State Convention of the following year. Beginning with the 1982 State Convention, 20% of the existing excess shall be applied in that manner.

**SECTION 10.** A Registration Fee, the amount of which shall be set by the Council of Governors, with a recommendation from the Host Committee, shall be collected from each person registering at the State Convention. Said fee shall be collected by the Host Club under the supervision of the Council of Governors and shall be used only to defray State Convention expenses, as approved by the Council of Governors and provided at the State Convention.

**SECTION 11.** The Host Club of each Annual State Convention shall submit a detailed financial statement regarding that convention to the Annual State Convention of the

following year. An official report of the State Convention shall be presented by the State Convention Chairman to the Council of Governors at its first meeting within the State following the close of the International Convention. This report shall be a preliminary report. (See Section 13 of this Article.)

**SECTION 12.** The Council of Governors shall provide for an audit of the Host Club as it pertains to the State Convention. This audit is to be made within ninety (90) days following adjournment of the Annual State Convention by a competent auditor in no way connected with the State organization, or by a Lion or Lions who are accountants and who will provide this service with or without compensation; provided, however, that no member of the Council of Governors shall, either during his term of office or at any future time, serve as an auditor of the records of the Annual State Convention held during his term of office, and a report of such audit shall be presented to the Council of Governors immediately thereafter and to the next Annual State Convention and included in the minutes thereof.

**SECTION 13.** The Council of Governors shall be authorized to call a Special State Convention and a Special Convention of sub-Districts in the State Organization (the words "Special State Convention," as hereinafter used, include both a State Convention of Multiple District 24 and Conventions of the sub-Districts in such Multiple District) at any time between Annual State Conventions by sending written notice to each Lions Club in good standing in Multiple District 24 not less than sixty (60) days in advance of the date for which the Special State Convention is called. Such notice shall specify the purpose or purposes for which the Special State Convention is being called and the date, time, and place of convening such convention. Such Special State Convention shall be held as one Multiple District Convention for all the sub-Districts comprising the State Organization, and Conventions of each sub-District shall be held at the same date and the same place as the Multiple District Convention. No business other than that specified in the notice shall be conducted at any such Special State Convention. The provisions of Article VII of the Constitution shall apply to any Special State Convention except that (a) the final time and date for registration of delegates shall be pre-

the same time and in the same amounts as the per capita annual tax set forth in this Article VIII, Section 1.(a).

**SECTION 2.** The State Secretary/Treasurer shall establish special account books for:

- (1) District Administration
- (2) State Administration
- (3) International Convention Fund
- (4) State Convention Fund
- (5) Special Campaign Fund
- (6) Life Member Per Capita Fund

The State Secretary/Treasurer shall have control of all such special accounts and funds thus established and the disbursements thereof by checks, subject to the approval of the Council of Governors; all checks drawn shall be valid upon signature of the State Secretary/Treasurer, countersigned by one of the District Governors (preferably by the Council Chairman).

Any funds in excess of normal operating needs may be deposited/invested in any U.S. Government, or agency thereof, obligation or U.S. insured interest-bearing accounts for investments. Any funds so invested shall require the same signatures as required for check writing procedures.

The Council of Governors may, at its discretion, authorize use of prior years' accumulated State Administration funds in fiscal years when revenue from State per capita annual tax is insufficient to meet state administrative expenses.

Interest on the activity funds included in this Section 2 shall be credited to the respective activity fund on which the interest was earned.

**SECTION 3.** The State Secretary/Treasurer shall give surety bond in such amount as may be determined by the Council of Governors. The books of the State Organization shall be kept on the accrual method of accounting. The books of the State Secretary/Treasurer shall be audited annually by a Certified Public Accountant or Certified Public Accounting Firm completely independent of the State Organization of Lions Clubs and its members, or by a Lion or Lions who are accountants who will provide this service with or without compensation; provided however, that no member of the Council of Governors shall, during his term of office or at any future time, serve as an auditor of the records of the State Secretary/Treasurer pertaining to said member's term of office on the Council of Governors.

first month following the date of the certification closing of the Lioness Club: \$2.50 per member of such fund acquired from each District shall be allocated to the Special Account for administration of all Districts, shall be administered by the Council of Governors, and shall be disbursed by the State Secretary/Treasurer, in accordance with Section Five (5) of this Article and in accordance with the Rules of Audit of the State Organization; \$2.50 per member of such fund shall be used to defray the expenses of maintaining and administering the office of the State Secretary/Treasurer.

(c) The Council of Governors, in 1972, 1973, and 1974, drew upon the Clubs of the State Organization for a special per capita annual tax of \$1.50 per member, in addition to the per capita annual tax provided for in Subsection (a) of this Section 1. All moneys received as such special per capita tax were to be deposited in an interest-bearing account, and the gross amount of such moneys in that account, as of June 30, 1996, shall be maintained as a Special Campaign Fund, which shall be administered by the Council of Governors until such time as a qualified Lion of Virginia, Multiple District 24, has been duly endorsed and certified to the office of International Second Vice-President, and, upon certification, said fund to be used only for financing the campaign of the certified candidate, and thereafter, upon his election to such office, for the financing of his campaign for higher offices in the Association. Any interest/dividend earned on the Special Campaign Fund on or after July 1, 1996, shall be distributed to the District Accounts based on membership as of October 31st of each year thereafter.

(d) A Lions Club may pay a one-time per capita fee of \$175, in lieu of all future per capita dues, for any member who has been accorded Life Member status by Lions International.

All one-time fees for Life member status in the State Organization shall be deposited in an individual account, separate from all other accounts of the State Organization, and shall be designated as the Life Member Per Capita Fund. The principal and all interest earned on the Fund shall be retained in that Fund and the moneys therein shall be used only to pay the annual per capita for each Life Member. This per capita shall be transferred out of this fund into the District Administration account, the State Administration account, the International Convention Fund account, the State Convention Fund and the Committee General Chairman account at

scribed by the Council of Governors in the notice calling the Special State Convention and shall not be earlier than 5:00 P.M., local time, on the date before the first business meeting of the Special State Convention is to be held and (b) the deadline for submission of the written list of delegates and alternates by each Club, pursuant to Section 3, of Article VII, shall be so prescribed by the Council of Governors and shall not be earlier than thirty (30) days prior to the opening of the Special State Convention. The Council of Governors shall draw upon the State Convention Fund, established pursuant to Article VIII of the Constitution, to defray expenses of the Special State Convention, as approved by the Council of Governors, provided that, if the Council of Governors determines that the balance of the State Convention Fund is not sufficient to defray expenses of the next Annual State Convention, the Council of Governors shall have the power to establish a registration fee which shall be collected from each person registering at the Special State Convention and shall be used only to defray expenses of the Special State Convention, as approved by the Council of Governors. The amount of any such registration fee established by the Council of Governors shall be stated in the notice calling the Special State Convention. Any part of the total of the registration fees collected from persons registering at the Special State Convention which is not needed to defray the expenses of such Convention shall be deposited in the State Convention Fund.

**SECTION 14.** At the conclusion of the Annual State Convention, the Council of Governors shall appoint a "Minutes Approval Committee" to review and approve the minutes of the convention. Appointed members must have been in attendance at the convention as a delegate or other official capacity with voting rights. At least one member from each sub-district shall be included in the committee. The chairperson of the committee shall be appointed by the Council of Governors. Approval of the convention minutes should be completed within 55 days following the convention, in order to permit the State Secretary to submit the minutes in compliance with Lions International Bylaws, Article II, Section 8, requiring submission within 60 days of completion of the annual convention.

## ARTICLE VII—ELECTIONS

**SECTION 1.** At the Annual State Convention, a majority of the registered delegates shall constitute a quorum, and only the votes of the registered delegates present and on the floor of the convention shall be counted. A registered delegate, as herein referred to, shall be any delegate who is registered and certified by the Credentials Committee on or before 5 P.M., local time, on the day before the election of officers is held, effective at the 1997, or 1998, or 1999, but no later than the 2000 Convention.

**SECTION 2.** Each chartered Club, in good standing on the first day of the Annual State Convention, shall be entitled to one (1) voting delegate and one (1) alternate for every ten (10) members or major fraction thereof, who have been enrolled for at least one year and a day in the club, as shown by the records of the International Office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five or more members. Selection of each delegate and alternate shall be evidenced by a Credential Certificate signed by the President or Secretary of each Club. The Credential Certificate shall be furnished by the State Organization to each Club.

**SECTION 3.** Each Club shall submit a written list of delegates and alternates to the State Secretary/Treasurer and its respective District Governor at least thirty (30) days prior to the opening of the Annual State Convention, provided, however, that the President or Secretary from any Club so affected may correct such list at any time prior to the last hour at which registrations are allowed. In the event that neither the President nor the Secretary are present at the Annual State Convention, then the District Governor in whose sub-District the Club is located may make such correction.

**SECTION 4.** In addition to the delegates, as provided heretofore in Section 2, each Officer, Past President, and Past Director of Lions International, who is a member of a Lions Club in the State of Virginia, shall be a delegate to the Annual State Convention and shall not be included in the delegate quota of his Club.

**SECTION 5.** All registered delegates present in person

and on the floor of the convention shall have the right to vote for Officers of the State Organization and on all matters coming before the convention.

## ARTICLE VIII-REVENUE

**SECTION 1.** (a) The Council of Governors shall, on the last day of October of each year, draw upon the Clubs of the State Organization for a per capita annual tax of \$16.00 per member, effective July 1, 2004, which amount shall be paid by the Clubs to the State Secretary/Treasurer, prior to January 1st next following; excepting new or reorganized Clubs organized subsequent to the beginning of each fiscal year, which Clubs shall pay prorated per capita tax, beginning the first day of the first month following the date of their reorganization or charter closing: \$6.40 per member of such fund thus acquired from each District shall be allocated to a Special Account for administration of all Districts, shall be administered by the Council of Governors, and shall be disbursed by the State Secretary/Treasurer, in accordance with Section Five (5) of this Article and in accordance with the Rules of Audit of the State Organization; \$7.40 per member of such fund shall be used to defray the expenses of maintaining and administering the office of the State Secretary/Treasurer, including \$0.10 per member from said State Administrative Fund, which shall be used for the purpose of paying expenses of Committee General Chairmen to attend Council meetings, if required by the Council, and expenditures for presentation of Council-approved seminars; \$1.10 per member of such fund shall be entered in the International Convention Fund; and \$1.10 per member of such fund shall be entered in the State Convention Fund.

(b) The Council of Governors, effective July 1, 1993, shall, on the last day of October of each year, draw upon each Lions Club of the State Organization sponsoring a Lioness Club a per capita annual tax of \$5.00 per member of said Lioness Club, which amount shall be paid by the sponsoring Lions Clubs to the State Secretary/Treasurer prior to January 1st next following; excepting those Lions Clubs sponsoring new Lioness Clubs organized subsequent to the beginning of each fiscal year, in which case the Lions Clubs shall pay prorated per capita tax beginning the first day of the