

CHAPTER XXV
DISPUTE RESOLUTION PROCEDURES

A. CLUB DISPUTE RESOLUTION PROCEDURE

1. Disputes Subject to Procedure

All disputes arising between any member or members, or a former member or members, and the club, or any officer on the board of the club, relative to membership, or the interpretation, breach of, or application of the club's constitution and by-laws, or the expulsion of any member from the club, or any other internal Lions club matter whatsoever which cannot be satisfactorily resolved through other means, shall be settled by dispute resolution. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, conciliator 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.

2. Request for Dispute Resolution and Filing Fee

Any party to the dispute may file a written request with the district governor (a "complaint") asking that dispute resolution take place. All requests for dispute resolution must be filed with the district governor within thirty (30) days after the member knew or should have known of the occurrence of the event upon which the request is based. A copy of the complaint shall be sent to the respondent(s). A complaint filed under this procedure must be accompanied by a US\$50.00 filing fee or its equivalent in the respective national currency, payable by each complainant to the district (single or sub-), which shall be submitted to the district governor at the time the complaint is filed. Each district (single or sub-) may determine whether a higher filing fee will be charged for filing a complaint under this procedure. Any such higher filing fee must be approved by majority vote of the district cabinet in advance of charging any fee for filing a complaint under this procedure and any such fee shall not exceed US\$250.00, or its equivalent in the respective national currency, payable to the district (single or sub-). The entire filing fee will be retained by the district (single or sub-) as an administrative fee and shall not be refunded to any party unless a refund procedure is approved by the district cabinet. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district (single or sub-), unless established district (single or sub-) 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.

3. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

4. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor and conciliator should be kept confidential to the extent possible.

5. Selection of Conciliator

Within fifteen (15) days of receipt of the complaint, the district governor shall appoint a neutral conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The district governor shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the district governor team (district governor, first vice district governor and second vice district governor) within ten (10) days of receiving the district governor's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties. If the district governor team determines by a majority decision, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the district governor team by a majority decision shall appoint a substitute conciliator who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, or from an adjacent district, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. Otherwise, the district governor team by a majority decision shall issue their denial of the objection(s) and confirm the appointment of the original conciliator, in writing, to all parties. The district governor team's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. The time limits in this Section 5 may not be shortened or extended by the district governor or the district governor team.

If the district governor does not appoint a conciliator to hear the dispute within fifteen (15) days of receipt of the complaint, the Legal Division will appoint a conciliator to hear the dispute. The conciliator shall be a past district governor who is currently a member in good standing of a club in good standing, in the district (single or sub-) in which the dispute arises, other than the club which is a party to the dispute, and who is impartial on the matter in dispute and without loyalties to any party to the dispute. The Legal Division shall notify the parties, in writing, of the name of the appointed conciliator. In the event an appointed conciliator is not acceptable to any party, the objecting party must submit a written statement to the Legal Division within ten (10) days of receiving the Legal Division's notice of appointment identifying all the reasons for such an objection. If no such objection is received, the conciliator shall be deemed acceptable to all parties.

If the Legal Division determines, in their sole discretion, that the party's written objection statement sufficiently demonstrates that the appointed conciliator lacks neutrality, the Legal Division shall appoint a substitute conciliator as provided above. Otherwise, the Legal Division shall issue his or her denial of the objection(s) and confirm the appointment of the original conciliator selected by the Legal Division, in writing, to all parties. The Legal Division's decision and appointment shall be determined within fifteen (15) days of receiving any party's written objection statement. Upon appointment, the conciliator shall have all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

6. Conciliation Meeting & Decision of Conciliator

Upon being appointed, the conciliator shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliator. The objective of the conciliator shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliator shall have the authority to issue his or her decision relative to the dispute. The conciliator shall issue the decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. A copy of the written decision shall be provided to all parties, the district governor and, upon request, to the Legal Division of Lions Clubs International. The decision of the conciliator must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliator constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

B. DISTRICT DISPUTE RESOLUTION PROCEDURE

1. Disputes Subject to Procedure

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the district (single or sub-) constitution and by-laws, or any policy or procedure adopted from time to time by the district (single or sub-) cabinet, or any other internal Lions district (single or sub-) matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district (single or sub-), or any club(s) and the district (single or sub-) 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 district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, 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.

2. Complaints and Filing Fee

Any Lions club in good standing within the association (the “complainant”) may file a written request with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor (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 secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club. 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 district (single or sub-) which shall be submitted to the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, 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 district (single or sub-) 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 district (single or sub-) 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 district (single or sub-) 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 district (single or sub-) 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 district (single or sub-), unless established district (single or sub-) 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.

3. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

4. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and conciliators should be kept confidential to the extent possible.

5. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably past district governors, who are currently members in good standing of clubs in good standing in the district (single or sub-) in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the district (single or sub-) in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who is a member of a club in good standing outside the respective district (single or sub-). In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the district (single or sub-) in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district (single or sub-) in which the dispute arises or from an adjacent district (single or sub-), whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, or the conciliators.

6. Conciliation Meeting & Decision of Conciliators

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are

unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

C. MULTIPLE DISTRICT DISPUTE RESOLUTION PROCEDURE

1. 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.

2. 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.

3. Response to Complaint

The respondent(s) to the complaint may file a written response to the complaint with the council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

4. Confidentiality

Once a complaint has been filed, communications between the complainant(s), respondent(s), council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, and conciliators should be kept confidential to the extent possible.

5. Selection of Conciliators

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator, who shall be a past district governor, preferably a past council chairperson, who is currently a member in good standing of a club in good standing,

other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. The selected conciliators shall select one (1) neutral conciliator who will serve as chairperson, and who shall be a past international director and is currently a member in good standing of a club in good standing in the multiple district in which the dispute arises, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. In the event there is no neutral past international director who may be selected from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure.

In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within the multiple district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who shall be a past international director and is a member of a club in good standing outside the respective multiple district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the multiple district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the multiple district in which the dispute arises or from an adjacent multiple district, whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not 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 or the conciliators.

6. Conciliation Meeting & Decision of Conciliators

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties.

The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the multiple district council chairperson or, in the event the complaint is directed against the council chairperson, the council secretary or council treasurer, the multiple district council of governors and to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

D. CONSTITUTIONAL COMPLAINTS PROCEDURE

1. All Constitutional Complaints Other Than District Governor/First and Second Vice District Governor Election Challenges

All complaints, claims, or grievances, herein referred to collectively as “Complaints,” arising under or concerning the interpretation, breach of, or application of either the International Association of Lions Clubs’ Constitution and By-Laws or any policy or procedure adopted from time to time by the International Board of Directors must, as a condition precedent to any court proceeding to interpret, enforce, or declare rights or obligations under any of the provisions of the Constitution or By-Laws, International Board Policy or any policy or procedure adopted from time to time by the International Board of Directors, be first presented to and determined according to the following procedure. Any club submitting a Complaint under this procedure, other than those which concern the election of a district governor or vice district governor which is heard under separate rules of procedure, must do so in compliance with and in a timely manner at each step of the procedure. Additionally, at each step of the procedure, 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. Failure to do so will preclude the further processing of the Complaint and constitute a waiver of all causes of action under either the Constitution and By-Laws, International Board Policy or any other policy or procedure adopted from time to time by the International Board of Directors, relating to that Complaint. If an appeal is not timely taken to the next Complaint Step, the Complaint and all matters relating to that Complaint will be final and binding based on the prior Complaint Step Decision.

2. Complaint Step One

A Complaint may be filed only by a Lions club or district (single, sub and multiple) in good standing within the association. Said Complaint must be presented in writing to the district (single or sub), with a copy to the Legal Division, in which the club is located within thirty (30) days after the Complainant knew or should have known of the occurrence of the event upon which the Complaint is based. The written Complaint should describe the nature of the issues and the requested remedy. The district governor or his designee shall thereafter provide a copy of the Complaint to the person against whom the Complaint requests a remedy, hereinafter referred to as the Respondent, and also to the international association, shall invite the Respondent to conciliate, and shall within thirty (30) days of receiving the Complaint review the Complaint and attempt to resolve the Complaint. The Complaint and all matters relating to the Complaint will be deemed waived if the Complainant refuses to conciliate. The district shall utilize its best efforts to conciliate the Complaint. If such conciliation is unsuccessful, the district shall notify the Complainant, the Respondent, and the Legal Division in writing of the status of the unsuccessful conciliation and provide the Complainant and the international association a Notice of Failure of Conciliation.

A Complaint filed under Complaint Step One must be accompanied by a US\$250.00 filing fee, or its equivalent in the respective national currency, payable by each Complainant to the district which shall be submitted to the district governor at the time the Complaint is filed. In the event the Complaint is settled or withdrawn during the conciliation efforts, US\$100.00 shall be retained by the district as an administrative fee and US\$75.00 shall be refunded to the Complainant and US\$75.00 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 or withdrawn during Complaint Step One 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 district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to Complaint Step One are the responsibility of the district, unless established 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.

3. Complaint Step Two

Within ten (10) days of receipt of the district's Notice of Failure of Conciliation, the Complainant, if it wishes to pursue said complaint, must file a written Complaint Notice with the multiple district, with a copy to the Legal Division, in which the club is located. The Complaint Notice shall explain the factual basis of the Complaint, the surrounding circumstances, and the remedy that the Complainant requests. The Complainant shall submit with its Complaint Notice all documents and other written submissions, including affidavits, relevant to or in support of the Complainant. Within fifteen (15) days of its receipt of the Complaint Notice, the multiple district council chairperson or its designee shall provide a copy of the Complaint Notice and its attachments to the Respondent against whom the Complainant has requested a remedy and also a copy to the international association. The Respondent shall thereafter be provided forty-five (45) days within which to submit a written Response responding to the Complaint Notice. The

Respondent's Response shall respond to the factual allegations set forth in the Complaint, provide copies of pertinent documents, including affidavits, and where appropriate, suggest an appropriate remedy. Within forty-five (45) days of the receipt of the Respondent's Response to the Complaint Notice, the multiple district council of governors shall appoint a committee of at least three neutral (3) members to investigate the Complaint Notice and Response. The committee members shall be past district governors, who are currently members in good standing of clubs in good standing, other than a club which is a party to the dispute, in the multiple district in which the dispute arises, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon appointment, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. In investigating, the committee may request documents from the Complainant, the Respondent, or non-participants in the Complaint Procedure, interview witnesses, and use other investigatory devices. Within forty-five (45) days of completion of its investigation, the committee shall review the written submissions from the Complainant and Respondent and the information from its investigation and shall thereafter issue to the Complainant and Respondent, as well as a copy to the Legal Division, a written Multiple District Decision resolving the issues raised by the Complaint Notice. The written decision shall be signed by all the committee members, with the dissent of any committee member properly noted. The decision of the committee members must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors, and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee. A Complaint filed under Complaint Step Two must be accompanied by a US\$250.00 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 at the time the Complaint is filed. In the event the Complaint is settled or withdrawn prior to a final decision by the appointed committee, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$75.00 shall be refunded to the Complainant and US\$75.00 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 appointed committee finds 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\$150.00 shall be refunded to the Complainant. In the event the appointed committee denies the complaint for any reason, US\$100.00 shall be retained by the multiple district as an administrative fee and US\$150.00 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 Complaint Step Two 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.

4. **Complaint Step Three**

If either the Complainant or Respondent is not satisfied with the Multiple District Decision, within thirty (30) days of its receipt of the Multiple District Decision, it shall file an appeal notice with the international association describing the nature of the issues and the requested remedy. The party against whom the remedy is requested and international association shall be provided a copy of the Appeal Notice.

A Complaint or Appeal filed under Complaint Step Three must be accompanied by a US\$250.00 filing fee, or its equivalent in the respective national currency, payable by each Complainant to the international association which shall be submitted to the Legal Division at the time the appeal is filed. In the event the Complaint/Appeal is settled or withdrawn prior to any notice, meeting or decision as provided under Complaint Steps Three or Four, US\$100.00 shall be retained by the international association as an administrative fee and US\$75.00 shall be refunded to the Complainant and US\$75.00 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/Appeal is not settled or withdrawn prior to any notice, meeting or decision as provided under Complaint Steps Three or Four, then the entire fee will be automatically retained by the international association as an administrative fee and shall not be refunded to any party.

Said Appeal shall be processed in accordance with the following Rules of Procedure:

- a. Within thirty (30) days of the receipt of the Appeal Notice, the international association shall arrange a fact finding conference between the Complainant and the Respondent. The conference shall be conducted by the international association's executive administrator or such other staff members of the international association that the executive administrator shall designate. If the Respondent is the executive administrator, the Appeal Notice shall be presented to any executive officer of the international association who shall thereafter conduct the fact finding conference. During that conference the executive administrator or his designee will attempt, if possible, to resolve the issues raised by the Appeal Notice. If within fifteen (15) days thereafter, the executive administrator or his designees are not able to otherwise resolve the issues raised by the Appeal Notice to the satisfaction of either the Complainant or Respondent, the Complainant, Respondent, and the Legal Division shall be provided a Notice of Failure to Resolve Appeal Notice.
- b. Within thirty (30) days of their receipt of the Notice of Failure to Resolve Appeal Notice, either the Complainant or Respondent shall request in writing that the International Board of Directors review the issues and make a decision through a Review and Conciliation Committee.
- c. **Multiple District Constitutional Complaint**
A complaint may be filed by a multiple district in good standing within the association and must be presented in writing to the International Board of Directors within thirty (30) days after the complainant knew or should have known of the

occurrence of the event upon which the complaint is based. The written complaint should describe the nature of the issues and the requested remedy. The multiple district should request in writing that the International Board of Directors review the issues and make a decision through a Review and Conciliation Committee.

Selecting the Review & Conciliation Committee

The Review and Conciliation Committee shall be the Constitution and By-Laws Committee of the International Board of Directors. The committee may add, within forty-five (45) days of its receipt of Notice of Failure to Resolve Appeal Notice, up to two (2) additional members in good standing of a Lions club, if in the committee's opinion members with special expertise are necessary to conciliate the matter. The members of the Review and Conciliation Committee shall designate a chairman who shall coordinate the committee's functions, including developing and fixing agendas and scheduling sessions for the committee, maintaining order, developing recommendations, assigning roles to panel members, resolving procedural issues, explaining settlement options, determining the suitability and number of witnesses, and addressing any other concerns of either the Complainant or Respondent.

Scheduling of the Review and Conciliation Committee

Within thirty (30) days of the selection of the Review and Conciliation Committee, the Review and Conciliation Committee shall notify the Complainant, Respondent, and the international association of (a) the time, date and location when the Review and Conciliation Committee will meet; (b) the names and titles of the five committee members; (c) the opportunity for the Complainant and Respondent to present its case at that meeting, including (1) the opportunity to be represented by counsel at its expense; (2) the opportunity to discover documents and information prior to the meeting; (3) the opportunity to present written documents as evidence; (4) the opportunity to present oral testimony by witnesses; (5) the opportunity to orally argue its case during the meeting; (6) the opportunity to submit written arguments prior to and at the close of the Review and Conciliation Committee meeting; and (7) the opportunity to submit written arguments replying to written arguments submitted by the opposing party.

Functions and Authority of the Review and Conciliation Committee

The Review and Conciliation Committee shall review the facts and circumstances pertaining to the Appeal Notice and may, at its discretion, call its own witnesses at the meeting and request documents and information.

The Review and Conciliation Committee's Decision

Within sixty (60) days after the conclusion of the Review and Conciliation Committee meeting and the receipt of all written arguments by the Complainant and Respondent, the Review and Conciliation Committee shall issue a written Review and Conciliation Committee Decision. The Review and Conciliation Committee may affirm, reverse or

modify the Multiple District Decision; may describe what appropriate action is warranted; may decide that compensation for damages or affirmative relief is warranted; and may decide that either the Complainant or Respondent should pay the reasonable attorney's fees and costs the other party incurred in prosecuting or defending the Complaint, Multiple District Decision, or Appeal Notice. The Review and Conciliation Committee's Decision may not exceed the issues raised in the Appeal Notice. A copy of the Review and Conciliation Committee Decision shall be provided the Complainant, the Respondent, and the international association.

5. Complaint Step Four

If either the Complainant or Respondent is not satisfied with the Review and Conciliation Committee Decision, it shall, within thirty (30) days of receipt of that Decision, file with the international association a Request to Review requesting that the association's International Board of Directors review the Review and Conciliation Committee Decision. The Complainant and the Respondent shall, within forty-five (45) days thereafter, simultaneously provide forty-five copies (45) of any additional written argument or documents to the association's International Board of Directors. Provided that said request to review is received at the international office at least thirty (30) days prior to the date of the next regularly scheduled meeting, the association's International Board of Directors shall there after review the Review and Conciliation Committee's Decision and all additional written arguments or documents either the Complainant or Respondent has provided and, within sixty (60) days of its meeting, issue an International Board of Directors' Decision. In the event that said request is not received at least thirty (30) days prior to the next regularly scheduled meeting, the international board reserves the right to hear the matter at a subsequent meeting. The International Board of Directors' Decision will be final and binding on the Complainant and Respondent.

6. Additional Procedures

- a. The International Board of Directors reserves the right to expedite this procedure, including the elimination of one or more complaint step(s), upon a showing of good cause. Within the time allowed for filing a Complaint or Appeal at any Complaint Step provided under this procedure, any Complainant or Respondent may submit a written request to the Legal Division of the international association for approval to eliminate one or more complaint step(s), providing all reasons for such request, which shall be reviewed by and decided in the sole discretion of the Chairperson of the Constitution and By-Laws Committee of the International Board of Directors.
- b. Any time limits specified in this procedure may be shortened or extended upon a showing of good cause by the assigned decision maker at the specified Complaint Step stage.

- c. Review and Conciliation Committee members shall be reimbursed in accordance with the International Association Rules of Audit for reasonable expenses they may incur in participating in the Review and Conciliation Committee.
- d. The Complainant and Respondent shall not pursue administrative or judicial actions during the complaint process.
- e. Prior to the meeting of the Review and Conciliation Committee, each party will be given a reasonable opportunity to review the documents submitted by the other party and submit additional documents. All documents that will be presented as evidence must be submitted to the Review and Conciliation Committee at least ten (10) days in advance of the Review and Conciliation Committee meeting.
- f. Either the Complainant or Respondent may be represented by counsel at any Complaint Step stage.

E. DISTRICT GOVERNOR AND FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION COMPLAINTS PROCEDURE

The following rules of procedure shall apply for hearing constitutional complaints concerning district governor/first and second vice district governor elections irregularities:

Document Distribution Guidelines: The party/parties to the complaint shall deliver all documents and related copies to the Legal Division at the International Office for distribution to the members of the Constitution and By-Laws Committee and the International Board of Directors. The party/parties to the complaint process shall not distribute documents directly to individual Directors or Executive Officers.

1. Complaint

- a. A complaint may be filed by the unsuccessful candidate seeking election to the office of district governor/first or second vice district governor at the district election being contested. The complaint filed by the unsuccessful candidate must be accompanied by a resolution of support for filing the complaint by the Lions club of the unsuccessful candidate. Alternatively, a complaint may be filed by a majority of the Lions clubs in good standing in the district. The complaint must be accompanied by a resolution of support for filing the complaint by each of the clubs filing in the district.
- b. The initial notice of complaint, stating the reasons for the protest, must be received by fax, e-mail or other writing at the International Office within five (5) business days of said election. PROVIDED, however, that formal complaint documents shall conform to the format provided in Part E and be submitted within five (5) business days of the filing of the initial notice of complaint.
- c. Must conform to the format in Section 5.

- d. District Governor election complaints must be accompanied by US\$1,000.00 filing fee, or its equivalent in the respective national currency. In the event the complaint is withdrawn prior to the meeting at which the complaint is reviewed by Constitution and By-Laws Committee of the International Board of Directors, US\$200.00 shall be retained by the International Office as an administrative fee and US\$400.00 shall be refunded to the complainant and US\$400.00 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 International Board of Directors finds the complaint to have merit and the complainant is upheld, US\$350.00 shall be retained by the International Office as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the International Board of Directors denies the complaint, the filing fee will not be refunded.
- e. First or Second Vice District Governor election complaints must be accompanied by US\$1,000.00 filing fee, or its equivalent in the respective national currency. In the event the complaint is withdrawn prior to the consideration of the complaint by the International Board of Directors, US\$200.00 shall be retained by the International Office as an administrative fee and US\$400.00 shall be refunded to the complainant and US\$400.00 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 International Board of Directors finds the complaint to have merit and the complainant is upheld, US\$350.00 shall be retained by the International Office as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the International Board of Directors denies the complaint, the filing fee will not be refunded.
- f. Copy of the complaint and any supporting documentation must be forwarded by complainant at the same time and by the same method of communication to the party/parties complained of. Upon receipt of any such complaint, the Legal Division, where feasible, may furnish a copy of the complaint to said party/parties. In no event shall this relieve the complainant of his/her responsibility. Verification of forwarding the complaint to the party/parties complained of shall be produced with the filing of the complaint. Failure to provide verification may result in the complaint being returned as non-compliant or being denied.

2. Response

- a. Response to the complaint must originate from party/parties complained of only and shall conform to the format provided in Part E herein and be received by the International Office within the time permitted as set by the Legal Division, which shall be no less than 10 days from date of request. PROVIDED, however, the general counsel in consultation with the chairperson of the Constitution and By-Laws Committee may permit for good cause the faxing of said response and/or extend by five (5) additional days the filing date of any response.
- b. The response shall include a copy of the official minutes of the convention where the election was conducted, and copies of any applicable district constitution and by-laws

and convention election rules and/or voting requirements. The minutes shall include a report of the district convention election procedures and voting results, and shall be certified as to accuracy by the district governor and district cabinet secretary. The Legal Division may require additional documents in response to the complaint. Such documents shall be submitted within the time permitted as set by the Legal Division, which shall be no less than 10 days from date of request.

- c. Copy of the response and any supporting documentation must be forwarded by the responding party at the same time and by the same method of communication to the respondent. Upon receipt of any such response, the Legal Division, where feasible, may furnish a copy of the response to said party/parties. In no event shall this relieve the complainant of his/her responsibility. Verification of forwarding the response to the complainant shall be produced with the filing of the response. Failure to provide verification may result in the response being returned as non-compliant or being denied.

3. Reply to Response

- a. A reply to the response may be filed by the complaining party and must be received by the International Office within five (5) business days after receipt of the response. A reply shall be limited to five (5) pages in accordance with the format requirements provided in Part E herein. No additional documents will be accepted. The reply should address issues raised, if any, in the response and must not repeat allegations already contained in the complaint.
- b. Copy of the reply must be forwarded by complainant at the same time and by the same method of communication to the party/parties complained of. Upon receipt of any such reply, the Legal Division, where feasible, may furnish a copy of the reply to said party/parties. In no event shall this relieve the complainant of his/her responsibility. Verification of forwarding the reply to the party/parties complained of shall be produced with the filing of the reply. Failure to provide verification may result in the reply being returned as non-compliant or being denied.

4. Response from Non-Party

The Legal Division may consider that any response or input from anyone other than a party to the complaint as peripheral and/or non-complying and may be returned and/or acknowledged as such.

5. Format of Complaint, Response and Reply

- a. The original complaint shall contain the following parts in the order listed: (a) statement of facts necessary to the understanding of the complaint, stated accurately and fairly; (b) argument containing the contentions of the party/parties and reasons therefore; (c) a short conclusion stating the relief sought.

- b. The text of every document including any appendix shall appear in 12 point or larger type (pica type, 10 pitch if typewritten). Footnotes shall appear in 9 point or larger type (elite type, 12 pitch if typewritten). Documents may not be reduced or typeface condensed to increase content of document. Photographically reduced documents shall not be considered and shall be returned to the sender. Every document shall be produced on opaque paper 8 ½ by 11 inches, or A/4, double spaced with three fourths (3/4) inch margin on all sides and shall be stapled or bound at the upper left hand corner. Documents may be printed on one side of the page only.
- c. The complaint and response shall not exceed ten (10) pages with five (5) optional pages of support documentation, and the reply to the response shall not exceed five (5) pages and no additional documentation will accepted. Each page shall be numbered sequentially as part of the total page limit (for example, page one of ten, page two of ten). Requests to exceed these page limits, or otherwise provide additional supporting documents, will be denied. Exclusive of page limitations, a single cover page must contain from the top of the page: (a) the district number; (b) the name, address, e-mail address and fax number of the complaining party; (c) name, address, e-mail address and fax number of the party/parties complained of; (d) election date; and, (e) election results including vote tabulation.
- d. At the close of the document submitted, the original signature of the party submitting the document shall appear directly below the following statement: "I hereby agree that the decision of the International Board of Directors shall be final and binding." In addition, each page of the document shall be initialed by the submitting party. Further, in the event the complaint is filed by electronic means, the complainant must include a statement certifying that the documents submitted by electronic means are a true and correct copy of the original.
- e. The Legal Division shall not accept for consideration any document that is not in compliance with these guidelines but shall return it indicating to the party any failure to comply. The document, however, shall be deemed timely filed provided that a proper document is substituted promptly. The International Board of Directors, through the Constitution and By-Laws Committee, may refuse to consider any resubmitted document not filed in accordance with these guidelines. The International Board of Directors shall not be required to consider any complaint, response to said complaint, or reply to the response, which is not received in accordance with the above stated procedures or requirements. By filing a complaint, response or reply, the parties to the complaint agree to submit the matter for consideration by the International Board of Directors and further agree to abide by any and all decisions of said Board. The decision of the International Board of Directors shall be final and binding.

6. District Governor Elect Seminar

The parties involved in a District Governor election complaint are not eligible to attend the Lions Clubs International District Governor Elect Seminar until the International

Board of Directors adopts the election results for the district in which the complaint has arisen and declares that such results have become effective, or unless otherwise approved by the incoming International President. Each district (single, sub or multiple) may determine what district level training the parties to the complaint may attend to prepare for the upcoming fiscal year pending the outcome of the complaint.

F. DISTRICT GOVERNOR SUSPENSION POLICY

Requests for the suspension of a district governor may be brought for failure to fulfill or perform the duties of a district governor and/or the alleged serious violation of a provision of the International, Multiple and/or District Constitution and By-Laws or policy of the International Board of Directors and is of such a nature that it greatly diminishes the ability of the district governor to effectively lead the district. District Governor suspension is a temporary suspension of the rights, privileges and obligations of a district governor.

1. In the exceptional event that it is necessary to take immediate action in order to prevent harm to members of the association or to the public, to preserve the image of the association or for serious violations of the International Constitution and By-Laws or policy of the International Board of Directors and is of such a nature that it greatly diminishes the ability of the district governor to effectively lead the district, a district governor may be placed on temporary suspension by the Constitution and By-Laws Committee, in consultation with the General Counsel. The temporary suspension of the district governor shall be reviewed by the International Board of Directors at the succeeding meeting of the International Board of Directors or earlier as provided herein.
2. A written request for review under this policy may be filed with the Legal Division by a Lions club in good standing within the association. The request must be accompanied by a resolution of support for filing this request by a majority of the clubs, in good standing, in the district. The request will be reviewed by the Constitution and By-Laws Committee and the International Board of Directors under the following terms and conditions:
 - a. There is no pending dispute resolution procedure or litigation filed in a court over substantially the same issues raised in the complaint concerning the same district governor.
 - b. A copy of the complaint stating the reasons for the complaint and any supporting documentation must accompany the initial request.
 - c. A response to the complaint and any supporting documentation from the district governor must be received in writing by the Legal Division within fifteen (15) days of receipt of the initial complaint.
 - d. The complaining clubs and the district governor is responsible for furnishing a copy of the complaint/response and any supporting documentation to the other party at the same time and by the same method of communication to the Legal Division.

- e. All documentation should be delivered to the Legal Division at the International Office for distribution to the members of the Constitution and By-Laws Committee and the International Board of Directors.
 - f. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the Chairperson of the Constitution and By-Laws Committee or the International Board of Directors upon a showing of good cause.
 - g. The suspension request, and all written arguments or documents that each party has provided, will be reviewed by the Constitution and By-Laws Committee and the International Board of Directors and, within thirty (30) days of its meeting, issue a written decision regarding the suspension. The International Board of Directors' Decision will be final and binding on all parties.
 - h. A request for a review under this policy may also be made by a member of the International Board of Directors (or its designee) with the approval of the Chairperson of the Constitution and By-Laws Committee.
 - i. The Chairperson of the Constitution and By-Laws Committee of the International Board of Directors may reject any complaint that fails to comply with the procedures outlined herein or which lacks substantial evidence of wrongdoing.
3. In the event a district governor is suspended under this policy, such suspension shall be reviewed by the Constitution and By-Laws Committee and the International Board of Directors at each board meeting during which the district governor is suspended unless:
- a. The suspension is followed by a removal of the district governor by the International Board of Directors in accordance with the International Constitution and By-Laws;
 - b. The suspension is followed by a removal of the district governor from the association by his or her club;
 - c. The district governor resigns his or her position; or
 - d. The district governor's term in office expired.

Nothing in this policy is intended to supersede the removal provision provided in Article V, Section 9 of the International Constitution.