

The Constitution and By-Laws of



WESTERVILLE LIONS CLUB, INC.

Westerville, Ohio

Chartered by and under the jurisdiction of

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

CONSTITUTION

ARTICLE I Name, Slogan and Motto

Section 1. **NAME.** The name of this organization shall be Westerville Lions Club, Inc., a not-for-profit Ohio corporation chartered by, and under the jurisdiction of Lions Clubs International.

Section 2. **SLOGAN.** Its slogan shall be: Liberty, Intelligence, and Our Nation's Safety.

Section 3. **MOTTO.** Its motto shall be: We Serve.

ARTICLE II Purposes

The purposes of this club shall be:

1. To create and foster a spirit of understanding among the people within the Westerville community.
2. To promote the principles of good government and good citizenship.
3. To take an active interest in the civic, cultural, social and moral welfare of the community.
4. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
5. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
6. To encourage service minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III Membership

Section 1. **ELIGIBILITY FOR CLUB MEMBERSHIP.** Subject to the provisions of Article I of the bylaws, any person of legal majority and good moral character and good reputation in his/her community, may be granted membership in this Lions club. Wherever the male gender or pronoun presently appears in this constitution and bylaws, it shall be interpreted to mean both male and female persons.

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. **FORFEITURE OF MEMBERSHIP.** Any member may be expelled from the club for cause by a two-thirds (2/3) vote of the entire board of directors.

ARTICLE IV Officers

Section 1. **OFFICERS.** The officers of this club shall be a president, immediate past president, the 1st and 2nd vice presidents, secretary, treasurer, Lion tamer, tail twister, membership director, and four (4) directors.

Section 2. **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 V
Board of Directors

Section 1. **MEMBERS.** The members of the board of directors shall be the president, immediate past president, the 1st and 2nd vice presidents, secretary, treasurer, Lion tamer, tail twister, membership director, four (4) elected directors and LCIF Coordinator.

Section 2. **QUORUM.** The presence in person of a majority of the members serving as directors shall constitute a quorum at any meeting of the board of directors. In the event that a member holds multiple offices in the club, quorum shall be based on the number of members not the number of office/positions. Except as otherwise specifically provided, 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 3. **DUTIES AND POWERS.** In addition to those duties and powers, express and implied, set forth elsewhere in this constitution and bylaws, the board of directors shall have the following duties and powers:

1. 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.
2. 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.
3. It shall have power to modify, override or rescind the action of any officer of this club.
4. 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.
5. It shall appoint, on recommendation of the finance committee, a bank or banks for the deposit of the funds of this club.
6. It shall appoint the surety for the bonding of any officer of this club.
7. 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.
8. 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.
9. It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to district, multiple district, and international conventions.
10. It shall maintain at least two (2) separate funds governed by generally accepted accounting practices. The first fund to record administrative monies such as dues, tail twisting fines and other internally raised club funds. A second 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 (7) of this article.

ARTICLE VI
Amendments

Section 1. **AMENDING PROCEDURE.** This constitution may be amended 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. The Board shall, with the assistance of the presenting Lion(s), craft the wording of the amendment and present the amendment to the membership for consideration.

Section 2. **NOTICE.** No amendment shall be put to vote, unless written notice, stating the proposed amendment shall have been provided to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken. The method of

delivery of the notification may be made via US mail, electronically or in person or other method agreed upon by a majority of the members of the board.

By-Laws

ARTICLE I Membership

Section 1. MEMBERSHIP CATEGORIES.

1. **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. As provided in the Family Membership Program criteria, qualifying family members shall be Active Members and be entitled to all rights and privileges thereof. As provided in the Student Member Program criteria, qualifying student, former Leo and young adult members shall be Active Members and be entitled to all rights and privileges thereof.
2. **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.
3. **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.
4. **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 his/her active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include district and international dues. He/she 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.
5. **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, his/her 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 recommendation of this club to the association, 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 approval by the International Board of Directors. A Life Member shall have all privileges of active membership so long as he/she fulfills 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. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper.
6. **ASSOCIATE MEMBER:** A member who holds his/her 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 he/she is present in person, but may not represent the club as a delegate at district (single, sub, provisional and/or multiple) or international conventions. He/she 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.

7. **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 he/she is present in person, but may not represent the club as a delegate at district (single, sub, provisional, and/or multiple) or international conventions. He/she 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 such dues as the local club may charge.

Section 2. **DUAL MEMBERSHIP.** No person shall simultaneously hold membership, other than honorary or associate, in this and any other Lions club.

Section 3. **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 4. **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 5. **TRANSFER MEMBERSHIP.** This club may grant membership on a transfer basis to one who has terminated or is terminating his/her 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 his/her membership in another club and submittal of completed transfer member form or current membership card, he/she may acquire membership in this club only under the provisions of Section 2 of Article III of the constitution.

Section 6. **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 Secretary shall provide written notice to Members prior to April 30th of the current Lions year. Members failing to pay by June 30th will be considered past due. The board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section 7. **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 8. **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 Officers

Section 1. **DUTIES.**

President. He/she 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.

Immediate Past President. He/she 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.

Vice Presidents. If the president is unable to perform the duties of his/her office for any reason, the vice president next in rank shall occupy his/her position and perform his/her duties with the same authority as the president. The 1st vice president shall be the chairperson of the Program Committee and the 2nd Vice President shall be the chairperson of the Public Relations Committee, which includes publication of the monthly Tracks newsletter.

Secretary. He/she 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, he/she 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 (end of July, October, January, April) or semiannual (end of July, January) 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 his/her office in such sum and with such surety as determined by the board of directors.

Treasurer. He/she shall:

1. Receive all monies, from the secretary and otherwise, 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;
3. Have custody and keep and maintain general records of club receipts and disbursements;
4. Prepare and submit monthly and semiannual 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 his/her office in such sum and with such surety as determined by the board of directors.

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.

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. He/she shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He/she 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. He/she shall give special attention to assure that each new member sits with a different group at each meeting so that he/she can become better acquainted.

Tail Twister. He/she 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 ruling from his/her 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 2. **ELIGIBILITY FOR OFFICE.** No person shall be eligible to hold office in this club unless he/she is an active member in good standing.

Section 3. **COMPENSATION.** No officer shall receive any compensation for any service rendered to this club in his/her official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the board of directors.

ARTICLE III Meetings and Quorum Requirements

Section 1. **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 bylaws, notice of regular meetings shall be given in such manner as the board of directors deems proper.

Section 2. **SPECIAL MEETINGS.** Special meetings of the club may be called by the president, in his/her 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, by mail or personal delivery, at least ten (10) days prior to the date thereof.

Section 3. **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 4. **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 5. **QUORUM.** The presence in person of 1/3 of the members in good standing shall be necessary for a quorum 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 6. **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 his/her 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.

Section 7. **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.

Section 8. **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.

ARTICLE IV Elections and Filling Vacancies

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

Section 1. **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 mailed to each member of this club at least fourteen (14) calendar days prior to the date of the meeting.

Section 2. **NOMINATING COMMITTEE.** The president shall appoint a nominating committee which 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 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 he/she was 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 no later than April 15 of each year, at a time and place determined by the board of directors, and fourteen (14) calendar days prior written notice shall be given to each member of the club by the secretary, by mail or personal delivery. 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. **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. The membership director shall also be elected annually and shall take office on the July 1st following his or her election, and shall hold office for two (2) years from that time, or until his or her successor shall have been elected and qualified.

Section 7. **BALLOT.** The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

Section 8. **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 9. **REPLACEMENT OF OFFICERS ELECT.** In the event any officer elect, before his/her 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, by mail or personal delivery. 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 of as determined by the board of directors, which fee 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 his/her prior Lions club membership. In addition to the entrance fee, new members will be required to pay annual dues which usually will be prorated based on the month the new member is inducted.

Section 2. **ANNUAL DUES.** Each member of this club shall pay annual dues. The annual dues shall include an amount to cover current international, district and multiple district 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 and in such amounts as the board of directors shall determine. Since dues are paid to International, District and Multiple District on or before July 1 and January 1 each year, annual dues will be billed to members on or before April 30 and November 1 with payment due on or before June 1 and December 1. Refer to Article I, Section 6 for information relative to non-payment.

ARTICLE VI Committees

Section 1. **COMMITTEES.** From time to time, the president may appoint, with the approval of the board of directors, such committees as may be necessary in his/her judgment or the judgment of the board of directors.

Section 3. **PRESIDENT EXOFFICIO.** The president shall be an ex-officio member of all committees.

Section 4. **COMPOSITION.** All committees shall consist of a chairperson and subject to Section 2 above, as many members as shall be considered necessary by the president.

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 board of directors.

ARTICLE VII Parliamentary Practices

Except as otherwise specifically provided in this constitution and bylaws, 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.

ARTICLE VIII Miscellaneous

Section 1. **FISCAL YEAR.** The fiscal year of this club shall be July 1 through June 30.

Section 2. **PERSONAL BENEFIT.** Except to further his/her progress in Lionism, no officer or member of this club shall use his/her 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 3. **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.

ARTICLE IX Amendments

Section 1. **AMENDING PROCEDURE.** These bylaws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the vote of a majority of the members present in person and voting. The Board shall, with the assistance of the presenting Lion(s), craft the wording of the amendment and present the amendment to the membership for consideration.

Section 2. **NOTICE.** No amendment shall be put to vote by the membership, unless written notice, stating the proposed amendment shall have been provided to each member of this club at least fourteen (14) calendar days prior to the meeting at which the vote on the proposed amendment is to be taken. The method of delivery of the notification may be made via US mail, electronically or in person or other method agreed upon by a majority of the members of the board.

Adopted and Effective July 1, 2009

Amended May 17, 2018

Amended April 7, 2020