



**MULTIPLE DISTRICT 22**  
**The International Association of Lions Clubs**  
**Council of Governors**  
**2011-2012**



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**MULTIPLE DISTRICT 22 Mid-Winter Conference**  
**Saturday, February 4, 2012**  
**Salisbury, Maryland**  
**COUNCIL OF GOVERNOR'S MEETING MINUTES**

**Attendees:** CC Bob Muchow (22-A); DG Owen Landis Sr. (22-A); DG Dave Studley (22-B); CS Rich Barb (22-C); DG Ken Chew (22-D); CT Stephen Finger (22-W); 1<sup>st</sup> VDG Richard Merriwether (22-D); 1st VDG Don Beeson (22-C); 1st VDG Paul Cannada (22-W); 2<sup>nd</sup> VDG Dee Hawkins (22-C); 2<sup>nd</sup> VDG Mary Lee Phillips (22-D); 2<sup>nd</sup> VDG Kent Eitemiller (22-W); FID Joseph Gaffigan, Advisor (22-C); PID Darley Travers, Advisor (22-B); ID Ted Reiver, Advisor (22-D); Charlene Travers, MD 22 Convention Chairman (22-B); PDG Lee Bird, Constitution and By-Laws Chair (22-D); PDG Bob Jones, MD 22 Convention Treasurer (2-D); PCS Cheryl Jones, Roaring Lions Chair (22-D); PDG Tom Jefts International Convention Chair (22-W); IPDG Sandi Halterman, Multiple Convention Vice Chair (22-C); PCC Ralph Schieferstein (22-D); PCT Ann Reiver (22-D); PDG Rodney Welch (22-W); CT Gerry Beachy (22-W); MD22 AA Barbara Brimigion (22-W).

**Opening** - CC Bob Muchow (22-A) called the meeting to order at 12:14 p.m.

**Council Treasurer's Report, CT Steve Finger (22-W):** CT Steve Finger presented the Carryover and Statement of Income Budget and the Statement of Expenditures and Account Balance which were revised on February 4, 2012. The revised budget reflects a decrease in second half dues because there were 146 fewer Lions in the clubs of MD-22 on January 1, 2012 than were on July 1, 2011. DG Ken Chew made the motion to approve the revised MD 22 budgets. DG Owen Landis seconded the motion. The motion was carried.

CT Steve Finger presented the following proposed payments to be made:

1. The expenses of Administrative Assistant Barbara Brimigion from July 2011 through December 2011 in the amount of \$428.00. DG Dave Studley made the motion to pay the bill. DG Owen Landis seconded the motion. The motion was carried.
2. The MD 22 Convention allocation in the amount of \$5655.18. The committee had asked for the remainder of their funds from the per capita allotment which has been reduced to \$455.18 plus the supplemental budget of \$5200 for a total of \$5655.18. CS Rich Barb made the motion to provide the allocation. DG Ken Chew seconded the motion. The motion was carried.
3. The International Convention allocation in the amount of \$6228.32. The committee has asked for the rest of their allotment which is \$228.32 plus their supplemental budget of \$6000 for a total of \$6228.32. DG Dave Studley made the motion to provide the allocation. CS Rich Barb seconded the motion. The motion was carried.

There was a discussion on the need to supplement expenses for the International Convention. PID Darley Travers explained that it is the policy as documented in the May 2010 MD 22 Policy and Procedures Manual. CT Steve Finger added that the Finance Committee recommended to the Council of Governors at the Turnover Meeting to specify in the Policy and Procedures Manual that the International Convention Committee doesn't

automatically include sending the Chair and Vice Chair so that will become part of the Policy and Procedures Manual at some point. CC Bob Muchow reported that the policy is ambiguous and will be addressed later.

**Constitution and By-Laws Chair PDG Lee Bird (22-D):** PDG Lee Bird presented the proposed changes to the Multiple District 22 Constitution and By-Laws. Timing for preparation and question on the proposed changes for distribution were discussed with copies attached to these minutes. CT Steve Finger made the motion to approve the proposed changes to the MD 22 Constitution and By-Laws. DG Ken Chew seconded the motion. The motion was carried. PDG Lee Bird will forward to CC Muchow all of the proposed changes in proper format, within time to allow for final approval by the Council by the required time limit.

CC Bob Muchow (22-A) reported that the Governors had received a copy of the updated changes to the Policy and Procedures Manual which had been previously submitted by PCC Clare Newcomer, MD 22 Research and Long Range Planning Committee Chairperson. DG Owen Landis made the motion to approve the updated changes to the MD 22 Policy and Procedures Manual. CS Rich Barb seconded the motion. The motion was carried.

A Multiple District Lions Environmental Photo contest was held. There were entries from Districts 22-B, 22-C and 22-W. CS Rich Barb recommended a popular vote judging scheme and all meeting attendees were invited to participate. The winning entry, from 22-C, was a photo in the Plant Life category. CC Bob Muchow forwarded the MD-22 winning entry to LCI.

During the MD 22 Convention report at the Mid-Winter Conference, there were several issues addressed by the Council of Governors. First, the Council of Governors approved, as the final commitment, the site of Dover, Delaware for the MD 22 Convention in 2015. Second, the Council approved Hagerstown, Maryland as the site for the 2016 MD 22 Convention. Third, the Council approved May 18-21 as tentative dates for the 2017 MD 22 Convention.

The meeting was adjourned at 1:47 p.m.

Respectively Submitted by MD 22 Administrative Assistant Barbara Brimigion

## LT Bird comments on suggested changes to MD C & BL

Required timing and notification for amendments.

### (Constitution) ARTICLE XIV Amendments

Section 1. This Constitution can be amended only at a Multiple District Convention by Resolution reported by the Committee on Constitution and Bylaw at said Convention, and adopted by an affirmative vote of **two-thirds of the votes cast**. Such votes will be taken by the use of a written ballot at the individual District elections. No proposed amendment may be reported by the Committee on Constitution and Bylaws, nor can the vote thereon be effective, unless and until the same shall have been:

- a. **Filed** in writing, in duplicate, in the form in which it is to read if adopted, **with** Chairman of the Multiple District Council no less than sixty (60) days prior to the convening of the Multiple District Convention. **"MARCH 11, 2012"**
- b. **Approved by** either a Sub-District or by the **Council of Governors** of the Multiple District; and,
- c. **Mailed by U.S. Post** in the form in which it is to read if adopted, to every member Club in the Multiple District, and to the Committee on Constitution and Bylaws. **Said mailing** shall be no less than thirty (30) days prior **"APRIL 10, 2012"** to the convening of the Multiple District Convention at which the same is to be voted upon. It shall be the duty of the Chairman of the Multiple District Council, or his designee, to accomplish said mailing.
- d. Read and explained by a member of the Constitution and Bylaws Committee to the members in attendance at the annual Sub-District luncheon meeting.
- e. Certified delegates furnished a copy of the proposed resolution by the Registrar at the time of registration.

### (BY-Laws) ARTICLE VIII - Amendments

Section 1. These Bylaws may be amended only at a Multiple District Convention, by Resolution reported by the Convention Committee on Constitution and Bylaws, and adopted by an affirmative vote **of a majority of the registered delegates** voting at such meeting. Such votes will be taken by the use of written ballot at the individual District Elections.

Section 2. No amendment shall be so reported or voted upon unless the same shall have been **furnished in writing to each Club of the Multiple District no less than thirty (30) days prior "APRIL 10, 2012" to the convening date "MAY 10, 2012"** of the annual Convention with notice that the same will be voted on at said Convention.

## Constitution

### **ARTICLE II**

**Keep the gender statement “for now”** and make the required changes at printing. This is believed to be within the intent of this article. This opinion shared by others on committee. Add to allow electronic communications: .

Wherever the terms: in writing, US mail, US post, postal, or mail presently appears in the MD-22 Constitution and By-Laws, it shall be interpreted to include electronic communications or delivery systems.

### **ARTICLE V Section 2 and remainder of document:**

**Changes in format** such as “Governors – Elect” to Governor-Elect and similar spacing items are believed to be the result of numerous electronic and typesetting changes as the page size or layout of the document was changes through several reprints. These should be corrected as normal editing for publications that in no way effects content or intended meaning. These should also be handled at the next printing and electronic postings.

### **ARTICLE V**

#### **Section 5 Add requirement for Mid-Winter conference:**

The Council shall hold a meeting (Mid-Winter Conference) between January 1 and the last day of February to review the Multiple District Convention Committees plans for the next Multiple District Convention. The Council shall hold additional regular meetings at such other times as is deemed desirable upon dates established by the Council of Governors. The Council Chairman, or the Council Secretary at the Chairman's direction, shall issue a written call for each regular meeting of the Council with the time and place thereof to be set out.

#### **Section 6 Replace “Multiple District” with Council of Governors**

....and the policies and acts of said Board of Directors, the Multiple District Council of Governors shall:

### **ARTICLE VI Section 1** Replace the named “MERL Team” with Membership and Leadership Development activities

..... Twenty-five cents per year of this tax will be used to cover the expenses of the Multiple District MERL Team Membership and Leadership Development activities. ....

**It would use this in any other reference as well**

## **ARTICLE VII Section 2 Convention site selection timing**

I read this Section 2 to say: Completed Invitations to bid must be presented by the end of the May convention, reviewed by the Convention Committee and presented to the COG by 12/31. The COG will accept the bid of the 5 years out convention site by at the Mid Winter Conference subject to a second acceptable inspection 3 years before the convention. With an acceptable inspection at 3 years a "FIRM " Commitment is made with the proviso it can be withdrawn only under reasons given in Section 8.

Am I correct in reading that the COG sends 5 years bid acceptance and Convention Committee sends 3 years?

## **ARTICLE VIII Section 1 Convention deposits CC Bob questions WHO?**

Section 4 and all other references change auditor to accountant add or review.

## **ARTICLE X, XI, Delete**

**ARTICLE XII Section I Question** delete phrase about appointment by DG ?  
Section II Question PDGs only on Finance??

**Correct all article numbering as required**

## **BY- Laws**

### **ARTICLE I Delete**

**ARTICLE II Section I e Correct Global titles.** Should not the terms be Policy & Procedure with rotation Schedule? And the appointments as well?

E through M SEE Proposed Finance controls sheet

O Question CC Bob questions

**Section 5 through 13 Delete**

**ARTICLE III Section 2 Delete**

**ARTICLE IV Section I** reference of endorsement for LCI Office?

**Section 4** add "Council Chairperson and" Delete Third Substitute Second

**Added ARTICLE Multiple District Funds** I would not duplicate just to create a list. That would normally be an attached exhibit but we have a policy and procedure manually for such items.

## Proposed Financial Control & Budgets

### CONSTITUTION ARTICLE V (6)

e. Have control and management of all budgetary matters of the Multiple District, Committees of the Multiple District, and the Multiple District Convention. No budget may be established or approved, which will exceed the anticipated receipts of any of the respective funds during any fiscal year. **Anticipated receipts shall including any allocation granted by the Council from the General Administrative Contingency Fund.** The Council shall not approve the expenditure of any funds exceeding the allowed contingency indicated in the By-Laws of this document **(Article II, Section 1)** unless **such conditions warrant as indicated in the By-Laws of this document (Article II Section 1 K and or L).**

### BY-LAWS ARTICLE II (1) **DELET REDUNDANT**

f. With respect to each Multiple District Fund, establish monetary controls so that no indebtedness shall be planned for, or budgeted, that would cause the budget to exceed the anticipated receipts plus any council-approved allocation from the General Administrative Contingency Fund for the fiscal year of the Council's term.

New f

#### **Reserve and Contingency Funds**

The Council of Governors shall maintain a Reserve amount in the General Administrative Fund equal to the anticipated dues income for all funds for their year **and the amount carried over from prior years in the International Candidates Fund.** The Council of Governors shall have the authority to allocate **10%** of the difference between the total accumulated balance of the General Administrative Fund and the reserve amount to be maintained. This will be the Administrative Contingency Fund.

g. With respect to each Multiple District Fund, the Council of Governors of the Multiple District shall make available to the Committee charged with the administration of each fund and/or activity that portion of the Multiple District dues allocated to each fund and/or activity, plus any fees, ticket sales, tail-twister fines and other miscellaneous income resulting from the activities of the Committee in administering the fund and/or activity **plus any council-approved allocation from the General Administrative Contingency Fund.**

Now redundant **DELET**

In the event that there are insufficient monies in a fund to liquidate excess expenditures, then transfers of monies between funds may be authorized, but only in accordance with the provisions of Article V, Section 5 (e) of the Constitution and Article II, Section 1 (k), 1 (1), and 1 (m) of the Bylaws.

Now redundant **DELET**

h Consider the funds held in reserve for the support of a candidate for International Office sponsored by Multiple District 22 as exempt from subparagraphs f, g, and k of this section.

k. When conditions warrant, prepare a motion to be placed before the delegates for consideration at the following Multiple District Convention, requesting a right to disburse more finds than is permitted under ARTICLE V, Section 6 (e) of this Multiple District Constitution. The motion shall be voted on by the certified delegates at the final Multiple District business session. Notice of the intent to submit such a motion with a copy of said motion itself shall be sent to each Club in the Multiple District at least thirty (30) days prior to the Multiple District Convention at which it is to be voted upon. However in an emergency situation, the Council of Governors may submit such a motion for consideration at the Multiple District Convention without regard to the normal thirty (30) days Club notification requirement if the said motion is read to the delegates attending the Multiple District Convention at two of the business sessions of the Multiple District prior to the convening of the Multiple District business session at which the question shall be considered

l. When conditions warrant, the Council of Governors may request and act upon permission to disburse more finds than is permitted under ARTICLE V, Section 6 (e) of this Multiple District Constitution, from the Multiple District Finance Committee which is called for in sub-paragraph m, of this Section. Action of the Multiple District Finance Committee must be reported to the delegates attending the next Multiple District Convention.