

# **OHIO LIONS INCORPORATED**

## **DISTRICT 13-C**

### **BYLAWS**

#### **PREAMBLE**

In order to provide District 13-C with a logical and orderly means of establishing control and direction over its several enterprises and administrative decisions, it has become necessary to establish permanent rules and directives beyond those to be found in other documents, i.e., the State Constitution of Multiple District 13, Ohio Lions Incorporated and the Constitution of the International Association of Lions Clubs. Those Bylaws which follow are intended to satisfy the necessary directives to provide for a continuing, meaningful and accountable operation to the end that the integrity of each Lion in this District shall be ensured and guaranteed from year to year.

#### **ARTICLE I : CONTRACTING FOR SERVICES AND OBLIGATIONS BEYOND THE TERM OF THE SETTING CABINET AND GOVERNOR.**

Sec. 1. When a presiding Governor shall deem it necessary and advantageous to the District to enter into a contract extending beyond the term of that Governor's, the following steps must be observed:

- A. The current Governor's cabinet must approve the action by a two-thirds majority vote;
- B. The Governor-Elect, the Vice-Governor-Elect, and the Deputy-Governor-Elect must approve the contract, in writing. The Governor-Elect must also be a party to the signing of the contract;
- C. This Rule shall not create any indebtedness nor encumber the District with any financial obligations, nor authorize disbursement of District funds for purposes inconsistent with the business and policy authorized by the District membership.

#### **ARTICLE II: PARADE OF CHECKS**

Sec. 1. Participation in the annual Parade of Checks:

- A. The following units and organizations are considered official participants in the Parade of Checks:

- i. Lions Eye Clinic at St. Vincent Charity Hospital;
- ii. Greater Akron Lions Eye Care Program;
- iii. Ohio Lions Eye Research Foundation;
- iv. International Relations;
- v. Sight & Hearing (Pilot Dogs; Hearing Dogs);
- vi. Lions Hearing Aid Bank 13-C;
- vii. Ohio Lions Foundation.

B. The Parade of Checks is held at the annual District 13-C Convention.

Sec. 2. Accountability of participants in the Parade of Checks. In order to ensure each Lion in this District that funds donated to participants in the Parade of Checks are handled in a prudent, responsible and efficient manner, each participant will be required to adhere to the following conditions:

- A. A current available Financial Statement as of December 31st of the preceding year must be filed by February 1st of each year with the District Governor in order to be made available at the annual Convention of this District;
- B. The financial statements referred to in Subsection A., above, will be made available to each voting delegate to the annual Convention of this District;
- C. The financial statements will be presented to the District Cabinet for approval at the first Cabinet meeting following February 1st of each year;
- D. In the event the financial statement is not approved by the cabinet, the Governor shall notify the participant in writing of the cause(s) of non-approval and require of the participant that action be taken to satisfy the stated reason(s);
- E. A formal complaint may be lodged against a participant in the Parade of Checks by a Lions Club, a Lions Member or a Cabinet Member in District 13-C. The Governor shall attempt to resolve the complaint; if the Governor is not successful in this attempt, a committee shall be appointed by the Governor to resolve the item(s) at issue. This committee will render a full report to the Governor, within a time frame established by the Governor, with such report presented to the cabinet at its next meeting;

- F. Failure to comply with the conditions of Article II, Section 2 may result in the District Cabinet taking appropriate action leading to removal from the Parade of Checks, and any other steps deemed necessary to protect the integrity of the Lions in District 13-C, where such additional action appears necessary.

#### ARTICLE III: APPROVAL AS A PARTICIPANT IN THE PARADE OF CHECKS

- Sec. 1. Any Lion Club or Group of Lions Clubs who propose participation in the District 13-C Parade of Checks shall first secure the approval of their Board of Directors or Boards of Directors.
- Sec. 2. Said proposal shall be submitted in writing and duly signed by the said club or clubs to the District 13-C at least ninety days prior to the Annual District 13-C Convention.
- Sec. 3. The Cabinet shall then cause written notice, with recommendations thereon, to be given to each secretary of record of each active Lions Club in District 13-C at least thirty days prior to the convention of the proposal to become part of the Parade of Checks.
- Sec. 4. The Cabinet shall then propose the resolution to the delegates at the District 13-C Convention and if adopted, it shall be by a two-thirds affirmative vote of the delegates present and voting.

#### ARTICLE IV: REMOVAL FROM THE PARADE OF CHECKS

- Sec. 1. No participant of the Parade of Checks shall be removed from this function except that just cause has been demonstrated beyond any reasonable doubt, with such doubt attested to be a majority vote of the district Cabinet. In the event the Cabinet decides that such action is necessary, the following steps shall prevail:
  - A: The participant shall be notified, in writing, of the intent to remove from the Parade of Checks. The participant will have thirty days following such notification to indicate intent to comply with the directives of the District Cabinet;
  - B: Failing to indicate intent to comply with the directives of the District Cabinet, the participant in question shall be notified at least thirty days in advance of the next annual District Convention of the proposed action to delete that participant from the Parade of Checks;

- C: The name of the organization, or participant, to be removed, the reasons for such intended removal as established by the District Cabinet and all such other pertinent information shall be a part of the resolution to be presented to the voting delegates at the stated convention;
- D: The participant shall be considered removed from the Parade of Checks upon a two-thirds majority vote of the delegates present and voting in favor of the motion. Such action shall take effect immediately and the organization will not be permitted to participate at any ensuing Parade of Checks;
- E: Following removal from the Parade of Checks, the participant will receive no funds, endorsements, nor committee assistance from the members of District 13-C, nor may the former participant continue use of the Lions emblem, logo or name "Lions".

ARTICLE V: Resolution OF MATTERS OF CONFLICT BETWEEN TWO OR MORE CLUBS.

Sec. 1. From time to time, two or more clubs experience problems arising from conflicts which are not amenable to resolution within and between the officers and members of the clubs. In a situation where such conflicts cannot be resolved below the cabinet level, the following mode of resolution may be utilized:

- A. The clubs experiencing the conflict may jointly petition the District Governor for binding arbitration;
- B. Upon receipt of the joint petitions, the Governor shall bring the matter to a Cabinet Arbitration Committee consisting of the Zone Chairmen, the Immediate Past District Governor, the Vice Governor, the Deputy Governor and the Cabinet Secretary- Treasurer;
- C. This committee shall review all the facts presented by all clubs involved in the conflict;
- D. The committee, through a majority vote, will decide the outcome of the dispute and notify all pertinent clubs of their decision. This will be effected through written correspondence signed by the chairman (the immediate past District Governor), and the District Governor;
- E. Following the above sequence, the clubs will be expected to comply with the decision of the arbitration committee.

## ARTICLE VI :

Sec. 1. These Bylaws can be amended only at a regular District Convention of District 13-C by a proposed amendment which must first be presented to the District Governor and District Cabinet at least ninety (90) days prior to the Convention. Amendments to these Bylaws may be made by the introduction of a resolution to the District Cabinet, which resolution shall first have been adopted by any Lions Club in good standing or by the District Cabinet of District 13-C. Following introduction of said resolution and presentation by the Cabinet to the delegates at convention, adoption of said amendment shall be by simple majority vote of the Delegates in attendance and voting at the session where such amendment is to be considered, with the exception that approvals required for Article III and Article IV shall be by two-thirds (2/3) majority vote. In the event that an approval is made under Article II or Article IV, the necessary amendment to Article II is automatically approved.

Sec. 2. The Cabinet shall cause written notice of the proposed changes to be presented as outlined in Section 1, above, with recommendation thereon, to be given to the Secretary of record of each club in District 13-C, not less than thirty (30) days prior to the District 13-C Convention. Publication of proposed changes, as outlined in this section, in the District 13-C Newsletter will satisfy the intent of this section.

## ARTICLE VII:

Sec. 1. These Bylaws shall be and become in full force and effect, immediately after adoption by a two-thirds vote of the accredited delegates present and voting at the 1990 Annual District Convention.

## ARTICLE VIII: INTRODUCTION OF NEW BUSINESS

Sec. 1. All issues introduced as new business at a District 13-C Cabinet meeting and/or District 13-C District Convention shall be (1) submitted in writing to the District Governor at least thirty (30) days prior to the next regularly scheduled cabinet meeting or District Convention; (2) referred, at the discretion of the District Governor, to the appropriate committee for study and subsequent recommendation to the District Governor; and (3) distributed, at the discretion of the District governor, in written form to all cabinet members of the District 13-C Cabinet for issues to be presented to the Cabinet or to all secretaries of clubs in good standing for issues to be presented at the District 13-C Convention. The procedure outlined in this section shall not be applicable to issues covered by other existing District 13-C Bylaws.

Sec. 2. With the recommendation of the District Governor, the requirement of Section 1 of this Article may be waived for issues presented at a District 13-C Cabinet meeting when such recommendation is approved by a three-fourths majority vote of those present and voting at said District Cabinet meeting.

Sec. 3. Upon acceptance by the District Cabinet, this Article shall become the operational procedure for the 1991-92 District 13-C Cabinet. For all subsequent Cabinet meetings and District 13-C conventions, the Article shall become operational procedure upon approval as a Bylaw by the voting delegates at the District 13-C 1992 Convention.

#### ARTICLE IX: CONVENTION AND RESERVE FUNDS AND DISTRICT DUES

Sec. 1. There is hereby established a Convention Fund, which fund shall be used to provide for the annual District 13-C Convention. Said Convention Fund shall be maintained under the direction of the District Cabinet, thru the Convention Committee Chair to be appointed annually by the District Governor. At the end of the District 13-C fiscal year the amount in the Convention Fund shall be Twenty-Five Hundred Dollars (\$2,500.00). If at the end of the District 13-C fiscal year the balance in the Convention Fund exceeds \$2,500.00, such excess balance above \$2,500.00 shall be transferred to the Reserve Fund established in this Article. The Convention Committee Chair and the Cabinet Secretary-Treasurer are directed and authorized to provide for the transfer of such excess funds. If the balance in the Convention Fund is less than \$2,500.00, such deficit shall be transferred to the Convention Fund from the Reserve Fund. The Cabinet Secretary-Treasurer is directed and authorized to draw against the Reserve Fund to replace said deficit to the extent that monies are available in the Reserve Fund.

Sec. 2. There is hereby established a Reserve Fund, which fund shall be used as an emergency fund for any District 13-C financial contingencies, including, but not limited to, a means to provide a reserve to allow for the maintenance of \$2,500.00 in the District 13-C Convention Fund. Said Reserve Fund shall be maintained under the direction of the District 13-C Cabinet. Expenditures from the Reserve Fund shall be approved by a two-thirds (2/3) vote of eligible Cabinet Members at any regular or special meeting of the cabinet providing notice of the proposed expenditure is given as provided in Article VIII of these Bylaws. Such approval is not necessary to cover expenditures needed to maintain the Convention Fund balance of \$2,500.00.

Sec. 3. This Article shall become effective immediately upon its adoption by the voting delegates at the District 13-C Convention in 1994 and is hereby proposed by the District 13-C Cabinet for adoption.

Sec. 4. In addition to any Ohio Lions, Inc. per capita state district fund tax, the District Cabinet may assess a District Dues charge of up to \$2.00 per member to defray the administrative expenses of District 13-C, said charge to be levied each year as needed. The amount herein authorized to be levied by the District 13C Cabinet shall not exceed \$2 in total in any year without a further vote of the District 13C Delegates in convention. In order to be collected in any fiscal year, the charge must be reauthorized on an annual basis by the District 13C Cabinet.

#### ARTICLE X: CABINET VOTING MEMBERS

Sec. 1. The voting Members of the District 13-C Cabinet shall be the District Governor, the Cabinet Secretary-Treasurer, the Vice District Governor, the Deputy District Governor, the Immediate Past District Governor, all Zone Chairmen, all Elected and Appointed Committee Members and all Past District Governors.

#### ARTICLE XI: LIONS CLUB RESIGNATION/DISSOLUTION

Sec. 1. To properly dissolve an Ohio Lions District 13C Club, a Lions Club must meet the requirements of the State of Ohio, Internal Revenue Service and the International Association of Lions Clubs.

Sec. 2. When the first moment of real discussion occurs at any given place about dissolving a Lions Club, an appropriate club officer must contact the District Governor and the club's Zone Chairman for guidance. Such action should be taken only after everything possible to salvage the Lions Club has been exhausted.

Sec. 3. When it appears that dissolution is unavoidable, the following steps must be followed by the appropriate club officer or officers:

- A. Call the appropriate Zone Chairman and review all the facts leading to dissolution.
- B. Call the District Governor, in cooperation with the Zone Chairman, to review all the facts leading to dissolution.
- C. Schedule a meeting with the District Governor and Zone Chairman to review the appropriate dissolution procedures.
- D. Locate the club's Certificate of Continuing Corporate Existence with the Document Number as a non-profit corporate entity issued by the Secretary of State, if the club has been incorporated.

- E. Locate a copy of the club's minutes for the meeting leading up to a motion and approval by the membership to dissolve the Lions Club in question.
- F. The appropriate club officer must write a letter to the State of Ohio Attorney General (Charitable Law Section) with as much of the above data at the club's disposal, and request the appropriate forms to suit the club's particular circumstance. The office of the Ohio Attorney General will provide appropriate advice.
- G. Schedule a club meeting to discuss distribution of club assets. At that meeting discuss possible distribution of Lion Club assets. Take into consideration all obligations due and not paid. All asset distributions must be based on Lionistic, State of Ohio and IRS Standards and boundaries.

Sec. 4. On an accounting sheet show the projected final balance. Also show how funds and/or property, both personal and real property, will be distributed, including names and addresses of the recipients of such property.

Sec. 5. If the club is a "Corporation" under the laws of the State of Ohio or a Foundation approved by IRS, the club must comply with the State of Ohio Statutes and IRS regulations (See Ohio Revised Code 1701.01 and charitable organizations O.R.C. 1716 and IRS regulations.)

Sec. 6. In the case of a club organized as a charitable [501(c) (3)] organization, the information requested on IRS Form 990 must be prepared up to the last day of existence as a charitable organization. The District Governor must be consulted prior to finalizing the IRS 990 Form. Form 990 must be filed with the IRS for assets of the club through its last day of existence. File Form 990 immediately, even though it may not be due until later.

Sec. 7. For all questions involving Dissolution of an Incorporated Club, Mini Foundation and/or a chartered club having no corporate status, direct communications in writing to:

State of Ohio Attorney General  
Charitable Law Section  
{Columbus, Ohio 43266}

Sec. 8. The above also applies when two or more clubs join to form a new club for survival under the name of one of the clubs or a new combination name.

Sec. 9. To avoid unexpected taxes and/or prosecution under the laws of the State of Ohio and/or of the United States, each club which chooses to dissolve shall provide a report to the District Governor of the club's district which includes an audit by an independent Certified Public Accountant confirming appropriate disposal of all club assets. The District Governor shall not approve the dissolution of a Lions Club until the report referenced in this section has been appropriately received.

Sec. 10. The District Governor shall appoint a district liaison, preferably a past District Governor who is not a member of the dissolving club, whose responsibility it shall be to monitor the above steps in cooperation with the appropriate dissolving club officer(s) and/or director(s) and to assist the resigning/dissolving club in making contact with the appropriate officials required in any section of this article. The results of such monitoring shall be reported to the District Governor. The District Governor shall not recommend the acceptance of the resignation/dissolution of a Lions Club in the District unless all provisions of this article have been certified as complete by the appointed district liaison.

\* ARTICLES I-VII Passed in Convention Business Session April 21, 1990.

\*\* ARTICLES VIII Passed in Convention Business Session April 15, 1992.

\*\*\* ARTICLE IX and addition of Ohio Lions Foundation to the Parade of Checks Passed in Convention Business Session April 17, 1994.

\*\*\*\* ARTICLE I, Section 1(B); ARTICLE II, Section 2(A),(B) and (C); ARTICLE V, Section 1(B); and ARTICLE VI, Section 1 and Section 2 were amended and ARTICLE X, Section 1 was added to the District 13-C Bylaws as passed in Convention Business Session, April 13, 1996.

+ ARTICLE XI - New article-Lions Club Resignation/Dissolution, was added to the District 13-C ByLaws as passed by the delegates at the District Convention Business Session, April 6, 2002.

++ ARTICLE IX - Convention and Reserve Funds and District Dues, were added to the District 13-C ByLaws as passed by the delegates at the District Convention Business Session, April 6, 2002.  
Also amended by the delegates at the District Convention Business Session, April 2, 2005, by the amendment of Section 4.