

EASTON LIONS CLUB, INC.



Constitution and Bylaws

November 30, 2018 Revision

Revision History

Refer to the document “*Supplement-Roberts-Rules-and-Revisions-20180912rev.docx*” for an overview of revisions made to the Easton Lions Club governance documents.

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CLUB CONSTITUTION

PREAMBLE

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

- It is the principles that describe the nature, functions and limits of the Club.
- It offers rules and procedures for governing the Club.
- It is the instrument which ties members to the Club and ties the 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, Inc., (hereinafter called the Club), in the Commonwealth of Massachusetts, 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 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., The, (hereinafter called the “**Foundation**”) is an organization of the 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.

Governance Documents

There are three additional governance documents referred to in The Easton Lions Club, Inc. Constitution and Bylaws, September 12, 2018, Revision, (hereinafter called the “**Club Constitution & Bylaws**”).

1. Lions Club of Easton Foundation, Inc., The, Bylaws, September 12, 2018 Revision, (hereinafter called the “**Foundation Bylaws**”).
2. Easton Lions Club, Inc. and Lions Club of Easton Foundation, Inc., The, Policy, September 12, 2018 Revision, (hereinafter called the “**Club Policy**”).
3. Supplement of Robert’s Rules, Revisions, & Future Issues, Easton Lions Club, Inc. & Lions Club of Easton Foundation, Inc., The, September 12, 2018 Revision, (hereinafter called the “**Supplement**”).

ARTICLE I

– NAME & BRAND IDENTITY–

- A. Name:** The name of this organization shall be the Easton Lions Club, Inc., chartered by, and under the jurisdiction of the International Association of Lions Clubs, incorporated in the Commonwealth of Massachusetts.
- B. SLOGAN:** “Liberty, Intelligence, Our Nation’s Safety”.
- C. MOTTO:** “We Serve”.
- D. TOAST:** “Not above you, Not beneath you, but with you”.
- E. COLORS:** The colors of the Club 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 purpose.

F. EMBLEMS:



The emblems of the Club shall be the same as that of the Association. Lions throughout the world are recognized by these emblems. 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.

- G. TAGLINE:** “Where There’s a NEED, There’s A LION!”

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 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.
- G. To provide financial, material, and volunteer resources to benefit our community and Lions' causes as determined by Lions International.

ARTICLE III

– MEMBERSHIP –

- A. **ELIGIBILITY:** Subject to the provisions of Article I – Membership, of the Club Bylaws, 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, Inc.
- B. **MEMBERSHIP BY INVITATION:** Membership in the 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 the Membership Chair or the Dues Treasurer, 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 Dues Treasurer 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 and be invoiced by the Dues Treasurer for dues as appropriate (i.e., dues may be prorated depending upon time, in the Lionistic Year, at which the nominee is approved). If the applicant accepts, then they will be reported to both the District and the Association by the Club Secretary.
- C. **FORFEITURE OF MEMBERSHIP:** A member may be dropped from the Club membership for cause and by a two-thirds (2/3) vote of quorum, as defined in Article VII, Section B of the Club Constitution, of the Board. Cause is defined as doing harm to a person or the Club's reputation as defined by Purpose in Article II of the Constitution. Upon removal from the Club, any and all rights to use the name "LIONS," the emblem and other insignia of the Club and the Association shall be forfeited.

ARTICLE IV

– 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 and 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 V

– CLUB FUNDS –

- A. **ADMINISTRATIVE FUNDS:** Administrative funds are generated through contributions from members through dues, fees, fines and other individual contributions. These funds are held in the name of the Easton Lions Club, Inc.
- B. **ACTIVITY FUNDS:** All funds raised from the public must be directed to public use, including money accumulated from invested public funds. The only deductions that may be made from any funds are direct operating expenses of the fundraising activity. Money accumulated from interest must also be directed to public use. These funds are held in the name of the Lions Club of Easton Foundation, Inc., The.

ARTICLE VI – OFFICERS –

- A. **OFFICER POSITIONS:** The officers of the Club shall be President, immediate Past President, Vice President(s), Secretary, Treasurer, Assistant Treasurer, Dues Treasurer, Marketing Communications Chair, Membership Chair, Lion Tamer, and Tail Twister.
- B. **REMOVAL OF OFFICERS:** Any officer of the Club may be removed from office for cause by two-thirds (2/3) vote of a quorum of the Club membership as defined in Article IX, section G of the Bylaws. Cause is defined as doing harm to a person or the Club's reputation as defined by Purpose in Article II of the Constitution.
- C. **STANDING:** Only Active members in good standing, as defined in Article I, Section A.1 of the Bylaws, or Life Members shall be eligible to hold a Club office.
- D. **COMPENSATION:** No officer shall receive compensation for any service rendered to the Club in their official capacity.

ARTICLE VII – BOARD OF DIRECTORS –

- A. **MEMBERS:** The Board of Directors shall consist of the officers listed in Article VI of the Constitution 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. **QUORUM:** No official business shall be conducted without a quorum present and voting. A quorum is defined as a majority of the Board members.
- C. **DUTIES:** Duties and powers of the Board of Directors shall include:
1. Responsibilities for the execution of policies approved by the Club.
 2. Any new policy shall be considered first by this Board before being presented to and approved by the Club. Proposed policies must be presented to the Board with thirty (30) days notice.

Definition of Policy: *Administrative dynamic set of guidelines derived from the need to make comprehensive and organized decisions for specific issues of the Club. The Policy, as an administrative tool, is to be used by the executive body the Club and reviewed periodically to ensure conformance to the Club's goals and effective management. Policies are not just static lists of goals or laws as the Club's Constitution and Bylaws and may never contradict these and therefore the basic principles of the Club. Policies are instituted in order to avoid some negative effect that has been noticed in the Club, or to seek some positive benefit.*

3. Any new funding requests, other than those approved as operating budgets 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 of Directors before approving and recommending it to the Club. (Exception: Article VI, Section 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 the Club.
4. All funding or donations, including those in the budget, will be approved by the Board and disbursements will be made only after confirmation by the Treasurer that funds are available according to the Club Policy.

5. Approving all guest speakers before they are invited to the Club.
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 the 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. **STANDING COMMITTEES:** These should be reviewed annually by the Board of Directors.
13. **SPECIAL COMMITTEES:** The President may appoint, with the approval of the Board of Directors, special committees as may be necessary in their or the Board of Directors' judgment.
14. 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.

ARTICLE VIII

– AMENDMENTS TO THE CONSTITUTION –

- A. **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.
- B. **AMENDING PROCEDURE:** This Constitution may be amended at any regular or special meeting of the Club at which a quorum is present, as defined in Article IX, Section G of the Bylaws, by the vote of two-thirds (2/3) of the eligible members present in person and voting, provided the Board of Directors has previously considered the merits of the amendments.

CLUB BYLAWS

ARTICLE I

– MEMBERSHIP –

A. MEMBERSHIP CATEGORIES

1. ACTIVE: A member who is entitled to all rights and privileges and subject to all obligations which membership in the Club confers or implies. Rights shall include eligibility to seek any office in the 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 the Club.

2. 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 Board of Directors (hereinafter called “the Board”) desires to confer this status. Every member-at-large shall have their status reviewed annually and shall not be eligible to hold office or vote, shall pay dues as the Club may charge, and shall pay in advance for meals.

To be designated a “Member at Large” a member must have:

- a. at least five years as an Active club member,
- b. served as an officer or event chair, and

c. contributed consistently to the Club's activities in the previous five years.

3. 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 may be granted Life Membership upon:

- a. recommendation by the Club to the Association,
- b. payment to the Club of current Life Member dues set by Lions Clubs International by the member in lieu of all future dues to the Club, and
- c. approval by the International Board of Directors.

A Life Member shall have all the privileges of the Active membership so long as they fulfill all obligations thereof.

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

B. DUAL MEMBERSHIP

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

C. RESIGNATIONS

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 the Club and the Association have been surrendered.

D. REINSTATEMENTS

Any member dropped from membership in the 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 must be approved in accordance with Article III, Section B of the Constitution.

E. TRANSFERS

The Club may grant membership on a transfer basis to one who has terminated or is terminating membership in another Lions Club provided that:

1. the transfer application is received by the Club Secretary within six months of termination from the other club,
2. the termination was in good standing,

3. the applicant provides a statement from their former club indicating a favorable record in such former club, and
4. 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 the Club, then reinstatement must be approved in accordance with Article III, Section B of the Constitution.

ARTICLE II

– RESPONSIBILITIES OF SPONSORS –

One of the most important contributions members can make to our Club is to sponsor new members, in accordance with Article III, Section B (Membership by Invitation) of the Constitution. New members represent the future leadership of our Club. With them come new ideas, vitality, and enthusiasm. Sponsors play an important role in the development and future success of our new members. If deemed practicable or prudent by the President and/or Membership Chairperson, a willing and experienced Lion may be assigned as a mentor to effectively fulfill the role of a sponsor of a new member. The responsibilities of sponsors and/or designated mentors include the following:

1. To make new members feel valued and welcome. Sitting with new members at Club meetings, particularly during the first few months of their tenure, is strongly encouraged.
2. To help widen the new members' network by introducing them to other members of the Club.
3. To help acculturate new members to the Club and to be available for any questions.
4. To be an advocate for new members and to ensure that they are being properly supported, e.g. through the issuance of name tags, pins, "New Member Kits," etc.
5. To contact new members prior to Club meetings and offer to accompany them.
6. To develop an awareness of the new members' areas of interest and to work to get them actively involved in Club activities.

Contacting and offering to accompany new members to club activities (e.g. Holiday Festival, Auction, and Thrift Store) is strongly encouraged.

7. To inform new members of the Club's Constitution and Bylaws.
8. To encourage new members to add value by identifying areas of improvement within the Club.
9. To assist new members in the development of their full potential as a Lion.

ARTICLE III

– 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 or at such other time as the Board may determine. Any changes to the fees and dues will be presented to the Club members for a vote after approval by the Board. If the changes to the fees and dues as approved by the Board are not approved by the Club members, such changes will be tabled and returned to the Board for further review and consideration.
- B. The fiscal year for the Club shall be July 1 through June 30.
- C. Each member or Member at Large chooses either an annual or semi-annual dues schedule as established by Club Policy. Dues billing will be sent out, as established by Board of Directors policy. A second billing will be mailed to members who still owe dues. Thereafter, a personal contact will be made by the President or by a person appointed by the President to get the overdue dues collected. Members who have not paid dues may be 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 the Club Policy as an initiation fee.
- E. New members will be billed for dues at one-tenth (1/10) of the total annual dues pro-rata for the number of months remaining in the Lions year.
- F. Additional dues/fees/assessments may only be levied on members of the Club upon a vote of two-thirds (2/3) of a quorum of members at a meeting with 30 days advance notice to all club members.

ARTICLE IV – FINANCES –

A. Accounting Method

The Club will use the cash method of accounting.

B. Tax Filing

1. The Treasurer will be responsible for filing all tax returns in a timely manner for the Club and must report the completion of the filing annually to the Board.
2. The preparation of taxes will be done by an independent CPA to review the accounting records of the Club. The Treasurer will coordinate and provide all the necessary information to prepare the returns. The cost for the 501(c)(4) return will be paid from the Administrative Fund account defined in Article V, Section A of the Club Constitution.
3. The Deliverables for the financial tax filings the Club for the 501(c)(4) are:
 - a. The Club tax form.
 - b. The Club PC form to the Commonwealth of Massachusetts, Department of Public Charities of the Attorney General.
Note: This covers the filing with the Massachusetts Department of Revenue.
4. The Treasurer will maintain all related documents that evidence these filings as Club records. Copies of these tax returns will be filed with the Club Secretary and made available to the Board of Directors upon request.

C. Club Operating Accounts

Any activity with a separate operating account that uses the Club identification number shall be overseen by the Club Treasurer and reports to the Board of Directors.

D. Annual Corporation Filing

The Secretary of the Club is responsible for the annual corporation filing with the Secretary of the Commonwealth of Massachusetts for both the Club. This filing must happen no later than September 15th, of each year and the filing must be reported immediately to the Board.

E. Grants and Gifts

Any grant, gift, or service in kind, including those from governmental agencies, must be approved by the Board of Directors prior to acceptance. This is not meant to include any grant, gift, or service in kind over a nominal amount.

ARTICLE V

– DUTIES OF OFFICERS –

A. 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 and approves all committees and may appoint others as liaisons at their discretion.
3. Acts as the primary spokesperson for the Club.
4. Cooperates with other Club officers to effectively manage the Club.
5. Sees that elections are duly called and implemented.
6. Authorizes the Secretary to order Club supplies.
7. Regularly receives and acts on mail and financial matters.
8. Exercises discretion to spend in urgent cases a sum as determined by Policy in any fiscal year.
9. Is a member ex-officio of all committees.
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 Director meetings.
12. Creates the agenda for the general meetings.

13. Encourages diplomacy and resolve disputes fairly and equitably utilizing the Dispute Resolution Procedure in the Bylaws if needed.
14. Takes initiative to improve the Club and oversees efficient operation of the Club under the principles of Lionism.
15. Approves use of benevolence funds toward payment of dues of club members experiencing financial hardship.
16. The President will lead the effort of finding the chairpersons and other important positions for the different committees. The President and Vice Presidents should have a complete list of functions completed before the first meeting of the Board of Directors and report on the status.

B. Immediate Past President

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

1. Advises the President.
2. With other past Presidents, greets members, guests, and visiting dignitaries.
3. **COMMITTEES:** Presides over the following committees:
 - a. **Nomination Committee:** Follows the schedule for meetings as set by the President. Assures all nominees are qualified for their respective offices. Meets deadlines for presenting a slate of nominees to the Board for approval. Meets deadlines for presenting the nominees to the membership and posting of the slate of nominees on our website. Assists the President in overseeing the voting on the slate of officers. Sets the date by which the Nominating Committee must meet and determines the date for the presentation of

the slate of nominees to the Board and to the membership.
See additional details in Article VII – Special Elections – of the Club Bylaws.

- b. **Constitution and Bylaw Committee:** At the first meeting of the Board of Directors in the fiscal year, this officer will recommend if a review of the current governance documents is necessary. If it is deemed so, this officer will preside over a committee to recommend changes to the Club and Foundation Constitution, Bylaws, and Policies.
4. Other responsibilities may be assigned by the President as needed.

C. First 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 First Vice President is also absent, then the next officer in these rankings will perform those duties with the same authority as the President.
2. Chairs the Rookies Night.
3. Chairs the Fund Screening Committee.
 - a. The Fund Screening Committee will consist of five voting members. each serving a 2-year term with the exception of the First Vice President. Two of these members are appointed each year, and two each serve for a second year, and are approved by the Board of Directors.
 - b. Elected Board members may not serve as a member of the Fund Screening Committee.

- c. Brings the recommendations of the Fund Screening Committee to the Board for approval.
- d. Supervises the annual budget for the Committee which is to be considered and approved by the Board. The amount of money being awarded to an applicant shall be adjusted by the committee under the responsibility of this officer based on the availability of funds, but shall not exceed the budget unless approved by the Board
- e. Ensures recommendations comply with the Fund Screening Guidelines as set by Board Policy.
4. Reviews the bank statements monthly in conjunction with the President and Treasurer.
5. Works with the President and Treasurer in all areas of Club finances.
6. **COMMITTEES:** Oversees financial and major event committees that the President has assigned. An example of committees from past years include the Golf Tournament, Candy Sales, Raffles, Auctions, Bottle Drives, and Journey for Sight, Installation Night (for new officers), Senior Citizen Cook Out, Charity Auction & Related Sub-Committees, Thrift Store, Scholarship Committee, Junk Day and any other fund-raising committee including the Fund Screening Committee. This officer ensures project reports are brought before the Board and reports results in conjunction with the chairperson of each committee.

D. Second 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 and First Vice President.
2. **COMMITTEES:** Oversees committees related to community that the President has assigned. An example of committees from past years include:
 - a. Holiday Festival,
 - b. Awards Night,
 - c. Eye Mobile,
 - d. Youth Speech,
 - e. All State Lions Band
 - f. Drug Awareness/Quest,
 - g. Hearing and Eyeglass Programs,
 - h. Twinning,
 - i. Recognition Night,
 - j. MD-33S Mid-winter and MD-33 State Conventions,

Ensures project reports are brought before the Board and reports results in conjunction with the chairperson of each committee.

3. Other duties include working with the First Vice President on the Club's Rookie's Night, new member induction ceremonies, and the Club's Holiday Party in December.

E. Third 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, First Vice President, and Second Vice President.
2. **COMMITTEES:** Oversees committees related to community that the President has assigned. An example of committees from past years include:
 - a. Member Calling Committee and Evites,
 - b. Marketing and publicity,
 - c. Health and Welfare,
 - d. Club socials, raffles, and meeting catering/food committee,
 - e. Club end-of-year cookout,
 - f. Membership, programming, and activation,
 - g. Finance audit,
 - h. Scrapbook and Club History,
 - i. NRT Harvest Fair,
 - j. Candy sales and bottle & can drives.

Ensures project reports are brought before the Board and reports results in conjunction with the chairperson of each committee.

F. 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 reports to the District and Association containing such information as they may request.
3. Handles correspondence for the Club.
4. Submits membership and activities and any other reports requested to the District Governor's Cabinet.
5. Serves as an active member of the District Governor's Advisory Committee.
6. Keeps custody of and updates Club records including attendance, member files, elected officers, chair people, appointments, and oversees 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 and in collaboration with legal counsel, and in accord with regulatory guidelines (e.g., filing date). This filing must happen no later than September 15th of each year and the filing must be reported immediately to the Board.

G. Treasurer

This officer shall be responsible for the following:

1. Receives all monies and deposits them in a timely manner into the bank accounts 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 the Administrative funds of the Club separate from Activity funds of the Foundation.
4. The Treasurer will not allow either balance to go below the amounts established in Club Policy (including accrued expenses) unless approved by two-thirds (2/3) 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, the Board, or Fund Screening Committee for both the Club and the Foundation.
6. Submits reports when requested by the Association, the Foundation, or the District Governor.
7. Works with a person or committee 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.
8. Will make sure that an annual internal review is conducted and that taxes are filed for both the Club and the Foundation to the Commonwealth of Massachusetts and the federal IRS.

H. 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 maintaining the Administrative funds of the Club separate from Activity funds of the Foundation.
3. Shall cooperate with the person or committee 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.
4. Works in coordination with the Treasurer to help provide the information for an annual review for the purposes of tax filing.

I. 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.

J. Marketing Communications Chair

This officer shall be responsible for the following:

1. Leads a team of Lion members to support our communication infrastructure, including the Club website, Facebook pages, Twitter account, and other social media platforms.
2. Develop and implement annual communications plans for internal and external audiences, including club members, news media, supporters/sponsors and potential new members.
3. Publicize club activities, including service projects, fund raisers, donations, Lions Clubs International sponsored contests and other newsworthy accomplishments both internally and externally via the news media, social media, and other effective means.
4. Provide communication tools to club members and to encourage all club members to participate in promoting the Club's activities via social media, referral and other effective means of communication.
5. Assist the Club President in communicating information from the district, multiple district and International headquarters with the Club members.
6. Develop and maintain the Club "Social Media" policy and guidelines as those platforms evolve over time.

K. Membership Chair

This officer shall be responsible for the following:

1. Oversees the recruitment activities of the Club. Encourages and guides the Club membership to actively recruit new members.
2. Oversees the completion of new member proposal forms and brings them to the Board for approval.
3. If deemed practicable or prudent, advises the President on the assignment of a willing mentor for a new member. The mentor would effectively fulfill the sponsorship role for the new member.
4. Interfaces and assists the sponsors and/or designated mentors of new members to ensure that they are adequately comporting their responsibilities.
5. Administers the distribution of name tags, Lions pins, and “New Member Kits”.
6. Provides an orientation presentation for new members on at least a semi-annual basis.
7. Plans and orchestrates the new member induction ceremony on at least an annual basis.
8. Oversees efforts made by the Club for membership retention.
9. Coordinates closely with the President and Dues Treasurer in the identification of members to be removed from the Club. Presents the names of the departing members to the Board for approval.
10. Chairs the Membership Committee, if applicable.

L. 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.

M. Tail Twister

This officer shall be responsible for the following:

1. Promotes harmony, fellowship, fun, novelties and enthusiasm through judicious efforts such as fines with a maximum amount set by Policy.
2. 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.
3. Our Tail Twister may not be fined except by unanimous vote of all members present.
4. All monies collected by our Tail Twister shall be immediately turned over to our Treasurer.

ARTICLE VI**– CLUB COORDINATORS –**

In addition to the Club Officers, the following Club Coordinators may be assigned as representatives of the Club by the Board of Directors.

A. Club LCIF Coordinator

The Immediate Past President, or person designated by the Board, communicates the mission and success of LCIF and its importance to Lions Clubs International, implements LCIF development strategies within the Club and collaborates with LCIF district coordinator to promote LCIF in the local area to ensure alignment with district goals.

B. Leo Club Coordinator

This person is the Club contact person for the Oliver Ames High School Leo Club and coordinates selection of a teacher advisor with the school administration. The teacher advisor is paid an annual stipend of \$1,000.

ARTICLE VII**– 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 First Vice President and Second Vice President to attend as non-voting members, will be responsible for submitting names of candidates for the various Club offices to the 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 in March, 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 the 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; shall take office July 1st of each year; and shall hold office for one year unless they are unable to complete this term of office.

ARTICLE VIII

– SPECIAL ELECTIONS –

- A. If the office of President or first or Second 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 First or Second Vice President open, then the election committee shall call for a special election, giving every member at least a two (2) week 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 (2/3) vote of our membership. Cause is defined as doing harm to a person or the Club's reputation as defined by Purpose in Article II of the Constitution. 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.

ARTICLE IX

– MEETINGS –

- A. The 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 the Club. Meetings shall begin promptly, preferably at 7:00 pm, and close at, or near the regular time of approximately 8:30 pm.
- 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 (20%) of the membership. Special meetings shall be called with at least seven (7) days prior written notice given to members.
- D. An anniversary charter night meeting may be held to give special attention to the history of the Club and to Lionism.
- E. Installation of new officers for the subsequent Lionistic Year shall occur at the first General Meeting in June of the current Lionistic Year.
- F. Transitional meetings between outgoing and incoming administrations shall occur between June and August of each year.
- G. **QUORUM:** The presence of at least forty percent (40%) of our members in good standing shall constitute a quorum at regular meetings of the Club. No business shall be conducted in the absence of a quorum.

- H. The Legal Annual Meeting for the Club and the Foundation will take place at the Installation Banquet in the month of June.
- I. Conduct and behavior at meetings shall be in line with expectations for appropriate decorum and civility. Disruptive behavior shall be addressed by the Board of Directors.

ARTICLE X

– CLUB DISPUTE RESOLUTION PROCEDURE –

A. Disputes Subject to Procedure

All disputes 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 Bylaws, 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 settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

B. Request for Dispute Resolution and Filing Fee

Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a \$50.00 filing fee, payable by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be

approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

C. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

D. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

E. Selection of Conciliator

Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the Club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The

district governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor team (district governor, First Vice district governor and Second Vice district governor) within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor team determines by a majority decision, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor team by a majority decision shall appoint a substitute conciliator who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the Club which is a party to the dispute, or from an adjacent district, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. Otherwise, the district governor team by a majority decision shall issue their denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor team's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor or the district governor team.

If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a

member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the Club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the Legal Division determines, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division, in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

F. Conciliation Meeting & Decision of Conciliator

Upon being appointed, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his

or her decision relative to the dispute. The conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and Bylaws and policies of the International Board of Directors and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE XI

– OTHER PROVISIONS –

- A. Except to further their progress in Lionism, no club member shall use their membership to further personal, political, or other aspiration, nor shall the Club take part in any movement not in keeping with our purposes.
- B. 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.
- C. 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.
- D. Delegates to conventions shall be recommended by our President and approved by the Board.
- E. If the 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

– PARLIAMENTARY PROCEDURE –

A modified Robert's Rules of Order, found in the Club Supplement of Revisions and Parliamentary Procedures, shall govern all Club meetings.

ARTICLE XIII

– AMENDMENTS TO THE BYLAWS –

- A. **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.

- B. **AMENDING PROCEDURE:** These Bylaws may be amended at any regular or special meeting of the Club at which a quorum is present, as defined in Article IX, Section G of the Bylaws, by the vote of a majority of the members present in person and voting, provided the Board of Directors has previously considered the merits of the amendments.