

# THE LIONS CLUB OF EASTON MASSACHUSETTS



**We Serve**

## Constitution and Bylaws

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*January 28, 2009 Revision*

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## Revision History

**Date Adopted:** May 28, 1958

Starting with the 2009 revision, tables of changes made are at the end of this document.

**Dates Revised:** May 23, 1990

September 11, 1996

June 27, 2001

October 8, 2003

January 28, 2009

Article	Section	Brief Description of Change/Reason
VII	E-2	Added "30 days Notice. Added Definition of Policy.
VII	E-4	Added section E-4.
VIII	A	Added "willing to serve".
VIII	C	Added "In the event there is a contest for any post".
X	G	Added section G, because it is needed for the Foundation.
X	D	Rephrased for clarity without changing the meaning.
Appendix B		Eliminated from bylaws is now included in the Policy. This appendix has the amounts for dues from years 2000 and a revision for year 2002. The specific description of dues increase approval was further explained and moved to Article V.B.

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Article	Section	Brief Description of Change/Reason
VI	C-1 <sup>st</sup> Vice President	Added "not limited to" Rephrased section 4-a clarity, but did not change any content. Added sections 4-b and 4-c to the Fund Screening Committee requirements. Added section 5 for committees. Added section 6 for bank statements.
VI	C-2 <sup>nd</sup> Vice President	Added "not limited to" Removed limitations about what type of responsibilities the President can assign for supervisory functions.
VI	C-3 <sup>rd</sup> Vice President	Added "not limited to" Removed limitations about what type of responsibilities the President can assign for supervisory functions.
VI	C-Secretary	Added section 1 requirement for approval of minutes on next session of Board. Added "District" to section 2. Added section 7 for the responsibility of Corporate filing.
VI	C-Treasurer	Changed Activities to Foundation in section 3 Added section 4 referring to minimal balances and the policy. Added Foundation to sections 5, 6 and 7. Added the responsibilities for filing and reviews for the Club and Foundation with Independent Public Accountant.
VI	C-Assistant Treasurer	Added sections 3 and 4.
VI	C-News Letter –Web Site	Added Web-Site to Newsletter. Added sections 4 and 5.
VI	C-Membership	Added sections 3, 4 and 5
VI	C-Tail Twister	Fine maximum amount removed and referred to the policy.
VII	C	Added "by the President",

## REVISION DETAILS

### Revisions to the Constitution & Bylaws – January 2009

Article	Section	Brief Description of Change/Reason
Preamble	n/a	Added the Foundation and the differentiation between entities tax status
III	B	Added “, or” between requirements for Life Member to make it more clear.
III	H	Changed the count of the two-thirds of the entire board to two-thirds of the quorum of the board
IV	1 to 10	1 to 10 were asterisk, now they are numbered responsibility for the sponsor.
V	A	Detailed the process of change and approval of dues by Board and General Meeting, it was partially detailed in Appendix B that was eliminated.
V	B	Remove amounts of dues and referred to the Policy. Still keeping the description of what the different categories of membership dues are covering from the point of view of cost.
V	C	Payment schedule and details were taken out and referred to the Policy.
V	D	Fees details for reinstated/transfer member were taken out and referred to the policy.
VI	A	Added Life Members
VI	C-President	Added “not limited to” Added items 10 to 14 under the President responsibilities
VI	C-Immediate Past President	Added “not limited to” Added responsibility for the nominating committee to the Immediate Past President.

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## PREAMBLE

Knowledge of the Constitution and Bylaws makes for a good Club.

- It is the principles that describe the nature, functions and limits of our Club.
- It offers rules and procedures for governing our Club.
- It is the instrument which ties members to our Club and ties our Club to the International Association.
- It assures equal rights to all members.

*“To the end that efficiency, justice, and courtesy may prevail in our deliberative bodies.” Thomas Jefferson*

We, the members of the Easton Lions Club, are proud to serve as an integral part of The International Association of Lions Clubs (hereinafter called the Association), the world’s largest service organization. The Easton Lions Club Inc., (hereinafter called the Club) was chartered on October 1, 1931 as part of Massachusetts District 33-S, was incorporated on July 28, 1981, and is a tax-exempt organization under Section 501(c)(4) of the Internal Revenue Code. The Lions Club of Easton Foundation, Inc. (hereinafter called the Foundation) is an organization of the Easton Lions Club, and members of the Club are members of the Foundation as set forth in the Foundation bylaws. The Foundation was incorporated on August 15, 2007 and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**Recess:** A short intermission in the assembly’s proceedings which does not close the meeting.

**Reconsider:** To secure further consideration and another vote on the question. The member moving to reconsider must have voted on the prevailing side of the question to be considered. The making of this motion is subject to time limits.

**Rescind:** To repeal action previously taken.

**Resolution:** The act of an assembly to declare facts or express opinions or purposes, and not to command.

**Suspend the Rules:** To adopt a motion to permit action which would be prohibited by the rules.

**Take from the Table:** To apply to a motion(s) which had been laid on the table.

**Division of a Question:** To separate a motion so that parts of it may be considered individually. “I call for a division of the question.”

**Floor, Obtain the:** To obtain the floor the member must be recognized by the chair as having the exclusive right to be heard at that time.

**Inquiry, Parliamentary:** A question directed to the presiding officer to obtain information on parliamentary law or the rules of the organization bearing on the business at hand. “I rise to Parliamentary Inquiry.”

**Lay on the Table:** To delay on a motion and clear the floor for more urgent business.

**Limit or Extend Debate:** To provide more or less time for discussion.

**Move the Previous Question:** A motion to secure immediate vote on one or more pending questions, thereby ending debate. “I move the previous question.”

**Orders of the Day, To Call for:** A privileged motion by which a member can require the assembly to conform to its agenda, program, or order of business, or to take up a general or special order that is due to come up at that time.

**Order, Point of:** Calls attention to violation of parliamentary procedures. The member says, “I rise to a point of order.” The Moderator may say, “Your point of order is sustained”, or “Your point of order is denied.”

**Question of Privilege, To Raise:** Permits a request or main motion relating to the rights and privileges of the assembly or any of its members to be brought up for possible immediate consideration because of its urgency.

**Ratify:** Approves action previously taken.

## ARTICLE I

### Slogan, Motto, Toast, Colors, and Emblem

- A. Our slogan shall be: “Liberty, Intelligence, Our Nation’s Safety”.
- B. Our motto shall be: “WE SERVE”.
- C. Our toast shall be: “Not above you, Not beneath you, but with you”.
- D. Our colors shall be purple and gold, the same as those of the Association. They were chosen when the Association was started in 1917. Purple stands for loyalty to friends and to one’s self; and for integrity of mind and heart. Gold symbolizes sincerity of purpose, liberality in judgment, purity in life, and generosity in mind, heart, and purse toward humanity.
- E. Our emblems shall be the same as that of the Association. Lions throughout the world are recognized by the emblem which consists of a gold letter “L” on a circular purple field. Bordering this is a circular gold area with two gold lion profiles facing away from the center. The word “LIONS” appears at the top, and “INTERNATIONAL” at the bottom. Symbolically, the lions face both the past and the future - proud of our past and confident of our future. Wear our emblem often and always with pride.

## ARTICLE II

### Purpose

- A. To create and foster a spirit of understanding among people 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 members in friendship, fellowship, and mutual understanding.
- E. To provide a forum for open discussion of all matters of public interest; provided that politics and religion shall not be discussed.
- F. To encourage people to serve their community without personal financial reward, to be efficient, and to have integrity in all endeavors.

first rank has been voted upon, no other amendment of the first rank can be proposed.

### Order of Voting

Amendments are voted upon in inverse order. That is, the one of second rank is disposed of first.

1. Discussion is held and the vote taken upon the amendment to the amendment (amendment of second rank)
2. Discussion is called for and the vote is taken upon the amendment to the motion (amendment of first rank.)
3. When the vote of this has been taken, discussion upon the original or main motion as amended is open and when completed a vote is taken upon it.

### GLOSSARY OF PARLIAMENTARY PROCEDURE TERMS

**Adjourn:** To end the meeting. A proposal “to adjourn” is in the unqualified form. A proposal “to adjourn” within a specific time or adjournment to meet again at a definite time is in the qualified form.

**Appeal, Decision of Moderator:** To determine the assembly’s attitude toward a ruling made by the Moderator.

**Commit-** To refer to a committee. When a motion becomes involved through amendments or when it is wise to investigate the question more carefully, it may be moved to commit the motion to a committee for further study.

**Division of the Assembly:** When a member doubts the result of a voice vote or a vote by show of hands, he can call for a Division of the Assembly, thereby requiring the vote to be taken again by rising.



The most important principle to understand in connection with any form of the motion TO AMEND is that an amendment “MAY BE OPPOSED BUT IT MUST BE GERMANE.”

By “**opposed**” means not in the spirit and aim of the motion to which it is applied.

By “**germane**” is meant having direct bearing upon the subject matter or the motion; that is, relevant, or relating to it.

An amendment may be opposed to the actual intent of the original motion and, in fact, nullify it, but if it relates to the same subject matter, it is germane.

HOW TO HANDLE AMENDMENTS- TYPES OF AMENDMENTS

Amendment of the First Rank

An amendment to a motion.

Amendment of the Second Rank

An amendment to the amendment. (The amendment to the amendment must modify and relate directly to the amendment and NOT to the main motion, otherwise it is OUT OF ORDER.)

NO AMENDMENT BEYOND THAT OF SECOND RANK IS POSSIBLE. It is never in order to propose more than one amendment of each rank at one time. If one desires to amend two separate and unrelated parts of a motion, this must be done by two amendments of the first rank, and one must be voted upon before the other is proposed. It is possible, however, to have a motion, one amendment to the motion (amendment of the first rank) and one amendment to the amendment (amendment of the second rank) before the assembly at once. Until the amendment of the second rank has been voted upon, no other amendment of the second rank is in order. Until the amendment of the

**ARTICLE III**

**Membership**

- A. Subject to the provisions of Article III - B, a person of legal majority with good moral character and of good reputation in his/her community is eligible for membership in the Easton Lions Club.
- B. Membership in our Club shall be defined as follows:

ACTIVE:

A member entitled to all rights and privileges and subject to all obligations which membership in our Club confers or implies. Rights shall include eligibility to seek any office in our Club, Foundation, District or Association, receiving correspondence, attending conferences, and voting on all matters decided by our membership. Privileges shall include displaying and/or wearing Lion’s insignia. Obligations shall include paying dues, participating in activities/meetings and helping to make them interesting and fun, and conducting oneself to reflect a favorable image upon our Club.

MEMBER-AT-LARGE:

A member who because of health or other legitimate reason is unable to attend meetings and who desires to retain membership, and upon whom the Easton Lions Board of Directors (hereinafter called “The Board”) desires to confer this status. Every member-at-large shall have their status reviewed in May and November of each year, shall not be able to hold office or vote, shall pay dues as the Club may charge, and shall pay in advance for meals.

LIFE MEMBER:

Any member of the Club that has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to the Club, the community, or the Association, or

Any member who has maintained such Active membership for 15 or more years and is at least 70 years of age, or

Any member who has maintained such continuous Active membership for 20 or more years and has served as an officer of the Club.

1. Recommendation of the Club to the Association.
2. Payment to the Club of \$300 by the Club in lieu of all future dues to the Club.
3. Approval by the International Board of Directors.

A Life Member shall have all the privileges of the Active membership so long as he or she fulfills all obligations thereof.

HONORARY:

An individual upon whom our Club desires to confer a very special distinction because of their outstanding service. This person shall not be a member of our Club before receiving this distinction. Our Club shall pay fees and dues for this member who may attend meetings, but shall not be entitled to vote or hold office.

- C. No person shall simultaneously hold membership, other than HONORARY, in the Easton Lions Club and any other Lions Club.

There are two other motions that relate to voting.

1. **Motion to Table:** This motion is often used in the attempt to “kill” a motion. The option is always present, however, to “take from the table,” for reconsideration by the membership.
2. **Motion to Postpone Indefinitely:** This is often used as a means of parliamentary strategy and allows opponents of a motion to test their strength without an actual vote being taken. Also debate is once again open on the main motion.

**Motion to Amend**

The purpose of the motion TO AMEND is to modify a motion that has already been presented in such a manner that it will be more satisfactory to the members.

METHODS OF AMENDING

By addition or insertion

To add something to the motion which it does not contain.

By elimination or by striking out

To subtract or eliminate something from a motion that was originally a part of it.

By substitution

This method is a combination of the first two methods, since in amending by substitution something is stricken out and something inserted in its place. The substituted portion may consist of a word, a phrase, a clause, or an entirely new motion.

The method of vote on any motion depends on the situation and the bylaws or Policy of your organization. There are five methods used to vote by most organizations:

1. **By Voice:** The Moderator asks those in favor to say, “aye”, those opposed to say “no”. Any member may move for an exact count.
2. **By Roll Call:** Each member answers “yes” or “no” as his name is called. This method is used when a record of each person’s vote is required.
3. **By General Consent:** When a motion is not likely to be opposed, the Moderator says, “If there is no objection ...” The membership shows agreement by their silence; however, if one member says, “I object”, the item must be put to a vote.
4. **By Division:** This is a slight verification of a voice vote. It does not require a count unless the Moderator so desires. Members raise their hands or stand.
5. **By Ballot:** Members write their vote on a slip of paper. This method is used when secrecy is desired.

The vote will be duly recorded including abstentions, and will be part of the official records. A voice vote, roll call vote, or secret ballot can be requested by any member.

- D. Membership in our Club shall be by invitation only. Nominations shall be made on forms provided by the Club or by the Association, which shall be signed by a member in good standing who shall act as sponsor, will then be submitted to our membership chairman or the Club Secretary, who after investigation, shall submit all information to the Board. A properly filled out membership form, an application fee, and membership dues must be given to the Secretary before the applicant can be submitted to the Board for its approval. Upon approval by a majority of the Board, the applicant will then be invited to join as an Active member. If the applicant accepts, then they will be reported to both the District and the Association.
- E. Any member may resign, and this resignation becomes effective upon acceptance by the Board and upon notification to the District and the Association. Any member who resigns is encouraged to write a letter of resignation to the Board whenever possible. The Board may withhold acceptance until all indebtedness has been paid, all Club funds and property returned, and all right to the use of the name “LIONS” and other insignia of our Club and the Association have been surrendered.
- F. Any member dropped from membership in our Club may be reinstated within six months of the termination date by a majority vote of the Board. If more than six months has elapsed since the termination of membership, then reinstatement follows the procedure set forth in Article III.D.
- G. Our Club may grant membership on a transfer basis to one who has terminated or is terminating membership in another Lions Club provided that: the transfer application is received by our Secretary within six months of termination from the other Club; the termination was in good standing; the applicant provides a statement from their former Club indicating a favorable record in

such former Club; and the application and the statement are approved by a majority of the Board. If more than six months elapses between termination in another Club and application into our Club, then reinstatement follow the procedure set forth in Article III.D.

H. A member may be drop from our Club membership for a cause and by a two-thirds vote of quorum of the Board.

5. Expanding on Your Motion

- a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
- b. The mover is always allowed to speak first.
- c. All comments and debate must be directed to the Moderator.
- d. Keep to the time limit for speaking that has been established.
- e. The mover may speak again only after other speakers are finished, unless called upon by the Moderator.

6. Putting the Question to the Membership

- a. The Moderator asks, “Are you ready to vote on the question?” If there is no more discussion.
- b. The Moderator will say, “It has been moved and seconded that we ....”
- c. The vote is taken.

**Debate**

In a debate each member has the right to speak twice on the same question. No one can speak longer than five minutes without permission of the membership. The distinction between debate and asking questions or making suggestions should be allowed by the Moderator when it is an aid in the transaction of business. The membership may suspend this rule during the discussion of the question.

VOTING

HOW ARE MOTIONS PRESENTED?

1. Obtaining the Floor
  - a. Wait until the last speaker has finished.
  - b. Rise and address the Moderator.
  - c. Wait until the Moderator recognizes you.
2. Make your Motion
  - a. Speak in a clear and concise manner.
  - b. Always state a motion affirmatively.  
Say, *“I move that we ...”* rather than, *“I move that we do not ...”*
  - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
  - a. Another member will second your motion or the Moderator will call for a second.
  - b. If there is no second to your motion, it is lost.
4. The Moderator States Your Motion
  - a. The Moderator will say, *“It has been moved and seconded that we ...”* thus placing your motion before the membership for consideration and action.
  - b. The membership then either debates your motion, or may move directly to a vote.
  - c. Once your motion is presented to the membership by the Moderator, it becomes *“assembly property,”* and cannot be changed by you without the consent of the members.

**ARTICLE IV****Responsibilities of a Sponsor**

One of the most important contributions members can make to our Club is to sponsor new members. They represent the future leadership for our Club. With new members come new ideas, vitality, and enthusiasm. Sponsors of new members have these responsibilities:

1. To make them feel welcome
2. To introduce them to Club members
3. To be available to answer questions
4. To ensure they receive *“New Member Kits”*
5. To ensure the induction ceremony is impressive
6. To call prior to meetings and offer to accompany them
7. To coach them on the Club’s Constitution and Bylaws
8. To inquire about areas of interest and get them activated
9. To encourage them to discuss problems and offer possible solutions
10. To assist them in developing their fullest potential as a Lion

## ARTICLE V

### Fees and Dues

- A. The fees and dues will be subjected to review and approval by the Board of Directors at the Annual Budget Review Meeting in August of each fiscal year or at such other time as the Board may determine. Any changes to the fees and dues will be presented to the General membership for a vote of approval by the Board. If the changes to the fees and dues as approved by the Board are not approved by the General membership, such changes will be tabled and returned to Board for further review and consideration to be presented at the next meeting.
- B. Each member shall pay annual dues consistent with their membership status as determined by the Board of Directors in accordance with the approved Policy
  1. For Active Member: Dues will cover the cost of the State dues, District dues, the meals provided in the meetings and other administrative expenses of the Club.
  2. For Members at Large, Honorary Members and Privileged Members: Dues will cover the cost of the State dues, District dues and other administrative expenses of the Club.

Members experiencing a hardship in paying their dues should talk to our Dues Treasurer or President if they want special consideration.
- C. Each member or member at large chooses either an annual or semi-annual dues schedule as established by the Policy. Dues billing will be sent out as established by Policy, a written second billing will remind members who still owe dues. Shortly thereafter a personal contact will be made by the President or by a person appointed by

### Motions

The method used by members to express them is in the form of moving motions.

A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Present motions
2. Second motions
3. Debate motions
4. Vote on motions

#### THERE ARE FOUR BASIC TYPES OF MOTIONS

1. **Main Motions:** The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. **Subsidiary Motions:** Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. **Privileged Motions:** Their purpose is to bring up items that are urgent and about special or important matters unrelated to pending business.
4. **Incidental Motions:** Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

## APPENDIX A

### PARLIAMENTARY PROCEDURE

#### Purposes and Principles

The purposes of parliamentary procedure are:

1. To enable an assembly to transact business with speed and efficiency
2. To protect the rights of each individual
3. To preserve a spirit of harmony within the assembly

Accordingly, there are some basic principles to consider in achieving the above purposes:

1. One subject at a time
2. Full and free debate
3. Each member has rights equal to every other member
4. The majority rules and the rights of the minority are respected
5. The objective should be for the good of the group

the President to get the overdue dues collected. Members who have not paid dues risk being dropped from membership by vote of the Board of Directors.

- D. Each new member, and reinstated/transfer member joining after the six-month waiver period, shall pay an application fee as set by Policy to the Club as an initiation fee.
- E. The fiscal year for our Club shall be July 1 through June 30.
- F. Additional dues/fees/assessments may not be levied on members or on our Club.

## ARTICLE VI

### Officers

- A. Only Active members in good standing or Life Members shall be eligible to hold a Club office.
- B. No officer shall receive compensation for any service rendered to our Club in their official capacity.
- C. The officers of our Club and their respective duties shall be:

#### PRESIDENT

Is the Club and Foundation chief executive officer, reports to the Board and shall be responsible, but not limited to the following:

- 1. Chairs the Board and regular Club meetings
- 2. Appoints most committees
- 3. Acts as the primary liaison person for our Club
- 4. Cooperates with other Club leaders to effectively manage our Club
- 5. Sees that elections are duly called and implemented
- 6. Orders all supplies
- 7. Regularly monitors mail and financial matters
- 8. Has discretionary power to spend in urgent cases a sum as determined by Policy in any fiscal year.
- 9. Is a member ex-officio of all committees.

## BYLAWS

- 1. Except to further their progress in Lionism, no Club member shall use their membership to further personal, political, or other aspiration, nor shall our Club take part in any movement not in keeping with our purposes.
- 2. No funds shall be solicited from members during meetings by anyone who does not belong to a Lions Club. Any suggestion or motion made at a Club meeting which calls for the expenditure of money other than that voted into our operating budgets in September shall be immediately referred to our Fund Screening Committee.
- 3. Any money expended by Club members that has not been previously authorized by either the Board or our membership shall be the liability of those who expended the money, unless the Board decides otherwise.
- 4. Delegates to conventions shall be recommended by our President and approved by the Board.
- 5. If our Club ever dissolves, then Administrative funds shall be donated to Lions Eye Research and Activities funds shall be donated in the name of the Easton Lions Club as scholarships to local students.



## ARTICLE XII

### Amendments

This Constitution and Bylaws may be amended at any regular or special meeting provided the proposed amendments(s) have been distributed to each member at least 30 days prior for their review; and members have considered the merits of the amendment(s) at a prior Club meeting; and a quorum is present with at least two-thirds of the eligible voters present voting in the affirmative for the amendment(s) to change our Constitution and Bylaws.

10. Assigns responsibilities to the vice-presidents for the different committees according to the Policy and works closely to ensure proper supervision and control.
11. Creates the Agenda for the Board of Directors meetings with the intention of discussing the most important issues.
12. Creates the Agenda for the General Meetings.
13. Mediates on disputes, disagreements and other conflicts.
14. Takes initiatives to improve the Club and guarantee efficient operation of the Club under the Principles of Lionism.

### IMMEDIATE PAST PRESIDENT

This officer shall be responsible for, but not limited to the following:

1. Advises the current President.
2. With other Past Presidents, greets members, guests, and visiting dignitaries.
3. Presides over the Nomination committee.

### 1<sup>ST</sup> VICE PRESIDENT

This officer shall be responsible for, but not limited to the following:

1. Presides over the Board and Club meetings in the absence of the President. If the 1<sup>st</sup> Vice President is also absent, then the next officer in these rankings will perform those duties with the same authority as the President.
2. Oversees the Club fund-raising activities.

3. Chairs the Rookies Night.

4. Chairs the Fund Screening Committee.

- a. The Fund Screening Committee will consist of seven members. There will be four voting members, two of them appointed by the First Vice President and approved by the Board of Directors and the other two members held over for a second year term. The Fund Screening Committee will have three non-voting members – the President, Treasurer and Second Vice President.
  - b. Board of Director Members may not serve as a member of the Fund Screening Committee.
  - c. The original budget for the Committee is to be considered and approved by the Board. The amount of money being awarded shall be adjusted by the committee under the responsibility of this officer based on the availability of funds but shall in any event not exceed the budget unless approved by the Board.
5. Oversees the committees that the President has assigned in accordance to the Policy suggestions, makes sure that Project Reports are brought for approval by the Board, oversees efforts to ensure success, and reports results in conjunction with the committee chairpersons.
6. Receives, Reviews and Approves the Bank Statements monthly.

## ARTICLE XI

### Parliamentary Procedure

A modified Robert's Rules of Order found in Appendix A of this document shall govern all Club meetings.

## ARTICLE X

### Meetings

- A. Our Club shall meet regularly, preferably on a Wednesday night at a place determined by the Board; and such meeting shall constitute the regular meeting of our Club. Meetings shall begin promptly, preferably at 7PM, and close at, or near the regular time of approximately 9:00 PM.
- B. Special meetings shall be called at the request of a majority of the Board, with at least seven days prior written notice given to members.
- C. An anniversary charter night meeting may be held to give special attention to the history of our Club and to Lionism.
- D. Installation of new officers for the subsequent Lionistic Year shall occur at the first General Meeting in June of the current Lionistic Year.
- E. Transitional meetings between outgoing and incoming administrations shall occur between June and August of each year.
- F. The presence of at least 40% of our members in good standing shall constitute a quorum at regular meetings of our Club. No business shall be conducted in the absence of a quorum.
- G. The Legal Annual Meeting for the Club and the Foundation will take place at the Installation Banquet in the month of June.

### 2<sup>ND</sup> VICE PRESIDENT

This officer shall be responsible for, but not limited to the following:

Oversees the committees that the President has assigned in accordance to the Policy suggestions, makes sure that Project Reports are brought for approval by the Board, oversees efforts to ensure success, and reports results in conjunction with the committee chairpersons.

### 3<sup>RD</sup> VICE PRESIDENT

This officer shall be responsible for but not limited to the following:

Oversees the committees that the President has assigned, makes sure that Project Reports are brought for approval by the Board, oversees efforts to ensure success and reports results in conjunction with the committee chairpersons.

### SECRETARY

This officer shall be responsible for the following:

1. Keeps minutes of both regular Club and Board meetings and reports those minutes clearly, accurately, concisely and in a timely manner. The minutes of the Board must be approved in the next session as the first item on the Agenda.
2. Provides regular monthly and other reports to the District and Association containing such information as they may request
3. Handles correspondence for our Club.
4. Submits Membership and Activities (M+A) and any other reports requested to the District Governor's Cabinet.

5. Cooperates with and be an active member of the District Governor’s Zone Advisory Committee.
6. Keeps custody and updates Club records including attendance, member files, elected officers, chair people, appointments, and keeps an updated mailing list of all members in the Club and any other general Club records requested.
7. Files the annual corporate reports with the Secretary of State for both the Easton Lions Club and the Foundation as set forth in the Policy.

TREASURER

This officer shall be responsible for the following:

1. Receives all monies and deposits them in a timely manner into the bank approved by the Board.
2. Pays Club obligations at the direction of the Board; never authorizes fund disbursements for purposes inconsistent with our policies.
3. Maintains Club funds separate from funds of the Foundation.
4. The Treasurer will not allow either balance to go below the amounts established by Policy (including accrued expenses) unless approved by two-thirds of the Board. Must provide early warning of accounts with low funds as established by the Policy.
5. Issues a financial statement at least monthly and as requested by our President, Board, or Fund Screening Committee for both the Club and the Foundation.
6. Keeps the financial record in a meaningful manner especially by separating them into appropriate accounts for both the Club

**ARTICLE IX**

**Special Elections**

- A. If the office of President or 1<sup>st</sup> or 2<sup>nd</sup> Vice-President shall become vacant, the Vice-Presidents shall advance in office, according to their rank. If such advancement leaves the office of President or 1<sup>st</sup> or 2<sup>nd</sup> Vice-President open, then the election committee shall call for a special election, giving every member at least two weeks notice of the time and the place; and such office (s) shall be filled at said election.
- B. If a vacancy in any other Board position occurs, then the remaining Board members may appoint a replacement to fill the unexpired term.
- C. If vacancies shall reduce our number of Board members to less than that required for a quorum, then our membership shall fill them by an election held at a regular meeting, giving members at least one week of prior written notice. Such notice may be given by any remaining election committee member or Board member if no election committee member remains or by any Club member if no election or Board members remain.
- D. Any member of the Board may be removed from office for cause by a two-thirds vote of our membership. There shall be at least thirty days advance notice given before this election can be held and it shall be held at a regularly scheduled Club meeting.

shall take office July 1<sup>st</sup> of each year; and shall hold office for one year unless they are unable to complete this term of office.

and Foundation making sure that there is no transfer of funds from the Foundation to the Club accounts.

- 7. Submits monthly and semi-annually reports as requested by the Association, the Foundation or the District Governor
- 8. Must cooperate each June with an auditor chosen by the Board to review our financial records before changes in our administration occur to facilitate the accounting review and reports that will happen at the beginning of the next Lions fiscal year. Will be specifically responsible to make sure that annual reviews are conducted by an independent Certified Public Accountant and that taxes are filed for both the Lions Club and the Foundation to the Commonwealth of Massachusetts and the Federal Taxes with the IRS.

ASSISTANT TREASURER

This officer shall be responsible for the following:

- 1. Assists the Treasurer in the duties as determined by the President and Treasurer and approved by the Board of Directors.
- 2. Assists the Treasurer in keeping financial records in a meaningful manner especially by separating them into appropriate accounts
- 3. Helps to submit monthly and semi-annual reports as requested by the Association or the District Governor; and shall cooperate each June with auditor chosen by the Board of Directors to review our financial records before changes in our administration occur.

- 4. Works in coordination with the Treasurer to help provide the information for the annual reviews with the external auditor for the purposes of tax filing as set forth in the Policy.

NEWSLETTER PUBLISHER – WEB SITE SUPERVISOR

This officer shall be responsible for the following:

- 1. Arranges for an informative and interesting newsletter and web-site
- 2. Mails Newsletters to members that do not have electronic mail at least five days prior to our next regular meeting and electronically to the rest of the membership.
- 3. Mails newsletter also to Association, District Governor’s Cabinet, and any other person requested by our President.
- 4. Find sponsors within the Club membership to help support the cost of mailing and web-site.
- 5. Maintains and updates the Club Web Site.

DUES TREASURER

The Dues Treasurer shall be responsible for all dues collection efforts, be accountable to the Club Treasurer for money collected, and report overdue funds as requested by the Board (See Article V.A & Article V.B).

MEMBERSHIP CHAIRPERSON

This officer shall be responsible for the following:

- 1. Takes initiative for and organizes recruitment activities
- 2. New member orientations/inductions, distribution of new member kits, nametags and aids activation efforts.

## ARTICLE VIII

### Regular Elections

- A. A nominating committee, chaired by the Immediate Past President and consisting of the current President and the last four Past Presidents willing to serve with an invitation extended to the 1<sup>st</sup> VP and 2<sup>nd</sup> VP to attend as non-voting members, will be responsible for submitting names of candidates for the various Club offices to our Club at our first March meeting. At that time nominations for all offices to be filled in the succeeding year may also be made from the floor.
- B. If in the interim between the nomination meeting and the election meeting held at our first meeting in April, any nominee is unable for any reason to serve and for which office there is no other nominee, then the nominating committee shall submit at the election meeting additional nominees for that office. At our election meeting, nominations also may be made from the floor.
- C. The nominating committee also serves as our Club’s election committee, being responsible for giving each Club member at least two weeks written notice of upcoming nominations and elections via our Secretary, by mail, by electronic mail or by personal delivery; and supervising our entire elections process. In the event there is a contest for any post Elections shall be by ballot of those present and qualified to vote. A plurality vote is necessary to elect any candidate. The nominating/election committee shall not conduct business unless a majority of voting members is present.
- D. Subject to the provision of Article IX.B, all Board members, other than Directors elected for two-year terms, shall be elected annually;

6. Overseeing that our financial records are audited at least annually or at their discretion, even more frequently. This refers to all financial records of our Club including those handles by officers, committees or any member. Any Club member may inspect such audit upon request at a reasonable time and place.
7. Ensuring our incorporation papers are filed after the first of each year with the Massachusetts Secretary of State.
8. Ensuring surety for the bonding of our officers has been achieved.
9. Overseeing that new business and Policy matters submitted have been referred to the proper people/committee for study and recommendation to the Board.
10. Appointing, subject to Club membership approval, our delegates and their alternates to District and Association events.
11. Holding a mid-year review meeting in early January and a year-end review meeting in June for the purpose of evaluating progress and making recommendations for the future.
12. Having in addition to those duties and powers listed above in this Article any expressed/implied duties and powers set forth elsewhere in this Constitution and Bylaws.

3. Helps and coordinates the filling of new member's proposal forms and brings proposals to the Board for Approval.
4. Supervises the sponsors to make sure they are doing the job and works on retention programs.
5. Brings the names of members to be removed from the Club to the Board by keeping close contact with the dues treasurer and President.

LION TAMER

This officer shall be responsible for the following:

1. Club property and paraphernalia. This includes flags, banners, gong, gavel, hats, vests, emblems, etc.
2. Each shall be put in proper place before our meeting and promptly returned afterwards.
3. Our Lion Tamer acts as our Sergeant-at-Arms whenever appropriate, helps in seeing that members shall sit with different groups

TAIL TWISTER

This officer shall be responsible for the following:

Promotes harmony, fellowship, fun, novelties and enthusiasm through judicious efforts such as fines with a maximum amount set by Policy. No member may be fined more than twice at a meeting and fines equal to/less than the maximum may not be appealed to our membership. Our Tail Twister may not be fined except by unanimous vote of all members present. All monies collected by our Tail Twister shall be immediately turned over to our Treasurer with a receipt given in return.

## ARTICLE VII

### Board of Directors

- A. The Board of Directors shall consist of the officers listed in Article VI above and eight elected Directors (four elected for two-year terms and four elected for one-year terms; after one year has expired those Directors elected for two-year terms become one-year Directors and newly elected Directors will serve two years).
- B. Regular meeting of the Board is open to all Club members, but only members of the Board are allowed to vote. These meetings shall be held monthly at such time and place as the Board shall determine.
- C. Special Board meetings shall be held when requested by the President, a majority of Board members, or petitioned by at least twenty percent of the membership.
- D. No official business shall be conducted without a quorum present and voting. A quorum is defined as a majority of the Board members.
- E. Duties and Powers of the Board of Directors shall include:
  1. Constituting the Executive Board of our Club responsible for the execution, through Club officers, of policies approved by our Club.
  2. Any new Policy shall be considered first by this Board before being presented to and approved by our general membership. Proposed Policy must be presented to the board with 30 days notice.

***Definition of Policy: Administrative dynamic set of guidelines derived from the need to make comprehensive***

*and organized decisions for specifics issues of the organization. The Policy as an administrative tool is to be used by the executive body the organization and reviewed periodically to ensure conformance to the organization goals and effective management. Policies are not just static lists of goals or laws as the constitutional bylaws and might never contradict the bylaws and therefore the basic principles of the organization. Policies are instituted in order to avoid some negative effect that has been noticed in the organization, or to seek some positive benefit.*

3. Any new funding requests, other than those approved as operating budgets in September, must be sent first to our Fund Screening Committee for their review and recommendation; then to the Board for their review and recommendation; and then to our membership for approval. If significant debate arises on the funding issue it shall immediately be tabled/sent back to the Fund Screening Committee for an open hearing. Fund Screening's "new recommendation" shall then be considered by the Board before approving and recommending it to the General Membership. (Exception: Article VI.C, the President's discretionary fund). The Board of Directors has the power to modify, override or rescind the action of any officer/committee/member in our Club.
4. All funding or donations, including those in the budget, will be approved by the Board and checks will be issued only after the confirmation of the Treasurer that funds are available according to the Policy.
5. Approving all guest speakers before they are invited to our Club.