

Essex Junction Lions Club

Constitution and By-laws



The Lions Club
Of
Essex Junction, Vermont

Chartered By and Under the Jurisdiction Of
The International Association of Lions Clubs

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I. Charter

1. Club Name

The *Essex Junction Lions Club* (“the Club”) was sponsored by the Burlington Lions Club and chartered on February 5, 1948.

2. Mission

The Club and its members shall serve the needs of the community of Essex Jct, VT, and its surrounding communities within District 45, to promote the values and charitable objects of the International Association of Lions Clubs (“Lions International”).

3. Heraldry

The emblem and colors of this Club shall be the emblem and colors of the International Association of Lions Clubs.

II. Membership

1. Types

- i. Regular(Active) – Regular members are entitled to all the privileges, and responsibilities of the Club, including, but not limited to hold Club offices. To be a regular member, all Club obligations (Dues / Fees) must be met. Regular members must attend meetings and/or Club activities periodically.
- ii. Family – Family members are equivalent to Regular members, except that their dues may be reduced, at the discretion of the Board of Directors, as Lions International chooses to reduce the dues for certain members (usually spouses). To be considered a Family member, the Family member must reside at the same mailing address as a Regular member.
- iii. Life - Any member of the Club, who has maintained continuous active membership as a Lion for twenty-five (25) years or more and who has rendered outstanding service as a Lion to the Club, the community, or the Association,
OR, alternately, any member of a club who has maintained a continuous active membership as a Lion for twenty (20) years or more, and who has served as a Director or Officer of Lions International,
may become a Life member of the local club upon:
 - (1) Recommendation by the Club Board of Directors
 - (2) Payment to the Association of the prevailing Life Membership fee by the Club in lieu of all future dues to the Association
 - (3) Approval by the International Board of Directors.

Although Lions International does not impose dues on Life Members, the Board of Directors of the Club may choose to impose dues to Life members to cover District dues, and Club needs.

Life members shall have all privileges of Regular/Active Membership.

- iv. Inactive/Not-in-Good-Standing – Any member who is in arrears more than six (6) months for non-payment of dues, or any other financial obligation to the Club will be considered Inactive/ Not-in-Good-Standing. Any member who has not attended any Club meeting, nor participated in any Club event, will also will be considered Inactive/Not-in-Good-Standing The BOD will determine if a member is to be re-classified as Inactive/Not-in-Good-Standing.

Members Inactive/Not-in-Good-Standing are not eligible to hold any Club office, nor vote in any Club election, or on any Club business. Members who are Inactive/Not-in-Good-Standing and currently hold an office in the Club, may at the Board of Director's discretion be removed from such office.

2. Eligibility

- i. Any adult eighteen (18) years or older, of good moral character and good standing in the community, shall be eligible for membership.
- ii. Membership in this Lions Club shall be acquired by invitation only.
- iii. No person shall simultaneously hold membership in more than one Lions Club.

3. Admission

- i. Nominations shall be made on forms provided by the International Office, which shall be signed by a member in good standing who shall act as sponsor and be submitted to the Membership Chair or the Club Secretary, who, after investigation, shall submit the same to the Board of Directors.
- ii. Prospective members shall attend at least 2 meetings (regular or business), and/or participate in as many projects, before applying for memberships. The purpose of this is to allow both the applicant and Club members to become familiar with each other.
- iii. At a BOD meeting, if approved by a two-thirds majority of the entire Board of Directors, the applicant may then be invited to become a member of this Club.
- iv. A properly completed membership form must be in the hands of the Secretary before the member may be officially inducted into the club or be reported to the Association as a club Member.
- v. There shall be a membership fee in an amount approved by the Board of Directors for each new member of this Club, which fee shall be collected before proposed member is identified as a member of this club and before the Secretary shall be permitted to report the new member to Lions International. At its discretion, the Board may waive the usual membership fee. In this case, the Club is responsible for any International fees.

4. Resignation

- i. Resignation of any member shall become effective upon written notice to the President or Secretary of the Club.

5. Forfeiture

- i. The Secretary shall submit to the Board of Directors the name of any member who refuses or neglects to pay any indebtedness due the Club within thirty (30) days after formal demand has been made by the Treasurer or Secretary. The Board shall decide definitely within thirty (30) days thereafter whether the member shall be dropped or retained on the roster.

6. Reinstatement

- i. Any member, dropped from membership in this Club except one who was dismissed, as described below, may be reinstated, within six (6) months from the date of termination of membership by a majority vote of the entire Board of Directors. In the event more than six (6) months have elapsed between such termination and reinstatement application, it will be necessary to reapply to the Club under the procedure set forth in the above Admission section.

7. Transfer

- i. This Club may grant membership on a transfer basis to a member who has terminated or is terminating membership in another Lions Club, provided that
 - (1) the application for transfer of membership is received by the Secretary of this Club within six (6) months following the date of termination of membership in former Club;

- (2) such termination was in good standing;
- (3) the applicant provides a statement from the Secretary of the current or former Club, as the case may be, showing their record in such former Club,
- (4) such application and statement are approved by the Board of Directors.

If more than six (6) 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 the above Admission section.

8. Dismissal

i. Grounds

1. Failure to meet financial obligations
2. Embezzlement
3. Criminal activity
4. Conduct unbecoming a Lion
5. Threatening behavior

ii. Procedure

1. Any member may be expelled for cause from the Club by a three-fourths (3/4) vote of the entire Board of Directors.
2. The Board of Directors will review, in executive session, any grievance brought by any member of any Lions Club, or by a member of the public. Sufficient documentation / evidence must be provided such that the Board can make a clear decision to dismiss the member under review.
3. The member under review must be given an opportunity to rebut such documentation/evidence to the BOD, before the BOD reaches a decision to dismiss.

III. Officers and Directors

The Club's leadership will consist of several elected officers and directors. The officers are responsible for day-to-day operations of the Club. The Board of Directors(BOD) will determine the strategic direction of the Club, and resolve any personnel issues.

The BOD will consist of the Officers and Directors listed below. The Immediate Past President will serve as ex-officio member of the BOD, and will vote on BOD business only if to break a tie vote.

No person shall hold more than one position simultaneously on the BOD. If a member of the BOD moves to another office, the vacancy will be filled by appointment by the President.

1. Officers

- i. President
- ii. First Vice President
- iii. Second Vice President
- iv. Secretary
- v. Treasurer
- vi. Lion Tamer
- vii. Tail Twister

2. Directors

There will be a total of nine (9) directors. Each director will serve a term of 3 years, unless:

- i. Retiring from the position
- ii. Advancing to another office
- iii. Deemed Inactive/Not-in-Good-Standing by the remainder of the BOD.

In the event that fewer than 9 directors are active, the President will appoint an interim director, whose term will be the duration of the inactive director.

The terms in office will be staggered, such that each year, 3 positions will become open.

3. Compensation

No officer or director shall receive any compensation for any service rendered this organization.

IV. Committees

The President will determine which committees shall exist in the Club, and will appoint committee chairs. The President, consulting with the committee chairs, will assign committee members.

The President may create any additional committees as required by the Club. The President will also dissolve committees that are no longer needed.

Committees shall consist of a chair and as many members as considered necessary by the President.

Each committee, through its Chairman, shall report either verbally or in writing to the Board of Directors at each BOD meeting.

The committee chairs will present to the Finance Committee, all requirements for funds for the current Lions year, to be used to develop the annual budget.

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

Required committees are:

1. Executive

The Executive Committee will consist of the President, Secretary, First Vice-President, and Treasurer.

2. Finance

The Finance Committee will oversee all incomes and expenditures. It will formulate an annual budget based on these, and will present said budget proposal to the BOD, at least once per Lions year.

3. Legal

The Legal Committee is responsible for all matters legal, including any issue relating to Federal/State government laws/rules, and any IRS/tax issues. The committee will advise the Club on ethical matters.

4. Fund Raising

The Fund Raising Committee will oversee all Club funding projects. The committee will determine the feasibility of new projects, including resources, both financial and human, required. It will analyze the expected costs & profits for any new project. The committee will periodically review ongoing projects to determine if these should continue.

New fund raising ideas will be brought to the BOD for review and approval before the projects are committed.

5. Projects

The Projects Committee will oversee all Club service projects. The committee will determine the feasibility of new projects, including resources, both financial and human, required. It will analyze the expected costs for any new project. The committee will periodically review ongoing projects to determine if these should continue.

New project ideas will be brought to the BOD for review and approval before the projects are committed.

6. Sight and Hearing

Sight and Hearing are the principle objects of Lions Clubs. The committee will seek members of the communities in need of eyeglasses, hearing aids, and other related assistance.

7. Membership

The Membership Committee will review and approve all applications for membership in the Club. It will review the applicant's interests, and qualifications to become a valuable member of the Club.

The committee will actively seek prospective members from the communities. It will determine activities and public events to engage prospective members.

8. Nominating

As described below, under Elections, the Nominating Committee will be formed by the President, and will serve to identify potential candidates to fill open officer & director positions for the coming Lions year.

V. Elections

1. Qualifications

- i. Candidates for President / Secretary / Treasurer / First Vice President shall have been members of the Club for at least two full Lions years.
- ii. Candidates for President shall have served previously as First or Second Vice President.
- iii. Candidates for Second Vice President / Lion Tamer / Tail Twister shall have been members of the Club for at least one full Lions year.
- iv. Candidates for Director shall have been members of the Club for at least one full Lions year.
- v. Service of equivalent duration in another Lions Club will satisfy the above time requirement.
- vi. No person shall be eligible to hold office or be appointed to a committee in this Club unless they are an active member in good standing.

2. Procedure

i. Nominations

The President will form a Nominating Committee to seek out qualified members willing and capable to serve as the next year's officers and directors. The committee will be composed of 3-5 members in good standing, in addition to the President.

It is preferred that each candidate possesses skills adequate to fulfill the requirements of the office.

The committee will nominate a slate of candidates, and bring this slate as a proposal to the membership at a regular meeting. At this meeting, additional candidates may be proposed by the members present. If more than one candidate is nominated for any office, all candidates will be placed on the ballot.

The Secretary will notify the entire membership of the slate of candidates. Additional nominations from any member who was not present at the above meeting may be taken, up to the closing date determined by the BOD.

ii. Elections

All Officers and Directors (those positions open) will be elected by the BOD.

The President will present the composite list of candidates to the BOD, at a special election meeting to be held by the BOD, at a time and place of their choosing.

The BOD will debate, and vote on the candidates, individually, for each open office. A simple majority of the Board members present will elect a candidate. The IPP will vote only if needed to break a tie.

iii. Membership Review

The President, acting as BOD Chair, will bring the officers-elect to the next regular business meeting for review only.

iv. Schedule Guideline

1. Nominating Committee Chosen – February 15
2. Nominating Committee Meeting – March 1
3. Nominations from general membership – March 15
4. BOD election meeting – March 30
5. Election Results review with membership – April 15

VI. Officer Responsibilities

1. President

- i. The President shall be the Chief Executive Officer of the Club.
- ii. The President shall preside at all meetings and shall be Chairman of the Board of Directors.
- iii. The President shall issue calls for regular and special Board meetings.
- iv. The President shall act as an ex-officio member of each of all committees.
- v. The President shall see that the committees function and shall cooperate with the committee chairman toward that end.
- vi. The President shall call for regular committee reports.
- vii. The President shall see that regular elections are held in accordance with International and local constitutions.
- viii. The President shall also cooperate with and be an active member of the District Governor's Advisory Committee of the Zone in which his Club is located.

2. Vice President(s)

- i. If for any reason the President is unable to perform his duties, the Vice President next in rank shall occupy the President's position and perform the President's duties, having the same authority as the President.
- ii. The Vice Presidents succeed or substitute for the President in case of absence or vacancy, according to their order of office.
- iii. They shall, under direction of the President, oversee the functioning of such committees as the President may designate.

3. Secretary

The Secretary shall be under the supervision and direction of the President and the Board of Directors and shall act as liaison officer between the Club, the District and the Association. The Secretary's duties shall be, in general, as follows:

- i. To Lions International, as provided in the Lions International Constitution and By-laws, the Secretary shall submit:
 - (a) Regular monthly membership and activities(M & A) reports to Lions International showing:
 1. Names and classifications of new members elected during the preceding month.
 2. Names of members resigned or dropped during the month.
 3. Changes in addresses or classifications.
 4. Number of active members on last day of month.
 5. Date of each Club meeting held during the month, and attendance percentage .
 6. Copies of resolutions adopted.
 7. Activities undertaken by the Club.

8. Such other information and data concerning the activities of this Club as may be called for by the International Board of Directors of the Lions Association.

(b) List of officers and committee chairs required by Lions International.

NOTE: The monthly reports should be submitted as soon as possible after the last meeting of each month and not later than the 5th of the next month to reach the International Office before 5:00 p.m. on the 10th.

ii. To the District:

The Secretary shall keep in contact with the District Governor and submit such reports as may be required by the District Governor's organization, particularly a copy of the regular M & A reports. The Secretary shall also cooperate with and be an active member of the District Governor's Advisory Committee of the Zone in which the Club is located.

iii. To the Club:

The Secretary shall keep the general club records, including minutes of Club and Board meetings, committee appointments, officers list, list of members showing their classifications, addresses and telephone numbers. The Secretary shall report to Lions International the names of all committee chairs as soon as they are appointed by the President

4. Treasurer

- i. The Treasurer shall keep the club accounts and maintain a detailed report of Club receipts and disbursements.
- ii. The Treasurer shall issue regular statements for dues, or other financial obligations to the Club and shall collect from members and others all moneys due the Club.
- iii. The Treasurer shall deposit the same in a bank or banks recommended by the Finance Committee and approved by the Board of Directors in the name of the Club, and shall pay out money only on authority of the Board of Directors.
- iv. The Treasurer shall prepare and submit monthly financial reports to the Board of Directors, and quarterly reports to the Club.

5. Lion Tamer

- i. The Lion Tamer shall be responsible for Club's property and paraphernalia.
- ii. The Lion Tamer sees that flags, gong, gavel and button board are properly placed.

6. Tail Twister

- i. The Tail Twister shall keep harmony, good fellowship, and enthusiasm in the meeting.
- ii. The promotion of closer fellowship through a system of fines by the Tail Twister is encouraged. The Tail Twister shall collect fines from the members and there shall be no ruling from the decision in imposing a fine.
- iii. The Tail Twister may not be fined except by unanimous vote of members present.

- iv. No fine shall exceed twenty-five cents (.25) and no member shall be fined more than twice at any one meeting.
- v. All monies collected by the Tail Twister shall be immediately turned over to the Treasurer.

7. Directors

The Board of Directors shall constitute the Executive Board of the Club, and shall be responsible for the execution, through its officers, of the authorized policies of the Club. All new business of the Club shall first be considered and shaped by the Board of Directors for presentation to the Club members at a regular meeting.

The duties of the Board of Directors shall be as follows:

- i. It shall determine the time and place of the regular Club meetings and shall have the authority to call any special meetings considered necessary.
- ii. It shall hold BOD regular meetings.
- iii. It shall hold special meetings when called by the President of the Club or by written request of 5 members of the Club in good standing.
- iv. A majority vote of the Board of Directors shall govern, except where otherwise provided. The Board of Directors shall have the power to overrule or modify the action of any officer of the Club.
- v. It shall finally approve or reject, after due consideration of Membership Committee's report and recommendations, any nomination for membership before invitation is extended.
- vi. It shall determine the date and place of the election meeting and shall instruct the Secretary to issue the call for such meeting.
- vii. It shall receive committee reports and recommendations, and shall submit to the Club in regular meetings, the recommendations which it has approved affecting the administrative or activities policies of the Club.
- viii. It shall authorize all expenditures and shall not create any indebtedness beyond the income of the Club, nor disburse funds for purposes nonessential to the objects of the Club. It will review and approve the Club's budget. It will review and approve any budget changes.
- ix. It shall have the books and accounts audited annually or more often at its discretion.
- x. It shall designate on recommendation of the Finance Committee, a bank or banks for the deposit of the funds of the Club.
- xi. It will review and approve Club fund raisers and community projects.
- xii. It shall name the delegates and alternates to the District and International Conventions.

8. Past Presidents

The Immediate Past President shall be an ex-officio member of the Board of directors, voting only in case of a tie.

VII. Meetings

1. Parliamentary Practices

- i. In the absence of rules in this Constitution or in the By-laws of this Club, the proceedings of the Club's Board of Directors and regular meetings shall be conducted in accordance with established parliamentary procedure.

2. Regular and Business

- i. The entire Club shall meet regularly, preferable semi-monthly, time and place to be determined by the Board of Directors. Such meetings shall constitute the regular and business meetings of the Club. All meetings shall begin promptly and close promptly at the regularly set time, as adopted by the Board of Directors. An agenda should be prepared in advance of all meetings.
- ii. An attendance of one-third of the members in good standing shall be necessary for a quorum at any meeting of this Club.
- iii. The regular and business meetings shall be devoted to discussion of community and business affairs.
- iv. Special meetings may be called when considered necessary by the Board of Directors.

3. BOD meetings

- i. The BOD will meet periodically to determine the operational and strategic direction of the Club.

The BOD will:

6. Review and approve the budget as presented by the Finance Committee chair.
7. Consider any new expenditure, not already in the approved budget.
8. Consider the admission of prospective members.
9. Review and approve new fund raising & service projects.
10. Review status of financial obligations by the Club, and by the members (dues).
11. Consider any issue regarding member dismissal.
12. Consider other business appropriate to the BOD.

- ii. Special meetings may be called when considered necessary by the President.

4. Committee meetings

i. Finance

The Finance Committee is responsible to generate a budget proposal to be submitted to the BOD for review and approval. The committee will work closely with the Treasurer to determine funds available for projects, to review expected incomes, and to add or remove items from the budget.

The committee will meet in full, at least once per Lion's year. If any significant change in the Club's financial situation occurs, the chair will call additional meeting(s), as needed to resolve.

ii. Fund Raising

The Fund Raising Committee is responsible for all projects generating income for both the General (Charitable) Fund, and the Administrative Fund. The committee will periodically review all projects for continued viability, and will add new projects, or remove old projects as it sees fit. New projects will require an analysis of profitability, to be presented to the BOD for approval before implementing.

The committee will meet periodically, and at least twice per Lion's year.

iii. Projects

The Projects Committee is responsible for all projects that serve the communities served by the Club. The committee will periodically review all service projects for continued viability, and will add new projects, or remove old projects as it sees fit. New projects will require a review of costs and benefit to the service area, to be presented to the BOD for approval before implementing.

The committee will meet periodically, and at least twice per Lion's year.

VIII. Dues and Fees

1. The annual dues of this Club shall be in the amount voted by the Board of Directors for each active, family, or life member payable and billed annually. Lions International dues(except for Life members), District dues, magazine subscription, and Lions International Convention Fund Tax are included in these dues.
2. The Club shall reserve the International annual dues of regular/active, and family members. Dues shall be remitted to Lions International in accordance with the Constitution and By-laws of Lions International.
3. Schedule
 - i. Dues notices for the full Lions year will be communicated by the Treasurer to all members by August 31st of each year.
 - ii. Dues payments are due 30 days after notification. Any member in good standing may request to make partial payments. No payment will be less than 25% of the total due.
4. Failure to Meet Obligation
 - i. Any member failing to make at least a partial payment 30 days past the due date will be reported to the BOD. The BOD will determine if the member will be dismissed or retained.
 - ii. If retained, the BOD will instruct the Treasurer on the appropriate action to remind the member of the obligation.
5. This Club may, at the discretion of the Board of Directors, elect to waive its regular entrance fee for any former member of another Lions Club who is now eligible for membership in the Club; however, in addition to the payment of the regular club dues in effect at that time, such transfer member shall be required to pay the Club's transfer fee as established by the Board of Directors, out of which Lions International transfer fee shall be sent to Lions International with the report of the transfer.

IX. Community Projects

The Projects Committee will oversee all Club service projects. The committee will determine the feasibility of new projects, including resources, both financial and human, required.

1. Analysis

It will analyze the expected costs and benefits to the community for any new project.

2. Proposal to BOD

New project ideas will be brought to the BOD for review and approval before the projects are committed.

3. Periodic Review

The committee will periodically review ongoing projects to determine if these should continue.

4. Reporting

The committee will report to the BOD on a schedule set by the board.

X. Fund Raising

The Fund Raising Committee will oversee all Club funding projects. The committee will determine the feasibility of new projects, including resources, both financial and human, required.

1. Analysis

It will analyze the expected costs & profits from any new project.

2. Proposal to BOD

New fund raising ideas will be brought to the BOD for review and approval before the projects are committed.

3. Periodic Review

The committee will periodically review ongoing projects to determine if these should continue.

4. Reporting

The committee will report to the BOD on a schedule set by the board.

XI. Disbursement of Funds

The BOD has executive responsibility for all disbursement of funds.

1. Procedures

- i. The BOD will approve of the Club Budget, as presented by the Finance Committee.
- ii. Line items in the approved budget do not need further approval by the BOD to be spent.
- iii. The BOD will also consider all requests for funds that are not in the approved budget, before funds are disbursed. The request for funds will be brought to the BOD by the Finance Committee chair.
- iv. Once approved by the BOD, it will direct the Treasurer to act.

XII. Communications

Effective communication among all Club members is crucial to maintaining a functional and harmonious Club. Members will be periodically informed of all Club activities, including but not limited to:

- i. Regular meetings
- ii. Board of Directors meetings
- iii. Fund Raising events
- iv. Charitable community projects
- v. Team Building events

The President and/or Secretary will inform the entire membership regularly about the above activities.

At the President's discretion, a monthly newsletter is an effective means to inform the membership of past and future events of interest to the members.

Acceptable methods of communicating routine information are:

- i. Telephone
- ii. E-mail
- iii. Postal mail

XIII. Amendments

1. This Constitution may be amended at any regular business meeting of the Club at which there is a quorum, by a two thirds (2/3) vote of the members present, provided the Board has previously considered the merits of the amendment.
2. Procedure
 - i. Any member in good standing may bring a proposal for amendment to any regular or business meeting. Justification for said amendment may be discussed at said meeting, at the President's discretion.
 - ii. All proposals for amendments must be brought to the BOD for review, and approval/rejection.
 - iii. If approved by the BOD, written notice shall be communicated to each member of this Club at least one week previous to the meeting at which the amendment is to be voted on, and said notice will state the proposed amendment.
 - iv. The proposed amendment will be brought to a regular or business meeting for the members to approve/reject as stated above in #1.

XIV. By Laws

1. This Club at no time shall 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 at the meetings.
2. No officer or member of this Club shall use it as a means for furthering any personal, political, or other aspirations, nor shall the Club, as a whole, take part in any movement not keeping with the real purpose and objects of the Club.
3. No funds shall be solicited from the members of the Club during meetings by any individual or individuals who are not members of the Club.
4. Any suggestion or proposition made at any meetings of the Club calling for the expenditure of money shall be referred to the Finance Committee which acts in an advisory capacity in financial matters to the Board of Directors.
5. All problems pertaining to either administrative or activities matters, shall be referred to the corresponding committee for resolution by them, as authorized by the Board of Directors.
6. These bylaws may be altered or amended at any regular business meeting of the Club by a majority vote of the members present provided the Board has previously considered the merits of the amendment. But no amendment shall be put to vote unless written notice shall have been mailed to each member at least one week previous to the meeting at which the amendment is to be voted on, and the proposed amendment stated in said notice.