



THE PIN TRADERS CLUB OF VIRGINIA CONSTITUTION

**Revision Approved
APRIL 28, 2023**

CONSTITUTION

PIN TRADERS CLUB OF VIRGINIA

ARTICLE I - NAME. This organization shall be known as the Pin Traders Club of Virginia, hereinafter referred to as the PTCV.

ARTICLE II - PURPOSE. The purpose of the PTCV is to foster and encourage the trading of Lions and Leos trading pins between all Lions and Leos and to provide advice on the design of trading pins within the State of Virginia. For ease of readability, the terms "he", "his", and "him" are used herein. It shall be understood that those terms also apply to the female gender, as appropriate.

ARTICLE III - MEMBERSHIP.

SECTION 1. REGULAR MEMBERS. Any Lion in good standing of a Lions Club within the State of Virginia, and their spouse thereof shall be eligible for membership. Applicants shall be requested to pay, by July 1, a fee, as determined by the Board of Directors and approved by a majority of the membership of the PTCV. This shall be an administrative determination which shall not require amendment of this provision. Any member may be removed from the membership rolls by a majority vote of the Board of Directors for any conduct which is contrary to the provisions of this Constitution.

SECTION 2. ASSOCIATE MEMBERS. Any Lion in good standing of a Lions Club outside of the State of Virginia and their spouse thereof shall be eligible for membership. Applicants shall be requested to pay, by July 1, a fee, as determined by the Board of Directors and approved by a majority of the membership of the PTCV. This shall be an administrative determination which shall not require amendment of this provision.

ARTICLE IV - OFFICERS AND DIRECTORS. The Officers and Directors shall be Regular PTCV Members.

SECTION 1. OFFICERS. The Officers of the PTCV shall be a President, Vice President, Immediate Past President, Secretary, and Treasurer. The Officers shall serve two-year terms, except as provided in Section 4 of this Article.

SECTION 2. DIRECTORS. There shall be four Directors who will serve on the Board in addition to the Officers. There shall be two Directors elected annually for two-year terms and two Directors will serve one-year terms.

SECTION 3. CORPORATION AGENT. The PTCV, as an incorporated entity of the Commonwealth of Virginia, is required to have a Registered Agent. The Agent shall prepare the annual report required by the State of Virginia. The PTCV President shall appoint a Corporation Agent to serve at the pleasure of the PTCV Board of Directors. There shall be no term limits for this position. This is a non voting position.

SECTION 4. LIMITS OF TENURE. The Officers and Directors shall be elected for a term of two years, unless they voluntarily resign from office or are removed from that office, as provided in this Constitution. No Officer or Director may serve more than two consecutive terms in the same office, except when a waiver to the limitation is made by the PTCV Board of Directors for the Office of Secretary or the Office of Treasurer. The tenure limits for the positions of Secretary and Treasurer shall be at the pleasure of the PTCV Board of Directors. The primary consideration is that it would be in the best interest of the organization to continue an individual for a period longer than two consecutive two-year terms. Such a determination must be made at the conclusion of an additional two-year term. The individual in question must then stand for reelection. Nothing herein is intended to discourage other qualified members of the PTCV from seeking the said office.

SECTION 5. DUTIES.

a. PRESIDENT shall:

- (1) Serve as the Chief Executive Officer of the PTCV and preside at all general meetings of the organization, including the Board of Directors.
- (2) Appoint Chairpersons for the standing committees. This list of appointments shall be forwarded to the PTCV Secretary not later than 30 days following the elections.
- (3) Assure that regular elections are held.
- (4) Keep the membership apprised of actions planned or taken by the PTCV.
- (5) Arrange for an annual review or audit of the PTCV financial records. Upon completion of review/audit, a report shall be provided to the Board of Directors.
- (6) Fulfill other Presidential responsibilities that may be covered in the PTCV Policy Manual.

b. VICE PRESIDENT shall:

- (1) In the absence of the President, preside at all general meetings of the PTCV, including the Board of Directors.
- (2) In the absence of the Hospitality Chairperson, be responsible for operation of the Hospitality Room when such activity is planned/conducted.
- (3) Fulfill other responsibilities that may be covered in the PTCV Policy Manual.

c. SECRETARY shall:

- (1) Keep a record of all meetings of the PTCV and the Board of Directors.
- (2) In coordination with the President, prepare and distribute the agenda for all meetings of the PTCV Board of Directors.
- (3) Establish the protocol for all meetings of the PTCV, including the seating arrangements.
- (4) Prepare appropriate place cards for reserved tables when such is required or when it is considered required in keeping with established protocol standards.
- (5) Email to the Board Members the PTCV Constitution and Policy Manual by 1 July.
- (6) Fulfill other responsibilities that may be covered in the PTCV Policy Manual.

d. TREASURER shall:

- (1) Have general charge of the money of the PTCV.
- (2) Provide a report of the financial condition at each scheduled meeting of the Board of Directors.
- (3) Arrange for the prompt deposit and accounting of all money received by the PTCV.
- (4) Pay all bills and obligations of the PTCV when the expenditure was budgeted and/or approved by the PTCV Board of Directors.
- (5) Fulfill other responsibilities that may be covered in the PTCV Policy Manual.

e. DIRECTORS. There shall be four Directors, two being elected annually for a two-year term. The Directors shall:

- (1) Be expected to attend all meetings of the PTCV Board of Directors and participate in all discussions of such meetings.
- (2) Perform such duties as may be assigned to them by the PTCV Policy Manual or by the President.

f. IMMEDIATE PAST PRESIDENT shall:

- (1) Be the principal advisor to the President.
- (2) Serve as the Nominations Chair.
- (3) Be expected to attend all meetings of the PTCV Board of Directors and have full voting privileges on all matters brought before the Board.

SECTION 6. VACANCIES.

- a. PRESIDENT.** If the office of President shall become vacant for any reason, the Vice President shall advance to the Presidency. If the Vice President chooses not to advance, the Immediate Past President shall assume the role as Acting President until such time as a special election can be conducted to fill the unexpired term. The Acting President shall consult with the members of the Board of Directors to determine the time for the special election.
- b. VICE PRESIDENT.** If the office of Vice President shall become vacant, a special election shall be called by the President, after consulting with the members of the Board of Directors, to fill the position.
- c. SECRETARY AND/OR TREASURER.** In the event the offices of Secretary and/or Treasurer becomes vacant for any reason, the President shall appoint one of the Directors to assume said duties until such time as a special election can be conducted.
- d. DIRECTORS.** In the event of a vacancy of not more than two Directors, for any reason, the position(s) shall remain vacant until the next regular election, at which time an election will be held to fill the unexpired term(s). In the event of a vacancy of more than two Director positions, the remaining members of the Board of Directors shall be empowered to fill the vacancies to assure a minimum of two Director positions.

SECTION 7. BOARD OF DIRECTORS MEETINGS.

- a. FREQUENCY.** The Board of Directors shall hold a Summer Meeting in the month of August and a Winter Meeting in the month of February at locations selected by the President. Other called meetings may be conducted as determined necessary by a majority vote of the Board of Directors.
- b. QUORUM.** A quorum at any meeting of the Board of Directors shall consist of a majority of the elected members of the Board and Chairpersons of the standing committees. The act of a majority of the members present at any duly constituted meeting of the Board of Directors shall constitute the act of the Board.
- c. PROXY VOTING.** In keeping with the requirements of a Quorum, proxy voting shall be permitted ONLY when it is necessary to meet the “majority of members” rule. A proxy can only be exercised by another member of the Board of Directors and can provide broad authority to act on any and all matters, or it can be specific in the authority granted. Every proxy shall be in writing, dated, and signed by the Board member granting the proxy. A copy of the proxy shall be provided the PTCV Secretary and the member of the Board named to act as the proxy.
- d. PAST PRESIDENTS.** All Past Presidents will be invited to attend meetings of the PTCV Board of Directors. The Past Presidents who attend such meetings shall be eligible for full voting privileges. This is in recognition of the invaluable knowledge and experience they have gained as a result of serving as the Chief Executive Officer of the PTCV.
- e. EXECUTIVE MEETINGS/SESSIONS.** An Executive Meeting/Session is defined as one that is necessary to discuss matters of a sensitive nature. Such meetings or sessions of an otherwise called meeting of the Board may be requested by any member of the Board.
- f. GUESTS.** All meetings, except Executive Meetings, of the PTCV Board of Directors are open to members of the PTCV. They are welcome as observers only and shall refrain from speaking unless called on by the President.

SECTION 8. COMPENSATION. No officer or director shall receive compensation for services to the PTCV, except for reimbursement for approved administrative expenses.

ARTICLE V - ANNUAL MEETINGS & ELECTIONS.

SECTION 1. ANNUAL MEETING. The Annual Meeting shall be held at the location of the Lions of Virginia State Convention. Presentations of awards and election of Officers and Directors shall take place, as necessary.

SECTION 2. ELECTIONS. The election of Officers and Directors shall take place during the Annual Meeting of the PTCV.

SECTION 3. ELIGIBILITY TO VOTE. Only Regular Members of the PTCV in attendance at the Annual Meeting and who are in good standing shall be eligible to vote.

SECTION 4. SLATE OF OFFICERS AND DIRECTORS. The Chairperson of the Nominations Committee, or his designee, shall present and nominate a slate of Officers and Directors to be elected. There may be more nominees on the ballot than are required to fill the vacancy(s) and this will require the voters to vote their preference. In addition, there shall be provisions on the ballot for write-in voting for each position to be filled. If there is competition for any position to be filled, the candidate(s) receiving the most votes cast for the position(s) shall be declared elected. If no more than one nomination is received for each open position, those nominated will be elected by acclamation.

SECTION 5. COUNTING THE VOTES. A committee of a minimum of three PTCV Regular Members, not presently serving on the Board, will be named by the Chairperson of the Nominations Committee to open and count the votes.

SECTION 6. EFFECTIVE DATE. Elected Officers and Directors shall take office 1 July following the date of the elections.

ARTICLE VI - COMMITTEES

SECTION 1. STANDING COMMITTEES. Each Committee Chairperson appointed by the President shall become a full voting member of the PTCV Board of Directors. The Committee Chair shall make recommendations to the President, for those Members they desire to serve on their respective Committee.

a. BUDGET COMMITTEE. The Budget Committee shall have responsibility for the development of the PTCV Annual Budget. The Chairperson shall, in consultation with the PTCV Treasurer, present the Annual Budget to the PTCV Board of Directors. This will be accomplished at the Summer Board Meeting. The Chairperson is required to assure that the PTCV operates on a balanced budget. Any proposed increases in membership dues to maintain this position shall emanate from this Committee.

b. CONSTITUTION AND POLICY COMMITTEE. The Constitution and Policies Committee shall be responsible for developing and maintaining the PTCV Constitution, and for developing and main-taining current policies that affect the overall operation of the PTCV.

c. HOSPITALITY COMMITTEE. The Hospitality Committee shall provide light snacks and liquid refreshments at the PTCV Annual Pin Swap. The costs for the operation of the hospitality room shall normally be borne by the PTCV. The Hospitality Chairperson shall, from time-to-time, encourage individual PTCV members to provide gratis their favorite dips and other light snacks. The Chairperson may request assistance in operating the room from members of the PTCV Board of Directors, particularly the Directors.

d. PTCV NEWSLETTER. The PTCV Newsletter Editor shall be responsible for the dissemination of all material approved by the President to the general membership on the subject of pin trading. The Newsletter Editor shall not have the authority to change or alter information he has received without prior consultation and coordination with the submitting authority.

e. LEGAL. In lieu of establishing a PTCV Legal Committee when legal advice is needed, the PTCV may seek advice from the Lions International Trading Pin Club (LITPC) Legal Counsel.

f. MEMBERSHIP COMMITTEE. The Membership Committee shall be responsible for promoting membership in the PTCV. The Chairperson shall be responsible for developing plans for recruiting new members and for retaining our current membership. The Committee shall also be responsible for developing and maintaining a current Membership Directory to be distributed annually by email. The data therein shall be based on the information provided on the PTCV Membership Form. This Form is initially received by the PTCV Treasurer along with due payments. After processing, the Treasurer shall immediately forward the Form to the Membership Committee Chairperson.

g. NOMINATIONS COMMITTEE. The Nominations Committee shall submit a slate of Officers and Directors, as appropriate, to the President at least 30 days prior to the Annual Meeting. A copy shall also be furnished to the PTCV Newsletter Editor for publication in the Spring issue. This notice shall serve as the official notification to the general membership.

h. PIN COMMITTEE. The Pin Committee shall be responsible for developing and recommending to the PTCV Board of Directors, the topic and design for all pins with the name of the PTCV thereon. This action will be taken in sufficient time to allow for any changes directed by the PTCV Board of Directors. The Pin Committee shall use one or more of the pin manufacturers authorized by Lions Clubs International. The name and/or logo of the authorized company must be shown on the reverse side of all of our pins.

i. PIN SWAP COMMITTEE. The Pin Swap Committee shall have overall responsibility for the conduct of the PTCV Annual Pin Swap. The Chairperson thereof shall serve as the Pin Swap General Chair, The Committee shall have as many members as deemed appropriate by the Chairperson.

j. SUNSHINE COMMITTEE. The Sunshine Committee shall have responsibility for assuring that appropriate cards are sent on behalf of the PTCV to PTCV members and their partners in service who are experiencing prolonged illness. When death occurs to the member or his immediate family, this Committee shall take the appropriate action by expressing PTCV condolences to the family. All expenses incurred are to be borne by the PTCV. The members of this Committee shall be the four elected Directors. The PTCV President shall appoint one of the Directors to serve as Chairperson.

k. WEBSITE COMMITTEE. The purpose of the website is to promote the PTCV by providing current information about the various functions and activities of the PTCV. The source of the information may be obtained from the individual Standing Committee Chairpersons or it may be self-developed by the Webmaster in coordination with the appropriate PTCV Officers and Directors. The Webmaster shall not have the authority to change or alter information he has received without prior consultation and coordination with the submitting authority.

l. YOUTH SCHOLARSHIP COMMITTEE. The purpose of the PTCV Youth Scholarship Committee is to support the Lions International Trading Pin Club (LITPC) Youth Scholarship program. Students eligible to apply are Leos, and the children and grandchildren of Lions.

m. PTCV ANNUAL MEETING AND LUNCHEON COMMITTEE. The purpose of this Committee is to coordinate with the Virginia State Convention Chair person, to determine the location, meal choices and cost for the Annual Meeting and Luncheon held during the VA State Annual Convention. The Committee Chair is responsible to present this information to the PTCV Board of Directors at the February Board Meeting.

SECTION 2. AD HOC COMMITTEES. The President shall appoint special committees, as deemed necessary.

ARTICLE VII - CONDUCT OF MEMBERS. Club members are expected to conduct their activities in a highly ethical and considerate manner. Possible expulsion from membership in the PTCV can occur if a member's actions are considered contrary to the best interest of the PTCV. Reinstatement of said member cannot be achieved for at least three full years, and then only by a vote of a majority of the voting members of the PTCV Board of Directors.

ARTICLE VIII - AMENDMENTS. This Constitution may be amended by majority vote of the regular PTCV members present at any meeting, provided a copy of the proposed change is submitted in writing to each regular PTCV member 30 days before said meeting. Further, any proposed amendment may be altered or changed as a result of discussion of the matter on the floor at the meeting in which the proposal is being considered.

ARTICLE IX - POLICY MANUAL. In lieu of By-Laws, the day-to-day operations of the PTCV and the details for such shall be promulgated in a PTCV Policy Manual.

ARTICLE X - FOUNDING MEMBERS. The original Constitution of the PTCV was approved on January 18, 1982 by the Founders of the Club as follows: Curtis A. Barnhill, Robert M. Curry, Charles W. Fields, Harry Fulwiler III, Montie Gibson, David E. Harris, Neil M. Hicks, James Kidwell, Joseph S. Lipomi, William A. McClain, Daniel McLachlan, David Mangione, Donald Moore, Irvin L. Poole, William A. Smith, J. O. Ward, and Raymond Welch. The Constitution of January 18, 1982 was amended in its entirety and was replaced by the Constitution of 17 May 2003.

The present Constitution was approved on 28 April 2023 at LOV State Convention in Bristol.

Chairperson - PCC Clayton C. Senecal *CCS*

Last revised - April 23, 2021 at LOV State Convention in Herndon

Chairperson - PDG Barbara F. Senecal *BFS*

Previous revision - May 2008 at LOV State Convention in Bristol