

# Constitution & ~~By-laws~~ By-Laws

## Constitution of Past District Governors of Texas Lions A Non-Profit Corporation without Capital Stock

### Article I - Name

The name of this organization shall be Past District Governors of Texas Lions.

### Article II - Objects

1. To band together the Lions of Texas who have ~~formerly~~ formally served any of the districts of Texas as District Governor in the hope of continuing the good fellowship and active interest in the support of all activities, ~~more especially~~ in Texas.
2. To provide a means for meetings of the membership of the Past District Governors of Texas & Lions on a state-wide basis, at such times as are more specifically set forth in Article XI of this Constitution.

### Article III - Membership

In conformity with the objects of the Past District Governors of Texas Lions, membership ~~shall~~ be confined to those who have ~~actually served~~ served as an officer of Lions Clubs International and those who have actually served as a District Governor of lions Clubs International, International who reside in or have served as District Governor in Texas and who have been awarded the title of Past District Governor by Lions Clubs International.

### Article IV - Fees and Dues

There ~~shall be no~~ fees and dues, ~~as such~~, but each member shall be requested to *contribute the* sum of \$15.00 (fifteen dollars) per annum for the necessary expenses of the Past District Governors of Texas Lions, the contributions for the first year being deemed to apply to the fiscal year ending June 30, 1957. There shall also be available a Life Membership for a contribution of \$175.00 (one hundred seventy-five ~~dollars~~; dollars) after which the member will no longer be asked to contribute the suggested annual contribution. The funds so generated, up to a cap of \$10,000.00 (ten thousand dollars), shall be invested in secure investments and only the revenue derived from such investments shall be used for the operating funds of the Past District Governors of Texas Lions. Any funds in excess of \$10,000.00 (ten thousand dollars) held by this organization shall be deemed as excess and placed in an operating expense account to be used for expenses, scholarships, or any items approved by the Past District Governors of Texas Lions. The ~~Operating~~ operating funds are to be used as required, and at the Executive Committee's discretion, may be held in a regular checking account or held in a secure investment, but shall remain available for immediate use.

### Article V - Budget

*(Amended/Added May 26, 2018)*

A comprehensive Annual Operating Budget must be presented no later than the Business Meeting held during the August Council of Governors ~~week-end~~ weekend. This budget should include all proposed revenues and expenditures for the upcoming year. A proposed Annual Operating Budget must be presented to the members in attendance and approved by a 2/3 majority of ~~contributing~~ members in attendance at the Business Meeting.

#### Article VI - Resignations

Resignation of any member of the Past District Governors of Texas Lions shall become effective upon written notice to the Secretary of the Past District Governors of Texas Lions, but and there shall be no refund of any contributions made by such member.

#### Article VII - Officers

Elected officers of the Past District Governors of Texas Lions shall be a President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Immediate Past President. In addition, the president shall appoint a Tail Twister and a Parliamentarian from the membership at scheduled membership meetings. There shall be only one (1) Executive Officer from a District, exception for Secretary/Treasurer.

#### Article VIII - Executive Committee

Section A. The officers shall make up the Executive Committee and shall have the authority to carry on the activities of the past District Governors of Texas Lions and do all things necessary and proper between meetings of the membership of the Past District Governors of Texas Lions.

Section B. The president shall call a meeting of the Executive Committee prior to each meeting of the membership and at any other time deemed necessary. An Executive Committee Meeting will be called upon written request of any two members of the Executive Committee. Meetings may be held by telephone or by mail. Video chat sessions may also be used.

Section C. A quorum shall be four (4) of the officers which must include the President or a Vice President.

#### Article IX - Elections

Section A. Ninety days prior to each Annual Meeting, the president shall appoint a Nominating Committee for the purpose of proposing names of candidates for the various offices named herein herein. Such Nominating Committee shall make its report to the president not less than forty five forty-five days prior to the said Annual Meeting and the Secretary shall notify all contributing members of said nominations not less than fifteen days prior to said Annual Meeting. Election shall be by a simple majority vote of the contributing members present at the Annual Meeting. To be nominated for an office, the nominated candidate must have been elected to the lower office than the one for which they are being nominated (i.e. to be nominated for 2<sup>nd</sup> Vice President, nominee must have served as 3<sup>rd</sup> Vice President, etc.). Exception will be Secretary/Treasurer.

Section B. Nominations may be made from the floor providing that the person or persons so nominated have been contacted by the nominating party and have stated their willingness to serve in the office for which they are being nominated.

Section C. All officers shall be elected annually and shall take office immediately upon their election and shall hold office one (1) year from that date or until their successors shall be elected and qualified.

#### Article X - Qualifications of Officers

Section A. No person shall be eligible to hold office or to be appointed to a committee in the Past District Governors of Texas Lions unless said person is a contributing member. A contributing member is defined as a member that has paid all required-requested contributions to the Past District Governors of Texas Lions.

Section B. No officer shall receive any compensation for any service rendered the Past District Governors of Texas Lions, nor shall any officer be reimbursed for any travel expense in attending meetings, with the possible exception of except for the Secretary, whose compensation, if any, shall be fixed by the Executive Committee.

## Article XI - Duties of Officers

Section A. The President shall be the Chief Executive Officer of the Past District Governors of Texas Lions. shall be the Chairman of the Executive Committee, and Committee and shall preside at all meetings. The president shall issue the call for such meetings as may be provided in the Constitution and By-Laws, and By-Laws and shall appoint such standing committees as are called for in the Constitution and By-Laws, and such other committees as may be authorized by the membership from time to time.

Section 8. If for any reason, the President is unable to perform the duties of this office, the Vice President next in rank shall occupy the position and perform these duties, having the same authority as the President.

Section C. If for any reason, the office of the president shall become vacant, the Vice Presidents shall succeed in office, according to their rank. Should a vacancy occur in the office the First or Second Vice President, the Vice President of the next lower rank shall succeed in office. Should a vacancy occur in any other office, including that of Third Vice President, the Executive Committee shall appoint a member contributing member to fill the unexpired term.

Section D. The Secretary shall be under the supervision and direction of the president and the Executive Committee and shall act as the liaison officer between the contributing members and the Executive Committee. The Secretary's duties, in general, shall be as follows:

The Secretary shall keep the general records of the Past District Governors of Texas Lions, including minutes of all meetings, a list of all officers, and a complete list of all members and their mailing addresses. The Secretary shall keep an accurate record of the account of each member and a detailed record of all receipts and disbursements of the Past District Governors of Texas Lions and make such reports as may be asked for by the President and Executive Committee.

Section E. The Treasurer shall receive all monies from the Secretary and deposit same in a bank or banks recommended by the Executive Committee and shall pay out monies only on authority of the Executive Committee. All checks and vouchers must be signed by the Treasurer and countersigned by one other officer, preferably the president President of Secretary.

The office of Secretary and Treasurer may be combined and one person may be elected to the joint position. The Secretary and/or Treasurer shall give bond for the faithful discharge of their duties in such sum and sureties as may be required by the contributing members. Term of office shall be limited to five (5) years.

~~Section F. The Tail Twister shall keep harmony, good fellowship, life and enthusiasm in the meetings, and shall collect fines from the members and there shall be no appeal from such fines imposed. The Tail Twister may not be fined except by unanimous vote of all other members present besides the Tail Twister. Fines collected by the Tail Twister shall be delivered the Treasurer promptly and a receipt taken therefor.~~

## Article XII - Meetings

Section A. The Annual Meeting of the Past District Governors of Texas Lions membership shall be held in conjunction with the Multiple District 2 State State Convention. Additional meeting(s) of the membership shall be held in conjunction with the summer and winter meetings of the Council of Governors of Multiple District 2. The time a place of such meetings shall be fixed by the Executive Committee and the membership shall be notified of the time and place of such meetings at least thirty (30) days in advance of said meetings.

Section B. An attendance of not less than ten percent (10%) of the members of the Past District Governors of Texas Lions shall be necessary for a quorum at any meeting.

### Article XIII - Honorary Mailing List

The names of the president of the International Association of Lions Clubs and each of the District Governors or Texas shall be included on the mailing list of the Past District Governors of Texas Lions.

### Article XIV - Parliamentary Practices

In the absence of rules in this Constitution or in the By-Laws of the past District Governors of Texas Lions, the proceedings of the meetings of the Executive Committee, as well as the meetings of the membership, shall be conducted in accordance with established parliamentary procedures.

### Article XV - Amendments

Section A. This Constitution may be amended at any business meeting of the Past District Governors of Texas Lions ~~at which~~ when there is a quorum, ~~by a~~ of two-thirds (2/3) vote of the contributing members present.

Section B. No amendment shall be voted upon, unless written notice has been mailed to each member of the Past District Governors of Texas Lions at last two (2) weeks ~~previous to~~ before the meeting at which the amendment is to be voted ~~upon,~~ upon, said notice to state the proposed amendment or amendments

*The foregoing Constitution is as amended at the designated Annual Business Meeting of the Past District Governors of Texas Unions held February 4, 1995 at the Inn of the Hills in Kerrville, Texas and recessed until the State Convention on June 11, 1995 in Lufkin, Texas.*

*The foregoing Constitution is as further amended at the designated Annual Business Meeting of the Past District Governors of Texas Unions held May 26, 2018 held at the Omni Bayfront Hotel in Corpus Christi, Texas.*

## By-Laws of Past District Governors of Texas Lions A Non-Profit Corporation without Capital Stock

### Number 1

Section A. The Past District Governors of Texas Lions shall not ~~at no time~~ endorse or recommend any candidate for political office, nor shall politics or political candidates be discussed at the meetings. Also, no religious discussions shall be ~~tolerated~~ discussed at the meetings.

Section B. The Past District Governors of Texas Lions shall at no time endorse or recommend any candidate for election to any office of Lions Clubs International, International whether it be in a local club, any District in Texas, or a candidate for the nomination from Texas to serve as an International Director or International Officer.

Nothing in this section shall prevent the ~~endorsement,~~ endorsement recommendation and support of any Lion who is a candidate for International Director or for an International Office after the ~~he~~ Lion has been duly certified by the Lions of Texas.

### Number 2

Section A. No officer or member of the Past District Governors of Texas Lions shall use such

membership as a means for furthering any personal, political, or other aspirations, nor shall the organization as a whole, take part in any movement not in keeping with the real purpose and objects of the Past District Governors of Texas Lions.

Section B. Should any officer of the Past District Governors of Texas Lions become a candidate for International Director or and International Office, that ~~he~~ Lion shall immediately resign as an officer of the Past District Governors of Texas Lions.

**Number 3**

No funds shall be solicited from members of the Past District Governors of Texas Lions during the meetings by any individual or individuals who are not members of the Past District Governors of Texas Lions.

**Number 4**

The president shall appoint a ~~nominating~~ Nominating Committee as provided in the Constitution and such other committees as in his /her opinion and that of the Executive Committee may be necessary.

**Number 5**

~~With the exception of~~ Except for Section B of By-Law Number 1 and Section B of By-Law Number 2, these By-Laws may be altered or amended at any regular business meeting of the Past District Governors of Texas Lions by a majority vote of the contributing members present.

Section B of By-Law Number 1 and Section B of By-Law Number 2 may only be amended by a four-fifths (4/5) vote of the entire membership present at any business meeting.

No amendment shall be voted on unless written notice of the proposed amendment has been mailed to each member of the Past District Governors of Texas Lions at least two weeks prior to the meeting at which the proposed amendment is to be voted on.

**Number 6**

Nothing in these By-Laws shall prevent the Past District Governors of Texas Lions endorsing or recommending to the Lions of Texas any activity such as the Texas Lions Camp or other worthwhile activity which, in the opinion of the membership, might merit such endorsement.

**Number 7**

The outgoing President of the Past District Governors of Texas Lions is granted authority to authorize a donation not to exceed \$500 to a Lions Club charity of his or her choice. Such donation will be disbursed from the funds of the Past District Governors of Texas Lions.

*The foregoing By-Laws are as amended at the designated Annual Business Meeting of the Past District Governors of Texas Lions held February 4, 1995 at the Inn of the Hills in Kerrville, Texas and as amended at the designated Annual Business Meeting of the past District Governors of Texas Lions held on May 26, 2006 at the Convention Center in Abilene, Texas.*

*The foregoing By-Laws are as further amended at the designated Annual Business Meeting of the Past District Governors of Texas Lions held on May 26, 2018 at the Omni Bayfront Hotel in Corpus Christi, Texas.*

# Appendix - Election Procedure

## **Constitution Article IX - Elections**

*Section A. ... Nominating Committee shall make its report to the president ... Secretary shall notify all contributing members of said nominations .... Election shall be by a simple majority vote of the contributing members present at the Annual Meeting.*

*Section 8. Nominations may be made from the floor providing that the person or persons so nominated have been contacted by the nominating party and have stated their willingness to serve in the office for which they are being nominated.*

### Notes for President timeline -

1. At the February Meeting, President announces that officer positions are open for candidates
2. No later than 90 Days prior to Annual Meeting, President charges Nominating Committee with their responsibility and the timeline for election.
3. No later than 50 Days prior to Annual Meeting, potential candidates for officer must have submitted their statement of interest to the Nominating Committee.
4. No later than 45 Days prior to Annual Meeting, Nominating Committee will submit their Report to the President.
5. No later than 15 Days prior to Annual Meeting, Secretary will notify contributing members of Nominations by E-mail and posting on State Website.