



# **LAKE OF THE WOODS LIONESS LIONS CLUB**

Chartered by

**The International Association of Lions Clubs**

**CONSTITUTION AND BYLAWS**

# *Lions Clubs International*

## **PURPOSES**

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

**TO COORDINATE** *the activities and standardize the administration of Lioness Lions clubs.*

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

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

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

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

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

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

## **VISION STATEMENT**

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

## **MISSION STATEMENT**

**TO EMPOWER** *Lioness Lions clubs, volunteers and partners to improve health and well-being, strengthen communities, and support those in need through humanitarian service and grants that impact lives globally, and encourage peace and international understanding.*

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# LAKE OF THE WOODS LIONESS LIONS CONSTITUTION

## ARTICLE I

### Name

The name of this organization shall be Lake of the Woods Lioness Lions Club (herein referred to as "the Club"), chartered by, and under the jurisdiction of the International Association of Lions Clubs.

## ARTICLE II

### Purposes

The purposes of the Club shall be:

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

## ARTICLE III

### Membership

Section 1. **ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Article I of the bylaws any person of legal majority and good moral character and good reputation in their community, may be granted membership in the Club.

Section 2. **MEMBERSHIP BY INVITATION.** Membership in the Club shall be acquired by invitation only. Nominations shall be made by a member in good standing who shall act as sponsor and be submitted to the membership chairperson or the Club secretary, who, after investigation by the membership committee, shall submit the same to the Club Officers. If approved by a majority of the Board of Directors ("Board"), the prospect may then be invited to become a member of the Club. A properly filled out membership form, duly signed, as well as the entrance fee and dues must be received by the secretary before the nominee is reported to and officially recognized by the association as a Lioness member.

Section 3. **FORFEITURE OF MEMBERSHIP.** Any member may be expelled from the Club for cause by a two-thirds vote of the entire Board. Upon removal from the Club, any and all right to use the name "LIONESS," the emblem and other insignia of the Club and this

association shall be forfeited. The Club shall remove members whose conduct has been deemed a violation of the International Constitution and Bylaws and Board Policy and unbecoming a Lioness by the International Office or otherwise face charter cancellation. Any elected officer must be removed from office as provided in Article 7, Section 2 of this constitution prior to forfeiture of membership under this section.

#### **ARTICLE IV** **Emblem, Colors, Slogan and Motto**

Section 1. **EMBLEM.** The emblem of the Club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the Club shall be according to the guidelines established in the Bylaws.

Section 3. **TIME LIMIT.** Each member of the Club shall be entitled to wear or otherwise display the emblem in a dignified and appropriate manner only during the period of membership. Such entitlement shall automatically cease upon termination of membership or the dissolution of the Club.

Section 4. **COLORS.** The colors of the Club and of each chartered club shall be purple and gold.

Section 5. **SLOGAN.** The slogan of the Club shall be: Liberty, Intelligence, Opportunity, Nation, Excellence, Service and Safety.

Section 6. **MOTTO.** The motto of the Club shall be: We Serve.

#### **ARTICLE V** **Supremacy**

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

**ARTICLE VI**  
**Club Size**

Our Lioness Club should strive to maintain 20 members; the numerical minimum membership required to receive a charter.

**ARTICLE VII**  
**Officers**

Section 1. **OFFICERS.** The executive officers of the Club shall be a president, immediate past president, three vice presidents, secretary(s), foundation treasurer, and administrative treasurer.

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

**ARTICLE VIII**  
**Board of Directors**

Section 1. **MEMBERS.** The voting members of the Board shall be Executive Club Officers, the Lion Tamers, Tail Twister, Club Lions Club International Foundation (LCIF) Coordinator, Program Coordinator, and Membership Director(s) and all other elected Directors and/or Chairpersons.

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

Section 3. **DUTIES AND POWERS.** In addition to those duties and powers, expressed and implied, set forth elsewhere in this Constitution and Bylaws, the Board shall have the following duties and powers:

- (a) It shall constitute the executive board of the Club and be responsible for the execution, through the club officers, of the policies approved by the Club. All new business and policies of the Club shall be considered and shaped, first, by the Board for presentation to and approval by the Club members at a regular or special Club meeting.
- (b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of the Club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- (c) It shall have power to modify, override or rescind the action of any officer of the Club.
- (d) It shall have the books, accounts and operations of the Club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the

handling of any Club funds by any officer, committee or member of the Club. Any member of the Club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

- (e) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of the Club.
- (f) It shall appoint the surety for the bonding of any officer of the Club.
- (g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the income of projects or activities of the Club by which funds are raised from the public.
- (h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the Board.
- (i) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund shall be established to record activity or public funds raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.

## **ARTICLE IX**

### **Delegates to International and District Conventions**

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

Section 2. **DELEGATE ENTITLEMENT DISTRICT/ MULTIPLE DISTRICT CONVENTION.** Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, the Club shall be entitled to send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. The Club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in this Club, or major fraction thereof, of the Club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. Each certified delegate

present in person shall be entitled to cast one (1) vote of their choice for each office to be filled by, and one (1) vote of their choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

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

## **ARTICLE X**

### **Club Funds**

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

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

## **ARTICLE XI**

### **Amendments**

Section 1. **AMENDING PROCEDURE**. This constitution may be amended at any regular or special meeting of the Club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the Board has previously considered the merits of the amendments.

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

# LAKE OF THE WOODS LIONESS LIONS BYLAWS

## ARTICLE I Membership

### Section 1. MEMBERSHIP ELIGIBILITY

- (a) Membership in the Club shall be granted to any person who is of legal age and who, upon sponsorship by a member of the Club with the approval of the Club Officers, accepts a written invitation to join and pays the required fees of this club.
- (b) Any individual requesting membership must complete the following:
  - (1) Two (2) service projects
  - (2) Attend two (2) dinner meetings
  - (3) Complete Orientation
- (c) Memberships in the Club shall be Active and such other classes as the bylaws of the Club may provide. Members of all classes shall be included in the total membership count for the purpose of determining the annual State dues.
- (d) By accepting membership herein, each member of the Club agrees to uphold and be bound by the provisions of the Constitution and Bylaws of the Lake of the Woods Lioness Lions Club and policies of the Lions of Virginia.

### Section 2. MEMBERSHIP CATEGORIES

- (a) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lioness Club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in Club activities and conduct reflecting a favorable image of the Lioness Club in the community. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. This membership category shall be included in the club delegate formula calculation.
- (b) **MEMBER-AT-LARGE (MAL):** A member of the Club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in the Club, and upon whom Officers of the Club desire to confer this status. An MAL may be eligible to vote on Club matters, at meetings where they are present in person. This status shall be reviewed each six months and voted upon by the Club Officers. A MAL shall not be eligible to hold office or to vote in district, international meetings or conventions, but shall pay such dues as the

local club may charge, which dues shall include district and international dues. This membership category shall be included in the club delegate formula calculation.

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

An Associate Member may be eligible to vote on Club matters, at meetings where they are present in person, but may not represent the Club as a delegate at district (single, sub-, provisional and/or multiple) or international conventions. They shall not be eligible to hold Club, district or international office, nor district, multiple district or international committee assignments through the Club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; provided, however, nothing shall prevent the Club from assessing an Associate such dues as it shall deem proper. This membership category shall not be included in the Club delegate formula calculation.

- (d) **AFFILIATE MEMBER (AFL):** An individual of the community who currently is not able to fully participate as an Active member of the Club but desires to support the Club and its community service initiatives and be affiliated with the Club. This status may be conferred by the invitation of the Club's Officers.

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

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

**Section 3. GOOD STANDING.** Only members in good standing may exercise the voting privilege and hold office in the Club. Any member who fails to pay any indebtedness due the Club within thirty (30) days after receipt of written notice from the Secretary shall forfeit their good standing and shall so remain until such indebtedness is paid in full.

**Section 4. DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions/Lioness club.

**Section 5. RESIGNATIONS.** Any member may resign from the Club. Resignation shall be in writing and is effective upon acceptance by the Club Officers. The Club Officers may withhold acceptance, however, until all indebtedness has been paid and/or all Club funds and property

have been returned. All right to the use of the name "LIONESSE," the emblem and other insignia of this Club and the association cease when membership is terminated.

Section 6. **REINSTATEMENT OF MEMBERSHIP.** Any member dropped from membership in good standing may be reinstated by the Club Officers and will retain their prior Lions service record as part of their total Lioness service record. Members that have been dropped from membership for more than twelve (12) months must be approved in accordance with Article III, Section 2 of the Constitution.

Section 7. **TRANSFER MEMBERSHIP.** The Club may grant membership on a transfer basis to one who has terminated or is terminating their membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than twelve (12) months have elapsed between termination of their membership in another club and submittal of completed transfer member form or current membership card, they may acquire membership in the Club only under the provisions of Article III, Section 2 of the Constitution. Members that wish to transfer from the Club to another club must submit a transfer form to be completed by the Secretary. The Secretary is obligated to complete a transfer form(s) without delay unless the Club Officers are withholding acceptance of the member's resignation and transfer due to the member's financial indebtedness to the Club and/or failure to return any Club funds or property.

Section 8. **FAILURE TO PAY.** The secretary shall submit to the Club Officers the name of any member who fails to pay any indebtedness due the Club within 60 days after receipt from the secretary of written notice. The Club Officers shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section 9. **ATTENDANCE AND PARTICIPATION.** The Club shall encourage regular participation in club meetings, activities and volunteer service projects.

## **ARTICLE II**

### **Elections and Filling Vacancies**

The officers of the Club and other members of the Board, excluding the immediate past president, shall be elected as follows:

Section 1. **ANNUAL ELECTION.** Subject to the provisions of Sections 8 and 9 of this Article, all officers and members of the Board, other than Directors, shall be elected annually and shall take office on July 1<sup>st</sup>, and shall hold office for one year from that date, or until their successors shall have been elected and qualified. The Secretary shall promptly report the newly elected officers to the International Office within 15 days of the election.

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

of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

**Section 3. ELIGIBILITY FOR OFFICE.** No person shall be eligible to hold office in the Club unless they are an active member in good standing.

**Section 4. NOMINATING COMMITTEE.** The immediate past President and the two (2) past Presidents shall form a nominating committee which shall submit the names of candidates for the various club offices to the Club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

**Section 5. NOMINATIONS FROM THE FLOOR.** At the February membership meeting, nominations shall be taken from the floor.

**Section 6. NOMINATION MEETING.** A nomination meeting shall be held in March of each year or as determined by the immediate past president, with the date and place of such meeting to be determined by the immediate past president. Notice of the meeting shall be published by regular post or electronic means or by personal delivery to each member of the Club at least fourteen (14) calendar days prior to the date of the meeting.

**Section 7. ELECTION.** An election shall be held at the April dinner meeting. Notice of the election shall be published by regular post or electronic means or by personal delivery to each member of the Club at least fourteen (14) calendar days prior the date of the election. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and subject to Section 3. above, a statement that these nominees will be voted upon at this election. No nominations may be made from the floor at the election.

**Section 8. BALLOT.** The election shall be conducted by written ballot or verbal vote by those present and at the discretion of the Nominating Committee

**Section 9. VOTES REQUIRED.** The officer candidate is required to secure a majority of the votes cast by the Club members present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

**Section 10. NOMINEE UNABLE TO SERVE.** If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which they were nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

**Section 11. VACANCY.** If the office of President or of any Vice President shall become vacant for any reason, the Vice Presidents shall advance in office, according to their rank. In the event

such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar day notice of the time and place, which time and place shall be determined by the Club Officers, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the Club Officers shall appoint a member to fill the unexpired term. In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the Club shall have power to fill such vacancies by an election held at any regular meeting of the Club upon prior notice, and in the manner, specified in Section 12. hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 12. **REPLACEMENT OF OFFICERS-ELECT.** In the event any officer-elect, before their term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer elect. Fourteen (14) calendar days prior notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail, email or personal delivery. The election shall be held immediately after nominations have been closed. A plurality vote shall be necessary for election.

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

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

- (a) Serve as chief executive officer.
- (b) Preside at all meetings of the board of directors.
- (c) Chair the Club Global Action Team and ensure the following:
  - (1) Ensure the election of qualified Lioness leaders.
  - (2) Ensure regular meetings to discuss and advance initiatives established by the Global Action Team.
  - (3) Collaborate with the district Global Action Team and other club presidents to further initiatives focused on expanding humanitarian service, leadership development and membership growth.
- (d) In collaboration with the Club Officers and committee chairpersons, implement a plan for membership growth, community engagement, operational improvement and the fulfillment of humanitarian services as presented and approved by the Board.

- (e) Issue the call for regular meetings and special meetings of the Board of the Club.
- (f) Appoint standing and special committees and cooperate with chairpersons to effect regular functioning and reporting of such committees.
- (g) See that regular elections are duly called, noticed and held.
- (h) Ensure the Club is operating in accordance with local laws.
- (i) Ensure proper administration of Club operations by ensuring that all Club Officers and members adhere to the Club's Constitution and Bylaws and the International Constitution and Bylaws.
- (j) Encourage diplomacy and solve disputes in a fair and transparent fashion utilizing the Dispute Resolution Procedure if needed.
- (k) Be an active member of the district governor's advisory committee of the zone in which this Club is located.
- (l) Serve as a mentor to Vice Presidents to ensure the continuance of effective leadership.
- (m) The President may not serve in any other Club Officer position.

**Section 2. IMMEDIATE PAST PRESIDENT.** Three (3) immediate past Presidents (current and two (2) previous past Presidents to be on the Board to serve as mentors to the Club president and Vice Presidents. The most current President shall serve as the Club LCIF coordinator unless another Lioness is appointed to this position.

**NOTE:** the two (2) previous past Presidents serve in an advisory capacity only and are non-voting members of the Board.

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

- (a) Conduct an annual Club quality assessment and collaborate with the Club officers, specifically members of the Club's Global Action Team and other committee chairpersons during their term as first vice president. Develop a plan for membership growth, community engagement, and the fulfillment of humanitarian services to be presented and approved by the board of directors during their term as president.
- (b) Serve as a key member of the Club's Global Action Team as the Club Leadership Chairperson and along with other members of the leadership committee:
  - (1) Ensure that new members are provided with an effective orientation so new members understand how the Club operates within its district, multiple district and Lions Clubs International, with the support of the Club Membership Chairperson.

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

Section 4. **SECOND VICE PRESIDENT.** The 2<sup>nd</sup> Vice President serves as the Club Service Chairperson. If the 1<sup>st</sup> Vice President is unable to perform the duties of their office for any reason, the 2<sup>nd</sup> Vice President shall occupy the position and perform the duties with the same authority as the President.

The responsibilities for the Club Service Chairperson are as follows:

- (a) Serve as a key member of the Club's Global Action Team as the Club Service Chairperson.
- (b) Collaborate with the District Global Service Coordinator, Club LCIF Coordinator, district leaders, members of the club's service committee and others to develop and communicate annual service goals and action plans. Goals and action plans should address current

community needs and/or LCI's global causes and can be comprised of advocacy and fundraising in addition to direct service to beneficiaries.

- (c) Lead the Service Committee to implement the Club's service action plans in order to achieve the Club's service goals.
- (d) Incorporate opportunities for local youth and Leos to engage in all aspects of service activities, including goal setting, implementation, project evaluation and reporting.
- (e) Report service activities to the Club Secretary. (Report to Lions Club International).
- (f) Serve as a Club resource on current community needs by monitoring the service activities of other service clubs, developing community partnerships to expand service, and utilizing tools and resources offered by Lions Clubs International and Lions Clubs International Foundation.
- (g) Increase member satisfaction by encouraging participation and engagement in service projects.
- (h) Collaborate with the Club Membership Chairperson and other Club committees to promote membership opportunities to non-Lions during service projects.
- (i) Attend the district governor's advisory committee meeting of the zone in which this Club is located when appropriate.

Section 5. **THIRD VICE PRESIDENT.** The 3<sup>rd</sup> Vice President serves as the Marketing Chairperson. If the 2<sup>nd</sup> Vice President is unable to perform the duties of their office for any reason, the 3<sup>rd</sup> Vice President shall occupy the position and perform the duties with the same authority as the President.

The responsibilities for the Marketing Chairperson may be as follows:

- (a) Develop and implement an annual publicity plan in collaboration with the Club Membership Chair and Publicity Committee. The plan should consider internal and external audiences, including Club members, social media, news media, supporters/sponsors and potential new members.
- (b) Collaborate directly with the Global Action Team to stay connected to all membership, leadership, and service programs, projects, and events.
- (c) Understand global brand guidelines and support proper use of brand materials in Club events and service projects.
- (d) Work closely with the Publicity Committee to ensure the work of the Club is promoted on social media. Develop a social media post calendar to follow Club service, community involvement, and membership activities.

- (e) Work closely with the Club Membership Chairperson to target and reach out to new and potential Club members.
- (f) Work with the Publicity Committee to develop club marketing and public relations talking point for Club members. Use word-of-mouth marketing tactics to promote the Club and recruit new members.
- (g) Working with Club leadership and the Publicity Committee, submit marketing award application for consideration for the Lions International Marketing Award.
- (h) Motivate members to be brand ambassadors. Encourage members to take photos, share on social media, wear brand apparel, and share Lioness messages during community involvement opportunities.
- (i) Work with the Publicity Committee to publicize Club activities, including service projects, fundraisers, donations, Lions Clubs International sponsored contests and other newsworthy accomplishments both internally and externally via the news media, social media, and other effective means.
- (j) Assist the Club president in communicating information from the district, multiple district and international headquarters with the Club members.
- (k) Attend the District Governor's advisory committee meeting of the zone in which this club is located when appropriate.
- (l) Participate in meetings held by the District Marketing Chairperson.
- (m) Coordinate volunteers for the 4<sup>th</sup> of July Parade held at Lake of the Woods.
- (n) Coordinate volunteers for the Lake of the Woods Halloween on the Point.

Section 6. **SECRETARY(S)**. Shall be under the supervision and direction of the President and the Board and shall act as the liaison officer between this Club and the district (single, sub- and multiple) in which the Club is located, and the association. The responsibilities for this position shall be as follows:

- (a) Submit regular monthly and other reports to the international office of the association containing such information as may be called for by the BOD of this association.
- (b) Submit to the district governor's cabinet such reports as it may require.
- (c) Be an active member of the district governor's advisory committee of the zone in which the Club is located.
- (d) Have custody, keep and maintain general records of the Club, including records of minutes of Club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members Club accounts.

- (e) Report service activities to Lions Club International.
- (e) Deliver, in a timely manner, at the conclusion of their term in office, the general records of the Club to their successor in office.

Section 7. **ADMINISTRATIVE TREASURER.** The responsibilities for this position shall be as follows:

- (a) Receive all monies, from dinner meetings, dues, fines and individual contributions and deposit the same in the bank.
- (b) Arrange for issuance, in cooperation with the secretary, quarterly or semi-annual statements to each member for dues and other financial obligations owed to the Club and report payments to the Board.
- (c) Pay out monies in payment of Club obligations only on authority given by the Club Officers.
- (d) Reconcile with Tamers funds received for no-shows at dinner meetings.
- (e) Have custody and keep and maintain general records of Club receipts and disbursements.
- (f) Prepare and submit monthly and semi-annual financial reports to the Board.
- (g) Deliver, in a timely manner, at the conclusion of their term in office, the reconciled financial accounts, funds and records of the Club to their successor in office.
- (h) Remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) Constitution and Bylaws.
- (i) Prepare annual budget:
  - (1) Meet with Finance Committee in March.
  - (2) Present Budget to Board in May.
  - (3) Present to Membership at the June meeting.
  - (4) Implement budget in July.
- (j) File an annual Form 990 with the IRS.
- (k) File and pay VA State Corporation Commission report and fee.
- (l) Serve as Chairperson for the Finance Committee.
- (m) Prepare documents for annual audit requested by the Auditor.

Section 8. **ACTIVITY (FOUNDATION) TREASURER.** The responsibilities for this position shall be as follows:

- (a) Receive all monies raised by asking support from the public.
- (b) Pay out monies in payment of Club obligations only on authority given by the Club Officers..
- (c) Prepare and submit monthly and semi-annual financial reports to the Board.
- (d) Have custody and keep and maintain general records of club receipts and disbursements.
- (e) Deliver, in a timely manner, at the conclusion of their term in office, the reconciled financial accounts, funds and records of the Club to their successor in office.
- (f) File an annual Form 990EZ with the IRS.
- (g) File and pay VA State Corporation Commission report and fee.
- (h) Prepare annual budget:
  - (1) Meet with Finance Committee in March.
  - (2) Present Budget to Board in May.
  - (3) Present to Membership at the June meeting.
  - (4) Implement budget in July.

**ARTICLE IV  
Board of Directors**

In addition to the Club Officers, the following chairpersons, when elected, will serve on the Board as non-voting members in addition to any other elected position that the club finds necessary.

Section 1. **MEMBERSHIP CHAIRPERSON.** Develop and lead a Membership Committee to help implement action plans to achieve the Club's membership goals and to positively increase the member experience. The Membership Chairperson shall encourage all members to participate in membership growth by inviting prospective members to the Club and follow-up with prospective members promptly. The Committee shall promote a harmonious Club atmosphere by listening to and addressing, in conjunction with the BOD, concerns that prevent a positive member experience. Additionally, the Chairperson shall engage new members in activities that are of interest to the member through collaboration with Club Committees. Most importantly, ensure that new members are provided with an effective orientation so new members understand how the Club operates.

Section 2. **PROGRAM COORDINATOR.** Improve general meetings and keep members informed of topics of importance to members by scheduling speakers and entertainment for general meetings based on the interests of Club members. The Program Coordinator obtains permission for speakers from the President and informs the Lion Tamers of all logistical issues that need to be taken care off. They welcome speaker(s) upon arrival and ensure proper seating and welcoming during events.

Section 3. **CLUB LCIF COORDINATOR.** Communicate the mission and success of LCIF and its importance to Lions Clubs International, implements LCIF development strategies within the Club and collaborate with LCIF district coordinator to promote LCIF in the local area to ensure alignment with district goals. This position also collaborates with the Club Service Chairperson and the Global Action Team to support club initiatives.

Section 4. **LION TAMERS.** Shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel. Lion Tamers shall put each item in its proper place before each meeting and return the same to the proper storage area after each meeting. They shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at Club and Board meetings. In preparation for any meeting Lion Tamers are responsible for coordinating all equipment, coordinating with the Food and Beverage Director for dinner meals and collect all money.

Section 5. **TAIL TWISTER.** Shall promote harmony, good fellowship, enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on Club members. There shall be no ruling from their decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the Board of the Club. All monies collected by the Tail Twister shall be immediately turned over to the Administrative Treasurer and a receipt be given.

Section 6. **DIRECTOR(s).** Provide additional oversight for items placed before the Board. The term of office is two-years in duration. Directors shall be responsible for planning and setting up some group events, such as picnics, outings to special events, i.e. garden club tour, Old House dinner, etc. Directors will communicate events to all Lionesses and take care of all the details of the events. Directors have other duties as determined and assigned by the Club Officers.

- (a) As designated by the Club Officers, shall serve as the Parliamentarian during all dinner meetings and may be consulted during regular Board meetings.
- (b) Designated Director shall be knowledgeable about the Standard Constitution, the Bylaws, and the Standing Rules of the Club as well as Roberts Rules of Order.
- (c) Reviews the Constitution and Bylaws on an annual basis and recommends any changes mandated by Lions International or the State Constitution and Bylaws.
- (d) Be responsible for raising funds for the administrative account.

## **ARTICLE V**

### **Committees**

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

- (a) **MEMBERSHIP AWARDS.** Research and plan for recognition service awards as required by Club Officers.
- (b) **BRIDGES.** Provides Club support as needed to Bridges.
- (c) **BOOK SALE.** Conduct a monthly fundraiser at the selling of books donated to the Lioness Club. The committee is responsible for placing signage in appropriate spots with the LOW General Manager's approval. The committee will ensure the appropriate number of Lioness' to assist in this endeavor. In addition, the Lionesses have the responsibility to return the room used to its original order.
- (d) **CARD PARTY & FASHION SHOW.** Arranges for the Clubhouse for this event, advertises, takes reservations, sells tickets, solicits and provides auction items, raffle prizes, sends thank you notes to donors and hosts the event. Additionally, determines the vendor for clothing for the fashion show.
- (e) **CARE AND SHARE.** The primary responsibility of the Chairperson of this Committee 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.
- (f) **CHRISTKINDELMARKT/CHRISTMAS BAZAAR.** Plans and organizes for the participation in the annual community event held early December.
- (g) **CONCERT ON THE POINT.** The 2<sup>nd</sup> Vice President plans for and arranges for the sale of 50/50 tickets. Coordinates with the organization responsible for planning concerts on the point for the date.
- (h) **EYEGLASS RECYCLING.** Supports the LOW LIONS Recycling Center located at the Ferris Building in Lake of the Woods. The Eyeglass Recycling Center coordinator is responsible for scheduling of members to work at the Center and coordination with other Lion clubs and local organizations whose members volunteer time to work at the Center.

- (i) **DINNER DANCES.** Responsible for all aspects for the dinner dances, this includes but is not limited to: arrangements for the venue, meals and music, advertises, takes reservations, sells tickets, solicits and provides auction items, provides decorations and sends thank you notes.
- (j) **FIFTY-FIFTY.** 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.
- (k) **FINANCE COMMITTEE.** Chaired by the Treasurers to establish a detailed administrative and foundation budget for the approval of the Club's Officers, ensures proper documentation and authorization of funds, arranges for the annual audit of club accounts, and ensures the delivery of all financial information to the successor committee.
- (l) **GLOBAL ACTION TEAM.** Chaired by the Club President and includes the Club 1<sup>st</sup> Vice President (serving as the Leadership Chairperson), the Club Membership Chairperson and the Club Service Chairperson and supported by the Club Marketing Chairperson. With the support of the Board, develops and initiates a coordinated plan to expand humanitarian service, achieve membership growth, and develop future leaders. Meets regularly with Club members to discuss the progress of the plan and initiatives that may support the plan. Collaborates with members of the district Global Action Team to learn about initiatives and best practices. Shares activities, achievements and challenges with members of the Global Action Team. Attends the District Governor Advisory Committee meeting and other zone, region, district or multiple district meetings that feature service, membership or leadership initiatives to exchange ideas and gain knowledge that may be applied to Club practices.
- (m) **HALLOWEEN CELEBRATION ON THE POINT.** The Halloween Celebration on the Point is planned by the 3<sup>rd</sup> Vice President for the Club's participation in the annual community event.
- (n) **INVOCATION.** Responsible for the invocation at all meetings.
- (o) **LEADERSHIP COMMITTEE.** Chaired by the 1<sup>st</sup> Vice President. Notifies Club members of training opportunities offered by the district, multiple district and Lions Clubs International as well as non-Lion programs that could benefit club members.
- (p) **LIONESSE LIONS SHIRT SALES.** Responsible for the procurement, advertisement and sale of Lioness Lions Shirts and the necessary record keeping. This committee will order a supply of shirts for the members to purchase.
- (q) **MARKETING COMMITTEE.** Chaired by the 3<sup>rd</sup> Vice President, the Marketing Committee supports the development of a Club marketing plan. With the support of the Board, the marketing committee ensures effective communication with the club

and the public to build public awareness and improve visibility of the Club's activities in the community.

- (r) **MEMBER DIRECTORY.** 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 September membership meeting.
- (s) **PARADE (FOURTH OF JULY).** 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. The Committee coordinates its activities and planning with the Chairperson of the Parade.
- (t) **PROGRAMS.** Sets up the programs for the dinner meetings. Coordinate with speakers and introduce them at the meetings. 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 may include topics on the environment, vision, hearing, diabetes and pediatric cancer. The district Governor will be asked to speak at the annual dinner meeting.
- (u) **SAFE HOUSE.** Provides Club support to the Services to Abused Families, Inc. in Culpeper, Virginia, as requested.
- (v) **SCHOLARSHIPS.** Scholarships is that portion of the Club's Youth Outreach Program designed to encourage and support young people in their quest for both academic excellence and community service. Annually, the Club Officers determine the funds available for the year. The Committee Chairperson will work closely with committee members, parents and school officials to select worthy recipients. Those students will receive financial assistance toward their educational goals. The focus of these scholarships is not just academic achievement but also the student's involvement in community service.
- (w) **SCHOOL SUPPLY DRIVE.** Plans for the annual collection and distribution of school supplies.
- (x) **SERVICE COMMITTEE.** Chaired by the 2<sup>nd</sup> Vice President. Assists in developing service goals and action plans, identifying potential projects, guiding project planning and implementation and involving Club members in meaningful service.
- (y) **TOY DRIVE.** Plans for the annual collection of toys at Christmas time in coordination with Orange County.

(z) **WHITE HOUSE ORNAMENTS.** Responsible for the procurement, advertisement and sale of White House Ornaments and necessary record keeping.

(aa) **WILDERNESS FOOD PANTRY.** Food from local stores and volunteer organizations is collected by Lionesses to support the Lions Wilderness Food Pantry. Lionesses volunteer at the food pantry and two (2) Lionesses occupies a seat on the Lions Wilderness Food Pantry.

(bb) **WINTER COAT DRIVE.** Annual coat drive with collection points throughout Lake of the Woods.

(cc) **YARD SALE.** Coordinates and collects for the Spring annual yard sale.

Section 2. **SPECIAL COMMITTEES.** From time to time, the President may appoint, with the approval of the Board, such special committees as may be necessary in their judgment or the judgment of the Club Officers.

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

Section 4. **COMMITTEE REPORTING.** Each Committee Chairperson will report at the dinner meetings the status of current activities to the membership. Additionally, the Committee Chairperson is required to report time (in hours) that members served and funds raised to the Board Secretary monthly.

## **ARTICLE VI**

### **Meetings**

Section 1. **BOARD REGULAR MEETINGS.** Regular meetings of the Board shall be held at such times and places as the Board shall determine.

Section 2. **BOARD SPECIAL MEETINGS.** Special meetings of the Board shall be held when called by the President, or when requested by three (3) or more members of the Board, at such time and place as the President shall determine.

Section 3. **REGULAR CLUB MEETINGS/EVENTS.** Regular meetings of the Club shall be held at times and places recommended by the Board and approved by the Club; except as otherwise specifically provided in this Constitution and Bylaws, notice of regular meetings shall be given in such manner as the Board deems proper to effectively communicate the meeting and/or event to all Club members and encourage involvement. Regular Club meetings may be replaced by service projects or other events as determined by the Club members.

Section 4. **SPECIAL CLUB MEETINGS.** Special meetings of the Club may be called by the President, at her discretion, and shall be called by the president when requested by the Board, at a

time and place determined by the person or body requesting the same. In the event the President fails to call a special meeting at the request of the Board, the majority of the Board shall be authorized to call the meeting at a time and place determined by the Board. Notice of special meetings setting forth the purpose, time and place shall be published to each member of the Club, by regular post, electronic means or personal delivery, at least ten (10) days prior to the date thereof.

Section 5. **ANNUAL MEETING.** An annual meeting of the Club shall be held at the June Dinner meeting in conjunction with the close of each Lioness' year at a time and place determined by the Board and newly elected officers shall be installed.

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

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

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

## **ARTICLE VII Fees and Dues**

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

Section 1. **ENTRANCE FEE.** Each new, reinstated and transfer member shall pay an entrance fee of \$25.00 which fee shall include the current association entrance fee and be collected before such member is enrolled as a member of the Club and before the secretary may report such member to Lions Clubs International; provided, however, that the Club Officers may elect to waive all or any part of the Club portion of said entrance fee as to any member granted membership by transfer or reinstatement within twelve (12) months of termination of their prior Lions Club membership.

Section 2. **ANNUAL DUES.** Each member of the Club shall pay regular annual dues as determined each year by the Club Officers. Such dues shall include an amount to cover current international and district dues (to defray administrative and annual convention costs of the association of the association, similar district costs and the subscription price of LIONS Magazine) shall be paid no later than July 1 of each year to remain a member in good standing.

## **ARTICLE VIII**

### **Miscellaneous**

Section 1. **FISCAL YEAR.** The fiscal year of the Club shall be July 1 through June 30.

Section 2. **PARLIAMENTARY PRACTICES.** Except as otherwise specifically provided in this Constitution and Bylaws, all questions of order or procedure with respect to any meeting or action of the Club, its Board or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

Section 3. **PARTISAN POLITICS/RELIGION.** The Club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of the Club.

Section 4. **PERSONAL BENEFIT.** Except to further their progress in Lionism, no officer or member of the Club shall use their membership as a means of furthering any personal, political, or other aspiration, nor shall the Club, as a whole, take part in any movement not in keeping with its purposes and objects.

Section 5. **COMPENSATION.** No officer shall receive any compensation for any service rendered to the Club in their official capacity.

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

## **ARTICLE IX**

### **Club Dispute Resolution Procedure**

All disputes or claims arising between any member or members, or a former member or members, and the club, or any officer on the board of the Club, relative to membership, or the interpretation, breach of, or application of the Club's constitution and by-laws, or the expulsion of any member from the Club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be resolved in accordance with the Dispute Resolution Procedures established by the International Board of Directors.

## **ARTICLE X**

### **Amendments**

Section 1. **AMENDING PROCEDURE.** These Bylaws may be altered, amended or repealed at any regular or special meeting of the Club at which a quorum is present, by the vote of a majority of the members present in person and voting.

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

**EXHIBIT A**  
**MEMBERSHIP CATEGORY CHART**

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

**MEMBER CATEGORY LIMITS**

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

**EXHIBIT B**

**SAMPLE BALLOT FORM**

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

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

## **EXHIBIT C**

### **Lions Clubs International CODE OF ETHICS**

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

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

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

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

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

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

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

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

## **EXHIBIT D**

### **Lioness club CODE OF CONDUCT**

This Code of Conduct helps us build a community that is rooted in kindness, collaboration, and mutual respect. Join us in building a community where all people feel welcome and can participate, regardless of expertise or identity.

This Code of Conduct addresses acceptable and/or unacceptable behavior at any Lioness affiliated event or any event where a member is representing themselves as a Lioness.

#### **Code of Conduct**

DEMONSTRATE good manners, courtesy and consideration.

AT ALL MEETINGS one person speaks at a time, listens when others are speaking.

PRIOR to speaking, permission must be obtained from the Chair.

ADDRESS all remarks through the Chair. Do not address one another directly.

DO NOT dominate the conversation, interrupt, have side conversations, or make unnecessary comments.

CONFINE remarks to the merits of the issue and avoid any reference to personalities.

NEVER attack or question the motives of another member.


DISRUPTIVE or disrespectful behavior or other breach of the Code of Conduct may result in being escorted out of the meeting. A second violation of the Code of Conduct will result in asking the Lioness to resign from the organization.

**There will be absolutely no tolerance for abuse, the use of derogatory remarks, personal insults, threats or any form of discrimination.**

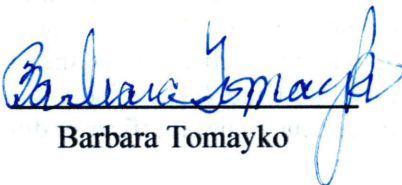
***This document becomes effective subsequent to approval by the Board and the General Membership and will supersede all of prior Club Constitution and Bylaws documents.***

President   
Darcy Jennings

Date 4-15-2025

Secretary   
Gloria Bishop Oliveri

Date April 15, 2025

Constitution & Bylaws  
Committee Chairperson   
Barbara Tomayko

Date April 15, 2025

Board Approval 03/27/25  
(Date)

Membership Approval 04/10/25  
(Date)

**EFFECTIVE DATE** June 12, 2025

**AMENDED AND RESTATED  
BY-LAWS of the**

**LAKE OF THE WOODS LIONESSE LIONS CLUB FOUNDATION, INC.**

**ARTICLE I. MEMBERSHIP**

Members: The Corporation will have no members.

**ARTICLE II. BOARD OF DIRECTORS**

General Powers: The business and affairs of the Corporation will be managed by the Board of Directors.

a) Number, Tenure and Qualifications: The number of directors, their tenure and qualifications shall be as follows: There will be thirteen (13) Directors of the Corporation unless the Lake of the Woods Lioness Lions Club, Inc., has a different number of directors and, in such event, the number of directors shall be then-current the number of directors of the Lake of the Woods Lioness Lions Club, Inc.

b) The Directors will serve a term of one year, except for directors elected or appointed to serve a two-year term.

c) All of the Directors will be members, in good standing, of the Lake of the Woods Lioness Lions Club, Inc. An individual will automatically become a Director of the Corporation upon her election to or appointment as, and being duly installed as, one of the officers or directors named above of the Lake of the Woods Lioness Lions Club, Inc. An individual will automatically cease to be a Director of the Corporation upon ceasing to be an officer or director of the Lake of the Woods Lioness Lions Club, Inc.

**ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS**

Annual and Regular Meetings: A regular annual meeting of the Board of Directors will be held (without other notice than by these By-Laws) immediately after, and at the same place as, the annual meeting of the members of the Lake of the Woods Lioness Lions Club, Inc., which is held in June of each year. The Board of Directors of the Corporation will, by timely written notice of the time and place, hold such other regular periodic meetings as deemed necessary by the Board of Directors.

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting, called by them, of the Board of Directors,

Notice: Notice of any special meeting will be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each director at her address of record; if mailed, such notice will be deemed to be delivered when the notice is postmarked at the post office. Notwithstanding the immediately preceding sentence, notice of any meeting may be given to one or more directors by sending said notice to an email address provided by the director and notice shall be deemed received as provided in Section 131-810.F of Chapter 10, Section 13.1 -801, et seq. of the Code of Virginia, 1950, as amended.

Waiver of Notice: Any director may waive notice of any meeting in writing before or after said meeting; the attendance of a director at a meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business and alleges that the meeting is not lawfully called or convened.

Quorum: The presence in person of a majority of the directors shall constitute a quorum at any meeting of the board of directors. If less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Manner of Acting: The act of the majority of directors present in person at any meeting, at which a quorum is present, will be the act of the Board of Directors.

Remote Participation: 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 the opportunity to communicate, and to read and hear the proceedings of the meeting substantially concurrently with such proceedings.

Action without meeting of the Board of Directors: Any action required or permitted by the board of directors may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the Corporation.

#### ARTICLE IV. OFFICERS

Number: The officers will President, 1st Vice President, 2nd Vice President, Secretary and Foundation Treasurer. Each of said offices respectively shall be filled by the President, 1st Vice President, 2nd Vice President, Secretary and Foundation Treasurer of the Lake of the Woods Lioness Lions Club, Inc. The President shall also serve as the Chair of the Board of Directors. The 1st Vice President shall serve as the Vice Chair of the Board of Directors. Such other officers and assistant officers, as the Board deems proper, may be nominated and appointed by the Board of Directors. The officers of the Corporation must be members in good standing of the aforementioned Lake of the Woods Lioness Lions Club, Inc.

Chair: The Chair will be the principal executive officer of the Corporation and will be subject to the control of the Board of Directors. In general, the Chair will supervise and control all of the business and affairs of the Corporation. When present, she will preside at all meetings of the Board of Directors. The Chair may sign — with the Secretary or Treasurer or other proper officer of the Corporation thereunto authorized by the Board of Directors — certificates, deeds, mortgages, bonds, contracts and other instruments which the Board of Directors has authorized to be executed, except in such cases where the execution and signing thereof is expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the Corporation. The Chair may not sign or execute in any circumstance where the law requires that documents or instruments be otherwise signed or executed. She will assign all standing and special committees and perform all duties incident to the office of the Chair, as well as such other duties as may be prescribed by the Board of Directors from time to time.

Vice Chair: In the absence of the Chair, or in the event of her death, inability, or refusal to act, the Vice Chair will perform the duties of the Chair. When so acting, she will have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair will perform such other duties as, from time to time, may be assigned to her by the Chair or by the Board of Directors.

Secretary: The Secretary will (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) require that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (e) keep a register of the post office address of each director, which will be furnished to the Secretary by such director; (f) perform such other duties incident to the office of Secretary and, in general, such other duties as from time to time may be assigned by the Chair or the Board of Directors; and (g) deliver, in a timely manner, at the conclusion of her term in office, the general records of the Corporation to her successor in office.

Treasurer: The Treasurer will (a) shall keep the books of account and have general charge of the books of the Corporation; (b) have charge and custody of, and be responsible for, all funds of the Corporation; (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; (d) deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected in accordance with the provisions of Article V of these By-Laws; (e) be given a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors will determine (f) perform such other duties incident to the office of Treasurer and, in general, such other duties as from time to time may be assigned by the Chair or the Board of Directors; provide a monthly report of the Corporation's activities and finances to the Board and the Lake of the Woods Lioness Lions Club, Inc.; and (g) deliver, in a timely manner, at the conclusion of her term in office, the financial records of the Corporation to her successor in office.

Other Employees: The Board of Directors is authorized to employ such employee or employees as the Board deems proper at such salary and terms adopted by the Board. Payment of such salary will be from the general funds of the Corporation. These individuals will carry out all duties and responsibilities directed by the Board.

## **ARTICLE V. ANNUAL BENEVOLENCE BUDGET, CONTRACTS, LOANS,**

### **CHECKS AND DEPOSITS**

Annual Benevolence Budget: The annual benevolence budget for the Corporation shall be determined and provided to the Corporation on an annual basis by the then serving Board of Directors. Said annual benevolence budget is subject to change during the course of any year as so dictated and provided by the Board of Directors. Provided, however, that any and all such budgets shall always be in accordance with the purposes of this Corporation as stated in its Articles of Incorporation.

Contracts: The Board of Directors may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation; such authority may be general or confined to

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specific instances.

Loans: No loans will be contracted on behalf of the Corporation, and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Checks. Drafts, etc.: All checks, drafts, other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, will be signed by such officer — or officers, agent, or agents — of the Corporation and in such manner as, from time to time, is determined by resolution of the Board of Directors.

Deposits: All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such bank, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE VI. WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given any director of the Corporation under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, such notice may be waived; such waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

#### **ARTICLE VII. FUND RAISING**

The Board of Directors will: determine from time to time the manner in which funds are to be raised; and shall organize and continue the operation of the Corporation, with or exclusive of assets initially received by the Corporation from its predecessor or contributors; and accept funds from any lawful source.

#### **ARTICLE VIII. AMENDMENTS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors by a majority vote at any regular or special meeting of the Board or without a meeting if each director signs a consent describing the action to be taken and delivers it to the Corporation as provided in Article III of these By-Laws.

#### **ARTICLE IX. COMMITTEES**

Unless otherwise provided, the following Standing Committees may be appointed annually: (1) Fund Raising, (2) Public Relations, and (3) Nominations. Other special committees may be appointed from time to time as deemed necessary.

#### **ARTICLE X. NON-DISCRIMINATION**

The Corporation shall not discriminate against any person in the hiring of personnel, election of Board members, provision of services to members or, to the extent applicable, the general public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, full compliance with Title VI of the Civil Rights Act of 1964 Section 504 of the Rehabilitation Act of 1973, and

the Age Discrimination Act of 1973, and any subsequent amendments thereto.

**CERTIFICATION**

These By-Laws were approved at a meeting of the Board of Directors by a majority vote on April 2026.  
Original resides with the Corporation documents.

Secretary: *Jessie B. [Signature]* Date: 13 Apr 2026