

Table of Contents
BY-LAWS
Multiple District 5M
Lions Clubs International
(Rev. 04/22/2017)

		Page
Article I	Duties of Officers and Agents	5
Section 1	Council Chairman, Committees and Officers	5
Section 1-A	Responsibilities	5
Section 1-B	Rights & Limitations	5
Section 1-C	Appointments	5
Section 2	Council Vice Chairman	5
Section 3	Council Treasurer	5
Section 3-A	Control	5
Section 3-B	Authority to Delegate	5
Section 3-C	Review	5
Section 4	Executive Secretary	6
Section 4-A	Contract	6
Section 4-B	Termination	6
Section 4-C	Options	6
Section 4-D	Committees	6
Section 4-E	Voting Rights	6
Section 4-F	Duties	6
Section 4-F-(1)	Minutes	6
Section 4-F-(2)	Business Matters	6
Section 4-F-(3)	Billing	6
Section 4-F-(4)	Correspondence	6
Section 4-F-(5)	Records Retention	6
Section 4-F-(6)	Minutes/Directory	6
Section 4-F-(7)	MD5M Convention	6
Section 4-F-(8)	School of Instruction	6
Section 4-F-(9)	International Convention	6
Section 4-F-(10)	Association Visit	7
Section-4-F-(11)	Budget	7
Section 4-F-(12)	Pins and Supplies	7
Section 4-F-(13)	Constitution and By-Laws	7
Section 4-F-(14)	Delegated Responsibilities	7
Section 5	Multiple District Protocol Chairman-	7
Section 6	Council of Governors	7
Section 6-A	MD5M Convention	7
Section 6-B	Bonds	7
Section 6-C	MD5M Office	8
Section 6-D	Performance Reviews	8
Section 6-E	Financial Reports	8
Section 6-F	Fund Balances	8
Section 6-G	Changes in Dues	8

Section 6-H	Convention Publicity	8
Article II	Meetings	.8
Section 1	Notice of Meetings	.8
Section 2	First Meeting	8
Article III	Committees	8
Section 1	Standing Committees	8
Section 2	Convention Committees	9
Section 2-A	Credentials	9
Section 2-B	Other Convention Committees	9
Section 3	Other Multiple District Committees	9
Section 4	Committee Chairmen	9
Section 4-A	Council Chair Restriction	9
Article IV	Conventions	9
Section 1	MD5M Annual Convention	9
Section 2	Income	9
Section 2-A	Hospitality Books	9
Section 2-B	Council Funds	9
Section 2-C	Other Sources	10
Section 3	Expenditures	10
Section 4	Host Club(s) Reimbursement	10
Section 5	Event Tickets	10
Section 5-A	Individual tickets	10
Section 5-B	Hospitality Book	10
Section 6	No Charge Events	10
Section 7	Refunds	10
Section 8	Audit	10
Section 8-A	Selection of Auditor	10
Section 8-B	Distribution of Report	10
Section 8-C	Excess Convention Funds	10
Article V	Convention Procedures	11
Section 1	MD5M Convention	11
Section 1-A	Program	11
Section 1-B	Presider	11
Section 1-C	Certification of Delegates	11
Section 1-C-(1)	Number of Delegates	11
Section 1-C-(1)-a	Club Delegates	11
Section 1-C-(1)-b	Past District Governors	11
Section 1-C-(2)	Credential Certificates	11
Section 1-C-(2)-a	Mailing	11
Section 1-C-(2)-b	Club Secretary	11
Section 1-C-(2)-c	Distribution	11
Section 1-C-(3)-d	Certification of Credentials	11
Section 1-C-(3)-e	Late Submissions	11
Section 1-C-(3)-f	Close of Certification	12
Section 1-D	Voting	12
Section 1-E	Resolutions	12

Section 1-F	Rules	12
Section 1-G	Quorum	12
Section 2	International Convention	12
Section 2-A	MD5M Meeting	12
Section 2-B	Notification	12
Section 2-C	Petition	12
Article VI	Finances	12
Section 1	Annual Tax	12
Section 2	Basis	13
Section 3	Depositories	13
Section 4	Breakdown of Per Capita Tax	13
Section 5	Administrative Fund	13
Section 5-A	General	13
Section 5-B	Office	13
Section 5-C	Salary and Fringe Benefits	13
Section 5-D	Special Items	13
Section 5-E	Claims	13
Section 5-F	Reimbursement for Convention Expense	13
Section 6	Campaign Fund	13
Section 7	Geographical Area Assistance Fund	14
Section 7-A	Basis	14
Section 7-B	Claims & Maximum	14
Section 8	Convention Fund	14
Section 9	Emergency Convention Fund	14
Section 10	Fiscal Year	14
Article VII	Redistricting	15
Section 1	Council Review	15
Section 2	Council Approval	15
Section 3	District Approval	15
Section 4	Association Approval	15
Section 5	Enumeration	15
Article VIII	Candidates for International Office	15
Section 1	Requirements	15
Section 1-A	Notice of Intention	15
Section 1-B	Qualifications	15
Section 1-C	Choice of Office	15
Section 2	Procedure	16
Section 2-A	Transmittal	16
Section 2-B	Nominations Committee	16
Section 3	Voting	16
Section 4	Endorsement	16
Section 5	Certification	16
Section 6	Ballot Format	16
Section 7	Further Ballots	16
Section 8	Dropping of Candidates	16

Article IX	Multiple District Activities	17
Section 1	Support of Not-For-Profit Corporations	17
Section 2	Supported Activities	17
Article X	Notices & Communications; Amendments	17
Section 1	Notices and Communications	17
Section 2	Amendments-Format	17
Section 3	Filing	17
Section 4	Committee Functions	18
Section 4-A	Review	18
Section 4-B	Action and Transmittal	18
Section 5	Notification	18
Section 6	Adoption	18
Section 7	Clerical Changes	18
Article XI	Consistency	18
Article XII	Effective Date	19

Approved May15, 1999
 amended: May 6, 2000
 amended: May 4, 2001
 amended: April 25, 2003
 amended May 7, 2005
 amended April 29, 2006
 amended May 19, 2007
 amended: May 3, 2008
 amended: May 2, 2009
 amended: April 24, 2010
 amended: April 30, 2011
 amended: April 28, 2012
 amended: May 4, 2013
 amended: April 26, 2014
 amended: April 23, 2016
 amended: April 22, 2017

MULTIPLE DISTRICT 5M BY-LAWS

ARTICLE I Duties of Officers and Agents

Section 1. Council Chairman

A. Responsibilities - The Chairman of the Council of Governors (Council Chairman) shall have the responsibilities prescribed in the By-Laws of the Association, shall chair all regular and special meetings of the Council, shall distribute a proposed agenda to all District Governors 15 days prior to each such meeting for their action, and will strive to keep each meeting moving within the framework of the approved agenda. In his absence the Vice Chairman of the Council shall preside. However, if both are absent the members of the Council shall elect a temporary presider.

B. Rights and Limitations - The Council Chairman shall serve with vote, but shall not participate in any deliberations or discussions of the Council unless requested to participate by a member of the Council. He shall not act in any capacity outside of the Council meetings on Council business unless directed to do so by the Council, and then shall act under its direction and control.

C. Appointments - at the March council meeting, prior to taking office, the Governors-Elect shall appoint members to Council of Governors' committees, elect a vice-chairman and Treasurer, and select a sitting District Governor to be Council Chairman for the succeeding year.

Section 2. Council Vice Chairman - The Council Vice Chairman shall assume the responsibilities, rights, and obligations of the Council Chairman when the Council Chairman is unable to perform them.

Section 3. Council Treasurer - The Council Treasurer shall:

A. Control - Be responsible for the receipts and disbursements, subject to supervision of the Council, of MD5M funds. He is responsible for the accounts, books and records of MD5M, and shall provide semi-annual financial statements, and other financial statements as requested by the Council. He shall deposit all funds in depositories approved by the Council. At checks drawn by him against said funds shall be signed by any two of the following: the Council Chairman, Council Vice Chairman or himself;

B. Authority to Delegate - May delegate, but only in written form, such administrative functions as he deems appropriate to the Executive Secretary;

C. Review - The accounts, books, and records of MD5M shall at all times be open to the inspection of the Council, and to any auditors named by the Council.

Section 4. Executive Secretary

A. Contract - the Executive Secretary's term of employment shall be pursuant to a written contract not to exceed three years from the effective date of the contract. The preferred contract term will be based on the calendar year.

B. Termination - The Executive Secretary may be terminated for malfeasance, misfeasance, nonfeasance, or conduct which may bring the organization into disrepute.

C. Options - The Executive Secretary shall give notice of his request to continue employment by giving such notice as provided for in the employment contract. The Council shall respond to the request in the time specified in the contract.

D. Committees - The Executive Secretary shall be an ex-officio member of all standing and appointed committees of the council.

E. Voting rights - He shall not have the right to vote on any matter considered by the Council, standing, or appointed committees of which he is an ex-officio member.

F. Duties - The Executive Secretary shall:

(1) **Minutes** - Keep an accurate record of the proceedings of all meetings of the Council, and shall within 30 days after each meeting forward copies of the minutes to all members of the Council, and to the office of the Association;

(2) **Business Matters** - Assist the Council in conducting the business of MD5M, and shall perform such duties as are specified in the employment contract or stated or implied in the Constitution and By-Laws, or as may be assigned to him from time to time by the Council;

(3) **Billing** - Bill semi-annually the Cabinet Secretary-Treasurer or Cabinet Treasurer of each District of MD5M for the dues and charges that may be fixed under the MD5M Constitution or these By-Laws;

(4) **Correspondence** - Initiate and respond to correspondence, other matters which require personal attention, generally assist the Council, standing, and appointed committees in conducting the business of MD5M;

(5) **Records Retention** - The Executive Secretary shall maintain and preserve the business and financial records of MD5M, and other relevant information;

(6) **Minutes/Directory** - Arrange and prepare for publication and distribution of the MD5M Directory including the minutes of all business meetings of the annual convention. The Directory shall be distributed to any current International Director, current District Governors, Past International Officers living in MD5M, each Lions Club in good standing in MD5M, and the Cabinet Members of each District;

(7) **MD5M Convention** - Assist the MD5M Host Convention Committee in organizing the MD5M Convention;

(8) **School of Instruction** - Assist in planning and carrying out the School of Instruction for the Governors-elect;

(9) **International Convention** - Assist the Council Chairman, Council Chairman-elect, and the Governors-elect at the International Convention of the Association. Assist the

foregoing in attendance at same by making arrangements for transportation, registration, and other amenities as needed;

(10) Association Visit - Be responsible for making arrangements for transportation, housing, and other amenities for the Governors' visit to the offices of the Association;

(11) Budget - Prepare an annual budget in the fund accounting format for each fiscal year, and mail it to the Governors-elect at least 30 days prior to the MD5M Convention following their election;

(12) Pins and Supplies - Be responsible for ordering and distribution of MD5M trading pins, supplies and Lion merchandise;

(13) Constitution and By-Laws - Submit, to the President of each Lions Club in good standing, a written copy of the proposed amendments, postmarked at least 30 days prior to the convening of the Annual Convention of MD5M;

(14) Delegated responsibilities - Receive and deposit MD5M Funds, and write checks as are required for the conduct of the MD5M business, as may be delegated in writing by the Council Treasurer.

Section 5. Multiple District Protocol Chairman - Under the supervision of the council, the Protocol Chairman shall:

A. At all events attended by visiting dignitaries, provide seating charts in keeping with the official protocol of the Association; insure that spoken introductions are based on the same, and that dress requirements are clear for all events;

B. Arrange for proper airport (or other arrival) greetings; arrange suitable transportation to hotel or other lodging, inspect hotel room in advance to insure its suitability, and provide appropriate amenities (flowers, fruit, etc.);

C. Arrange for proper escort of visitors to each function on the schedule;

D. Arrange courtesy calls on local government leaders (or regional, and/or national leaders if the location suggests this as a possibility) as the visitor's schedule permits;

E. Coordinate public relations media exposure such as television, radio, and print media as necessary;

F. Coordinate departure from hotel, and transportation to airport (or other departure venue).

Section 6. Council of Governors - The Council shall:

A. MD5M Convention - Be the deliberative body in the formulation of plans and policies affecting MD5M. Supervise the Host Club(s) in planning and direction of the annual MD5M Convention;

B. Bonds - Approve the surety company, set the amount of corporate surety bonds, and purchase the same for the Council Chairman, Council Vice Chairman, Council Treasurer, and Executive Secretary. Procure surety bonds for officers of the Districts and the Clubs of

MD5M, and provide for the billing of the costs;

C. MD5M office - Provide and equip an office for the MD5M Executive Secretary;

D. Performance Reviews - Conduct an annual performance review of the Executive Secretary and any other employee(s) appointed by the Council;

E. Financial Reports - Review the financial statements of MD5M;

F. Fund Balances - Shall transfer all fund balances at the close of the fiscal year to the succeeding Council;

G. Changes in Dues - Recommend to the MD5M Convention changes pertaining to the amount of per capita tax;

H. Convention Publicity - Promote interest in and attendance at the MD5M and International Convention of the Association.

ARTICLE II

Meetings

Section 1. Notice of Meetings - The Executive Secretary, by order of the Council Chairman, shall give 15 days written notice of regular and special meetings of the Council to each District Governor. The notice shall include the agenda, date, place, and time of the meeting.

Section 2. First Meeting - The fiscal meeting of the Council shall be held within 60 days after the date the Governors officially take office, for the purpose of electing its officers, making committee appointments, discussing matters pertaining to the next convention of MD5M, and any other matters pertaining to MD5M.

ARTICLE III

Committees

Section 1. Standing Committees - The Constitution and By-Laws Committee, and the Long Range Planning Committee shall serve as standing committees. Appointments shall be made for two year terms. District Governors from odd numbered Districts shall appoint one Lion to each committee in odd numbered years, and District Governors from even numbered Districts shall appoint one Lion to each committee in even numbered years.

Each District shall have one representative on each of these committees. The Long Range Planning Committee shall have the immediate Past Council Chairman as its Chairman and the seated Council Chairman shall also be a voting member of the Long Range Planning Committee. Both the immediate Past Council Chairman and Council Chairman shall serve in addition to the District Representatives. Members shall not serve more than six consecutive years on any Standing Committee.

Section 2. Convention Committees -

A. Credentials - The Credentials Committee of the MD5M Convention shall be appointed by the members of the Council. It shall be the duty of the Credentials Committee to issue voting credentials to properly accredited Lions, and to report the credential statistics to the Convention.

B. Other Convention Committees - The Council shall appoint the following Convention Committees: Memorialization, Resolutions, Rules, and such other convention committees as it may deem necessary. Each District shall have at least one representative on each of these committees. Appointment of convention committees shall be made sufficiently in advance of the Convention to permit the committees to properly discharge their respective duties.

Section 3. Other Multiple District Committees - The Council may create such other committees of MD5M as may be necessary, and appoint the members thereof. The members shall serve at the discretion of the Council.

Section 4. Committee Chairmen - The Chairman of each Multiple District Committee, except for the Minnesota Lions Eye Bank, Inc., Lions 5M Hearing Foundation, Inc., Minnesota Lions Diabetes Foundation, Inc., Lions KidSight Foundation, Inc., and MD5M Convention Committees, shall be appointed by vote of the MD5M Council at its first meeting following the close of the Annual Convention of the Association. The Chairman of the Constitution and By-Laws Committee shall serve for one year and shall not succeed him/herself as Chairman. If the Immediate Past Council Chairman is unavailable to serve as Chairman of the Long Range Planning Committee, or if a vacancy occurs, a Chairman shall be appointed by vote of the MD5M Council of Governors.

A. Council Chair Restriction-The Council Chairman shall not serve as chair or as a member of a MD5M Committee (other than the Long Range Planning Committee); he/she may serve as a consultant (e.g. insurance, technology, public relations, legal) at the request of the Council of Governors.

ARTICLE IV
Conventions

Section 1. MD5M Annual Convention - An Annual Convention of MD5M shall be held each year to end not less than 30 days prior to the convening of the Annual Convention of the Association. The Annual Convention of MD5M shall be held at a date and place selected by an affirmative vote of a majority of the certified delegates at the third preceding Annual Convention.

Section 2. Income - The Host Club(s) shall include the following as convention income:

A. Hospitality Book - Hospitality Books and individual meal charges;

B. Council Funds - Funds provided to the Host Club(s) for Convention purposes by the Council;

C. Other Sources - Contributions, sales of advertising, and other sources which are within the spirit and principles of Lionism.

Section 3. Expenditures - The Host Club(s) may include as convention expenditures such items as convention facilities, convention badges and pins, convention prizes, decorations, insurance, meals, official convention programs, and incidental expenses necessary to conducting the Convention as contained in the budget approved by the Council.

Section 4. Host Club(s) Reimbursement - In addition to the reimbursement for legitimate and reasonable expenses the Host Club(s) shall be entitled to receive up to \$4000.00 of the excess of income over expenditures for hosting the convention.

Section 5. Event tickets -

A. Individual Tickets - Tickets for meals and other paid events shall have the price printed on the ticket and may be purchased individually, if available.

B. Hospitality Book - The Hospitality Book shall contain tickets for convention events, and shall be sold, subject to a discount from the total cost of the individual tickets, as approved by the Council. A reasonable cut-off date for the purchase of the discounted Hospitality Book shall be set by the Host Club(s) with the approval of the Council.

Section 6. No Charge Events - There shall be no charge to attend the Business Sessions, Flag Ceremony, Memorial Service, or Seminars.

Section 7. Refunds - There will be no refunds after the date approved by the Council.

Section 8. Audit

A. Selection of Auditor - The Council shall select an independent auditor to audit the financial statements of the Host club(s). Such audit shall be completed not later than 90 days after the close of the convention.

B. Distribution of Auditors Report - The Host Club(s) shall send a copy of the Audited Financial Statements to the MD5M Office not later than 120 days after the close of the convention. Any remaining excess of income over expenditures shall also be transferred to the Council, and placed in the Emergency Convention Fund. The MD5M Office shall furnish a copy of the Audited Financial Statements to any club in MD5M upon request.

B. Excess Funds from Convention - The excess not needed to replenish the Emergency Convention Funds shall be used to reduce the cost of Hospitality Books for the following year's convention.

ARTICLE V
Convention Procedures

Section 1. MD5M Convention -

A. Program - The Council in cooperation with the Convention Host Club(s), shall arrange the program for the MD5M Convention and the plans and agenda for all business sessions. In all matters the decision of the Council shall be final.

B. Presider - The Immediate Past Council Chairman, or his/her appointee, shall preside at the opening session of the MD5M Convention, holding the chair until the current Council Chairman is introduced to chair the convention.

C. Certification of Delegates -

(1) Delegates -

a. Club Delegates - Each Lions Club in good standing shall be entitled to one voting delegate and one alternate for every ten, or major fraction thereof, members, (five members will be considered a major fraction), as shown by the records of the Association office on the first day of the month last preceding that month during which the convention is held. However, each club is entitled to at least one delegate.

b. Past District Governors - Each Past District Governor who is a member of a Lions Club in good standing is granted full delegate status independent of the club delegate quota established in 1a, above.

(2) Credential Certificates -

a. Mailing - The Executive Secretary shall, during the month of March, send pre-numbered delegate and alternate forms prepared in triplicate to the Secretary of each Lions Club in good standing with a copy of the correspondence sent to the District Governors. The number shall correspond with the number of delegates and alternates to which the club is entitled.

b. Club Secretary - Each Club Secretary shall enter the appropriate information on the form, have it signed by the named delegate or alternate and countersigned by the Club President or Club Secretary.

c. Distribution - The originals, a list of delegates and alternates, and all unused sets of delegate and alternate forms shall be mailed to the MD5M office, postmarked no later than 15 days prior to the convening date of the Annual Convention of MD5M. The second copy is to be given to the Lion named on the certificate, and the last copy shall be retained by the club.

d. Certification of Credentials - Each delegate or alternate may be certified by presenting the second copy of the Credential Certificate to the Certification Office along with an approved form of identification, and signing the Credential Certificate at that time. The Credential Certificate, and the signature must agree with that on the original certificate.

e. Late Submissions - Club delegates and alternates whose names do not appear on the club list described above may be certified as delegates as follows:

(1). Go to the Certification Office to determine that there is an opening for either a delegate or an alternate.

(2). If there is an opening bring either the Club President or Secretary with you to the Certification Office to document your status as a delegate or alternate.

f. Close of Certification - The Certification Office will certify Credentials up to and until the closing of the polls on the final day of the Convention.

D. Voting - The certified Voting Certificate must be presented when voting on any issue or to receive a ballot as required by the Rules of the Convention.

E. Resolutions - All Non-Operating Resolutions shall be carried as addenda to the MD5M Constitution and By-Laws for one year, and shall be attached to all published copies of said Constitution and By-Laws. All Non-Operating resolutions must be submitted by the opening business session of the MD5M Convention. All other resolutions shall be submitted in accordance with procedures adopted by the Council. Operating resolutions which have been adopted by the Convention shall be referred to the Constitution and By-Laws Committee. This committee shall draft these into proposed amendments to the Constitution or By-Laws, if appropriate, and shall submit them for consideration at the next annual Convention.

F. Rules – Robert’s Rules of Order, New and Revised, shall govern all parliamentary procedure at the MD5M Convention, except as may otherwise be provided in the Rules of Procedure adopted by the Convention.

G. Quorum - The delegates at any scheduled business or voting session of the MD5M Convention shall constitute a quorum.

Section 2. International Convention -

A. MD5M Meeting - A meeting of the MD5M attendees may be held at the Convention of the Association. The Chairperson of the Council shall be chairperson of any meeting of MD5M at the International Convention. In the Chairperson’s absence, the Council Chairperson Elect shall be the chairperson of any such meeting. In the absence of the Council Chairperson Elect, the Vice Council Chairperson Elect shall be the chairperson of any such meeting.

B. Notification - It will be the duty of the Council Chairperson to notify, in writing, the members of the Council as to the place, purpose, and time of the meeting at least 24 hours prior to the meeting. In the Chairperson’s absence, the Council Chairperson Elect shall have the duty to notify the members of the Council of any such meeting. In the absence of the Council Chairperson Elect, the Vice Council Chairperson Elect shall have the duty to notify the Council of any such meeting. The members of the Council shall then notify the delegates as to the place, purpose, and time of such meeting.

C. Petition - A majority of delegates at the International Convention may, by petition, call for a meeting of the delegates at the Convention.

ARTICLE VI
Finances, Fiscal Year

Section 1. Per Capita Tax (dues) - An annual tax of six dollars and fifty five cents (\$6.55) for each club member shall be levied against and paid by each club, in two semi-annual installments: three dollars and thirty cents (\$3.30) on July 1 for the period July 1 to December 31, and three dollars and twenty-five cents (\$3.25) for the period January 1 to June 30.

Section 2. Basis - The semi-annual per capita tax shall be based upon the membership of each club shown on its Membership and Activities report for June and December. This tax shall be collected from the clubs in each District by its Cabinet Secretary - Treasurer or Cabinet Treasurer to be remitted to the MD5M Council Treasurer.

- A. New and Reorganized Clubs-New and reorganized clubs shall not be required to pay any MD5M per capita tax for the first two semi-annual billings following their establishment or reorganization

Section 3. Depositories - All monies received by the MD5M Council Treasurer shall be deposited in depositories approved by the Council.

Section 4. Breakdown of per capita tax, (dues) - The annual tax of six dollars and fifty-five cents (\$6.55), U.S. Funds, shall be apportioned as follows:

\$4.84	MD5M Administrative Fund
.25	Campaign Fund
.25	GMT/GLT Training Fund
.46	MD5M Geographical Assistance Fund
.50	MD5M Convention Fund
<u>.25</u>	MD5M International Parade Band Reserve Fund
\$6.55	Total annual tax per member

Section 5. Administrative Fund - The MD5M Administrative Fund shall be disbursed only by order of the Council for:

- A. **General** - MD5M and Association expenditures.
- B. **Office** - Necessary expenditures to furnish, supply, rent, maintain, and otherwise provide an office for the Executive Secretary.
- C. **Salary and Fringe Benefits** - The salary and fringe benefits of the Executive Secretary, and other employees authorized by the Council.
- D. **Special Items** - Other matters that will further the objectives and purposes of Lionism in MD5M. Such expenditures must be approved by a two-thirds majority vote of the Council.
- E. **Claims** - All claims upon this fund shall be in itemized form over the signature of the

claimant and must be approved by the Council. Checks shall be signed by any two of the following officers: Council Chairman, Council Vice Chairman, or Council Treasurer.

F. Reimbursement for Convention Expense - Only the Council Chairman-elect and the Executive Secretary may be reimbursed for expenses by MD5M to attend the Annual Convention of the Association, and such expenses shall be governed by the Association Rules of Audit for District Governors-elect.

Section 6. Campaign Fund - The Campaign Fund is controlled by the Council to promote the candidacy of an endorsed Lion from MD5M for the office of International Director, or International Second Vice President and the subsequent offices of International First Vice President, International President and Immediate Past International President..

Section 7. Geographical Area Assistance Fund

A. Basis - The purpose of the Geographical Area Assistance Fund is for growth of Lionism by promoting increased membership and retention, starting new clubs and providing for leadership development. The GAAF is to be allocated to each district based upon the following percentage table:

<u>District</u>	<u>% of Total</u>
<u>5M1</u>	<u>4%</u>
<u>5M2</u>	<u>6%</u>
<u>5M3</u>	<u>7%</u>
<u>5M4</u>	<u>6%</u>
<u>5M5</u>	<u>2%</u>
<u>5M6</u>	<u>2%</u>
<u>5M7</u>	<u>3%</u>
<u>5M8</u>	<u>8%</u>
<u>5M9</u>	<u>9%</u>
<u>5M10</u>	<u>16%</u>
<u>5M11</u>	<u>15%</u>
<u>5M13</u>	<u>22%</u>

B. Claims and Maximum - The funds shall be paid to each District semiannually by the MD5M Executive Secretary. Each District secretary shall submit an annual report by August 1 of each year to the MD5M Executive Secretary detailing expenditures for the specific activities carried out within the district during the preceding Lions year to promote Lions growth at the club level. The MD5M Executive secretary shall distribute copies of the reports received to the Council of Governors at its fall meeting.

(1). District use of GAAF payments will be subject to rules of audit.

Section 8. Convention Fund - Expenditures from the Convention Fund shall only be used to defray necessary expenses incurred in holding the MD5M Convention.

Section 9. Emergency Convention Fund - The total amount in the Emergency Convention Fund shall not exceed \$3,000.00. Expenditures from this fund shall only be used to cover a deficit in conducting the Annual Convention of MD5M, and shall require a 2/3 affirmative vote

of the Council.

Section 10. Fiscal Year - The fiscal year of MD5M and each District shall be from July 1 to June 30.

ARTICLE VII **Redistricting**

Section 1. Council Review - The Council of Governors shall, commencing in 1998 and at four-year intervals thereafter, consider relocation of boundary lines between individual Districts. The Council of Governors shall utilize the Committee on Constitution and By-Laws to assist it.

Section 2. Council Approval - New Districts or alteration of District boundary lines shall be approved by an affirmative vote of two-thirds (2/3) of the Council. Written notice of the proposal shall be provided to each club in the Multiple District at least 60 days prior to the next MD5M convention.

Section 3. District Approval - New Districts or alteration of District boundary lines must be approved by two-thirds (2/3) of the District mid-winter conventions of the Multiple District, by majority vote, and by a majority of the delegates voting in person at an MD5M Convention.

Section 4. Approval by the Association - The resolution together with any other exhibits, maps or schedules required by the Association pursuant to its Constitution, By-Laws or Policies shall be forwarded to the Association for appropriate action.

Section 5. Enumeration - Districts in MD5M shall be designated: 5M1, 5M2, 5M3, 5M4, 5M5, 5M6, 5M7, 5M8, 5M9, 5M10, 5M11, and 5M13. New Districts shall be designated 5M14 and 5M15 and so forth. In the event of a reduction in the number of districts due to redistricting or other reason, the designation of the remaining districts shall be determined by the Council of Governors; the district numbers need not be consecutive.

ARTICLE VIII **Candidates for Office of International Director** **and Second Vice-President**

Section 1. International Requirements - Subject to the provisions of the International Constitution and By-Laws, any member of a Lions Club in MD5M seeking endorsements at conventions of his/her District and MD5M as a candidate for the office of International Director or Second Vice-President shall:

A. Candidate's Notice of Intention - Deliver (by mail or in person) written Notice of Intention to seek such endorsement to the District Governor of his/her District and the Executive Secretary of MD5M no later than January 1 prior to the convening date of the MD5M Convention at which voting on the question of endorsement is to take place.

B. Qualifications - Deliver with said Notice of Intention evidence of fulfillment of the qualifications for such office as set forth in the International Constitution and By-Laws.

C. Choice of Office - The delegates, in the event there are qualified candidates for both the office of Second International Vice President and International Director, shall determine by secret ballot which Office shall be considered for endorsement.

Section 2. Procedure -

A. Transmittal of Notice of Intention - Each Notice of Intention so delivered shall be transmitted forthwith by the District Governor, the Cabinet Secretary-Treasurer or Cabinet Secretary, or the Executive Secretary, as the case may be, to the Nominations Committee of the respective convention.

B. Nominations Committee - The Nominations Committee shall review and perfect the same by obtaining additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each prospective candidate who has fulfilled said procedural and Constitutional requirements.

Section 3. Voting - The vote on the question of endorsement shall be by secret ballot. The nominee receiving a majority of the votes cast shall be declared endorsed as the candidate of the respective convention and District or Multiple District.

The voting procedure used in District endorsement shall comply with this Article, and each Chartered Club in good standing in the District in good standing shall be entitled to vote in accordance with the terms of the ballot as to a candidate or no candidate.

Section 4. Endorsement - Endorsement can be extended to only one candidate for International Office, other than the office of District Governor, and in every case the delegates shall have the right to deny endorsement to any candidate.

Section 5. Certification - Each candidate for an International Office, except that of District Governor, shall secure the endorsement of a Convention of both his/her District and Multiple District, and certification of endorsement by his/her District and Multiple District pursuant to the Constitution and By-Laws of the Association.

Section 6. Ballot Format - Each ballot shall be printed and shall list in alphabetical order the name or names of the candidate or candidates for office in the Association, and shall signify each candidacy for Second Vice President, or for International Director as the case may be. The ballot shall contain a space for the delegates to vote not to endorse any candidate. The candidate receiving the largest number of votes, providing he/she receives a majority of the total votes cast shall be declared endorsed.

Section 7. Further Ballots - When only two candidates are listed on the ballot, in the case of a tie, the balloting shall continue until one candidate is elected, or it is shown that a majority of the total votes cast cannot be gained by either candidate. When three or more candidates are listed on

the ballot and it is determined after the first ballot that no candidate has received a majority of the total votes cast there shall be further ballots taken.

Section 8. Dropping Candidates - After the first and on each subsequent ballot the candidate or the no candidate receiving the least number of votes shall be deleted from the next ballot. The remaining candidates shall be voted upon until such time as one candidate shall have received a majority of the total votes cast, and be declared endorsed, or it is shown that a majority of the total votes cast cannot be gained by either candidate. Ballots submitted in blank shall not be counted in the total votes cast.

ARTICLE IX

Multiple District Activities

Section 1. Support for Not-For-Profit-Corporations - The following Not-For-Profit corporations conduct programs endorsed by MD5M: Project New Hope; Confidence Learning Center; True Friends; Can Do Canines; Leader Dogs for the Blind, Inc.; Lions Clubs International Foundation, Inc.; Lions MD5M Hearing Foundation, Inc.; Lions Eye Bank of Manitoba and Northwest Ontario, Inc.; Lions Foundation of Manitoba and Northwest Ontario, Inc.; Canadian Diabetes Association; Lions MD5M Hearing Foundation, Canadian Division; Lions Foundation of Canada-Dog Guides; Lions KidSight Foundation, Inc.; Minnesota Lions Vision Foundation, Inc.; Minnesota Lions Diabetes Foundation, Inc.; Camp Winnebago; Special Olympics of Minnesota, Inc.; and Minnesota Lions Eyeglass Recycling Center, Inc.

Section 2. Supported Activities - MD5M supports the following activities or programs: Diabetes, Hearing, Lions KidSight Pre-School Vision Screening, MD5M Pin Trading Club, Sight Conservation, USA/Canada Forum, Youth Exchange, and Youth Outreach.

ARTICLE X

Notices and Communications; Amendments

Section 1. Notices and Communications-Communication within the Multiple District, among its District Governors, Multiple District Officers and Chairs, Districts, Clubs and individual Lions shall be by one of the following methods: When written notice is specified, the use of the United States Postal Service, the Canadian Postal Service or Electronic mail – also know as e-mail, shall be considered legal and proper notification. Publications, including, but not limited to the Multiple District Constitution and By-laws, shall be considered to be readily available to the Multiple District Council of Governors and Chairs, Districts, Clubs and individual Lions, if posted on the Multiple District’s official web site. The website shall contain prominent links to enable all Multiple District Lions to download and print these documents as needed. Reports and communications required to be sent to Lions Clubs International shall be sent using the method(s) designated by Lions Clubs International.

Section 2. Amendments-Format - Amendments to these By Laws shall be submitted, only in writing, in a proper form which shall include a rationale for the amendment, a reference to the

article and section affected, an exact statement of any wording to be replaced, and the precise wording of the addition or replacement.

Section 3. Filing - Such submittal, to be acted on at the next MD5M Convention, must be in the hands of the Chairman of the Constitution and By-Laws Committee and the MD5M office by March 1 preceding the Annual Convention of MD5M.

Section 4. Committee Functions -

A. Review - The Constitution and By-Laws Committee shall review all the proposed amendments to this Constitution at a meeting held coincident with the March meeting of the Council. If the Chairman determines that necessary committee functions can be carried out by other means, such as mail, FAX, or e-mail, he may cancel the meeting by notice to the committee members and the Executive Secretary by March 1 before the scheduled Council meeting. If three or more committee members request in writing, addressed to the Chairman, Council Chairman and Executive Secretary, that the meeting be held, with the request to include a statement of reasons that the meeting is necessary, to be received at least 15 days prior to the March Council Meeting, the Council Chairman, after consultation with the Committee Chairman and the Executive Secretary, shall decide whether or not the meeting is to held and shall see that committee members are notified.

B. Action and Transmittal - All proposals which meet the criteria set forth in **Article X**, Sections 1 and 2, shall be communicated in writing to the Executive Secretary within ten days after the close of the meeting of the Committee. The Committee shall report each correctly proposed amendment, with or without recommendation, to the Delegates to the Convention.

Section 5. Notification - The Executive Secretary shall submit a copy of the proposed amendment(s) in writing, postmarked at least 30 days prior to the opening business session of the Annual Convention, to each club in MD5M.

Section 6. Adoption - Amendments proposed according to the provisions of sections 1 and 2 of this **Article** shall be deemed adopted, when approved by an affirmative vote of a majority of the certified delegates at the MD5M Convention, present in person, qualified, and voting. Such amendment(s) shall take effect at the close of the MD5M Convention at which they are adopted.

Section 7. Clerical Changes - The MD5M Constitution and By-Laws Committee shall be authorized to make changes within these By-Laws in grammar, word usage, and punctuation which neither alter the meaning nor intent of the changed section. Clerical changes shall include the authority to add the new name of an endorsed Not-for-Profit Corporation and to delete the previous name of the corporation when the corporation has legally changed its name. Changes made by the action of the Constitution and By-Laws Committee, pursuant to this section, shall be presented to the delegates at the next Annual Convention of MD5M.

ARTICLE XI
Consistency

Section 1. These By-Laws shall be consistent with the Constitution, By-Laws, and Policies of the Association. If any part hereof is found not to be consistent with such Constitution, By-Laws or Policies, only the inconsistent part shall be voided and shall be superseded by such overriding Constitution, By-Laws or Policies, and such inconsistency shall not affect the validity of these By-Laws as a whole.

ARTICLE XII
Effective Date

This Constitution and By-Laws, and any amendments thereto, shall become effective upon the adjournment of the MD5M Convention at which they are adopted.

Approved May15, 1999
amended: May 6, 2000
amended: May 4, 2001
amended: April 25, 2003
amended May 7, 2005
amended April 29, 2006
amended May 19, 2007
amended: May 3, 2008
amended: May 2, 2009
amended: April 24, 2010
amended: April 30, 2011
amended: April 28, 2012
amended: May 4, 2013
amended: April 26, 2014