

CHAPTER VIII

COUNCIL OF GOVERNORS

- A. The MD19 Council of Governors (hereafter referred to as the Council), shall supervise the administration of all MD19 affairs through established MD19 policies as described in the MD19 Council of Governors Policy Manual, MD19 Constitution and By-Laws and powers granted through Lions Clubs International's Board of Directors Policy Manual and the International Association of Lions Clubs Constitution and By-Laws.
- B. The MD19 business dress standard (uniform) for the 21 members of the Council of Governors shall be:
1. The 1st Vice District Governors and the Vice Council Chairperson shall, by majority decision, determine the color of the blazer and the color of slacks for the men and skirts/slacks for the ladies prior to their first Council of Governors meeting. See No. 2 for the balance of dress.
 2. The standard, if not changed by No. 1, shall be navy blue blazer, grey slacks, white dress shirt, MD19 tie and black shoes for the men and navy blue blazer, grey skirts/slacks, white blouse, MD19 scarf and black shoes for the ladies.
 3. This uniform will be worn at MD19 Council Meetings (workshops excluded), MD19 Conventions, General Sessions, and other appropriate official meetings.
 4. It is recommended that this dress standard also be followed when the District Governors make their official visits to their clubs other than the use of the MD19 tie.
- C. The MD19 Constitution defines Council responsibilities as:
1. Direction and control of the Multiple District, Article V
 2. Convention, Article VI
 3. Budget and Finance, Article VII
 4. Amendments, Article VIII
- D. The MD19 By-Laws defines Council responsibilities as:
1. Direction and control of M.D., Article II 'BL', Section 1. a. and b.
 2. Executive Secretary/Treasurer Article II 'BL', Section 5
 3. Convention Commission, Article III 'BL', Section 1. a and b.
 4. Amendments, Article XII 'BL'.
- E. The membership makeup of the Council is described fully in MD19 Constitution and By-Laws Article IV Section 1 and in Article III 'BL' Section 1.
- F. Election requirements for new members of the Council is addressed in the MD19 Constitution and By-Laws as follows:
1. District Governors, Article XIII 'BL'
 2. Vice Council Chairperson, Article VIII 'BL'
- G. The term of office of a District Governor is addressed in the MD19 Constitution and By-Laws, Article XIII 'BL'. All other Council Members have terms coinciding with the terms of seated District Governors.
- H. **COUNCIL CHAIRPERSON:**
1. The Council Chairperson shall be the presiding officer at all meetings of the Council and perform all duties listed in the Constitution and By-Laws.
 2. The Council Chairperson shall be the presiding officer at the MD19 Fall Forum and Annual Convention.
 3. The Council Chairperson shall be an ex-officio member of all MD19 Committees.
 4. The Council Chairperson shall be the liaison between the Council and the MD19 Executive Secretary/Treasurer.
 5. The Council Chairperson shall be empowered to act on behalf of the Executive Secretary/Treasurer if that person should be temporarily unavailable to perform the duties of said office.
 6. The Council Chairperson shall be responsible for the MD19 delegation at the USA/CANADA Forum and International Convention. The Council Chairperson may appoint a designee to serve in his/her absence.

7. The Council Chairperson shall instruct the Executive Secretary/Treasurer to send notices of all upcoming Council Meetings both regular and special, including agendas, to all members of the Council and to other Lions impacted. **NOTE: NOTICES OF ALL MEETINGS IS ADDRESSED BELOW IN 'K'.** The agenda as sent may only be changed at the meeting by a majority vote of the Council.

I. IMMEDIATE PAST COUNCIL CHAIRPERSON:

1. The Immediate Past Council Chairperson will serve on the Council Of Governors.
2. The Immediate Past Council Chairperson will serve as the MD19 Chairperson of the Lions Clubs International Foundations (LCIF).
3. The Immediate Past Council Chairperson will serve as a Board Member of the MD19 Lions Service and Leadership Development Foundation.

J. VICE COUNCIL CHAIRPERSON:

1. The Vice Council Chairperson is invited to attend the District Governor Elect and 1st Vice District Governor Elect School.
2. The Vice Council Chairperson will perform such duties as assigned by the Council Chairperson. MD19 Constitution and By-Laws Article II "BL" "Duties of Officers".
3. The Vice Council Chairperson shall assume all responsibilities of the Council Chairperson in that person's absence.
4. The Vice Council Chairperson is the Facilitator of the MD19 LEM/PRR Team. Based on the input given by the Team, he/she will create the meeting agenda and set the date and place for the meetings. Notice of the meeting date, time and place will be mailed, faxed and/or emailed to all participants at least 15 days prior to the meeting along with the agenda.
5. The Vice Council Chairperson is a member of the following MD19 Committees and should attend their meetings:
 - a. Constitution & By-Laws IV-6
 - b. Budget and Finance IV-4
 - c. Strategic Planning IV-29
 - d. Policy Manual IV-28

The Vice Council Chairperson is an ex-officio member of the International Participation Committee IV-13 and is encouraged to attend their meetings.

6. The Vice Council Chairperson will receive from the Multiple District 19 Office a list of MD19 Cabinet vacancies to be appointed for his/her year. The Vice Council Chairperson will appoint members and/or a Chairperson for each of the MD19 Committees, with the exception of the MD19 Policy Manual Committee member, which is appointed by the 1st Vice District Governors. The Vice Council Chairperson shall ensure that all Committees Chairpersons and Committee Members have been informed of their respective offices and have been instructed as to their responsibilities in advance of their taking office.
 7. The Vice Council Chairperson (Council Chairperson Elect) will preside over the special Council of Governors' meeting held on the Sunday morning immediately following the Annual Convention. In addition to the Vice Council Chairperson (Council Chairperson Elect), this meeting will be attended by the seated Council Chairperson, Vice Council Chairperson Elect, the seated District Governors and District Governors Elect of the nine (9) Sub-Districts of the Multiple District 19. At this meeting, the Vice Council Chairperson (Council Chairperson Elect) will present the list of appointments to the Council for their approval.
 8. The Vice Council Chairperson (Council Chairperson Elect) will be the presiding Officer for the following:
 - a. MD19 Delegation at the International Parade VI-6.
 - b. MD19 Caucus when it is not held in conjunction with other Multiple Districts VI-6.
- K. EXECUTIVE SECRETARY/TREASURER:** The appointment, term, and review shall be as addressed in the MD19 Constitution and By-Laws, Article II 'BL' Section 5 and Policy Manual Chapter X.

L. MEETINGS:

1. **REGULAR MEETINGS:** There shall be three (3) regularly scheduled meetings of the Council during each fiscal year. One meeting will be held in conjunction with the Fall Annual Convention; a second meeting will be held in February, not on the same weekend as a district Conference; a third meeting will be held in June

prior to the Annual Lions International Convention. MD19 committee appointments will be approved at the third Council Meeting.

2. **SPECIAL MEETINGS:** Special meetings may be called by the Council Chairperson and/or any three (3) seated District Governors.
 3. **NOTICE OF ALL MEETINGS:** Notices of all meetings, both regular and special stating time, location and purpose (agenda) shall be mailed FAXed, or Emailed, to all members of the Council and to all other Lions impacted by said meeting no later than fifteen (15) days prior to date of said meeting. Recipients of Email need to reply that they have received said Email.
 4. **INFORMATION ONLY MEETING:** The Council shall be allowed to hold an 'Information Only Meeting' session, specific to agenda items of the immediately upcoming Council Meeting, prior to any Council Meeting.
 9. Regular and special meetings of the Council are open to all Lions except when the Council is in executive session.
 10. Complete minutes, reports and Council action shall be recorded and mailed to all members of the Council no later than thirty (30) days following the adjournment of said Council Meeting.
- M. **QUORUM:** A quorum shall be a majority of the total number of members of the Council.
- N. **VOTING:** Each Council Member in attendance shall have one (1) vote on all matters.
- O. **SPECIAL PROTOCOL AND COURTESIES:**
1. At any regular or special Council Meeting, the members of the Council, or others in attendance, when addressing said body shall stand, identify themselves, state who they represent if applicable, office currently held and address their comments to the Council Chairperson or presiding officer.
 2. When called upon by the Council Chairperson to express a vote on a given issue the Council Members shall respond with a show of hands and/or by secret ballot, if so requested, as per 'Roberts Rules of Order Revised Edition'.
 3. Accepted dress code at all Council Meetings by members of the Council shall be as prescribed in paragraph B of this chapter. Acceptable dress for Partners in Service will be daytime dresses, suits and blouses or coordinated pant outfits for women and business suits or sports jackets and slacks with dress shirts and ties for men.
 4. In making reports to the Council of Governors, General Sessions, etc., it is unnecessary to address the entire head table. Once the head table and distinguished guests have been recognized, there is no need to address your remarks to them again.
 5. The word "Protocol" should not be substituted for the listing of names at the head table, honored guests etc. Meaning, do not get up and say, "Protocol" when addressing the Lions.
- P. **FISCAL RESPONSIBILITIES:** Although the Council handles no funds, it does have the fiscal responsibility of ensuring a commitment of funds necessary to ensure the funding of mandated programs as outlined within this MD19 Policy Manual.