

## **LAKE OF THE WOODS LIONESSE LIONS CLUB INC.**

### **CONSTITUTION, BY-LAWS AND STANDING RULES**

#### **Adopted**

*Note: A copy of the Standard Constitution and By-Laws recommended by the International Association of Lions Clubs is made available at the time of induction into this club.*

#### **CONSTITUTION AND BY-LAWS**

The name of the Club shall be the "Lake of the Woods Lioness Lions Club", hereinafter referred to as the "Club", located at Lake of the Woods (LOW), Locust Grove, Virginia 22508. The Club is incorporated under the laws of Virginia as a non-profit organization and is classified by the IRS as a 501(c) (3) organization. However, donations and gifts to the Club do not qualify as a tax deduction to the donor. The Club hereby adopts the Standard Constitution and By-Laws recommended by the International Association of Lions Clubs, Publication LA-2, except for the amendments set forth immediately below, and as amended, they are incorporated into this document by reference.

1. Article VII, Section 1 of the Standard Constitution is amended to read as follows:

#### **Section 1. OFFICERS.**

The officers of this club shall be a President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, Tail Twister, Lion Tamer, Membership Director(s), Immediate Past President, and three Directors, serving two-year terms.

1. Article VIII, Section 1 of the Standard Constitution is amended to read as follows:

#### **Section 1. MEMBERS.**

The members of the board of directors shall be the officers identified in Article VII, Section 1 of the Standard Constitution, as amended.

4. Article VIII, Section 3 of the Standard Constitution is amended to be renumbered as Section 4.

1. Article VIII of the Standard Constitution is amended to add a new Section 3, which reads as follows:

### **Section 3. Remote Participation in Meetings of the Board of Directors.**

Members of the Board may participate in any meeting of the Board by means of remote communication. Members participating in a meeting of the Board by means of remote communication shall be deemed present in person and count towards the presence of a quorum and may vote at such a meeting if the Board verifies that each person participating remotely is a director and provides each such person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members of the Board, including an opportunity to communicate, and to read and hear the proceedings of the meeting, substantially concurrently with such proceedings.

### **STANDING RULES**

The following rules shall govern the operation of the Club in addition to the requirements of the Standard Constitution and By-Laws. In the event of any conflict between a Standing Rule and the Standard Constitution and/or Standard By-Laws, the provisions of the Standing Rule shall control.

### **RULE 1. BOARD OF DIRECTORS, ELECTIONS AND NOMINATIONS**

1. Election of Officers and Directors of the Club shall be held annually at the 1st Club meeting in April, in accordance with the Standard Constitution. Those members elected shall take office on July 1, following their election, and remain in office for one (1) year (July 1 through June 30), with the exception of any officer or director elected to a two (2) year term as provided in Section VII, Section 1 or Section VIII, Section 1 of the Standard Constitution, as amended.
1. The President shall appoint the Nomination Committee. This Committee is composed of five members: Immediate Past President as Chairperson, two (2) former Club Presidents, and two (2) additional members. The Chairperson and two (2) or more members shall constitute a quorum for committee deliberations. The Committee shall present to the General Membership a slate of one (1) or more candidates for each office listed in Article VIII, Section 1 of the Standard Constitution, as amended, above, at the March board meeting.
1. The Elections Committee shall be appointed by the President and shall consist of a Chairperson and two (2) or more members. The Committee shall hold the elections for Officers and Directors. If the slate consists of more than one (1) candidate for any office, the Elections Committee will prepare a written ballot for use by the Membership. The Elections Committee will count the votes and announce the winners before adjournment. If the slate consists of only one (1) candidate for each office, the Club Secretary may be instructed to cast one (1) ballot affirming the election of all Officers and Directors.
1. In the event of any conflict between any provision of 1.A, B. or C., and the Standard Constitution and/or Standard By-Laws, the provision of 1.A, B. or C. shall control.

## **RULE 2. CLUB ADVISORS**

Guiding Lions appointed by the District Governor will be the club advisor(s) and are invited to all Board Meetings to advise the President and Board of Directors on matters of Lionism and issues being considered.

## **RULE 3. DUTIES OF BOARD OFFICER POSITIONS**

### 1. Lion Tamer

The Lion Tamer shall be responsible for ensuring that the meetings are well organized and offer attractive meals in pleasant surroundings. The Tamer shall be responsible for coordinating with the food provider for all meetings. The Lion Tamer will establish the cost of the meals based on the cost charged by the provider with projected amount to cover the cost of guest meals. The Tamer will receive all calls from members who are not coming to the meeting and will be responsible for communicating with members who owe money for meals because they did not attend a meeting.

The Lion Tamer, or other person designated by the President, shall have charge of and be responsible for the property of the club, including flags, banners, gongs, and gavels. He/she shall put each in its proper place before each meeting and return the same to the proper storage place after each meeting.

### 1. Tail Twister

She shall promote harmony, good fellowship, life and enthusiasm in the meeting through appropriate stunts and games and judicious imposition of fines on club members. Fines will be submitted to the Treasurer for the Administrative Fund. The Committee is responsible for ensuring that individual Lioness are available to greet other members or guests as they arrive for Club meetings or other activities. The individual Greeter should make every effort to ensure that arriving members or guests feel welcome.

### 1. Membership Director

The Membership Director keeps attendance and calls members who have missed four (4) consecutive meetings. All members of the Club are ad-hoc members of this Committee. The Committee is responsible for recruiting and retaining members. The Committee is to interview all prospective members and then make a recommendation to the Board of Directors regarding the candidate's acceptability for membership as a LOW Lion. The Committee will report its activities monthly to the Board of Directors. The Committee will conduct at least one membership drive each year. The type of drive is at the discretion of the Committee. The Committee will ensure that brochures and literature about the LOW Lioness Lions Club are maintained in an up-to-date manner and that sufficient quantities are on hand for use by club members. The Committee also is responsible for providing New Member Orientation prior to induction. The program will cover International, State and District organizations as well as our local Club. It will also highlight opportunities to serve based on input from LOW Lions

committee chairs. The Membership Chairperson will inform the new members regarding the time and place of the Orientation. The President is invited to attend the Orientation. The Committee should ensure that each new member has received the member packet, including the annual Member Handbook and the Constitution and By-Laws.

#### **RULE 4. COMMITTEE STRUCTURE**

The Lake of the Woods Lioness Lions Club fulfills its mission through a variety of committees and subcommittees. At its discretion, the Board of Directors may elect to add additional standing committees or create ad hoc committees for a limited time or purpose, or to disband committees whose work has been completed. The President shall annually divide the committee oversight responsibilities among the Board of Directors and such assignments shall be published in the annual Member Handbook.

#### **RULE 5. COMMITTEES / PROGRAMS / ACTIVITIES**

Following is a list and a brief description of the committees, their responsibilities and their operations.

##### 1. Annual Report

The President or their designee should preserve all Lions Logs, copies of the *Orange County Review*, *Lake Currents*, brochures, programs, etc. from Lions activities in which member(s) of the Club participate. The President is responsible for preparing an Annual Report of accomplishments and club activities at the end of his/her term. Annual Reports are maintained in the Secretary's documents.

##### 2. Audit Committee

The committee will conduct an annual audit/review/compilation of the books of the Treasurer, at the end of each fiscal year. The Chairperson will meet with the Treasurer to obtain the financial records and conduct the audit. The Audit Committee Chairperson will provide a report to the Board of Directors no later than August 31.

##### 3. Bake Sale Committee

This committee will request donations of baked goods for sale at approved fundraising events i.e., the Christkindlmarkt and the Lioness Lions Craft and Flea Market. Baked goods and other refreshments for hospitality purposes are the responsibility of the committee.

##### 4. Community Outreach

Lioness Lions Club will reach out to the community to research service areas of need and areas of support in our community. Churches, Department of Social Services, Chambers of Commerce and other volunteer organizations are some of the organizations where the Club might provide support.

5. Fifty-Fifty

This committee will be responsible for the sale of raffle tickets at each dinner meeting and the drawing for the prize. This fund raiser will support the administrative fund.

6. LOWDOWN

The Editor is responsible for gathering information and photographs for articles, preparing the articles for the Log and posting on email and website.

7. Care and Share Committee

The primary responsibility of the chairperson is to keep the membership apprised of those members and/or their direct family members who are ill or who have passed away. The chairperson shall obtain a verbal approval from the member or the member's family prior to disclosing publicly any personal information. Club members will be encouraged to advise the Committee chairperson concerning members or their family who are ill. The Chairperson shall advise the President when any member is hospitalized, including where hospitalized and prognosis if known. Visitations will be made as circumstances permit.

In the event of death of any member, or any direct family member, the Chairperson will advise the Club President of any pertinent information that is available. Lioness participation in funeral or memorial services will be directed by the President.

Cards will be sent to these members in a timely fashion. The Chairperson shall make an oral report at each meeting concerning the status of those visited or contacted by telephone, relative to their illness. If a member of the Care and Share Committee is unable to provide the meeting report normally done by the chairperson the President will be asked to do so.

8. Chaplains Committee

The committee is responsible for the invocation at designated meetings and for assisting the families of deceased members who want to have a Lions/Lioness funeral service.

9. Constitution and Bylaws Committee

The Constitution and By-Laws Committee will review the Constitution and By-Laws on an annual basis and recommend any changes mandated by Lions International or the State Constitution and By-Laws. The Committee may also consider any changes submitted by the membership. The chairperson can also be considered the Parliamentarian and is knowledgeable about the Standard Constitution, the By-Laws, and the Standing Rules of the Club as well as Roberts Rules of Order. This Lion may be consulted during regular and/or board meetings.

## 10. Conventions / Training

The President should notify the general membership of the dates and costs of the various Conventions/Conferences. The conventions are usually well-attended with valuable information that will assist the club officers with their responsibilities. The Board may elect to reimburse members who attend conferences for all or some expenses.

## 11. Diabetes Committee/ Environment/ Sight

The LOW Lioness Club will support the LCI focus on Diabetes and the Environment includes the following responsibilities:

- Presenting information and guidance to the Club regarding diabetes.
- Providing a program, or a project for the Club on an annual basis, if possible.

In addition, during the May budget cycle, the Committee shall recommend the amount of money to be donated to the American Diabetes Association, Leader Dog School, Lions Sight Foundation of Virginia to the Finance Committee. The Committee shall inform the Treasurer the amount, date of disbursement, and to whom this money is to be disbursed during the fiscal year.

The Committee will work to ensure Club activities are carried out in an environmentally sensitive manner. This includes the proper disposal of trash and solid waste as well as the promotion of reusable items and recycling.

## 12. Eyeglass Recycling

The Committee supports the LOW LIONS Recycling Center located at the Ferris Building in Lake of the Woods. The Eyeglass Recycling Center coordinator is responsible for procuring and maintaining the equipment, scheduling of members to work at the Center, and coordination with other Lions Clubs and local organizations whose members volunteer time to work at the Center.

## 13. Finance Committee

The Finance Committee Chairperson will solicit input from all the Incoming Committee Chairpersons prior to the preparation of the budget. The Treasurer may be a member of the Finance Committee but should not be the Chairperson of the Committee. The Committee Chairperson will solicit input from the Treasurer regarding the status of each item for the previous year. The Finance Committee will conduct an annual meeting in May. The purpose of this meeting will be to prepare the Administrative budget and the Benevolence budget and to recommend the amount of dues to be charged for the fiscal year. The budgets and dues recommendations will be submitted for approval by Board of Directors at its first meeting to be held in May and the full membership in June.

#### 14. Member Handbook

The Committee will prepare the annual Member Handbook that includes a complete member roster, a listing of all committee assignments and other useful information. The Editor will consult with the Incoming President and the Program Chairperson. The Member Handbook should be ready for distribution at the August membership meeting.

#### 15. Nominations/Elections Committee

The Committee is composed of five members: Immediate Past President as Chairperson, one (1) former Club President, and three (3) additional members selected by the Immediate Past President. The Committee prepares a slate of one or more members for each office and the Board of Directors to be nominated at the March meeting. If more than one candidate is presented for an office, the Committee will prepare a ballot for use at the first membership meeting in April and will count the ballots and report the results before the end of the meeting.

#### 16. Parade (Fourth of July) Committee

The Fourth of July Parade Committee is planned and executed by the outgoing 3<sup>rd</sup> Vice President with support from the incoming 3<sup>rd</sup> Vice President. Planning and preparation begin at least two (2) months prior to the parade date. The Committee coordinates its activities and planning with the Chairperson of the Parade.

#### 17. Photographers

A photographer will be assigned to cover each meeting, project or activity of the Club to provide pictures for the annual report, scrapbook, Lions Log, and the Public Relations Committee.

#### 18. Programs Committee

The Committee meets no later than June to determine the programs for the following club year. The approved recommendations must be submitted in sufficient time for publication in the Club Member Handbook in August.

The programs must include those which provide support of our mission, and should include programs on the environment, vision, and hearing, diabetes. Pediatric cancer, and those mandated by the State Achievement Award, Charter Night and Installation of Officers are also mandated programs. Note: For Charter Night, the District Governor is the Guest Speaker and the Installation of Officers event, the Club President selects the Installing Officer (traditionally a past President or District Governor). The President plans the Charter Night Program.

The Chairperson or his/her designee will invite the speakers, inform the Lion Tamer of attendees, inform the LOW gate of outside guests, and send thank you notes to the speakers. The Committee will also inform the Finance Committee regarding funding requirements for special events; i.e., decorations, entertainment, programs

#### 19. Book Sale

The committee is responsible for a monthly fund raiser selling donated books to the community and accepting books from the community. The committee is responsible for placing signage in appropriate spots with the General Managers approval. The committee will ensure the appropriate number of Lioness to assist in this endeavor. In addition, the Lioness have the responsibility for returning the room used by Recycling back to its original order.

#### 20. Lioness Lions Shirt and Gift Sales

This committee is responsible for the procurement, advertisement and sale of items such as White House Ornaments, and the necessary record keeping. This committee will order a supply of shirts for the members to purchase with a small profit for the Administrative Fund.

#### 21. Holiday House Tour

This fundraiser is held every other year, and the committee is responsible to select the appropriate number of homes for the tour, advertise and sell tickets, arrange for refreshments, prepare the tour program and arrange for members to assist the homeowners in their preparation for the tour.

#### 22. Craft and Flea Market Sale

This committee will plan and arrange for a flea market open to all vendors. Table space will be sold to vendors for a fee.

#### 23. Christkindlmarkt Committee

This committee will plan for participation in the annual community event held in early December.

#### 24. Public Relations Committee

The Committee is responsible for providing information on Club activities for the monthly Lioness Lions article in the Lake Currents, Channel 18, and LOW Lions Website. The Committee will solicit information from the other committees, if not provided, to ensure articles of interest each month. The Committee will send all press releases to the news media in Orange, Fredericksburg, and Culpeper. These should include but are not limited to announcements about fund raising projects, services or funds provided to various people and groups, awards and honors presented to members or others in the community and new officers.

#### 25. S.A.F.E (Services to Abused Families)

This committee will provide Club support to the Services to Abused Families, Inc. in Culpeper.

## 26. Visitation Committee

The Committee is responsible for initiating and recording visits by our Club members to meetings of other Lions or Lioness Clubs, to District Conferences, to the State Convention, to the International Convention, to the USA/Canada Lions Leadership Forum, or to the Lions Area Medical Program (LAMP).

The Committee should meet early in the fiscal year to organize a visitation program for that year since the official visitation program runs from July 1 through June 31. Every LOW Lion should be included in the program which will consist of teams of three (3) or more members being assigned to visit every Lion or Lioness Club in our Region and to as many clubs as possible outside the Region within a reasonable traveling distance. Visitations outside the state only require one Lioness from the club in attendance.

When Lions make a visit to a Club, a District 24-L Visitation Form, supplied by this Committee, should be used to secure a signature of an official of the Club visited and to record the mileage to the visited Club or activity. This form must be submitted by the visitors to a selected member of this Committee who will record the necessary information for transfer to the District Visitation Chairperson.

The Chairperson of the Committee should keep the Membership informed about the Visitation Program and its progress. The Committee should maintain close supervision over the program and the goal of visiting all Clubs in the District and develop incentives to encourage members to support the visitation program.

The Governor's Award is presented to the Club that visits all the clubs in its Region and a Grand Award is presented to the Club that completes visits to the most Clubs. The awards are made at the Fall Conference in September.

## 27. Website / Facebook

The Lake of the Woods Lioness Lions website and Facebook page provides general information about LOW Lioness Lions activities. It contains upcoming events, the meal menu, a listing of club officers and other information. The webmaster is responsible for posting information to the website and Facebook.

## 28. White Cane Committee

The Committee will support the efforts of LOW LIONS White Cane Days to obtaining funds to assist the Lioness Lions Club with charitable activities to benefit funding the various visons programs we support. All members are expected to participate. The Chairperson will coordinate with the LOW Lions White Cane Chairperson to assist with staffing the sites. The distribution of funds between the two (2) Clubs will be based on the percent of work hours provided by each Club.

### 29. Wilderness Food Pantry Committee

The LOW Lions Club established the Lions Wilderness Food Pantry to provide supplementary food for needy persons in Orange and portions of surrounding counties. The Food Pantry Chairperson will publish the dates each month that the Food Pantry will be open to serve those in need. The Food Pantry is staffed by volunteers from the LOW Lioness Lions, Lions Clubs, as well as other Lake of the Woods clubs and local communities. The Lioness Lions Chairperson will be responsible for scheduling volunteers to work with the Pantry.

### 30. Youth Outreach Committee

The Youth Outreach Committee supports those activities (sports, youth organizations, the Lake Youth Foundation, etc.) designed to encourage, develop, and support youth in their growth in becoming productive, responsible, and contributing citizens.

### 31. Youth Scholarships Committee/Germanna Scholarship Committee

Youth Scholarships is that portion of our Youth Outreach Program designed to encourage and support young people in their quest for both academic excellence and community service. The focus of these scholarships is not just academic achievement but also the student's involvement in community service. The Committee annually determines the number and amount of scholarships available for the year.

The Germanna Scholarships for a single parent attending Germanna Community College is focused on those single parents in need and with academic excellence.

The Committee seeks recommendations from school counselors for students in Orange High School, Germanna Community College, Home-Schooling and other High School students residing in Orange County. The chairperson of the committee will work closely with the committee members, parents and school officials to select worthy recipients. Those students will receive financial assistance toward their educational goals.

## **RULE 6. COMMITTEE CHAIRPERSON'S RESPONSIBILITIES**

1. Committee chairpersons are encouraged to schedule a committee meeting early, preferably in June, to:
  - Identify and contact each member of the committee.
  - Select a vice chairperson to assist in leading the committee's work.
  - Schedule meetings as needed to set committee goals for the year, determine tasks, timelines and responsibilities to achieve the goals and report on progress.
  - Determine the Committee budget requests (from the Administrative and Foundation Funds) for submission to the Board.
  - If the Committee is responsible for a program, decide the topic, who will contact the speaker, etc. (Committees responsible for programs are Diabetes, Hearing, Membership, Safety, Sight, and Youth Outreach). Contact the President for the date of your program.

- Committee chairpersons should communicate with their assigned Vice President and if necessary, attend the Board of Directors meetings when a committee project is approaching, and to assist the Vice President in communicating the issues. The Vice President should ensure that the event is placed on the board meeting agenda a week prior to the meeting.
- Committee chairpersons must notify the Treasurer when to issue a check for Benevolence donations, to whom it should be written and where it should be sent. The chairperson should prepare and give to the Treasurer a cover letter to be included with the check. (*Note: The Treasurer will not automatically send checks for budgeted items*).
- Committee chairpersons must report to the Club Secretary the Committee activities undertaken, the names of Lion members participating, and the hours worked by the 25<sup>th</sup> of each month.
- Committee chairpersons should notify the Public Relations Chairperson and the Photographers Chairperson for publicity for each project or activity. The Editor of the Lions Log should be provided information regarding dates of programs and/or projects for possible inclusion in the monthly Log.

Help is always available from the Board of Directors officer assigned to each committee. The assigned Board of Directors officer, in ex-officio status, should be invited to each committee meeting.

## **RULE 7. MEMBERSHIP RESPONSIBILITIES**

### 1. Meeting Attendance

Members are expected to attend the monthly membership meeting.

### 1. Dinner Reservations

All members are expected to attend the monthly regular Membership/Business meeting. If a member is unable to attend, she must contact the Lion Tamer no later than Sunday prior to the scheduled dinner meeting or event to cancel the reservation. If the member has not cancelled his/her dinner reservation, as stated above, the member is responsible for paying for that meal.

### 1. Guest Policy/Prospective Members/District Governor

A member shall be responsible for the cost of his/her guest(s) meals. The Club will pay for the cost of the meals for the District Governor and his/her spouse on official visits to the Club. The Club may also pay for meals for other guest speakers and individuals as approved by the Board.

## Meeting Schedules

- Membership/Business Meetings – The monthly Dinner meeting is held the second Thursday of the month commencing at 5:15 p.m. social hour and dinner at 6:00 p. m. at the LOW Clubhouse except for January when there is no meeting.
- Board Meeting – The regular meeting of the board is held the fourth Thursday of the month at 7:00 pm at LOW Church except for the month of November when there is no meeting. In December, the board meeting is held the first Thursday of the month. Members are encouraged to attend the monthly meeting to learn about additional opportunities to serve and to raise and discuss issues of concerns.

## **RULE 8. ANNUAL DUES AND MEMBERSHIP STATUS**

- Annual dues are due and payable in July of each year. The Treasurer will send out the Dues Statement July 1. A second notice for dues not received will be sent to the outstanding members by August 1. A third notice will be sent out September 1. If payment has not been made by the 2<sup>nd</sup> Thursday in September, the member will be dropped from the club for non-payment of dues.
- Active Members are eligible to seek, if qualified, any office in this club, district or association and shall have the right to vote on all matters requiring a vote of the membership; and such obligation shall include prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community.
- Member-At-Large status may be granted to an active member by the Board of Directors if she expects to be absent from meetings for two but not more than six meetings, or because of health or other legitimate reason is unable regularly to attend Club meetings and desires to retain membership in this Club and upon whom the Board of Directors desires to confer this status. This status shall be reviewed every six months by the Board of Directors. Members-At-Large may not hold office and will be responsible for all annual dues.
- Affiliate Member status may be granted to a qualified individual of the community who currently is not able to fully participate as an Active member of the club by attending meetings, but desires to support the club and its community service initiatives and be affiliated with the club. Should she be able to attend a meeting, would call the Tamer. These affiliate members would not serve as an officer. They would not be counted as part of a quorum for conduct of business but would still be responsible for annual dues. This status may be conferred by invitation of the Board of Directors.
- Associate Members status is granted to a member who holds her primary membership status in another Lions Club but maintains a residence or is employed in the community of LOW Lioness Lions Club. The club shall not report an associate on its membership reporting to LIONS of Virginia or LCI. An associate may not hold club, state or delegate office but may vote on all club affairs. The associate is not responsible for state or LCI dues but is responsible for **club dues**.

## **RULE 9. HONORS/AWARDS**

### 1. Melvin Jones Fellowship Award

Named for the Lions Club founder, the Melvin Jones Fellowship Award is the highest honor bestowed by the Club and recognizes a Lioness who has participated in multiple Lioness Lions Club activities and has served the community and the club in an outstanding manner. Nominations for this award are made by the Board of Directors.

### 1. President's Commendation

The President may recognize a Lioness Lion who has performed a significant service to the work of the Club by presenting a commendation at any meeting of the membership.

## **RULE 11. AMENDMENTS**

These Standing Rules and the LOW Lioness Lions Club Committee responsibilities set forth above may be amended at any regular Club meeting where a quorum is present, by majority vote of the members present and voting provided that the change is approved by the Board of Directors and notice of such amendments(s) is made available in printed form or electronic form and transmitted by letter, email or publication in the Lions Log to the general membership no less than twenty calendar (20) days prior to such vote.

## **RULE 12. INITIAL REGISTERED AGENT**

The name of the Corporation's initial registered agent is Walter E. Diercks, who is an individual who is a resident of Virginia and a member of the Virginia State Bar. The Corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 226 Birchside Circle, Locust Grove, Virginia 22508. The registered office is located in Orange County, Virginia.

## **RULE 13. EFFECTIVE DATE**

This document becomes effective subsequent to approval by the Board and the General Membership. This document supersedes the Club's Constitution and By-Laws dated May 5, 2010.

Date: September 28, 2017

Date: November 9, 2017

**(Board Approved)**

**(Membership Approved)**

Donalda M. Lovelace  
**President**

Janite Hamilton  
**Secretary**