

MD "A" Past District Governors' Association

Constitution and By-Laws

Constitution

Article I Organization Name

Section 1. This organization shall be known as the MD "A" Past District Governors' Association.

Article II Purpose and Objectives

Section 1. To perpetuate and foster the cause of International Lionism within Multiple District "A" and to assist as or, when requested by The Council of Governors of Multiple District "A", in promoting the programs and principles of Lions Clubs International and Multiple District "A".

Section 2. To provide a means of friendly association among its members and to develop a spirit of mutual helpfulness and understanding.

Article III Membership

Section 1. Membership in this Association shall be limited to any Past District Governor who is presently a member in good standing in a Lions Club in good standing within Multiple District "A" and who has voluntarily contributed, or a contribution has been made on his/her behalf, a onetime donation of twenty-five dollars [\$25.00] towards the administration of the MD "A" Past District Governors' Association. Upon such payment being received, he/she is hereafter a Member entitled to all the rights and privileges of the MD "A" Past District Governors' Association.

Article IV Organization

Section 1. The control and management of the affairs of this Association and its property shall be vested in the Officers and Directors, who shall constitute the Board of this organization and shall be referred to hereinafter as the Board.

Section 2. There shall be a Director from each Sub-District within Multiple District "A".

Section 2.1. If an elected Director cannot attend a Board or regular meeting he/she shall appoint a member of the Association in his/her District to attend and have full privileges as a regular Director. The Director who will be absent shall contact the Secretary prior to the Meeting & advise the name of the substitute Director.

Section 3. Each Sub-District Director shall be selected according to the policy of that Sub-District for a minimum of one year and may stand for re-election if it is the decision of that sub-district. Appointees recognize that they agree to serve for a complete year and that re-appointments should be reviewed by Districts annually.

Section 4. The name of the Director is to be submitted to the Association three weeks before the Multiple District "A" Convention or at a time set by the Directors of the Association.

Section 5. The term of office will be one year commencing July 1st and finish on June 30th of the following year.

Section 6. Each Officer and Director shall be a Member of the MD "A" Past District Governors' Association.

Section 7. The Officers of the Association shall be the Chairperson, Immediate Past Chairperson, Vice-Chairperson, Secretary and Treasurer or Secretary-Treasurer. Commencing the 2023-2024 Lions year, the Officers of the Association shall serve a two-year term.

Section 8. The Immediate Past Chairperson, or designate, shall act as the Elections Officer. At the Annual General Meeting immediately preceding the conclusion of each Officer's two-year term, the Elections Officer shall present a slate of Officers from the members in good standing for the Association members present, to elect a Chairperson, Vice-Chairperson, a Secretary and a Treasurer or a Secretary-Treasurer.

Section 9. All Officers and Directors shall serve without compensation.

Section 10. In the event of a vacancy in any office, the Board shall have the power to fill such vacancy other than that of the Chairperson. The Vice-Chairperson shall fill the vacancy of the Chairperson for the remainder of the Chairperson's term. In this situation, and only as a result of such a situation, the Chairperson, having not performed the duties for a complete term, may stand for election to the position of Chairperson for the following fiscal year. For all other positions, and if no one on the Board is willing or able to fill a vacancy, the Board shall fill the vacancy by appointing a qualified member of the Association in MD"A". If the vacancy is a District director and the District does not appoint a Director, the Board shall appoint a member of the Association from that District.

Section 11. There shall be no dues or assessments of any kind against the members of the association other than the twenty-five dollars (\$25) one-time donation. This contributions will cover secretarial expenses and administrative costs such as notices, reports, minutes, including mailings to the membership. The amount of the contribution shall be a sum which may be approved by the Board and the membership from time to time. Only those Past District Governors making or exceeding the established minimum contribution shall be members of the MD "A" Past District Governors' Association entitled to receive the mailings of the Association, to sit on the Board as an Officer or Director and to vote.

Section 12. The Annual General Meeting of this Association shall be held at the same time and place as the annual Multiple District "A" Convention of Lions Clubs International.

Section 13. There shall be from one [1] to three [3] regular meetings of this Association per year, at such time and place, or by electronic means, as may be determined at the Annual General Meeting, or any regular meeting of the Board.

Section 14. Meetings of the Officers of the Board shall be held at such time and place, or by electronic means, as may be determined by the Chairperson or upon written request of six [6] members of the Board. A meeting of the Association may be called by the Chairperson at any time and shall be called by him/her whenever he/she is duly requested to do so in writing by twenty-five [25] members. Such request shall state the business it is proposed to consider and no business shall be considered except that pertaining to the subject mentioned in the notice.

Section 16. At any regular or special meeting of the Board, a majority thereof shall constitute a quorum.

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Section 18. The fiscal year of the Association shall commence on July 1st each year and run through June 30th of the following year.

Article V Rules of Order

Section 1. Unless otherwise provided by this Constitution and By-Laws, all questions of order or procedure with respect to any meeting or action of this organization, its Board of Directors or any committee appointed by the Board, shall be determined in accordance with "Robert's Rules of Order" as revised from time to time.

Article VI Amendments

The constitution may be amended only at the Annual General Meeting of the Association by a two-thirds [2/3] affirmative vote of the members present and voting, provided however, a resolution thereof is duly presented to the Chairperson at least thirty [30] days prior to the annual meeting.

By-Laws

Article I Standing Committee

Section 1. The Chairperson and Board may appoint committees as deemed necessary.

Section 2. The Chairperson shall be an ex-officio member of each standing or special committee.

Article II Duties of Officers and Directors

Section 1. Chairperson - The Chairperson shall preside at the Annual General Meeting and all special meetings of the Association and the Board, and as Chief Executive, shall supervise the work and activities of the Association and perform such other duties as usually pertain to the office. He/she shall also be the liaison officer between the Association and the Council of Governors' of Multiple District 'A' , and shall in his/her capacity as Chairperson attend meetings of said Council when and if requested to do so. He/she shall render a report of all such meetings to the Association and its officers.

Section 2. Immediate Past Chairperson - The Immediate Past Chairperson is to be available as a resource to the Chairperson and to share his/her experience & knowledge gained as a Director & Chairperson of the Association. He/she has additional duties as outlined in the Constitution (Article IV, Section 8).

Section 3. Vice Chairperson - In the event of absence, or inability of the Chairperson to perform his/her duties, the Vice Chairperson shall perform the duties of and have the same authority as the Chairperson.

Section 4. Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the Association and the Board, and shall forward copies of the minutes of all meetings to the Chairperson and the Board. He/she shall assist the Chairperson and the Board in conducting the business of the Association and shall perform such other duties as are specified or implied in the Constitution and By-Laws, or as may be assigned to him/her from time to time by the Board.

Section 5. Treasurer- The Treasurer shall control the receipts and disbursements of all funds of the Association, subject to the supervision and control of the Board. He/she shall keep the accounts, receive and deposit all funds of the Association and shall render regular financial reports as required by the Chairperson of the Board. All cheques written will require two [2] signatures, one being the treasurer, the other being one of the other remaining executive. He/she shall perform other such duties as may be specified or implied in the Constitution and By-Laws, or as may be assigned to him/her by the Board.

Section 6. Secretary-Treasurer- If duly elected as such, shall perform the duties of both Secretary and Treasurer as outlined above.

Section 7. Directors.

- 1 - The Directors and the Officers shall constitute the Board of the Association and shall administer the affairs and be responsible for maintaining and carrying out the authorized purpose of the Association.
- 2 - The Board shall authorize all expenditures and shall not create any indebtedness beyond the income of the Association, nor disburse funds for purposes not essential to the objectives of the Association. A majority vote of the Board shall govern except where otherwise provided: The Board shall have the power to overrule or modify the action of any Officer or Director of the Association.
- 3 - The Board shall have the books and accounts audited annually or more often, at it's discretion.
- 4 - The Board shall designate on recommendation of the Treasurer, a bank or banks, for deposit of the funds of the organization.
- 5 - The Board shall receive committee reports and recommendations and shall submit to the Association's general meetings, recommendations which it has approved affecting the administrative or activity policies of the Association.
- 6 - The Board shall determine the time and place of the Annual General Meeting, to coincide with the Multiple District "A" Convention, and shall have the authority to call any special meetings that it considers necessary.
- 7 - A majority of the Board shall first approve any motion at any meeting for the expenditure of funds in excess of one hundred and fifty dollars [\$150.00] not attributed to a budgeted function.

8 - Procedure upon the death of a Past District Governor or spouse:

- At the beginning of each Lions year the Director in each District shall make his/her District Governor aware that he/she is to be notified, by phone, immediately of the death of a Past District Governor or spouse in the District and that in the absence of the Director the District Governor assumes responsibility for the following actions.
- Immediately notify all the other MD "A" Past District Governors' Association Directors, the MD "A" Secretary and the Chairperson of the Governors' Council indicating the name and year of service as District Governor of the deceased and other details as may be available at the time i.e. visitation, funeral arrangements, Lions Service etc. Immediately notify the Chairperson of the Governors' Council the year the deceased served as District Governor.
- Each District Director shall immediately notify the other Past District Governors in his/her District, especially the Past District Governor who served as District Governor the same year as the deceased, as to details of visitation, funeral arrangements, Lions Service etc and the name and phone number of a contact person in the District of the deceased.

Article III – Amendments

Section 1. These By-Laws may be amended only at the Annual General Meeting of the Association with a simple majority affirmative vote by the members present and voting,

Section 2 No amendment shall be so reported or voted upon unless the same has been duly presented to the Members at at least thirty (30) days prior to the date of the Annual General Meeting.