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2018-2020 Charter & Constitutions

CHARTER 5
CONSTITUTIONS - Table of Contents

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ARTICLE I

The name of this fraternal benefit society shall be "SONS OF NORWAY."

ARTICLE II

The principal office for the transaction of the business of this fraternal benefit society shall be in the City of Minneapolis in the State of Minnesota.

ARTICLE III

The general nature of the business of this fraternal benefit society shall be:

To unite in a fraternal organization men and women of Norwegian or other Nordic birth, descent, their affiliates through marriage and others with an interest in the objectives and purposes of Sons of Norway. (8/2018)

1. To provide for the payment of sick and disability payments to its benefit members.
2. To provide for the payment of death and endowment benefits to its benefit members or their beneficiaries, and to provide for death, endowment and annuity benefits upon the lives of children, and such other benefits as may be permitted by law.
3. Such other purposes not inconsistent herewith as may be provided in the Sons of Norway Charter, Constitutions and Procedures.

ARTICLE IV

To promote the objectives of Sons of Norway and to fully carry out its purposes, there shall be instituted an international lodge, district lodges, and local lodges who shall adopt proper bylaws and rules for their government. (8/00)

ARTICLE V

The official name of the international lodge shall be "The International Lodge of the Sons of Norway." Funds, assets and investments of the International Lodge, however, shall be held and carried in the name of Sons of Norway. It shall hold at least one regular meeting every two years as may be provided in the Charter, Constitutions and Procedures, which may also provide for special meetings. It shall be composed of the following persons:

1. The officers and directors of the International Lodge, elected at the previous meeting of the International Lodge, or in case of vacancies, their duly elected or appointed successors.
2. Delegates duly elected from time to time as provided by the Constitutions of Sons of Norway.

ARTICLE VI

The officers and directors of the International Lodge shall also be the international officers and international directors of Sons of Norway. The international officers shall be an international president, an international vice president, an international secretary, and an international treasurer. There shall be such other international directors and international officers as the Sons of Norway Charter, Constitutions and Procedures may provide.

The officers and directors of the International Lodge shall be elected at the regular meeting of the International Lodge and shall serve for the term for which they are elected or until their successors have been elected and installed.

All of the members of the International Lodge shall be benefit members, and all such members whether officers, directors or delegates, shall have equal rights to vote on all questions, except, however, the elected delegates shall constitute a majority in number, and shall not have less than two-thirds of the votes, and not less than the number of votes required to amend the Sons of Norway Charter, Constitutions and Procedures. (8/88)

ARTICLE VII

The International Lodge shall be the supreme legislative, executive and judicial body of Sons of Norway. It shall have the power to determine appeals, and its decisions shall be final and binding on all members of Sons of Norway.

It shall have the power to provide ways and means for its support and the exercise of its powers.

It shall have the exclusive power to adopt, amend, repeal or revoke the Sons of Norway Charter, Constitutions and Procedures, except that amendments to the Sons of Norway Charter, Constitutions and Procedures may be adopted by resolution of the Board of Directors of the International Lodge, whenever such amendments are necessary to comply with statutory or regulatory requirements; but, such amendments shall be submitted for ratification by the action of the next regular or special meeting of the International Lodge. It shall also have the power to prescribe rules and regulations for the management of district, local and central lodges.

Its power shall not be restricted or limited to those things here-in enumerated, but it shall have power to do and perform all things necessary to carry out the objects and purposes of Sons of Norway and to secure its welfare and proper management. (8/00)

ARTICLE VIII

In the interim between the regular meetings of the International Lodge, the general management, and control of all the affairs of Sons of Norway and all its funds shall be vested in a board of directors, composed of the officers and directors of the International Lodge. The Sons of Norway Charter, Constitutions and Procedures may further provide for an executive committee of the board of directors, which may exercise its functions in the intervals between meetings of the board.

Such control shall be subject to the supervision of the International Lodge, to which the said board of directors by its officers shall make report of such management at each regular meeting of the International Lodge.

ARTICLE IX

No director shall be personally liable to the society, its general convention or its members, for monetary damages for breach of fiduciary duties as a director, except to the extent such exemption from personal liability or limitation thereof is not permitted by applicable laws. (8/88)

ARTICLE X

Sons of Norway shall consist of insurance and non-insurance members. Insurance members are known as benefit members, non-insurance members are known as social members. They shall be classified and have such rights in the international, district and local lodges as the bylaws of Sons of Norway may provide, except, however, only insurance members may vote on the management of the insurance affairs, and non-insurance members may participate in discussions about the insurance affairs of Sons of Norway at the local lodge and district lodge level, but they shall have no voice or vote in the management of the insurance affairs of Sons of Norway. (8/00)

ARTICLE XI

The existence of the Sons of Norway shall be perpetual or until its Sons of Norway Charter, Constitutions and Procedures is revoked by law.

SECTION 1 - GENERAL PROVISIONS

CHAPTER 1

1.1. ORGANIZATION AND STRUCTURE

The official name of this organization is: SONS OF NORWAY. Sons of Norway is registered and defined as a Fraternal Benefit Society in the State of Minnesota.

1.1.1. CONSISTS OF:

Sons of Norway shall consist of an international lodge, district lodges and local lodges.

1.1.2. OFFICIAL YEAR

The official year of Sons of Norway shall be from January 1 to December 31, and all reports of officers shall be composed and presented accordingly.

1.1.3. RULES OF ORDER

The most recent edition of Robert's Rules of Order, Newly Revised, shall be the recognized parliamentary authority at all lodge meetings within Sons of Norway. (8/92)

CHAPTER 2

1.2. AUTHORITY AND PURPOSE

1.2.1. LAWS SUPREME

Sons of Norway Charter and Constitution(s) shall be binding on Sons of Norway, on every member thereof, and on all beneficiaries of members. No local body, nor any of its officers or members, shall have power of authority to waive any provisions thereof except as authorized by changes to the Charter and Constitution(s) by the International Lodge as specifically permitted.

1.2.2. Reserved

1.2.3. Reserved

1.2.4. THE OBJECTIVES AND PURPOSES OF SONS OF NORWAY:

1.2.4.1. To unite in a fraternal benefit society men and women of Norwegian and other Nordic birth or descent, their affiliates through marriage, and others with an interest in the objectives and purposes of Sons of Norway. (8/96)

1.2.4.2. To express love and loyalty to our respective homelands, and to contribute to the life of our countries, to our heritage, and to maintain a close relationship with them. (8/94)

1.2.4.3. To promote an understanding of mutual interests of the people of Norwegian or other Nordic heritage. (8/18)

1.2.4.4. To aid in preserving the history of the pioneers of our countries, and the part the people of Norwegian or other Nordic descent have played in the development of them. (8/96)

1.2.4.5. To maintain and promote interest in everything that is good and noble in the Norwegian and other Nordic national character. (8/96)

1.2.4.6. To sponsor or support such cultural, charitable and social service projects as are related to its general purpose as a fraternal benefit society.

1.2.4.7. To make available certain financial benefit products, and other contract benefits and financial services as permitted by law.

1.2.5. NAME AND EMBLEM

Local and district lodges and members are advised that the name of Sons of Norway and the emblem of Sons of Norway are protected by law and duly registered. No person, lodge, or

other entity has the right to use the name “Sons of Norway” or the Sons of Norway emblem in connection with the merchandising of any product or any commercial enterprise without first obtaining the consent of the International Board of Directors or its designee. (8/98)

CHAPTER 3

1.3. NEW LODGE DEVELOPMENT

Reserved

CHAPTER 4

1.4. LODGE ADMINISTRATION

Reserved

CHAPTER 5

1.5. LODGE PROGRAMS

Reserved

CHAPTER 6

1.6. MEMBERSHIP ADMINISTRATION

1.6.1. MEMBERSHIP CLASSIFICATIONS

There shall be the following classifications:

1.6.1.1. Financial Benefit Members - Any member, who has been issued a benefit contract by Sons of Norway, shall be deemed a benefit member as long as the member’s benefit contract is maintained and all applicable lodge dues are paid. See paragraph 2.11.1. (8/02)

1.6.1.2. Social Members – Social members are members who do not hold Sons of Norway financial benefit products. (8/18)

1.6.1.3. Life/Golden Members - Members who are:

- a. 65 years of age or older;
- b. Who have been members in good standing in the Order for 30 years or more; and,
- c. If the previous two requirements have been met prior to Jan. 1, 2018: are classified as either Life Members (if these requirements were met prior to Jan. 1, 1999) or Golden Members. Years of membership need not be consecutive. Life Members are exempt from paying international and district dues, while Golden Members shall pay 50 percent of International dues and 100 percent of district dues. In all respects, these members shall enjoy all rights and benefits they previously held in the lodge as full dues paying members. Those transferring to another local lodge shall maintain their Life or Golden membership status. Life membership shall be extended to any member who has served as president of the International Lodge.
- d. After Jan. 1, 2018, when a member of a lodge attains the age of 65 or older and has been a member in good standing of the Order for 30 years or more, he or she will be recognized as a Golden Member and presented with a certificate and membership pin recognizing the achievement of becoming a Golden Member. (8/18)

1.6.1.4. Family Membership -

1.6.1.4.1. A Family Membership covers all individuals using the same legal address.

1.6.1.5. Juvenile Members - Juvenile members are members under the age of 21 who are holders of Sons of Norway financial benefit contracts.

1.6.1.5.1. Holders of Financial Benefit contracts when reaching the age of 21 and who have not otherwise attained adult membership shall automatically become members of their sponsoring (adult) Lodge in either of the following groups:

- 1.6.1.5.1.1. Those acquiring membership by request between the ages of 16 and 23, or
- 1.6.1.5.1.2. Those who automatically become members of the local lodge after attaining age 21 can become members of the local lodge by meeting the same requirements as a new member of the lodge. (8/16)

1.6.1.6. **Heritage Members** - Children age 15 and younger may become heritage members of Sons of Norway if they are a family member of at least one (1) Sons of Norway member in good standing. They shall have no voting rights and shall not receive the official magazine, but shall receive a heritage membership card. (8/06)

1.6.1.7. **Honorary Members** - All nominations for honorary members shall be submitted to the International Board of Directors for approval. Honorary memberships may be awarded to individuals who have made unique or especially noteworthy contributions to the United States of America, Canada or Norway; or significant achievements in public service, science, literature, or education. The criteria for honorary memberships are as established by the International Board of Directors.

Nominations shall be restricted to non-members only and may originate from the local lodge, district lodge or international lodge which shall pay international, district and local lodge dues for them, as the case may be. (8/02)

1.6.1.8. **Unge Venner Members** - Members between the ages of 16 and 23 inclusive will be classified as unge venner members. Such members shall have all the rights and privileges as all other members of Sons of Norway. (8/16)

1.6.2. **RIGHTS AND PRIVILEGES**

1.6.2.1. All members shall enjoy equal privileges in the local lodge except only those owning benefit contracts shall have the right to vote on issues relating to Sons of Norway insurance and financial benefits programs. (8/18)

1.6.2.2. A member who has been suspended or expelled from a local lodge shall not have the right to attend closed meetings or other closed functions of the lodge from which he or she was suspended or expelled. (8/92)

1.6.3. **MEMBERSHIP CARD**

Your current membership card is your passport to visit any Sons of Norway lodge in our fraternal society. A Sons of Norway membership card with an expiration date shall be issued upon payment of the annual dues.

1.6.4. **MEMBERSHIP LISTS - LODGE SOLICITATION**

No district, local lodge or Sons of Norway member shall use Sons of Norway's individual lodge membership rosters (membership lists) to solicit other districts or lodges for funds in the form of items for sale and/or requests for financial aid without prior approval of the affected district board(s). All such requests and solicitations must reference in writing the approving authority, or the name and title of a designated member of the respective district board of directors. (8/00)

CHAPTER 7

1.7. **DELEGATE ELECTION**

Reserved

CHAPTER 8

1.8. **CONDUCT AND APPEAL PROCESS**

1.8 .1. **BREACH OF CONDUCT**

Members who have violated the laws or bylaws of Sons of Norway and are considered to be

deserving of penalty may be charged with misconduct. Such a charge may only be brought forth by a written complaint filed with the lodge president as set out in 1.8.1.1.

- 1.8.1.1. Complaint.** The complaint must be in writing, signed by one (1) or more witnesses to the alleged misconduct and must specifically outline the misconduct as defined below. A copy of the written complaint, along with any supporting information, must be promptly sent to the respondent by certified mail, or equivalent, with proof of delivery to the respondent and the local lodge president of the lodge in which the complaint originated. Should the local lodge president be the complainant or respondent in the complaint, the matter shall be referred to the local lodge vice president. Should both the lodge president and the lodge vice president be parties to the complaint, then the complaint shall be filed with the district president. Further, the same documentation must be sent within seven (7) days to the district president, international president and chief executive officer. Should the matter arise at the district level, the matter shall be referred to the international lodge president. (8/10)
- 1.8.1.2. Misconduct.** It shall be misconduct for a member to engage in behavior which violates the laws or bylaws of Sons of Norway, while such member is attending a meeting or performing a function of Sons of Norway. A person determined to have engaged in such misconduct is subject to the following: a reprimand with a warning not to repeat, suspension of the right to attend lodge meetings, or expulsion from membership in the lodge. (8/10)
- 1.8.1.3. Administering a Complaint.** Following the receipt of the complaint, it is the duty of the lodge president to appoint an investigative committee comprised of at least three (3) members of the lodge in which the complaint originated. The investigative committee must be neutral to the complainant and respondent. The committee shall review the complaint and determine whether the complaint meets the standards of misconduct as stated in 1.8.1.2. Said appointment of committee and review shall occur within ten (10) days of receipt of the complaint. The lodge president shall contact the committee appointees to secure their agreement to serve on the committee. The lodge president shall secure the committee chair among those who have agreed to serve and said chair shall only report to the lodge president. The lodge president shall provide the investigative committee with all information necessary to review the complaint including, but not limited to, the following: copies of the complaint, relevant documentation, contact information for the complainant and the respondent, and witnesses to the complaint. If the complaint conforms to the specifications herein, the investigative committee must commence an investigation into the allegation(s) within seven days. The investigative committee shall make a determination of the appropriate penalty and communicate the same to the lodge president who shall then communicate such determination to the complainant and respondent within 30 days. If complaint is deemed without merit, that decision shall be communicated to the complainant and respondent within the same time period as set for valid complaints. The report and committee ruling shall also be promptly sent to the district president, international president and chief executive officer. (8/10)
- 1.8.1.4. Appeals Process.** If a complainant or respondent desires to appeal the local lodge investigative committee's ruling, the matter shall be referred to the district president with a written appeal by the appellant. Within five (5) days of receiving the notice of appeal, the district president shall appoint a district investigative committee of at least three (3) members of the district lodge. The members of the district investigative committee must not be aligned with or supporting any side or position of the appeal. The district investigative committee shall review all pertinent information related to the complaint and the local lodge investigative committee's ruling, and then rule on the validity of the appeal within ten (10) days of receipt of notice of appeal. An additional 10 days may be granted upon notice to the appellant. The determination made by the district investigative committee

of the appeal shall either be to deny the appeal or reverse the local lodge investigative committee's ruling. Any penalty shall be postponed until appellate rights have expired. (8/12)

- 1.8.1.5. **Failure to Appeal.** If the complainant or respondent fails to appeal within ten (10) days of receipt of the determination or fails to abide by the rules set forth herein pertaining to appeal, the appeal shall be dismissed and the appeal for all purposes shall be considered abandoned and the decision last rendered shall be deemed final. (8/10)
 - 1.8.1.6. **Effect of Modification or Reversal.** If the appellant succeeds, the appellant shall have all previously held rights and benefits restored. (8/10)
 - 1.8.1.7. **Effect of Failed Appeal.** If the appellant's appeal is denied, the decision is final and there is no further remedy. (8/10)
- 1.8.2. **RESOLUTION OF DISPUTES**
- 1.8.2.1. **Purpose.** The purpose of this section is to prescribe the sole means to present and resolve grievances, complaints or disputes brought by members, certificate owners or beneficiaries, against Sons of Norway or its directors, officers, agents and employees. Procedures set forth in this section are meant to provide prompt, fair and efficient opportunities for dispute resolution, consistent with the fraternal nature of Sons of Norway, without delay and expense of formal legal proceedings. (8/00)
 - 1.8.2.2. **Scope.** This section applies to all past, current, and future benefit certificates, members, insureds, certificate owners and beneficiaries. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. It includes, but is not limited to, claims based on breach of benefit contract, as well as claims based on fraud, misrepresentation, violation of statute, discrimination, denial of civil rights, conspiracy, defamation, and infliction of distress, against Sons of Norway or its directors, officers, agents or employees. This section does not apply to claims or disputes made after the applicable statute of limitations have expired. This section does not apply to actions brought by Sons of Norway, including, but not limited to, actions for: declaratory judgment, determining proper payees, recovering amounts due, and contesting insurance coverage or membership eligibility. (8/00)

CHAPTER 9

1.9. **LODGE MEETINGS**

1.9.1. **PROXY VOTING**

No proxy or absentee voting is authorized at any meetings of the Lodge. (8/08)

CHAPTER 10

1.10. **LAWS AND AMENDMENTS**

Reserved

CHAPTER 11

1.11. **OFFICERS AND DIRECTORS, ELECTIONS AND TERMS OF OFFICE**

1.11.1. **Reserved**

1.11.2. **Reserved**

1.11.3. **Reserved**

1.11.4. **Reserved**

1.11.5. Reserved

1.11.6. Reserved

1.11.7. Reserved

1.11.8. INELIGIBILITY TO HOLD OFFICE

Any individual convicted of a crime related to the performance of his or her Sons of Norway duties shall be ineligible to hold office as an officer or director at any level in Sons of Norway.

CHAPTER 12

1.12. LODGE COMMITTEE APPOINTMENTS - STANDING AND AD HOC

Reserved

CHAPTER 13

1.13. BOARD OF DIRECTORS

Reserved

CHAPTER 14

1.14. BOARD OF DIRECTORS' MEETINGS

Reserved

CHAPTER 15

1.15. BOARD OF DIRECTORS' COMMITTEES

Reserved

CHAPTER 16

1.16. OFFICER AND DIRECTOR DUTIES

Reserved

CHAPTER 17

1.17. FINANCIAL ADMINISTRATION, INVESTMENTS AND REAL ESTATE

1.17.1. ACQUISITION OF REAL ESTATE

1.17.1.1. Acquisition of Real Estate. Any local or district lodge desiring to acquire or obtain title to any real estate, whether through purchase, gift, bequest or any other method, shall obtain pre-approval by the International Board of Directors. The pre-approval by the International Board of Directors shall be in a fair, consistent and timely manner. (8/16)

1.17.1.2. Real Estate Organization. When a lodge acquires real estate, it shall organize a separate nonprofit corporation under its local laws for taking title to such real estate. A lodge shall obtain approval from the International Board of Directors as it relates to the formation of an appropriate nonprofit corporation to hold title to such real estate. Regardless of what nonprofit corporation is used, the articles of incorporation, or charter, of such nonprofit corporation must provide that the voting members, officers, and directors of such nonprofit corporation shall be members in good standing of the lodge. (8/16)

1.17.1.3. Annual Reporting. The separate non-profit corporation shall file a financial statement (Form D17) with Sons of Norway headquarters annually. (8/16)

1.17.1.4. Tax Filings for Real Estate Entity. Each Lodge shall be responsible for filing and maintaining tax records and filings to maintain proper classification with any and all taxing authorities. The nonprofit corporation shall be registered with the Internal Revenue Service of the United States as a 501(c)(2) entity or another 501(c)

classification as approved by the International Board of Directors. (8/16)

- 1.17.1.5. Non-U.S. Lodges.** For lodges not domiciled or located in the United States, real estate acquisitions shall be made in strict accordance with the local laws and tax regulations of such country. All other applicable requirements of this Section 1.17.1 shall remain in effect. (8/16)

CHAPTER 18

- 1.18. BONDING OF OFFICERS AND DIRECTORS**
Reserved

CHAPTER 19

- 1.19. LODGE ENTERPRISES**
Reserved

CHAPTER 20

- 1.20. DUES**
Reserved

CHAPTER 21

- 1.21. BUDGET, REPORTS AND OPERATIONAL PLANS**
Reserved

CHAPTER 22

- 1.22. LODGE SUSPENSIONS AND DISSOLUTION**
See paragraph 2.22 - International Lodge; and paragraph 4.22 - Local Lodge.

CHAPTER 23

- 1.23. CENTRAL AND RECRUITMENT LODGES**
Reserved

CHAPTER 24

- 1.24. LODGE LIABILITY INSURANCE**
It shall be mandatory for all district and local lodges to maintain general liability insurance as provided by Sons of Norway headquarters. The liability insurance coverage shall protect the lodge and the individual members of the lodge from personal liability and expenses resulting from claims arising out of the lodge or lodge-sponsored activities. This insurance does not cover real estate or buildings. This insurance does not cover liquor liability claims. The premium for this insurance shall be paid annually, pursuant to billing by Sons of Norway headquarters. The cost and limits for this insurance will be as determined by the International Board of Directors. (8/96)

CHAPTER 25

- 1.25. LEGAL LIABILITIES**
Reserved

SECTION 2 – INTERNATIONAL LODGE

CHAPTER 1

2.1. ORGANIZATION AND STRUCTURE

The official name of the International Lodge shall be “The International Lodge of Sons of Norway.”

2.1.1. CONSISTS OF:

The International Lodge shall consist of the officers and directors of the International Lodge and delegates from district lodges, all of whom shall be financial benefit members.

2.1.2. OFFICIAL YEAR

The official year of Sons of Norway shall be from January 1 to December 31, and all reports shall be written and presented accordingly.

2.1.3. Reserved

2.1.4. REPORTS

The reports to a regular International Lodge meeting shall embrace the two (2) years since the last regular meeting.

CHAPTER 2

2.2. AUTHORITY AND PURPOSE

2.2.1. PROCLAMATION OF LAWS

The International Lodge shall communicate to district and local lodges all new laws and resolutions as soon as possible after their adoption.

2.2.2. FINAL DECISIONS

Should any questions arise that are not covered by Sons of Norway Charter and Constitution(s), the decision by the International Lodge, or in the interim between meetings by the International Board of Directors, shall be final and binding on all members of Sons of Norway.

2.2.3. Reserved

2.2.4. Reserved

2.2.5. AUTHORITY OF INTERNATIONAL LODGE

In addition to the powers of the International Lodge in ARTICLE VII of the Charter, the International Lodge shall also have the following powers:

2.2.5.1. To adopt such rules and regulations as it may consider necessary to maintain its legitimate authority over the district and local lodges subject to the provisions of 2.10.1.

2.2.5.2. To fix the boundaries of the district lodges.

2.2.5.3. To prescribe and control all ritualistic work within Sons of Norway and to prescribe for emblems and regalia.

2.2.5.4. To authorize the International Board of Directors to issue charters to districts, local, and junior lodges and also to recall charters where the laws of Sons of Norway have been violated.

2.2.5.5. To authorize the International Board of Directors to approve or reject the laws or regulations adopted by local and district lodges.

CHAPTER 3

2.3. NEW LODGE DEVELOPMENT

2.3.1. NEW DISTRICT LODGES

The International Lodge alone is authorized to establish district lodges. (See 3.3.1.)

CHAPTER 4**2.4. LODGE ADMINISTRATION**

Reserved

CHAPTER 5**2.5. LODGE PROGRAMS**

Reserved

CHAPTER 6**2.6. MEMBERSHIP ADMINISTRATION****2.6.1. REPRESENTATION (TO INTERNATIONAL LODGE MEETING)**

Each district lodge shall be entitled to two (2) delegates for the district (one of whom shall be the district president) plus one (1) delegate for each 300 members, or major fraction thereof, in the district according to the last annual report before the election. The district lodge in computing its representation shall also include the members of a newly established local lodge in its district, as defined and provided for in 3.6.2. (8/14)

2.6.2. STATUS OF INTERNATIONAL OFFICERS AND DIRECTORS

2.6.2.1. The officers and directors elected at the last regular International Lodge meeting, or their successors, shall be members of the International Lodge, and in every respect enjoy the same rights and privileges as the delegate(s) from the district lodges, and they shall so act until their successors have been elected and installed. (8/14)

2.6.2.2. An officer or director who is not re-elected to any international office shall continue to be a member of the International Lodge until the next regular International Lodge meeting begins. (8/14)

2.6.2.3. An officer or director shall not be suspended or expelled from their office or the International Lodge on account of the suspension, dissolution, or merger of their district lodge, or if they transfer to a local lodge within another district, provided that they remain in good standing with Sons of Norway. (8/14)

2.6.3. TERM OF DELEGATES AND ALTERNATES

Delegates and alternates shall be elected for a term of two (2) years and shall serve until successor delegates and alternates are elected.

CHAPTER 7**2.7. DELEGATE ELECTION**

Reserved

CHAPTER 8**2.8. CONDUCT AND APPEAL PROCESS****2.8.1. RIGHT TO APPEAL**

Any member of Sons of Norway may appeal to the International Lodge on any decision of the District Board of Directors to which such member belongs by following the process set out in P&P paragraph 1.8.

2.8.2. DECISION

Every such appeal shall be referred by the international secretary to the international president, whose decision shall be binding unless reversed by the International Board of Directors.

2.8.3. REPORT TO INTERNATIONAL BOARD OF DIRECTORS

The international president shall report all appealed cases with decision to the International

Board of Directors, and the decisions by the International Board of Directors, shall be binding unless reversed by the International Lodge.

2.8.4. REPORT TO INTERNATIONAL LODGE

The international president shall report to the international lodge meeting all appealed cases together with the decisions of the international president and the International Board of Directors.

CHAPTER 9

2.9. LODGE MEETINGS

2.9.1. VOTING RULES

Each member of the International Lodge shall be entitled to one (1) vote subject, however, to the following: The elected delegates shall always have at least two-thirds of the votes and, in the event the officers and directors of the district and international lodges (who are not elected delegates), the members of the International Lodge who are not elected delegates shall exceed one-third of the total number of members present and entitled to cast votes, then such members who are not elected delegates shall not be entitled to cast more than one-third of the total number of eligible votes that could be cast at such International Lodge Meeting.

2.9.2. FREQUENCY

9.2.1. Time. The regular meetings of the International Lodge shall occur between May 1 and December 31 of the even-numbered years.

9.2.2. National Emergency. In time of war or national emergency, the International Board of Directors shall have authority to suspend or postpone one (1) regular meeting of the International Lodge.

2.9.3. MEETING BIDS

The place of the meeting shall be determined by the International Lodge or the International Board of Directors. Bids to host the international convention must be forwarded to the International Board of Directors at least 30 days prior to the opening of the International Lodge meeting. Such bids must have prior approval from the respective district board of directors. The International Board of Directors shall determine the time, in consultation with host lodges. (8/14)

2.9.4. INSTALLATION EVENTS

Reserved

2.9.5. SPECIAL MEETINGS

2.9.5.1. Notice of Special Meetings. The international president shall ensure that all members of the International Lodge are notified by mail or other method of the time and place of a special meeting of the International Lodge, as well as matters to be acted upon at such meeting. No other matters shall be considered at such meeting. (8/14)

2.9.5.2. Delegates to Special Meetings. The members of the last regular International Lodge meeting, or in the case of vacancies, their successors or Alternates, shall act. (8/14)

2.9.6. APPOINTED OFFICERS

At the opening of each International Lodge meeting session, the president may appoint a counselor, social director, marshal, assistant marshal, and greeter from among the delegates present or from the local committee, who shall hold office until the close of such session. Such officers shall receive no compensation for the performance of their duties in connection with such offices. (8/02)

2.9.7. Reserved

2.9.8. Reserved

2.9.9. QUORUM

A majority of all members of the International Lodge shall constitute a quorum at all International Lodge meetings. However, a lesser number may pass on the credentials of the delegates and adjourn from time to time until a quorum is present.

CHAPTER 10

2.10. LAWS AND AMENDMENTS

2.10.1. REPEAL AND AMEND LAWS

Sons of Norway Charter and Constitution(s), may be repealed or amended at regular or special meetings of the International Lodge by a two-thirds majority of the members present and voting, except that amendments to (the) Sons of Norway Charter and Constitution(s) may be adopted by resolution of the International Board of Directors whenever such amendments are necessary to meet with the requirements of the insurance laws of the State of Minnesota, or any other jurisdiction in which Sons of Norway does business; but, such amendment shall be submitted for ratification by two-thirds majority of the next regular or special meeting of the International Lodge. All law changes adopted shall be published promptly in the official magazine of Sons of Norway. (8/94)

2.10.2. ORIGINS OF AMENDMENTS

No proposed amendment to (the) Sons of Norway Charter and Constitution(s) shall be acted on by an International Lodge meeting, unless it has been approved for consideration by a local lodge by a majority vote of members present and voting, and sent by the lodge to the district lodge and been approved by that body by a majority vote of members present and voting, or has been submitted by a district lodge, by the International Board of Directors or by an international lodge committee. (8/02)

2.10.3. REFERENDUMS

The International Board of Directors may adopt a resolution to conduct a referendum of the International Lodge by mail or electronic communication. The international president shall oversee the referendum by directing the international secretary to send each member of the International Lodge via mail, electronic communications, or other methods of electronic or internet-based communication, a copy of the International Board of Directors' resolution directing the referendum, a summary of the referendum presented for consideration, and depending on the voting method utilized, instructions for casting a vote, including the time-line in which the vote must be cast. Each member voting in a referendum shall be entitled to cast one (1) vote, and provided a quorum or majority of the International Lodge casts a vote, the results of the referendum shall be binding. (4/17)

CHAPTER 11

2.11. OFFICERS AND DIRECTORS

2.11.1. ELIGIBILITY

Only benefit members, as defined in 1.6.1.1. hereof, shall be eligible for nomination or election as international officers or international directors or alternates.

2.11.2. OFFICERS

The officers of the International Lodge shall be a president, vice president, secretary and treasurer who shall be nominated and elected at large from among the members of the International Lodge. The officers of the International Lodge are members of the International Board of Directors.

2.11.3. DIRECTORS

There shall be a director from each district who shall be nominated as hereafter set forth and elected from among the members of the International Lodge. (8/96)

2.11.3.1. Appointed Directors. The International Board of Directors may appoint up to two additional directors as needed in order to enhance proficiencies, skills or knowledge as deemed necessary by the current board of directors. Such appointed directors will have all the same rights, privileges and obligations as a duly elected director. They will require the same vetting and serve for a two-year term, not to exceed two terms of service in total. (8/18)

2.11.4. NOMINATIONS

2.11.4.1. Officers, Director and Alternate Director. All nominations for the international president, vice president, secretary, treasurer, director and the alternate to that director shall be submitted to the International Nominating Committee no later than two weeks after the last district convention and lodge meeting. Nominations shall cease at that time. (8/18)

2.11.4.2. In the event of a vacancy in the position of alternate to the international director the district delegation shall caucus at the earliest possible moment after the International Lodge Meeting elections and choose an alternate nominee from among their delegation. (The nominee must be a benefit member and a delegate.) The nominee shall be immediately reported to the International Nominating Committee, which shall have 30 days from receipt of such name to secure a candidate leadership application (CLA) and conduct the required vetting. Should the nominee be rejected by the International Nominating Committee, it shall be the district's responsibility to secure a subsequent nominee through the district delegate referendum (see Section 3 – District Lodge, Chapter 10, paragraph 3.10.4.), and then provide the nominee's name to the International Nominating Committee. The committee shall have 30 days to confirm the nominee by obtaining the CLA and performing the required vetting. (8/18)

2.11.4.3. Nomination Time Limits and Procedures. Only one (1) nomination speech may be made to nominate any person for a given office and that shall not exceed two (2) minutes. No one will be permitted to make a seconding speech of a candidate's nomination for a given office or to make a speech in support, or affirming the qualification, of a nominated candidate for such office. After the nomination has been made, each nominated candidate for that office shall make an acceptance speech not to exceed two (2) minutes. (8/12)

2.11.5. ELECTIONS

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

2.11.5.2. Voting

2.11.5.2.1. One (1) Nominee – When there is only one (1) candidate for any office, election shall be by acclamation. (8/16)

2.11.5.2.2. Two (2) Nominees – When there are two (2) candidates for any office, election shall be by ballot. (8/16)

2.11.5.2.3. 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)

2.11.6. TERM OF OFFICE

- 2.11.6.1. Terms of Officers.** Officer terms shall be two years or until their successors have been elected and installed.
- 2.11.6.2. Terms of Directors.** Director terms shall be one four-year term (time served as an alternate shall not be counted in the four years) or until their successors have been elected and installed.
- 2.11.6.3. Terms of Alternates to International Directors.** Alternate terms shall be for two years.
- 2.11.6.3.1.** In the event of a vacancy in any office for which an alternate is elected, the alternate shall succeed to such vacancy and shall serve until the next International Lodge meeting, when the unexpired term shall be filled by election in the usual manner.
- 2.11.6.3.2.** In the event of the absence or disability of any director from any meeting of the board of directors, the alternate may take the place at such meeting, with the same rights and privileges as the principal had as a member of the board of directors.
- 2.11.6.3.3.** If an alternate is unable to attend the International Board meeting, the vacancy may be filled by the board of directors of the district.
- 2.11.6.4. Term Limits.** No international officer can be elected to serve more than two consecutive terms in any one office. International directors cannot serve consecutive four-year terms. (08/12)

2.11.7. VACANCIES

- 2.11.7.1.** Whenever a vacancy occurs in the office of international president, the international vice president shall succeed to the office of international president for the remaining term.
- 2.11.7.2.** Whenever a vacancy occurs in the office of international vice president, international secretary, or international treasurer, such office(s) shall be filled by the International Board of Directors from its own members.
- 2.11.7.3.** Whenever a vacancy occurs in the office of international director, it shall be filled by the elected alternate. In cases where no alternate is available, the office shall be filled by the International Board of Directors upon recommendation of the District Board of Directors from which such vacancy occurred. To qualify, the successor must be a member of the International Lodge and meet the requirements of paragraph 2.11.1.

2.11.8. REMOVAL OF OFFICERS AND DIRECTORS

The International Board of Directors may by a majority vote of all its members remove from office any member for reasons of incompetence, disobedience, moral or physical disqualifications, embezzlement, or neglect of official duties, provided that a written complaint has been sent to the International Board of Directors and the officer or director concerned has been given an opportunity to defend himself or herself. The officer or director concerned must be sent by return receipt certified mail a copy of the written complaint, and be given 45 calendar days from the receipt of the written complaint to submit a response. The officer or director in question must be allowed to appear in person before the board, at a regularly scheduled meeting of the board, at his or her expense, to either defend, send a written response to the board, or both. (8/16)

- 2.11.8.1. Member removal.** Any members so removed from office shall be entitled to appeal from the decision of the International Board of Directors to the International Lodge. Notice of such appeal must be in writing to the international secretary within 30 days after the decision of the International Board of Directors. This notice must state that the member desires to appeal and accurately specify the decision or action from which the appeal is desired and the date thereof.
- 2.11.8.2. Case Transcripts.** The international secretary shall then prepare a transcript of all documents in the case, including extracts from the minutes relative to the matter

and the decision by the International Board of Directors, and the correctness of the transcript shall be attested to by the international president and the international secretary.

2.11.8.3. Report to Lodge. The international president shall refer the complete transcript of the case to the International Lodge for its decision. Vote shall be by secret ballot.

2.11.8.4. Disclosure of Removal from Office. Anyone properly removed from office within Sons of Norway, according to paragraph 2.11.8., if that person seeks office in the International Lodge, the prior removal from office must be disclosed on their candidate leadership application form. (8/18)

2.11.9. OFFICER & DIRECTOR INDEMNIFICATION AND LIABILITY PROTECTION

2.11.9.1. Indemnification. Sons of Norway shall indemnify from expenses every person who is or was threatened to be made a party to any action, suit, arbitration or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, or officer, employee or agent of the society, or is or was serving at the request of the society as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. These expenses shall include counsel fees, judgments, claims, liabilities, penalties, forfeitures, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the full extent permitted by applicable laws. Indemnification provided hereby shall continue as to a person who has ceased to be a director, officer, employee, agent, or trustee and shall inure to the benefit of the heirs, executors and administrators of such person. Such indemnification shall include advances of expenses in advance of final disposition of such action, suit, or proceeding, subject to the provisions of any applicable statute. (8/88)

2.11.9.2. Liability protection. Sons of Norway shall purchase and maintain liability insurance on behalf of any person who is serving in any capacity mentioned in paragraph 2.11.9.1. of this section whether or not the society would have the authority to indemnify such person as herein provided. (8/88)

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 of Directors. (8/18)

2.11.11. TRAVELING EXPENSES

International officers and international directors, who attend International Board of Director meetings or make necessary travels in their official capacity in the interests of Sons of Norway, shall be entitled to reimbursement for necessary traveling expenses and per diem allowance as may be fixed from time to time by the International Lodge.

2.11.12. RETIRING OFFICERS SURRENDER PROPERTY

Retiring officers shall within 10 days after the installation of their successors surrender to them all money, valuable papers, books of account and documents which have come into their hands by reason of their position; as well as all stocks of printed matter and all other property belonging to Sons of Norway that they may have in their care.

CHAPTER 12**2.12. LODGE COMMITTEE APPOINTMENTS – STANDING AND AD HOC****2.12.1. PARLIAMENTARIAN**

The international president shall select a parliamentarian prior to each International Lodge Meeting. The parliamentarian shall not be an International Lodge Delegate or an employee of Sons of Norway. (4/06)

2.12.2. COMMITTEE APPOINTMENTS

The international president may appoint from among the elected delegates, committees to serve during the International Lodge Meeting as follows: Finance/Investments, Laws, and Resolutions. The president can appoint other committees such as Reports and/or Fraternal Programs or combine committees as needed. (8/18)

2.12.2.1. Lodge committees may be combined at the discretion of the president, but that action is only valid for that meeting.

CHAPTER 13**2.13. BOARD OF DIRECTORS****2.13.1. INTERNATIONAL BOARD OF DIRECTORS CONSISTS OF:**

International president, international vice president, international secretary, international treasurer and the international directors.

2.13.2. AUTHORITY OF THE INTERNATIONAL BOARD OF DIRECTORS

The authority and duties of the International Board of Directors shall not be limited to the cases enumerated in the duties of the International Board of Directors as set out in P&P paragraph 6.13.3. It shall have the right and authority to perform all duties, and take such action as may be necessary to carry out the objectives of Sons of Norway and promote its welfare and growth, insofar as the same is not expressly forbidden by or is not conflicting with the Charter and Constitution(s).

2.13.2.1. The International Board of Directors is specifically authorized to adopt rules and regulations for the issuance and maintenance of certificates for the financial protection of our members and their families.

2.13.3. REPRESENT INTERNATIONAL LODGE IN INTERIM

In the interim between the regular sessions of the International Lodge, the International Board of Directors shall represent the International Lodge and in all matters possess its authority, except as otherwise expressly provided by the International Lodge or the Charter and Constitution(s). During that time, the International Board of Directors shall exercise exclusive control and supervision of the affairs of Sons of Norway and its funds and shall manage and administer the same.

2.13.4. DUTIES OF INTERNATIONAL BOARD OF DIRECTORS

See P&P paragraph 2.13.3.

2.13.5. TO WHOM ACCOUNTABLE

The International Board of Directors shall be responsible to the International Lodge for all its actions, and shall make a complete report to the regular meetings of the International Lodge of all its official actions.

2.13.6. EXPENSE ALLOWANCE FOR COMMITTEE MEMBERS

International Lodge Committee members, who attend International Board of Director meetings or make necessary travels in their official capacity in the interests of Sons of Norway, shall be entitled to reimbursement for necessary traveling expenses and/or per diem allowance as may be fixed from time to time.

CHAPTER 14

2.14. BOARD OF DIRECTORS' MEETINGS

2.14.1. MEETINGS

International Board of Directors shall meet not less often than semi-annually and the Executive Committee shall meet at least once in the interval between International Board of Directors meetings. Additionally, the International Board of Directors shall meet via teleconference or another available real-time communication method in mid-March to review end-of-year financials, and again in mid-August to review 2nd quarter financials. At both of these meetings, other business as deemed necessary may be addressed. (8/18)

2.14.1.1. Telephone Conference Meeting. A conference among members of the International Board of Directors by any means of communication through which the International Board of Directors may simultaneously hear each other during the conference, constitutes a meeting of the International Board of Directors, if the same notice is given of the conference call as would be required for an International Board of Directors "special" meeting, and if the number of International Board members participating in the conference call would be sufficient to constitute a quorum at a regular International Board of Directors meeting. Participation in a meeting of the International Board of Directors by teleconference constitutes personal participation in such Meeting. (8/88)

2.14.2. Reserved

2.14.3. Reserved

2.14.4. Reserved

2.14.5. SPECIAL MEETING

Special meetings of the International Board of Directors may be called by all of the Executive Committee members by a writing signed by all of them, or by seven (7) members of the International Board of Directors in writing signed by all of them, which shall designate the time, place and purpose of the meeting and shall be mailed to each International Board member at least ten (10) days prior to the meeting date, or such notice may be given by telegram, email, facsimile or other widely available communication at least five (5) days prior to the meeting. (8/02)

2.14.6. Reserved

2.14.7. ADVISORY MEMBERS

District presidents shall be deemed to be advisory members to the International Board of Directors and may be invited to attend the meeting of the International Board of Directors when considered to be necessary by the International Board of Directors. (8/92)

2.14.8. Reserved

2.14.9. QUORUM – INTERNATIONAL BOARD OF DIRECTORS

Seven (7) members of the International Board of Directors shall constitute a quorum.

CHAPTER 15

2.15. BOARD OF DIRECTORS COMMITTEES

Reserved

CHAPTER 16**2.16. OFFICER AND DIRECTOR DUTIES****2.16.1. THE INTERNATIONAL PRESIDENT SHALL:**

2.16.1.1. Preside at all meetings of the International Lodge and the International Board of Directors.

2.16.1.2. Be the highest-ranking officer of Sons of Norway, and as such shall supervise proper observance of its laws, rules and ceremonies, shall see that all directives and policies adopted by the International Lodge or the International Board of Directors are executed, and shall see that the international officers and international directors perform their respective duties.

2.16.1.3. Appoint all committees unless otherwise provided.

2.16.1.4. Report to the regular International Lodge meetings of all official acts and also report on the condition of Sons of Norway and its future needs.

2.16.2. THE INTERNATIONAL VICE PRESIDENT SHALL:

In the absence of the president, preside at all meetings. Whenever the president is prevented from acting, the vice president shall perform the duties of the president. The vice president shall assist the president at the meetings of the International Lodge and have charge of the marshals and greeters. The vice president may perform other duties, as determined by the International President.

2.16.3. THE INTERNATIONAL SECRETARY SHALL:

Keep or supervise the keeping of a correct record of all meetings of the International Lodge and International Board of Directors, and shall, as soon as possible, after each International Lodge meeting, prepare or supervise the preparation of a complete report of the same.

2.16.4. THE INTERNATIONAL TREASURER SHALL:

Perform such duties as are assigned to the treasurer from time to time by the International Board of Directors. The treasurer shall review and approve all the expense reports of the International officers and directors and of the chief executive officer. (8/98)

2.16.5. THE INTERNATIONAL DIRECTORS SHALL:

Be the committee on delegate eligibility of the International Lodge.

CHAPTER 17**2.17. FINANCIAL ADMINISTRATION, INVESTMENTS AND REAL ESTATE****2.17.1. FUNDS AND INVESTMENTS OF INTERNATIONAL LODGE**

2.17.1.1. Operational and Reserve Funds. Sons of Norway shall maintain assets as may be necessary to establish and maintain adequate reserves for payment of the benefits provided for in all benefit certificates, to establish and maintain surplus funds sufficient to maintain industry standards in the insurance field and for the payment of all expenses incurred in carrying on the business of, and in the promotion and extension of its objectives. (8/88)

CHAPTER 18**2.18. BONDING OF OFFICERS AND DIRECTORS****2.18.1. THE INTERNATIONAL BOARD OF DIRECTORS SHALL**

Provide for the bonding, with a corporate surety company, of all International officers, directors and employees who handle International Lodge funds or securities.

CHAPTER 19**2.19. LODGE ENTERPRISES**

Reserved

CHAPTER 20

2.20. DUES

2.20.1. MEMBERSHIP DUES

Membership dues shall reflect payment for (1) International dues including the official magazine, (2) district dues and (3) local lodge dues. Membership dues shall be paid by each individual member to Sons of Norway headquarters. Sons of Norway headquarters shall remit district and local dues collected to the respective lodges on a monthly basis.

2.20.1.1. International, district and local lodge dues for members shall be established by the International Board of Directors annually at its spring meeting. Any change in the dues shall become effective January 1 of the following year. (8/16)

2.20.2. Reserved

2.20.3. Reserved

2.20.4. NEW LODGE DUES

A local lodge shall be sent all International, district and local lodge dues collected from its members up to the point of 12 months from the date of its institution. (8/88)

CHAPTER 21

2.21. BUDGETS, REPORTS AND OPERATIONAL PLANS

Reserved

CHAPTER 22

2.22. LODGE SUSPENSIONS AND DISSOLUTION

2.22.1. AUTHORITY TO SUSPEND OR DISSOLVE A LOCAL LODGE

The International Board of Directors is authorized to suspend local lodge charters and dissolve a local lodge. (See also P&P paragraph 2.22.)

2.22.2. SUSPENSION OF LODGE CHARTERS

A local lodge that fails to remit monies due; or fails to submit its annual report for six (6) months following the due date; or fails to abide by the laws, rules or directives of Sons of Norway; or has fewer than eight (8) members, may risk suspension of their charter if so decided by the International Board of Directors. Such suspension shall not become effective until after 30-days' notice to the district president and district secretary from the time the resolution was passed by the International Board of Directors. (8/90)

2.22.3. NOTICE OF SUSPENSION

Written notice of the decision to suspend a local lodge shall promptly be given to the secretary of the district in which the lodge is situated, the officers of the local lodge, and, to the extent possible, to the members of the lodge. At the same time, information shall be given to each member of the suspended lodge of the steps and procedures necessary for such member to maintain membership in Sons of Norway.

2.22.4. TRANSFER OF MEMBERS

Members of a local lodge, which has been ordered suspended by the International Board of Directors may, if not indebted to the lodge or Sons of Norway, continue as members of Sons of Norway and remain in good standing, provided that they follow the steps and procedures furnished them to transfer their membership.

2.22.5. SUSPENSION MAY BE RESCINDED

The suspension of a lodge may be rescinded by the International Board of Directors upon cause shown, and shall be rescinded upon payment by the lodge in full of monies due Sons of Norway headquarters. (8/02)

CHAPTER 23**2.23. CENTRAL AND RECRUITMENT LODGES**

Reserved

CHAPTER 24**2.24. LODGE LIABILITY INSURANCE****24.1. INTERNATIONAL LODGE LIABILITY INSURANCE – See Paragraph 1.24.1.****CHAPTER 25****2.25. LEGAL LIABILITIES****2.25.1. FINANCIAL BENEFITS PROGRAM LIABILITIES**

No applicant nor any designated beneficiary shall have any claim against Sons of Norway before the applicant shall have paid the required fees, dues, and advance premium, and his or her medical examination or his or her declaration of insurability for non-medical insurance shall have been approved by the chief medical examiner or Sons of Norway headquarters. If the application is rejected upon ballot, thereon the provisions of C&C 4.6.3.4., P&P 4.6.1.5., 4.6.1.6. and 4.6.4.3. shall apply. (8/02)

2.25.2. FINANCIAL BENEFITS PRODUCT RESERVES

The amount of insurance premiums and cash or loan values provided in the insurance certificates issued by the society are not subject to change, except that the International Board of Directors is hereby authorized in the event that the reserves as to all or any class of certificates become impaired to require that there shall be paid by each insurance member to the society the amount of the member's equitable proportion of such deficiency as ascertained by the International Board of Directors, and that if the payment be not made it shall stand as an indebtedness against the certificate and draw interest not to exceed five (5) percent per annum compounded annually or the equivalent effective rate of interest if payable in advance (or in lieu thereof, or in combination therewith, the member may consent to a reduction of the corresponding insurance benefit proportionate to the value of the additional contribution). Not less than the sum of 12 monthly premiums shall be levied each year, and they shall be levied and collected quarterly in advance.

SECTION 3 – DISTRICT LODGE

CHAPTER 1

3.1. ORGANIZATION AND STRUCTURE

Sons of Norway lodges exist throughout the USA, Canada and Norway and are divided into geographical areas, each of which are assigned a number of local lodges. A district lodge has been established in each of these geographical areas and each of these district lodges is known by its number assignment.

3.1.1. CONSISTS OF:

A district lodge shall consist of its elected officers and directors, all of whom shall be benefit members, and delegates from each local lodge (who are not required to be benefit members), and the elected International officers and directors from within the district. The benefit provision for district board members shall not be required for countries, provinces or states where Sons of Norway is not authorized to sell Sons of Norway financial benefit products. (8/00)

3.1.2. OFFICIAL YEAR

The official year of Sons of Norway shall be from January 1 through December 31, and all reports shall be written and presented accordingly.

3.1.3. OFFICE

The office of the district lodge shall be located in the home city of the district secretary.

CHAPTER 2

3.2. AUTHORITY AND PURPOSE

3.2.1. PURPOSE

The district lodge shall promote the interests of Sons of Norway within the district and shall cooperate with and assist the International Lodge and its officers and directors in their work, both with relation to fraternal activities and organization work.

3.2.2. BENEVOLENT INSTITUTIONS AND FRATERNAL PROJECTS.

Each district lodge shall have the prerogative of establishing and maintaining benevolent projects or fraternal projects that are specifically authorized and approved by the district lodge. (8/96)

CHAPTER 3

3.3. NEW LODGE DEVELOPMENT

3.3.1. APPLICATIONS

The International Lodge alone is authorized to establish districts. If a district is to be divided, first a general proposal shall be prepared by the proposal's initiators, and approved by a majority vote of two-thirds of the affected full local lodge board of directors. Thereafter, a final proposal shall be mailed to all the members of such proposed new district with the time and place set for decision by each individual lodge. The total vote is afterwards tabulated by the District Secretary and will require a two-thirds majority of all votes cast to be effective. When such report is sent to the district secretary, each lodge must have such action attested by the president and secretary of the local lodge. The district secretary shall then forward such applications to Sons of Norway headquarters at least three (3) months previous to a regular International Lodge meeting, and the international secretary shall then publish the same in the official magazine of Sons of Norway. (8/02)

3.3.2. REQUIREMENTS

District lodges may be established by the International Lodge within geographical areas having at least 3,000 members.

CHAPTER 4**3.4. LODGE ADMINISTRATION**

Reserved

CHAPTER 5**3.5. LODGE PROGRAMS**

Reserved

CHAPTER 6**3.6. MEMBERSHIP ADMINISTRATION****3.6.1. REPRESENTATION**

Every local lodge within the district shall be entitled to such representation at district lodge meetings as is determined by the district lodge itself, but such representation shall not be more than two (2) delegates for the lodge and one (1) delegate for every 50 members, or major fraction thereof; or less than one (1) delegate for every 200 members or major fraction thereof, that the lodge had according to the last annual report before the election takes place. Unless otherwise specified in the district bylaws, the basis of representation shall be one (1) delegate for the lodge, and one (1) delegate for every 50 members, or major fraction thereof. (8/16)

3.6.2. REPRESENTATION OF NEW LODGES

A newly established lodge that has not filed and has not yet been required to file its first annual report, shall be entitled to representation at the district lodge as provided above, if its delegates are elected not later than 90 days before a district lodge meeting. The membership of such lodge shall be determined according to a membership list attested to by the president and secretary of the local lodge. The secretary shall forward an attested copy of the membership list to the district secretary and to Sons of Norway headquarters 30 days prior to the election of its delegates. (8/02)

3.6.3. DELEGATE ELIGIBILITY

The secretary of the district lodge shall prepare a list of all duly elected delegates and alternates for the use by the convention registration committee and the District Committee on Delegate Eligibility. A current Sons of Norway membership card and a form of picture identification will be used as a means to identify a delegate. (8/04)

3.6.4. STATUS OF DISTRICT OFFICERS AND DIRECTORS

- 3.6.4.1.** The officers and directors elected at the last regular district lodge meeting, or their successors, shall be members of the district lodge, and in every respect enjoy the same rights and privileges as the delegate(s) from the local lodges, and they shall so act until their successors have been elected and installed.
- 3.6.4.2.** An officer or director who is not re-elected to any district office shall continue to be a member of the district lodge until the next regular district lodge meeting begins. (8/14)
- 3.6.4.3.** An officer or director shall not be suspended or expelled from their office or the district lodge on account of the suspension, dissolution, or merger of their local lodge, or if they transfer to another local lodge, provided that they remain in good standing with Sons of Norway. (8/14)

3.6.5. DELEGATES AND ALTERNATES

Delegates and alternates shall be elected for one (1) two-year term at a time, or, in cases of vacancies, for the remainder of the two-year term. (8/14)

3.6.6. STATUS OF DISTRICT LODGE MEMBERS

Delegates and alternates shall be elected for one (1) two-year term at a time, or, in cases of vacancies, for the remainder of the two-year term.

- 3.6.6.1.** Delegates-elect or alternates-elect from local lodges which were suspended or dissolved, before the district lodge meeting may not be admitted as members of the district lodge. Merged local lodges may elect new delegates and alternates from the new lodge. (8/14)
- 3.6.6.2.** Once a member is admitted to the district lodge, the member shall not be suspended or expelled from the district lodge on account of the suspension, dissolution, or merger of their local lodge, provided that the member remains in good standing with Sons of Norway. (8/14)
- 3.6.6.3.** A delegate-elect or alternate-elect who transfers membership to another local lodge before being admitted as a member of the district lodge will be treated as having resigned their election. Once a member is admitted to the district lodge, the member shall not be suspended or expelled from the district lodge on account of transferring to another local lodge. (8/14)

CHAPTER 7

3.7. DELEGATE ELECTION

3.7.1. OPTIONAL DIVISION

Each district lodge may be divided into several geographical zones for the purpose of nominating candidates for delegates and alternates to the International Lodge Meeting. If so divided, the members of the district lodge from each zone shall have the right to caucus and nominate one (1) candidate as delegate for each 300 members in the zone. (8/16)

- 3.7.1.1.** The boundaries of the zone shall be fixed by the district lodge and the description thereof shall be stated in the district bylaws. (8/04)

3.7.2. ALTERNATES

At the same time, a corresponding number of alternates shall be elected to fill the places of delegates not able to attend the meeting. the rules for nominating candidates for delegates shall also govern in the case of alternates.

3.7.3. ELECTION OF DELEGATES AND ALTERNATES

Each district shall establish bylaws governing the manner of election of delegates and alternates, whether by zones or otherwise, and the order in which alternates may be seated. The election of delegates and alternates shall take place at the last district lodge meeting held prior to the International Lodge meeting.

3.7.4. ELECTION REPORT

The district secretary shall report to Sons of Norway headquarters the names of the delegates and alternates elected. (A current Sons of Norway membership card and a form of picture identification will be used as a means to identify a delegate.) (8/04)

3.7.5. TRAVEL EXPENSES

Delegates to the International Lodge meeting shall receive such per diem and travel allowance as shall be determined and paid by their respective Districts. (8/82)

3.7.6. NOMINATIONS AT DISTRICT LODGE MEETING

If a district lodge so provides in its bylaws, it may nominate the international director and alternate to which it is entitled from its current delegates to the International Lodge meeting and its international officers and directors. In case of death or withdrawal of a nominee for international director or his or her alternate between the district lodge meeting and the International Lodge meeting, the international officers, international directors and delegates from that district shall caucus and fill from among their group such vacancy or vacancies. (9/80)

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)

CHAPTER 8**3.8. CONDUCT AND APPEAL PROCESS**

Reserved

CHAPTER 9**3.9. LODGE MEETINGS****3.9.1. VOTING RULES**

Each member of the district lodge shall be entitled to one (1) vote, subject however to the following: the elected delegates shall always have at least two-thirds of the votes, and in the event the officers and directors of the district and International Lodges (who are not elected delegates), shall exceed one-third of the total number of members present and entitled to cast votes, then such members shall not be entitled to cast more than one-third of the total number of eligible votes that could be cast at such district lodge meetings.

3.9.2. FREQUENCY

3.9.2.1. Scheduled Time. The district lodges shall hold their regular meetings once every two (2) years. The dates for the meeting shall be determined by the district board of directors in consultation with the host lodge(s). The closing date shall not be less than 45 days prior to the opening of the International Lodge meeting of the same year.

3.9.2.2. National Emergency. In time of war or national emergency, the district board of directors shall, with the approval of the International Board of Directors, have the power to suspend or postpone one (1) regular meeting of the district lodge.

3.9.3. SELECTION OF MEETING SITES AND HOSTS

The place of the next regular meeting shall be selected by the district lodge or by the district board of directors if not determined by the district lodge.

3.9.4. INSTALLATION EVENTS

Reserved

3.9.5. SPECIAL MEETINGS

3.9.5.1. Special Meetings. Special meetings may be called by the district president. But it shall be the district president's duty to call such special meetings if the district board of directors so decides, or if a majority of the local lodges of the district, in writing, so demands.

3.9.5.2. Notice of Special Meetings. The president shall inform the secretary, in writing, of

the time and place for a special meeting. The secretary shall inform all members of the district lodge of the time, place and specific matters to be considered. Matters other than those specified in the meeting notification shall not be considered at the special meeting.

3.9.5.3. Delegates to Special Meetings. The members of the last regular district lodge meeting, or in the case of vacancies, their successors or alternates, shall act. (8/14)

3.9.6. APPOINTED OFFICERS

At the opening of each district meeting the president shall appoint from among the delegates such officers as are necessary to conduct an orderly meeting. Appointees shall hold office until the close of such session. Such appointed officers shall receive no compensation for the performance of their assigned duties.

3.9.7. DELEGATE ELIGIBILITY

The district directors shall be the eligibility committee for the district lodge. (8/06)

3.9.8. Reserved

3.9.9. QUORUM

At all the meetings of the district lodges, a majority of the voting members seated shall constitute a quorum. A smaller number may pass on the credentials and adjourn from time to time until a quorum has been secured.

CHAPTER 10

3.10. LAWS AND AMENDMENTS

3.10.1. ADOPT LAWS AND RULES

The district lodge shall be authorized to adopt all necessary laws and rules concerning the district lodge, including the election, employment, or appointment of one (1) or more competent auditors to audit the books of the district lodge.

3.10.1.1. At least once each year the auditors shall submit a written report of each audit.

3.10.1.2. A district lodge may authorize, in its bylaws, its district board of directors to elect, employ or appoint such auditor or auditors.

3.10.2. Reserved

3.10.3. Reserved

3.10.4. REFERENDUMS

The district board of directors may adopt a resolution to conduct a referendum of the district lodge by mail. The district president shall see to the referendum by directing the district secretary to send to each member of the district lodge via mail, a copy of the district board of directors' resolution directing the referendum, a summary of the referendum presented for consideration, a printed ballot for voting and a prepaid postage return envelope. Each member voting in a referendum shall be entitled to cast one (1) ballot.

3.10.4.1. The district board of directors shall declare whether the vote is to be secret or non-secret. If the vote is to be secret, the referendum ballot shall not be signed, but shall be placed in an envelope containing no identification of the voting delegate, and which remains sealed until the ballots are counted. This envelope, which preserves the secrecy of each vote, shall be placed in a mailing envelope. The mailing envelope shall include a signature line for the voting delegate. No ballot shall be counted if the envelope has not been signed.

3.10.4.2. If the vote is not declared secret, the referendum ballot itself shall be signed. An unsigned referendum ballot shall not be counted. Ballots must be returned to the district president or his or her designee within 30 days after the date it was sent

to the member. Said ballots shall be counted by the district president’s designees and the results of the balloting shall be declared at the next district executive committee meeting. If the majority of the members of the district lodge shall have cast their ballots and a majority of the ballots cast approve the referendum, the proposal shall be adopted. (8/06)

CHAPTER 11

3.11. OFFICERS AND DIRECTORS

3.11.1. ELIGIBILITY

Only voting members of the district lodge who are also benefit members shall be eligible to hold elected district lodge offices. The benefit provision for district board members shall not be required for countries, provinces or states where Sons of Norway is not authorized to sell financial benefit products. (8/04)

3.11.2. DISTRICT OFFICERS AND DIRECTORS TITLES AND NUMBER

The officers of a district lodge shall be president, vice president, secretary, treasurer, and such other officers and directors as specified in the district bylaws. (8/18)

3.11.3. Reserved

3.11.4. Reserved

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)

3.11.6. TERM OF OFFICE

The term of office shall be for two (2) years, with the exception of directors whose term may be specified in the district bylaws, or until their successors have been elected and installed, or until elected or appointed to office in the International Lodge, at which time the office shall be declared vacant. (8/16)

3.11.6.1. Time served as an alternate or replacement officer, filling the unexpired term of a vacant district office, shall not be counted toward any term limits that may be in effect for that office. (8/16)

3.11.7. VACANCIES

Whenever a vacancy occurs in the office of district president, the vice president shall succeed to the office of president for the unexpired term. In such event the district board of directors shall elect from its members a vice president to fill the unexpired term. When other vacancies occur in any other district offices, they shall be filled by the district board of directors from among the members of the district lodge. A district lodge may, if it so specifies in its bylaws, elect alternates for the purpose of filling vacancies occurring among the other members of the district board of directors.

3.11.8. REMOVAL OF OFFICERS AND DIRECTORS

The district board of directors may, by a majority vote of all its members, remove from office any member of the district board for reason of incompetence, disobedience, moral or physical disqualifications, embezzlement, or neglect of official duties, provided that a written complaint has been sent to the district board of directors, and the officer or director concerned has been given an opportunity to defend himself or herself. The officer or director concerned must be sent by return receipt, certified mail, a copy of the written complaint, and be given 45 calendar days from the receipt of the written complaint to submit a response. The officer or director in question must be allowed to appear in person before the board at a regularly scheduled meeting of the board, at his or her expense, to either defend, send a written response to the board, or both. The officer shall then be suspended from office and shall not serve further during the biennium unless the decision is reversed on appeal. (8/16)

3.11.8.1. Disclosure of Removal from Office. Anyone properly removed from office in Sons of Norway, according to paragraph 3.11.8., if that person seeks office in the district lodge, the prior removal from office must be disclosed on their candidate leadership application form. (8/18)

3.11.9. Reserved

3.11.10. Reserved

3.11.11. TRAVELING EXPENSES

The traveling expenses of district officers and district directors shall be paid by the district lodge. expenses of the delegates may be paid by their respective local lodges. (8/06)

3.11.11.1. Officers attending district board of director meetings, or traveling on official business, or in the interest of Sons of Norway, shall be entitled to compensation for necessary hotel and traveling expenses.

3.11.11.2. District officers, or other members, incurring expenses while serving the district, must present such statements within 30 days after such expenses are incurred, such reports to be made to the district executive officers for their approval.

3.11.12. RETIRING OFFICERS SURRENDER PROPERTY

All retiring officers shall within 10 days after the installation of their successors, turn over to them all money, valuable papers, account books and documents that they have received in their official capacity; as well as all stocks of printed matter and all other property belonging to the district lodge that they may have in their charge.

CHAPTER 12**3.12. LODGE COMMITTEE APPOINTMENTS – STANDING AND AD HOC****3.12.1. PARLIAMENTARIAN**

Reserved

3.12.2. COMMITTEE APPOINTMENTS

The district president may appoint from among the elected delegates, committees to serve during the district lodge meeting as follows: Committee on Finance/Investments, Committee on Resolutions, Committee on Laws, and Committee or Committees on Reports/Fraternal Programs. Lodge committees may be combined at the discretion of the president, but that action is only valid for that meeting. (8/18)

CHAPTER 13**3.13. BOARD OF DIRECTORS****3.13.1. CONSISTS OF:**

The district board of directors shall consist of the president, vice president, secretary, treasurer, or such officers and directors as stated in the district bylaws. (8/18)

3.13.2. Reserved

3.13.3. Reserved

3.13.4. Reserved

3.13.5. Reserved

3.13.6. Reserved

3.13.7. DISTRICT EXECUTIVE COMMITTEE

Between meetings, the president, vice president, secretary and treasurer and one (1) additional officer, if desired, shall form an executive body to perform such duties as charged with by the district board of directors. All actions of the executive committee are to be reported to the full district board of directors at its next meeting. (9/80)

CHAPTER 14**3.14. BOARD OF DIRECTOR'S MEETINGS****3.14.1. REGULAR MEETINGS**

The district board of directors shall meet as often as required. The times and places of district board of directors' meetings shall be decided by the district board of directors or by the district president.

3.14.1.1. Teleconference Meeting. A conference among members of the district board of directors by any means of communication through which the district board of directors may simultaneously hear each other during the conference, constitutes a meeting of the district board of directors, if the same notice is given of the conference call as would be required for a district board of directors "special" meeting, and if the number of district board members participating in the conference call would be sufficient to constitute a quorum at a regular district

board of directors meeting. Participation in a meeting of the district board of directors by teleconference constitutes personal participation in such meeting. (8/16)

3.14.2. Reserved

3.14.3. Reserved

3.14.4. Reserved

3.14.5. SPECIAL MEETINGS

Special meetings of the district board of directors may be called by all of the executive committee members or by seven (7) members of the district board of directors, or by a majority of the district board of directors if that number is less than seven (7), in writing, signed by all of them; which shall designate the time, place and purpose of the meeting, and shall be received by each district board member at least seven (7) days prior to the meeting date. Such notice shall be sent by mail, email, facsimile or other electronic print medium.

3.14.6. Reserved

3.14.7. Reserved

3.14.8. Reserved

3.14.9. BOARD OF DIRECTORS' QUORUM

Five (5) members shall constitute a quorum unless there are fewer than eight (8) members on the district board of directors, in which case a majority of the district officers and directors shall constitute a quorum.

3.14.10 INTERNATIONAL BOARD OF DIRECTORS VOICE AND VOTE AT DISTRICT BOARD MEETINGS

The international director shall be welcomed at meetings of the district board of directors. The international director shall have voice, but no voting privileges at such meetings. (8/18)

CHAPTER 15

3.15. BOARD OF DIRECTORS' COMMITTEES

Reserved

CHAPTER 16

3.16. OFFICER AND DIRECTOR DUTIES

Reserved

CHAPTER 17

3.17. FINANCIAL ADMINISTRATION, INVESTMENTS AND REAL ESTATE

3.17.1. FRATERNAL FUNDS PROGRAM

Each district will receive, from the International Lodge District Fraternal Program, funds to support cultural, youth and sports related programs, and leadership seminars. Each District shall receive \$1.00 per adult member from whom international dues are collected, based on the district membership report as of December 31 of the previous year. No district shall receive less than \$4,500. Each District Board of Directors will report biennially to its respective district lodge meeting and to the International Lodge on the use and disposition of funds. Headquarters will automatically distribute the current year funding, except that a district's funding will be withheld until that district's audited report for the previous year has been received by headquarters. (8/16)

CHAPTER 18**3.18. BONDING OF OFFICERS AND DIRECTORS****3.18.1. SURETY BONDS**

Sons of Norway headquarters shall provide a blanket position bond in the sum of \$10,000, with a deductible for each claim for each district lodge member handling district lodge funds. If a district lodge requires a larger bond for its financial officers, such additional bond shall be applied for and paid for by such district lodge. (9/80).

3.18.2. THE SECRETARY SHALL:

Be bonded and receive compensation as specified in the district bylaws. (8/16)

3.18.3. THE TREASURER SHALL:

Be bonded and paid compensation as specified in the district bylaws. (8/16)

CHAPTER 19**3.19. LODGE ENTERPRISES**

Reserved

CHAPTER 20**3.20. DUES****3.20.1. DISTRICT DUES****3.20.1.1. United States Districts**

District dues are set by the International Board. (8/16)

3.20.1.2. Canada and Norway Districts

District dues are authorized by a two-thirds majority vote of the district lodge. Any dues change will take effect January 1 of the year following the district lodge decision. The district dues shall be specified in the district bylaws. (8/16)

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. 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)

CHAPTER 22**3.22. LODGE SUSPENSION OR DISSOLUTION**

Reserved

CHAPTER 23**3.23. CENTRAL AND RECRUITMENT LODGES****3.23.1. CENTRAL LODGES**

3.23.1.1. Lodges are established in each district under the name Central Lodge. Such lodges shall consist of members who are not members of a local lodge. (8/08)

3.23.1.2. The district board of directors are the officers and directors of the district central lodge.

3.23.1.3. The membership application fee for non-insurance members and yearly dues for members of central lodge shall be determined by the International Board of Directors.

3.23.1.4. All rules and regulations set forth in the Charter and Constitution(s) of Sons of Norway and the district lodge bylaws shall be binding for members of central lodges. (8/08)

3.23.2. CENTRAL LODGE DELEGATE ELECTION

Members of central lodge shall be entitled to participate in the government of Sons of Norway as herein provided. They shall be entitled to such representation at the district lodge meeting as specified in the respective district bylaws, but such representation shall not be more than two (2) delegates for the central lodge, and one (1) delegate for every 50 members, or major fraction thereof; or less than one (1) delegate for every 200 members or major fraction thereof. For this purpose, the International Lodge shall apportion all the states of the United States, the provinces of Canada, and the Kingdom of Norway among the several districts. The district board of directors shall provide the times and places of the meetings of the members of central lodge within their respective districts for the nomination and election of delegates to district lodge meetings. The district board of directors are also voting members of their central lodge at such meetings and shall be considered as members for determining existence of a quorum. (8/08)

3.23.3. RECRUITMENT LODGES

3.23.3.1. The International Board of Directors is authorized to establish and name special recruitment lodges established for receiving new members of Sons of Norway under terms and conditions as determined from time to time by the International Board of Directors. Such membership categories shall not exceed one (1) year.

Names of such new members shall be referred with appropriate information to the relevant district vice president who, in turn, shall make the information available to the appropriate local lodge vice presidents for recruitment of such new members into the local lodge. If such new members have not been accepted in a local lodge within one (1) year following recruitment, then such member shall be transferred to central lodge. (8/98)

3.23.3.2. For the purpose of representation at district lodge meetings, the members of recruitment lodges are considered to be members of their district's central lodge. (8/16)

CHAPTER 24**3.24. LODGE LIABILITY INSURANCE.**

3.24.1. DISTRICT LODGE LIABILITY INSURANCE – See Paragraph 1.24.1.

CHAPTER 25**3.25. LEGAL LIABILITIES**

Reserved

SECTION 4 – LOCAL LODGE

CHAPTER 1

4.1. ORGANIZATION AND STRUCTURE

4.1.1. LOCAL LODGE

A local lodge may be organized where there is interest to establish a lodge that can meet the requirements of organization as set out in 4.3.1.

4.1.2. OFFICIAL YEAR

The official year of the local lodge shall be from January 1 through December 31 of the same year.

4.1.3. Reserved

4.1.4. Reserved

4.1.5. CONTINUITY

A local lodge cannot be dissolved or leave Sons of Norway if eight (8) members vote to maintain the lodge and wish to continue.

CHAPTER 2

4.2. AUTHORITY AND PURPOSE

4.2.1. AUTHORITY

A local lodge shall have no other authority than that delegated to it by the International Lodge, except that a local lodge may establish its own bylaws.

CHAPTER 3

4.3. NEW LODGE DEVELOPMENT

4.3.1. ORGANIZATIONAL PROCEDURE

A new lodge shall be organized only in the following manner. A new lodge shall be organized only if 25 qualified applicants appear at the organizational meeting and become members. However, if less than 25 attend, the organizational meeting may be recessed from time to time until the required number of members is obtained. The charter may be kept open for 90 days after the institution of a new lodge. (8/18)

4.3.2. Reserved

4.3.3. Reserved

4.3.4. Reserved

4.3.5. NAME AND NUMBER

The local lodges shall be designated by number in succession from one (1) as they are organized. Each lodge shall also have a name to be selected by the lodge itself, but the name must not be the name of a lodge already existing within the same district. Neither shall a lodge take the name of any living person unless the individual and the International Board of Directors have expressly given their consent thereto.

CHAPTER 4

4.4. LODGE HEADQUARTERS

Reserved

CHAPTER 5

4.5. LODGE PROGRAMS

Reserved

CHAPTER 6

4.6. MEMBERSHIP ADMINISTRATION

4.6.1. REQUIREMENTS

To become a member of a local lodge, the applicant must be of Norwegian or other Nordic birth or descent, be at least 16 years of age, and of good moral character. A person of another nationality, who is married to a Norwegian or person of other Nordic nationality, may file an application for membership. Any applicant, who shows a great interest in the objectives and purposes of Sons of Norway, regardless of nationality, may be accepted by the local lodge into membership. (8/96)

4.6.2. APPLICATION

Persons who desire to become members of a local lodge and are recommended by one (1) or more members of Sons of Norway shall make application in writing on forms provided for that purpose. Said forms shall become valid applications when signed by one (1) or more of the recommending members, or field staff personnel. Said forms shall then be submitted to the financial secretary or membership secretary. Names and addresses of all new members shall be forwarded to field staff personnel. (Adopted 8/86, Effective 8/88)

4.6.2.1. Direct Signup. Persons desiring to become members of Sons of Norway may also sign up by mailing the application form to Sons of Norway headquarters or by using the provided feature on Sons of Norway website. (8/08)

4.6.3. NEW MEMBER SIGNUP

4.6.3.1. Approval. The Lodge shall adopt only one (1) of the following bylaw options: (1) Allow membership to become effective upon presentation by the financial secretary or membership secretary, or (2) allow membership to become effective following a vote by the lodge. (8/02) (Note: if option (1) is chosen, 4.6.3.2., 4.6.3.3., and 4.6.3.4. do not apply.)

4.6.3.2. Rejection. For lodges requiring a vote on a prospective new member, an application for membership is rejected if it does not receive a majority vote in favor of acceptance. (8/06)

4.6.3.3. Vote on Several Applications. If there is no objection, the president may order that several applications be voted on at the same time.

4.6.3.4. Separate Balloting If Unfavorable. If found there was a vote for rejection when there has been a vote on more than one (1) application, the results thereof shall not be effective, and the president shall immediately order separate balloting on each application. (8/06)

4.6.4. AFFILIATE MEMBERSHIP

Members possessing a current membership card from Sons of Norway may petition the desired affiliate lodge(s), and if accepted, pay only local lodge dues for the affiliate lodge(s) directly to the affiliate lodge. Affiliate members shall, at the discretion of the affiliate lodge, have all rights of other lodge members with the exception of voting for, or of becoming district delegates from the affiliate lodge(s). Affiliate members shall not be counted in member totals that determine representation. (8/12)

4.6.5. REPORT OF NEW MEMBERS

The financial secretary or membership secretary shall, immediately after each regular lodge meeting at which applicants and/or transfers are accepted or rejected, report to Sons of Norway headquarters by submitting the application with all funds received. (8/96)

4.6.6. NOTICE OF TRANSFER

The financial secretary or membership secretary of the lodge which issued the transfer card shall, within 30 days, forward the transfer card to the new lodge, and at the same time shall forward the appropriate notification to Sons of Norway Headquarters.

4.6.7. SUSPENSION

Sons of Norway headquarters has the authority to suspend the active membership status of any member for reasons of nonpayment of dues, if the member is more than 120 days in arrears in payment of dues, provided, however, that with respect to insurance members, the provisions in their certificates of Insurance shall also be applicable. (9/90)

4.6.7.1. Notice to Suspended Members. The financial secretary or membership secretary shall, within five (5) days of the receipt of the report, notify suspended members of their suspension and also inform them on the steps necessary in order to be reinstated, but the suspension shall be valid and binding even if the financial secretary or membership secretary neglects to so inform suspended members. (8/88)

4.6.7.2. Re-Instatement.

4.6.7.2.1. Former members who have been suspended for a period of less than a year may be reinstated in the same lodge upon payment of all dues and assessments that are in arrears, and the effective date of membership shall remain the same. (8/98)

4.6.7.2.2. Former members who have been suspended for a period of one (1) year or longer may apply as new members, or, may upon payment of all back dues and assessments be reinstated effective with the original date of membership. (8/98)

CHAPTER 7**4.7. DELEGATE ELECTION****4.7.1. ELECTION OF DELEGATES AND ALTERNATES**

Election of delegates must take place prior to the month of April before a district lodge meeting. At the same time, an equal or greater number of alternates may be elected to fill the places of duly elected delegates prevented from attending the meeting, the first duly elected alternate filling the first vacancy, the second the next vacancy, etc. Exceptions to the above time limit may be recommended by the eligibility committee and may be approved by a two-thirds majority of seated delegates. (8/18)

4.7.2. DELEGATE SUBSTITUTION

If a delegate is unable to attend either a regular or special meeting of the district lodge, the delegate shall so inform the president of the local lodge. The latter shall then, through the secretary of the lodge, inform the lawful alternate to take the place of said delegate. An alternate shall not take part in the deliberations before said alternate's eligibility has been approved.

4.7.3. Reserved**4.7.4. ELECTION REPORT**

The secretary of the local lodge shall prepare a report of the election giving names and addresses of the duly elected delegates and alternates. This report shall be signed by the local lodge president and local lodge secretary and be forwarded to the district secretary no later than five (5) days after the election. (8/98)

CHAPTER 8**4.8. CONDUCT AND APPEAL PROCESS**

Reserved

CHAPTER 9

4.9. LODGE MEETINGS

4.9.1. VOTING RULES

Each member of the local lodge shall be entitled to one (1) vote. No member may cast a vote for or on behalf of another member.

4.9.2. FREQUENCY

A local lodge shall have the option to have at least one (1) or more meeting(s) each month, but must have a minimum of eight (8) meetings annually. These meetings should include the culture and heritage of Norway and other Nordic countries. At least four (4) times per year, the majority of the business of the lodge will be transacted. the time and place of all meetings and events shall be decided by the lodge. (8/06)

4.9.3. REGULAR LODGE MEETINGS

All regular lodge meetings where business of the lodge is transacted are closed meetings. A visitor may attend a closed meeting. The lodge president may declare a regular lodge meeting an "open meeting" if no objections are voiced to allow guests to attend meetings. Guests are encouraged to attend social events and community activities of the lodge.

4.9.3.1. Visitors and Guests. A "visitor" is a member of one (1) Sons of Norway lodge visiting another lodge. A "guest" is a non-member of Sons of Norway and may be a prospective new member. (8/98)

4.9.4. INSTALLATION

The officers of a local lodge shall be installed at any convenient meeting in the months of December, January or February. The installing officer must be a current member of Sons of Norway and may be the retiring counselor, a former president of the local lodge, a former or current officer or director of the district lodge, or a member of the International Board of Directors. (8/94)

4.9.4.1. Installation Attendance. If any of the officers elected fail to appear for installation, they shall be installed at the next regular meeting unless circumstances warrant a new election to fill vacancies.

4.9.5. SPECIAL MEETINGS

4.9.5.1. Special Meetings. Special meetings may be called by the president. It shall be the president's duty to call such special meetings, if the local lodge board of directors so decides, or if a written demand, signed by five (5) members where the lodge is 100 members or fewer, 10 members where the lodge is 101 – 1000 members and 15 members where the lodge is over 1000 members. (8/10)

4.9.5.2. Notification of Special Meetings. The president shall ensure all members to be informed of the time, place and purpose of such special meeting. No other matters than those mentioned in the notice shall be considered. Such notice shall be given to each member at least seven (7) days prior to the meeting date. Such notice shall be made by mail, email, facsimile or other electronic medium. (8/10)

4.9.6. Reserved

4.9.7. Reserved

4.9.8. Reserved

4.9.9. QUORUM

At all meetings of a local lodge, eight (8) members shall constitute a quorum.

CHAPTER 10**4.10. LAWS AND AMENDMENTS****4.10.1. ADOPTION, REPEAL OR AMENDMENT OF BYLAWS**

4.10.1.1. A local lodge may from time to time by a two-thirds majority vote of the members present and voting adopt, repeal or amend its bylaws.

4.10.1.2. Proposals for repealing or changing of bylaws must be presented in writing and must be read at the business meeting when they are received, but they shall not be acted upon before the next business meeting. In addition, notification of the proposals and business meeting date should be sent to each member prior to the date of the business meeting at which they will be acted upon. (8/94)

4.10.2. APPROVAL OF BYLAWS

When such laws and amendments have been adopted by the local lodge, they shall be submitted to Sons of Norway headquarters, and shall be effective when approved by the chief executive officer and legal counsel. Copies of local lodge bylaws shall be on file at Sons of Norway headquarters and made available to the district secretary. (8/12).

4.10.3. CONTENTS

Such bylaws should be few, and limited to such matters as have not already been covered by the laws of Sons of Norway, such as lodge name, time and place of meeting, admission fees, bonds or officers. (8/16)

4.10.4. CONFORMITY WITH LODGE LAWS

Bylaws or amendments must not conflict with the charter and constitution(s) of the International Lodge, or the by-laws of the district lodges, or the general laws governing Sons of Norway.

CHAPTER 11**4.11. OFFICERS AND DIRECTORS****4.11.1. ELIGIBILITY**

Only voting members, who have been members of Sons of Norway for at least three (3) months, are eligible for an office or as a delegate to a district or International Lodge Meeting, provided, however, if a person has been a member of a junior lodge for a period of at least three (3) months, then, in that event, the waiting period for eligibility to hold office in a lodge or as a delegate to a district or International Lodge meeting shall be waived. For lodges not in existence for three (3) months at time of election, all voting members are eligible regardless of length of membership. (8/86)

4.11.2. TITLES AND NUMBER

The elected officers of a local lodge shall be president, vice president, secretary, treasurer and such additional officers as the local lodge may deem necessary. Additional officers shall either be elected or appointed as specified in the bylaws of the local lodge. (8/18)

4.11.2.1. Restriction of Office. The offices of president, secretary, financial secretary or membership secretary, treasurer and trustees shall be held by separate individuals. (8/94)

4.11.3. Reserved**4.11.4. NOMINATING COMMITTEE**

At a regular meeting, not later than September of each year, a Nominating Committee of three (3) or five (5) members shall be elected. At the first regular meeting in October, the committee shall present to the lodge its slate of candidates recommended for office. Nominations may also be made from the floor at the time of election. (9/80)

4.11.5. ELECTIONS

4.11.5.1. Time of Election. The election of officers shall take place not later than the first meeting in November of each year no later than November of each election year no later than November of each election year. (8/16) Delete underlined, duplicate wording. See pg. 120 of 2016 Int'l Convention Report Book, under 4.11.5.1. Time of Election. (States, "...shall take place no later than November of each election year." It passed.

4.11.5.2. Voting

4.11.5.2.1. One (1) Nominee – When there is only one (1) candidate for any office, election shall be by acclamation. (8/16)

4.11.5.2.2. Two (2) Nominees – When there are two (2) candidates for any office, election shall be by ballot. (8/16)

4.11.5.2.3. 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, the 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. In all cases where there are two (2) or more candidates for any office, ballots shall be used, otherwise election shall be by acclamation. A majority of the votes cast is necessary for election. (8/16)

4.11.6. TERM

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)

4.11.7. VACANCIES

Whenever a vacancy occurs in the office of the local lodge president, the vice president shall succeed to the office of president for the unexpired term. In such event the local lodge board of directors shall appoint, from the members of its lodge, a vice president to fill the unexpired term. When a vacancy occurs in any other office of the local lodge, caused by death, resignation or removal from office, the vacancy shall be filled by the local lodge board of directors from the members of the local lodge.

4.11.8. REMOVAL OF OFFICERS

4.11.8.1. Misconduct. The local lodge board of directors may by a majority vote of all its members, remove from office any member for reasons of incompetence, disobedience, moral or physical disqualifications, embezzlement, or neglect of official duties, provided that a written complaint has been sent to the local lodge board of directors, and that the officer or director concerned has been given an opportunity to defend himself or herself. The officer or director concerned must be sent by return receipt certified mail, a copy of the written complaint, and be given 45 calendar days from the receipt of the written complaint to submit a response. The officer or director in question must be allowed to appear in person before the board at a regularly scheduled meeting of the board, at his or her own expense, to either defend, send a written response to the board, or both. (8/16)

4.11.8.2. Failure to Attend Meetings. If any officer is absent from three (3) successive regular monthly meetings of the lodge without valid excuse presented to and approved by the lodge, then the lodge may declare such office vacant and elect

a new officer to said office; provided, however, that such officer shall be given written notice of the intended action by the secretary of the lodge, not less than 14 days prior to the next meeting of the lodge.

- 4.11.8.3. Disclosure of Removal from Office.** Anyone properly removed from office in Sons of Norway, according to paragraph 4.11.8. if that person seeks office in the local lodge, their prior removal from office must be disclosed at the time of nomination. (8/18)

4.11.9. Reserved

4.11.10. Reserved

4.11.11. COMPENSATION

The lodges shall determine the compensation to be paid the secretary, financial secretary or membership secretary, treasurer, and other officers.

4.11.12. RETIREMENT OFFICERS SURRENDER PROPERTY

All retiring officers shall within five (5) days after the newly elected officers assume their duties, turn over to them all money, valuable papers, books of account and documents which they have received as a result of their official positions; as well as all stocks of printed matter and all other property belonging to the lodge, and of which they have had the custody. (8/78)

CHAPTER 12

4.12. LODGE COMMITTEE APPOINTMENTS – STANDING AND AD HOC

4.12.1. Reserved

4.12.2. THE MEMBERSHIP COMMITTEE

At the installation, the new president shall appoint a membership committee, one (1) member of which shall be the vice president. This committee shall serve for 12 months, or for such shorter terms as the bylaws of the local lodge may prescribe or until a new committee has been appointed. The number of members on this committee shall be determined by the president. (8/94)

CHAPTER 13

4.13. BOARD OF DIRECTORS

4.13.1. CONSISTS OF:

The local lodge board of directors shall consist of the president, vice president, secretary, treasurer and such additional officers or directors as specified in the bylaws of the local lodge. (8/18)

4.13.2. Reserved

4.13.3. Reserved

4.13.4. RESPONSIBILITIES

The local lodge board of directors shall be responsible to the lodge for all of its actions and shall make a complete report to the lodge at regular lodge meetings. The local lodge board of directors may consider and act upon such matters as are referred to it by the lodge or in accordance with the lodge's bylaws. (8/02)

CHAPTER 14

4.14. BOARD OF DIRECTORS' MEETINGS

4.14.1. LOCAL LODGE BOARD OF DIRECTORS MEETINGS

The local lodge board of directors shall meet as often as is necessary to conduct the business of the lodge and shall hold no fewer than four (4) meetings per year. (8/98)

4.14.2. Reserved

4.14.3. Reserved

4.14.4. Reserved

4.14.5. SPECIAL MEETINGS

Special local lodge board of directors meetings may be called by the president whenever found required, but shall be called on written demand by three (3) members of the local lodge board of directors.

4.14.6. Reserved

4.14.7. Reserved

4.14.8. Reserved

4.14.9. OFFICERS OF LOCAL LODGE BOARD OF DIRECTORS: QUORUM

A simple majority, or eight members, whichever is smaller, of the local lodge board of directors shall constitute a quorum. (8/18)

CHAPTER 15

4.15. BOARD OF DIRECTORS' COMMITTEES

Reserved

CHAPTER 16

4.16. OFFICER AND DIRECTOR DUTIES

4.16.1. PRESIDING OFFICER

In the absence of the president, the vice president shall preside, or if the vice president is not present, the counselor. If none of these three (3) officers are present, the secretary or some other member shall call the lodge to order, whereupon the lodge by a majority vote shall select one (1) member to preside.

CHAPTER 17

4.17. FINANCIAL ADMINISTRATION, INVESTMENTS AND REAL ESTATE

4.17.1. INVESTMENT

The local lodge board of directors may, whenever it is found desirable, recommend to the lodge that as much of the lodge funds as are not necessary for the current expenses shall be invested in the manner permitted by law.

CHAPTER 18

4.18. BONDING OF OFFICERS AND DIRECTORS

4.18.1. SURETY BONDS

Sons of Norway shall provide a blanket position bond for each local lodge member handling local lodge funds in the sum of \$10,000 with a deductible for each claim. The liability of Sons of Norway to a local lodge shall be limited to the amount of said blanket position bond. If a local lodge requires a larger bond for its financial officers, such additional bond shall be applied for and paid for by such lodge. (9/80)

CHAPTER 19

4.19. LODGE ENTERPRISES

Reserved

CHAPTER 20**4.20. DUES****4.20.1. LODGE DUES**

Each member of the local lodge shall pay, in advance, to Sons of Norway headquarters the three (3) categories of dues - international dues, district dues, and any local lodge dues. Local lodge dues are set by the International Board. (8/16)

4.20.2 APPLICATION FEE

An application fee for new members may be determined by each local lodge for itself; however, no application fee shall be charged for insurance members and junior lodge members joining the local lodge. Any application fee must accompany the application for membership and shall be deposited into the general fund of the local lodge. (8/06)

4.20.3. Reserved**4.20.4. Reserved****4.20.5. PAYMENT OF DUES**

Prior to the election to membership, an applicant must have paid all dues and fees according to the local lodge bylaws. (9/80)

CHAPTER 21**4.21. BUDGET, 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. 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)

4.21.1.1 Annual Reporting. The separate non-profit corporation shall file a financial statement (Form D17) with Sons of Norway headquarters annually. (8/16)

4.21.2. Reserved**4.21.3. Reserved****4.21.4. Reserved****4.21.5. Reserved****4.21.6. REPORTING YEAR**

The reporting year shall commence with the first meeting in January of each year.

4.21.7. OFFICERS REPORTING

The officers shall submit reports of their official acts and the condition of the lodge at the first meeting in January and July. (8/92)

CHAPTER 22**4.22. LODGE SUSPENSION AND DISSOLUTION****4.22.1. SUSPENSION OF LODGES**

A local lodge that fails to remit monies due; or fails to submit its annual report for six (6) months following the due date; or fails to abide by the laws, rules or directives of Sons of Norway; or has fewer than eight (8) members, may be suspended, if so decided by the International Board of Directors. Such suspension shall not become effective until after 30 days' notice to the district president and district secretary from the time the resolution was passed by the International Board of Directors. (8/90)

4.22.2. NOTICE OF SUSPENSION

Written notice of the decision to suspend a local lodge shall promptly be given to the secretary of the district in which the lodge is situated, the officers of the local lodge, and, to the extent possible, to the members of the lodge. At the same time, information shall be given to each member of the suspended lodge of the steps and procedures necessary for such member to maintain membership in Sons of Norway.

4.22.3. Reserved

4.22.4. TRANSFER OF MEMBERS

Members of a local lodge, which has been ordered suspended by the International Board of Directors may, if not indebted to the lodge or Sons of Norway, continue as members of Sons of Norway and remain in good standing, provided that they follow the steps and procedures furnished them to transfer their membership.

4.22.5. SUSPENSION MAY BE RESCINDED

The suspension of a lodge may be rescinded by the International Board of Directors upon cause shown, and upon payment by the lodge in full the monies due Sons of Norway headquarters. (8/02)

4.22.6. LODGE DISSOLUTION

4.22.6.1. Dissolving Lodge. A lodge which has been suspended and fails to become reinstated in the manner prescribed in 2.22.5. and 4.22.5. within 30 days from the date when the suspension becomes effective, shall be dissolved and its charter revoked, if so decided by the International Board of Directors. (8/94)

4.22.6.2. Surrender of Charter and Lodge Assets. In case of dissolution or suspension of a lodge with the revocation of charter, the last acting officers shall immediately surrender the lodge supplies to the International Lodge. (8/88)

4.22.6.3. Lodge Assets Distribution Plan.

4.22.6.3.1. Lodges shall submit to Sons of Norway headquarters for review, a plan of distribution which shall set forth the assets on hand for distribution following payment of the lodge's debts and expenses. (8/02)

4.22.6.3.2. Sons of Norway headquarters shall not oppose any plan of distribution that complies with relevant state and federal laws and regulations. (8/02)

CHAPTER 23

4.23. CENTRAL RECRUITMENT LODGES

Reserved

CHAPTER 24

4.24. LODGE LIABILITY INSURANCE

4.24.1. LOCAL LODGE LIABILITY INSURANCE – See paragraph 1.24.1.

CHAPTER 25

4.25. LEGAL LIABILITIES

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