

NEW ENGLAND LIONS COUNCIL



CONSTITUTION

AND BY-LAWS

REVISED AS PER THE VOTE OF THE MEETING OF FEBRUARY 25, 1992 AND PRESENTED TO THE MEMBERSHIP FOR A VOTE AT THE MEETING OF APRIL 25, 1992

REVISED AS PER THE MEETING OF APRIL 25, 1992

REVISED AS PER THE MEETING OF OCTOBER 7, 1992

PRESENTED FOR THE APPROVAL OF THE MEMBERSHIP AT THE MEETING OF JANUARY 31, 1993 AT NASHUA, NEW HAMPSHIRE.

REVISED AS PER THE MEETING OF APRIL 21, 1996 AT NASHUA, NEW HAMPSHIRE.

REVISED AS PER THE MEETING OF JUNE 8, 1997 AT NASHUA, NEW HAMPSHIRE

REVISED AS PER THE MEETING OF NOVEMBER 23, 1997 AT NASHUA, NEW HAMPSHIRE

REVISED AS PER THE MEETING OF MARCH 22, 1998 AT NASHUA, NEW HAMPSHIRE

REVISED AS PER THE MEETING OF JUNE 8, 2003 AT WESTBOROUGH, MASSACHUSETTS

REVISED AS PER THE MEETING OF JUNE 4, 2006 AT MARLBOROUGH, MASSACHUSETTS

BY-LAWS

1. No funds, other than as listed and Tail Twister fines, shall be solicited from any member of the Council. All funds shall be derived by proper procedure during a regular meeting and must have the approval of a majority of the members present and voting.

2. No meeting shall be legal without a quorum being present. A quorum shall consist of seven or more of the Lions Districts of the New England Area.

3. Partisan politics and sectarian religion shall have no part in this organization, and discussions relating to such topics shall not be permitted at any official meeting of this Council.

4. No officer or member of the Council shall use this membership as a means for furthering any political, personal or business aspirations.

5. No officer or member of the Council shall spend funds from the treasury for his own non-budgeted expense without the consent of the Council.

6. Whenever possible, the Council President shall appoint the Council Vice-President to serve as Chairman of the Leadership Forum Committee.

7. Whenever possible, the Council President shall have served at least one (1) term as Council Vice-President and Council Secretary/Treasurer.

8. Whenever possible, the Council Vice-President shall have served at least one (1) term as Council Secretary/Treasurer.

9. These By-Laws shall be amended only after consideration by the Constitution and By-Laws Committee and favorable vote of the Executive Committee at the Spring meeting.

6/4/06

ARTICLE I

Name

This organization shall be known as THE NEW ENGLAND LIONS COUNCIL, hereinafter referred to as the "Council."

ARTICLE II

Objects

The objects of this organization shall be:

- (a) To provide the Lions of New England with an efficient organization for the purpose of advancing Lionism throughout the area.
- (b) To actively work to promote the objectives of Lions Clubs International throughout New England Area.
- (c) To conduct an annual service commemorating those involved in Lionism in New England who have passed away during the previous year. The site for the annual service shall be determined by the Board Of Directors with the site of choice being the Cathedral-of-the-Pines at Rindge, N.H.
- (d) To provide the coordinating service for any humanitarian project which may be deemed necessary or appropriate, as voted by the Council.
- (e) To promote the support of programs of Lions Clubs International by Council members within their respective districts.
- (f) To promote and conduct such Leadership Forums or Conferences as may be appropriate and approved by the Council.
- (g) To provide a forum for open discussion of all matters affecting Lionism within the New England Area generally, provided however, that partisan politics and sectarian religion shall not be debated or discussed during any Council meeting or function.
- (h) To organize and conduct appropriate functions, breakfasts and/or receptions at the International Conventions and USA/Canada Forums as may be approved by the Council.

ARTICLE III

Fiscal Year

The fiscal year of the Council shall be from the first day of July to the last day of June of the following year so as to coincide with the fiscal year of Lions Clubs International.

ARTICLE IV

Membership

All Lions in good standing of the various Districts of the New England Area upon payment of the annual membership fee as hereafter provided shall be members of this Council. For the purpose of this document, the New England area shall be defined as the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont within the United States of America.

A Lion in good standing, who has performed exceptional service for the New England Lions Council, may be elected a Life Member with full voting privileges and no annual assessment of dues. The nominee's name shall be forwarded to the Executive Committee for consideration. Upon approval by the Executive Committee, the name shall be submitted to the full membership present for final approval.

Any member of this Council is eligible to serve on any committee of the Council as appointed by the Council President, however the officers and Executive Committee of this Council shall be Past District Governors who are members in good standing of this Council.

ARTICLE V

Officers and Executive Committee

Section 1. The officers of the Council shall be a Council President, Council Vice-President and Council Secretary/Treasurer, all of whom shall be elected annually, as hereinafter provided.

Section 2. The Council President shall be the presiding officer of the Council and shall serve as its Chief Executive Officer. The Council President shall be elected annually at the Spring Meeting of the Council to become effective the beginning of the fiscal year and shall serve a term of one (1) year until a successor is elected. The Council President shall be elected from the members of the Council in "good standing" on a rotation basis commencing with the first meeting in the fiscal year ending June, 1997, as follows: 23-Connecticut, 42-Rhode Island, 41-Maine, 45-Vermont, 33-Massachusetts and 44-New Hampshire.

Section 3. The Council Vice-President shall assist the Council President in the performance of his/her duties, and, in his/her absence or in the event of a Council President's incapacity, shall serve as the presiding officer of the Council. The Council Vice-President shall be elected annually at the Spring Meeting of the Council to become effective the beginning of the fiscal year and shall serve a term of one (1) year until a successor is elected. The Council Vice-President shall be elected from the members of the Council in "good standing" on a rotating basis commencing with the first meeting of the fiscal year ending June, 1997 as follows: 42-Rhode Island, 41-Maine, 45-Vermont, 33-Massachusetts, 44-New Hampshire and 23-Connecticut.

Section 4. The Council Secretary/Treasurer, shall have charge of all records of the Council and shall perform those functions and duties as usually pertain to the office of Secretary/Treasurer. The Council Secretary/Treasurer shall be elected annually at the Spring Meeting of the Council to become effective the beginning of the fiscal year and shall serve a term of one (1) year until a successor is elected. The Council Secretary/Treasurer shall be elected from the members of the Council in "good standing" on a rotation basis commencing with the first meeting in fiscal year ending June, 1997 as follows: 41-Maine, 45-Vermont, 33-Massachusetts, 44-New Hampshire, 23-Connecticut and 42-Rhode Island.

Section 5. The Executive Committee shall be composed of the Council President, Immediate Past President, Vice-President, Secretary/Treasurer, any current Officer or Director of the International Board who is also a member of this Council and a District Governor or Representative from each of the two states which do not have an Officer serving on the Council will also serve on the Executive Committee. This will allow for each state to be represented on the Committee.

Section 6. The Executive Committee shall have general jurisdiction, control and supervision over all Officers and Committees of the Council and shall have general management and control of the business, property and funds of the Council. All matters to be voted on by the general membership shall first be submitted to the Executive Committee which will then make its recommendations known to the general membership at its next general meeting. The Executive Committee shall have jurisdiction over matters occurring between meetings of the Council which require immediate action. Such matters shall be submitted to all Members of the Executive Committee for consideration, preferably by written ballot but, if necessary, by telephone with written confirmation of the motion and vote by written communication immediately thereafter. The motions made and votes of each Member shall be reported at the next Council meeting. Affirmation of any such proposal shall require the affirmative vote of a majority of the full Council.

Section 7. Vacancies shall be filled as follows:

(a) In the event that a vacancy occurs in the office of Council President, or in the event that the Council President is unable to perform the duties of said office, then the Vice-President shall assume the duties of the Council President.

(b) In the event that a vacancy occurs in the office of the Council Vice-President, or in the event that the Council Vice-President is unable to perform the duties of said office, then the Council President shall appoint a member in "good standing" to perform said duties, however the office of Council Vice-President shall remain vacant until the next annual election.

(c) In the event that a vacancy occurs in the office of the Council Secretary/Treasurer, or in the event the Council Secretary/Treasurer is unable to perform the duties of said office, then the President shall appoint a member in "good standing" to fulfill the duties and office of the Council Secretary/Treasurer for the unexpired term of said office. The appointment shall be made from members of the Council in "good standing" that are qualified within the same District in accordance with the rotation basis herein established and after consultation with the District Governor(s) of that District.

ARTICLE VI

Meetings

Section 1. The Council will meet four (4) times each year. Council meeting shall be held during the Summer (July 1st through September 30th); Fall (October 1st through December 31st); Winter (January 1st through March 31st); Spring (April 1st through June 30th); at the call of the Council President and at such places as the President may determine, or by a majority of the Executive Committee

Section 2. Special meetings of the Council may be called by the Council President whenever he/she deems necessary or appropriate, or upon written request of a majority of the Executive Committee made either to the Council President or Council Secretary/Treasurer. No special meeting of the Council shall be held

unless written notice of said meeting shall have been mailed to each member in "good standing" at least fourteen (14) days prior to the call of the meeting.

Section 3. The Minutes and the Financial Summary shall be included with the call of the meeting and be sent to each member in good standing 30 days prior to the meeting.

Section 4. Dates and locations for the quarterly New England Lions Council Meetings for the coming year shall be available to the District Governors-elect at the third meeting of the New England Lions Council.

ARTICLE VII

Committees

Section 1. The Council President shall appoint the following standing committees:

- (a) Memorial Service Committee
- (b) Constitution and By-Laws Committee
- (c) Nominating Committee
- (d) Training and Education Committee
- (e) Communications Committee
- (f) Programs and Service Committee
- (g) International Convention Committee
- (h) Budget & Finance Committee
- (i) Membership Committee

Section 2. The Council President may appoint such other committees as he/she deems necessary and appropriate.

ARTICLE VIII

Council Revenue

Section 1. To provide revenue to defray the administrative and operative expenses of the Council, the following revenues shall be accepted at the summer meeting of the Council. On or before September 1 of each fiscal year, the Council Secretary/Treasurer shall issue a notice of the annual District contributions due to all District Governors within the New England Area.

DISTRICT ASSESSMENT:

- (a) An annual assessment of \$50.00 shall be made to each District to partially defray expenses of the Annual Leadership Forum.
- (b) An annual assessment of \$50.00 shall be made to commemorating those involved in Lions in New England who passed away during the previous year.

MEMBER FEES:

(a) In order for a member to be considered in good standing, an annual fee of \$10.00 shall be payable by each member of the Council on or before October 1 of each fiscal year. On or before September 1 of each fiscal year, the Council Secretary/Treasurer shall issue a notice of fees to all members of the Council as of July 1 of each fiscal year. Additional notices shall be issued at the

discretion of the Council in order to encourage member participation.

ARTICLE IX

Voting Power

All members of the Council in good standing, present at any membership meeting, shall have the power to vote on any subject brought before the Council.

ARTICLE X

Amendments

Section 1. This Constitution may be amended at any regular meeting of the Council by a 5/8 vote of the membership present at the meeting.

Section 2. No proposed amendment shall be voted upon by the Council membership unless: (1) such proposed amendment has been submitted, **in writing**, to the Constitution and By-Laws Committee, (2) favorably recommended by a majority of the Executive Committee and (3) written notice of such proposed amendment has been sent to each member in good standing of the Council at least fourteen (14) days prior to the meeting at which the vote on the proposed amendment is to be taken.

6/4/06

POLICY OF COUNCIL SECRETARY/TREASURER PROCEDURE

1. Keep an accurate record and the proceedings of all meetings of the Council. The Minutes and the Financial Summary, in accordance with Article VIII of the Constitution and By-Laws, shall be included with the call of the meeting and sent to each member in good standing 30 days prior to the meeting.
2. Receive and give proper receipts for all funds required to be paid over to him/her, deposit the same in a bank or banks designated by the Council, and disburse the same under the supervision and control of the Council by checks drawn against said deposits signed by the Treasurer or other duly authorized Council member.
3. The Council shall maintain an accurate set of records for the income received, and the expenses paid during the fiscal year. A manual or computer system shall be the system used for recording the income received and the payments of expenses during the fiscal year. The expenses paid shall be supported by Invoices before payments are paid.
4. Example of accounting procedure to follow:
 - a. Open an account in a designated bank with funds transferred from the prior Council. Said balance transferred shall be recorded as the beginning balance in the Leadership Account, Cathedral of the Pines Account and the Administration Account which would equal the total of the beginning balance of the new Council.
 - b. Record all receipts on a cash sheet by name and amount of the payee. Deposit same in the designated Bank.
 - c. Said deposit should be recorded in accordance with the Constitution and By-Laws of the Council.
 - d. Expenses paid shall be supported by an invoice prior to payment by the Treasurer. A clear paper trail of all income received and expenses paid shall be maintained for auditing purposes.
 - e. Any **Special Events** should be maintained separately for both the income received and the expenses paid. Any profit or loss from the event will be transferred to the Administration Account with the approval of the Council.
 - f. Bank statements shall be reconciled monthly.
 - g. The Secretary/Treasurer shall be responsible for all Council property and records.
 - h. All Council records and properties shall be turned over to his/her successor not later than the first Council Meeting of the fiscal year.
 - i. The Council financial records and papers shall be kept for a minimum of seven (7) years. All other records to be kept for a minimum of three (3) years.

- j. The Budget and Finance Committee will have the responsibility to annually review and audit the records of the Council. An interim audit shall be conducted during January for the first six months of the current fiscal year. The Chairman of said Committee shall be a licensed Public Accountant, when available.
- k. The Budget and Finance Committee shall report its findings at the first Council Meeting of the new Council.

5. When a question arises by the Secretary/Treasurer, they should consult with the Chairman of the Budget and Finance Committee, if not available with the Council. The accuracy of the Council records is not to be taken lightly, and the Constitution and By-laws shall be followed by all.

6. All special events being conducted by the NELC, the Chairperson in charge of the event must provide a budget showing income and expenses to the Council for approval prior to requesting funds to conduct such a special event.

7. The Secretary/Treasurer be bonded and the Treasurer must provide a copy of the monthly bank statement to the President via fax or provide bank account access electronically via password and pin number every month.

NOTE: Transfer of \$2,000.00 to the incoming Treasurer as start-up funds approved by the New England Lions Council Executive Committee not covered in the above approved Procedure.

6/4/06