

Dear MD-1 C&BL Committee Members,

As of this date, September 12, 2016, we have not been given any specific items from the Council of Governors to pursue with regards to the Constitution and By-Laws. However, I have received two items from a member of our committee, PCC Terry Knollenberg (1-H), which he wants us to discuss and deliberate.

**Item #1 – Long Range Planning Committee Chair Selection**

Our MD-1 By-Laws, Article III Standing Committees, Section 8 Long Range Planning Committee states, *“The Immediate Past Council Chairperson shall serve as Chairperson of this Committee. If none is available, then a Chairperson will be elected by the Committee.”*

Our MD-1 Policy Manual, Section IV State Committees, Long Range Planning Committee, Guidelines #2 states, *“The Immediate Past Council Chairperson shall serve as the Long Range Planning Committee Chairperson for the year following term as Council Chairperson. In keeping with MD-1 By-Laws Article III, Section 7 (needs to be corrected to read Section 8), in the event the Immediate Past Council Chairperson’s District has a 2nd year member serving on the Committee, the Chairperson shall be elected from within the Committee to serve one year.”*

The two documents both state that the Immediate Past Council Chairperson shall serve as Chairperson. However, the Policy Manual goes on to further clarify that if the district representative from the Immediate Past Council Chair’s district is serving his/her second year on the committee, then the Chair is to be selected from within the committee.

A couple of years ago, this issue came up and I, as the MD-1 C&BL Chair, was asked my opinion of what the Council should do because the LRPC had a second year representative from the same district as the Immediate Council Chair. I presented my opinion at that time that the By-Laws and the Policy Manual stated the same thing, but that the Policy Manual went on to explain what should be done under a specific situation (2<sup>nd</sup> year representative from the same district as the Immediate Past Council Chair). I did not believe there was any conflict, just further explanation from the Policy Manual. The Council, at that time, went with the Policy Manual clarification provision and chose a Chairperson from within the committee.

This year the same situation came up. Prior to the end of the 2015-2016 fiscal year, CC Steve Anton asked me about this same situation because District 1-A would have a second year representative on the committee when he became an Immediate Past Council Chair. I told him back then, (in the spring) that I still did not think there was an issue, however, since LCI was beginning to stress the Supremacy provision in its Constitution and By Laws, I suggested that we do the same and I gave him my opinion that the MD-1 Constitution and By-Laws would reign supreme over the Policy Manual in the case of any conflicts or discrepancies, and as a result, I suggested that the Immediate Past Council Chair should be named the Chairperson of the Long Range Planning Committee, as per our By-Laws. I further suggested that the Council consider taking out the phrase in Guideline #2 of the Long Range Planning Committee description in Section IV of the Policy Manual since I did not know of any significant reason why it was there in the first place. The Council did not take any action on deleting this guideline prior to their leaving office.

Current Council Chair Mark Williams inquired about this issue prior to the start of the 2016-2017 fiscal year. I explained my opinion and reasoning. He reminded me that a few years earlier I suggested to the Council at that time that they should follow the clarification provision in the By-Laws. He felt the Council this year should do the same and follow my earlier opinion. He since has stated that he has had conversations with LCI Legal regarding this and said they concurred that they should follow the Policy Manual clarification provision. As a result, during its August Council meeting, the Council accepted a Chairperson from within the Committee.

On September 1<sup>st</sup>, I emailed Amy Pena, manager of the LCI Legal Division and posed this situation to her requesting her opinion. I received a reply on September 7 from David Kingsbury of the LCI Legal Division. Excerpts from his email response are below...

*“With respect to the Long Range Planning Committee matter, both CC Williams and DG Tapper have stated their differing interpretations of the language provided in the policy and the MD-1 Constitution and By-Laws. As a practical matter, while the Constitution and By-Laws may provide guidance generally, the policies and procedures tend to provide more detail. In that regard, so long as the policies and procedures are not inconsistent with the Constitution and By-Laws it would be appropriate to follow the guidance of the policies and procedures. However, in this case, it appears there’s a question as to whether the documents are consistent, so the question becomes a matter of interpretation. If a dispute arises regarding respective multiple district’s constitution and by-laws, this matter must be resolved under the Multiple District Dispute Resolution Procedure (MDDRP).”*

*“As this matter is related to the interpretation of the MD-1 Constitution and By-Laws, the parties have been instructed that if they cannot reach an amicable resolution in this matter, a complaint must be filed under the MDDRP so that a team of conciliators can resolve this.”*

I have duplicated the MDDRP below direct from the LCI Board Policy Manual. Please note that the procedure must be initiated either by a club or district, and a \$750 filing fee must accompany the paperwork.

## **5. Multiple District Dispute Resolution Procedure**

### **A. Disputes Subject to Procedure**

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the multiple district constitution and by-laws, or any policy or procedure adopted from time to time by the multiple district council of governors, or any other internal Lions multiple district matter that cannot be satisfactorily resolved through other means, arising between any clubs or sub-districts in the multiple district, or any club(s) or sub-district(s) and the multiple district administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, conciliators or the International Board of Directors (or its designee) upon a showing

of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

### **B. Complaints and Filing Fee**

Any Lions club in good standing or sub-district within the association (the “complainant”) may file a written request with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer (a “complaint”), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club or cabinet secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club or district cabinet. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the multiple district which shall be submitted to the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the multiple district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the multiple district, unless established multiple district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

It is my suggestion that we do not encourage any club or district to move forward with the dispute procedure. Besides the cost to the club or district, by the time the process completes its course, the year will be half over and no matter who the Chairperson is/was, not much would get accomplished. I would also suggest that we instruct the Council to eliminate Guideline #2 in the Policy Manual that seems to be causing all of the problems.

## **What is the opinion of Committee Members?**

## **Item #2 – Electronic Meetings**

The Lions of Illinois, Inc. Policy Manual and Budget (Revised 2015-2016) contains on Page 11 under Council Meetings Conducted Electronically language that is not recommended by Roberts Rules of Order Newly Revised, 11<sup>th</sup> Edition. I also can find nothing in our Lions of Illinois Constitution and By-Laws allowing electronic meetings.

I believe an amendment to our Constitution and By-Laws is in order, the Constitution and By-Laws Committee should draft such an amendment and present it to the Council of Governors for consideration. It should also be suggested the language in our Policy Manual be replaced with language referencing the appropriate section of our Constitution and By-Laws.

## **Robert's Rules of Order Newly Revised, 11<sup>th</sup> Edition**

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### **Electronic Meetings**

**EXTENSION OF PARLIAMENTARY LAW TO ELECTRONIC MEETINGS.** Except as authorized in the bylaws, the business of an organization or board can be validly transacted only at a regular or properly called meeting—that is, as defined on pages 81–82, a single official gathering in one room or area—of the assembly of its members at which a quorum is present. Among some organizations, there is an increasing preference, especially in the case of a relatively small board or other assembly, to transact business at electronic meetings—that is, at meetings at which, rather than all participating members being physically present in one room or area as in traditional (or "face-to-face") meetings, some or all of them communicate with the others through electronic means such as the Internet or by telephone. A group that holds such alternative meetings does not lose its character as a deliberative assembly (see pp. 1–2) so long as the meetings provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area. Under such conditions, an electronic meeting that is properly authorized in the bylaws is treated as though it were a meeting at which all the members who are participating are actually present.

If electronic meetings are to be authorized, it is advisable to adopt additional rules pertaining to their conduct (see Additional Rules for the Conduct of Electronic Meetings, below).

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**TYPES OF ELECTRONIC MEETINGS.** Various provisions for electronic meetings are possible, so that more than the minimum standard of an audioconference may be required. Thus, if the bylaws provide for meeting by videoconference (but not merely by "teleconference" or "audioconference"), the meeting must be conducted by a technology that allows all participating members to see each other, as well as to hear each other, at the same time. Provision may also be made for the use of additional collaborative technology to aid in the conduct of a meeting.

It is important to understand that, regardless of the technology used, the opportunity for simultaneous aural communication is essential to the deliberative character of the meeting.

Therefore, a group that attempts to conduct the deliberative process in writing (such as by postal mail, e-mail, "chat rooms," or fax)—which is not recommended—does not constitute a deliberative assembly. Any such effort may achieve a consultative character, but it is foreign to the deliberative process as understood under parliamentary law.

**ELECTRONIC MEETINGS IN COMMITTEES.** As in the case of a board or any assembly, committees that are expressly established by the bylaws can hold a valid electronic meeting only if authorized in the bylaws to do so. A committee that is not expressly established by the bylaws,

however, may instead be authorized by a standing rule of the parent body or organization, or by the motion establishing the particular committee, to hold electronic meetings.

**ADDITIONAL RULES FOR THE CONDUCT OF ELECTRONIC MEETINGS.** If an organization authorizes its assembly, boards, or committees to hold electronic meetings, such a provision should indicate whether members who are not present in person have the right to participate by electronic means, or whether the body may choose to allow

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or disallow such participation; and, conversely, whether there is required to be a central location for members who wish to attend meetings in person. The notice of an electronic meeting must include an adequate description of how to participate in it (for example, the telephone number to call for a teleconference must be provided). Various additional rules (in the bylaws, special rules of order, standing rules, or instructions to a committee, as appropriate) may also be necessary or advisable regarding the conduct of electronic meetings, such as rules relating to:

- the type of equipment or computer software required for participation in meetings, whether the organization must provide such equipment or software, and contingencies for technical difficulties or malfunctions;
- methods for determining the presence of a quorum;
- the conditions under which a member may raise a point of order doubting the presence of a quorum, and the conditions under which the continued presence of a quorum is presumed if no such point of order is raised;
- methods for seeking recognition and obtaining the floor;
- means by which motions may be submitted in writing during a meeting; and
- methods for taking and verifying votes.

In addition, depending on the character of the organization, it may be advisable to adopt provisions for ensuring that nonmembers cannot participate in meetings (unless properly invited to do so), especially during any meeting or portion of a meeting held in executive session.

## **Lions of Illinois, Inc. Policy Manual and Budget (Revised 2015-2016)**

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### **Council Meetings Conducted Electronically**

Roberts Rules of Order shall apply to all Council meetings conducted electronically via email. However, due to the unique circumstances presented by using email to conduct a Council meeting, the Council and Council Chairperson shall adhere to the following policy:

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A. Every Governor, the Council Chairperson, the Council Parliamentarian, and the State Secretary-Treasurer shall be included recipients of all emails exchanged in the course of Council-conducted electronic meetings.

B. After a motion has been properly made and seconded and the Council Chairperson has declared the question, the Council Chairperson shall declare and provide a 24 hour period for discussion.

C. Following the 24 hour period for discussion, the Council Chairperson shall declare and provide a 24 hour period for yea votes to be cast via email.

D. Following the 24 hour period for yea votes to be cast, the Council Chairperson shall then declare and provide a 24 hour period for nay votes to be cast via email.

E. Upon conclusion of the 24 hour period for nay votes to be cast, all yea and nay votes cast on the motion before the Council shall be tallied and the Council Chairperson shall announce the total yea votes and nay votes and declare the motion as passed or failed.

Should we move forward with a proposed amendment?

**What is the Opinion of the Committee Members?**

Please let me know your thoughts on both of these items ASAP. I think two weeks should be adequate time. So please respond back "Reply All" by September 26.

Thank you in advance for your consideration.

PID Bud Wahl  
MD-1 C&BL Chair