

**CONSTITUTION**  
**Multiple District 5M**  
**Lions Clubs International**  
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**(Rev. 04/14/2018)**

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# MULTIPLE DISTRICT 5M CONSTITUTION

## ARTICLE 1

### Name

Section 1. **Name** - The name of this organization shall be Multiple District 5M (MD5M), The International Association of Lions Clubs (The Association).

## ARTICLE II

### Objects

Section 1. **Objects** - To provide an administrative structure with which to advance the Purposes and Objectives of the Association in MD5M.

## ARTICLE III

### Membership

Section 1. **Members** - The members of MD5M shall be all Lions Clubs chartered by the Association.

Section 2. **Boundaries** - The boundaries of MD5M shall encompass the State of Minnesota, the Province of Manitoba, the Northwestern part of the Province of Ontario, and other areas approved by the Directors of the Association.

Section 3. **Districts** - MD5M shall consist of as many Districts as shall be fixed from time to time in the manner provided in the MD5M By-Laws, and as approved by the Board of Directors of the Association.

Section 4. **Gender** - Wherever the male or female gender or pronoun appears in the MD5M Constitution or By-Laws, it shall be interpreted to mean both male and female persons.

## ARTICLE IV

### Officers of the Multiple District

Section 1. **Officers** - The officers of MD5M shall be the members of the Multiple District Council of Governors and the Council Chairman.

**ARTICLE V**  
**Council of Governors**

Section 1. **Composition** - The Council of Governors, (Council), is composed of all the District Governors in MD5M, and the elected Council Chairman.

Section 2. **Executive Secretary** - There shall be an Executive Secretary selected by the Council to serve the Council. The terms of employment and duties are as outlined in the By-Laws.

Section 3. **Officers** - The officers of the Council shall be the Chairman, Vice-Chairman, Treasurer, and such other officers as the Council may deem necessary. All officers of the Council shall be elected annually by the Council.

Section 4 - **Protocol** - The Council shall appoint annually a Protocol Chairman for MD5M. The duties shall be as provided in the By-Laws.

Section 5. **Quorum** - The personal presence of a majority of the Council shall constitute a quorum at any meeting thereof.

Section 6. **Meetings** - The Council shall hold a regular meeting within 60 days after the date on which the District Governors officially take office, and such other meetings as it deems advisable.

Section 7. **Meeting Notice and Date** - The Council Chairman or the Executive Secretary shall, at the chairman's direction, issue a written call for each meeting of the Council which shall include an agenda, date, time and place of the meeting. The date of any meeting except the first, which shall be set by the Chairman, shall be determined by the Council.

Section 8. **Powers** - Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and Constitution and By-Laws of the Association, the powers granted therein to the Board of Directors of the Association, and the policies and acts of said Board of Directors, the Council shall:

A. **Officers and Agents** - Have jurisdiction and control over all officers and agents, when acting as such, of the Multiple District Council and all committees of MD5M and the MD5M Convention.

B. **Funds and Property** - Have management and control over the business, funds and property of MD5M.

C. **Convention and Meetings** - Have jurisdiction, control, and supervision over all meetings of MD5M and the MD5M Convention.

D. **Complaints** - Have original jurisdiction, when authorized under policy of the International Board, and under rules of procedure prescribed by said Board to hear and rule upon any complaint of a Constitutional nature raised by any District or Districts, any Lions Club, or any member of a Lions Club in the Multiple District. All such rulings of the Council shall be subject to review and decision by the Board of Directors of the Association.

E. **Budgets** - Have control and management of all budgetary matters of MD5M and committees of MD5M and the MD5M Convention. No obligation may be made or approved which shall cause an unbalanced budget in any fiscal year.

## **ARTICLE VI** **Conventions**

Section 1. **Date and Place** - An annual convention of MD5M shall be held in each year and end not later than 30 days prior to the convening date set for the Annual Convention of the Association, at a date and place selected by vote of delegates at the third preceding convention of MD5M.

Section 2. **Invitations** - Invitations to host a future convention shall be sent, in writing, to the Council Chairman by the club or clubs wishing to host a future convention. All invitations shall set forth such information as the Council shall from time to time prescribe, and delivered to the Council Chairman, and the MD5M office no later than 30 days prior to the convening date of the convention at which they are to be presented to the delegates for a decision.

Section 3. **Delegate Quota** - Each chartered club in good standing in the Association, MD5M and its Districts shall be entitled to be represented by one or more delegates at the annual MD5M and District conventions.

Section 4. **Districts** -

A. **District Convention** - Each District shall hold an annual convention at such place and time as determined by the District.

B. **MD5M Convention** - Each District may hold separate meetings at the MD5M Convention to conduct business as may be necessary.

C. **Past District Governors** - Districts may allow Past District Governors to be delegates to the convention of the District in which they reside, and such shall be in addition to the delegate quota of the club of which they are members.

Section 5. **Delegate Certification to MD5M Convention -**

A. **Certification** - Certification of delegates and alternates shall be as set forth in Article V, Section 1, C of the By-Laws.

**ARTICLE VII**  
**Finances**

Section 1. **Per Capita Tax** (dues) - To provide revenue to defray the expenses of MD5M, an annual tax for each club member shall be levied against and paid by each club as established in the By-Laws.

Section 2. **MD5M Audit** - The Council shall provide for an audit, by an independent auditor, of the funds as listed under Chapter 6, Subdivision H of the Policy Manual of MD5M, as amended. The audit is to be completed and delivered to the Executive Secretary within 180 days of year end. Presentation of the audit will be at the March meeting of the Council of Governors.

Section 3. **Reporting by Other Entities** – Any other funds or accounts as authorized by the Council and listed under Chapter 6 Subsection I of the Policy Manual of MD5M, as amended, will follow the provisions of reporting as stated in Subsection I. the reporting will be done annually and shall coincide with the MD5M fiscal year end of June 30. The reporting timelines will be the same as for the MD5M audit as defined in Article VII, Section 2. Such information is also to be incorporated and reported to the Internal Revenue Service in the MD5M annual tax return.

The authorized 501C3 foundations will comply with standards of reporting as defined by the Internal Revenue Service and the Charities Division of the Minnesota Attorney General. A copy of all annual reports, returns and filings will be provided to the office of the Executive Secretary and will be made available for review by the Council of Governors upon request. Canadian foundations will follow the equivalent standards as established by the Laws of Canada.

Section 4. **New and Reorganized Clubs** - New and reorganized clubs shall not be required to pay any MD5M tax for the first two semi-annual billings following their establishment or reorganization.

Section 5. **District Dues** - Each individual District shall establish its own dues and assessments.

Section 6. **Campaign Funds -**

A. **Campaign Fund for International Second Vice President, International First Vice President, International President and Immediate Past International President**  
-All accumulated and unexpended funds in the International Third Vice President Special

Campaign Fund as of June 30, 1984 shall remain therein. Thereafter the fund, including interest, shall be dedicated to support and elect an endorsed candidate from MD5M for the office of International Second Vice President, and the subsequent offices of International First Vice President, International President and Immediate Past International President, provided however, that the fund shall be limited to an accumulated amount of \$215,000.00, and all monies in excess thereof shall be transferred to the Administrative Fund of MD5M.

**B. Campaign Fund for International Director or International Second Vice President, International First Vice President, International President and Immediate Past International President** - This fund as stated in article VI, Section 6 of the By-Laws may be used to promote the candidacy of a Lion from MD5M for the office of International Second Vice President, and the subsequent offices of International First Vice President, International President and Immediate Past International President, or Director of the Association.

Section 7. **Bonds** - The President and Secretary-Treasurer of each Lions Club in MD5M shall be bonded in the amount and with such sureties as may be determined by the Council.

Section 8. **US Funds** - The monies referred to in this Constitution and its By-Laws shall mean U.S. funds, or its equivalent in Canadian funds.

## **ARTICLE VIII**

### **District Organization**

Section 1. **Cabinet and Officers** -

A. **Composition** - Each District shall have a District Cabinet composed of the District Governor as its presiding officer, Immediate Past District Governor, First Vice District Governor, Second Vice District Governor, Region Chairmen, if any are appointed, Zone Chairmen, and a Cabinet Secretary-Treasurer or a Cabinet Secretary and Cabinet Treasurer.

B. **Committee Chairman** - The District Governor, upon approval of a majority of the Cabinet, may include committee Chairmen of the District in the Cabinet. The inclusion of the Committee Chairmen in the Cabinet shall confer upon them full privileges of discussion, voting, and participation in the activities of the Cabinet.

C. **Officers** - The members of the District Cabinet shall be the officers of the District. Each such officer shall be a member in good standing of a Lions Club which is in good standing in the District.



**D. District Governor's Advisory Committee** - In each Zone the Zone Chairman and the Presidents and Secretaries of all clubs in the Zone shall comprise a District Governor=s Advisory Committee with the Zone Chairman as the Chairman.

**E. Election of District Governor and First Vice District Governor and Second Vice District Governor** -

The District Governor, First Vice District Governor and Second Vice District Governor of each Sub District shall be elected at the annual convention of the District. If any District shall fail to elect a qualified candidate to be District Governor, First Vice District Governor or Second Vice District Governor at its annual convention the position(s) shall be filled in accordance with the Constitution and By-Laws of the Association.

**F. Cabinet Vacancy** - Any vacancy in any District office, except of District Governor, First Vice District Governor or Second Vice District Governor shall be filled by appointment of the District Governor for the unexpired term thereof.

**G. Salary** - No salary shall be paid to any officer of any District.

**Section 2. Vacancy in Office of District Governor** - In the event a vacancy occurs in the office of District Governor it shall be filled pursuant to the procedure stated in the Constitution of the Association.

**Section 3. Vacancy in the Office of First Vice District Governor or Second Vice District Governor**

**A. Procedure** - In filling any vacancy arising in the office of First Vice District Governor or Second Vice District Governor, the District shall convene a meeting of the members of the existing cabinet, and all past international officers who are members in good standing of a chartered Lions Club in good standing in the District as provided for in the Constitution and By-Laws of the Association.

Each Lion who is entitled to receive an invitation to attend, and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

**B. Presider** - It shall be the duty of the District Governor, or if not available the most recent Past District Governor who is available, to send invitations to attend said meeting, and it shall also be her/his responsibility to preside as chairman of the meeting.

**C. Duties** - It shall be the duty of the attendees at this meeting to appoint a qualified club member as, First Vice District Governor or Second Vice District Governor for the remainder of the term.

**D. Notification** - The chairman shall convey the results to the office of the Association,

and the MD5M office, within seven days together with evidence of invitations sent and meeting attendance.

Section 4. **Vacancy in Office or Region or Zone Chairman** - If any Region or Zone Chairman shall cease to be a member of a club in the Region or Zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease, and the District Governor shall appoint a successor to fill said office.

Section 5. **Regions and Zones** -

A. **Division** - Each District Governor shall divide the District into Regions of approximately 16 and no less than ten Lions Clubs, and each such Region into Zones of approximately eight Lions Clubs, giving due regard to the geographical locations of the clubs.

B. **Changes** - All such Regions and Zones shall be subject to change by the District Governor, when in his/her sole discretion, he/she shall deem the same necessary in the best interests of the Association.

C. **Region Meetings** - Meetings of representatives of all clubs in a Region shall be held during the fiscal year at times and places fixed by the Region Chairman, if any or by the District Governor. The Region Chairman, if any, shall preside at the meetings. The District Governor shall preside if no Region Chairman has been appointed.

D. **Zone Meetings** - Meetings of representatives of all clubs in a Zone, with the Zone Chairman presiding, shall be held during the fiscal year at the times and places fixed by the Zone Chairman.

E. **Qualifications** - Each Region and Zone Chairman must be an active member in good standing of a club in good standing in his/her respective region or zone, and have served or will have served at the time of taking office as region or zone chairman as president of a Lions Club for a full term or major portion thereof, and as a member of the Board of Directors of a Lions Club for no less than an additional two years.

Section 6. **District Cabinet Meetings** -

A. **Regular** - A regular meeting of the Cabinet shall be held in each quarter of the fiscal year, with the first to be held within 60 days after the adjournment of the preceding Convention of the Association. Ten days written notice of meetings setting forth a date, time, and place determined by the District Governor shall be given to each member of the Cabinet by the Cabinet Secretary-Treasurer or the Cabinet Secretary.

B. **Special** - Special meetings of the Cabinet may be called by the District Governor at her/his discretion, or shall be called upon written request made to the District Governor,

the Cabinet Secretary-Treasurer or Cabinet Secretary by a majority of the members of the Cabinet.

- C. **Meeting Notice** - The Cabinet Secretary-Treasurer, or the Cabinet Secretary, shall provide each Cabinet Member with a written notice, E-mailed, FAXed or mailed, setting forth the purpose, date, time, and place of the meeting as determined by the District Governor.

## **ARTICLE IX**

### **Major Committees**

Section 1. **Definition** - The Constitution and By-Laws and Long Range Planning Committees are defined as major Committees, and their members are defined as members of Major Committees. For purposes of this Article, the Directors of the Minnesota Lions Vision Foundation, Inc., the Trustees of the Lions 5M Hearing Foundation, Inc., the Trustees of the Minnesota Lions Diabetes Foundation, Inc., and the Directors of the Lions KidSight Foundation, Inc., are likewise defined as members of major Committees.

Section 2. **Constitution and By-Laws Committee** - The Constitution and By-Laws Committee has the responsibility to review all proposed additions to or changes in this Constitution and its By-Laws.

Section 3. **Long Range Planning Committee** - The Long Range Planning Committee is to establish a strategic plan out to five years for MD5M. The plan will contain a vision, a plan description with definable and measurable goals and resource requirements for each year of the plan. The plan will be reviewed bi-annually beginning in 2012-13 to determine if the annual goals have been completed, and bi-annually update the plan. Additionally, this Committee shall accomplish whatever operational planning is requested by the Council of Governors.

Section 4. **Minnesota Lions Vision Foundation, Inc.**- Each District Governor, except in District 5M13, after his/her election, shall appoint one Lion from his/her District as a Director to the Minnesota Lions Vision Foundation, Inc. for a term of two years. The Board of Directors shall consist of two Lions from each participating District of MD5M.

Section 5. **Lions 5M Hearing Foundation, Inc.** - Each District Governor, shall after his/her election, appoint one Lion from his/her District as a Trustee to the Lions 5M Hearing Foundation, Inc. for a period of two years. The Board of Trustees shall consist of two Lions from each participating District in MD5M.

Section 6. **Minnesota Lions Diabetes Foundation, Inc.**- Each District Governor, except in District 5M13, after his/her election, shall appoint one Lion from his/her District as a Trustee to the Minnesota Lions Diabetes Foundation, Inc. for a term of two years. The Board of Trustees shall consist of two Lions from each participating District of MD5M.

Section 7. **Lions KidSight Foundation, Inc.** – Each District Governor, except in District 5M13, after his/her election, shall appoint one Lion from his/her District as a Director to the Lions KidSight Foundation, Inc., for a term of two years. The Board of Directors shall consist of two Lions from each participating District of MD5M.

Section 8. **Terms** - A Lion may not be appointed as a member of more than one major committee in all or part of one Lion year nor serve more than six consecutive years on any one major committee without a two year lapse of service on that committee. A Lion may not serve a total of more than six years as a director on the Minnesota Lions Vision Foundation, Inc. Board of Directors, or as a Director of the Lions KidSight Foundation, Inc.

## **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 this Constitution 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 be 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 2/3 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 this Constitution in grammar, word usage, and punctuation which neither alters 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.** This Constitution 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 superseded by such overriding Constitution, By-Laws, or Policies, and such inconsistency shall not affect the validity of this Constitution as a whole.

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