

# Constitution of the Token Creek Lions Club

## Preamble

The Token Creek Lions Club is a public service organization whose members are dedicated to building a strong community through volunteer activities in service to the needs of its residents. In recognition that fulfillment of our shared objective requires a formal structure to provide for orderly conduct of Club operations, the Constitution of the Token Creek Lions Club is herein declared and described. This Constitution embodies the guiding principles of the Club and prescribes fundamental rules pertaining to organizational structures and procedures. As such, the Constitution is to be considered as distinct from the Bylaws, a separate and subordinate body of rules governing Club practices; those Bylaws shall be developed and implemented through the offices, committees, and procedures described herein. The design of this Constitution, as well as the Bylaws and resulting Club actions, are to be in accordance with the principles set forth in the Lions Code of Ethics that motivate and guide us in our work.

The principal goal of the Token Creek Lions Club is to assist in fulfilling the needs of others in our community; in so doing, the Club provides a means by which its membership can achieve the personal and collective satisfaction that results from public service. In furtherance of these overriding goals, we pledge to pursue these specific objectives:

*To assist in improving the quality of life of the people of the Token Creek area, the State of Wisconsin, and the world, generally;*

*To foster, promote, and live up to the objectives, the code of ethics, ideals, and principles of Lionism;*

*To develop leadership skills among our membership and to provide the administrative structures necessary to attain these objectives;*

*To provide outlets to fulfill the needs of individual purpose and realization of the satisfaction of serving others;*

*To act as a model for community cooperation and harmony;*

*To uphold the Lions motto, "We Serve".*

## **ARTICLE 1: CREATION AND PROCEDURES FOR AMENDMENT OF THE CONSTITUTION**

Introduction: This Constitution is the product of a deliberative process conducted by several members of the Token Creek Lions Club on behalf of the membership, generally. Upon ratification by two thirds vote of the membership, this document shall thereafter constitute a statement of foundational principles and mandates governing Club operations.

In recognition that circumstances may warrant changes in this Constitution, the following provisions shall guide the process of enacting any such amendments:

1. Any member may propose an amendment to the Constitution. Written proposal(s) must be co-sponsored and endorsed by at least two other members;
2. Proposals for amendment will be reviewed by the Constitution and Bylaws Committee and presented to the Board of Directors at the earliest opportunity;
3. Upon receipt and consideration of proposed amendments, any such proposals must be approved or rejected at the succeeding meeting of the Board of Directors;
4. Proposals approved by the Board of Directors shall be presented to the general membership at the next scheduled meeting. Membership approval shall require a minimum two thirds majority of votes as submitted by paper ballot;
5. Approved amendments shall be provisionally instated pending secondary approval by the general membership at the first club meeting in the succeeding Lionistic year. Provisional amendments that fail to secure such approval shall be stricken from the Constitution.

## **ARTICLE 2: DESCRIPTION, DUTIES, AND RESPONSIBILITIES OF THE OFFICERS COMPRISING THE BOARD OF DIRECTORS**

Introduction: The membership of the Board of Directors (hereafter, the Board) shall be constituted to provide for execution of the offices of the President, Vice President, Secretary, Treasurer, Lion Tamer, Directors At Large, Membership Director, Immediate Past President, and Tail Twister. The terms of office for Directors occupying specified offices shall be for a single Lionistic year as defined by Lions Clubs International; however, terms of Directors At Large shall be for two consecutive Lionistic years. All new business and policies of this club will be considered and shaped, first, by the Board for subsequent presentation to and approval by club members at a regular or special meeting.

The Board of Directors shall:

1. Review, consider, and provide final approval for the annual goals of the club as suggested by the President;
2. Review, consider, and direct all new business and policies;
3. Produce and abide by a budget approved annually by the membership;
4. Review and endorse all expenditures and audits;
5. Devise and adopt an annual calendar of club meetings and activities;
6. Schedule monthly meetings of both the Board and general membership, providing an agenda in advance of items under consideration and reports, in the form of Secretary minutes, of pursuant actions;

7. Consider the status of non-participating members and those in arrears for membership dues;
8. Name delegates and alternates to Lions Convention(s).

### **Section A: President**

As Chief Executive Officer, the President is responsible for guiding the Club under our international charter, state and district Constitutions, and in accord with the Constitution and Bylaws of the Token Creek Lions Club. The President shall:

1. Issue calls for, and preside over, all regular and special meetings of the club and Board of Directors;
2. Present an annual Club operating budget and ensure satisfactory completion of an accounts audit prior to the end of each Lionistic year;
3. Establish any *ad hoc* committees necessary to support Club operations and objectives;
4. Act as principal Club representative at officially-sanctioned Lions Club functions.
5. Develop and distribute to all members an annual Club calendar including meeting and special event dates.

Qualifications: Must be a member in good standing for more than one year prior to nomination and shall have served as an active member of the Board of Directors.

### **Section B: Vice-President**

The principal role of the Vice-President is to serve in the capacity of President as director of Club operations in the event that the President is unable to do so. A secondary, but nonetheless vital, responsibility of the Vice President is to oversee the functioning of all committees described herein. In so doing, and in consultation with the President and members of the Board, the Vice-President is expected to make recommendations for chairpersons and members of those committees.

Qualifications: Must be a member in good standing for more than one year prior to nomination.

### **Section C: Secretary**

Under the direction and supervision of the President and Board of Directors, the Secretary acts as the recording officer for the club and functions as liaison between the club and the District and International offices. The particular responsibilities of the Secretary are as follows:

1. To keep and provide to members the club records including minutes of Club and Board meetings, committee appointments, officer rosters, member lists and attendance records;
2. To complete and submit monthly membership and activity reports as specified by Lions Clubs International; submit other reports and/or information as needed;
3. To attend district zone meetings if possible;
4. To serve on the Awards Committee, being specifically responsible for procuring awards and certificates;
5. To order and maintain Club forms, supplies and literature.

Qualifications: Must be a member in good standing for at least one year prior to nomination.

#### **Section D: Treasurer**

The Treasurer, acting under the supervision of the President and the Board of Directors, is charged with responsibility to oversee and conduct all transactions involving Club finances. In particular, the Treasurer shall:

1. Receive, record and deposit membership dues or other proceeds from club activities and pay out all monies, in a timely fashion, as specified by the Board of Directors;
2. Maintain the financial records of the Club as specified by the Board;
3. Prepare and submit monthly and annual financial reports to the Board of Directors and membership. The monthly Treasurer's report to the board shall include a statement of income and expenditures and a summary statement of Club financial condition;
4. Keep and record current balances of income and liabilities using standard accounting methods as approved by the Board of Directors;
5. Fulfill all necessary state and federal tax requirements in a timely fashion.

Qualifications: Must be a member in good standing for at least one year prior to nomination.

#### **Section E: Lion Tamer**

The Lion Tamer is responsible for control over Club properties and to facilitate preparation and order at Club meetings. Thus, and in distinction to the office of Treasurer, the Lion Tamer is responsible for maintaining custody or control of the non-financial assets and possessions of the Club. Likewise, and in distinction to the office of President, the Lion Tamer is responsible for managing the logistics of Club meetings and to ensure the orderly conduct of members therein. In particular, the Lion Tamer shall:

1. Prepare and maintain an inventory of physical assets owned by the Club. The inventory will be updated regularly to record acquisitions and dispensations, as well as the estimated value, location and status of such assets. An annual report shall be submitted to the Treasurer as an aid to consideration by the Board of the Club's financial status;
2. Secure and prepare meeting locations:
  - a. The Lion Tamer is responsible for making arrangements or reservations as necessary to hold Club meetings at a venue providing the capacity and facilities necessary to conduct meeting activities;
  - b. In the event that existing accommodations are deemed by membership to be inadequate for the purposes of pleasant and productive Club meetings, the Lion Tamer shall serve as Chairperson of a search committee charged with finding alternative venues;
  - c. The Lion Tamer is responsible for prior placement of accoutrements appropriate for membership meetings (flags, gong, gavel, podium, *etc...*) as well as for later removal and storage of same. Similarly, he or she will arrange for the orderly distribution of notices, bulletins, favors, ballots, and any other handouts as required at a meeting, and provide for any needed equipment (*e.g.*, AV gear).
3. As appropriate, work with presiding officers to assert leadership in order to ensure proper order at membership meetings.

Qualifications: Must be a member in good standing.

### **Section F: Directors At Large**

The principal role of a Director At Large is to represent the views, concerns and interests of the general membership in the proceedings and deliberations of the Board of Directors. As such, candidates for these Director positions shall be nominated from the floor at a membership meeting prior to election of Club officers. There shall be a minimum of four such positions on the Board, and office-holders will be nominated and elected on a schedule that provides for staggered two-year terms. Thus, a minimum of two directors will be elected annually.

Qualifications: Must be members in good standing.

### **Section G: Membership Director**

The membership director is charged with the responsibility to develop and conduct programs intended to maintain and grow Club membership. Thus, the Membership Director is the chairperson of the Membership Committee and will lead its efforts to conduct specific actions as elaborated in an annual proposal of recruitment activities to be considered by the Board and executed by the membership.

Qualifications: Must be a member in good standing.

### **Section H: Immediate Past President**

The principal role of the Immediate Past President on the Board of Directors is to maintain a sense of continuity to club operations, to advise the Board on issues of standing policies and practices, and to facilitate assumption of responsibilities by incoming officers. In addition to those general responsibilities, the office of Immediate Past President is charged with the following responsibilities and stipulations:

1. The Immediate Past President shall serve as the official greeter of guests at all meetings and functions;
2. He or she will serve as Chairperson of both the Nominations Committee and the Awards Committee;
3. The minimum term of office shall be for the single year immediately following occupancy of the office of President, but may be extended in the event that the succeeding President is elected for two or more consecutive terms. Should the Immediate Past President decline to serve beyond the initial single year commitment, all responsibilities of the office shall fall to the incumbent Vice President until such time as circumstances naturally allow for matriculation of a retired President to assume the responsibilities of the office of Immediate Past President.

Qualifications: Must be a member in good standing and to have served as President in the preceding Lionistic year or otherwise as specified above.

### **Section I: Tail Twister**

The Tail Twister position on the Board is provided to promote harmony, good fellowship, and enthusiasm among members through appropriate stunts, gags, and games. The Tail Twister may impose fines on any member who is deemed insufficiently committed to those goals, pursuant to monetary limits specified in the Bylaws, but no fines may be collected except upon presentation of the official Club Tail Twister bank. The Tail Twister may be subjected to fines

by the unanimous vote of all members present. All proceeds from activities and fines will be deposited with the Treasurer in a timely fashion.

Qualifications: Must be a member in good standing.

### **ARTICLE 3: IDENTIFICATION AND RESPONSIBILITIES OF STANDING COMMITTEES**

Introduction: Standing committees are those that are essential for the orderly operation and growth of the club. All standing committee Chairpersons are appointed to a one year term by the club President at the onset of his or her term. It is the Chairpersons' responsibility to staff their respective committees with at least two additional members. Operations of these committees will be overseen by the Vice President, pursuant to the responsibilities of his or her office. The Chairperson of each committee shall be responsible for holding timely meetings, maintaining appropriate records of proceedings, and communicating same to the Board and general membership as circumstances warrant.

#### **Section A: Finance, Audit and Budget Committee**

This committee is responsible for oversight and direction of Club finances. The Committee will be comprised of a minimum of three members, among whom none shall be from a common household. The Chairperson named by the President must be a member of the Board of Directors although the Treasurer, since acting in a capacity subordinate to the Committee, is ineligible to serve as one of its members. The Finance, Audit and Budget Committee shall:

1. Conduct an audit of all financial records of the club at least once annually, accounting for all incomes and expenditures. One such audit must be conducted during the last month of each Lionistic year. Upon review and approval by the Board, that report shall serve as the basis for consideration of the budget for the next Lionistic year;
2. Be responsible for creation and recommendation of a budget that forecasts Club finances for the upcoming Lionistic year. The budget proposal shall be presented to the Board at the earliest opportunity in a new Lionistic year but no later than the second month. Upon approval by the Board, the budget shall be presented at the next scheduled meeting of the general membership for their consideration, amendment, and/or approval;
3. Consider and recommend to the Board extraordinary expenditures beyond those forecast in the operative budget governing club finances. Upon Board approval, any such exceptional transactions must be considered and approved by majority vote of the Club membership prior to disbursal of funds or assumption of financial obligations.

#### **Section B: Membership Committee**

The Membership Committee recommends policies, procedures, and strategies to the Board for enhancing membership in the Token Creek Lions Club. The Committee's recommendations and initiatives shall be designed and executed in order to ensure a growing and vital Club. Pursuant to those objectives, the Membership Committee shall:

1. Develop and propose a program to promote both retention and growth of club membership. Those plans shall be presented annually to the Board of Directors for consideration and approval prior to implementation;
2. Prepare and implement orientation sessions to welcome new members;
3. Report to the Board of Directors on the status of efforts to maintain member retention and to expand membership;
4. Encourage members to participate in various international, state and district conventions and meetings.

### **Section C: Constitution and Bylaws Committee**

The Constitution and Bylaws Committee is responsible for maintaining and updating rules that govern Club operations. The Committee serves to consider and initiate changes in this Constitution and to ensure that all subsidiary bylaws are consonant with the principles and dictates of this foundational document. All members are eligible to serve on this committee, but among them at least one must have previously served as President.

### **Section D: Program Committee**

Members of the Program Committee are responsible for creating a schedule of speakers or other forms of entertainment and information for the benefit of members at monthly meetings. The Committee shall present a proposed schedule of programs for review and consideration and no invitations to proposed speakers shall be extended except upon Board approval. The Committee is responsible for attending to the needs of speakers, providing introduction(s) at the event, and for presentation of honoraria as appropriate and as approved in advance by the Board.

### **Section E: Public Relations and Communications Committee**

The Public Relations and Communications Committee will work to ensure clear communications within the Club and to facilitate notice to the wider community of Lions and citizens, generally, of Club achievements, events, and activities. The particular responsibilities of the Committee include:

1. Maintaining the Clubs website with regular updates of current information;
2. Creation and publication of a monthly newsletter describing notable activities and a schedule of upcoming events;
3. Communicating news of Club activities with newspapers and/or other media outlets;
4. Maintaining an archival record of all Club events and publicity.

### **Section F: Nominations Committee**

Members of this Committee are responsible for identification and recruitment of members suitable to serve on the Board of Directors. Except under extraordinary circumstances, the Immediate Past President shall serve as Committee Chairperson, although an alternative member may be appointed by the Board as circumstances warrant. In addition, at least one other Committee member shall be named from among sitting members of the Board. The nomination process shall commence in January and is to be conducted by contacting each qualified club member privately in order to ascertain their interest and willingness to serve on the Board. Upon completion of this canvas, the Committee will organize and present a slate of candidates to the Board of Directors for consideration and approval at the March board meeting.

### **Section G: Awards Committee**

The Awards Committee is responsible for identification of members whose involvement with and contributions to Club activities and operations merit special recognition by the membership. The particular awards as well as appropriate tokens of appreciation shall be as designated in the bylaws. The Chairperson of the Committee shall be the Immediate Past President or other member as designated by the Board of Directors; the sitting President and Secretary shall also be included among its membership. The Committee is responsible for placement on the agenda of any membership votes required for selection of awardees, for procuring emblems or other items accompanying awards, and for scheduling and planning the annual Awards ceremony.

## **ARTICLE 4: NOMINATIONS AND ELECTIONS**

Introduction: Governance and direction of Club activities is provided by a Board of Directors comprised of officers as described in Article 2 of this Constitution. Nomination of candidates for offices of the Board of Directors is the primary responsibility of the Nominations Committee as described in Article 3, Section F, and assumption of such offices is contingent upon approval by vote of the membership using procedures described herein. All duly elected and sworn officers shall serve in their designated capacities for a single Lionistic year except as otherwise specified in Article 2, above, and in Section C, below.

### **Section A: Procedures for Nomination**

A slate of candidates for offices of the Board, excepting candidates for Directors At Large, shall be prepared by members of the Nominations Committee and submitted in March to the sitting Board for review. Upon Board approval, the slate shall be presented to the membership for their consideration at the next membership meeting; it is upon that occasion that nomination of candidates for the offices of Directors At Large will be solicited from the floor. Members will have until the next general membership meeting to consider the suitability of each candidate for the office to which he or she has been nominated and, in the case of contested elections, to determine a preference among alternative candidates.

### **Section B: General Elections**

The general election for all officers shall be held at the first general membership meeting held in May of each Lionistic year. In cases for which a single candidate has been nominated, the President or other presiding officer may seek membership approval of the nominee(s) by simple voice vote. In the event of contested elections, voting shall be conducted via paper ballots whose results shall be tabulated immediately thereafter by the Secretary and with review by the presiding officer. Election to offices shall require the assent of a simple majority of voting membership. In the event that one or more candidates fail to garner the requisite number of votes for election, the corresponding office(s) shall be considered vacant and filled by the procedure described in Section D, below. All members successfully so elected shall assume the responsibilities of their respective offices at the outset of the succeeding Lionistic year.



### **Section C: Declaration of Vacancy**

From time to time, circumstances may arise that prevent certain Officers from adequately executing the responsibilities of their offices or that otherwise warrant a Declaration of Vacancy. Any such Declaration shall be through a process described herein that is initiated by the Board of Directors and culminates with subsequent affirmation by vote of the Club membership. That process is as follows:

1. A motion for Declaration of Vacancy may be submitted by any Board member as a noticed agenda item for a regularly scheduled meeting;
2. Upon recognition by the Presiding Officer of a seconding motion, the Board shall consider the circumstances deemed by the motion-maker sufficient cause for Declaration of Vacancy and vote on the motion according to regular rules of order;
3. In the event that the office declared Vacant by Board action is that of the President, the Vice President or immediately subordinate Officer in attendance shall temporarily assume the responsibilities of the Office of President until such time as the general membership may have opportunity to grant approval of such altered capacity;
4. A Declaration of Vacancy by the Board must be presented to the general membership at its next scheduled meeting. If approved by the membership, the vacancy(s) shall be remedied by procedures described in Section D, below. If the proposed Declaration of Vacancy is not affirmed by the membership at that meeting, the Declaration by the Board is considered null and void and Officer assignments shall revert to the *status quo ante*.

### **Section D: Special Elections for Purposes of Filling Vacancies**

The Board is responsible for recognition of vacancies among officer positions. Upon formal recognition by the Board and affirmation by the general membership, all Vacancies, excepting that of President, shall be filled via a process initiated by nomination of a replacement candidate(s) from the floor at a Club meeting subsequent to the Declaration of Vacancy. Vacancy in the office of President shall be filled immediately and automatically by officer progression as specified in *Roberts Rules of Order*, with any remaining vacancies remedied thereafter by nomination from the floor. Nomination and election of replacement Officers shall be conducted at the succeeding membership meeting by using procedures adapted from those described for general elections in Section B, above, and as altered to accommodate the exigent calendar dates necessary for prompt replacement of Officers.

## **ARTICLE 5: BOARD, CLUB, AND COMMITTEE MEETINGS**

### **Section A: Procedures for Meetings**

For the purposes of this section, a Meeting shall be defined as an occasion which is scheduled in advance and held for the purpose of conducting Club business. The President or other ranking Officer shall preside over meetings of the Board of Directors and of the general membership; Committee meetings will be scheduled and directed by the designated Chairperson. Any Club business conducted at a Meeting of the Board or of the general membership will be noticed in advance by a written agenda distributed to their respective membership. Business conducted by Committees and at meetings of the general membership shall be approved by simple majority vote among attending members. However, all formal actions resulting from a

meeting of the Board of Directors shall require the presence of a quorum of membership, that being one more than one half of the total of its membership. In all cases, the Chairperson or other Presiding Officer will be guided by procedures described in *Roberts Rules of Order* in conducting the business of a Meeting.

### **Section B: Board Meetings**

Meetings of the Board of Directors shall be held on a monthly basis; additional or fewer meetings may be provided for by deliberate actions of the Board. The President shall prepare an agenda of items for consideration and distribute the agenda to all Board members at least 24 hours prior to a scheduled meeting. Provided that a quorum of members is in attendance, unnoticed items may be added to the agenda with the approval of a majority of Board members. All Officers of the Board should strive to attend all Board meetings; Committee chairpersons who are not Officers of the Board are expected to attend meetings for which their input is requested, or otherwise designate a spokesperson qualified to represent the Committee.

### **Section C: General Membership Meetings**

Meetings of the membership of the club shall be held on a monthly schedule or as otherwise determined by actions of the Board. The President, in consultation with the Board and the Program Committee, shall prepare and distribute an agenda to membership in advance of the meeting and will ordinarily act as Presiding Officer; in the event that the President is unable to act in such capacity, the identity of the Presiding Officer shall be as determined by rank among attending Officers. Among other possible agenda items, each meeting of the general membership will be accompanied by formal reports from the Treasurer and Secretary that clearly communicate to members the recent activities of their respective offices.

### **Section D: Committee Meetings**

Committee meetings are instigated and scheduled by their respective Chairpersons in coordination with other Committee members. Committee meetings are uniquely empowered to operate in a fashion that is suitable to their membership and are specifically released from the strictures of regular rules of order that require formal procedures for agenda distribution, voting, *etc.* Notwithstanding the preceding, all Committees should endeavor to function in such a way that all views of their membership shall be aired and subjected to deliberation; furthermore, views contrary to the consensus view of the Committee must be faithfully communicated to the Board in the course of providing Committee recommendations. Actions recommended by Committees shall be communicated to the Vice President for placement as decision items on the Board agenda.

## **ARTICLE 6: CLUB MEMBERSHIP**

New membership in the Token Creek Lions Club shall be initiated only by invitation from existing members. Applications from those seeking membership shall be completed using forms provided by Lions Clubs International, which shall be signed by a member in good standing and who shall act as sponsor. The completed application shall be submitted to the club Secretary who shall submit same to the Board of Directors. If approved by a majority of the Board, the prospective member shall be invited to become a full member. Once inducted into the Club,

membership in good standing shall be maintained according to standards as described in club bylaws.

#### **ARTICLE 7: CLUB FINANCES**

All club finances shall be managed through two principal accounts maintained by the Treasurer:

1. An *Activity Account* shall be used to receive and disburse any and all monies raised from the general public. Those funds shall be deposited in said account and disbursed only upon club approval and are intended solely for the benefit of the public;
2. An *Administrative Account* shall be maintained in order to manage only those funds received from fellow Lions. These funds are intended primarily to finance internal Club operations but may be used for any purpose as designated and approved by the Board of Directors, subject to any restrictions as may be specified in the bylaws.