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**LIONS INTERNATIONAL
TENNESSEE STATE ORGANIZATION
CONSTITUTION**

**ARTICLE I
Name**

NAME: This organization shall be known as Multiple District 12, Tennessee Lions International, also referred to as "Multiple District", "MD-12", or "State".

**ARTICLE II
Purposes**

The purposes of this Multiple District shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this Multiple District.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) 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.
- (g) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

**ARTICLE III
Membership and District Boundaries**

Section 1. **MEMBERSHIP.** The members of this organization shall be all Lions Clubs in Multiple District 12; chartered by the International Associations of Lions Clubs, also referred to as "Lions Clubs International", "LCI", or "International"; and in 'good standing'.

A Club shall be considered in good standing:

- (1) when the Club has met the requirements of the International Constitution and By-Laws qualifying them to hold a Charter,
- (2) and when the duly chartered Club is under no restrictive conditions of Lions International,
- (3) and on the first day of the Annual State Convention it has no indebtedness to Lions International or the State organization which has not been paid within sixty (60) days from date of invoice.

Whenever the male gender or pronoun appears in this Constitution and By-Laws, it shall be interpreted to mean either male or female person(s).

Section 2. **DISTRICT BOUNDARIES.** The organization is subdivided into five (5) Districts, which are designated District L, District I, District O, District N, and District S.

(a) District L shall embrace and include the following counties: Benton, Carroll, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, Madison, McNairy, Obion, Shelby, Tipton and Weakley.

(b) District I shall embrace and include the following counties: Cheatham, Davidson, Dickson, Giles, Hickman, Houston, Humphreys, Lawrence, Lewis, Marshall, Maury, Montgomery, Perry, Stewart, Wayne, and Williamson.

(c) District O shall embrace and include the following counties: Bledsoe, Bradley, Clay Cumberland, Fentress, Hamilton, Marion, McMinn Meigs, Monroe, Overton, Pickett, Polk, Putnam, Rhea, Sequatchie, Van Buren, and White.

(d) District N shall embrace and include the following counties: Anderson, Blount, Campbell, Carter, Claiborne, Cocke, Grainger, Greene, Hamblen, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Morgan, Roane, Scott, Sevier, Sullivan, Unicoi, Union, and Washington.

(e) District S shall embrace and include the following counties: Bedford, Cannon, Coffee, DeKalb, Franklin, Grundy, Jackson, Lincoln, Macon, Moore, Robertson, Rutherford, Smith, Sumner, Trousdale, Warren, and Wilson.

Section 3. **BOUNDARY CHANGE.** Inasmuch as the District Boundaries are included herein for information only as Section 2 above, revision of Section 2 following boundary changes shall not require an amendment to be presented to and approved by the delegates to the State Convention. Section 2 shall be revised by the Constitution and By-Laws Committee immediately following the approval of new district boundaries by the State Convention and the International Board of Directors in accordance with the redistricting rules and procedures of the International Constitution and Bylaws and the International Policy Manual.

ARTICLE IV

Emblem, Colors, Slogan and Motto

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as follows:



Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLORS.** The colors of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation's Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

ARTICLE V
Supremacy

This Multiple District Constitution and By-Laws shall govern the Multiple District unless otherwise amended so as not to conflict with the International Constitution & By-Laws and Board Policy Manual of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the Multiple District Constitution and By-Laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

ARTICLE VI
Officers and Council of Governors

Section 1. **COMPOSITION.** There shall be a Council of Governors, also referred to as the “State Council” or “Council”, composed of all the district governors in the Multiple District and shall also include one past district governor who shall serve as council chairperson. The officers of this multiple district shall be the members of the Council of Governors. 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. The council chairperson shall be one member of the Immediate Past District Governors selected by the District Governors no later than 30 days after they are officially installed.

Section 2. **OFFICERS.** The officers of the Council of Governors shall be a chairperson and vice-chairperson, secretary and treasurer, or secretary-treasurer if utilized, and such other officers as the Council of Governors shall deem necessary, all of whom shall be elected annually by the Council of Governors, and all of whom shall be separate offices held by the separate members of the Council, except the combined position of secretary-treasurer if utilized.

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, and 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 Multiple District Convention. No obligation may be approved or made which shall effect an unbalanced budget or deficit in any fiscal year.

Section 4. **REMOVAL.** Members of the Council of Governors, other than a District Governor, may be removed for cause by an affirmative vote of two-thirds (2/3) of the entire number of the Council of Governors.

ARTICLE VII State Convention

Section 1. **DATE AND PLACE.** A convention of this State shall be held and concluded no later than fifteen (15) days prior to the date of the International Convention at a place having been previously selected by a vote of the delegates present, qualified, and registered at an annual Convention of this State, but subject to Section 4 of this Article. The date of the State Convention shall preferably be either in the last two (2) week-ends in April or the first two (2) week-ends in May. The preferred date shall be identified by the State Convention Committee for that year's convention and submitted to the Council Chairman for approval by the Council of Governors. In consultation with the State Convention Committee, the Council of Governors may modify the schedule if such would enable a then current member of the LCI Executive Committee to be a speaker. In such circumstances, the Council of Governors may consider a date at the earliest one week after the last district convention, and at the latest ending fifteen days before the start of the International Convention.

Section 2. **SITE INVITATIONS.** The Chairman of the State Council shall receive all invitations in writing from the places desiring to entertain the convention three (3) years hence. All invitations must be in the hands of the Chairman of the Council at least thirty (30) days before the date set for the intervening State Convention, and shall give a brief description of necessary facilities which are available for proper and adequate handling of the convention. After the invitations have been received, it shall be the duty of the District Governor in whose District the bidding city and/or Host Club is located, to investigate from all viewpoints the places extending the invitation. The Council Chairman shall certify to the State Convention three years hence. In the event no invitations from places desiring to entertain the convention three years hence have been received at the time the convention convenes, the names of cities able, ready and willing may be presented on the floor of the convention.

Section 3. **SITE ROTATION.** The State Convention shall rotate systematically from year to year from one District in the State to another, the only exception being in the event an invitation is not extended from the qualified District.

Section 4. **SITE CHANGES.** The State Council shall retain and have the absolute power to change at any time, for good and sufficient reason, the convention site without the State nor any individual District or Districts incurring any liability whatsoever.

Section 5. **COUNCIL SUPERVISION.** The State Council shall have supervision over all phases of the State Convention, shall have complete charge of the State Convention Fund and shall disburse same in payment of State Convention expenses as approved by the State Council.

Section 6. **CONVENTION OFFICERS.** The members of the State Council shall be the officers of

the State Convention.

Section 7. **DISTRICT MEETINGS.** A meeting of each District in the State shall be held at the State Convention during which financial and other reports by the Cabinet Secretary and/or Treasurer and the District Governor shall be presented. All delegates to the State Convention shall have the right to vote at their respective district meeting.

Section 8. **APPOINTMENTS.** A Sergeant-at-Arms and such Assistant Sergeant-at-Arms as are deemed necessary for the State Convention shall be appointed by the State Council. It shall also appoint Lions, and others needed to prepare and conduct a proper Necrology Ceremony.

Section 9. **DELEGATES AND ALTERNATES.** Each chartered Club in the Multiple District in good standing in the International Association of Lions Clubs and in its District shall be entitled to one (1) delegate and (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the Club, (see (a) thru (d) below) or major fraction thereof, of said Club as shown by the records of the International Office of the first day of the month last prior to that month during which the convention is held. PROVIDED, however, that each such Club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to herein shall be five (5) or more members.

- (a) Transfer Member: Must be a member of the receiving club for at least one year and one day prior to the month during which the convention is held.
- (b) Reinstated Member: Provided the reinstated member has been a member of the club for an aggregate period of not less than one year and one day prior to the month during which the convention is held.
- (c) New Charter Club: One (1) delegate and one (1) alternate until the club has been chartered one year and one day prior to the month during which the convention is held.
- (d) Reinstated from Status Quo: One (1) delegate and (1) alternate for each ten (10) members, who have been enrolled for at least one year and a day in the Club, at the time of release from Status Quo; however, the club is entitled to a minimum of one delegate and one alternate.

In addition to Club delegates, the District Governors currently serving and each Past District Governor who is a member of a Club in good standing and who is duly registered and certified shall have full delegate status as a delegate-at-large, independent of the Club delegate quotas herein specified. Delinquent dues may be paid and good standing acquired at any time prior to the close of credential certification, as such closing time shall be established by the rules of the convention.

Section 10. **VOTING AND QUORUM.** Only duly certified delegates to said Convention, including delegates-at-large as provided in Section 9 hereof, and alternates only to the extent of replacing any absent Club delegate and certified as such, shall vote on any question or election before said convention. No proxy shall be valid for any purpose. No delegate shall vote more than once on any vote taken. The delegates present and voting on any question upon which a vote is taken shall constitute a quorum of the convention and shall be the basis for determining adoption or rejection of the question. Unless otherwise provided herein, Robert's Rules of Order Newly Revised shall govern.

Section 11. **RESOLUTION NOTIFICATION REQUIREMENTS.** No resolution or action

requiring financial contribution payments, tax or dues by the Clubs of the Multiple District, shall be considered at the convention unless a copy of such resolution shall have been; mailed to each Club in the State, or posted in all sub-district newsletters, or emailed to each Club president and secretary, at least thirty (30) days prior to the convention to which such resolution is presented.

Section 12. **OFFICIAL REPORT.** An official report, including financial report, of the Convention shall be mailed to Lions International, all current and Immediate Past District Governors of the State, and all Clubs of the State, by the State Council within sixty (60) days after the close of the convention.

Section 13. **SPECIAL CONVENTION.** A Special Convention of the clubs of the Multiple District may be called by a two-thirds vote of the Council of Governors at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 15 days prior to the convening date of the International Convention. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the Multiple District by the Multiple District Council Secretary, no less than 30 days prior to the convening date of the Special convention.

ARTICLE VIII

Multiple District Dispute Resolution Procedure

Section 1. **DISPUTES SUBJECT TO PROCEDURE.** All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple district administration, shall be settled by the following dispute resolution procedure.

Any time limits specified in this procedure may be shortened or extended by the multiple district council chairperson, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

Section 2. **COMPLAINTS AND FILING FEE.** Any Lions club in good standing or sub-district within the association (the "complainant") may file a written request with the council chairperson *or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer (a "complaint"), with a copy to the Legal Division, asking that dispute resolution take place under this procedure.*

The complaint must be filed with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet.

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the multiple district which shall be submitted to the council chairperson at the time the complaint is filed. In

the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the multiple district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the multiple district, unless established multiple district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

Section 3. **RESPONSE TO COMPLAINT.** *The respondent(s) to the complaint may file a written response to the complaint with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).*

Section 4. **CONFIDENTIALITY.** *Once a complaint has been filed, communications between the complainant(s), respondent(s), council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible*

Section 5. **SELECTION OF CONCILIATORS.** Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairperson, who is currently a member in good standing of a club in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute.

The selected conciliators shall select one (1) neutral conciliator who will serve as chairperson, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district in which the dispute arises, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within fifteen (15) days, then the selected

conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators (“the second team of selected conciliators”) who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above.

In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district.

In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, whichever is closest in proximity, shall be appointed as conciliator/chairperson.

Section 6. CONCILIATION MEETING & DECISION OF CONCILIATORS. Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties.

The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, the multiple district council of governors and to the Legal Division of Lions Clubs International.

The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

ARTICLE IX

Adoption and Conformity

Section 1. ADOPTION. This Constitution shall become in full force and effect when it has been adopted by an affirmative vote of two-thirds (2/3) of the delegates present and voting as provided under Article XIX of the current Constitution being superseded hereby. Upon adoption hereof, such shall repeal and supersede the existing Constitution of Multiple District 12, Lions International.

Section 2. CONFORMITY TO INTERNATIONAL. In the event that the Constitution and By-

Laws of the International Association of Lions Clubs shall be amended, deleted, or otherwise changed in such a manner as to render any part of this Constitution and By-Laws in derogation thereof, such changes shall not render this Constitution and Bylaws inoperable until the next ensuing State Convention of Multiple District 12, and shall not render it inoperable until proper opportunity is presented under the provisions of this Constitution and By-Laws to correct such affected Articles and Sections.

ARTICLE X Amendments

Section 1. **VOTE REQUIREMENTS.** This Constitution may be amended only at the State Convention by resolution reported by the Committee on Constitution and By-Laws and adopted by the affirmative vote of two-thirds (2/3) of the delegates present in person, certified, and voting, unless otherwise specified herein.

Section 2. **PROCEDURES FOR PROPOSING AMENDMENTS.** Any proposed amendments shall:

- (a) Originate. In writing from any of the following:
 - 1) A Lions Club in good standing,
 - 2) State Research and Long-Range Planning Committee,
 - 3) Council of Governors,
 - 4) Constitution and Bylaws Committee
- (b) Propose. Any proposed amendment shall first be presented to the Constitution and By-laws Committee by February 1 of the year in which the amendment is to be presented to the State Convention.
- (c) Preparation. The Constitution and Bylaws Committee shall put the proposed amendment into proper form without changing the expressed intent of the originator, regardless of whether or not the said Committee supports the intent of the proposed amendment. So as not to burden the State Convention with amendments, in the event essentially identical amendments, identical as to issue, have been presented to the State Convention for two consecutive years, the Constitution and Bylaws Committee shall have the authority to withhold a like amendment from being presented to the next following two (2) State Conventions.
- (d) Notice. The State Council shall give to each Club in the State a written notice of proposed amendments, and a copy thereof, at least thirty (30) days in advance of the State Convention. Such notification may be accomplished by; publishing the proposed amendment(s) in each sub-district newsletter, or emailing to each club president and secretary, or by regular mail. No amendment shall be reported or voted upon unless such notification has been given

Section 3. **ALTERING AMENDMENTS.** Any proposed amendment to the Constitution may be amended from the floor of the State Convention, provided such amendment is relevant to the proposed amendment to the Constitution.

Section 4. **EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

Section 5. **SUMMARY OF ALTERING AMENDMENTS:**

- 1) May 5, 2013 Art VII Sec. 1 Date and Place of state convention Pg. C-4
- 2) April 26, 2014 Art VIII Sec. 2,3,4, & 6. Dispute Resolution modified Pg. C-6.7&8