

**LIONS CLUBS INTERNATIONAL
MULTIPLE DISTRICT 12
DISTRICT 12-N**

CONSTITUTION AND BY-LAWS

**ARTICLE I
NAME**

This organization shall be known as District 12-N of Multiple District 12, Tennessee, Lions Clubs International, hereinafter referred to as "District 12-N" or "District."

**ARTICLE II
OBJECTS**

To provide the Lions of District 12-N with an efficient organization headed by its duly elected and officially installed District Governor, for the express purpose of advancing Lionism and providing proper uniform administration throughout District 12-N. The Constitution and By-Laws of Multiple District 12s shall be the principle document providing the rules and regulations fulfilling these objects. These Constitution and By-Laws shall supplement the Multiple District 12 Constitution and By-Laws and address additional rules and regulations of District 12-N.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership: The members of this organization shall be all Lions Clubs in District 12-N chartered by Lions Clubs International and in good standing.

Section 2. Good Standing Criteria: For a club to be in good standing, it must meet the following criteria as set forth in the International Board Policy Manual:

1. It is not on "Status Quo."
2. It is operating in accordance with the provisions of the International, Multiple District 12, and District 12-N Constitution and By-Laws and with International Board Policy.
3. It has paid in full current International, Multiple District 12, and District 12-N dues.
- 4 It has no unpaid balance with International of more than \$50, which is ninety (90) days past due.

**ARTICLE IV
DISTRICT CABINET**

Section 1. Cabinet Composition: There shall be a District Governor's Cabinet composed of the District Governor as the presiding officer, the Immediate Past District Governor, the Vice District Governor, the Regional Chairmen, the Cabinet Secretary, the Cabinet Treasurer, or Cabinet Secretary-Treasurer, if said offices are held by the same person, the Zone Chairmen, the District Governor's Honorary Committee and the Committee Chair Lions.

Section 2. Voting: Each member of the District Governor's Cabinet, who is an active member of a District 12-N Lions Club, shall have the right to vote at all District Cabinet Meetings. A majority of the members present and voting shall constitute a quorum.

Section 3. Cabinet Meetings: The Multiple District Constitution, Article IX, Section 3, requires at least one District Cabinet meeting be held each quarter during the year. The first quarter Cabinet Meeting must be held within 30 days of the close of the International Convention.

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The second quarter Cabinet Meeting may be held in conjunction with the Multiple District Cabinet Meeting. The third quarter Cabinet Meeting may be held in conjunction with the District Convention. The fourth quarter Cabinet Meeting may be held in conjunction with the State Convention. Special Cabinet Meetings may be called by the District Governor or by a majority of the DG's basic Cabinet (DG, VDG, ZC, RC, Cabinet Sec., & Treasurer, Immediate PDG). Cabinet members must be given ten days written notice by the Cabinet Secretary and a tentative agenda must be included for ALL Cabinet Meetings.

ARTICLE V DISTRICT ADMINISTRATIVE FUND

Section 1. District Administrative Fund Per Capita Dues: To provide revenue to defray the administrative expenses of the District, an annual per capita District Administrative Fund Dues of \$12.00 (includes funds for the District Newsletter) shall be levied upon each Lion member in the District in two semi-annual payments as follows: \$6.00 per member (based on members reported on July M&A) on September 10 of each year to cover the th semiannual period of July 1 to December 31, and \$6.00 per member (based on members reported on January M&A) on March 10th to cover the semi-annual period of January 1 to June 30.

Section 2. Use of Funds: The District Governor and/or his Cabinet shall not incur or obligate themselves or District 12-N for any indebtedness or financial obligation which cannot be discharged or paid from Administrative Funds that District 12-N shall receive or, that transferred from the Prior District Governor's Administrative Fund. No Activity Funds shall be used to pay Administrative Expenses. All administrative funds shall be deposited in a financial institution that will be approved at the first Cabinet Meeting. Dispersals from these funds will require at least the signatures of the District Governor and Cabinet Treasurer or Cabinet Secretary. The Vice District Governor's signature may be added to these accounts and he could sign for the District Governor if the District Governor was not available.

Section 3. Administrative Budget: The District Governor will prepare a District Administrative Budget for his term of office using only current year projected revenues, and present it to the Cabinet for their approval at the first meeting of the Cabinet for the fiscal year. Funds received from the Prior District Governor's Administrative Fund will be used only as an emergency Administrative Reserve Account and will not be used in preparing the current year Administrative Budget. This first meeting of the District Cabinet will be neither adjourned nor recessed until a balanced District Administrative Budget is accepted and approved. A copy of the approved budget will be mailed to every club in good standing in the district. At each meeting of the Cabinet and at the District Convention the District Governor or Cabinet Treasurer will present an updated report on the administrative expenditures and receipts. The District Governor WILL NOT spend, nor will the Cabinet Treasurer ISSUE PAYMENTS FOR funds in excess of the budgeted amounts without prior approval of the District Cabinet. A District Governor and his Cabinet cease to have ANY authority to make financial commitments, disburse funds, or convert financial assets, on the day the subsequent District Governor is installed at the International Convention.

Section 4. Audit: An audit of all funds received, disbursed or retained by the Treasurer (Secretary-Treasurer), shall be properly made at the end of each year. If approved District Rules of Audit do not exist then the latest Lions International District Governor's Rules of Audit will be used to determine the levels of reimbursement for mileage, meals, and lodging for the District. Reimbursement will only be made for official activities performed within the District that are not reimbursed (wholly or partially) by the multi-district or Lions International. Even though these expenses may be included in the administrative budget, the outgoing District Governor will receive budgeted money to attend the Lions International Convention; (1) at the reimbursement rate (round trip mileage or airfare, meals for 5 days, 5 nights lodging) of the District Governor-Elect from Lions International, (2) provided such money exists in the current administrative fund.

At the end of his term of office, the District Governor and Cabinet will PROMPTLY surrender all District financial records and accounts. The succeeding District Governor using the District Audit Committee will insure an audit is made of these records and the results are presented to the District Cabinet, published in the District newsletter, and made available for the timely completion of IRS, Form 990.

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Section 5. Audit Committee: At the first District Cabinet Meeting the District Cabinet will elect a District Audit Committee made up of three (3) active Lions of clubs in good standing in District 12-N. It will be the duty of the Audit Committee to monitor the expenditures and receipts of the District Administrative and Activity accounts. At each Cabinet meeting, the District Audit Committee will review Budgeted versus Actual District disbursements and receipts and immediately report any exceptions to the District Cabinet. Failure of the District Governor or Cabinet Treasurer to provide the necessary records for this audit at each District Cabinet Meeting may be grounds for the District Cabinet to suspend further spending by the District Governor until the necessary records are provided and reviewed. The District Audit Committee will be in charge of the yearend audit of all financial records of the District. The District Cabinet upon the recommendation of the District Audit Committee has the authority to reduce or eliminate budgeted Administrative expenditures to bring the District actual administrative spending in line with actual administrative revenue.

ARTICLE VI DISTRICT ACTIVITY FUND

Section 1. The Lions of District 12-N have created a 501c(3) entity called Lions District 12-N Charities Inc. This entity is governed by a board of directors of 12-N Lions in 'good standing' elected from across the district on a staggered basis at each district spring convention. This entity is the collection agent for all district activity funds and disperses them in accordance with Section 2 below. This entity has a separate Constitution and By-laws which must be in conformity with the 12-N Constitution and By-laws. This entity will hold its annual meeting in conjunction with the district spring convention.

Section 2. District Activity Fund: The registered and voting District delegates at the District convention will approve by a majority vote the District Activity Budget for the following year. This represents a commitment and a pledge by the clubs of the District to fund the various items included in the Activity Budget for the upcoming year. A copy of this approved budget will be presented to the incoming District Cabinet and published in the District newsletter. All monies in this fund will be deposited in federally insured interest bearing accounts in a financial institution that is approved by the District Cabinet requiring the signature of the District Governor and Cabinet Treasurer or the Cabinet Secretary to remove these funds. The Vice District Governor's name may be added to these accounts and he may sign in place of the District Governor if the District Governor is not available.

Only delegates to the District Convention can authorize funds to be issued that WERE NOT part of the approved Activity Budget or funds to be withheld that WERE part of the approved Activity Budget. The District Cabinet will use District Activity Funds carried over from prior years to insure that the delegate approved Activity budgeted amounts are satisfied. Reports on the status of this fund will be made by the District Governor or the Cabinet Treasurer at all cabinet meetings and at the District Convention. This fund will be audited by the District Audit Committee immediately at the end of the fiscal year and results reported to the District Cabinet and published in the District newsletter.

All District sponsored Fund raising events will have a line item for projected expenses included in the 12-N District Activity Budget. The event Chairman is authorized to establish a 2 (two) signature, federally insured bank account for the event, which may remain open for ongoing events. The District Treasurer is authorized to issue the budgeted expense funds to the event chairman. Monthly reports of bank account activity and other financial reports will be forwarded to the District Treasurer. Not later than 45 days after completion of the event all monies in excess of budgeted reserve amount will be turned over to the District Treasurer.

Section 3. Sources and uses of Activity Funds: The Activity Funds are generated by the following approved District Activities:

1. Clubs collections during White Cane Days.
2. District net proceeds from *Lions fund raising walks*.
3. Any additional projects approved at the District 12-N Convention.
4. Donations directly to Lions District 12-N Charities.

These funds are used to support the District Projects and grants identified in Article X of this document. A District 501 c (3) foundation titled Lions District 12-N Charities Inc., is used as a collection and transfer agent for all District Activity Funds from whatever source received.

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ARTICLE VII
DISTRICT NEWSLETTER

Section 1. Authorization: Because regular communications from the District Governor with each Club in the District is required by Lions Clubs International and because it is vital to the growth and to the efficient functioning of District 12-N to provide complete, clear, timely, and pertinent information to all Lions of the District, a district newsletter, the 12-N News and Views, shall be authorized for regular publication and distribution to each individual Lion of District 12-N. It shall be published at least ten (10) times per year. Should a Multiple District newsletter be developed, the District may publish some of the ten issues in the multi-district newsletter, if in the District Governor belief that information is properly provided to members of the District and the District incurs no additional publication expense. If a fund shortage occurs the frequency and distribution numbers may be temporarily reduced by the District Cabinet during the current fiscal year.

Section 2. Per Capita Dues: To provide for the funds for the publication of the 12-N News and Views, funds from the dues, levied upon each member in the District in two semi-annual payments, shall be designated in the District Administrative budget for the purpose of defraying this cost. (See Article V, Section 1.)

ARTICLE VIII
VICE DISTRICT GOVERNOR

Section 1. Candidacy Requirements: A candidate for the Office of Vice District Governor shall have as a minimum the qualifications contained in Article VII, Section 9.(a)(2), Lions International Constitution.

Section 2. Nomination and Election: The nomination and election of the Vice District Governor shall be as outlined in Article I, Section 3&5, of the MD-12 By-Laws. The registered and certified delegates from the Clubs present and voting at the District Convention, shall elect the Vice District Governor at the District Convention by a simple majority vote.

Section 3. Vacancy: A Vice District Governor vacancy will be filled in accordance with the procedure contained in Article 1, Section 7, of the MD-12 By-Laws.

ARTICLE IX
DISTRICT GOVERNOR

Section 1. Candidacy Requirements: A candidate for the Office of District Governor shall have as a minimum the qualifications outlined in Article IV, Section 7.(a-d), of the Lions International Constitution.

Section 2. Nomination and Election: The nomination and election of the District Governor shall be as outlined in Article VII, Section 9. (a)(1), of the Lions International Constitution and Article I, Section 2 & 4 of the Multiple District By-Laws.

Section 3. Vacancy: A District Governor vacancy will be filled in accordance with Article VII, Sections 3 & 4 of the Lions International Constitution, and Article I, Section 6, of the Multiple District By-Laws.

ARTICLE X
DISTRICT PROJECTS AND GRANTS

Section 1. District Projects: To increase the effectiveness of Lionism and to provide a common base of support for District 12-N, certain projects may be designated as District Projects. The Chairman for each Project will work directly with Lions District 12-N Charities, Inc. to provide a summary of the use of funds (financial report) during a previous year. The Lions District 12-N Charities, Inc. will provide a recommended level of continuing support to the District Convention for approval.

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Section 2. Designating District Projects: In order for a project to be designated as a District Project, the sponsoring Club or Organization must provide a written proposal of the project to each Cabinet Member at least 30 days prior to the Cabinet Meeting at which the proposal will be considered. The Cabinet must then approve the proposal by a majority vote. Notification of this approval shall be provided to all Lions by publishing the proposed amendments in the *12-N News and Views* at least 30 days prior to the District Convention at which the proposal will be considered. The delegates present and voting at the Convention must approve the adoption of the project by a majority vote.

Section 3. Designated District Projects:

1. Lions Volunteer Blind Industries
2. East Tennessee Lions Eye Bank
3. Recording for the Blind and Dyslexic
4. Leader Dogs for the Blind
5. Tennessee School for the Deaf
6. Tennessee School for the Blind
7. Lions World Service for the Blind
8. Diabetes awareness
9. Direct Braille Slate Fund
10. *Lions Quest*

Section 4. District Governor's Emergency Fund: To provide for the prompt response to humanitarian needs within District 12-N, a sum of \$1,000 will be designated each year as the District Governor's Emergency Fund. This fund may be used at the discretion of the District Governor to supplement funds available from one or more Clubs in the District to meet any unusual needs. This fund will never be used to support any Club or District administrative expense.

Section 5. District Discretionary Fund: To provide for the prompt response to individual humanitarian needs within District 12-N, a sum approved by the delegates at the Spring convention, not to exceed \$5,000 will be designated each year as the District Discretionary Fund.

1. This fund will be administered by a Discretionary Fund Committee made up of: the current District Governor, Chairman; the Vice District Governor; the immediate Past District Governor, and two active Lions from 12-N clubs in good standing appointed by the District Governor..
2. This committee will only accept personal need requests sponsored by a District 12-N Lions Club.
3. All dispersals from this fund will be reported at the next Cabinet meeting and Spring Convention.
4. No part of this money will ever be used to support the administrative expenses of any Club, district, or organization.
5. No part of this money shall be used to augment or replace District project or grant requests.
6. Any District Discretionary Funds left over from the previous Lions fiscal year will be made available as funds that can be used as grants for the ensuing year as prescribed in Section 6.

Section 6, District Grants. *If the balance of unrestricted funds in the 12-N District Activity fund at the end of the present Lions year exceeds \$90,000.00 after all approved projects are funded at their budgeted levels for this fiscal Lions year, this section provides a method to distribute those funds over \$90,0000 in the next Lion's Year as grants.*

Any potential recipient of grant funds must: Be sponsored by a 12-N Lions Club in good standing; Endorsed by the 12-N Cabinet in it's fall meeting; Funded and ranked by the Board of Lions District 12-N Charities, Inc.; Approved by a simple majority vote of club certified delegates present and voting at the 12-N District Convention.

Section 7. Through Lions District 12-N Charities, Inc. the District will accept gifts and apply for grants for designated purposes and activities which are permitted for a qualified organization under 501 (c)(3) of the Internal Revenue Code, as amended AND are determined by the Discretionary Fund Committee to be in the spirit and purpose of Lions International organizations.

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All such gifts and grants will be used solely for the designated purpose or project which may include Designated District Projects, in which case they will be dispensed in addition to any amounts authorized in the District Activities budget for any year in which they are received or disbursed. If the grant or gift allows discretion as to when the amounts are to be applied or disbursed, that determination shall be made by the Discretionary Fund Committee. Any District 12-N Lions Club may apply to the Discretionary Fund Committee for approval to seek a grant or gift in the name of the District and Lions District 12-N Charities, Inc.

Section 8. The District Chairperson for each of the District's Projects will be required to work with the Trustee/Director of the Lions District 12-N Charities, Inc., to provide a summary of the use of the funds to be donated by Lions District 12-N Charities, Inc. These reports shall come from financial reports of each project from the previous year. These reports shall show that the funds received from Lions District 12-N Charities, Inc. must have been used for operating expenses or for capital equipment purchases. This report must not show that the funds received were placed in a trust or foundation by the project. The information supplied will be used to determine the eligibility of funds to be expended to a said project for the ensuing Lions District 12-N Charities, Inc. fiscal year.

ARTICLE XI DISTRICT CONVENTION

Section 1. Site Selection: Any Club wanting to host the District Convention shall submit an invitation and proposal outlining the available facilities in writing, to the Chairman of the District Governor's Honorary Committee. The invitation must be in the hands of the Chairman at least one year in advance of the Cabinet Meeting just prior to the District Convention at which the site will be determined. The Vice District Governor shall investigate the invitation fully and make a report to the Cabinet. The Chairman shall notify all Cabinet Members in writing, at least 30 days prior to the Cabinet Meeting of the invitation(s) and proposal(s) to be considered. The Cabinet shall select two sites (if two are submitted) from the proposals by majority vote. The Chairman will present the site selections to the Convention delegates. A majority vote by the delegates is required to select a site. In the event no invitation is received in the allotted, the Chairman shall actively solicit invitations from possible Host Clubs. The District Governor will appoint a District Convention Chairman.

Section 2. Delegates to the District Convention: Each Chartered Lions Club in the District in good standing shall be entitled to delegates, alternate delegates, and delegates-at-large, to the annual District Convention as set forth in Article VI, Section 9 of the Multiple District 12 Constitution, and Article VII, Section 7, of the Lions International Constitution. The District Cabinet must have a list of the Delegates identified by each club in order to certify them for voting at the District Convention.

ARTICLE XII CONFLICTS AND CONFORMITY

Section 1. Conflicts: Should any portion of this Constitution and By-Laws be in conflict with the International or Multiple District 12 Constitution and By-Laws, then the provisions of the International or Multiple District 12 Constitution and By-Laws shall prevail.

Section 2. Conformity: In the event that the Constitution and By-Laws of the International Association of Lions Clubs or Multiple District 12 shall be amended, deleted, or otherwise changed in such a manner as to render any part of this Constitution and By-Laws in derogation thereof, such changes shall not render this Constitution and By-Laws inoperable until the next ensuing District Convention of District 12-N, and shall not render it inoperable until proper opportunity is presented under the provision of this Constitution and By-Laws to correct such affected Articles and Sections.

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**ARTICLE XIII
AMENDMENTS**

Section 1. Procedure for Proposing Amendments: Any proposed amendments shall originate in writing from one of the following:

- (a) A District 12-N Lions Club in good standing
- (b) District Governor
- (c) District Governor's Cabinet
- (d) Constitution and By-Laws Committee

Any proposed amendment shall first be presented to the Constitution and By-Laws Committee by December 1, preceding the District Convention at which the amendment is to be presented. The Constitution and By-Laws Committee shall put the proposed amendment into proper form without changing the expressed intent of the originator, regardless of whether or not the said Committee supports the intent of the proposed amendment. Club member notification may be accomplished by a letter to each Club President, or by publishing the proposed amendment in the 12-N News and Views, at least thirty (30) days in advance of the District Convention. No amendment shall be reported or voted upon unless appropriate notification has been given.

Section 2. Altering Amendments: Any proposed amendments to this Constitution and By-Laws may be amended from the floor of the District Convention, provided such amendment is relevant to the proposed amendment.

Section 3. Vote Requirements: This Constitution and By-Laws may be amended only at the District Convention, by resolution reported by the Constitution and By-Laws Committee, and adopted by the affirmative vote of two-thirds (2/3) of the delegates present in person, certified, and voting.

Constitution Adopted as Amended on: March 21, 2009

Cabinet Secretary: Kaye Forester _____

District Governor, 12-N Jim McFarland _____

Signature copy stored in the Administrative minute books of Lions District 12-N.