

## **RESTATED CONSTITUTION per Revision dated 11/04/2007**

The following Revised Restated Constitution duly adopted, supersedes and takes the place of the existing Constitution.

### **Article I Name, Slogan, and Motto**

Section A. The name of this organization shall be the APPLETON NOON LIONS CLUB, INC., chartered by, and under the jurisdiction of, The International Association of Lions Clubs (hereinafter referred to as "Association").

Section B. Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section C. Its Motto shall be: We Serve.

### **Article II Purposes and Objects**

The Objects of this club shall be:

- A. To create and foster a spirit of understanding among the peoples of the world.
- B. To promote the principles of good government and good citizenship.
- C. To take an active interest in the civic, cultural, social and moral welfare of the community.
- D. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- E. 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.
- F. To encourage service-minded members 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.
- G. The APPLETON NOON LIONS CLUB, INC. may not: (1) have or issue shares of stocks; (2) pay any dividend or distribute any part of its income to its members or officers, except that the board may pay compensation in a reasonable amount to members or officers for services rendered without having such payment construed as a dividend or distribution of income; (3) participate or intervene in any political campaign on behalf of any candidate for public office; (4) attempt to influence legislation; (5) engage in activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (6) engage in activities not permitted to be carried on by a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article III Membership**

Section A. Subject to the provisions of Section B hereinafter, any person of legal majority and good moral character and good reputation in his community, may be granted membership in this Lions Club.

Section B. Membership in this Lions Club shall be as follows:

- (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.
- (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 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 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 of 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 Active status. A Privileged Member shall pay such dues as the local club may charge, which dues shall include District and International dues. He 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 continuous Active membership as a Lion for 20 or more years and has rendered outstanding service to this club, his community, or this Association; or any member of this club who has maintained such continuous Active membership for 15 or more years and is at least 70 years of age may be granted Life Membership in this club upon:
  - (1) recommendation of this club to the Association,
  - (2) payment by the member requesting Life Membership to the Association of \$500.00 by this club in lieu of all future dues to the Association, and

(3) approval by the International Board of Directors.

A life Member shall have all privileges of Active Membership so long as he fulfills all obligations thereof.

A Life Member who desires to relocate and receives an Invitation to join another Lions Club as an Active Member shall not be required, nor shall his new Lions Club be required, to pay his International dues while he remains a Life Member.

Section C: No person shall simultaneously hold membership, other than Life or Honorary, in this and any other Lions Club

Section D: Membership in the club shall be obtained by invitation only in the following manner: Any member other than an Honorary member of the club may submit nominations for membership to the club Secretary. Upon approval by a majority of the Board of Directors and after investigation by the membership committee of the club, the name of the proposed member shall be announced at one weekly meeting of the club or by publication in one issue of the club's publication, "Snort". If no member enters an objection to the proposed member, he shall be invited to become a member of the club. A properly completed membership application together with money for membership fee must be filed with and paid to the Secretary before the proposed member can be officially inducted into the club. Any member of the club opposing the proposed member can make his objections known to the President of the club, who shall submit such objection and the reasons therefore to the Board of Directors at its regular meeting or at a special meeting of the Board of Directors, called for the purpose of hearing such objections. The member so objecting to the new member shall be given the opportunity to attend the Directors' meeting and inform the Board of Directors personally as to his reasons for opposing the acceptance of the proposed new member. And after hearing such objections, it shall take the unanimous vote of the Board of Directors to approve the application of the proposed member. Such vote shall be final in the determination of membership eligibility.

Section E: Reinstatement of Membership: Any member dropped from membership in this club may be reinstated, within six (6) months from the date of termination of his membership by a majority vote of the Board of Directors. In the event more than six (6) months have elapsed between such termination and his reinstatement application, it will be necessary for him to come into the club under the procedure set forth in Section D of this Article III.

Section F: Transfer Membership: This club may grant membership on a transfer basis to one who has terminated or is terminating his membership in another Lions Club, provided that (1) the application for transfer of membership is received by the secretary of this club within six months following the date of termination of membership in his former club; (2) such termination was in good standing; and (3) the applicant provides a statement from the secretary of his current or former club and (4) such application and statement are approved by the Board of Directors. If more than six months have elapsed between termination of membership in another club and application for transfer, an applicant may acquire membership in this club only under the provisions of Section D of this Article III.

**Article IV  
Fees and Dues**

The amount of all fees and dues shall be recommended by the Board of Directors and approved by a majority vote of the members at any regular meeting of this club.

**Article V  
Resignations**

Any member may resign from this club, and said resignation shall become effective upon acceptance thereof 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.

**Article VI  
Forfeiture of Membership**

Section A: Deleted 11/4/07

Section B: Any member may be expelled from the club for cause by a two-thirds vote of the entire Board of Directors.

Section C: The name of any Active member who shall absent himself from four consecutive regular meetings of the club, without acceptable cause being given to the attendance committee chairman or the club secretary, shall be submitted to the Board of Directors by the secretary at the Board meeting next following the fourth such absence, and the Board of Directors shall direct the attendance committee to investigate the reasons for the absences and report its findings to the Board.

**Article VII  
Officers**

Section A: The officers of this club shall be a President, Immediate Past President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Assistant Secretary, Treasurer, Lion Tamer, Tail Twister, all members of the Membership Committee, and all Directors.

Section B: No person shall be eligible to hold office in this club unless he is an Active member in good standing.

Section C: No officer shall receive any compensation for any service rendered to this club in his official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the Board of Directors.

Section D: Duties.

- (1) **PRESIDENT:** The President shall be the chief Executive Officer of this club; preside at all meetings of the Board of Director and this club; issue the call for regular and special meetings of the Board of Directors and the club; appoint the Standing and Special Committees of this club and cooperate with chairmen thereof 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.
- (2) **IMMEDIATE PAST PRESIDENT:** The Immediate Past President and 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.
- (3) **VICE-PRESIDENTS:** If the President is unable to perform the duties of his office for any reason, the Vice-President next in rank shall occupy his position and perform his duties with the authority as the President. Each Vice-President shall, under the direction of the President, oversee the functioning of such committees of this club as the President shall designate.
- (4) **SECRETARY:** The Secretary 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, the Secretary shall:
  - (a) 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 therein and otherwise by the Board of Directors of the Association;
  - (b) Submit semi-annually to the International Office of the Association reports of the financial condition of this club;
  - (c) Submit to the District Governor's Cabinet such reports as it may require including copies of regular membership and activities reports;
  - (d) Cooperate with and be an Active member of the District Governor's Advisory Committee of the Zone in which this club is located;
  - (e) Have custody and keep and maintain general records of this club, including records of minutes of club and Board meetings; attendance; committee appointments; elections; addresses and telephone numbers of members; member's club accounts, and club receipts and disbursements.
  - (f) Issue quarterly or semi-annual statements to each member for dues and other financial obligations owed to this club, collect and turn the same over to the club treasurer.

- (g) Give bond for the faithful discharge of his office in such sum and with such surety as determined by the Board of Directors.
- (5) TREASURER: He shall:
- (a) 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;
  - (b) 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 and countersigned by one other officer determined by the Board of Directors.
  - (c) Prepare and submit monthly and semi-annual financial reports to the Board of Directors of this club.
  - (d) Give bond for the faithful discharge of his office in such sum and with such surety as determined by the Board of Directors.
- (6) 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 shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distributes bulletins, favors and literature as required at club and Board meetings. He shall give special attention to assure that each new member sits with a different group at each meeting so that he can become better acquainted.
- (7) TAIL TWISTER: The Tail Twister 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 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.
- (8) MEMBERSHIP COMMITTEE: The Membership Committee shall consist of three members, with the member whose term is the earliest to expire serving as Chairman. This committee shall supervise and promote all aspects of membership growth and retention. They shall investigate and report on all prospective members and disseminate information about the club to prospective members to seek out people who will make good members of the club. The Chairman shall cooperate with and be an Active member of the District Governor's Advisory Committee of the Zone in which this club is located.

## **Article VIII Board of Directors**

Section A: The members of the Board of Directors shall be the President, Immediate Past President, the Vice-Presidents, Secretary, Assistant Secretary, Treasurer, Lion Tamer, Tail Twister, Chairman of the Membership Committee, and six (6) elected Directors.

Section B: Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board shall determine.

Section C: Special meetings of the Board of Directors shall be held when called by the President, or when requested by five (5) or more members of the Board of Directors, at such time and place as the President shall determine.

Section D: The presence in person of a majority of its members shall constitute a quorum at any meeting of the Board of Directors. 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 E: Duties and Powers: In addition to those duties and powers, express and implied, set forth elsewhere in this Constitution and By-Laws, 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, committees 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 (Single or Sub- and Multiple) and International Conventions.

## **Article IX Elections**

The officers of this club, excluding the Immediate Past President, shall be elected as follows:

Section A. 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 thereof mailed to each member of this club at least ten days prior to the time of the holding thereof, or announced at the preceding weekly meeting.

Section B. 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 C. 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 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 D. 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 two weeks prior notice thereof shall be given by mail, personal delivery, or announcement at the two preceding weekly meetings. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section C above, a statement that those nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section E. Subject to the provisions of Section H of this Article IX, all officers, other than Directors and the Membership Committee, shall be elected annually and shall take office July 1<sup>st</sup>, and shall hold office for one year from that date, or until their successors shall have been elected and qualified.

Section F. One-third of the Directors shall be elected annually and shall take office on the July 1<sup>st</sup> next following their election, and shall hold office for three years from that time, or until their successors shall have been elected and qualified.

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

Section H. 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.



Section I. Membership Committee: One member of the Membership Committee shall be elected annually and shall take office on the July 1<sup>st</sup> next following his election, and shall hold office for three years from that time or until his successor shall have been elected and qualified.

## **Article X Vacancies**

Section A. If the office of President or of any Vice-President shall become vacant for any reason, the Vice-President shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of President, or First or Second Vice-President, the Board of Directors shall thereon call a special election, giving two (2) weeks notice of the time and place thereof, 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 the office of Third Vice-President, such office shall remain vacant and be filled at the next annual election of officers.

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 B hereinafter. Such notice may be given by any remaining officer or Director, but if none, than by any member.

Section B. In the event any officer-elect, before his term of office commenced, 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. Two (2) weeks prior notice of such meeting, setting forth the purpose, time and place thereof, shall be given by mail, personal delivery, or announcement at the two preceding weekly meetings. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

## **Article XI Meetings**

Section A. Regular meetings of this club shall be held on Monday of each week at 12:15 P.M. The Board of Directors shall have the power to suspend regular meetings in favor of special occasions decided upon by the membership or the Board of Directors or when such regular meetings fall upon legal holidays.

Section B. Special meetings of this club may be called by the President, in his 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 thereof shall be given by mail, personal delivery, or announcement at the preceding weekly meeting.

Section C. A Charter Night anniversary meeting of this club may be held each year, at which time special attention shall be devoted to the objects and ethics of Lionism, and the history of this club.

Section D. An Annual Meeting of this club shall be held in July of each 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 E. The presence in person of a majority of the members in good standing shall be necessary for a quorum at any meeting of this club.

Section F. Any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice thereof shall thereon forfeit his 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 G. 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.

## **Article XII Emblem, Colors, Fiscal Year**

Section A. The emblem and colors of this club shall be the same as the emblem and colors of the International Association of Lions Club.

Section B. The fiscal year of this club shall be July 1 through June 30.

## **Article XIII Delegates to International and District (Single or Sub- and Multiple) Conventions**

Section A. Inasmuch as the International Association of Lions Clubs is governed by Lions Clubs in convention assembled, and in order that this club may have its voice in Association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the Association. This club shall be entitled in any convention of this Association, to one (1) delegate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members 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, PROVIDED, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen or more members. The selection of each such delegate and alternate shall be evidenced by a certificate signed by the President or Secretary or any duly authorized officer of this club, or, in the event no such club officer is in attendance at the Convention, by the District Governor or District Governor-Elect of the District (Single or Sub-) of which this club is a member.

Section B. Inasmuch as all District matters are presented and adopted at the District (Single, Sub- and Multiple) conventions, this club shall send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its District (Single, Sub- and Multiple) to one (1) delegate and one (1) alternate for each ten (10) members, or major fraction thereof, of this 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, PROVIDED, however, that this club shall be entitled to at least one (1) delegate and

one (1) alternate. Each certified delegate present in person shall be entitled to cast one vote of his choice for each office to be filled by, and one vote of his choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five or more members.

**Article XIV  
Honorary Mailing List**

The International Association of Lions Clubs and the District Governor shall be included on the mailing list of this club.

**Article XV  
Parliamentary Practices**

Except as otherwise specifically provided in this Constitution and By-Laws, 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 XVI  
Amendments**

Section A. 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, provided the Board has previously considered the merits of the amendment.

Section B. No amendment shall be put to vote, unless written notice thereof, stating the proposed amendment and the time and place where the vote will be taken, shall have been mailed or delivered personally to each member of this club at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken, or unless an announcement shall have been made at the two preceding weekly meetings, stating the proposed amendment and the time and place where the vote will be taken.

**Article XVII  
Gender Definition**

In this Constitution, the use of the masculine gender includes the feminine, and the use of the singular or plural case includes the other where appropriate.

## **RESTATED BY-LAWS**

The following Restated By-Laws supersede and take the place of the existing By-Laws.

### **No. 1**

This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

### **No. 2**

Except to further his progress in Lionism, no officer or member of this club shall use his 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.

### **No. 3**

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 expenditure of money for other than the regular obligations shall be referred to the Finance Committee.

### **No. 4**

Section A. The following Standing Committees may be appointed by the President.

#### (1) Administration Committees

- (a) Attendance
- (b) Constitution and By-Laws
- (c) Convention
- (d) Finance
- (e) Lions Information
- ~~(f) Membership~~
- (g) Program
- (h) Public Relations/ Bulletin Editor
- (i) Greeter
- (j) Leadership Development

#### (2) Activities Committees

- (a) Citizenship Services
- (b) Educational Services
- (c) Sight Conservation and Work with the Blind
- (d) Health Services
- (e) Social Services
- (f) Recreational Services
- (g) Public Services
- (h) International Services
- (i) Hearing and Speech Action and Work with the Deaf

Section B. Special Committees: From time to time, the President may appoint, with the approval of the Board of Directors, such Special Committees as may be necessary in his judgment or the judgment of the Board of Directors.

Section C. The President shall be an ex-officio member of all committees.

Section D. All committees shall consist of a chairman and, subject to Section B above, as many members as shall be considered necessary by the President.

Section E. Each committee, through its chairman, shall report, either verbally or in writing, as required by the Board of Directors to the Board of Directors. Upon completion of a project to obtain monies for charitable or administrative purposes, the committee chairman shall provide in writing to the Board of Directors a detail accounting of the expenses and income associated with the project/committee.

Section F. All problems pertaining to either administrative or activity matters shall be referred to the corresponding committee for study and recommendation to the Board of Directors.

#### **No. 5**

Section A. These By-Laws 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.

Section B. No amendment shall be put to vote unless written notice thereof, stating the proposed amendment and the time and place where the vote will be taken, shall have been mailed or delivered personally to each member of this club at least ten (10) days prior to the meeting at which the vote on the proposed amendment is to be taken, or unless an announcement shall have been made at the preceding weekly meeting, stating the proposed amendment and the time and place where the vote will be taken.

#### **No. 6**

Any By-Law except By-Laws Number 1 and 2 may be suspended at any meeting of the club at which a quorum is present by the unanimous vote of all members present.

The foregoing Restated Constitution and By-Laws were adopted by the members on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by the following vote:

Number of Members having voting rights	Number present in person	Number voting	
		For	Against
_____	_____	_____	_____

Executed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary