



The International Association of Lions Clubs

CONSTITUTION AND BY-LAWS

DISTRICT 21S

EFFECTIVE July 1, 2020

Table of Contents

CONSTITUTION

ARTICLE I – Name	6
ARTICLE II – Purposes	6
ARTICLE III – Membership	6
ARTICLE IV – Emblem, Colors, Slogan and Motto	
SEC. 1 – Emblem	7
SEC. 2 – Use of Name and Emblem.....	7
SEC. 3 – Colors	7
SEC. 4 – Slogan	7
SEC. 5 – Motto	7
ARTICLE V – Supremacy	7
ARTICLE VI – Officers and District Cabinet	
SEC. 1 – Officers	7
SEC. 2 – District Cabinet	8
SEC. 3 – Election/Appointment of District Cabinet	8
SEC. 4 – Removal	8
ARTICLE VII – District Convention	
SEC. 1 – Time and Place	8
SEC. 2 – Club Delegate Formula	8
SEC. 3 – Quorum	9
SEC. 4 – Special Convention	9
ARTICLE VIII – District Dispute Resolution Procedure	9
ARTICLE IX – Amendments	
SEC. 1 – Amending Procedure	9
SEC. 2 – Automatic Update	9
SEC. 3 – Notice	10
SEC. 4 – Effective Date	10

BY-LAWS

ARTICLE I – Nominations and Endorsement Third Vice President and International

Director Nominees

SEC. 1 – Endorsement Procedure	11
SEC. 2 – Nomination	11
SEC. 3 – Seconding Speech	11
SEC. 4 – Vote	11
SEC. 5 – Certificate of Endorsement	11
SEC. 6 – Validity	11

ARTICLE II – District Nominations, Elections and Appointments

SEC. 1 – Nominating Committee	12
SEC. 2 – District Governor Election Procedure	12
SEC. 3 – First and Second Vice District Governor Election Procedures	12
SEC. 4 – Ballot	12
SEC. 5 – District Governor Vacancy	12
SEC. 6 – First and Second Vice District Governors and Other Vacancies	13
SEC. 7 – Region/Zone Chairperson Qualifications	14
SEC. 8 – Appointment/Election of Region/Zone Chairperson	14
SEC. 9 – Region/Zone Chairperson Vacancy	14

ARTICLE III – Duties of District Officers/Cabinet

SEC. 1 – District Governor	14
SEC. 2 – First Vice District Governor	15
SEC. 3 – Second Vice District Governor	16
SEC. 4 – Cabinet Secretary – Treasurer	16
SEC. 5 – Global Service Team (GST) District Coordinator	17
SEC. 6 – Global Membership Team (GMT) District Coordinator	18
SEC. 7 – Global Leadership Team (GLT) District Coordinator	18
SEC. 8 – LCIF District Coordinator	19
SEC. 9 – Region Chairperson	19
SEC. 10 – Zone Chairperson	20
SEC. 11 – District Governor’s Cabinet	21
SEC. 12 – Sergeant-at-Arms	21

ARTICLE IV – District Committees

SEC. 1 – District Governor’s Advisory Committee	22
SEC. 2 – District Global Action Team	22
SEC. 3 – District Governor’s Honorary Committee	22
SEC. 4 – Other District Committees	22
SEC. 5 – District Cabinet Committees	23

ARTICLE V – Meetings

SEC. 1 – District Cabinet Meetings	23
SEC. 2 – Alternative Meeting Formats	24

SEC. 3 – Business Transacted by Mail	24
SEC. 4 – Regions and Zones	24

ARTICLE VI – District Convention

SEC. 1 – Convention Site Selection	24
SEC. 2 – Official Call	24
SEC. 3 – Site Change	24
SEC. 4 – Officers	25
SEC. 5 – Sergeant-at-Arms	25
SEC. 6 – Official Report	25
SEC. 7 – Credentials Committee	25
SEC. 8 – Order of Convention Business	25
SEC. 9 – District Convention Committees	25

ARTICLE VII – District Administration Fund

SEC. 1 – District Revenue	25
SEC. 2 – Remaining Funds	26

ARTICLE VIII – Miscellaneous

SEC. 1 – Financial Obligations	26
SEC. 2 – Cabinet Secretary – Treasurer Bond	26
SEC. 3 – Audit or Review of Books	26
SEC. 4 – Compensation	26
SEC. 5 – Fiscal Year	26
SEC. 6 – Rules of Procedure	26

ARTICLE IX – Procedures Manual

SEC. 1 – Authorization	27
SEC. 2 – Change	27
SEC. 3 – Conflict	27

ARTICLE X – District Projects

SEC. 1 – Designated Projects	27
SEC. 2 – Formation of a New District Project.....	27
SEC. 3 – Conform to Principles of Lionism	27
SEC. 4 – Fiscal Year	27
SEC. 5 – Funds	27
SEC. 6 – Financial Review	28
SEC. 7 – Number of Board Seats.....	28
SEC. 8 – Good Standing	28
SEC. 9 – Suspension	28
SEC. 10 – Number of Members Per Club.....	28
SEC. 11 – Paid Employees	28
SEC. 12 – Membership Limitation	29
SEC. 13 – Vacancy	29
SEC. 14 – Constitutional Change	29

ARTICLE XI – Amendments	
SEC. 1 – Amending Procedure	29
SEC. 2 – Automatic Update	29
SEC. 3 – Notice	29
SEC. 4 – Effective Date	29
EXHIBIT A – Rules of Procedure	
District Convention	30
EXHIBIT B – Rules of Procedure	
Special Meeting to Recommend a Lion for Appointment as District Governor	33
EXHIBIT C – Rules of Procedure	
Special Meeting to Recommend a Lion for Appointment as First or Second Vice District Governor	35
EXHIBIT D – Nominating Committee Checklist	
District Governor Candidate	36
EXHIBIT E – Nominating Committee Checklist	
First Vice District Governor Candidate	37
EXHIBIT F – Nominating Committee Checklist	
Second Vice District Governor Candidate	38
EXHIBIT G – Standard Ballot	
District Governor, First Vice District Governor & Second Vice District Governor	39
Lions Clubs International Code of Ethics	42
End Notes	43

CONSTITUTION

ARTICLE I

Name

This organization shall be known as Lions District No. 21-S hereinafter referred to as “district.”

ARTICLE II

Purposes

The purposes of this district shall be:

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

ARTICLE III

Membership

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International.

The boundary lines of this district shall be as follows: From the East border between Arizona and New Mexico at the County Line between Apache and Greenlee Counties at North Latitude 33 degrees, 46 minutes, 38 seconds, then West to AZ Highway 87 South of Rye, AZ, proceeding South on Arizona 87 to the Salt River. Proceeding along the Salt River to 75th Avenue. North on 75th Avenue to Interstate 10. Proceeding west on Interstate 10 to the Colorado River. Proceeding South along the Colorado River to the International border between Arizona and Sonora, Mexico at the southwestern corner of Arizona. East along the International border to the Arizona New Mexico border. North along the Arizona New Mexico border to the County Line between Apache and Greenlee Counties at North Latitude 33 degrees, 46 minutes, 38 seconds.

ARTICLE IV
Emblem, Colors, Slogan and Motto

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



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

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

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

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

ARTICLE V
Supremacy

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

ARTICLE VI
Officers and District Cabinet

Section 1. **OFFICERS.** The officers of this district shall be the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons and a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer. Each such officer shall be a member in good standing of a Lions club in good standing in the district.ⁱ

- (a) District officers may only serve as non-voting advisors to district project boards of directors.

Section 2. **DISTRICT CABINET.** The district shall have a district cabinet composed of the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, and such other club members as may be included in this section as amended in accordance with the amendment procedures contained herein. In addition, the global membership team district coordinator, global leadership team district coordinator, global service team district coordinator and LCIF district coordinator shall be non-voting members of the district cabinet. Each such cabinet member shall be a member in good standing of a Lions club in good standing in the district.

Section 3. **ELECTION/APPOINTMENT OF DISTRICT CABINET.** The district governor and first and second vice district governors shall be elected at the annual convention of the district. The district governor shall appoint or the district shall elect by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district, sergeant at arms and such other club members as may be included in the district cabinet.

Section 4. **REMOVAL.** Members of the District Cabinet other than the District Governorⁱⁱ, First Vice District Governor and Second Vice District Governor may be removed from office for causeⁱⁱⁱ by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet.

ARTICLE VII

District Convention

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

- (a) Notwithstanding the above requirement, the annual district convention may be held in conjunction with the Multiple District Mid-Year Conference and Leadership Forum.

Section 2. **CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International and its district (single or sub- and multiple) shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the club or major fraction thereof, of said 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 (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district.^v Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification, as such closing time shall be established by the rules of the respective convention.^{vi}

Section 3. **QUORUM.** The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

Section 4. **SPECIAL CONVENTION.** A Special Convention of the clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the convening date of the International Convention and that such Special Convention shall not be convened for the election of the district governor, first vice district governor or second vice district governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening date of the Special Convention.

ARTICLE VIII

District Dispute Resolution Procedure

All disputes or claims arising from provisions of the District Constitution and By-Laws or any policy or procedure adopted from time to time by the district (single or sub-) cabinet, or any other internal Lions district (single or sub-) matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district (single or sub-), or any club(s) and the district (single or sub-) administration, shall be resolved in accordance with the Dispute Resolution Procedures established by the International Board of Directors.

ARTICLE IX

Amendments

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

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

- (a) When amendments to the Multiple District 21 Constitution and By-Laws are passed at the Multiple District Convention, any amendments that would have an effect on this

District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

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

BY-LAWS

ARTICLE I

Nominations and Endorsement Third Vice President and International Director Nominees

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

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

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

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

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

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

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

ARTICLE II

District Nominations, Elections and Appointments

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

Section 2. **DISTRICT GOVERNOR ELECTION PROCEDURES.** Any qualified member of a club in the district seeking the office of district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidate(s) so qualified.^{vii} If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 3. **FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES.** Any member of a club in the district seeking the office of first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee at least thirty (30) days prior to the election, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified.^{viii} If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Each candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

Section 4. **BALLOT.** The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. 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.^{ix}

Section 5. **DISTRICT GOVERNOR VACANCY.** In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the cabinet secretary and cabinet treasurer

(or cabinet secretary/treasurer) and past district governors, past international directors and past international presidents in the district shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors.^x

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

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

It is encouraged, but not required, that the first vice district governor fulfill his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of district governor.

Section 6. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES. Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district.

It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting. The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

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

- (a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.
- (b) Have served or will have served at the time he/she takes office as first or second vice district governor:
 - (i) As officer of a Lions club for a full term or major portion thereof; and

- (ii) As a member of the district cabinet for a full term or major portion thereof.
- (iii) With none of the above being accomplished concurrently.

Section 7. **REGION/ZONE CHAIRPERSON QUALIFICATIONS.** Each region and zone chairperson shall:

- (a) Be an active member in good standing in his/her respective region or zone; and
- (b) Have served or will have served at the time of taking office as region or zone chairperson as president of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years.^{xi}
- (c) In the event a qualified member of a club within a region or zone cannot be appointed, then and only then, an otherwise qualified member from another region or zone may be appointed.

Section 8. **APPOINTMENT/ELECTION OF REGION/ ZONE CHAIRPERSON.** The district governor shall appoint, by the time he/she takes office, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district. Region Chairpersons and Zone Chairpersons may, at the sole discretion of the first vice district governor/district governor-elect, be elected by club delegates at the annual or a special district convention.

Section 9. **REGION/ZONE CHAIRPERSON VACANCY.** If any region chairperson or zone chairperson shall cease to qualified to serve in the region or zone, to which he/she was appointed, his/her term of office shall thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

ARTICLE III

Duties of District Officers/Cabinet

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

- (a) Serve as the Global Action Team district chairperson to administer and promote membership growth, new club development, leadership development and humanitarian service to clubs throughout the district.
 - (1) Ensure the selection of a qualified Lion leader for the positions of GST district coordinator, GMT district coordinator and GLT district coordinator.
 - (2) Ensure regular meetings to discuss and advance initiatives established by the District Global Action Team.
 - (3) Collaborate with the multiple district's Global Action Team

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

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

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor and participate in council meetings as appropriate.
- (e) Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them.
- (f) Conduct club visitation as the representative of the district governor when requested by the district governor.
- (g) Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- (h) At the request of the district governor, supervise other district committees.
- (i) Participate in the planning of the next year including the district budget.
- (j) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

- (k) Conduct a district quality assessment and collaborate with the district officers, specifically members of the district's Global Action Team, and other committee chairpersons, during his/her term as first vice district governor to develop a plan for membership growth, leadership development, operational improvement and the fulfillment of humanitarian services to be presented and approved by the district cabinet during his/her term as district governor.

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

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor and first vice district governor and participate in council meetings as appropriate.
- (e) Familiarize himself/herself with the health and status of the clubs in the district, review the monthly financial report and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.
- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (i) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (j) At the request of the district governor, supervise other district committees.
- (k) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.
- (l) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

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

- (a) Further the Purposes of this association;
- (b) Perform such duties as are implied by the title of said office, including but not by way of limitation, the following:

- (1) Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.
 - (2) Take and keep minutes of the sub-district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.
 - (3) Make reports to the cabinet as the district governor or cabinet may require.
 - (4) Collect and receipt for all dues and taxes levied on members and clubs in the sub-district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor.
 - (5) Remit and pay over to the multiple district council secretary-treasurer the multiple district dues and taxes, if any, collected in the sub-district, and secure a proper receipt.
 - (6) Keep accurate books and records of account, and minutes of all cabinet and sub-district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.
 - (7) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.
 - (8) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (c) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.
- (d) If separate offices of cabinet secretary and cabinet treasurer are adopted, the duties listed in (b) are to be attributed to each of the offices according to the nature of such duties.

Section 5. GLOBAL SERVICE TEAM (GST) DISTRICT COORDINATOR. The GST district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Encourage clubs to implement service projects that are aligned with global LCI initiatives, including the LCI Service Framework.
- (b) Work with clubs to raise the visibility of Lions service impact in local communities.
- (c) Collaborate with GMT and GLT district coordinators and the Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership retention and growth, and expanding humanitarian service.
- (d) Work with region, zone, and club service chairpersons to help clubs reach their service goals, ensure regular reporting in MyLCI, and encourage utilization of LCI tools (such as the App) to increase engagement in service projects.
- (e) Support local community service projects that create a sense of belonging and pride to the Lions and Leos in the district.

- (f) Promote service projects that attract multi-generational participants, including the integration and leadership development of Leos.
- (g) In collaboration with the LCIF district coordinator, maximize LCIF resource utilization and fundraising and monitor LCIF grants given to the district.
- (h) Gather club and district feedback related to service challenges, opportunities, and successes and share information gathered with multiple district coordinator to troubleshoot/remove barriers impeding the successful implementation of service programs.

Section 6. **GLOBAL MEMBERSHIP TEAM (GMT) DISTRICT COORDINATOR.** The GMT district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Collaborate with the GLT and GST district coordinators and the Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual district membership development plan.
- (c) Collaborate with region, zone, and club membership chairpersons to identify communities without a club or where additional clubs can be chartered.
- (d) Motivate clubs to invite new members, inspire positive club membership experiences, and ensure clubs are aware of available membership programs and resources.
- (e) Monitor club membership reports. Recognize clubs that are increasing membership and support clubs that are losing members.
- (f) Work with clubs in danger of cancellation by ensuring payments are submitted on time.
- (g) Include diverse populations to participate in Global Action Team Initiatives.
- (h) Respond promptly to prospective member leads provided by the GMT multiple district coordinator or LCI, track recruitment and provide status report of the lead.
- (i) Complete requirements and submit applications to receive district funding from LCI for membership development activities.
- (j) Confirm new members are provided an effective member orientation at the club level, in collaboration with the GLT district coordinator and the club officers.
- (k) Provide retention strategies to clubs in collaboration with GLT and GST district coordinators.

Section 7. **GLOBAL LEADERSHIP TEAM (GLT) DISTRICT COORDINATOR.** The GLT district coordinator is a member of the District Global Action Team. His/her responsibilities include:

- (a) Collaborate with your GMT and GST district coordinators and Global Action Team district chairperson (district governor) to further initiatives focused on leadership development, membership growth and expanding humanitarian service.
- (b) Develop and execute an annual district leadership development plan.
- (c) Communicate regularly with region/zone chairpersons and club vice presidents to ensure they are aware of leadership development programs and resources available.
- (d) Provide ongoing motivation to region/zone chairpersons and club vice presidents to achieve leadership development goals.

- (e) Promote leadership development opportunities that encourages participation all levels of the association.
- (f) Collaborate with GMT and GST district coordinators to provide retention strategies to clubs.
- (g) Include diverse populations to participate in Global Action Team initiatives.
- (h) Identify potential and new leaders to participate in service, membership and leadership development opportunities.
- (i) Organize and facilitate instructor-led and web-based training in coordination with LCI.
- (j) Confirm new members are provided an effective member orientation at the club level, in collaboration with the GMT district coordinator and club officers.
- (k) Complete requirements and submit applications to receive district funding from LCI for leadership development activities.

Section 8. **LCIF DISTRICT COORDINATOR.** The LCIF district coordinator is nominated by the LCIF multiple district coordinator, in consultation with the district governor, and appointed by the LCIF chairperson, to serve for a three-year term. This position serves as an ambassador for Lions Clubs International Foundation and reports directly to LCIF multiple district coordinator while working closely with district leadership. His/her responsibilities include:

- (a) Be familiar with LCIF initiatives and educate Lions within the district on the various grants and projects supported by LCIF. Assist district governors with grant applications to LCIF, as needed.
- (b) Promote foundation initiatives in district publications, during district events and to the public at large.
- (c) Ensure that local LCIF-funded projects receive proper promotion and follow grant-criteria guidelines.
- (d) Encourage all Lions to contribute to LCIF and promote individual and club recognition programs as incentives to donate to LCIF.
- (e) Identify potential major gift donors, local foundations, corporations, and businesses with the potential to support LCIF and, and when appropriate, be involved in the gift-request process.
- (f) Assist with the submission of LCIF funds, MJF applications, and other donation information when necessary.
- (g) Encourage clubs to select a Lion to serve as the club LCIF coordinator (which may be the immediate past club president). Host an annual training for club LCIF coordinators. Communicate with each LCIF club coordinator quarterly.
- (h) In collaboration with the district governor and the LCIF multiple district coordinator, develop and execute a plan with agreed upon goals. Communicate monthly with the LCIF multiple district coordinator to discuss progress and challenges.

Section 9. **REGION CHAIRPERSON** (if the position is utilized during the district governor's term). The region chairperson subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. The Region Chairperson is a member of the District Global Action Team. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association.

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

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

Section 10. **ZONE CHAIRPERSON.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. The Zone Chairperson is a member of the District Global Action Team. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Endeavor to include the GMT district coordinator, the GLT district coordinator and the GST district coordinator as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership, leadership development and service and how these teams may assist the clubs within the zone.
- (d) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor. Copies should also be sent to the GMT district coordinator, the GLT district coordinator, the GST district coordinator and region chairperson when appropriate.

- (e) Promote the Club Quality Initiative to the clubs within the zone.
- (f) In coordination with the GMT district Coordinator, play an active role in organizing new clubs and keep informed of the activities and well-being of all clubs in his/her zone.
- (g) In coordination with the GLT district coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.
- (h) In coordination with the GST district coordinator, play an active role in promoting global service initiatives by informing Lions within the zone about service opportunities in the zone, district or multiple district.
- (i) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.
- (j) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.
- (k) Endeavor to have every club within his/her zone operating under a duly adopted club constitution and by-laws.
- (l) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.
- (m) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson – particularly with respect to weaknesses he/she may have discovered (copy to district governor).
- (n) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors.

Section 11. DISTRICT GOVERNOR’S CABINET. The district governor’s cabinet shall:

- (a) Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.
- (b) Receive, from the region chairpersons or other assigned district cabinet members, reports and recommendations which concern the clubs and zones.
- (c) Supervise the collection of all dues and taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district.
- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer.
- (e) Secure, semi-annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- (f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor’s approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

Section 12. SERGEANT-AT-ARMS. The Sergeant-at-Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under ROBERT’S RULES OF ORDER, NEWLY REVISED.

ARTICLE IV

District Committees

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

Section 2. **DISTRICT GLOBAL ACTION TEAM.** Chaired by the district governor and includes the GMT district coordinator, GST district coordinator and GLT district coordinator. Develops and initiates a coordinated plan to help clubs expand humanitarian service, achieve membership growth, and develop future leaders. Meets regularly to discuss the progress of the plan and initiatives that may support the plan. Collaborates with members of the multiple district’s Global Action Team to learn about initiatives and best practices. Shares activities, achievements and challenges with members of the multiple district 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 share ideas and gain knowledge that may be applied to club practices.

Section 3. **DISTRICT GOVERNOR’S HONORARY COMMITTEE.** The district governor may appoint a District Governor’s Honorary Committee composed of past international officers, past international directors, past council chairpersons and/or past district governors who are members in good standing of clubs within the sub-district. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the district. The chairperson of this committee shall attend meetings of the cabinet when requested by the district governor.

Section 4. **OTHER DISTRICT COMMITTEES.** The district governor, in consultation with the first vice district governor and second vice district governor, may create and appoint such other committees and positions as he/she deems necessary and appropriate for efficient operation of the district.

- (a) The following District Standing Committees shall be appointed: Constitution and Bylaws, Finance and Planning, Nominations and Elections, International Convention and Information Technology. Each committee shall consist of three members in good standing of a club in good standing with not more than one from any single club. The committee will select its chairperson.

- (b) Members of the Standing Committees shall be selected for terms of two years. The duties and functions of each Committee shall be as defined in the Procedures Manual.
- (c) The Convention and Conference Committees shall be composed of three members from the Host Club(s). The duties and function of each Committee shall be as defined in the Procedures Manual.
- (d) The district governor, in consultation with the first vice district governor and second vice district governor may appoint such other committees as may be necessary, including, but not limited to the following: Pin Trading, White Cane, International Relations, Leo Club Liaison, and Youth Exchange. Each committee shall consist of such members as determined by the district governor.
- (e) The district governor, in consultation with the first vice district governor and second vice district governor, shall appoint a District Historian. It shall be his/her duty to maintain a history of Lionism in District 21S and provide this information to the Cabinet on request. Archives shall be maintained at a location determined by the Cabinet.
- (f) There shall be a Long-Range Planning and Implementation Committee consisting of three members three members in good standing of a club in good standing with not more than one from any single club. The committee will select its chairperson. Appointments shall be for three years. Duties and responsibilities shall be as outlined in the Procedures Manual.
- (g) The proceedings of each committee meeting shall be documented and provided to the Cabinet upon request.

Section 5. **DISTRICT CABINET COMMITTEES.** The district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed non-voting members of the district cabinet.

ARTICLE V

Meetings

Section 1. DISTRICT CABINET MEETINGS.

- (a) Regular. A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within sixty (60) days after the adjournment of the preceding international convention. Ten (10) days written notice of meetings setting forth a date, time and place determined by the district governor shall be given to each member by the cabinet secretary.
- (b) Special. Special meetings of the cabinet may be called by the district governor at his/her discretion and shall be called upon written request made to the district governor or the cabinet secretary by a majority of the members of the cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.
- (c) Quorum. The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.
- (d) Vote. The voting privilege shall extend to all members of the district cabinet.

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

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

Section 4. **REGIONS AND ZONES.**

- (a) **Organizational.** Regions and zones shall be subject to change by the district governor, with the approval of the district cabinet and when it is in the best interests of the clubs, district and the association. The district should be divided into regions of sixteen (16) to ten (10) Lions clubs. Each region should be divided into zones of between eight (8) and four (4) Lions Clubs, giving due regard to the geographical locations of the clubs.
- (b) **Region Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.
- (c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

ARTICLE VI District Convention

Section 1. **CONVENTION SITE SELECTION.** The district governor shall receive invitations in writing from places desiring to entertain the succeeding year(s) annual convention. All invitations shall set forth such information as the district governor shall from time to time require and shall be delivered to him/her no later than thirty (30) days prior to the convening date of the convention at which the convention site shall be voted upon by the delegates of said convention. Procedure to be followed in investigation of bids and in presentation of the same to conventions, as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor. ^{xii}

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

Section 3. **SITE CHANGE.** The district cabinet shall retain, and have, power to change at any time, for good reason, the convention site previously chosen and neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or

club member in the district. Notice of this site change shall be furnished in writing to each club in the district no less than thirty (30) days prior to the convening date of the annual convention^{xiii}.

Section 4. **OFFICERS.** The members of the district cabinet shall be the officers of the annual district convention.

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

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

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

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

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

ARTICLE VII

District Administration Fund

Section 1. **DISTRICT REVENUE.** To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative fund tax of \$7.00 is hereby levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments as follows: \$3.50 per club member on June 30 of each year to cover the semi-annual period July 1 to December 31; and \$3.50 per club member on December 31 year, to cover the semi-annual period January 1 to June 30. Said tax shall be paid to the cabinet secretary or cabinet treasurer (or secretary-treasurer) as determined by the Cabinet, by each club in the district, except newly chartered and reorganized

clubs. Said tax shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement therefrom shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

Section 2. **REMAINING FUNDS.** In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall remain in said district administrative fund and become available for future district administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

- (a) A minimum of \$1000.00 shall be budgeted each year to pass on the next year's Cabinet.

ARTICLE VIII Miscellaneous

Section 1. **FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

Section 2. **CABINET SECRETARY-TREASURER BOND.** The cabinet secretary-treasurer and authorized signatories shall be bonded in such amount and with such surety company as shall be approved by the district governor's cabinet and the cost of same shall be an administrative expense.

Section 3. **AUDIT OR REVIEW OF BOOKS.** The district governor's cabinet shall provide for an annual or more frequent audit or review of the books and accounts of the cabinet secretary and cabinet treasurer (or secretary/treasurer).

Section 4. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this district in his/her official capacity with the exception of the cabinet secretary cabinet treasurer (or secretary treasurer) whose compensation, if any, shall be fixed by the district cabinet.

Section 5. **FISCAL YEAR.** The fiscal year of this district shall be from July 1st to June 30th.

Section 6. **RULES OF PROCEDURE.** Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

ARTICLE IX Procedures Manual

Section 1. **AUTHORIZATION.** There shall be a Procedures Manual, which supplements this Constitution and Bylaws. The objective of the Procedures Manual is to give guidelines and provide recommended methods of operation to carry out the intent of this Constitution and Bylaws.

Section 2. **CHANGE.** The manual may be changed by the Cabinet or by a vote of the majority of the delegates at a Convention on any proposal presented and treated as an amendment to the Procedures Manual. Any change may only become effective commencing with the next fiscal year, following the International Convention, unless an earlier implementation date is recommended by the Cabinet and concurred in by a majority of the Constitution and Bylaws Committee.

Section 3. **CONFLICT** Should there be any conflict between the Constitution and Bylaws and the Procedures Manual, the Constitution and Bylaws shall prevail.

ARTICLE X District Projects

Section 1. **DESIGNATED PROJECTS.** There are projects designated as District Projects as follows:

- (a) Arizona Lions Eyeglass Recycling Terminal, Inc. (ALERT)
- (b) C. Kirby Smithe Lions International Youth Exchange, Inc.

Section 2. **FORMATION OF NEW DISTRICT PROJECT.**

- (a) A new district project must be proposed by a Lions Club in good standing in District 21S and have the full endorsement of that Club prior to submission to the Cabinet as if it were an amendment to the Constitution and Bylaws.
- (b) Written notice shall be given to all Clubs of the District sixty (60) days prior to the Convention indicating the purpose and justification of the proposed District Project.
- (c) No more than two spokespersons may speak for the proposed new project and no more than two spokespersons may speak against the proposed new project at the Convention prior to voting. Each spokesperson may speak no more than five (5) minutes.
- (d) District Projects shall be established by a two-thirds (2/3) of the voting delegates at the Convention.

Section 3. **CONFORM TO PRINCIPLES OF LIONISM.** All acts performed by these District Projects must conform to the principles of Lionism, good business practices, rules established by Lions Clubs International and District 21S, Rules of Financial Review, their Bylaws, and their Articles of Incorporation as governed by the State of Arizona.

Section 4. **FISCAL YEAR.** The fiscal year of all District Projects shall be as in their Articles of Incorporation.

Section 5. **FUNDS.** All monies received from Lions Clubs shall be placed on deposit in a federally insured institution. Funds received from other sources may be deposited as determined

by the Board of Directors. At least two people, one officer and one other signer as determined by the Board of Directors, should sign all checks and withdrawals from the accounts.

Section 6. **FINANCIAL REVIEW.** All District Projects must have a financial review performed by a qualified outside reviewer at least annually. All such financial reviews shall conform to established practices and include such tests as may be necessary. A financial review of each project must be completed within ninety (90) days after the end of its fiscal year. The financial review must be presented to the Cabinet and the Finance and Planning Committee upon its completion.

Section 7. **NUMBER OF BOARD SEATS.** The board members shall be elected at the District Convention by secret ballot in accordance with the provisions relative to voting as outlined in the District Procedures Manual. A Project which has received permission from Lions Clubs International to raise funds from outside the boundaries of District 21S shall be permitted to appoint additional voting advisory board members from outside District 21S to serve in a non-officer capacity. The total number of voting advisory board members appointed from outside District 21S shall be less than the Project's total number of board members elected from within District 21S.

Section 8. **GOOD STANDING.** Board members must be Lions in good standing from Clubs in good standing in the District that they represent.

Section 9. **SUSPENSION.** The Cabinet shall have the authority to suspend any District Project, if in its judgement the Project fails to conform to any requirement of this Constitution. The Cabinet shall inform the Board of Directors of such Project in writing their reason or reasons for the suspension. The Cabinet shall lift the suspension as soon as the Project has corrected the reason or reasons for suspension. If the reason or reasons for suspension have not been corrected, the Cabinet shall present its case at the next general session of a convention. Both the Cabinet and three (3) members of the effected District Project Board may address the general membership to explain the differences. A vote shall be taken by the delegates present to determine if the Project shall be terminated. It shall require a 2/3 vote of the delegates present to terminate the Project. The Cabinet shall notify the Clubs at least sixty (60) days prior to the Convention the reason(s) for the suspension. In the event the suspension occurs within this sixty (60) period, the Cabinet will notify the Lions Clubs at the same time they notify the Board of Directors the reason or reasons for suspension. Suspension defined: Suspension means that the affected District Project shall not be able to solicit or secure funding from the Lions Clubs within the District. It shall continue to function as authorized by Arizona law.

Section 10, **NUMBER OF MEMBERS PER CLUB.** No more than two (2) members from any club may serve on the same District Project Board of Directors at any one time.

Section 11. **PAID EMPLOYEES.** No relative of any board member shall be employed as a paid employee except under emergency conditions.

Section 12. **MEMBERSHIP LIMITATION.** Any member of District 21S shall be limited to membership on only one District Project Board at any one time. The District Governor shall serve only as a non-voting advisor to District Project Boards of Directors.

Section 13. **VACANCY.** Should any vacancy occur on any District Project Board, such vacancy shall be filled in accordance with the provisions of its Bylaws. Appointed Lions shall serve until the next District Convention.

Section 14. **CONSTITUTIONAL CHANGE.** Any change in a Project's Constitution and Bylaws shall be treated the same as an amendment to the District Constitution and Bylaws with the exception that it shall originate from the Project Board.

ARTICLE XI Amendments

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

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

- (a) When amendments to the Multiple District 21 Constitution and By-Laws are passed at the Multiple District Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the convention.

Section 3. **NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

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

EXHIBIT A

SAMPLE RULES OF PROCEDURE

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

DISTRICT 21S CONVENTION

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

Rule 2.

Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District 21S Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

Rule 3.

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

Rule 4.

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

Rule 5.

Replacement of delegates and alternate delegates.

- (a) To replace a delegate and/or alternate delegate already certified, the replacement must provide a certificate signed by two officers of the club, certifying that the replacement is eligible as an alternate delegate.
- (b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

Rule 6.

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

Rule 7.

- (a) Prior to the convention, the district governor shall appoint, and designate the chairperson of an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.
- (b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.
- (c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

Rule 8. Voting.

- (a) Voting will take place at a predetermined location and time.
- (b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.
- (c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.
- (d) A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply.

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

EXHIBIT B

RULES OF PROCEDURE SPECIAL MEETING TO RECOMMEND A LION FOR APPOINTMENT AS DISTRICT GOVERNOR

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

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

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

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

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

Rule 6. Voting.

- (a) Voting will occur immediately after the close of nominations.
- (b) Voting will be by written ballot.
- (c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.
- (d) A majority vote shall be necessary to recommend a member for appointment as district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

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

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

EXHIBIT C

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

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

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

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

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

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

Rule 6. Voting.

- (a) Voting will occur immediately after the close of nominations.
- (b) Voting will be by written ballot.
- (c) The member shall indicate his/her vote by writing the name of his/her choice on the ballot. Any ballot containing votes for more than one nominee shall be declared invalid.
- (d) A majority vote shall be necessary to recommend a member for appointment as first or second vice district governor. In the event any one candidate shall fail to receive the required number of votes to be selected, additional balloting shall take place as outlined in this Rule 6 until such time as one candidate secures a simple majority vote.

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

EXHIBIT D

**Nominating Committee Checklist
District Governor Candidate**

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

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Nominating Committee Meeting: _____

Date of Election: _____

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

- Candidate is an active member in good standing of a chartered Lions Club in Good Standing* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Candidate is currently serving as the first vice district governor within this district.

In the event the current first vice district governor does not stand for election as district governor, or if a vacancy in the position of first vice district governor exists at the time of the district convention, the candidate fulfills the following qualifications:

- Club President: _____ Year Served _____
- Club Board of Directors _____ Two (2) Years Served _____
- District Cabinet (check one)
 - Zone or Region Chairperson _____ Year Served _____
 - Cabinet Secretary and/or Treasurer) _____ Year Served _____
- One (1) additional year as a member of district cabinet
Position held: _____ Year Served _____
- With none of the above being accomplished concurrently.

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

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

Nominating Committee Chairperson

Date

Nominating Committee Member

Date

EXHIBIT E

**Nominating Committee Checklist
First Vice District Governor Candidate**

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

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Nominating Committee Meeting: _____

Date of Election: _____

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

- Candidate is an Active Member in good standing of a chartered Lions Club in Good Standing* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Candidate is currently serving as the second vice district governor within this district,

In the event the current second vice district governor does not stand for election as first vice district governor, or if a vacancy in the position of second vice district governor exists at the time of the district convention, the candidate fulfills the qualifications for the office of second vice district governor:

- Club President: Year Served _____
- Club Board of Directors Two (2) Years Served _____
- District Cabinet (check one)
 - Zone or Region Chairperson Year Served _____
 - Cabinet Secretary and/or Treasurer Year Served _____
- With none of the above being accomplished concurrently.

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

I have reviewed this checklist and certify that the candidate listed above has met the requirements for First Vice District Governor in accordance with the International By-Laws, Article IX, Section 6(b).

Nominating Committee Chairperson

Date

Nominating Committee Member

Date

EXHIBIT F

**Nominating Committee Checklist
Second Vice District Governor Candidate**

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

Name of Candidate: _____

Name of Candidate's Lions Club: _____

Date of Nominating Committee Meeting: _____

Date of Election: _____

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

- Candidate is an Active Member in good standing of a chartered Lions Club in Good Standing* in his/her single or sub-district.
- Candidate endorsed by his/her Lions Club or a majority of the Lions Clubs in the District.
- Club President: Year Served _____
- Club Board of Directors Two (2) Years Served _____
- District Cabinet (check one)
 - Zone or Region Chairperson Year Served _____
 - Cabinet Secretary and/or Treasurer Year Served _____
- With none of the above being accomplished concurrently.

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

I have reviewed this checklist and certify that the candidate listed above has met the requirements for Second Vice District Governor in accordance with the International By-Laws, Article IX, Section 6(c).

Nominating Committee Chairperson

Date

Nominating Committee Member

Date

EXHIBIT G

Standard Ballot District Governor, First Vice District Governor & Second Vice District Governor Elections

Sample 1: Ballot where there are two candidates.

Instructions: Clearly indicate your vote by placing an appropriate symbol^{xv} in the box next to the name of the candidate you are casting your vote for.

Position	Name	Vote
First Vice District Governor		
	Candidate A	
	Candidate B	

Sample 2: Ballot where there is only one candidate.

Instructions: Clearly indicate your vote by placing an appropriate symbol^{xvi} in the box indicating a yes or a no vote for the candidate.

Position	Name	Yes	No
District Governor			
	Candidate A		

Sample #3: Ballot where there are three or more candidates:

(Note: there are a few different options when there is more than one candidate. If time permits, you may have the voter indicate their selection next to the candidate they wish to vote for. If no candidate receives a majority of the votes, then the candidate with the lowest amount of votes is dropped off the ballot and another vote is taken (The ballot would look like Sample #1 above). This process would continue until a candidate receives the required number of votes. As most districts do not have the time to conduct such a lengthy process, the option of Preferential Voting allows the voter to complete one ballot. Following is an example of a Preferential Voting Ballot):

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

Position	Name	Preference/ Rank
Second Vice District Governor		
	Candidate A	4

	Candidate B	2
	Candidate C	1
	Candidate D	3

Rules for Preferential Voting:

1. On the preferential ballot - for each office to be filled the voter is asked to indicate the order in which he prefers all the candidates, placing the numeral 1 beside his first preference, the numeral 2 beside his second preference, and so on for every possible choice.
2. In counting the votes for a given office, the ballots are arranged in piles according to the indicated first preferences – one pile for each candidate.
3. The number of ballots in each pile is then recorded for the tellers’ report. These piles remain identified with the names of the same candidates throughout the counting procedure until all but one are eliminated as described below.
4. If more than half of the ballots show one candidate indicated as first choice, that choice has a majority in the ordinary sense and the candidate is elected. But if there is no such majority, candidates are eliminated one by one, beginning with the least popular, until one prevails, as follows:
 - a. The ballots in the thinnest pile – that is, those containing the name designated as first choice by the fewest number of voters – are redistributed into the other piles according to the names marked as second choice on these ballots.
 - b. The number of ballots in each remaining pile after this distribution is again recorded.
 - c. If more than half of the ballots are now in one pile, that candidate is elected. If not, the next least popular candidate is similarly eliminated, by taking the thinnest remaining pile and redistributing its ballots according to their second choices into the other piles, except that, if the name eliminated in the last distribution is indicated as second choice on a ballot, that ballot is placed accordingly to its third choice.
 - d. Again the number of ballots in each existing pile is recorded, and if necessary, the process is repeated – by redistributing each time the ballots in the thinnest remaining pile, according to the marked second choice or most-preferred choice among those not yet eliminated – until one pile contains more than half of the ballots, the result being thereby determined.
 - e. The tellers’ report consists of a table listing all candidates, with the number of ballots that were in each pile after each successive distribution.
5. If a ballot having one or more names not marked with any numeral comes up for placement at any stage of the counting and all of its marked names have been eliminated, it should not be placed in any pile, but should be set aside.
6. If at any point two or more candidates are tied for the least popular position, the ballots in their piles are redistributed in a single step, all of the tied names being treated as eliminated.

7. In the event of a tie in the winning position – which would imply that the elimination process is continued until the ballots are reduced to two or more equal piles – the election should be resolved in favor of the candidate that was strongest in terms of first choice (by referring to the record of the first distribution).

Lions Clubs International

CODE OF ETHICS

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

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

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

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

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

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

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

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

End Notes

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- ¹ The officers listed in this section are the minimum officers required for a district cabinet. Should the district add additional officers, they may through amendment of this section.
- ³ The district governor may be removed by 2/3 vote of the entire International Board of Directors in accordance with Article V Section IX of the International Constitution.
- ⁴ For cause may be any reason as determined by the district cabinet in accordance with ROBERT'S RULES OF ORDER NEWLY REVISED.
- ⁵ There is no restriction to holding the location of the district convention outside the geographic location of the district unless otherwise restricted by amendment of the district constitution and by-laws.
- ⁶ It is not required for a member to be enrolled in a club for a year and a day in order to qualify as an eligible delegate.
- ⁷ The district may amend this provision to allow for a past district governor to vote apart from a club delegate quota. Pursuant to Article IX Section III of the International By-Laws, "...FURTHER PROVIDED, that each district (single, sub- and multiple) may, by express provision in its respective constitution and by-laws, grant full delegate status to each past district governor who is a member of a club in such district independent of the club delegate quotas hereinabove specified".
- ⁸ Refer to the district governor nominating committee checklist (See Exhibit "D").
- ⁹ Refer to first and second vice district governor candidate nominating checklist (See Exhibits "E" and "F").
- ¹⁰ Recommended ballot form for district governor, first vice district governor and second vice district governor is included herein as Exhibit "G".
- ¹¹ See Exhibit "B".
- ¹² A district may change the qualifications to be more or less than what is stated here.
- ¹³ There is no restriction to holding the location of the district convention outside the geographic location of the district unless otherwise restricted by amendment of the district constitution and by-laws.
- ¹⁴ Under extraordinary circumstances, outside the control of the district cabinet, the district may change the facilities where the district convention is set to be held.
- ¹⁵ These are the minimum requirements. The district may add additional rules so long as they are not in conflict with mandatory rules.
- ¹⁶ Please note that the district should indicate the appropriate symbol to use or approved stamp provided to all voters.
- ¹⁷ Please note that the district should indicate the appropriate symbol to use or approved stamp provided to all voters. In addition, a candidate must receive a majority of affirmative votes to move forward. If there is a tie between a yes and no vote, the candidate would not have received the required number of votes to be elected and it would result in an vacancy.