



**The International Association of Lions Clubs**

**LIONS CLUB OF ..... INCORPORATED**

**CONSTITUTION AND BY-LAWS**

# **Lions Clubs International**

## **PURPOSES**

**TO ORGANIZE**, *charter and supervise service clubs to be known as Lions clubs.*

**TO COORDINATE** *the activities and standardise the administration of Lions clubs.*

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

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

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

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

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

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

## **VISION STATEMENT**

**TO BE** *the global leader in community and humanitarian service.*

## **MISSION STATEMENT**

**TO EMPOWER** *volunteers to serve their communities, meet humanitarian needs, encourage peace and promote international understanding through Lions clubs*

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# STANDARD CLUB CONSTITUTION

## ARTICLE I: Name

The name of this organization shall be Lions Club of ..... Incorporated chartered by, and under the jurisdiction of the International Association of Lions Clubs.

## ARTICLE II: Purposes

The purposes of this club shall be:

- (a) To create and foster a spirit of understanding among the peoples of the world.
- (b) To promote the principles of good government and good citizenship.
- (c) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (d) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (e) 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.
- (f) 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 endeavours.

## ARTICLE III: Membership

**SECTION 1. ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Article I of the by-laws, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions club. Wherever the male gender or pronoun presently appear in this constitution and by-laws, it shall be interpreted to mean both male and female persons.

**SECTION 2. MEMBERSHIP BY INVITATION.** Membership in this Lions club shall be acquired by invitation only. Nominations shall be made by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be received by the secretary before the member is reported to and officially recognized by the association as a Lion member. For the avoidance of doubt, the member consents to membership by either providing their duly signed membership form to the secretary or by ensuring that their duly signed membership form is provided to the secretary.

**SECTION 3. FORFEITURE OF MEMBERSHIP.** Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors. Upon removal from this club, any and all right to use the name “LIONS,” the emblem and other insignia of this club and this association shall be forfeited. This club shall remove members whose conduct has been deemed a violation of the International Constitution and By-Laws and Board Policy and unbecoming a Lion by the International Office or otherwise face charter cancellation.

## **ARTICLE IV: Emblem, Colours, Slogan and Motto**

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



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

**SECTION 3. COLOURS.** The colours of this association and of each chartered club shall be purple and gold.

**SECTION 4. SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation’s Safety.

**SECTION 5. MOTTO.** Its Motto shall be: We Serve.

## **ARTICLE V: Supremacy**

The Standard Form Club Constitution and By-Laws shall govern the club unless otherwise amended so as not to conflict with the district (single, sub- or multiple) and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the district (single, sub- and multiple) constitution and by-laws, the respective district constitution and by-laws shall govern. In addition, whenever there may exist a conflict or a contradiction between the provisions set out in the club constitution and by-laws and the international constitution and by-laws or board policy, the international constitution and by-laws and board policy shall govern.

## **ARTICLE VI: Club Size**

A Lions club should strive to maintain 20 members; the numerical minimum membership required to receive a charter.

## **ARTICLE VII: Officers**

**SECTION 1. OFFICERS.** The officers of this club shall be a president, immediate past president, the vice president(s), secretary, treasurer, service chairperson, marketing communications chairperson and membership chairperson.

**SECTION 2. REMOVAL.** Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

## **ARTICLE VIII: Board of Directors**

**SECTION 1. MEMBERS.** The members of the board of directors shall be club officers, Lion tamer (optional), tail twister (optional), club LCIF coordinator, program coordinator, safety officer (optional), branch president, if so designated, and all other elected directors and/or chairpersons. The minimum number of members of the board of directors shall be 3 and the maximum shall be 20.

**SECTION 2. QUORUM.** The presence in person of a majority of the directors shall constitute a quorum at any meeting of the board of directors. Except as otherwise specifically provided, the act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

**SECTION 3. DUTIES AND POWERS.** In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and by-laws, the board of directors shall have the following duties and powers:

- (a) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.
- (b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- (c) It shall have power to modify, override or rescind the action of any officer of this club.
- (d) It shall have the books, accounts and operations of this club audited or reviewed annually or, in its discretion, more frequently and may require an accounting or have an audit or review made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit, review or accounting upon request at a reasonable time and place.
- (e) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.
- (f) It shall appoint the surety for the bonding of any officer of this club.
- (g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.
- (h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.



- (i) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public funds raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.
- (j) It shall serve as this club's 'committee' as that term is defined in section 5(1) of the Incorporated Societies Act 2022.

## **ARTICLE IX: Delegates to International and District Conventions**

**SECTION 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION.** Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty- five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members.

**SECTION 2. DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION.** Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in this club, or major fraction thereof, of this 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, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate present in person shall be entitled to cast one (1) vote of his/her choice for each office to be filled by, and one (1) vote of his/her choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

**SECTION 3. SELECTION OF CLUB DELEGATE(S) AND ALTERNATE(S).** The Board of Directors or its designated committee shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions. Eligible delegates must be members in good standing in the club and entitled to vote in accordance with the rights and privileges chart set forth in Exhibit A of this Constitution and By-Laws.

## **ARTICLE X: Club Branch Program**

**SECTION 1. BRANCH FORMATION.** Clubs may form branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a subsidiary of the parent club and shall conduct service activities in its community.

**SECTION 2. MEMBERSHIP IN PARENT CLUB.** The members of the branch shall be granted membership in the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

**SECTION 3. FUNDRAISING.** Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the club branch may authorize the parent club treasurer to be a second authoriser of payments.

**SECTION 4. DESIGNATED CLUB BRANCH FUNDS.** In the event of dissolution of the club branch, any remaining club branch designated funds shall be returned to the parent club. In the event the club branch is converted into a newly chartered club, any remaining funds designated as club branch funds shall be transferred to the newly chartered club.

**SECTION 5. DISSOLUTION.** The branch may be disbanded by a majority vote of the entire club membership of the parent club.

## **ARTICLE XI: Club Funds**

**SECTION 1. PUBLIC (ACTIVITY) FUNDS.** All funds raised from the public must be returned to public use, including money accumulated from invested public funds. The only deductions that may be made from the activity account are the direct operating expenses of the fundraising activity. Money accumulated from interest must also be returned to public use.

**SECTION 2. ADMINISTRATIVE FUNDS.** Administrative funds are supported through contributions from members through dues, fines and other individual contributions.

## **ARTICLE XII: Amendments**

**SECTION 1. AMENDING PROCEDURE.** This constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the board has previously considered the merits of the amendments. No amendment to this constitution shall be made that would enable the activities of this club be carried on for the private pecuniary profit of any individual or in any manner which would result in this club becoming either ineligible for registration, or eligible for de-registration, as a charity in New Zealand.

**SECTION 2. NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the member through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

## **ARTICLE XIII: New Zealand requirements.**

**SECTION 1. COMMON SEAL.** The Common Seal shall be under the control of the Board of Directors and shall be held in the custody of the Secretary, or such other officer of the Board as the Board shall from time to time direct, and shall not be affixed to any document except by order of the Board of Directors and then only in the presence of two (2) members of the Board of Directors and the Secretary. In the absence of the Secretary, the Board shall appoint the President or Treasurer instead.

**SECTION 2. WINDING UP.** This club may be put into liquidation if the club, at a general meeting of the Club passes a resolution appointing a liquidator, and the resolution is confirmed at a Special General Meeting called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed. A resolution and confirmation must be carried by a majority of votes cast by members voting in person at each meeting.

In the event of this resolution being passed at such special meeting, any funds standing to the credit of the Lions Club, after full and due obligations have been met, shall be donated or disposed of to recognised charitable or welfare organisations, as decided by the majority of members present at the meeting held for the purposes of winding up the Lions Club.

## **BY-LAWS**

### **ARTICLE I: Membership**

#### **SECTION 1. MEMBERSHIP CATEGORIES.**

- (a) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favourable image of this Lions club in the community. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. As provided in the Student Member Program criteria, qualifying student, former Leo and young adult members shall be Active Members and be entitled to all rights and privileges thereof. This membership category shall be included in the club delegate formula calculation.
- (b) **MEMBER-AT-LARGE:** A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and

desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues. This membership category shall be included in the club delegate formula calculation.

- (c) **HONORARY:** An individual, not a member of this Lions club, having performed outstanding service for the community or this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership. This membership category shall not be included in the club delegate formula calculation.
- (d) **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office. This membership category shall be included in the club delegate formula calculation.
- (e) **LIFE MEMBER:** Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his/her community, or this association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:
  - (1) recommendation of this club to the association,
  - (2) payment to the association of US\$650.00, or its equivalent in the respective national currency, by this club in lieu of all future dues to the association.

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

- (f) **ASSOCIATE MEMBER:** A member who holds his/her primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership and Activities Report.

An Associate Member may be eligible to vote on club matters, at meetings where he/she is present in person, but may not represent the club as a delegate at district (single, sub-,

provisional and/or multiple) or international conventions. He/she shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper. This membership category shall not be included in the club delegate formula calculation.

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

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

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

**SECTION 2. GOOD STANDING.** Any member who fails to pay any indebtedness due this club within thirty (30) days after receipt of written notice from the secretary shall forfeit his/her good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

**SECTION 3. DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

**SECTION 4. RESIGNATIONS.** Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid and/or all club funds and property have been returned. All right to the use of the name "LIONS," the emblem and other insignia of this club and the association cease when membership is terminated.

**SECTION 5. REINSTATEMENT OF MEMBERSHIP.** Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record. Members that have been dropped from membership for more than twelve (12) months must be approved in accordance with Article III, Section 2 of the Constitution.

**SECTION 6. TRANSFER MEMBERSHIP.** This club may grant membership on a transfer basis to one who has terminated or is terminating his/her membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between termination of his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Article III, Section 2 of the Constitution. Members that wish to transfer from this club to another club must submit a transfer form to be completed by the Secretary. The Secretary is obligated to complete transfer form without delay unless the board of directors is withholding acceptance of the

member's resignation and transfer due to the member's financial indebtedness to the club and/or failure to return any club funds or property.

**SECTION 7. FAILURE TO PAY.** The secretary shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

**SECTION 8. ATTENDANCE AND PARTICIPATION.** The club shall encourage regular participation in club meetings and activities.

## **ARTICLE II: Elections and Filling Vacancies**

The officers of this club, excluding the immediate past president, shall be elected as follows:

**SECTION 1. ANNUAL ELECTION.** Subject to the provisions of Sections 7 and 8 of this Article, all officers and members of the board, other than directors, shall be elected annually and shall take office on July 1<sup>st</sup>, and shall hold office for one year from that date, or until their successors shall have been elected and qualified. The Secretary shall promptly report the newly elected officers to the International Office within 15 days of the election.

**SECTION 2. DIRECTORS ELECTION.** One-half of the directors shall be elected annually and shall take office on the July 1<sup>st</sup> next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

**SECTION 3. ELIGIBILITY FOR OFFICE.** No person shall be eligible to hold office in this club unless he/she is an active member in good standing.

**SECTION 4. NOMINATING COMMITTEE.** The president shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

**SECTION 5. NOMINATION MEETING.** A nomination meeting shall be held in March of each year or as determined by the board of directors, with the date and place of such meeting to be determined by the board of directors. Notice of the meeting shall be published by regular post or electronic means or by personal delivery to each member of this club at least fourteen (14) calendar days prior to the date of the meeting.

**SECTION 6. ELECTION.** An election shall be held in April or as determined by the board of directors, at a time and place determined by the board of directors. Notice of the election shall be published by regular post or electronic means or by personal delivery to each member of the club at least fourteen (14) calendar days prior the date of the election. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 above, a

statement that these nominees will be voted upon at this election. No nominations may be made from the floor at the election.

**SECTION 7. BALLOT.** The election shall be conducted by a secret written ballot by those present and qualified to vote.

**SECTION 8. VOTES REQUIRED.** The officer candidate is required to secure a majority of the votes cast by the club members present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

**SECTION 9. NOMINEE UNABLE TO SERVE.** If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he/she was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

**SECTION 10. VACANCY.** If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days' notice of the time and place, which time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section 11 hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

**SECTION 11. REPLACEMENT OF OFFICERS-ELECT.** In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer elect. Fourteen (14) calendar days prior notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

## **ARTICLE III: Duties of Officers**

**SECTION 1. PRESIDENT.** The responsibilities for this position shall be as follows:

- (a) Serve as chief executive officer for this club.

- (b) Preside at all meetings of the board of directors of this club.
- (c) Chair the Club Global Action Team and ensure the following:
  - (1) Ensure the election of qualified Lion leaders for the position of club service chairperson, club membership chairperson and club vice president, who will serve as the leadership chairperson.
  - (2) Ensure regular meetings to discuss and advance initiatives established by the Global Action Team.
  - (3) Collaborate with the district Global Action Team and other club presidents to further initiatives focused on expanding humanitarian service, leadership development and membership growth.
- (d) In collaboration with the club officers and committee chairpersons, implement a plan for membership growth, community engagement, operational improvement and the fulfilment of humanitarian services as presented and approved by the club's board of directors.
- (e) Issue the call for regular meetings and special meetings of the board of directors of this club.
- (f) Appoint standing and special committees and cooperate with chairpersons to effect regular functioning and reporting of such committees.
- (g) See that regular elections are duly called, noticed and held.
- (h) Ensure the club is operating in accordance with local laws.
- (i) Ensure proper administration of club operations by ensuring that all club officers and members adhere to the club's Constitution and By-Laws and the International Constitution and By-Laws.
- (j) Encourage diplomacy and solve disputes in a fair and transparent fashion utilizing the Dispute Resolution Procedure if needed.
- (k) Be an active member of the district governor's advisory committee of the zone in which this club is located.
- (l) Serve as a mentor to vice presidents to ensure the continuance of effective leadership.

**SECTION 2. IMMEDIATE PAST PRESIDENT.** He/she and the other past presidents shall serve as mentors to the club president and vice presidents and serve as the club LCIF coordinator unless he/she is unable at which time this position may be filled by another club member.

**SECTION 3. FIRST VICE PRESIDENT.** The responsibilities for this position shall be as follows:

- (a) Conduct an annual club quality assessment and collaborate with the club officers, specifically members of the club's Global Action Team and other committee chairpersons during his/her term as first vice president to develop a plan for membership growth, community engagement, and the fulfilment of humanitarian services to be presented and approved by the board of directors during his/her term as president.



- (b) Serve as a key member of the club's Global Action Team as the club Leadership Chairperson and along with other members of the leadership committee:
  - (1) Ensure that new members are provided with an effective orientation so new members understand how the club operates within its district, multiple district and Lions Clubs International, with the support of the Club Membership Chairperson.
  - (2) Ensure current and/or incoming club officers attend training, offered by the district and/or via the Lions Learning Centre (LLC)
  - (3) Communicate to the District Global Leadership Coordinator the need for training, the names of potential new leaders and the leadership development activities that club members attend.
  - (4) Identify potential leaders and encourage their development as future leaders.
  - (5) Encourage members to participate in leadership training offered by the district, multiple district and Lions Clubs International.
- (c) Take a key role in membership retention and ensure organizational excellence by measuring member satisfaction and utilizing feedback to improve club operations.
- (d) Understand the club's role in district activities and events.
- (e) Network with the officers of other clubs to gain ideas that may be applied to the club.
- (f) Gain in-depth knowledge of district, multiple district initiatives that support leadership development, membership growth and the expansion of humanitarian service.
- (g) Be an active member of the district governor's advisory committee of the zone in which this club is located.
- (h) If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president.
- (i) Oversee the functioning of such committees of this club as the president shall designate.

**SECTION 4. VICE PRESIDENT(S).** If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president. Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

**SECTION 5. SECRETARY.** He/she shall be under the supervision and direction of the president and the board of directors and shall act as the liaison officer between the club and the district (single, sub- and multiple) in which this club is located, and the association. The responsibilities for this position shall be as follows:

- (a) Submit regular monthly and other reports to the international office of the association containing such information as may be called for by the board of directors of this association.
- (b) Submit to the district governor's cabinet such reports as it may require.

- (c) Be an active member of the district governor's advisory committee of the zone in which the club is located.
- (d) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts.
- (e) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.
- (f) Maintain an up-to-date register of the club's members.
- (g) Serve as the club's 'contact person' for the purposes of section 113 of the Incorporated Societies Act 2022.
- (h) Deliver, in a timely manner, at the conclusion of his/her term in office, the general records of the club to his/her successor in office.

**SECTION 6. TREASURER.** The responsibilities for this position shall be as follows:

- (a) Receive all monies, from the secretary and otherwise, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors.
- (b) Arrange for issuance, in cooperation with the secretary, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club and report payments to the Board of Directors.
- (c) Pay out monies in payment of club obligations only on authority given by the board of directors.
- (d) Have custody and keep and maintain general records of club receipts and disbursements.
- (e) Prepare and submit monthly and semi-annual financial reports to the board of directors of this club.
- (f) Give bond for the faithful discharge of his/her office in such sum and with such surety as determined by the board of directors.
- (g) Deliver, in a timely manner, at the conclusion of his/her term in office, the financial accounts, funds and records of the club to his/her successor in office.
- (h) Serves as chairperson for the finance committee.

**SECTION 7. MEMBERSHIP CHAIRPERSON.** The responsibilities for this position shall be as follows:

- (a) Serve as a key member of the club's Global Action Team as the club Membership Chairperson.

- (b) Collaborate with the District Global Action Team on membership initiatives, and participate in relevant district, region and zone meetings and events.
- (c) Develop and lead a membership committee to help implement action plans to achieve the club's membership goals and to positively increase the member experience.
- (d) Encourage all members to participate in membership growth by inviting prospective members to the club. Follow up with prospective members promptly.
- (e) Promote a harmonious club atmosphere by listening to and addressing, with the support of the club board of directors, concerns that prevent a positive member experience. This may include a survey or other opportunities for feedback.
- (f) Engage new members in activities that are of interest to the member.
- (g) Collaborate with the club service chairperson as well as other club committees to promote membership opportunities.
- (h) Understand the different membership types and programs offered and promote membership programs to club members.
- (i) Ensure that new members are provided with an effective orientation so new members understand how the club operates within its district, multiple district and Lions Clubs International, with the support of the Club First Vice President/Club Leadership Chairperson.
- (j) Attend the district governor's advisory committee meeting of the zone in which this club is located when appropriate.

**SECTION 8. SERVICE CHAIRPERSON.** The responsibilities for this position shall be as follows:

- (a) Serve as a key member of the club's Global Action Team as the club Service Chairperson.
- (b) Collaborate with the District Global Service Coordinator, Club LCIF Coordinator, district leaders, members of the club's service committee and others to develop and communicate annual service goals and action plans. Goals and action plans should address current community needs and / or LCI's global causes, and can be comprised of advocacy and fundraising in addition to direct service to beneficiaries.
- (c) Lead the service committee to implement the club's service action plans in order to achieve the club's service goals.
- (d) Incorporate opportunities for local youth and Leos to engage in all aspects of service activities, including goal setting, implementation, project evaluation and reporting.
- (e) Report service activities to Lions Clubs International.
- (f) Serve as a club resource on current community needs by monitoring the service activities of other service clubs, developing community partnerships to expand service, and utilizing tools and resources offered by Lions Clubs International and Lions Clubs International Foundation.

- (g) Increase member satisfaction by encouraging participation and engagement in service projects.
- (h) Collaborate with the club membership chairperson and other club committees to promote membership opportunities to non-Lions during service projects.
- (i) Attend the district governor's advisory committee meeting of the zone in which this club is located when appropriate.

**SECTION 9. MARKETING COMMUNICATION CHAIRPERSON.** The responsibilities for this position shall be as follows:

- (a) Develop and implement annual communications plans for internal and external audiences, including club members, news media, supporters/sponsors and potential new members.
- (b) Publicize club activities, including service projects, fundraisers, donations, Lions Clubs International sponsored contests and other newsworthy accomplishments both internally and externally via the news media, social media, and other effective means.
- (c) Expand humanitarian initiatives, community involvement and membership initiatives through social media.
- (d) Provide communication tools to club members and to encourage all club members to participate in promoting the club's activities via social media, referral and other effective means of communication.
- (e) Assist the club president in communicating information from the district, multiple district and international headquarters with the club members.
- (f) Work closely with the club membership chairperson to target and reach out to new potential club members.
- (g) Attend the district governor's advisory committee meeting of the zone in which this club is located when appropriate.
- (h) Participate in meetings held by the district marketing communications chairperson.

## **ARTICLE IV: Board of Directors**

In addition to the club officers, the following chairpersons, if elected, may serve on the Board of Directors in addition to any other elected position that the club find's necessary.

**SECTION 1. PROGRAM COORDINATOR.** He/she improves general meetings and keeps members informed of topics of importance to members by scheduling speakers and entertainment for general meetings based on the interests of club members. The program coordinator obtains permission for speakers from the president, informs the club secretary for inclusion on the agenda and informs the

marketing communication chairperson to ensure effective communication. He/she welcomes the speaker on arrival and ensures proper seating and welcoming during the event.

**SECTION 2. CLUB LCIF COORDINATOR.** He/she communicates the mission and success of LCIF and its importance to Lions Clubs International, implements LCIF development strategies within the club and collaborates with LCIF district coordinator to promote LCIF in the local area to ensure alignment with district goals. This position also collaborates with the club service chairperson and the Global Action Team to support club initiatives.

**SECTION 3. SAFETY OFFICER (OPTIONAL).** He/she ensures that safety measures are in place by reviewing activities to identify potential hazards, completing the self-inspection checklist as available from Lions Clubs International, ensuring adequate supervision and acquiring proper insurance coverage. In the event of an incident, he/she gathers and reports all significant information relevant to the incident to the insurance company in a timely manner.

**SECTION 4. LION TAMER (OPTIONAL).** The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel. He/she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He/she shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favours and literature as required at club and board meetings. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.

**SECTION 5. TAIL TWISTER (OPTIONAL).** He/she shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his/her decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister (optional) may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister (optional) shall be immediately turned over to the treasurer and a receipt be given.

**SECTION 6. DIRECTOR.** He/she provides additional oversight and approval for items placed before the board of directors. The term of office is two-years in duration.

## **ARTICLE V: Committees**

**SECTION 1. STANDING COMMITTEES.** The following standing committees may be appointed by the club president, with the exception of chairperson positions that serve on the Board of Directors, which would require election. Additional committees may be established as determined by the club's Board of Directors.

- (a) **GLOBAL ACTION TEAM.** Chaired by the club president and includes the club first vice president (serving as the leadership chairperson), the club membership chairperson and the club service chairperson. With the support of the board of directors, develops and initiates a coordinated plan to expand humanitarian service, achieve membership growth, and develop future leaders. Meets regularly with club members to discuss the progress of the plan and initiatives that may support the plan. Collaborates with members of the district Global Action

Team to learn about initiatives and best practices. Shares activities, achievements and challenges with members of the Global Action Team. Attends the District Governor Advisory Committee meeting and other zone, region, district or multiple district meetings that feature service, membership or leadership initiatives to exchange ideas and gain knowledge that may be applied to club practices.

- (b) **CONSTITUTION AND BY-LAWS COMMITTEE.** Interprets the club constitution and by-laws and may be charged with facilitating changes in accordance with amendment procedures.
- (c) **FINANCE COMMITTEE.** Chaired by the club treasurer to establish a detailed budget for the approval of the club's board of directors, ensure proper documentation and authorization of funds, arrange for the annual audit or review of club accounts, and ensure the delivery of all financial information to the successor committee.
- (d) **MEMBERSHIP COMMITTEE.** Chaired by the membership chairperson to ensure membership growth by reaching new markets, actively recruiting members and ensuring member satisfaction. This committee also verifies the qualifications of potential members who are considered by the club's Board of Directors and noted in item Article III, section 2, of the Club Constitution. The membership committee should include last year's membership chairperson, vice membership chairperson and any club members interested in new member recruitment and/or member satisfaction.
- (e) **MARKETING COMMUNICATIONS COMMITTEE.** Chaired by the marketing communications chairperson to ensure effective internal and external communication, reshape public opinion and improve visibility of the club's activities in the community.
- (f) **SERVICE COMMITTEE.** Chaired by the club service chairperson. Assists in developing service goals and action plans, identifying potential projects, guiding project planning and implementation and involving club members in meaningful service. Coordinates and ensures the effective leadership of service projects relating to the global service framework by supporting chairpersons assigned to each club service initiative. This committee may also be responsible for applying for relevant LCIF grants and developing community partnerships as approved by the club's board of directors.
- (g) **INFORMATION TECHNOLOGY COMMITTEE.** Assists members by providing access and/or support to online tools and communication as needed. May also provide support and/or serve as the club webmaster.
- (h) **LEADERSHIP COMMITTEE.** Chaired by the first vice president. Notifies club members of training opportunities offered by the district, multiple district and Lions Clubs International as well as non-Lion programs that could benefit club members.

**SECTION 2. SPECIAL COMMITTEES.** From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be necessary in his/her judgment or the judgment of the board of directors.

**SECTION 3. PRESIDENT EX-OFFICIO.** The president shall be an ex-officio member of all committees.

**SECTION 4. COMMITTEE REPORTING.** Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the board of directors.

## **ARTICLE VI: Meetings**

**SECTION 1. BOARD OF DIRECTORS REGULAR MEETINGS.** Regular meetings of the board of directors shall be held at such times and places as the board shall determine. (It is recommended that the board of directors meet at least once each month.)

**SECTION 2. BOARD OF DIRECTORS SPECIAL MEETINGS.** Special meetings of the board of directors shall be held when called by the president, or when requested by three (3) or more members of the board of directors, at such time and place as the president shall determine.

**SECTION 3. REGULAR CLUB MEETINGS/EVENTS.** Regular meetings of this club shall be held at times and places recommended by the board of directors, and approved by the club. The information which is to be presented at regular meetings of this club and the requirement (or lack thereof) to keep minutes shall be determined by the board of directors. Except as otherwise specifically provided in this constitution and by-laws, notice of regular meetings and any resolution(s) to be voted on therein shall be given in such manner as the board of directors deems proper to effectively communicate the meeting, resolution(s) and/or event to all club members and encourage involvement. Regular club meetings may be replaced by service projects or other events as determined by the club members. (It is recommended that the club host a meeting, event or service activity at least once a month.)

**SECTION 4. SPECIAL CLUB MEETINGS.** Special meetings of the club may be called by the president, in his/her discretion, and shall be called by the president when requested by the board of directors, at a time and place determined by the person or body requesting the same. In the event the President fails to call a special meeting at the request of the board of directors, the majority board of directors shall be authorized to call the meeting at a time and place determined by the board of directors. Notice of special meetings setting forth the purpose, time and place shall be published to each member of this club, by regular post, electronic means or personal delivery, at least ten (10) days prior to the date thereof.

**SECTION 5. ANNUAL MEETING.** An annual meeting of this club shall be held in conjunction with the close of each Lions' year at a time and place determined by the board of directors, at which meeting: and.

- (a) The final reports of the retiring officers shall be read;
- (b) Newly elected officers shall be installed;
- (c) An annual report on the operations and affairs of the club during the most recently completed accounting period shall be presented;
- (d) The financial statements of the club for that the most recently completed accounting period shall be presented; and

- (e) Notice of the disclosures, or types of disclosures, made in accordance with Article XII of these by-laws during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate) shall be presented.

In Article VI, section 5, subsection (e) above, 'matters' means the club's performance of its activities or exercise of its powers; or an arrangement, agreement, or contract made or (proposed to be) entered into by the club.

**SECTION 6. ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of this club and/or board of directors may be held through the use of alternative meeting formats, such as teleconference and/or web conference upon initiation of the President or by any three (3) members of the board of directors.

**SECTION 7. CHARTER ANNIVERSARY.** A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionise, and the history of this club.

**SECTION 8. QUORUM.** The presence in person of a majority of the members in good standing shall be necessary for a quorum at any meeting of this club. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

**SECTION 9. METHOD OF BUSINESS TRANSACTIONS.** This club may transact business by mail or electronic communications, provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the club. Such action may be initiated by the president or any three (3) members of said board.

**SECTION 10. VOTING PROCEDURES.** Unless otherwise specified in this constitution and by-laws, voting at meetings of this club, of its board of directors, or of any of its committees shall be conducted by such procedure as the board of directors may from time to time direct, including (without limitation) a secret written ballot, or a show of hands, by those present and qualified to vote.

**SECTION 11. METHODS OF ATTENDANCE.** Attendance at meetings of this club, of its board of directors, or of any of its committees shall in person.

**SECTION 12. NO RESOLUTION IN LIEU OF MEETING.** Resolutions may not be passed by the club without a meeting.

## **ARTICLE VII: Fees and Dues**

### ***AS APPROVED BY THE CLUB MEMBERS AT AN ANNUAL MEETING***

**SECTION 1. ENTRANCE FEE.** Each new, reinstated and transfer member shall pay an entrance fee of \$1 which fee shall include the current association entrance fee and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve (12) months of termination of his/her prior Lions club membership.



**SECTION 2. ANNUAL DUES.** Each member of this club shall pay the regular annual dues which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors shall determine.

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws.

## **ARTICLE VIII: Club Branch Administration**

**SECTION 1. CLUB BRANCH OFFICERS.** The members comprising the branch shall elect a branch president, secretary and treasurer. These three individuals, along with the branch liaison constitute the executive committee of the branch. The branch members shall elect a president who shall serve on the parent club's board of directors and be encouraged to attend general and/or board meetings and activities of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings and activities of the parent club.

**SECTION 2. LIAISON.** The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the fourth officer of the branch.

**SECTION 3. VOTING ENTITLEMENT.** The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting.

**SECTION 4. FEES AND DUES.** Each new, reinstated and transfer club branch member shall pay an entrance fee which fee shall include the current association entrance fee. Club branches may charge an entrance fee separate from that of the parent club and branch members are not required to pay the parent club entrance fee.

Each member of the branch shall pay regular annual dues which dues shall include an amount to cover current international and district (single or sub- and multiple) dues (to defray the subscription price of LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors of the parent club shall determine.

The treasurer of the branch shall remit international and district (single or sub- and multiple) dues to the parent club treasurer, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws. Club branches are not required to pay club dues to the parent club.

## **ARTICLE IX: Miscellaneous**

**SECTION 1. FISCAL YEAR.** The fiscal year of this club shall be July 1 through June 30.

**SECTION 2. PARLIAMENTARY PRACTICES.** Except as otherwise specifically provided in this constitution and by-laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

**SECTION 3. PARTISAN POLITICS/RELIGION.** This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

**SECTION 4. PERSONAL BENEFIT.** Except to further his/her progress in Lions, no officer or member of this club shall use his/her membership as a means of furthering any personal, political, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objects.

**SECTION 5. COMPENSATION.** No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

**SECTION 6. SOLICITATION OF FUNDS.** No funds shall be solicited from the club during meetings by any individual or individuals who are not members of the club. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the appropriate committee or to the board of directors for further review.

## **ARTICLE X: Club Dispute Resolution Procedure**

**SECTION 1. INTERNATIONAL BOARD OF DIRECTORS' PROCEDURE.** All disputes, complaints, or claims arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through the procedure set out in Article X, section 2 of these by-laws, shall be resolved in accordance with the Dispute Resolution Procedures established by the International Board of Directors.

**SECTION 2. PRIMARY PROCEDURE.**

- (a) A member (for the purposes of this Article X, section 2, "member" shall include that member's representative where appropriate) may make a complaint by giving to the board of directors (or any committee established to give effect to this Article X, section 2) a notice in writing that:

- (i) States that the member is starting a procedure for resolving a dispute in accordance with the club's constitution and by-laws; and
  - (ii) Sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (iii) Sets out any other information reasonably required by the club.
- (b) The club may make a complaint involving an allegation against a member by giving to that member a notice in writing that:
  - (i) States that the club is starting a procedure for resolving a dispute in accordance with the club's constitution and by-laws; and
  - (ii) Sets out the allegation to which the dispute relates and whom the allegation is against.
- (c) The information given under Article X, section 2, subsections (a) & (b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (d) A complaint may be made in any other reasonable manner permitted by the club's constitution and by-laws.
- (e) A member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (f) If the club makes a complaint:
  - (i) The club has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (ii) The board of directors or an appointed officer/committee appointed by the board may exercise that right on behalf of the club.
- (g) Without limiting the manner in which the member or the board of directors may be given the right to be heard, they must be taken to have been given the right if:
  - (i) They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (ii) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iii) An oral hearing (if any) is held before the decision maker; and
  - (iv) The member's or club's written statement or submissions (if any) are considered by the decision maker.
- (h) Article X, section 2, subsections (h) – (k) apply if a complaint involves an allegation that a member or the club (the “**Respondent**”):

- (i) Has engaged in misconduct; or
  - (ii) Has breached, has breached, or is likely to breach, a duty under the club's constitution or by-laws or the Incorporated Societies Act 2022; or
  - (iii) Has damaged the rights or interests of a member or the rights or interests of members generally.
- (i) The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (j) If the Respondent is the club, the board of directors or an appointed officer/committee appointed by the board may exercise the right on behalf of the club.
- (k) Without limiting the manner in which the Respondent may be given the right to be heard, a Respondent must be taken to have been given the right if:
  - (i) The Respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - (ii) The Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (iii) An oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (iv) An oral hearing (if any) is held before the decision maker; and
  - (v) The Respondent's written statement or submissions (if any) are considered by the decision maker.
- (l) The club must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution and by-laws, ensure that the dispute is investigated and determined.
- (m) Disputes must be dealt with under the constitution and by-laws in a fair, efficient, and effective manner.
- (n) Despite Article X, section 2, subsections (l) – (m), the club may decide not to proceed further with a complaint if:
  - (i) The complaint is trivial; or
  - (ii) The complaint does not appear to disclose or involve any allegation of the following kind:
    - (1) That a member has engaged in material misconduct:

- (2) That a member or the club has materially breached, or is likely to materially breach, a duty under the club's constitution or by-laws or the Incorporated Societies Act 2022:
  - (3) That a member's rights or interests or members' rights or interests generally have been materially damaged:
  - (iii) The complaint appears to be without foundation or there is no apparent evidence to support it; or
  - (iv) The person who makes the complaint has an insignificant interest in the matter; or
  - (v) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution or by-laws; or
  - (vi) There has been an undue delay in making the complaint.
  - (o) The club may refer a complaint to:
    - (i) A committee or an external person to investigate and report; or
    - (ii) A committee, an arbitral tribunal, or an external person to investigate and make a decision.
- 31.16 The club may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 31.17 A person may not act as a decision maker in relation to a complaint if two or more members of the board of directors or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:
- (a) Impartial; or
  - (b) Able to consider the matter without a predetermined view.

## **ARTICLE XI: Amendments**

**SECTION 1. AMENDING PROCEDURE.** These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present in person and voting. No amendment to these by-laws shall be made that would enable the activities of this club be carried on for the private pecuniary profit of any individual or in any manner which would have the result that this club would become either ineligible for registration, or eligible for de-registration, as a charity in New Zealand.

**SECTION 2. NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been published to the member through regular post or electronic means, or delivered personally to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken.

## **ARTICLE XII: Conflicts of Interest**

**SECTION 1. DEFINITION OF ‘INTERESTED’.** A member, member of the board of directors, or any associated person will be ‘interested’ for the purposes of this Article XII and Article VI, section 5, subsection (e) of these by-laws in a transaction or proposed transaction if they or their business or family associates, will receive any income, benefit or advantage whatsoever from that transaction.

**SECTION 2. DISCLOSURE.** A member, member of the board of directors, or any associated person, after becoming aware of the fact that they are interested in a transaction or proposed transaction of the club, must disclose the nature and extent of the interest (including monetary value if such can be quantified) to the other members by written notice to the board of directors.

**SECTION 3. PARTICIPATION.** No member, member of the board of directors, or any associated person shall participate in, or materially influence, any decision made by the members or board of directors in respect of a transaction which that member, member of the board of directors, or any associated person is interested in.

**SECTION 4. EXCEPTION.** For the avoidance of doubt, the club may enter into a transaction with a member, member of the board of directors, or any associated person provided the other board of directors resolves that:

- (a) It is appropriate to do so in all the circumstances; and
- (b) Article IX, section 4 of these by-laws has been complied with; and
- (c) Article XII, section 4 of these by-laws has been complied with.

### **EXHIBIT A: MEMBERSHIP CATEGORY CHART**

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

## **MEMBER CATEGORY LIMITS**

Honorary Members – Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

Affiliate Members – Not to exceed 25% of total actual membership.



## EXHIBIT B: SAMPLE BALLOT FORM

For Election of President: Indicate your vote by checking the box of the candidate of your choice.

- John Smith
- Sally Jones
- \_\_\_\_\_

# **Lions Clubs International CODE OF ETHICS**

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

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

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

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

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

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

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

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