

BY-LAWS
of the
Freedom District
Lions Club, Inc.



Chartered by and
under the jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS
300 W 22ND STREET
OAK BROOK, ILLINOIS 60523-8842, USA

Revised, MARCH 2013

BY-LAWS INDEX

ARTICLE I MEMBERSHIP

Section 1.	ELIGIBILITY FOR CLUB MEMBERSHIP	5
Section 2.	MEMBERSHIP BY INVITATION	5
Section 3.	MEMBERSHIP CATEGORIES	5
Section 4.	DUAL MEMBERSHIP	7
Section 5.	AFFILIATE AND HONORARY MEMBER LIMITS	8
Section 6.	RESIGNATIONS	8
Section 7.	REINSTATEMENT OF MEMBERSHIP	8
Section 8.	TRANSFER MEMBERSHIP	8
Section 9.	DISPUTE RESOLUTION	8
Section 10.	FAILURE TO PAY	9
Section 11.	ATTENDANCE	9
Section 12.	FORFEITURE OF MEMBERSHIP	9

ARTICLE II BOARD OF DIRECTORS

Section 1.	OFFICERS AND DIRECTORS	10
Section 2.	DUTIES AND POWERS OF THE BOARD OF DIRECTORS	10
Section 3.	OFFICER DUTIES	11
Section 4.	BOARD OF DIRECTORS REGULAR MEETINGS	13
Section 5.	BOARD OF DIRECTORS SPECIAL MEETINGS	13
Section 6.	QUORUM	14
Section 7.	ELIGIBILITY FOR OFFICE	14
Section 8.	COMPENSATION	14
Section 9.	REMOVAL	14

ARTICLE III MEETINGS AND QUORUM REQUIREMENTS

Section 1.	PARLIAMENTARY PRACTICES	14
Section 2.	REGULAR MEETINGS	14
Section 3.	SPECIAL MEETINGS	15
Section 4.	CHARTER ANNIVERSARY	15
Section 5.	ANNUAL MEETINGS	15
Section 6.	QUORUM	15
Section 7.	GOOD STANDING	15

ARTICLE IV ELECTIONS AND FILLING VACANCIES

Section 1.	NOMINATION COMMITTEE	16
Section 2.	NOMINATING MEETING COMMITTEE	16
Section 3.	NOMINEE UNABLE TO SERVE	16
Section 4.	ELECTION COMMITTEE	16

Section 5. ANNUAL ELECTION16
 Section 6. MEMBERSHIP COMMITTEE17
 Section 7. DIRECTORS ELECTION17
 Section 8. BALLOT17
 Section 9. VACANCY17
 Section 10. REPLACEMENT18

ARTICLE V FEES AND DUES

Section 1. ENTRANCE FEES18
 Section 2. ANNUAL DUES18
 Section 3. MEALS19

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES19
 Section 2. SPECIAL COMMITTEES19
 Section 3. PRESIDENT EX-OFFICIO20
 Section 4. COMPOSITION20
 Section 5. COMMITTEE REPORTING20

ARTICLE VII BRANCH CLUB ADMINISTRATION

Section 1. BRANCH FORMATION20
 Section 2. MEMBERSHIP IN PARENT CLUB20
 Section 3. COORDINATOR/VICE COORDINATOR20
 Section 4. LIAISON21
 Section 5. VOTING ENTITLEMENT21
 Section 6. FUNDRAISING21
 Section 7. DISSOLUTION21

**ARTICLE VIII FREEDOM DISTRICT LIONS CLUB
 FOUNDATION, INC.**

Section 1. GENERAL OPERATION21
 Section 2. TAX STATUS22

**ARTICLE IX DELEGATES TO INTERNATIONAL AND DISTRICT
 CONVENTIONS**

Section 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION22
 Section 2. DELEGATE ENTITLEMENT DISTRICT/MULTIPLE DISTRICT
 CONVENTION22

ARTICLE X AMENDMENTS

Section 1. AMENDING PROCEDURE22
Section 2. NOTICE22

ARTICLE XI MISCELLANEOUS

Section 1. CLUB SIZE23
Section 2. EMBLEM, COLORS23
Section 3. FISCAL YEAR24
Section 4. HONORARY MAILING LIST24
Section 5. PARTISAN POLITICS/RELIGION24
Section 6. PERSONAL BENEFIT24
Section 7. SOLICITATION OF FUNDS24

ATTACHMENTS

EXHIBIT A. MEMBERSHIP CATEGORIES CHART25
EXHIBIT B. LIONS CLUB CODE OF ETHICS26
EXHIBIT C. ACCESSORY QUOTES26

ARTICLE I MEMBERSHIP

Section 1. ELIGIBILITY FOR CLUB MEMBERSHIP

Subject to the provisions of Article I of the by-laws, any person of legal majority and good moral character and good reputation in their community, may be granted membership in this Lions club.

Section 2. MEMBERSHIP BY INVITATION

Membership in this Lions club shall be acquired by invitation only. Nominations shall be made on forms provided by the international office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership chairperson or the club secretary, who, after investigation by the membership committee, shall submit the same to the board of directors. If approved by a majority of said board, the prospect may then be invited to become a member of this club. A properly filled out membership form duly signed, as well as, the entrance fee and dues must be in the hands of the secretary before the member is reported to and officially recognized by the association as a Lion member.

Section 3. MEMBERSHIP CATEGORIES

(a) ACTIVE: A member entitled to all rights and privileges and subject to all obligations which membership in a Lions club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this club, district or association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions club in the community.

(b) MEMBER-AT-LARGE: A member of this club who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the board of directors of this club desires to confer this status. This status shall be reviewed each six months by the board of directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in district or international meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include district and international dues.

(c) HONORARY: An individual, not a member of this Lions club, having performed outstanding service for the community or this Lions club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and international and district dues on such a member, who may attend meetings, but shall not be entitled to any privileges of active membership.

(d) PRIVILEGED: A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the board of directors of this club, must relinquish their active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. They shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, district or international office.

(e) LIFE MEMBER: Any member of this club who has maintained Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, their community, or this Association; or any member who is critically ill; or any member of this club who has maintained such active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:

- (1) Recommendation of this club to the association,
- (2) Payment to the association of US\$500.00, or its equivalent in the respective national currency, by this club in lieu of all future dues to the association, and
- (3) Approval by the International Board of Directors. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper. A Life Member shall have all privileges of active membership so long as they fulfill all obligations thereof.

A Life Member who desires to relocate and receives an invitation to join another Lions club shall automatically become a Life Member of said club.

(f) ASSOCIATE MEMBER: A member who holds their primary membership in another Lions club but maintains a residence or is employed in the community served by this club. This status may be conferred by the invitation of the board of directors and shall be reviewed annually. The club shall not report an Associate Member on its Membership and Activities Report. An Associate Member may be eligible to vote on club matters, at meetings where they are present in person, but may not represent the club as a delegate at district (single, sub-, provisional and/or multiple) or

international conventions. They shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignments through this club. International and district (single, sub-, provisional and/or multiple) dues shall not be assessed on the Associate; PROVIDED, however, nothing shall prevent this club from assessing an Associate such dues as it shall deem proper.

(g) AFFILIATE MEMBER: A quality individual of the community who currently is not able to fully participate as an Active member of the club but desires to support the club and its community service initiatives and be affiliated with the club. This status may be conferred by the invitation of the club's board of directors. An Affiliate Member may be eligible to vote on club matters at meetings where they are present in person, but may not represent the club as a delegate at district (single, sub, transitional, provisional, and/or multiple) or international conventions. They shall not be eligible to hold club, district or international office, nor district, multiple district or international committee assignment. An Affiliate Member shall be required to pay district, international and club dues plus an additional \$5.00 per quarter. To remain in good standing Affiliate Members must attend two (2) meetings per year and participate in two (2) club functions per year.

(h) FAMILY MEMBER: The 2nd, 3rd and 4th member of the Freedom District Lions Club that live at the same address and are related will be classified as a Family Member. A family member shall have all of the rights and privileges that go with their primary category i.e. Active, Affiliate etc.

(i) STUDENT MEMBER: Any member of the Freedom District Lions Club who is a full time student at an accredited institution of higher learning qualifies for this status. A student member shall have the rights and privileges that go with their primary category i.e. Active, Affiliate etc.

Section 4. DUAL MEMBERSHIP

No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

Section 5. AFFILIATE AND HONORARY MEMBER LIMITS

Honorary Members - Not to exceed 5% of total actual membership; any fraction shall permit one additional honorary member.

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

Section 6. RESIGNATIONS

Any member may resign from this club, and said resignation shall become effective upon acceptance by the board of directors. The board may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been returned, and all right to the use of the name "LIONS," the emblem and other insignia of this club and this association have been surrendered.

Section 7. REINSTATEMENT OF MEMBERSHIP

Any member dropped from membership in good standing may be reinstated by the club's board of directors, and will retain their prior Lions service record as part of their total Lions service record.

Section 8. TRANSFER MEMBERSHIP

This club may grant membership on a transfer basis to one who has terminated or is terminating their membership in another Lions club, provided that a member is in good standing at the time of transfer requested. If more than six (6) months have elapsed between termination of their membership in another club and submittal of completed transfer member form or current membership card, they may acquire membership in this club only under the provisions of Section 2 of Article III of the constitution.

Section 9. DISPUTE RESOLUTION

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 by-laws, or the expulsion of any member from the club, or any other matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution.

Any party to the dispute may file a written request with the district governor 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. Within fifteen (15) days of receipt, the district governor shall 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, other than a club which is a party to the dispute, in the district in which the dispute arises. The selected conciliator shall be acceptable to the parties. Upon being selected, 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. 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 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. All decisions of the conciliators are subject to the authority of the International Board of Directors.

Section 10. FAILURE TO PAY

The secretary shall submit to the board of directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section 11. ATTENDANCE

The club shall encourage regular attendance at club meetings and activities. Where a member misses consecutive meetings or activities, the club will make every effort to contact the member to encourage and promote regular attendance.

Section 12. FORFEITURE OF MEMBERSHIP

Any member may be expelled from the club for cause by a two-thirds vote of the entire board of directors.

ARTICLE II BOARD OF DIRECTORS

Section 1. OFFICERS AND DIRECTORS

The officers of this club shall be and constitute the Board of Directors where the optimum board positions to be occupied are:

President
Secretary
Treasurer
1st Vice President
2nd Vice President
3rd Vice President (Optional)
Lion Tamer
Tail Twister (Optional)
Immediate Past President
2 Directors (First Year)
2 Directors (Second Year)
Membership Director

Section 2. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and by-laws, the board of directors shall have the following duties and powers:

(a) It shall constitute the executive board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the board of directors for presentation to and approval by the club members at a regular or special club meeting.

(b) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.

(c) It shall have power to modify, override or rescind the action of any officer of this club.

(d) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting or have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.

(e) It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.

(f) It shall appoint the surety for the bonding of any officer of this club.

(g) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.

(h) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the board.

(i) It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district (single, sub- or multiple) and international conventions.

(j) It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund, called the Administrative Fund, will record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second fund, called the Activities Fund, shall be established to record activity or public welfare monies raised by asking support from the public. Disbursement from such funds shall be in strict compliance with Section (g) of this article.

Section 3. OFFICER DUTIES

(a) PRESIDENT: They shall be the chief executive officer of this club; preside at all meetings of the board of directors and this club; issue the call for regular meetings and special meetings of the board of directors and the club; appoint the standing and special committees of this club and cooperate with chairpersons to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of, the district governor's advisory committee of the zone in which this club is located.

(b) IMMEDIATE PAST PRESIDENT: They and the other past presidents shall officially greet members and their guests at club meetings and shall represent this club in welcoming all new service-minded people in the community served by this club.

(c) VICE PRESIDENTS: If the president is unable to perform the duties of their office for any reason, the vice president next in rank shall occupy their position and perform their duties with the same authority as the president. Each vice president shall, under the direction of the president, oversee the functioning of such committees of this club as the president shall designate.

(d) SECRETARY: They shall be under the supervision and direction of the president and the board of directors and shall act as the

liaison officer between the club and the district (single or sub-and multiple) in which this club is located, and the association. In fulfillment of this, they shall:

(1) Submit regular monthly and other reports to the international office of the association on blanks provided by it containing such information as may be called for by the board of directors of this association;

(2) Submit to the district governor's cabinet such reports as it may require including copies of regular membership and activities reports;

(3) Cooperate with and be an active member of the district governor's advisory committee of the zone in which the club is located;

(4) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; member information, addresses and telephone numbers of members; members club accounts;

(5) Arrange for issuance, in cooperation with the treasurer, quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club, collect and turn the same over to the club treasurer and obtain a receipt;

(6) Give bond for the faithful discharge of their office in such sum and with such surety as determined by the board of directors.

(e) TREASURER: They shall:

(1) Receive all monies, from the secretary and others, and deposit the same in a bank or banks recommended by the finance committee and approved by the board of directors;

(2) Pay out monies in payment of club obligations only on authority given by the board of directors. All checks and vouchers shall be signed by the treasurer, or in their absence the President or Secretary.

(3) Have custody and keep and maintain general records of club receipts and disbursements. The treasurer's records of disbursement shall be countersigned by either the President or the Secretary.

(4) Prepare and submit monthly and semi-annual financial reports to the international office of the association and the board of directors of this club;

(5) Give bond for the faithful discharge of their office in such sum and with such surety as determined by the board of directors.

(f) MEMBERSHIP DIRECTOR: The membership director shall be the chairperson of the membership committee. The responsibilities for this position shall be:

(1) Development of a growth program specifically for the club and presented to the board of directors for approval.

- (2) Regular encouragement at club meeting to bring in new quality members.
- (3) Ensuring implementation of proper recruitment and retention procedures.
- (4) Preparation and implementation of orientation sessions.
- (5) Reporting to the board of directors on ways to reduce the loss of members.
- (6) Coordination with other club committees in fulfilling these responsibilities.
- (7) Serving as a member of the zone level membership committee.

(g) LION TAMER: The Lion tamer shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. They shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. They shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. They shall give special attention to assure that each new member sits with a different group at each meeting so that they can become better acquainted.

(h) TAIL TWISTER: They shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no overruling from their decision in imposing a fine, provided, however, that no fine shall exceed an amount fixed by the board of directors of this club, and no member shall be fined more than twice at any one meeting. The tail twister may not be fined except by the unanimous vote of all members present. All monies collected by the tail twister shall be immediately turned over to the treasurer and a receipt be given.

Section 4. BOARD OF DIRECTORS REGULAR MEETINGS

Regular meetings of the board of directors shall be held at such times and places as the board shall determine. (It is recommended that the board of directors meet at least once each month.)

Section 5. BOARD OF DIRECTORS SPECIAL MEETINGS

Special meetings of the board of directors shall be held when called by the president, or when requested by three (3) or more members of the board of directors, at such time and place as the president shall determine.

Section 6. QUORUM

A majority of the directors shall constitute a quorum at any meeting of the board of directors. The quorum may be obtained in person or through electronic means such as, but not limited to, conference call, speaker phone, and text messaging. The act of a majority of the directors present at any meeting of the board shall be the act and decision of the entire board of directors.

Section 7. ELIGIBILITY FOR OFFICE

No person shall be eligible to hold office in this club unless they are an active member in good standing.

Section 8. COMPENSATION

No officer shall receive any compensation for any service rendered to this club in their official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

Section 9. REMOVAL

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

ARTICLE III MEETINGS AND QUORUM REQUIREMENTS

SECTION 1. PARLIAMENTARY PROCEDURES

Except as otherwise specifically provided in this constitution and by-laws, all questions of order or procedure with respect to any meeting or action of this club, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

Section 2. REGULAR MEETINGS

Regular meetings of this club shall be held at times and places recommended by the board of directors, and approved by the club. All meetings shall begin and end, promptly, at the regular set times. Except as otherwise specifically provided in this constitution and by-laws, notice of regular membership meetings

shall be given in such manner as the board of directors deems proper. (It is recommended that clubs meet at least twice each month.)

Section 3. SPECIAL MEETINGS

Special meetings of the club may be called by the president, in their discretion, and shall be called by the president when requested by the board of directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place shall be given to each member of this club at least ten (10) days prior to the date thereof.

Section 4. CHARTER ANNIVERSARY

A charter night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the purposes and ethics of Lionism, and the history of this club.

Section 5. ANNUAL MEETING

An annual meeting of this club shall be held in conjunction with the close of each Lions' year at a time and place determined by the board of directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section 6. QUORUM

A quorum shall be defined as the total number of the members in good standing present at any meeting of this club, except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

Section 7. GOOD STANDING

Any member who fails to pay any indebtedness due this club within sixty (60) days after receipt of written notice from the secretary shall forfeit their good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

ARTICLE IV ELECTIONS AND FILLING VACANCIES

The officers of this club, excluding the immediate past president, shall be elected as follows:

Section 1. NOMINATING COMMITTEE

The Nominating Committee shall consist of the most recent five (5) Past Presidents that are still members in good standing of the club. The Committee shall submit the names of candidates for the various club offices to the club at the nomination meeting. At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section 2. NOMINATION MEETING

A nomination meeting shall be held in March of each year, with the date and place of such meeting to be determined by the board of directors and notice provided to each member of this club at least fourteen (14) calendar days prior to the date of the meeting.

Section 3. NOMINEE UNABLE TO SERVE

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

Section 4. ELECTION COMMITTEE.

An election meeting shall be held in April, at a time and place determined by the board of directors, and fourteen (14) calendar days prior notice shall be given to each member of the club by the secretary. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section 3 above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section 5. ANNUAL ELECTION

Subject to the provisions of Section 8 of this Article all officers, other than directors, shall be elected annually and shall take office on July 1st, and shall hold office for one year

from that date, or until their successors shall have been elected and qualified.

Section 6. MEMBERSHIP COMMITTEE

A membership committee shall be composed of three elected members for a three year term. Initially three members will be elected. One member shall serve for one (1) year, the second member for two (2) years and the third member for three (3) years. Each year thereafter, a new member will be elected. Each member shall serve for three (3) continuous years on a rotation system subject to annual confirmation for the years remaining by the club's board of directors. The first year member shall be a member of the committee, the second year member shall be its vice chairperson and the third year member shall serve as its chairperson and as membership director on the club's board of directors. The first-year member is encouraged to focus on membership development, the second-year member is encouraged to focus on retention and leadership, while the third-year member (chairperson) is encouraged to focus on extension.

Section 7. DIRECTORS ELECTION

One-half of the directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one-half of the directors shall be elected for two year terms and the other one-half of the directors shall be elected for one year terms.

Section 8. BALLOT

The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

Section 9. VACANCY

If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president, or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days notice of the time and place, which

time and place shall be determined by said board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner, specified in Section 10 hereinafter. Such notice may be given by any remaining officer or director, but if none, then by any member.

Section 10. REPLACEMENT OF OFFICERS-ELECT

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

ARTICLE V Fees and Dues

Section 1. ENTRANCE FEE

Each new, reinstated and transfer member shall pay an entrance fee which shall include the current association entrance fee and be collected before such member is enrolled as a member of this club and before the secretary may report such member to Lions Clubs International; provided, however, that the board of directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within six (6) months of termination of their prior Lions club membership. **The entrance fee amount to be remitted is described in the Policy and Procedures Manual.**

Section 2. ANNUAL DUES

Each member of this club shall pay the following dues- International, District, and Club on a semi-annual basis. The secretary shall publish the amounts of these dues for each membership category annually which dues shall include an amount to cover current international and district (single or sub- and

multiple) dues (to defray the subscription price of THE LION Magazine, administrative and annual convention costs of the association and similar district costs) and shall be paid in advance at such times as the board of directors shall determine.

Dues amounts to be remitted are described in the Policy and Procedures Manual.

The Secretary and Treasurer of the Freedom District Lions Club shall be exempt from all dues during the term of their office.

The treasurer of this club shall remit international and district (single or sub- and multiple) dues to the parties, and at the times, specified in the respective international and district (single or multiple) constitution and by-laws.

Section 3. MEALS

All active members shall pay for all meals quarterly at the rate determined by the board of directors. Members in all other categories shall pay for their meals at the rate determined by the board of directors when they attend meetings.

ARTICLE VI Committees

Section 1. STANDING COMMITTEES

The standing committee **chairpersons** are appointed by the president, except for the members and chairperson of the membership committee, who are elected. (See Article IV, Sections 6 and 7). **Standing Committees are divided into Administrative and Activities Committees. The list of committees is described in the Policy and Procedures Manual.**

Administrative Committees - The function of administrative committees are to provide organizational structure to the club. List of committees, functions and procedures are outlined in the club's Policy and Procedures Manual.

Activities Committees - The function of service committees are to provide directions in service and fundraising to the club. List of committees, functions and procedures are outlined in the club's Policy and Procedures Manual.

Section 2. SPECIAL COMMITTEES

From time to time, the president may appoint, with the approval of the board of directors, such special committees as may be

necessary in their judgment or the judgment of the board of directors. Special committees may be changed to Standing Committees.

Section 3. PRESIDENT EX-OFFICIO

The president shall be an ex-officio member of all committees.

Section 4. COMPOSITION

All committees shall consist of a chairperson and as many members as shall be considered necessary by the Committee Chairperson.

Section 5. COMMITTEE REPORTING

Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the **Secretary**.

ARTICLE VII Branch Club Administration

Section 1. BRANCH FORMATION

Clubs may form branches to permit the expansion of Lionism into locations where and when circumstances do not support the formation of a charter club. The branch shall meet as a committee of the parent club and shall conduct service activities in its community.

Section 2. MEMBERSHIP IN PARENT CLUB

The members of the branch shall be granted membership in the parent club and the branch by membership invitation issued by the board of directors of the parent club. Membership shall be in one of the categories listed in Article I of the By-Laws.

Section 3. COORDINATOR/VICE COORDINATOR

The members comprising the branch shall elect a coordinator and vice coordinator. The coordinator shall also be a member of the parent club's board of directors and be encouraged to attend general and/or board meetings of the parent club to provide branch records and a report of planned branch activities, a monthly financial report and coordinate efforts to encourage open discussion and effective communication between the branch and parent club. Members of the branch are encouraged to attend scheduled meetings of the parent club.

Section 4. LIAISON

The parent club shall designate a member of the parent club to oversee the progress of the branch and provide assistance to the branch, when necessary. The member serving in this capacity shall also serve as the third officer of the branch.

Section 5. VOTING ENTITLEMENT

The members of the branch may vote on activities of the branch and are voting members of the parent club, when in attendance at meetings of the parent club. Branch members shall be calculated in parent club meeting quorum requirements only when present in person at the parent club meeting. Attendance at branch meetings fulfills regular club attendance requirements.

Section 6. FUNDRAISING

Activity or public welfare monies raised by the branch by asking for public support shall be held in a fund established to record such purpose. They shall be distributed in the branch community unless otherwise specified. The board of directors of the parent club may authorize the branch coordinator to countersign checks and vouchers authorized for payment by the parent club's board of directors.

Section 7. DISSOLUTION

The branch may be disbanded by a two-thirds vote of the entire board of directors of the parent club.

ARTICLE VIII Freedom District Lions Club Foundation

Section 1. GENERAL OPERATION

The FDLC Foundation is a Maryland Chartered non stock issuing corporation whose membership is limited to FDLC members. It is governed by it's own Board of Directors (BoD), is recognized by Lions International and has a similar mission to that of FDLC. It's officers are selected and elected by the FDLC Foundation BoD. Because it is an independent corporation, it's officers are different from than of FDLC.

It has a self-perpetuating BoD. It assists FDLC, with fund raising and provides grants for projects that are accomplished by FDLC members.

Section 2. TAX STATUS

The Freedom District Lions Club, Inc. (FDLC) as a Chapter of Lions International is recognized by the IRS as a 501(c)(4) organization. Contributions to it are not deductible on personal income tax returns. FDLC has created an affiliated organization, the Freedom District Lions Club Foundation, Inc. which is a IRS 501(c)(3) organization. As such contributions to it are deductible on personal income tax returns. Many large businesses and governments will not make donations or grants to 501(c)(4) organizations but will to 501(c)(3) organizations.

ARTICLE IX Delegates to International and District Conventions

Section 1. DELEGATE ENTITLEMENT INTERNATIONAL CONVENTION

Inasmuch as Lions Clubs International is governed by Lions clubs in convention assembled, and in order that this club may have its voice in association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the association. This club shall be entitled in any convention of this association, to one (1) delegate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the president or secretary or any other duly authorized officer of this club, or, in the event no such club officer is in attendance at the convention, by the district governor-elect of the district (single or sub-) of which this club is a member.

Section 2. DELEGATE ENTITLEMENT DISTRICT/MULTIPLE DISTRICT CONVENTION

Inasmuch as all district matters are presented and adopted at the district (single, sub- and multiple) conventions, this club shall be entitled to send its full quota of delegates to all such

conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members who have been enrolled for at least one year and a day in this club, or major fraction thereof, of this club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held, provided, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate.

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

ARTICLE X Amendments

Section 1. AMENDING PROCEDURE

These by-laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided that the board has previously considered the merits of the amendments.

Section 2. NOTICE

No amendment shall be put to vote unless notice stating the proposed amendment, shall have been provided to each member at least fourteen (14) calendar days prior to the meeting at which the vote on the amendment is to be taken.

ARTICLE XI Miscellaneous

SECTION 1 CLUB SIZE

A Lions club shall have the minimum of 10 members in good standing.

Section 2. EMBLEM, COLORS

The emblem and colors of this club shall be the same as the emblem and colors of Lions Clubs International.

Section 3. FISCAL YEAR

The fiscal year of this club shall be July 1 through June 30.

Section 4. HONORARY MAILING LIST

Lions Clubs International and the district governor shall be included on the mailing list of this club.

Section 5. PARTISAN POLITICS/RELIGION

This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

Section 6. PERSONAL BENEFIT

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

Section 7. SOLICITATION OF FUNDS

No funds shall be solicited from members of the club during meetings by any individual or individuals who are not members of the club. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the appropriate committee or to the board of directors.

ATTACHMENTS

Exhibit A

Category	Regular Attendance	Prompt Payment of Dues	Participation in Club Activities	Conduct Reflecting Favorable Image
Active	Yes	Yes	Yes	Yes
Affiliate	No	Yes	Yes, 2 per year & Attend 2 mtgs. Per yr.	Yes
Associate	Yes, Primary Club No, Secondary Club	Yes	Yes, when able	Yes
Honorary	No	No	No	Yes
Life	No	Yes, Dist. & Club Only	Yes, when able	Yes
Member at Large	No	Yes	Yes, when able	Yes
Privileged	No	Yes	Yes, when able	Yes

Category	Eligibility to Seek Office	Voting Privileges	Delegate at District or Int'l Conv.
Active	Yes	Yes	Yes
Affiliate	No	Club Matters Only	No
Associate	No	District Conv. (Primary) Club Matters Only (Both)	No
Honorary	No	No	No
Life	Yes, If fulfills obligations of active member	Yes, If fulfills obligations of active member	Yes, If fulfills obligations of active member
Member at Large	No	Yes, Club Matters Only	No
Privileged	No	Yes	Yes

Exhibit B

LIONS CLUB INTERNATIONAL

LIONS CODE OF ETHICS

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

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

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

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

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

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

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

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

Exhibit C

Knowledge of the Constitution makes a good club.

It is the instrument which ties your members to your club, and your club to the International Association and assures equal rights to all.

"To the end that Efficiency, Justice, and Courtesy may prevail in our deliberative bodies."

Thomas Jefferson