

LIONS CLUBS INTERNATIONAL



MULTIPLE DISTRICT 2 TEXAS

CONSTITUTION & BY-LAWS

AS AMENDED

MAY 28, 2005

Multiple District 2
Constitution and By-Laws

Table of Contents

CONSTITUTION

ARTICLE I: NAME

SECTION 1.6

ARTICLE II: AUTHORITY

SECTION 1.6

ARTICLE III: OBJECTS

SECTION 1.6

ARTICLE IV: MEMBERSHIP AND ORGANIZATION

SECTION 1. CLUBS:.....6

SECTION 2. DISTRICTS:.....6

SECTION 3. DISTRICT BOUNDARIES:7

SECTION 4. GENDER:7

ARTICLE V: STATE OFFICERS

SECTION 1. OFFICERS7

SECTION 2. CHAIRMAN7

SECTION 3. VICE-CHAIRMAN:8

SECTION 4. TREASURER:8

SECTION 5. SECRETARY:8

SECTION 6. COUNCIL CHAIRMAN-ELECT:.....8

SECTION 7. (INTENTIONALLY LEFT BLANK).....8

SECTION 8. EXECUTIVE COMMITTEE:8

SECTION 9. VACANCIES:9

ARTICLE VI: COUNCIL OF GOVERNORS

SECTION 1. MEMBERSHIP:9

SECTION 2. AUTHORITY:9

SECTION 3. DUTIES AND RESPONSIBILITIES:9

a) COUNCIL MEETINGS: 9

b) MINUTES AND RECORDS: 9

c) STATE CHAIRMEN: 10

d) TEXAS LIONS LEAGUE EXECUTIVE COMMITTEE:..... 10

e) STATE OFFICE:..... 10

f) INTERNATIONAL CANDIDATES:..... 10

g)	REVISIONS TO STATE CONSTITUTION AND BY-LAWS:	11
h)	INTERNATIONAL CONVENTION:	12
i)	FINANCIAL REPORTS AND AUDIT:.....	12
j)	SURPLUS AND UNBUDGETED FUNDS:	12
k)	NEW DISTRICT SUBSISTENCE:.....	12
l)	MISCELLANEOUS:	12

ARTICLE VII: STATE CONVENTION

SECTION 1. PROVISIONS AND PURPOSE:	13
SECTION 2. TIME AND PLACE:	13
SECTION 3. ANNOUNCEMENT:	13
SECTION 4. ARRANGEMENTS:	13
SECTION 5. CHAIRMAN:	14
SECTION 6. PROCEEDINGS:	14
SECTION 7. RECORDINGS:	14
SECTION 8. ROTATION:	14
SECTION 9. EXPENSES:	14

ARTICLE VIII: DISTRICT ORGANIZATION

SECTION 1. ORGANIZATION:	15
SECTION 2. MEMBERSHIP:	15
SECTION 3. DISTRICT GOVERNOR:	15
a) QUALIFICATIONS:	15
b) ELECTION:.....	15
i) TERM OF OFFICE:.....	16
c) DUTIES AND RESPONSIBILITIES:.....	16
d) REMOVAL FROM OFFICE:	17
e) VACATED OFFICE:	17
SECTION 4. VICE DISTRICT GOVERNOR:	18
a) QUALIFICATION/TERM OF OFFICE:.....	18
b) DUTIES AND RESPONSIBILITIES:.....	18
c) REMOVAL FROM OFFICE:	18
d) VACATED OFFICE:	18
SECTION 5. DISTRICT OFFICERS:	18
SECTION 6. DISTRICT GOVERNOR’S HONORARY COMMITTEE:	18

ARTICLE IX: DISTRICT GOVERNORS CABINET

SECTION 1. MEMBERSHIP:	19
SECTION 2. AUTHORITY:	19
SECTION 3. DUTIES AND RESPONSIBILITIES:	19
a) PURPOSE:	19
b) CABINET MEETINGS:.....	19
c) SURETY BOND:.....	20
d) MINUTES AND RECORDS:	20
e) DISTRICT REVENUE:	20
f) DISTRICT CONVENTION:	20
g) STATE CONVENTION:.....	20
h) INTERNATIONAL CONVENTION:	21
i) FINANCIAL REPORTS AND AUDITS:.....	21

j) SURPLUS AND UNBUDGETED FUNDS:	22
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ARTICLE X: DISTRICT CONVENTION

<i>SECTION 1. PROVISION AND PURPOSE:</i>	22
<i>SECTION 2. TIME AND PLACE:</i>	22
<i>SECTION 3. ADMINISTRATION:</i>	22
<i>SECTION 4. PROGRAM:</i>	22
<i>SECTION 5. NOMINATIONS AND PROPOSALS:</i>	23
a) DISTRICT GOVERNOR:	23
b) VICE DISTRICT GOVERNOR:	23
c) DIRECTOR OF TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN:	23
d) HOST CLUB AND CITY:	23
e) NOMINATION AND MOTION SPEECHES:	24
f) INTERNATIONAL CANDIDATES:	24
<i>SECTION 6. ARRANGEMENTS:</i>	24
<i>SECTION 7. DELEGATES:</i>	24
<i>SECTION 8. ELECTIONS:</i>	24

ARTICLE XI: REVENUE

<i>SECTION 1. COLLECTION:</i>	25
<i>SECTION 2. DISTRICT ADMINISTRATIVE FUND:</i>	25
<i>SECTION 3. DISTRICT CONVENTION FUNDS:</i>	25
<i>SECTION 4. STATE ADMINISTRATIVE FUND:</i>	26
<i>SECTION 5. PROMOTE TEXAS FUND:</i>	27
<i>SECTION 6. TEXAS LIONS LEAGUE FOR CHILDREN FUND:</i>	28

ARTICLE XII: AMENDMENTS AND REVISIONS

<i>SECTION 1.</i>	29
<i>SECTION 2.</i>	29
<i>SECTION 3.</i>	29
<i>SECTION 4.</i>	29

ARTICLE XIII: ADOPTION

<i>SECTION 1.</i>	30
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BY-LAWS

ARTICLE I DUTIES AND RESPONSIBILITIES

<i>SECTION 1. DISTRICT GOVERNOR:</i>	31
<i>SECTION 2. CABINET SECRETARY AND CABINET TREASURER:</i>	31
<i>SECTION 3. VICE DISTRICT GOVERNOR:</i>	31
<i>Section 4. Region Chairman:</i>	31
<i>SECTION 5. ZONE CHAIRMAN:</i>	31
<i>SECTION 6. DISTRICT GOVERNOR’S CABINET:</i>	32
<i>SECTION 7. DISTRICT GOVERNOR’S ADVISORY COMMITTEE:</i>	32

ARTICLE II: COMMITTEES

<i>SECTION 1. SPECIAL DISTRICT COMMITTEES:</i>	32
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ARTICLE III: RULES FOR CONVENTION PROCEDURE

SECTION 132
SECTION 2. PARLIAMENTARY PROCEDURE:.....32

ARTICLE IV: FISCAL YEAR

SECTION 1. MD-2:32
SECTION 2. SUB-DISTRICTS:.....32

Lions Clubs International

Multiple District 2

Constitution

Article I: Name

Section 1.

The name of this organization is the International Association of Lions Clubs, Multiple District 2 State of Texas -U.S.A., hereinafter referred to as "State."

Article II: Authority

Section 1.

The Constitution and By-Laws of the International Association of Lions Clubs hereinafter called Lions International, is hereby made a part of this document. Where conflict occurs, the latest edition of Lions International Constitution and By-Laws shall take precedence.

Article III: Objects

Section 1.

To provide this State with an efficient organization for the purpose of advancing Lionism in accordance with the objects of Lions International.

Article IV: Membership and Organization

Section 1. Clubs:

The membership of this organization shall consist of all Lions Clubs within the boundaries of this State, which have been duly chartered by Lions International, and are in good standing.

Section 2. Districts:

The Lions Clubs of this State shall be organized into Districts as approved by State Officers and in accordance with Lions International Constitution and By-Laws. Said organization and division of the

State into Districts and identification of same as shown on the current master map of Texas marked "Exhibit A" and attached hereto shall govern.

Section 3. District Boundaries:

Changes in District boundaries may be made only on approval of State Officers and in accordance with Lions International Constitution and By-Laws.

Section 4. Gender:

Wherever the male gender or pronoun appears herein, it shall be interpreted to mean both male and female persons.

Article V: State Officers

Section 1. Officers

The Officers of this State shall be the District Governors of this State Said Officers to be known as State Council of Governors, hereinafter, called the Council of Governors. There shall be no salary paid to any officer or committee person of the State.

Section 2. Chairman

Beginning with fiscal year 1990-91, the Council Chairman shall be the immediate Past Council Chairman-Elect or his/her successor as determined in accordance with this Constitution.

The Council Chairman shall be the Chairman of the Council of Governors and as such shall preside at all meetings of the Council, shall be an ex-officio member of all State Committees, and shall be governed by Roberts Rules of Order. The Council Chairman shall not be a voting member of the Council of Governors. No Lion shall serve more than one term as Council Chairman.

Expenses incurred in the discharge of the Council Chairman's duties shall be paid from State Administrative Funds in accordance with the Lions Rules of Audit for District Governors.

The expense of the Council Chairman attending the International Convention shall be limited to a maximum of \$1,200.00 when the International Convention is held within the continental United States and \$2,500.00 when the International Convention is not held within the continental United States.

Whenever an otherwise qualified Council Chairman is either unable or unwilling to serve as Council Chairman the Cabinet of such District on advice of the Past District Governors of that District, shall name a Past District Governor as his/her replacement.

Section 3. Vice-Chairman:

The Vice-Chairman of the Council of Governors hereinafter referred to as "Council Vice-Chairman" shall be the District Governor elected to this office by the Council of Governors, and shall be elected at the State Convention immediately prior to the time they officially become Governors at the International Convention.

Section 4. Treasurer:

The Treasurer of the Council of Governors hereinafter referred to as "Council Treasurer" shall be elected from the remaining members of the Council of Governors, and shall be elected at the State Convention immediately prior to the time they officially become Governors at the International Convention.

Section 5. Secretary:

The Secretary of the Council of Governors hereinafter referred to as "Council Secretary" shall be elected from the remaining members of the Council of Governors, and shall be elected at the State Convention immediately prior to the time they officially become Governors at the International Convention.

Section 6. Council Chairman-Elect:

There shall be a Council Chairman-Elect who shall have been elected by a plurality vote at the District Convention to so serve as Council Chairman-Elect for the year prior to the year the State Convention is scheduled to be held in such District, as provided by ARTICLE VII, SECTION 8.

The Council Chairman-Elect shall be a Past District Governor. No Lions shall serve more than one term as Council Chairman. The Council Chairman-Elect shall be an ex-officio member of all State Committees. Expenses incurred in the discharge of the Council Chairman-Elect's duties shall be paid from the State Administrative Funds in accordance with Lions Rules of Audit for District Governors. The expense of the Council Chairman-Elect attending the International Convention shall be limited to a maximum of 51,200.00 when the International Convention is held within the continental United States, and \$2,500.00 when the International Convention is not held within the continental United States. All candidates for the office of Council Chairman Elect must be a Past District Governor of MD-2, must have received the endorsement of their home club, and must file with the District Governor, a resolution certifying such endorsement at least 30 days prior to the commencement of the District Convention at which the election will be held. No nominations may be received from the floor unless there are no candidates who file the necessary resolution in a timely manner.

Section 7. (Intentionally Left Blank)

Section 8. Executive Committee:

The Executive Committee of the Council of Governors shall consist of the Council Chairman, Council Vice-Chairman, Council Treasurer, Council Secretary and Council Chairman-Elect. All actions of the Executive Committee shall be subject to approval of the Council of Governors at its next meeting.

Section 9. Vacancies:

- a) Vacancies caused by death, resignation or removal in the office of either Council Chairman or Council Chairman-Elect shall be filled in accordance with the provisions of the Sub-District which elected such officer.
- b) Vacancies caused by death, or resignation or removal in any other office of the Council of Governors shall be filled by a majority of the then sitting Council of Governors.

Article VI: Council of Governors

Section 1. Membership:

The Council of Governors shall be the District Governors of the State.

Section 2. Authority:

The Council of Governors shall act in behalf of and transact all business of the State in the best interest of the membership. All corporate powers of the State expressed and implied, are vested in the Council of Governors by virtue of the individual election of the Governors by their respective Districts. A majority of the Governors shall be binding on all members except as hereinafter specified

Section 3. Duties and Responsibilities:

a) COUNCIL MEETINGS:

The Council of Governors shall first meet within sixty (60) days after the date on which the District Governors officially take office for the purpose of approving the State Office staff, setting the amount of surety bond for the Council Treasurer and approving the surety company; approving the depository for State funds; State funds; setting the amount of the Surety Bond; adopting a budget; setting tentative dates for meetings to be held at such times and places as deemed necessary and advisable by the Council Chairman and approved by the Council of Governors or upon written request to the Council Chairman by a majority of the members of the Council. One (1) of said meetings shall be in conjunction with the State Convention as hereinafter provided.

b) MINUTES AND RECORDS:

The Council of Governors shall keep a true and accurate transcript, or cause to be kept, of all meetings, and the Council of Governors shall prepare and maintain a Policy Manual.

c) STATE CHAIRMEN:

The Council of Governors shall appoint and exercise control over such State Chairmen and State Committees (Extension, Membership, Public Relations, etc.) as they deem necessary for the successful, efficient operation of this State during the year.

d) TEXAS LIONS LEAGUE EXECUTIVE COMMITTEE:

The Council Chairman shall appoint a member of the Council who, after ratification by a majority of the Council, will serve as a member of the Executive Committee of the Texas Lions League for Crippled Children: or the Council Chairman may serve with approval of a majority of the Council.

e) STATE OFFICE:

The Council of Governors shall provide and be responsible for an adequate State Office. Said State Office shall be under the jurisdiction of the Council Chairman who shall be responsible to the Council of Governors for its operation and function in accordance with polices and budget approved by the Council of Governors.

f) INTERNATIONAL CANDIDATES:

The Council of Governors shall have the authority and it shall be the duty of the Council to determine when a candidate shall be presented by the State for International office in accordance with the following procedures:

- 1 It shall require the vote of two-thirds (2/3) of the entire Council of Governors to authorize presentation of a candidate for International office.
- 2 After the Council of Governors authorizes presentation of a candidate for International office, any qualified Lion seeking the MD-2 endorsement shall present their Sub-District's resolution for candidacy for International office (original plus eighteen (18) copy to a duly called meeting of the Council of Governors not less than forty-five (45) days prior to the beginning of the first scheduled annual Sub-District Convention in the State. For purposes hereof, a resolution may come from a Sub-District's cabinet meeting or convention. A resolution for candidacy to International office is only effective for the Association year in which it is passed.

A Sub-District may not offer a resolution for more than ore candidate in any given Association year.

- 3 All voting to endorse an MD-2 candidate for International office shall be held in accordance with the Lions International Constitution and By-Laws, the MD-2 Constitution and By-Laws, and the MD-2 Policy Manual. Those portions of the Policy Manual regarding "Statewide Elections" may only be modified by a two-thirds (2/3) vote of the entire Council of Governors.
- 4 In order to present a candidate, for International office for endorsement by the delegates of the State Convention, the following requirements must be met:
 - i If there is only one (1) qualified candidate the ballot shall provide for a "YES" and a "NO" vote. A vote of sixty percent (60%) of the delegates or alternates present in person, qualified and voting "YES" at the Sub-District Convention shall be required to authorize presentation of the candidate to the State Convention.
 - ii If there are only two (2) qualified candidates, if a majority of the delegates or alternates present in person, qualified and voting at the Sub-District Conventions shall be required to authorize presentation of the successful candidate to the State Convention.
 - iii If there are three (3) or more candidates, the candidate receiving a plurality of votes of the delegates or alternates present in person, qualified and voting at the Sub-District Conventions shall be presented to the State Convention.
- 5 Endorsement of a candidate for International office by a majority of delegates or alternates present in person, qualified and voting at the State Convention shall be valid for the next two (2) International Conventions at which said candidate qualifies for endorsement and certification of the applicable International office.
- 6 In addition to receiving the endorsement from the State Convention, a candidate for International office must also receive endorsement from such candidate's respective Sub-District at its District Convention at which said Sub-District selects its District Governor-Elect for the ensuing Association year. An endorsement from a Sub-District Convention shall be valid for the next two (2) International Conventions at which said candidate qualifies for endorsement and certification of the applicable International office. A Sub-District may not offer an endorsement for more than one (1) candidate at any time.

g) REVISIONS TO STATE CONSTITUTION AND BY-LAWS:

The Council of Governors shall have the authority and it shall be its duty to recommend change (s) to this Constitution and By-Laws (including change(s) to the State per capita dues), for good and just cause, in the best interest of Lionism within the State.

h) INTERNATIONAL CONVENTION:

The Council of Governors shall be responsible for the planning and coordination of all activities of this State with respect to the International Convention such as hospitality room, gifts, favors, State pin(s), parade, caucus room and all other activities that are for good and just cause determined to be desirable and favorable for Texas Lionism.

i) FINANCIAL REPORTS AND AUDIT:

The Council of Governors shall receive from the Council Treasurer financial reports at least ten (10) days prior to each Council meeting and shall make provisions for an audit of the books and accounts of the Council Treasurer at the end of the fiscal year. A copy of said audit shall be transmitted after completion of the audit to Lions International, all District Governors, the State Office, and any accredited Lions Club of the State upon request of its President or Secretary. The Council Treasurer shall provide for the transfer of all records of the Council, including cancelled checks, bank statements, record book, account book, etc., to the succeeding Council Treasurer and the Council of Governors by the First Council meeting of said Council. All such records, after being audited and examined by the succeeding Council of Governors shall be placed in the State Office for safe keeping.

j) SURPLUS AND UNBUDGETED FUNDS:

The Council of Governors shall provide in the State Administrative Budget an amount not less than five (5) percent nor more than ten (10) percent of the total annual State Administrative per capita dues, which shall be designated as a special unbudgeted fund. Said fund shall be retained intact and transferred to the succeeding Council of Governors, to provide State Administrative operation expenses between the time they officially take office and receipt of first semi-annual per capita dues from the Districts. The Council shall provide for the transfer of said special unbudgeted fund and any surplus funds as there may be in any State accounts to the succeeding Council of Governors.

k) NEW DISTRICT SUBSISTENCE:

The Council of Governors shall have the authority and it shall be its duty to provide sustenance in the form of a loan to a newly formed District, such loan to be repaid prior to the next State Conference, if not sooner.

l) MISCELLANEOUS:

The Council of Governors shall perform all other duties in pursuance of promoting Lionism within this State.

Article VII: State convention

Section 1. Provisions and Purpose:

There shall be a State Convention held each year. The State Convention shall be for the purpose of conducting state business and coordinating the action taken by the District Conventions on statewide matters. Each chartered club in good standing as defined in ARTICLE VII, SECTION 3, shall be entitled to voting delegates and alternates.

Each club in the State shall submit to the State Secretary a list of its accredited delegates and alternates to each State Convention who shall deliver a like list to the Credentials Committee. The failure on the part of the club to submit said list of accredited delegates and alternates by 6:00 P.M. on the date preceding the opening day of the State Convention shall preclude these delegates or alternates from being certified to vote. The District Governor, with the consent of the members of a club present, may accredit for certification eligible members of that club as delegates or alternates, if, in District Governor's opinion, there are conditions warranting same.

Section 2. Time and Place:

The State Convention shall be held at a time set by the Council of Governors, but in any instance, it shall held not sooner than one (1) week after the last District Convention (except that of the District in which the State Convention is held, which District Convention may be held in the preceding days) nor later than thirty (30) days prior to the International Convention. The State Convention shall be held in the District of the Chairman of the Council of Governors on a rotational basis, as hereinafter provided.

Section 3. Announcement:

There shall be placed on the printed program of all the District Conventions, the time and place of the State Convention. The State Office shall issue an Official Call for the annual State Convention not earlier than ninety (90) days nor later than thirty (30) days prior to the date fixed for holding same by sending a notice to each club of the time and place and notifying the clubs that each chartered club in the State in good standing with Lions International, the State and their respective Districts, and with a International, State and District dues paid to date, shall be entitled to one voting delegate and one alternate for each ten (10) members of said club, or major fraction thereof, as shown by the records of Lions International on the first day of the month last preceding that month during which the convention is held. The major fraction referred to shall be five (5) or more members. Only registered delegates with certified credentials, present in person at any meeting of the convention shall be entitled to vote, and each such delegate may cast only one (1) vote on each question. Minutes of the meeting of the Council of Governors, held during the year, shall be subject to examination by any interested Lions.

Section 4. Arrangements:

All arrangements for the State Convention (meeting rooms, banquets, speakers, etc.) shall be the responsibility of and shall be under the direct supervision of the Executive Committee of the Council of Governors.

Section 5. Chairman:

The Chairman of the State Convention shall be the Council Chairman; or in absence of the Council Chairman, the Council Vice-chairman shall serve, and in case of absence of the Vice-Chairman, any District Governor or District Governor-Elect may then and there be elected to serve.

Section 6. Proceedings:

All elections shall be held in accordance with Lions International Constitution and By-Laws, and this document. Each legal delegate or alternate present in person shall be entitled to cast one (1) vote on every question submitted to the State Convention. The delegates or alternates present in person, qualified and voting at the State Convention shall constitute a quorum.

Section 7. Recordings:

A true and complete transcript (including financial report) of the proceedings of the State Convention shall be made. A copy of said transcript shall be mailed to the District Governors, a copy of which shall be kept on file in the State Office. All clubs in the State shall be notified by the State Office, at least one (1) week prior to the International Convention of the pertinent proceedings (election of candidates for International office, change(s) to this document and others) of the State Conference. A complete transcript shall be made available on request by any club President or Club Secretary to the State Office.

Section 8. Rotation:

The location for the State Convention shall pass from one District to another in the following order, beginning in 1989 →

Should a new District (s) be created as heretofore provided, said District (s) shall be placed in logical sequence in the above order and shall be entitled to host the State Convention in said order.

2-E2	2-T1	2-T2	2-T3	2-S1	2-S2	2-S3	2-S4
1991	1992	1993	1994	1995	1996	1997	1998
2007	2008	2009	2010	2011	2012	2013	2014
2023	2024	2025	2026	2027	2028	2029	2030
2-S5	2-A1	2-A2	2-A3	2-X1	2-X2	2-X3	2-E1
1999	2000	2001	2002	2003	2004	2005	2006
2015	2016	2017	2018	2019	2020	2021	2022
2031	2032	2033	2034	2035	2036	2037	2038

Section 9. Expenses:

District hosting the State Convention must provide the funding for said convention.

Article VIII: District Organization

Section 1. Organization:

Each District organization shall be in accordance with Lions International Constitution and By-Laws without exception and the Lions International booklet entitled "DISTRICT GOVERNOR'S ORGANIZATION" except as noted and/or expanded upon herein.

Section 2. Membership:

The membership of the District shall consist of all Lions Clubs and members thereof, within the established boundaries of the District which have been duly chartered by Lions International and are in good standing.

Section 3. District Governor:

Each District within the State shall have a District Governor duly elected as provided herein and in accordance with Lions International Constitution and By -Laws.

a) QUALIFICATIONS:

A candidate for District Governor must satisfy all the requirements as stated in the Lions International Constitution By-Laws, and in addition, must be willing and must attend, unless providentially hindered, the District Governors school at Lions International Convention school at the Lions International Convention immediately prior to taking office.

b) ELECTION:

The election of a District Governor must conform to the Lions International Constitution and By-Laws. The following procedures and rules shall apply in lieu of more definitive provisions in said International Constitution and By-Laws.

- 1 There shall be no "write in" votes cast for the office of District Governor, except as hereinafter provided.
- 2 Nominations for the office of District Governor shall NOT be made from the floor of the District Convention, except as hereinafter provided.
- 3 In the event there is only one (1) candidate, the ballot shall provide for a "yes" and a "no" vote. A majority of "yes" votes shall be required to elect. In the event the majority of votes are "no" then and only then can nominations be made from the floor of a duly notified Convention Assembly. Procedures as heretofore and hereinafter provided in all respect shall apply except that the nominees name need not appear on printed ballot.

- 4 In the event the District Convention convenes with no pre-endorsed (pre-nominated) candidate then nominations from the floor of a duly notified Convention Assembly shall be the order of the day.
- 5 In the event there are three (3) or more qualified candidates, the ballot shall include the following procedural choices: "A plurality shall elect" and "A run-off shall be required" between the two (2) candidates receiving the most votes.
- 6 In the event of any tie votes, a decision shall be determined by lot.

i TERM OF OFFICE:

The term of office for District Governor shall be provided in the International Constitution and By-Laws.

c) DUTIES AND RESPONSIBILITIES:

- 1 The District Governor is the chief executive of the District. He/she shall supervise the work and activities of the District, and shall perform all duties as set forth herein and in the Lions International Constitution and By-Laws, and all such duties as may be required in the best interest of Lionism.
- 2 The District Governor shall, by the time of taking office, divide the District into Regions of sixteen (16) or less Lions Clubs each and divide each Region into Zones of eight (8) or less Lions Clubs.
- 3 The District Governor shall, by the time of taking office, appoint a Region Chairman for each Region and a Zone Chairman for each Zone within the District.
- 4 The District Governor shall, by the time of taking office, appoint a District Cabinet Secretary, hereinafter called Cabinet Secretary and a District Cabinet Treasurer, Hereinafter called Cabinet Treasurer. One Lion may be appointed to both positions.
- 5 The District Governor shall appoint District Committees and designate the chairman thereof and such other officers as deemed necessary for the furtherance of Lionism within the District.
- 6 The District Governor shall issue an official call for a District Convention as hereinafter provided.
- 7 The District Governor shall appoint committees and designate the chairman thereof for the operation and function of the hereinafter provided District Convention. Such committees are hereinafter referred to as Convention Committees. Appointments shall be made as follows: The District Governor shall appoint and receive notification of

acceptance, at least sixty (60) days prior to the District Convention, a Convention Nomination Committee of not more than five (5) members, each of whom shall be members of different Lions Clubs within the District.

The District Governor shall appoint a Convention Constitution and By-Laws Committee and shall receive notification of acceptance at least sixty (60) days prior to the District Convention. Recommended revisions to the State Constitution and/or International Constitution and By-Laws are to be presented at the District Convention. The committee shall consist of not more than five (5) members, each of whom shall be members of different Lions Clubs within the District.

The District Governor shall appoint all other Convention Committees such as: Credentials, Election, International Convention, Necrology, Parliamentary, Registration, Resolutions, Rules, Sergeant-at-Arms, etc., at least fifteen (15) days prior to the District Convention.

- 8 The District Governor has the authority and it shall be his/her duty to remove from office any officer, appointed by the District Governor, who is derelict and negligent in carrying out the duties of such office for any good and just cause in the best interest of Lionism.
- 9 In the event of vacancy in any District office, except that of District Governor and or club President and Secretary, the District Governor has the authority and duty to fill such vacancy for the time thereof.

d) REMOVAL FROM OFFICE:

Any District Governor, who is negligent in the performance of the duties and responsibilities of the office, or for any good and just cause, may be removed from the office by following procedure in its entirety and sequence:

- 1 A two-thirds (2/3) vote for removal by the District Cabinet.
- 2 A two-thirds (2/3) vote for removal by the Board of Directors of the clubs in the District.
- 3 Submission of a petition to Lions International stating full particulars. The subsequent decision of Lions International Board of Directors shall be final.

e) VACATED OFFICE:

In the event of a vacancy in the District Governors office for any reason for a period in excess of sixty (60) days, a District Governor may, on recommendation of the District

Cabinet, be appointed in accordance with the provisions of Lions International Constitution and By-Laws.

Section 4. Vice District Governor:

Each District within the State shall have a Vice District Governor to be elected in accordance with the Constitution for the Sub-District and in accordance with Lions International Constitution and By-Laws.

a) QUALIFICATION/TERM OF OFFICE:

Qualifications and term of office for Vice District Governor shall be as prescribed by the Constitution and By-Laws of Lions Clubs International.

b) DUTIES AND RESPONSIBILITIES:

The duties and responsibilities for a Vice District Governor shall be specified by the Constitution and By-Laws for the District. The duties of said office will be established from time to time by the International Board of Directors.

c) REMOVAL FROM OFFICE:

A Vice District Governor who is negligent in the performance of the duties and responsibilities of the office, or for any other good and just cause, may be removed from office by the procedure prescribed by the Constitution and By-Laws of the District.

d) VACATED OFFICE:

In the event of a vacancy in the office of Vice District Governor a replacement may be elected in accordance with the provisions of the Constitution and By-Laws of the District.

Section 5. District Officers:

The officers of the District shall be the District Governor, the Vice District Governor, the Cabinet Secretary, the Cabinet Treasurer, the Region Chairman', the Zone Chairman, the District Committee Chairmen, the Presidents and Secretaries of the Clubs, and two (2) duly elected Directors of the Texas Lions League for Crippled Children.

Each officer shall be a member, in good standing, of a duly chartered Lions Club, likewise in good standing, in the District. There shall be NO salary paid to any officer of any District within the State.

Section 6. District Governor's Honorary Committee:

There shall be, in each District, a District Governors Honorary Committee. The membership of said committee shall consist of Past International Officers, Past International Directors and Past District Governors who are members of Lions Clubs within the District.

The immediate Past District Governor shall be the Chairman of said committee. Said committee shall meet when and as called upon by the District Governor.

Article IX: District Governors Cabinet

Section 1. Membership:

The membership of the District Governors Cabinet, hereinafter called the Cabinet, shall be as provided in the International Constitution and the By-Laws, this document, and as supplemented by the District's Constitution and By-Laws.

Section 2. Authority:

The Cabinet shall function within the limits of the International Constitution and By-Laws and this document. The Cabinet shall be the Executive Body of the District and as such, all corporate powers of the District, expressed or implied, are vested in the Cabinet. A majority of the Cabinet Members present shall constitute a quorum.

Section 3. Duties And Responsibilities:

a) PURPOSE:

The Cabinet's purpose is to supervise, coordinate and promote the general welfare of Lions Clubs and the individual members thereof, and to assist the District Governor in performing the duties of his/her office. The Cabinet shall act in behalf of, and transact all business of the District in the best interest of, the membership.

b) CABINET MEETINGS:

The Cabinet shall meet at least four (4) times during the year (once each) quarter and/or as set by the District Governor. The first meeting shall be held within thirty (30) days after the adjournment of the preceding International Convention for the purpose of approving the depository for District funds; adopting a budget for the year; discussing matters and transacting business pertaining to the District.

Ten (10) days written notice of Cabinet meetings shall be given to each member. Special meetings of the Cabinet may be called at the discretion of the District Governor, or shall be called by the District upon the written request by a majority of the members thereof, not less than five (5) days nor more than ten (10) days written notice of special meetings of the Cabinet shall be given to each member thereof.

c) SURETY BOND:

The Cabinet shall require the posting of a surety bond in the amount of \$5,000.00 minimum on the Cabinet Treasurer as provided by the State Office.

d) MINUTES AND RECORDS:

The Cabinet shall require that accurate records of each and all Cabinet meetings and all District proceedings, including District Convention, shall be kept; that minutes of said meeting and/or proceedings, including financial reports, shall be presented to the District Convention, shall be transmitted by the Cabinet Secretary to the District Governor, each member of the Cabinet, Lions International, and the State Office within five (5) days of the meeting, and that copies of same shall be given to the succeeding District Governor and Cabinet Secretary.

e) DISTRICT REVENUE:

The Cabinet shall require that all monies collected as District Revenue, and all other monies deposited with or transmitted through the District for any reason, shall be deposited in the approved depository of the District; that said monies shall be disbursed as payments or withdrawals only by check signed by the Cabinet Secretary or Cabinet Treasurer and countersigned by the District Governor; and that all disbursements be approved by the Cabinet. In the event that, for any reason, the Cabinet Secretary or Cabinet Treasurer and the District Governor cannot sign a check, a notarized attestation by a majority of the Cabinet shall be sufficient to release the monies or provide for another signatory or signatories.

f) DISTRICT CONVENTION:

The Cabinet shall provide for a District Convention annually. The Cabinet shall have the absolute power to change at any time, for good and sufficient reason, without liability to the District or State, the city or place holding the District Convention. The District Governor's expenses in conjunction with the District Convention shall be considered a District Administrative expense. Reimbursement for said expenses shall be in accordance with the Rules of Audit of Lions International.

g) STATE CONVENTION:

The Cabinet shall be responsible for funding and coordinating District functions at the State Convention. The Cabinet shall, when requested by the Executive Committee of the Council of Governors, assist in every way in providing for, organizing and coordinating the State Convention held in its District.

h) INTERNATIONAL CONVENTION:

The Cabinet shall be responsible for gifts and favors for International Convention as requested by the District Governor.

The Cabinet shall provide for the expenses of the District Governor-Elect in conjunction with his/her attending the International Convention and District Governors school at same unless otherwise provided by Lions International. Said expenses, if required, shall be considered a District Administrative expense and reimbursement for same, by the District, shall be in accordance with the Rules of Audit of Lions International.

The Cabinet shall provide for the expenses of the District Governor in conjunction with his/her attending the International Convention. Said expenses shall be considered a District Administrative expense and reimbursement for same, by the District, shall be in accordance with the Rules of Audit of Lions International or as designated by the Cabinet.

Every consideration should be given by the Cabinet to at least provide in part for the expenses of the Cabinet Secretary/Treasurer in conjunction with his/her attending the International Convention.

If provided, said expenses shall be considered a District Administrative expense and reimbursement for same, by the District, shall not exceed the provisions in the Rules of Audit of Lions International.

i) FINANCIAL REPORTS AND AUDITS:

The Cabinet shall receive from the Cabinet Treasurer financial reports at each Cabinet meeting and shall make provisions for an annual audit (more frequently if required) of the books and accounts of the District.

Said audit(s) shall be made by a competent committee whose chairman shall have a current permit to practice accounting, and shall show all receipts and disbursements made by the District during the fiscal year. A copy of said audit(s) shall be furnished to all District Officers, the District Governor-Elect, his/her Cabinet Treasurer the State Office and Lions International and shall be submitted to the District Convention for its information.

The Cabinet shall provide for the transfer of all records of the District including cancelled checks, bank statements, record book, etc., to succeeding District Governor and Cabinet Treasurer.

j) SURPLUS AND UNBUDGETED FUNDS:

The Cabinet shall provide in the District Administrative budget an amount not less than five percent (5%) nor more than ten percent (10%) of the total annual District Administrative per capita dues, which shall be designated as a special unbudgeted fund. Said fund shall be retained intact and transferred to the succeeding District Governor, to provide District Administrative operating expenses between the beginning of the fiscal year and receipt of first semi-annual per capita dues from the clubs in the District.

The Cabinet shall provide for the transfer of said special unbudgeted fund and any surplus fund(s) as there may be in any District account(s) to the succeeding District Governor and the Cabinet Treasurer.

Article X: District Convention

Section 1. Provision And Purpose:

There shall be a District Convention held in each District annually. The District Convention shall: elect a District Governor to serve for the next year; elect a Vice District Governor to serve for the next year; elect a Director of the Texas Lions League for Crippled Children to serve for the next two (2) years; select a candidate (if proposed) for nomination for an International office; elect a Host Club and Host City (if proposed) for the next annual District Convention; vote on proposed changes (as presented) to the provisions of this Constitution and By-Laws; vote on all matters of statewide business (as presented); and conduct such District business as may require District Convention action.

Section 2. Time And Place:

The convention of each District shall be held at a place and time selected in accordance with Lions International Constitution and By-Laws. (Reference ARTICLE VIII, SECTION 4.) The District Governor shall issue an official call for the annual District Convention not earlier than ninety (90) days nor later than thirty (30) days prior to the date fixed for holding same.

Section 3. Administration:

The District Governor and the Cabinet shall have full supervision over all phases of the convention and all members of the Cabinet shall be officers of the convention.

Section 4. Program:

There shall be a printed program of convention sessions and events stating time and place of occurrence. Said program shall be the order of the day for the convention.

Section 5. Nominations And Proposals:

All nominations and proposals shall be first presented to the, hereinafter provided, applicable convention committee.

a) DISTRICT GOVERNOR:

The Convention Nominating Committee shall receive the written endorsement (nomination) of any member, who satisfies the qualifications as heretofore stated, for the office of District Governor. Such endorsement (nomination) shall be received not later than thirty (30) days prior to the opening of the District Convention. Nominations for the office of District Governor shall NOT be made from the floor of the District Convention, except as heretofore provided.

b) VICE DISTRICT GOVERNOR:

The Convention Nominating Committee shall receive the written endorsement (nomination) of any member, who satisfies the qualifications as heretofore stated, for the office of Vice District Governor. Such endorsement (nomination) shall be received not later than thirty (30) days prior to the opening of the District Convention. Nominations for the office of Vice District Governor shall NOT be made from the floor of the District Convention, except as heretofore provided.

c) DIRECTOR OF TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN:

The nominating Committee shall make the written nomination (endorsed by the majority of the members of the nominee's club) of any qualified member, for the office Director of Texas Lions League for Crippled Children. The nomination shall be received by the Nominating Committee not later than thirty (30) days prior to the opening of the District Convention. Should there be no written nominations received, nominations from the floor of the convention shall be the order of the day. All nominees shall be members in good standing of Lions Clubs within the District, likewise in good standing, having the following qualifications: Must have been an Lion Club member for three (3) years; have served as President of his/her club or as chairman of his/her club's camp committee; and must be willing and must attend, unless providentially hindered, the regular and special meetings of the Camp's Board of Directors, the Cabinet meetings of his/her District, and in cooperation with the other Director in his/her District, present, if possible, the message of the Texas Lions League for Crippled Children to each Club in the District.

d) HOST CLUB AND CITY:

The Nominating Committee shall receive all invitations in writing from cities and clubs in the District desiring to host the District Convention the following year. All invitations shall be in the hands of the Nominating Committee not later than thirty (30) days prior to the opening

of the District Convention. Should there be no written invitation, nominations from the floor of the convention for Host Club and Host City shall be the order of the day. All clubs so nominated shall be clubs in good standing.

e) **NOMINATION AND MOTION SPEECHES:**

Nominations and seconding speeches shall be limited to one (1) each, which shall be limited to five (5) minutes and three (3) minutes respectively for each candidate and/or question presented to the District Convention

f) **INTERNATIONAL CANDIDATES:**

The Nominating Committee shall receive from the State Office as heretofore prescribed, all presentations (resolutions) of State candidates for an International Office. The Nominating Committee shall report the resolution to the District Convention Assembly in fullest detail.

Section 6. Arrangements:

The Host Club shall be responsible for making all arrangements for the convention including lodging, meeting rooms, banquets, luncheons, facilities, gifts for guests, entertainment, etc., under the supervision of the District Governor and Cabinet. The District Governor shall make arrangements for guest speakers.

Section 7. Delegates:

Each chartered club in good standing shall be entitled at its District Convention to voting delegates and alternates in accordance with the Lions International Constitution and By-Laws.

Furthermore each Past District Governor shall be entitled to a vote in the Sub-District, which will be in addition to their club allotted delegates.

Section 8. Elections:

a) All elections involving matters affecting MD-2 in its entirety shall be held in accordance with the Lions International Constitution and By-Laws, the MD-2 Constitution and By-Laws, and the MD-2 Policy Manual. "MD-2 Elections" shall include elections of candidates for International Office, Council Chairman-Elect, MD-2 Constitution and By-Laws Amendments, and all other matters affecting MD-2 in its entirety.

b) All elections involving an individual Sub-District shall be held in accordance with the Lions International Constitution and By-Laws, the MD-2 Constitution and By-Laws, and the Sub-Districts Constitution and By-Laws.

c) All voting on any "MD-2 Election" and all others deemed advisable by the District Cabinet shall be by individual secret ballot. Each legal delegate or alternate present in person shall be

entitled to cast one (1) vote on every question submitted to the District Convention. There shall be no absentee voting nor proxy voting.

The delegates or alternate present in person, qualified and voting at the District Convention shall constitute a quorum.

- d) Except as otherwise provided herein, the decision of the majority on any question shall be binding upon all the Lions. In the event there are three (3) or more qualified candidates running for any office, a majority vote is not required to elect and a plurality shall elect. In the event of any tie votes, a decision shall be determined by lot.

Article XI: Revenue

(DISTRICT, STATE AND TEXAS LIONS LEAGUE FOR CRIPPLED CHILDREN)

Section 1. Collection:

It shall be the duty and responsibility of the District Cabinet Treasurer to bill, collect and disburse the revenue as hereinafter and heretofore provided.

Section 2. District Administrative Fund:

- a) PROVISION AND AMOUNT: To provide a District Fund, a semi-annual per member dues of not less than fifty cents (.50), (1.00 annually), shall be levied on each club for each member thereof. Said dues shall be remitted by each club in the District to its respective Cabinet Treasurer as hereinafter provided.
- b) BILLING: Each Club in the District shall be billed by the District Cabinet Treasurer no sooner than sixty (60) days nor later than thirty (30) days prior to the due date as hereinafter provided.
- c) BASE: Said dues shall be based upon the membership of the club as shown by its membership reports of June and December respectively.
- d) DATE DUE: Said dues shall be paid semi-annually by each club as soon as possible after billing but not later than September 10th and March 10th respectively of each fiscal year.
- e) NEW AND REORGANIZED CLUBS: Newly organized and reorganized clubs shall pay a pro-rata semi-annual per member dues beginning the first day of the month following that in which the club was chartered or reorganized.

Section 3. District Convention Funds:

The collection and disbursement of District Convention Funds shall be under the supervision and control of the District Governor and Cabinet as more fully provided in the District's Constitution and By-Laws.

Section 4. State Administrative Fund:

- a) PROVISION AND AMOUNT: To provide a State Administrative Fund, a semi-annual per member dues of \$3.50 shall be levied on each club. The \$7.00 annual dues shall be remitted by each club in the Districts to their respective Cabinet Treasurers as hereinafter provided.
- b) BILLING: Each Club in the District shall be billed by the District Cabinet Treasurer no sooner than sixty (60) days nor less than thirty (30) days prior to the due date as hereinafter provided.
- c) BASE: SECTION 2 (c) of this ARTICLE shall apply in its entirety.
- d) DATE DUE: SECTION 2 (d) of this ARTICLE shall apply in its entirety.
- e) NEW AND REORGANIZED CLUBS: SECTION 2 (e) of this ARTICLE shall apply in its entirety.
- f) REMITTANCE TO STATE: Each District Cabinet Treasurer, semi-annually, not later than September 30th and March 31" respectively of each fiscal year, shall remit all such monies collected from the Clubs in the District. A statement of delinquent Clubs, if any, shall accompany said remittance.

Any Club that is delinquent is not in good standing: and thus forfeits its rights to delegate representation to the State Convention. Each Cabinet Treasurer shall include any delinquent accounts in all subsequent billings to Clubs in the District, and remit promptly to the Council Treasurer any collections of delinquent dues, identifying the Club (or Clubs) from which the collections are received.

- g) DEPOSITORY: Said remittance shall be deposited upon receipt, from the Districts, in the approved depository as heretofore provided.
- h) DISBURSEMENT: Said fund shall be disbursed as payments or withdrawals only by check signed by any two (2) of the following State Officers: Council Chairman, Council Vice-chairman, Council Secretary and Council Treasurer. In the event that, for any reason, at least two (2) of the aforementioned State Officers cannot sign a check, a notarized attestation by a majority of the Council of Governors shall be sufficient to release the monies or provide for another signatory or signatories.
- i) EXPENSES: Reimbursement for expenses shall be in accordance with the Rules of Audit of Lions International and all expenditures for expenses requires a majority approval of the Council of Governors.

- 1 DISTRICT GOVERNORS: The District Governors expenses, in conjunction with their duties as members of the Council of Governors and/or committee assignments thereof, shall be payable from the State Administrative Fund.
- 2 VICE DISTRICT GOVERNORS: The Vice District Governors expenses, in connection with their duties as acting members of the Council of Governors and/or committee assignments thereof, shall be payable from the State Administrative Fund.
- 3 COUNCIL CHAIRMAN: The Council Chairman's expenses, in connection with the duties of the office, shall be payable from the State Administrative Fund.
- 4 COUNCIL CHAIRMAN-ELECT: The Council Chairman-Elect's expenses, in conjunction with his/her attending the State Convention shall be payable from the State Administrative Fund.
- 5 STATE CHAIRMEN: The expenses of the State Chairmen and Committee members (if provided) in connection with their designated duties shall be payable from the State Administrative Fund.
- 6 DISTRICT GOVERNOR-ELECT: The District Governor-Elect's expenses in connection with be payable from the State Administrative Fund.
- 7 STATE OFFICE: The expenses of the State Office and personnel thereof, in connection with assigned responsibilities, unless otherwise provided by Lions International, shall be provided in the budget of the State Administrative Fund and so allotted.
- 8 ANNUAL AUDIT: An annual audit of the Administrative Fund shall be completed by an independent Certified Public Accountant each year.

Section 5. Promote Texas Fund:

- a) PURPOSE AND AMOUNT: To provide monies for the promotion of Texas Lionism and for the support of candidates for International Director or higher office of this association.

To provide said fund a semi-annual per member dues of twenty-five cents (.25), Fifty cents (.50) annually, shall be levied on each club member thereof. Said dues shall be remitted by each Club in the Districts to their respective Cabinet Treasurer, as hereinafter provided.

- b) BILLING: SECTION 4 (b) of this ARTICLE shall apply in its entirety. Billing and collections may be handled through electronic and electronic transfer processes through approval of the Council of Governors

- c) BASE: SECTION 2 (a) of this ARTICLE shall apply in its entirety.
- d) DATE DUE: SECTION 2 (d) of this ARTICLE shall apply in its entirety.
- e) NEW AND REORGANIZED CLUBS: SECTION 2 (e) of this ARTICLE shall apply in its entirety.
- f) REMITTANCE TO STATE: SECTION 4 (f) of this ARTICLE shall apply in its entirety.
- g) DEPOSITORY: Said remittance shall be deposited, upon receipt from the Districts, in the approved depository as hereinafter provided. A separate accounting of said fund shall be maintained by the Council Treasurer.
- h) DISBURSEMENTS: Shall be upon the approval of the Council of Governors. Then and only then shall these funds be expended.
- i) EXPENSES: An annual audit of the Promote Texas Fund shall be conducted by an independent Certified Public Accountant each year.

Section 6. Texas Lions League For Children Fund:

- a) PROVISION AND AMOUNT: To provide a Texas Lions League for Children Fund a semi-annual per capita tax shall be levied on each Club, for each member thereof, and remitted by each Club to its respective Cabinet Treasurer as, hereinafter, provided in accordance with the following schedule:
 - 1 For the period July 1,2005, to June 30,2006, a semi-annual per capita tax of \$7.50 (\$15.00 annually);
 - 2 For the period July 1, 2006, to June 30, 2007, a semi-annual per capita tax of \$9.00 (\$18.00 annually);
 - 3 For the period July 1,2007, to June 30, 2008, and each Lions year, thereafter, a semi-annual per capita tax of \$10.50 (\$21.00 annually).
- b) BASE: Section 2 (c) of this Article shall apply in its entirety.
- c) DUE DATE: Section 2 (d) of this Article shall apply in its entirety.
- d) BILLING: Section 2 (b) of this Article shall apply in its entirety.
- e) NEW AND REORGANIZED CLUBS: Section (e) shall apply in its entirety.
- f) REMITTANCE TO THE TEXAS LIONS LEAGUE FOR CHILDREN: Said tax shall be remitted bi-annually by the District Cabinet Treasurers, to the designated depository for said Fund, not later than November 1st and May 15th respectively of each fiscal year. The Cabinet Treasurer shall remit

only that amount collected from the Clubs unless otherwise directed by the District Governor. Concurrent with this remittance the Cabinet Treasurer shall send notification of remittance to the Treasurer of the Texas Lions League for Children and to the Council Treasurer stating District remitting. Delinquent clubs, date remitted amount of remittance, name of bank which check was drawn and check number.

Article XII: Amendments and Revisions

Section 1.

This constitution may be amended or revised only in accordance with the procedure outlined in SECTION 3 of this ARTICLE XII.

Section 2.

The District Conventions shall not be burdened by recommended amendment(s) and/or revision(s) to this constitution unless such recommendation(s) is approved by two-thirds (2/3) majority of the Council of Governors.

Section 3.

Any club within the State acting in accordance with its own Constitution and By-Laws shall have the right to make a recommendation to the Council of Governors for amendment to this Constitution and By-Laws.

Section 4.

- a) Recommended change(s) to this Constitution and By-Laws shall be placed in the hands of the State Office not later than fifteen (15) days after that Council meeting at which the recommended change (s) receive the necessary two-thirds (2/3) approval of the Council of Governors, but not less than thirty (30) days prior to the beginning of the first scheduled annual Sub-District Convention in the State.
- b) Within fifteen (15) days of the receipt of such recommended change(s), the State Office shall forward copies to each of the District Governors
- c) Each District Governor shall transmit said recommended change(s) to the Sub-District's Constitution and By-Laws Committee [see ARTICLE VTII, SECTION 3 (d) (7)] and to the President of each club in the Sub-District not later than fifteen (15) days prior to the beginning of the Sub-

District's annual District Convention at which said Sub-District selects its District Governor-Elect for the ensuing Lion year

- d) All voting on the recommended change(s) shall be held in accordance with the Lions International Constitution and By-Laws, the MD-2 Constitution and By-Laws, and the MD-2 Policy Manual. For each recommended change, the ballot shall provide for a "FOR" and an "AGAINST" vote.
- e) A two-thirds (2/3) majority of delegates or alternates present in person, qualified and voting "FOR" at the Sub-District Convention shall be required to " authorize presentation of any recommended change to the State Convention for approval and ratification.
- f) Approval and ratification of a recommended change by a majority of delegates or alternates present in person, qualified and voting at the State Convention shall cause such recommended change to become effective at the beginning of the next Association year.

Article XIII: Adoption

Section 1.

This Constitution and By-Laws shall become in full force and effect with the beginning of the fiscal year after same has been adopted by two-thirds (2/3) affirmative vote of the delegates at the District Conventions, as reported to and tabulated at the regular State Convention of "Multiple District 2, State of Texas" held in Houston, Texas May 31, 1996 in accordance with the procedures heretofore outlined in ARTICLE VI, SECTION 3 (F) of this Constitution.

By-Laws

Article I Duties and Responsibilities

Section 1. District Governor:

The District Governor shall represent the District at the annual District Convention. In the event the District Governor cannot be present at the State Convention, it shall be his/her duty to see that a representative is appointed (from the District Officers); and the Council Chairman is duly notified.

The District Governor shall preside at all meetings of the District Cabinet. In the event of the absence of the District Governor at a Cabinet meeting the District Governor shall appoint a cabinet member to chair said meeting. In the event such provisions are not made the Cabinet may, by resolution, appoint one of its members to chair the Cabinet meeting.

Section 2. Cabinet Secretary and Cabinet Treasurer:

The Cabinet Secretary and Treasurer shall assist the District Governor and the Cabinet in conducting the business of the District, and shall perform such duties as are specified or implied in the Constitution and By-Laws of this organization, or may be assigned to them from time to time by the Cabinet.

The Cabinet Secretary shall sign all notices and documents issued by the District. The Cabinet Treasurer shall keep the accounts, receive the monies paid to the District, and shall make an annual report to the Cabinet at the meeting of the Cabinet immediately preceding the District Convention, and at such other times as said Cabinet may require. The Cabinet Secretary and Treasurer shall keep their accounts, books and records, available at all times for the inspection of the Cabinet, the District Governor, and any auditors named by the Cabinet.

Section 3. Vice District Governor:

He/She shall perform those duties as assigned by the District Governor.

Section 4. Region Chairman:

The Region Chairman shall perform such duties as specified by Lions International and as requested by the District Governor.

Section 5. Zone Chairman:

The Zone Chairman shall perform such duties as specified by Lions International and as requested by the District Governor.

Section 6. District Governor's Cabinet:

The District Governors Cabinet shall perform the duties as specified in the "District Governors Organization" booklet provided by Lions International.

Section 7. District Governor's Advisory Committee:

This committee in an advisory body, from its Zone to District Governor, shall perform the duties as specified in the "District Governors Organization" booklet provided by Lions International. Each Zone shall have an advisory committee consisting of the Zone Chairman and the Presidents and Secretaries of each club in the Zone.

Article II: Committees

Section 1. Special District Committees:

From time to time each District Governor shall appoint such special District Committees as deemed necessary.

Article III: Rules for Convention Procedure

Section 1.

The District Governor of each District shall arrange a program for the District Convention, and the same shall be the order of the day for all sessions

Section 2. Parliamentary Procedure:

Roberts Rules of order shall govern all parliamentary procedure except as otherwise provided in the Rules of Procedure adopted by the convention.

Article IV: Fiscal Year

Section 1. MD-2:

The fiscal year of MD-2 shall be from July 1st to June 30th, inclusive, of each year.

Section 2. Sub-Districts:

The fiscal year of each Sub-District within MD-2 shall be from July 1st to June 30th, inclusive, of each year.