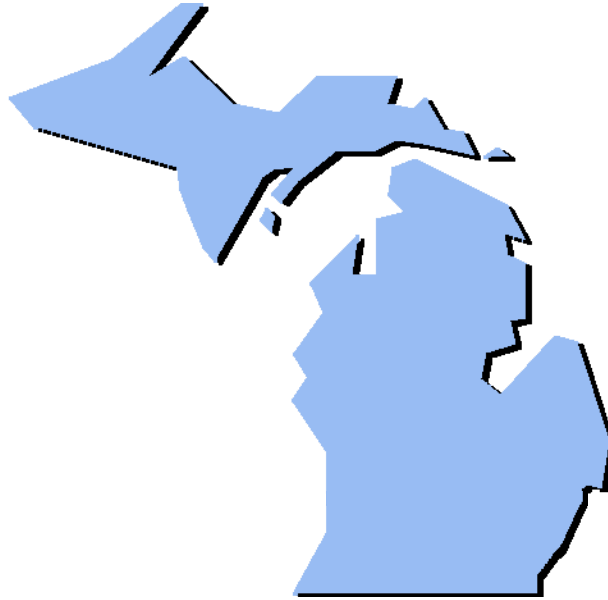


MULTIPLE DISTRICT 11 CONSTITUTION & BY-LAWS

As amended through May 2011



**Multiple District 11
Lions Clubs International
Lower Peninsula
State of Michigan**



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LIONS OF MICHIGAN
Multiple District 11 Constitution

ARTICLE I
Name

Section 1. This organization shall be known as Multiple District 11, Lions Clubs International, Lower Peninsula, State of Michigan, hereinafter referred to as “Multiple District.”

Section 2. All use of the word “State” shall be construed to mean and have reference to “Multiple District 11.” All reference to “State Convention” shall mean “Multiple District Convention.” All reference to “State Council” shall mean the “Council of Governors of Multiple District 11.” All reference to “State Executive Director” and “State Treasurer” shall mean “Multiple District Executive Director” and “Multiple District Treasurer,” respectively, these being the officers selected by the Council of Governors for Multiple District 11. Reference to “Lions International” shall be construed to mean “Lions Clubs International.” This provision shall apply to the Bylaws as well as the Constitution.

ARTICLE II
Objects

Section 1. To provide this Multiple District with an efficient organization headed by International representatives, the District Governors in the Multiple District, for the express purpose of advancing Lionism and providing proper administration throughout the Multiple District.

ARTICLE III
Membership

Section 1. The membership of this organization shall consist of all Lions Clubs in the Multiple District duly chartered by Lions Clubs International and in good standing with Lions Clubs International, their respective District, and the Multiple District. Whenever the male gender pronoun presently appears in the Multiple District 11 Constitution and By-Laws, it shall be interpreted to mean both male and female persons.

Section 2. This Multiple District shall be divided into ten (10) sub-districts, with boundary lines as adopted by a Multiple District Convention and approved by the International Board of Directors of Lions Clubs International which are as follows:

- | | |
|-----------------|---|
| District 11 A-1 | Monroe and Wayne Counties |
| District 11 A-2 | Macomb and Oakland Counties |
| District 11 B-1 | Branch, Calhoun, Hillsdale, Jackson, Lenawee and Washtenaw Counties |
| District 11 B-2 | Berrien, Cass, Kalamazoo, St. Joseph and VanBuren Counties |

District 11 C-1	Allegan, Barry, Ionia, Kent, Muskegon, and Ottawa Counties
District 11 C-2	Clinton, Eaton, Gratiot, Ingham, Livingston, and Shiawassee Counties
District 11 D-1	Bay, Saginaw, Tuscola, and Genesee Counties
District 11 D-2	Huron, Sanilac, Lapeer and St. Clair Counties
District 11 E1	Benzie, Clare, Grand Traverse, Isabella, Lake, Leelanau, Manistee, Mason, Mecosta, Midland, Missaukee, Montcalm, Newaygo, Oceana, Osceola, and Wexford Counties
District 11 E-2	Alcona, Alpena, Antrim, Arenac, Charlevoix, Cheboygan, Crawford, Emmet, Gladwin, Iosco, Kalkaska, Montmorency, Ogemaw, Oscoda, Otsego, Presque Isle, and Roscommon Counties

Section 3. Should the Multiple District desire to add one or more sub-district thereto or to otherwise change or redistrict in any other one or more existing sub-districts in any way, the Multiple District shall submit to the International Board of Directors a redistricting proposal approved by a convention of the Multiple District and the convention of the redistricting sub-district(s), together with a map showing boundary lines for all proposed sub-districts and a list of the Lions Clubs which shall comprise each proposed sub-district. Provided, however, approval by the convention of a redistricting sub-district is not required if the respective redistricting sub-district does not meet the minimum district requirements of thirty-five (35) clubs in good standing and a total membership of at least one thousand two hundred fifty (1,250) Lions Club members in good standing.

ARTICLE IV Officers

Section 1. The officers of this multiple district shall be the members of the Council of Governors.

ARTICLE V Multiple District Council of Governors

Section 1. Composition. There shall be a Council of Governors composed of all the District Governors in the Multiple District and shall also include one Past District Governor who shall serve as Council Chairperson, elected by a majority of the Council which he/she will serve. Each member of the Council of Governors, including the Council Chairperson, shall have one (1) vote on each question requiring action of the Council of Governors. The Council Chairperson shall serve for a one-year term only and cannot serve in that capacity again.

Section 2. Officers. The Multiple District shall employ an Executive Director and appoint a Multiple District Treasurer, neither of which shall have a vote in any meeting or action of the Council. The Executive Director and Multiple District Treasurer may be combined in the same person.

Section 3. Powers. Except where inconsistent with and contrary to the provisions of the Articles of Incorporation and Constitution and By-Laws of Lions Clubs International, the powers granted therein to the Board of Directors of said Association, and the policies and acts of said Board of Directors, the Council of Governors shall:

- (a) Have jurisdiction and control over all officers and agents, when acting as such, of the Council of Governors and all committees of the Multiple District and Multiple District Convention;
- (b) Have management and control over the property, business and funds of the Multiple District;
- (c) Have jurisdiction, control and supervision over all phases of the Multiple District Convention and all other meetings of the Multiple District;
- (d) Have original jurisdiction, when authorized under policy of the International Board of Directors and under rules of procedure prescribed by said Board, to hear and rule upon any complaint of a constitutional nature raised by any sub-district or districts, Lions Club, or any member of a Lions Club in the Multiple District. All such rulings of the Council of Governors shall be subject to review and decision by said International Board;
- (e) Have control and management of all budgetary matters of the Multiple District and committees of the Multiple District and the Multiple District Convention. No obligation may be approved or made which shall effect an unbalanced budget or deficit in any fiscal year.

Section 4. Quorum. A majority of the Multiple District Council shall constitute a quorum for transaction of its business at any meeting duly called as herein provided.

Section 5. Meetings. The first meeting of the Multiple District Council shall be held within thirty (30) days after the date on which the District Governors officially take office to appoint a Multiple District Treasurer and for discussion of other matters pertaining to the Multiple District. This meeting shall be convened on notice given by the Executive Director then in office. Subsequent meetings shall be held at such times and places deemed necessary and advisable, by call of the Chairperson or by action of the Council at duly called meetings. Not less than three (3) days notice shall be given for such meetings unless such notice is waived by any Governor unable to attend, giving such waiver in writing or other communication to the Council Chairperson or Executive Director.

ARTICLE VI Multiple District Convention

Section 1-a. Time and place. A convention of the Multiple District shall be held each year, preferably no later than the third (3rd) weekend in May. The time and place shall be fixed by the Multiple District Council.

Section 1-b. Purpose. The purpose of the Multiple District Convention is to conduct the business of the Multiple District, present instructional and/or motivational seminars, and promote fellowship among attendees.

Section 2. Convention Site Selection. The Chairperson of the Multiple District Council shall receive invitations in writing from those desiring to host any Multiple District Convention not less than twenty-five (25) months prior to the requested date. The Multiple District Council shall announce the time and place selected by them to the Multiple District Convention next. The Multiple District Council shall retain and have the absolute power to change at any time, for good and sufficient reason, without the Multiple District or individual sub-districts incurring any liability whatsoever, the city or place of holding the Multiple District Convention.

Section 3. Club Delegate Formula. Each chartered club in good standing in Lions Clubs International, and its district, and this multiple district shall be entitled in each convention of this multiple district to one (1) delegate and one (1) alternate for each ten (10) members, who have been enrolled for at least one year and one day in the club or major fraction thereof, of said club as shown by the records of the International Office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate, present in person shall be entitled to cast one (1) vote only for each office to be filled, and one (1) vote only on each question submitted to, the respective convention. Unless specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, and such closing time shall be established by the rules of the respective convention.

Full delegate status is granted to each Past International President, Past International Director, International President, International Vice President, International Director, and District Governor to his/her Multiple District and District Conventions, but shall not be included in the delegate quota of his/her club for any such convention.

Section 4. Quorum. A majority of the delegates in attendance at any session of a sub- or multiple district convention shall constitute a quorum.

ARTICLE VII Amendments

Section 1. Amending Procedure. This constitution may be amended only at the annual Multiple District Convention by resolution reported by the Committee on Constitution and By-Laws and adopted by a majority of the votes cast. Any proposed amendment shall first be approved by the Board of Directors of the club in which the proposal originated and submitted in writing by the Club Secretary to the District Constitution and Bylaws Committee Chairperson, the District Governor, and Executive Director at least five (5) months prior to the convening of the Multiple District Convention. The proposed changes shall be promptly referred by Executive Director to the Constitution and By-Laws Committee for consideration. Amendments to the Constitution may also originate with the Multiple District Council or the Constitution and By-Laws Committee.

Section 2. Notice. No amendment shall be so reported or voted upon unless the same shall have been furnished to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that same will be voted upon at said convention. Publication in the Lion Pride Magazine within the time limits specified may be considered proper notice to each club.

Section 3. Proposed Amendments. The Constitution and By-Laws Committee shall not accept any proposal that is not received by the Executive Director at least five (5) months preceding the next scheduled MD Convention, except those proposals which originate with the Multiple District Constitution and By-Laws Committee or the Council of Governors.

1. In the event of a conflict between the provisions of this Constitution and the Constitution of the International Association of Lions Clubs, the latter shall in all such instances be paramount and prevail.
2. In the event of a conflict as set forth in (1) above, the notice and balloting process for amending this Constitution and Bylaws to conform to that of Lions Clubs International is suspended.
3. In the event of a conflict, as set forth in (1) above, the conforming of this Constitution to that of Lions Clubs International's Constitution and By-Laws is automatic.
4. The Council of Governors shall annually acknowledge such conformity to changes in the Constitution and By-Laws of Lions Clubs International.

Section 4. Effective Date. Each amendment to this Constitution shall take effect at the close of the International Convention immediately following the Multiple District Convention at which the amendment is adopted unless otherwise specified in the amendment.

LIONS OF MICHIGAN Multiple District 11 By-Laws

ARTICLE I Multiple District Convention

Section 1. Site Change. The Council of Governors shall retain, and have absolute power to change at any time, for good reason, the convention site chosen by the Council of Governors; and neither the Council of Governors nor the multiple district nor any sub-district or sub-districts shall incur any liability thereby to any club or sub-district.

Section 2. Supervision. The Multiple District Council shall have supervision over all phases of the Multiple District Convention program. The Council shall appoint the Chairperson of the Multiple District Committee.

Section 3. Officers. The members of the Council of Governors shall be the officers of the annual Multiple District Convention.

Section 4. Order of Convention Business. The Multiple District Council of Governors shall arrange the order of business for the Multiple District Convention, and the same shall be the order of the day for all sessions.

Section 5. Rules of Order and Procedure. Except as otherwise specifically provided in this Constitution and By-Laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure in any convention, any meeting of the Council of Governors, or multiple district committee shall be determined by Robert's Rules of Order, Newly Revised.

Section 6. Official Report. Within sixty (60) days after the close of the MD Convention, an official report shall be forwarded to Lions Clubs International and each club in the Multiple District. Publication in the Lion Pride Magazine or on the State Office web site shall be construed as fulfilling this requirement. Any club desiring a written copy of the complete minutes of the Convention shall receive same upon written request by the Club Secretary.

Section 7. Sub-District Convention. A meeting of registered delegates of a sub-district in attendance at a multiple district convention may constitute the annual convention of said sub-district. The sub-district must, however, give two (2) months notice of such meeting to the Council of Governors in writing, with a copy to the Executive Director. Such district meeting dates and locations shall be selected by the voting members of the District Cabinet. The District Governor shall have supervision over all phases of such District Convention. Delegates present at any duly scheduled or annual convention of the District shall constitute a quorum. An official report of such duly scheduled meeting shall be mailed to all clubs in the District by the District Cabinet within sixty (60) days of said meeting, with a copy mailed to Lions Clubs International and to the State Office within 24 hours of such elections.

Section 8. Convention Appointments. The Council of Governors may make the following Convention appointments: Song Leader and Chaplain. The Council shall appoint a Lion who is knowledgeable in parliamentary procedure to serve as Parliamentarian.

Section 9. Other Convention Appointments. Assignment of persons to serve as members of the Credentials, Elections, Nominations and Sergeant-At-Arms for the Multiple District Convention shall be made by the Multiple District Convention Committee and its Chairperson. This provision shall in no way have any effect on the Constitutions or By-Laws of the sub-districts of Multiple District 11.

ARTICLE II

Duties of the Multiple District Council of Governors and Committees

Section 1. Multiple District Council of Governors. The Council of Governors shall:

- (a) Make all contracts and approve all bills relating to Multiple District Convention administrative expenses;
- (b) Designate a depository for multiple district funds;

- (c) Determine the amount of surety bond for the Executive Director and Multiple District Treasurer, and approve the surety company issuing said bond;
- (d) Receive financial reports, semi-annually or more frequently from the Multiple District Treasurer, and provide for a review or audit at the end of the fiscal year of the books and accounts of the Multiple District Treasurer.

Section 2. Multiple District Council Chairperson. The Multiple District Council Chairperson shall be the coordinator of the multiple district and shall act on behalf of and upon delegation from the Council of Governors. His/her specific responsibilities shall be to:

- (a) Further the purposes of this association;
- (b) Provide leadership, direction, and initiative for international and multiple district programs, goals, and long range planning;
- (c) Create and foster harmony and unity among sub-districts, and assist District Governors with solving issues;
- (d) Chair the Multiple District Convention and all meetings of the Council of Governors;
- (e) Submit reports and perform such duties as may be required by the Multiple District Constitution and By-Laws;
- (f) Perform other such administrative duties as may be assigned by the Council of Governors;
- (g) Facilitate, at the close of his/her term of office, the timely presentation of all multiple district accounts, funds, and records to his/her successor in office.

Section 3. Executive Director. The Executive Director is the manager of the Multiple District Office of the Lions of Michigan and is responsible for the hiring and dismissal of office personnel. Under the supervision of the Multiple District Council, the Executive Director shall keep an accurate record of the proceedings of all meetings of the Multiple District Council, shall within ten (10) days after each meeting forward copies of the minutes of same to all members of the Multiple District Council and the Office of Lions Clubs International. He/she shall assist the Multiple District Council in conducting the business of the Multiple District, and shall perform such duties as specified in the Constitution and By-Laws, or as may be assigned to him/her by the Multiple District Council. The Multiple District Council shall provide office space, furnishings, equipment and supplies for the Executive Director in the manner the Council deems appropriate. The Executive Director shall be bonded for the faithful performance of his/her duties in such sureties as may be required by the Council of Governors.

Section 4. Multiple District Treasurer. Under the supervision and direction of the Multiple District Council, the Multiple District Treasurer shall have control of the disbursements and receipts as regards all funds that are turned over to him/her by various Cabinet Secretary-Treasurers or Cabinet Treasurers and committees of the Multiple District. All checks drawn by the Multiple District Treasurer against all funds shall be signed by one or more persons authorized by the Multiple District Council of Governors. He/she shall receive an accounting suitable for audit from all committees handling funds, for auditing purposes only. He/she shall deposit all monies received in such bank or banks

as may be designated by the Multiple District Council and shall disburse same by order of the Multiple District Council. His/her accounts, books, and records shall at all times be open to the inspection of the Multiple District Council and any auditors named by the Multiple District Council. He/she shall be bonded for the faithful performance of his/her duties in such sureties as may be required by the Multiple District Council. He/she shall turn over all accounts and records to his/her successor at the termination of his/her tenure of office.

ARTICLE III Multiple District Revenue

Section 1. The expenses of Multiple District 11 shall be met by an annual per capita tax of ten dollars (\$10.00). The amount to be assessed and retained by the district shall be determined by each District at its Annual District Convention or as provided by the District Constitution and By-Laws.

Section 2. Said per capita tax shall be collected in each district by the respective Cabinet Secretary and/or Treasurer in two (2) semi-annual payments as follows: One-half of the above stated tax on August 15th, and one-half on January 15th, to cover the respective six (6) months period of the fiscal year. The billing shall be based upon the membership figures as reported by Club Secretaries to Lions Clubs International on their June and December reports immediately preceding the billing period, provided that said reports are filed in a timely manner. New clubs shall be billed beginning with the month following the date of their charter, and re-organized clubs shall be billed beginning with the month following the date of their re-organization on the basis of the percent of the year remaining.

Section 3. Each Cabinet Secretary and/or Treasurer shall forward to the Multiple District Treasurer the sum of ten dollars (\$10.00) from the per capita tax in semi-annual payments as follows: Five dollars (\$5.00) on September 15 and five dollars (\$5.00) on February 15. Failure of a district to forward such per capita tax to the Multiple District Treasurer within 30 days from the due date shall be reason to consider that district not in good standing. Such districts, its clubs and members, shall forfeit all communication, voting and meeting privileges, or shall not otherwise participate in any Multiple District 11 programs or events until all delinquent per capita tax and fees shall have been received by the Multiple District Treasurer.

Section 3-a. The per capita administrative tax of Multiple District 11 shall include provisions for a "family plan" whereby the first family member shall pay the per capita tax as adopted. Subsequent qualifying family members, not to exceed four (4) additional qualifying members per household, shall pay a semi-annual per capita tax equal to one half (1/2) of the amount pay by the first family member. Documentation of family membership shall be made through Lions Clubs International, utilizing the approved criteria and documentation.

Section 3-b. The per capita administrative tax of Multiple District 11 shall include provisions for a "student membership plan" as adopted by the International Board of Directors. Eligible students members shall pay a semi-annual per capita tax equal to one half

(1/2) of the total amount of the dues. Documentation of student members shall be made through Lions Clubs International utilizing the approved criteria and application form.

ARTICLE IV

Administration of Multiple District Funds

Section 1. The Multiple District Treasurer shall receive the semi-annual per capita tax (see Article III, Section 3) from the respective District Cabinet Secretary and/or Treasurer and shall allocate these funds as directed by the Multiple District Council of Governors.

Section 2. The Multiple District Treasurer shall prepare an annual budget for the succeeding fiscal year and shall present same to the Multiple District Convention. The budget shall contain allocations for:

- (a) A Restricted Fund of fifty cents (\$.50) per member to accumulate for the purpose of promoting future candidates for International office. This fund is to be under the joint trusteeship of the Multiple District Council of Governors and the Liaison Committee.
- (b) Multiple District Convention operation and expenses of twenty-four cents (\$.24) per member.
- (c) International Convention, Administrative Expenses – such as Council Meetings, operation of the Executive Director’s office, and other administrative funds deemed necessary by the Council.

Section 3. The Council of Governors shall have jurisdiction over all funds allocated to or collected by committees appointed by the Council. Such funds shall be deposited with the Multiple District Treasurer and may be expended only upon the authority granted by the Multiple District Council.

Section 4. The Multiple District Council shall order an annual certified audit of all funds that under the jurisdiction of the Council. Such audit shall be performed by a certified public accountant.

Section 5. When the Lions of Michigan have a member elected as Lions International President, we accept the inherent fiscal responsibilities for having a member in such office. If and when the Council of Governors and the Liaison Committee deem it necessary to fulfill this obligation, these funds shall come from an additional fifty cents (\$.50) semi-annual increase in dues for no more than two (2) years, and the increase shall be added to that portion of the dues under the jurisdiction by the Liaison Committee.

ARTICLE V

Nominations and Endorsement of International Director and Second Vice President Nominees

Section 1. Any candidate seeking endorsement at the Multiple District Convention must first have secured the endorsement of his/her sub-district.

Section 2. Endorsement Procedure. Subject to the provisions of the International Constitution and By-Laws, any member of a Lions Club in the multiple district seeking endorsement of the convention of the multiple district as a candidate for the office of International Director or Second Vice-President shall:

- (a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the Multiple District Executive Director no less than thirty (30) days prior to the convening date of the convention (sub- or multiple) at which such question of endorsement is to be voted upon;
- (b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

Section 3. Nomination. Each notice of intention so delivered shall be transmitted forthwith to the Council Chairperson and Executive Director who shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws. At the respective convention, the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements shall be placed in nomination.

Section 4. Each such nominee for endorsement shall be entitled to one nominating speech of three (3) minutes, two (2) seconding speeches of no more than three (3) minutes in duration and one five (5) minute demonstration.

Section 5. The following procedure will prevail for the endorsement of a candidate from Multiple District 11 seeking office as an International Director or Second Vice President in the International Association of Lions Clubs:

1. A ballot of voting delegates (written, verbal, or hand) shall be taken at the Multiple District Convention on the endorsement, with a provision on the ballot for voting "endorsement" or "no endorsement." A majority vote for no endorsement shall be final. In case of a tie vote, it will be considered that there is no endorsement.
2. In case there is only one candidate seeking endorsement, and a majority of votes cast are for endorsement, the candidate shall be declared endorsed, and no further balloting shall be required.
3. In case there are two candidates, a written ballot will be taken. The candidate to be endorsed will be selected by a majority of the delegates present and voting. In case of a tie vote, the tie shall be broken by lot between the two candidates.
4. In case of three or more candidates, a run-off vote will be taken and the two candidates receiving the highest number of votes shall be selected for the final vote; except if one candidate receives a majority of all votes cast, then he/she shall receive the endorsement. In case of a tie for second place, the tie shall be broken by lot between the parties involved.
5. The candidate's endorsement shall be valid for a period of two (2) years, in accordance with the International Association of Lions Clubs' Constitution and

By-Laws. The Multiple District shall have no more than one (1) endorsement pending for more than one (1) office on the International Board.

Section 6. Certification of Endorsement. Certification of endorsement by the Multiple District Convention shall be made in writing to the International Office by the multiple district officials designated, and in accordance with the requirements set forth, in the International Constitution and By-Laws.

Section 7. Validity. No endorsement of the candidacy of any member of a Lions Club in this Multiple District shall be valid unless and until the provisions of this Article have been met.

ARTICLE VI Miscellaneous

Section 1. Compensation. No officer shall receive compensation for any service rendered to this multiple district in his/her official capacity, with the exception of the Executive Director whose compensation, if any, shall be fixed by the Council of Governors.

Section 2. Fiscal Year. The fiscal year of this multiple district shall be from July 1st to June 30th.

Section 3. Dispute Resolution. The clubs in the multiple district shall pursue all complaints, disputes or claims according to the terms and conditions of rules or procedure adopted, from time to time, by the International Board of Directors.

ARTICLE VII Magazine

Section 1. The Council of Governors shall be given authority to establish a non-profit corporation to publish a magazine for the Lions of Michigan of nine (9) issues per year, provided however that the number of issues in any one year may be reduced if, in the judgment of the Board of Directors of the corporation, an emergency situation should occur. The subscription price shall be four dollars and fifty cents (\$4.50) per year per member. Said subscription price shall be levied and collected on a semi-annual basis with dues. New clubs shall be billed beginning with the month following their date of charter, and reorganized clubs shall be billed beginning with the month following reorganization. Said subscription fees shall be remitted to the Multiple District Treasurer, who shall transfer all subscription fees to the corporation. Single issues of the magazine will be priced at fifty cents (\$.50) per issue, limited to the number available.

ARTICLE VIII State and Multiple District Projects

Section 1. A Multiple District Project shall be a 501(c)(3) organization that meets the criteria in Section 2 below. A State project shall be a 501(c)(3) that has met the criteria of Section 2 below, as well as having been endorsed as a project of Single District 10. Multiple

District or State Project status shall be a commitment by the multiple district to recognize a 501(c)(3) organization as an official agency and to encourage all sub-districts and clubs to support such projects by financial contributions or otherwise.

Section 2-a. In order for a project to be considered for the designation of a Multiple District Project, the following must be done:

1. A representative of the project must petition each sub-district for their endorsement designating the proposed project as a project of their sub-district. Endorsements are to be made by an affirmative vote of the delegates of each sub-district's annual convention and shall remain in effect unless rescinded by a subsequent affirmative vote.
2. Once the project has obtained Letters of Endorsement from no less than two-thirds (2/3) of the sub-districts' Cabinet Secretaries indicating the sub-district's endorsement of the proposed project, if the project desires to become a Multiple District Project, the project may then petition the Council of Governors for the project to be considered as a Multiple District Project.
3. Once the Council of Governors has received the letters of endorsement of the proposed project showing they have secured the needed two-thirds (2/3) minimum of sub-district endorsements, the Council of Governors shall direct the Multiple District Constitution and By-Laws Committee to draw the proper amendment to include the proposed project in the By-Laws of the Multiple District and that said amendment be placed before the delegates of the next Multiple District Convention.
4. Petitions for inclusion as a Multiple District Project must be received by the Multiple District Council of Governors no less than one hundred twenty (120) days prior to the convening of the Multiple District Convention.
5. An affirmative vote of a majority of the delegates at the Multiple District Convention is required for endorsement as a Multiple District Project.

Section 2-b. In order for a project to obtain the designation as a State Project, all criteria in Section 2-a above must be accomplished. In addition, an endorsement must be approved by vote of the delegates of Single District 10 at their annual convention.

Section 3. Leader Dogs for the Blind, the Michigan Eye Bank and the Lions of Michigan Service Foundation (DBA the Lions of Michigan Foundation) are recognized as State Projects. Welcome Home Residential Services and the Lions Visually Impaired Youth Camp (Bear Lake Camp) are recognized as Multiple District Projects.

Section 4. Each sub-district may, at their discretion, recognize projects independent of the Multiple District.

Section 5. To continue recognition as a Multiple District or State Project, the organization must:

- a. be an independent entity; and
- b. maintain 501(c)(3) status, and

- c. provide a written report that includes financial statements to the Council of Governors within 150 days following the close of the organization's fiscal year, and
- d. involve an activity that is a core Lions' value, and
- e. provide services to the entire multiple district or State of Michigan, and
- f. recognize the financial and service contributions of the Lions of Michigan and
- g. maintain a project governing board a majority of which are Lions members.

Section 6. Should a Multiple District or State Project fail to meet any of the criteria outlined in Section 5 above, the following remediation process is to be followed:

- a. The Council of Governors will notify the project's Chief Executive Officer that the project is not in compliance with the criteria to remain a Multiple District or State project. The notification shall include the specific deficiency and requirement for the project to be considered in good standing. The project Chief Executive Officer must respond in writing within sixty (60) days of receipt indicating what steps have been taken to correct each deficiency. The Council of Governors shall also notify the Multiple District or State Project Committee Chairperson of the action taken.
- b. The Council of Governors shall evaluate the response at its next regularly scheduled meeting. Should the Multiple District or State Project not respond or should the Council of Governors determine that the response is not satisfactory, the Council will begin the decertification process. If progress is indicated, the Council of Governors may grant an extension of time in which additional steps may be taken for certification to continue. Any extension shall not exceed the time beyond the next scheduled Council of Governors meeting. A two-thirds (2/3) vote of the present and voting members of the Council of Governors is required to recommend decertification as a Multiple District or State Project.
- c. The Council of Governors shall make a recommendation on decertification at the Council of Governors meeting immediately following the deadline established for response to the decertification notice. If additional information is requested or additional remedial action is required, the requirement for a vote may be extended to the next scheduled meeting. Only one extension shall be granted.
- d. Once the Council of Governors has voted, their recommendation will identify the specific requirements that they determined have not been met and present the question of decertification to the membership present at the next Multiple District 11 Convention. An affirmative vote of the delegates at the Multiple District Convention is required to decertify a project's endorsement as a Multiple District or State Project.
- e. The Council of Governors shall notify the Multiple District or State Project Committee Chairperson that the response meets the criteria to maintain a Multiple District or State Project or that the organization has been recommended for removal from the Multiple District or State Project list.

Section 7. Following an affirmative decertification vote by convention delegates, the decertified project must:

- a. be notified by the Council of Governors that the organization is no longer considered a Multiple District or State Project, and
- b. the Multiple District or State Project Committee shall be terminated, and
- c. the Chairperson of the Council of Governors shall report the decertification of the Multiple District or State Project to Lions Clubs International.

ARTICLE IX Committees

Section 1-a. Council of Governors shall appoint the following Standing Committees:

1. Constitution and By-Laws/Rules
2. White Cane
3. Leader Dog
4. Welcome Home
5. Extension
6. Membership
7. Sight Conservation/Diabetes Awareness
8. Hearing
9. Michigan Eye Bank
10. International Convention
11. Public Relations
12. Youth Exchange
13. Publication Advisory
14. District Editors
15. Lions Quest
16. Liaison
17. Strategic Planning
18. Lions of Michigan All-State Band
19. Multiple District Convention
20. Leadership
21. Leos
22. Retention
23. Lions Visually Impaired Youth Camp (Bear Lake Camp)
24. Information Technology

Section 1-b. The Council of Governors shall appoint the following: A Leader Dogs for the Blind Committee, a Welcome Homes Committee, a Michigan Eye-Bank Committee and a Lions Visually Impaired Youth Camp (Bear Lake Camp) Committee for the purpose of promoting and aiding the work of these officially sanctioned Multiple District 11 projects. These committees shall be standing committees and appointments of committee members shall be specified in Section 2 of this article. At the option of the Council of Governors, a standing committee may be added to Section 1-a and committee members appointed for any project attaining Multiple District Project status as defined in By-Laws, Article VIII.

Section 2-a. Each standing committee shall consist of one member from each district, appointed by the Governor of each district of Multiple District 11. The Council shall annually designate a member of each committee as Chairperson of such committee, with the exception of Membership, Extension, Retention and Leadership Committees. The Council, by majority vote, shall have the right to remove the Chairperson of any committee. A committee member may be removed by the Governor of his district.

Section 2-b. The Council of Governors shall appoint Chairpersons for the Membership, Extension, Retention and Leadership Committees for three (3) year terms. These Chairpersons shall not be selected from the district appointees, and they shall not vote on matters to come before the committee.

Section 3. The Liaison Committee shall consist of all Past International Directors elected by the Lions of Michigan, provided such Past international Director maintains his/her legal residence (mailing address, driver's license and voter registration) in the State of Michigan. The District Governor of any district, including Single District 10, not represented by a Past International Director, shall appoint one (1) voting member to serve on the committee. The committee chairperson shall be the current or most recent International Director, International Vice President or International President. In the event there are no current or past International Directors, Vice Presidents or Presidents residing within Multiple District 11 or Single District 10, then the Governors of Multiple District 11 and Single District 10 shall, by mutual agreement, annually appoint a member of the committee to serve as chairperson of the committee. The duties of this committee shall be to assist and advise the Council in the use and administration of the Restricted Fund, as established by the Constitution. Any withdrawal of monies from the Restricted Fund shall be the result of a majority vote of the members of this committee and also a majority of the Council of Governors. On all matters, the Council shall consult with the Governor of Single District 10.

Section 4. The Council of Governors, in conjunction with the Governor of SD 10, shall appoint an International Convention Committee composed of one (1) member from each sub-district of MD 11 and one (1) member from Single District 10 for the purpose of planning, promoting, and arranging details of Michigan's participation in the Lions International Convention. The Governors of MD 11 and Single District 10 shall designate a chairperson annually. The Committee shall submit reports annually to the Multiple District Convention and the SD 10 Convention, and at such other times as required.

Section 5-a. The Council of Governors, in conjunction with the Governor of Single District 10, shall appoint a Strategic Planning Committee composed of the Multiple District Membership Chairperson, the Multiple District Extension Chairperson, the Multiple District Retention Chairperson, the Multiple District Leadership Chairperson, the Chairperson of the Council of Governors, the Immediate Past Chairperson of the Council of Governors, the Multiple District Constitution and By-Laws Committee Chairperson, the Chairperson of the Multiple District Public Relations Committee, and a representative of Single District 10, plus a representative appointed by the District Governor from each district not represented in the aforementioned list.

Section 5-b. The Council of Governors, in conjunction with the Governor of SD 10, shall appoint a Lions of Michigan All State Band Committee comprised of one (1) member from each district of MD 11 and one (1) member from SD 10 for the purpose of promoting the activities of the Lions of Michigan All State Band.

Section 6. The terms of office for appointed members of standing committees listed in Section 1(a) shall be addressed in the Council of Governors Manual of Operational Rules, Procedures and Policies (i.e., the Policy Manual).

Section 7. Each committee chairperson shall submit reports to the Council of Governors as may be requested and shall make an annual report, oral or written, to the Multiple District Convention as requested. Such reports shall be summarized in the convention minutes.

Section 8. The duties of the committees shall be prescribed by the Council of Governors in the Manual of Operational Rules, Procedures, and Policies (also known as the Policy Manual).

Section 9. The Council shall have jurisdiction over all committee's funds, except as otherwise herein provided or as the Council may authorize.

Section 10. The Council may appoint such special or ad hoc committees as it may consider necessary from time to time to perform such duties as the Council may direct and authorize. Such special or ad hoc committees shall not continue beyond the term of the Council which appoints them, nor shall the duties assigned to or prescribed for such special or ad hoc committees duplicate or overlap duties of Standing Committees.

ARTICLE X

Rules for Convention Procedure

Section 1. The Multiple District Council shall arrange a program for the Multiple District Convention and the same shall be the order of the day for all sessions.

Section 2. Roberts Rules of Order, New Revised, shall govern all parliamentary procedure except as otherwise provided in the Rules of Procedure adopted by the Convention.

Section 3. All resolutions, other than recognition resolutions, proposed to be presented at the Annual Multiple District Convention shall be submitted to the Council of Governors for consideration at their last Council meeting preceding the annual Multiple District Convention, so as to enable the Council to transmit such resolutions to each club in Multiple District 11 at least thirty (30) days before the annual Multiple District Convention.

ARTICLE XI

Joint Action with Single District 10

Section 1. The Council of Governors of Multiple District 11 is hereby authorized to enter into a joint policy agreement with the Governor of Single District 10, such agreement to be binding for any specified term, or until terminated by agreement or by provisions therein contained.

Section 2. Such policy agreement may provide for joint sessions of the Council of Governors of both Multiple District 11 and Single District 10, jointly called by the Governor of Single District 10 and the MD11 Council Chairperson or as determined by joint action at a joint meeting of the Governors.

Section 3. Attendance and voting at joint sessions shall be in person or by any real-time, interactive means of communication by a Governor unable to attend in person.

Section 4. Policy agreements shall contain such provisions as may be necessary to provide for joint undertakings and to promote the joint and mutual benefits sought to be derived out of such joint activity.

ARTICLE XII Amendments

Section 1. Amending Procedure. These by-laws may be amended only at the annual Multiple District Convention by resolution reported by the Committee on Constitution and By-Laws at such annual meetings and adopted by an affirmative vote of a majority of the registered delegates present and voting at such meetings. Any proposed amendment shall first be approved by the Board of Directors of the Club in which the proposal originated and submitted in writing by the Club Secretary to the District Constitution and By-Laws Chairperson, the District Governor and Executive Director at least five (5) months prior to the convening of the Multiple District Convention. The proposed changes shall then be promptly referred by the Executive Secretary to the Constitution and By-Laws Committee for consideration. Amendments to these By-Laws may also originate with the Multiple District Council or the Constitution and By-Laws Committee. All proposals shall be transmitted by the Multiple District Council of Governors to each club in Multiple District 11 at least thirty (30) days prior to the convening of the Multiple District Convention. Publication in the Lion Pride Magazine within the time limits specified may be considered proper notice to each club. The Constitution and By-Laws Committee shall not accept any proposal that is not received by the Executive Secretary at least five (5) months preceding the next scheduled Multiple District Convention except those proposals which originate with the Multiple District Constitution and By-Laws Committee or the Council of Governors.

1. The Multiple District Constitution and By-laws shall govern the multiple district unless otherwise amended so as not to conflict with the International Constitution and By-laws and policies of Lions Clubs International.
2. In the event of a conflict, as set forth in (1) above, the notice and balloting process for amending this Constitution and By-Laws to conform to that of Lions Clubs International is suspended.

3. In the event of a conflict, as set forth in (1) above, the conforming of these By-Laws to Lions Clubs International's Constitution and By-Laws shall be automatic.
4. The Council of Governors shall annually acknowledge conformity to such changes in the Constitution and By-Laws of Lions Clubs International.

Section 2. Effective Date. Each amendment shall take effect at the close of the Multiple District Convention at which adopted unless otherwise specified in the amendment.