

Sons of Norway International Board Meeting Minutes November 5-8, 2019

The Sons of Norway International Board met November 5-8, 2019, at the Hilton Garden Inn, 6330 Point Chase, Eden Prairie, MN 55344.

Attendees:

- The following officers were present: President Ron Stubbings, Vice President Mark Agerter, Secretary Marci Larson, and Treasurer Elaine Nelson.
- Also present were board members Karl Hella (District 1), Chris Hicks (District 2), Ken Johnson (District 3), Steve Halverson (District 4), Robin Fossum (District 5), Mary Beth Ingvaldstad (District 6), Erik Brochmann (District 7) and Per Mikalsen (District 8).
- Headquarters staff attending the entire meeting included CEO Eivind Heiberg and Executive Assistant Lonna Hanson. Staff members who attended part of the time were COO Chris Pinkerton, CFO Erica Oberg, Actuary Dean Stiller, Connie O'Brien (Fraternal Development & Marketing Director), and Lizbeth Halva (HR and Business Admin. Operations Director).
- Also present was Legal Counsel Dave Ness from Fafinski Mark & Johnson, P.A.

TUESDAY, NOVEMBER 5

The Executive Committee met from 8:30 a.m. – 4 p.m. in private session.

The board meeting began with a group dinner at the hotel where CEO Heiberg and Legal Counsel Dave Ness presented their respective reports to the board.

WEDNESDAY, NOVEMBER 6

President Ron Stubbings called the meeting to order at 8:30 a.m. and made opening remarks. He announced that he had appointed two new Governors to the Sons of Norway Foundation – Robin Fossum, who will now serve in dual roles on both the International Board and the Foundation Board, and Steven Young who applied for a Foundation Board of Governor position. Mr. Young was properly vetted pursuant to the candidate procedures.

Parkway Advisors

Two representatives from Parkway Advisors of Abilene, TX updated the Board on the Sons of Norway investment portfolio. They were Chad B. Hoes, Chief Investment Officer, and Trevor Rupe, Portfolio Manager. The period of time they were addressing was from April 1 to September 30, 2019.

Trevor Rupe gave commentary on the overall economic environment. Yields are very low and continuing to fall. The 3rd quarter set the record for the lowest rate on the 30-year treasury bond – 1.95 percent. Putting money into investments at these levels will lead to overall yield declines down the road.

Mr. Hoes explained the holdings in the Sons of Norway portfolio and how they are diversified. The market value of SON's portfolio as of September 30, 2019 was \$343.4 million. He said our asset mix is similar to that of other fraternal. The goal is to buy good quality securities and hold onto them until they mature. Also, he aims for a diversified portfolio with investments across many sectors.

Parkway also prepared a revised SON investment policy proposal, which they presented to the Board. The proposed policy is more detailed than the former policy and adds more strategy and guardrails.

Imagine IT – Rich Anderson

Imagine IT was engaged August 1st for a four-month period to assess SON's IT department and its functionality. Rich Anderson was SON's virtual chief information officer (CIO) during that time. The areas he studied were IT security, data backup, business continuity, email platform, technology inventory and obsolescence, and personnel. Key findings are as follows:

- Legacy systems for accounting and lodge/member administration are not robust enough to handle planned business growth. The programs used were created only for SONs and are expensive to maintain due to the need of a full-time programmer.
- The email system is not built on a standard platform. SONs uses Lotus Notes, which is used by less than 1 percent of global email users. This will be changed before year end when the office migrates to Microsoft Office 365.
- Four servers are nearing "end of life" and will become security risks if not resolved by February 2020.
- Disaster recovery of our data could exceed two weeks, which is unacceptable.

Mr. Anderson said that by year-end he will have completed a detailed IT strategy recommendation and projected related expenses. A roadmap for 2020 will be developed by the November 2020 Board meeting, SONs management will have done IT RFPs (request for proposal) and will recommend how to proceed with a system upgrade.

Mr. Pinkerton commented that some peripheral systems can be changed first, and then determine if funding is available to change the main platform.

The old system would need to run parallel to the new system design for a certain time until the safe transfer of data was assured and retrieval guaranteed. Running dual systems is expensive, but necessary, during a transition of this nature.

3rd Quarter Financials

Chief Financial Officer Erica Oberg presented the 3rd quarter financial results along with Chris Pinkerton, Chief Operating Officer.

Sons of Norway finished the third quarter with a net loss from operations of \$1.59 million, which was \$375,000 worse than forecast. The driving factor was slower than expected single premium life and annuity sales.

SONs continues to gain ground in life insurance premiums as Q2 came in at 87.4% of forecast versus Q3 at 95.8 percent of forecast. There is an opposite trend in annuity premiums as they continue to decline versus forecast coming in at 90.2 percent and 81.3 percent of forecast for Q2 and Q3, respectively.

General expenses were \$144K under forecast through September.

SONs is in a strong surplus position with \$17.7 million.

Operating Plan and 10-year Projection

Chris Pinkerton, along with Actuary Dean Stiller, presented the operating plan for the next 10 years. Mr. Pinkerton projects that SONs can return to net profitability in 2022 if certain sales projections are met and if we

can hold the line on expenses. SONs needs to hold a flat budget for the next two years, after which expenses could grow modestly at 3 percent a year.

Actuarial Bids

Mr. Pinkerton told the board that our current staff actuary, Dean Stiller, intends to retire in March 2020. After Mr. Stiller's retirement, Mr. Pinkerton wants to broaden our actuarial expertise and reduce costs by outsourcing all actuarial functions. He requested RFPs from actuarial firms, three of whom responded. They were Griffith Ballard, Miller Newberg, and Allen Bailey.

After comparing the three, Mr. Pinkerton recommended that SONs choose Allen Bailey headquartered in Austin, TX. They have ten actuaries on staff and already work with eight other fraternal as their appointed actuary. In addition, they work with 18 life insurance organizations in various capacities.

CGAD – Corporate Governance Annual Disclosure

Legal Counsel Ness reviewed progress made on SON's corporate governance annual disclosure (CGAD). While it is nearing completion, several areas must be addressed. The Board Committee descriptions must be updated and Board officer job descriptions rewritten.

The CGAD must be filed by June 2020, but Mr. Ness hopes to have it completed by year-end 2019.

Board Self- Assessment

Consistent with governance procedures for the Board and best practices, the Board engaged in a self-assessment session. Counsel Ness led the board in discussions related to the general function and performance of the board operations. There was extensive discussion regarding board materials and the timing of those materials. Training and continuing education sessions were reviewed and plans for 2020 training were discussed. Members were asked to critique the quantity and quality of information they receive and the effectiveness of presenters. Board members were also invited to share their opinions regarding the performance of the board and its committees.

Board Policy Book

Secretary Marci Larson described the process and progress that the Committee has made on updating the Board Policy Book.

Legal Counsel Dave Ness has gone through the book and sent his revisions to Ms. Larson along with a new introduction. All references that actually belong in SON's official Policies and Procedures manual will be deleted. The Foundation bylaws and the convention guidelines will be removed, since they are separate documents. The result will be a much more streamlined book.

Board job descriptions must also be updated. The Finance Committee will be working on the document as well. It should be ready to present to the full board in late February or early March 2020. Ms. Larson plans to have a completed document ready for the Board to approve at the May 2020 Board meeting.

THURSDAY, NOVEMBER 7

Consultant Jaime Taets Adam from Keystone Partners led a facilitated strategic session with the International Board and staff leadership about some major issues for SONs, such as the organization name, our mission, and the future of our international conventions.

The eight District Presidents joined the board to discuss the future of our international conventions and how our supreme governing model may be improved.

During the afternoon, the Board Committees met.

FRIDAY, NOVEMBER 8

Board Committees met from 8-11 a.m.

The full Board reconvened at 11 a.m.

CBRE – New Building Project Managers

Reed Holiman and Christy Swenson from CBRE updated the Board regarding the construction of SON's new office space in Uptown Minneapolis. He reviewed the construction budget and answered questions.

The total cost for SONs to build out the office space will be approximately \$1.85 million. The project completion date has been changed from February 20, 2020 to late May or early June 2020.

Approval of Past Minutes

Secretary Larson presented three sets of minutes to the Board individually: May 7, 2019 Board dinner meeting minutes; the May 8-10 Board minutes; and the August 21, 2019 Board teleconference minutes. Motions were made and seconded to accept the minutes as reported. **All Carried.**

Vice President's Report – Mark Agerter

Vice President Agerter said he is very pleased with the progress made on member recruitment. SONs has experienced positive membership gains 10 out of the last 12 months. During the first three quarters of 2019 we have added 3,931 new members for a total membership of 48,807. This is an overall gain of 186 members compared to a drop of 1,780 in the same period of 2018. This is an outstanding result.

SONs has had two new lodge starts, and Mr. Agerter believes that lowering the number of members necessary to form a lodge to 25 has made a big difference. Viking Mountain Lodge 3-690 was instituted October 5, 2019. Shawnee Skogen 5-689 in Shawnee Forest, IL will be instituted November 17.

Mr. Agerter would like a congratulatory email sent to all lodges who have achieved their recruitment goals.

The Committees presented their resolutions for voting by the full Board.

Finance Committee

September 30, 2019, Financials Results. **EXHIBIT FIN 1**

The Finance Committee moved to accept the 3rd Quarter 2019 financial results. **Carried.**

Proposed 2020 Operating Budget. **EXHIBIT FIN 2.**

The Finance Committee recommended reducing Viking magazine to 11 issues (one combined summer issue in June/July) with an additional savings of approximately \$50,000. The committee also recommended not mailing hard copies of Viking magazine to the approximately 4,056 members of the Central Lodge.

The Finance Committee moved to accept the budget with these changes. **Carried.**

[The Board subsequently voted to rescind the motion reducing the Viking Magazine to 11 issues. Publication and distribution of the Viking Magazine shall continue 12 issues per year. The resolution to stop mailing hard copies to Central Lodge members remained unchanged.]

Proposed Operating Plan and Ten-year Projection (2020-2030) **EXHIBIT FIN 3**

The Finance Committee moved to accept the 2020 ten-year finance projection with the assumptions presented. **Carried.**

The Finance Committee is encouraged that in 2022-2023 a profit is expected.

2020 Goals CEO Report

The Finance committee recommended adopting the following goals for 2020. **Carried.**

1. Annuity Premiums 5 percent over 2019
2. Life Premiums New Life insurance of \$2,725,800 in total annualized premiums
3. Total New Members 5 percent over 2019 Actual
4. Insured Members 8 percent over 2019 Actual
5. Foundation Funds Raised \$240,000 (\$80,000 of which is unrestricted)

401K Employee Contribution

The Finance Committee moved to approve a 401(k) employee safe harbor match of 4 percent in 2020. They also moved that an additional discretionary 401(k) contribution will be paid at .5 percent for each of the five 2020 goals met (for a maximum 2.5 percent discretionary match). **Carried.**

2020 Refund to Member Resolution

The Finance Committee moved to accept a 2020 refund to members of \$162,000. **Carried.**

Audit Committee Report.

The Finance Investment Committee met by teleconference October 31, 2019. They moved to accept the audit approach and engagement letter presented to them by RSM US LLP during that teleconference. **Carried.**

Board Member Expense Approval. **EXHIBIT FIN 8**

The Finance Committee moved to accept the Board Member Expense report for April – September 2019. **Carried.**

The Finance Committee also recommended review of the Policies and Procedures about multiple officers attending lodge celebrations and events and receiving reimbursement to attend.

2020 Convention Attendance

For the purpose of the 2020 Convention only the Finance Committee recommended that only International Board members and critical staff be reimbursed. Board members' spouses will not be reimbursed for registration or flights. **Carried.**

1035 Document Signing Authority. **EXHIBIT FIN 9**

The Finance Committee moved to accept the following resolution:

BE IT RESOLVED, that any two of the following individuals are hereby authorized to execute, on behalf of Sons of Norway, insurance policy surrender forms necessary to accomplish tax-free exchanges or surrenders under Internal Revenue Code §1035, and any other insurance instruments and documents as required:

- President Ron Stubbings
- Vice President Mark Agerter
- Secretary Marcia Larson
- Treasurer Elaine Nelson
- Chief Executive Officer Eivind Heiberg
- Chief Financial Officer Erica Oberg
- Chief Operating Officer Christopher Pinkerton
- Actuary Dean Stiller
- Accounting Manager Michelle Swanson
- Accounting Manager Scott Rahja

Carried.

Past due Lodge Liability Insurance **EXHIBIT FRA 5**

The Finance Committee recommended that Lodges who are currently past due on paying their lodge liability insurance have the dues withheld until that past due amount is satisfied as of December 2019 dues. Lodge leadership will be notified along with District Presidents and International Directors. Late fees will not be charged in 2019.

The Finance Committee also moved that for 2020 and going forward lodge liability insurance invoices state that if not paid by October 15th each year a \$25 late fee will be charged and lodge dues will be withheld until the amount owed has been satisfied. The late fee, along with the liability insurance due, will be withheld and netted from their local lodge dues. **Carried.**

Recommendation on Bid for Actuary appointment

The Finance Committee recommended appointing Allen Bailey as Sons of Norway's actuary for the year 2020. **Carried.**

D17 Review Criteria/Lodge (**EXHIBIT FRA 1**) and D18 Review Criteria/Lodge (**EXHIBIT FRA 3**)

The Finance Committee recommended adopting the D17 & D18 criteria set forth in EXHIBITS FRA 1 & FRA 3 for the annual review of the D17 & D18 forms submitted by the local lodges. **Carried.**

Parkway Advisors

The Finance Committee moved to accept the review of investments presented by Parkway Advisors in EXHIBIT FIN 6. **Carried.**

The Finance Committee also moved to accept the updated Investment Policy presented by Parkway Advisors in EXHIBIT FIN 7. **Carried.**

Benefits Committee

Sonja Lodge 2-38 Improvement Grant

The Benefits Committee moved to accept the application of Sonja Lodge 2-38 for an improvement grant for \$1,000, which is the maximum allowed toward their \$11,255.52 expenditure, and which also does

not exceed the 25 percent allowed. This grant is contingent on being in full compliance with section 1.17.1 of the Charter and Constitutions. **Carried.**

Foundation Board of Governors Election

The Sons of Norway Foundation Board met November 3-4 prior to the fall 2019 International Board meeting. They re-elected three Governors to their Board: Leslee Lane Hoyum, Alison Foreman and Marcia Sorenson. The Benefits Committee moved to ratify this election. **Carried.**

Foundation Bylaws

The International Board of Directors has the oversight of the Foundation Board of Governors including the Foundation's bylaws.

During the Foundation's November 3-4, 2019 Board meeting, the Board of Governors made changes to their bylaws. The International Board Benefits Committee recommended that the revised bylaws be approved as submitted. The International Board approved the proposed bylaws.

Corporate Matters and Governance

3.9.4 Installation, Charter & Constitutions

In 3.9.4 Installation Events of the Charter and Constitutions, the role of the installing officer for the District Board is not outlined. Therefore, the Corporate Matters and Governance Committee resolved that the following verbiage be added to this section:

3.9.4. The officers of a district board shall be installed at the close of the district convention. The installing officer must be a current member of Sons of Norway and may be a former officer or director of the district lodge or the International Board of Directors.

3.9.4.1 Installation Attendance: If any of the officers or board members elected failed to appear for installation, they shall be installed at the next regular board meeting.

Carried.

Resolution for Budgets, Reports and Operational Plans

The Corporate Matters and Governance Committee resolved that the following changes and additions be made to Chapter 21 of the Charter and Constitutions. 3.21 is for the district lodge, and 4.21 is for the local lodge.

3.21.1 is a revision of the current bylaw, and 3.21.2, 3.21.3, and 3.21.4 are new.

CHAPTER 21

3.21. BUDGETS, REPORTS AND OPERATIONAL PLANS

3.21.1. ANNUAL REPORTS

The district lodge shall file a financial statement (Form D17) with Sons of Norway headquarters annually ~~by April 30~~ at a date determined by the staff. The financial report shall be prepared on forms provided by and submitted to Sons of Norway headquarters. Failure to file in a timely manner will result in Sons of Norway withholding dues reimbursements until such reports are received. (8/16).

3.21.2. The separate property held by the district lodge shall submit a D18 financial statement form to Sons of Norway headquarters.

3.21.3. All district property corporations will submit annually the required D64 form to Sons of Norway headquarters by the deadline of December 31.

3.21.4. The district lodge shall submit the 990 filing annually by May 15.

Carried.

4.21.1 is a revision of the current bylaw, and 4.21.2, 4.21.3, and 4.21.4 are new.

4.21. BUDGETS, REPORTS AND OPERATIONAL PLANS

4.21.1 ANNUAL REPORTS

The local lodge shall file a financial statement (Form D17) with Sons of Norway headquarters annually ~~by April 30~~ at a date determined by the staff. The financial report shall be prepared on forms provided by and submitted to Sons of Norway headquarters. Failure to file in a timely manner will result in Sons of Norway withholding dues reimbursements until such reports are received. (8/16).

4.21.2 The separate property held by the local lodge shall submit a D18 financial statement form to Sons of Norway headquarters for inclusion in lodge directories.

4.21.3 Local lodge property corporations will submit annually the required D64 form to Sons of Norway headquarters by the deadline of December 31.

4.21.4 The local lodge shall submit the 990 filing annually by May 15.

Carried.

Change to 3.7.1. Policy and Procedure

Since it is mandatory that a candidate for international office must be a policy holder, it is only appropriate that members of the Nominating Committee should also be policy holders. Therefore, the Corporate Matters and Governance Committee resolved to amend 3.7.1. so that the first sentence reads as follows:

3.7. DELEGATE ELECTION

3.7.1. The International Board of Directors shall elect a nominating committee of no fewer than three (3) and no more than five (5) members from different districts within the organization that are benefit members.

Carried.

Delinquent 990, D17 and D18 filings

The Corporate Matters Committee moves the following policy outlining staff actions to take to achieve compliance with the filings of 990, D17 and D18 reports by all Local and District entities:

If notice of IRS 990 filings or Sons of Norway D17 and D18 filings are not received in a timely fashion, Headquarters staff is directed to implement the following timeline to achieve compliance:

1. By May 15, email the Treasurer, President, District President and International Director of the respective lodge or property-owning entity.
2. By June 15, notify the District President requesting assistance with obtaining compliance, copying the Treasurer, President and International Director.
3. By July 15, notify the International Director to assist with obtaining compliance, copying the District President, the Treasurer and President.
4. By August 31, if compliance is still not achieved, then SON is to send a certified letter and withhold dues and discuss charter suspension and/or revocation.
5. Lodges who are non-compliant 120 days after the deadlines for the appropriate 990 Form and/or Financial Statement (Form D17 or D18) may have their charter revoked.

Carried.

Change to 2.14.1. Policy & Procedures

The International Board meeting dates are the first full week of May and the first full week of November, but a situation may occur where the meeting date needs to be adjusted. Therefore, the Corporate Matters and Governance Committee resolved that a new section be added as follows:

2.14.1. Board Meeting Dates

- 2.14.1.3 If necessary, the International Board has the authority to change the meeting times.

Carried.

3.7.7. Nominating Committee for International Director

Uniform Nominating Committee guidelines were adopted at the International Meeting in August of 2018; and due to that standardization it is no longer appropriate for individual districts to create procedures that are outside of those standard guidelines. Governance Committee resolved that paragraph 3.7.7. of the Charter and Constitutions be updated as follows:

- 3.7.7. **NOMINATING COMMITTEE FOR INTERNATIONAL DIRECTOR** The district board of directors shall elect a district nominating committee of no fewer than three (3) members of the district. The purpose of the nominating committee is to identify, review, and recommend the eligible international and the international director alternate candidates. The district nominating committee shall elect the committee chair. No member of the nominating committee shall be a candidate for election as international director or international director alternate. Members of the district may submit candidates to the district nominating committee as determined by the district lodge. Candidates for nomination to the International Board of Directors must meet all eligibility criteria as set forth by the International Board. The district nominating committee shall review the qualifications of the candidates and present them to the international nominating committee for review and vetting. Upon satisfactory review and vetting by the international nominating committee, the candidates' names shall be placed on the district ballot. (8/18)

~~Other procedures and deadlines for the nomination of candidates for international director shall be determined by the district lodge or district board. (8/14)~~

Carried.

3.11.5. Nominating Committee and Elections

There are many numbering inconsistencies in the Charter and Constitutions. Paragraphs 3.11.4. and 3.11.5. do not parallel their corresponding paragraphs in 4.11.4. and 4.11.5. and should be updated to reflect similar numbering protocols. Therefore, the Corporate Matters and Governance Committee resolved that paragraph 3.11.4. and 3.11.5. be renumbered and reconfigured as follows with no changes to the content therein:

3.11.4. ~~Reserved~~ NOMINATING COMMITTEE

3.11.4.1. Nominating Committee. The district nominating committee, as established by 3.7.7., shall identify, review, and submit eligible candidates for the election of district lodge officers and directors. No member of the nominating committee shall be a candidate for election as district lodge officer or director. Members of the district may submit candidates to the nominating committee as determined by the district lodge. Candidates for nomination to the district board shall be benefit members and must meet all eligibility criteria as set forth by the district lodge. (8/16)

The benefit member provision for district board officers and directors shall not be required for countries, provinces or states where Sons of Norway is not authorized to sell insurance. (8/18)

3.11.4.1.1. Candidate applications for district officers must be submitted to the nominating committee for vetting no later than 30 days prior to the start of the district lodge meeting. (8/16)

3.11.5. ~~NOMINATING COMMITTEE AND ELECTIONS~~

~~3.11.5.1. Nominating Committee. The district nominating committee, as established by 3.7.7., shall identify, review, and submit eligible candidates for the election of district lodge officers and directors. No member of the nominating committee shall be a candidate for election as district lodge officer or director. Members of the district may submit candidates to the nominating committee as determined by the district lodge. Candidates for nomination to the district board shall be benefit members and must meet all eligibility criteria as set forth by the district lodge. (8/16)~~

~~The benefit member provision for district board officers and directors shall not be required for countries, provinces or states where Sons of Norway is not authorized to sell insurance. (8/18)~~

~~3.11.5.1.1. Candidate applications for district officers must be submitted to the nominating committee for vetting no later than 30 days prior to the start of the district lodge meeting. (8/16)~~

~~3.11.5.2. Elections.~~

~~3.11.5.2.1. Time of Elections. The officers are elected at the regular meetings of the district lodge by the international officers, international directors, district officers, district directors and district delegates present, all being the current members of the district lodge. (8/16)~~

~~3.11.5.2.2.—Voting.~~

- 3.11.5.2.2.1. One (1) Nominee – When there is only one (1) candidate for any office, election shall be by acclamation. (8/16)
- 3.11.5.2.2.2. Two (2) Nominees – When there are two (2) candidates for any office, election shall be by ballot. (8/16)
- 3.11.5.2.2.3. More than Two (2) Nominees – When there are more than two (2) candidates for any office, election shall be by ballot. If one (1) of the candidates receives a majority of the votes, that candidate is declared the winner and is elected to the office; otherwise, the candidate receiving the least number of votes shall be removed from the running and the process repeated with the remaining candidates until one (1) candidate receives a majority. (8/16)

Carried.

Fredriksten Lodge 3-125

Fredriksten Lodge 3-125 was suspended February 15, 2019 due to their failure to comply with Sons of Norway bylaws. The lodge has failed to respond to or comply with the terms of that suspension. Therefore, the Corporate Matters and Governance Committee resolved that Fredriksten Lodge 3-125 have their charter revoked as of December 15, 2019.

It was further resolved that headquarters staff create a communication to the membership, by November 15, 2019, to inform them of this event and to encourage them to continue as members of Sons of Norway as outlined in C&C paragraph 4.22.4.

It was further resolved that membership be informed that upon receipt of proof that compliance has been achieved prior to December 15, that revocation of the charter may be rescinded as outlined in C&C paragraph 4.22.5.

It was further resolved that their Charter be surrendered and distribution of lodge assets be accomplished as outlined in C&C paragraph 4.22.6.

Carried.

New Lodge Institution and Installation Script

New lodges are being formed, largely due to lowering the minimum number of members required to form a lodge from 40 to 25 at the last International Convention.

The new lodge institution ceremony and new member installation script have not been updated since the early 2000s, and Sons of Norway needs to be ready to institute new lodges and install their officers as these ceremonies occur.

Therefore, the Corporate Matters and Governance Committee resolved that the newly revised “New Lodge Institution Ceremony with Officer Installation” script be adopted for usage at such future events that take place.

Carried.

2.11.10. Officer and Director Remuneration

Remuneration recommendations are received from many sources and Governance Committee recommended that paragraph 2.11.10 of the Charter and Constitutions should be updated to reflect those sources.

2.11.10. OFFICER AND DIRECTOR REMUNERATION The International Officers and Directors shall receive remuneration as determined each biennium by the International Lodge upon the recommendation of the International Board Finance Committee, the International Convention Finance Committee and/or the International Board of Directors. (8/18)

Carried.

Lodge Suspensions

Odin Lodge 4-087 in Rugby, ND and Viking World Orlando 3-501 in Orlando, FL have both failed to submit the necessary annual lodge reports for the past two years. Extensive outreach by leadership at all levels of Sons of Norway has been made to both lodges but has not generated the required actions to continue as a Sons of Norway lodge. Therefore, the Corporate Matters and Governance Committee resolved that both Odin Lodge 4-087 and Viking World Orlando 3-501 be suspended following the rules spelled out in 4.22.1 of the Sons of Norway Charter and Constitutions.

Carried.

[The Board subsequently voted to revoke the Odin lodge charter because the lodge had been suspended since August 2018 pending their providing SON required lodge documents and meeting on a regular basis. Since they failed to meet these requirements to lift suspension, their charter has been revoked.]

4.11.6. Term of Office

The title of 4.11.6. in the Charter & Constitutions reads "Term," which is not clear in its intent to state officer terms. Therefore, the Corporate Matters and Governance Committee resolved to change the title to "term of office."

4.11.6. ~~TERM~~ TERM OF OFFICE

The officers shall be elected for a term of one (1) or two (2) years, as set out by the local lodge bylaws. Officers may be elected alternately in the order that is determined by the lodge. Lodges which elect their officers for two (2) years may, if they so desire, elect their trustees, who are elected the first time – one (1) each for two (2), four (4) and six (6) years respectively, and thereafter one (1) at each election for a term of six (6) years or until their successors have been elected and installed. (8/04)

Carried.

District Presidents

After the Committee resolutions were voted upon, the eight District Presidents joined the Board to give highlights of their own meeting. Dennis Rusinko spoke for the group. He said some of the things they had discussed were the revised guides for leadership and problems getting the D17 forms from every lodge.

D3 President Kathy Dollymore told the Board how D3 is raising funds for the Alzheimer's Association. She would like to know if it is feasible for all of SONS to endorse this cause. She would like to funnel funds raised for Alzheimer's through the Sons of Norway Foundation.

D7 President Bruce Strang responded to the letter he had received from the Executive Committee regarding declining membership in District 7. He expressed frustration with the short timeframe given by the Committee to correct the problem.

2020 International Convention

Host Committee President Tor Arild Halvorsen gave a PowerPoint presentation to the Board about the Host Committee's plans for delegates to the 2020 convention in Ringsaker, Norway. A number of tours and cultural activities will be available to attendees.

After Mr. Halvorsen's presentation, President Stubbings reminded the Board that they have a duty of confidentiality and then adjourned the meeting.

Respectfully Submitted,



Marci Larson, Int. Secretary