



**SONS of
NORWAY**



Sons of Norway Charter and Bylaws

December 2022

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Charter

Article I

The name of this fraternal benefit society shall be Sons of Norway (SON).

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 SON.

1. To provide for the payment of sick and disability benefits to its benefit members. Benefit members are defined as members who own a SON financial product.
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 *SON Charter, Bylaws, Policies, and Procedures* (hereinafter "CB/PP").

Article IV

To promote the objectives of SON and to fully carry out its purposes, there shall be instituted an international board of directors (hereinafter "IBOD"), district lodges, and local lodges who shall adopt proper bylaws and rules for the governance of their respective entities.

Article V

The official name of the international board shall be *International Board of Directors of Sons of Norway* (IBOD). Funds, assets, and investments of the company shall be held in the name of SON. It shall hold meetings as required by statute. It shall be composed of the officers and directors of the IBOD, elected by the benefit members and appointed by the IBOD or in the case of vacancies, their duly elected or appointed successors.

Article VI

The IBOD shall consist of the international officers and directors of SON. The international officers shall be chair, vice-chair, secretary, and treasurer. There shall be such other international officers and directors as the SON CB/PP may provide.

The officers and directors of IBOD shall be elected as outlined in the CB/PP and shall serve for the term for which they are elected or until their successors have been elected and installed.

All members of the IBOD shall be benefit members, and all such members whether officers or directors shall have equal rights to vote on all questions.

Article VII

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

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

It shall have the exclusive power to adopt, amend, repeal, or revoke the SON CB/PP. Amendments to the SON CB/PP may be adopted by resolution of the IBOD. The IBOD shall also have the power to prescribe rules and regulations to manage district, local, and central lodges.

The IBOD is specifically authorized to adopt rules and regulations to issue and maintain certificates for the financial protection of our members and their families. The IBOD shall have the power to do and perform all things necessary to carry out the objectives and purposes of SON and to secure its welfare and proper management.

Article VIII

The general management and control of all the affairs of SON and all its funds shall be vested in the IBOD. The SON CB/PP may further provide for an executive committee of the board of directors, to exercise its functions in between board meetings.

The IBOD shall make an annual report of such management through the official publication of SON.

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.

Article X

SON shall consist of benefit and social members. Both benefit members and social members may participate in the fraternal activities of SON, but in addition, benefit members own a SON financial product while social members do not. Social members shall be classified and have such rights in the district and local lodges as the bylaws of SON may provide. Social members may participate in discussions about the insurance affairs of SON at the local and district lodge level, but they shall have no voice or vote in the management of the insurance affairs of SON.

Article XI

The existence of SON shall be perpetual or until its CB/PP is revoked by law.

Bylaws

1. Objective and purposes

General provisions

1.1 Objective and purposes

The objectives and purposes of this fraternal benefit society, which exists solely for the benefit of the members of the society and their beneficiaries, shall be:

- 1.1.1 To unite in a fraternal benefit society people of Norwegian and other Scandinavian descent and others with an interest in the objectives and purposes of *Sons of Norway* (SON);
- 1.1.2 To provide quality insurance and financial products;
- 1.1.3 To promote and to preserve the heritage and culture of Norway;
- 1.1.4 To celebrate our relationship with other Nordic countries; and
- 1.1.5 To support and sponsor charitable, social service projects to benefit our members, lodges, and communities.

District lodge

1.2 Purpose

The district lodge shall promote the interests of SON within the district and shall cooperate with and assist the local lodges and its officers and directors in their work, both with relation to fraternal activities and organization work.

2. Organization

General provisions

2.1 Organization

The official name of this organization is *Sons of Norway*. SON is registered and defined as a fraternal benefit society domiciled in the State of Minnesota.

2.1.1 Consists of

SON shall consist of an international board, district lodges, and local lodges.

International board

- 2.2 The IBOD consists of the international chair, vice-chair, secretary, treasurer, and directors.

District lodge

2.3 Organization and structure

SON lodges exist throughout the USA, Canada, and Norway and are divided into geographical districts, each of which are assigned local lodges. Each of these district lodges is known by its number assignment.

2.3.1 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 the district. 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. The benefit provision for district board members shall not be required for countries, provinces, or states where SON is not authorized to sell SON financial benefit products.

2.3.2 Requirements

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

2.3.3 Optional division

Each district lodge may be divided into several geographical zones for administrative purposes. The boundaries of the zone shall be fixed by the district lodge and the description thereof shall be stated in the district bylaws.

Local lodge

2.4 Organization

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

2.5 New lodge development

2.5.1 Organizational procedure

A new lodge shall be organized only if twenty-five (25) qualified applicants appear at the organizational meeting and become members. However, if less than twenty-five (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 ninety (90) days after the institution of a new lodge.

2.5.2 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 IBOD have expressly given their consent.

3. Membership

General provisions

3.1 Membership

3.1.1 Membership classifications

There shall be the following classifications:

3.1.1.1 Benefit members – any member, who has been issued a financial product by SON, shall be deemed a benefit member as long as the contract is maintained, and all applicable lodge dues are paid.

3.1.1.2 Social members – social members are members who do not hold a SON financial product.

3.1.2 Rights and privileges

3.1.2.1 All members shall enjoy equal privileges except only those owning a SON financial product shall have the right to vote for international officers and directors and may be eligible for nomination and election as an international or district officer, director, or alternate.

3.1.2.2 A member who has been suspended or expelled from a district or 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.

Local lodge

3.2 Membership administration

3.2.1 Requirements

An applicant for membership to a SON local lodge may be accepted into membership by the lodge as long as they are at least sixteen (16) years of age and have an interest in the objectives and purposes of SON.

3.2.2 Bylaws

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.

4. Authority

General provisions

4.1 Laws supreme

SON's Charter and Bylaws shall be binding on SON, 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 *SON's Charter and Bylaws* by the IBOD as specifically permitted.

4.2 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 of SON.

International board

4.3 International board authority and purpose

The IBOD shall represent SON and in all matters possess its authority, except as otherwise expressly provided by *SON's Charter and Bylaws*. The IBOD shall exercise exclusive control and supervision of the affairs of SON and its funds and shall manage and administer the same.

4.4 Authority of international board

In addition to the powers of the IBOD in article VII of the charter, the IBOD shall also have the following powers:

4.4.1 To adopt such rules and regulations necessary to maintain its legitimate authority over the district and local lodges.

4.4.2 To fix the boundaries of the district lodges.

4.4.3 To issue charters to districts and local lodges, and to recall charters where the laws of SON have been violated.

4.4.4 To approve or reject the laws or regulations adopted by local and district lodges.

4.4.5 Proclamation of laws

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

4.4.6 Final decisions

Should any questions arise that are not covered by *SON's Charter and Bylaws*, the decision by the IBOD shall be final and binding on SON members.

4.5 Laws and amendments

4.5.1 Repeal and amend laws

SON's Charter and Bylaws may be repealed or amended by the IBOD by a two-thirds majority of the members present and voting. All law changes so adopted shall be shared with the membership using the most efficient means possible.

4.5.2 Origins of amendments

Proposed amendments to *SON's Charter and Bylaws* may be acted on by the IBOD as long as such amendment(s) have 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 approved by that body by a majority vote of members present and voting, or has been submitted by a district lodge. Such amendments are nonbinding unless/until adoption by the IBOD. Amendments may also be submitted by the IBOD or an IBOD committee.

District lodge

4.6 Laws and amendments

4.6.1 Adopt laws and rules

A district shall adopt its bylaws in the form provided by the IBOD. A district may make changes to these district bylaws to serve its unique requirements. Such changes, however, must be submitted in writing for approval by the IBOD. Such approval shall have no effect on any other SON district.

4.6.2 Referendums

The district board of directors (hereinafter “district BOD”) may adopt a resolution to conduct a referendum of the district lodge by mail or electronic communication. The district president shall oversee the referendum by directing the district secretary to send to each member of the district lodge via mail, electronic communications, or other methods of electronic or internet-based communication, a copy of the district BOD’s 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 timeline 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 district lodge casts a vote, the results of the referendum shall be binding.

Local lodge

4.7 Authority

A local lodge shall have no other authority than that delegated to it by the IBOD, except that a local lodge may establish its own bylaws using the local lodge bylaw template as found on the SON website, and referencing sections 28.4 and 28.5 of the *Policies and Procedures*.

4.8 Referendums

The local lodge board of directors (hereinafter “local lodge BOD”) may adopt a resolution to conduct a referendum of the local lodge membership by mail or electronic communication. The local lodge president shall oversee the referendum by directing the lodge secretary to send to each member of the local lodge via mail, electronic communications, or other methods of electronic or internet-based communication, a copy of the local lodge BOD’s 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 timeline 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 local lodge casts a vote, the results of the referendum shall be binding.

5. Meeting times and frequency

International board

5.1 Time

The regular meetings of the IBOD shall occur at least four (4) times annually. The finance/investment, corporate matters and governance, and benefit committees shall meet as often as necessary to further

the society's business. The executive committee shall meet frequently with the CEO to discuss pertinent, timely issues.

District lodge

5.2 District presidents' advisory council (DPAC)

Consists of district lodge presidents and advises the IBOD and chair on fraternal matters and district matters. The DPAC shall meet at least two (2) times per year.

5.3 Board of directors' meetings

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

5.4 Regular meeting times

The district lodges shall hold their regular meetings once every two (2) years. The dates for the meeting shall be determined by the district BOD in consultation with the host lodge(s). The closing date shall not be less than forty-five (45) days prior to the opening of the IBOD's last meeting of the biennium.

5.5 District convention contracts

Any district entering into an agreement with a hotel and/or vendor(s) for lodging and/or services related to an official SON district convention must submit all contracts and supporting documentation to SON headquarters for legal counsel review and approval prior to execution.

5.6 National emergency

5.6.1 Significant event. In time of national emergency or other significant event that might preclude meeting, the district BOD may suspend or postpone any meeting(s) of the district lodge so impacted by such an emergency. A significant event includes, but is not limited to, an event during which a regulatory agency (1) declares a pandemic, or a previous such declaration remains in place, and (2) enacts an ordinance, law, or restriction that prohibits more than thirty percent (30%) of delegates from attending the meeting. Additionally, it will be considered a significant event if the state, province, or local government with jurisdiction over the meeting location issues (or maintains) a restriction effective for the date(s) of the scheduled meeting limiting the number of attendees that would make the scheduled meeting impossible or similarly, if quorum could not be obtained.

Local lodge

5.7 Local lodge BOD meetings

The local lodge BOD 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.

6. Electronic meetings

International board

6.1 International board electronic meeting

A conference among the IBOD that may be conducted by telephone or video conference or other means of electronic communication through which the IBOD may simultaneously hear each other during the conference, constitutes a meeting of the IBOD, if the same notice is given of the conference call as would be required for an IBOD special meeting, and if the number of IBOD members participating in the conference call would constitute a quorum at a regular IBOD meeting. Participation in a meeting of the IBOD by means of conference telephone or other virtual/electronic communications constitutes personal participation in such meeting.

District lodge

6.2 District lodge electronic meeting

Except as otherwise restricted by the CB/PP, the district BOD, after approval from the IBOD, has the authority under section 5.6, to suspend or postpone regular meetings of the district lodge and in turn may provide notice of meeting(s) by means of conference telephone or other virtual/electronic communications by which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at a meeting. The district BOD may establish procedures regarding meetings by such means. A participant by conference telephone or other virtual/electronic communications enabling all participants to communicate directly with one another may vote by means enabling votes to be cast in a way that allows them to be verified afterwards, whether the vote is by a functional equivalent of a show of hands or by ballot and protects the secrecy of the vote when a ballot has been requested.

6.3 District BOD electronic meeting

A conference among members of the district BOD by any means of communication through which the district BOD may simultaneously hear each other during the conference, constitutes a meeting of the district BOD, if the same notice is given of the conference call as would be required for a district BOD 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 BOD meeting. Participation in a meeting of the district BOD by means of conference telephone or other virtual/electronic communications constitutes personal participation in such meeting.

Local lodge

6.4 Local lodge electronic meeting

Except as otherwise restricted by the CB/PP, the local lodge BOD has the authority to suspend or postpone regular meetings of the local lodge and in turn may provide notice of meeting(s) by means of conference telephone or other virtual/electronic communications by which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at a meeting. The local lodge BOD may establish procedures regarding meetings by such means. A participant by conference telephone or other virtual/electronic communications enabling all participants to communicate directly with one another may vote by means enabling votes to be cast in a way that

allows them to be verified afterwards, whether the vote is by a functional equivalent of a show of hands or by ballot and protects the secrecy of the vote when a ballot has been requested.

6.5 Local lodge BOD electronic meeting

A conference among members of the local lodge BOD by any means of communication through which the local lodge BOD may simultaneously hear each other during the conference, constitutes a meeting of the local lodge BOD, if the same notice is given of the conference call as would be required for a local lodge BOD special meeting, and if the number of local lodge board members participating in the conference call would be sufficient to constitute a quorum at a regular local lodge BOD meeting. Participation in a meeting of the local lodge BOD by means of conference telephone or other virtual/electronic communications constitutes personal participation in such meeting.

7. Special meetings

International board

7.1 Special meeting

Special meetings of the IBOD may be called by the chair, the chief executive officer, upon request by all of the executive committee, or upon written request to the secretary by at least seven (7) members of the IBOD. Notice of a special meeting, which shall designate the time, place, and purpose of the meeting, shall be transmitted to each member of the IBOD at least seven (7) calendar days before the date of the meeting. Notice may be communicated in person; by mail or other method of delivery; by telephone including voicemail or text message; or by any other electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage prepaid. If sent by electronic means, such notice shall be deemed to be delivered upon transmission. For purposes of this section, notice by electronic transmission is written notice.

District lodge

7.2 District lodge special meeting

- 7.2.1** 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 BOD so decides, or if a majority of the local lodges of the district, in writing, so demands.
- 7.2.2 Notice.** The district president shall inform the district 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.
- 7.2.3 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.

7.3 District BOD special meeting

Special meetings of the district BOD may be called by all of the executive committee members or by seven (7) members of the district BOD, or by a majority of the district BOD if that number is less than seven (7), and made in writing, signed by all of them. The notice 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 medium.

Local lodge

7.4 Local lodge special meeting

Special meetings may be called by the president. It shall be the president's duty to call such special meetings, if the local lodge BOD, or if a written demand, signed by five (5) members where the lodge is one hundred (100) members or fewer, ten (10) members where the lodge is 101–1,000 members and fifteen (15) members where the lodge is more than 1,000 members.

7.4.1 Notification of special meetings. The president shall ensure that all members are 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.

7.5 Local lodge BOD special meeting

Special local lodge BOD meetings may be called by the president whenever deemed required or on written demand by three (3) members of the local lodge BOD.

8. Lodge suspension, dissolution, and assets distribution

General provisions

8.1 Dissolving lodge. A lodge which has been suspended and fails to become reinstated within thirty (30) days from the effective suspension date, shall be dissolved and its charter revoked, if so decided by the IBOD.

8.1.1 Surrender of charter. In case of dissolution or suspension of a lodge with the revocation of charter, the last acting officers shall immediately surrender the lodge charter and supplies to the IBOD.

8.1.2 Lodge assets distribution plan. Lodges shall submit to SON headquarters for review, a plan of distribution outlining the assets on hand for distribution following payment of the lodge's debts and expenses.

8.1.3 SON headquarters shall not oppose any plan of distribution that complies with relevant state, provincial, federal, and international laws and regulations.

9. Financial administration and investments

General provisions

9.1 Official year

The official year of SON shall be from January 1 to December 31.

9.2 Funds and investments

- 9.2.1 Operational and reserve funds.** SON shall maintain assets as may be necessary to establish and maintain adequate reserves for payment of the benefits provided for in all benefit certificates. SON shall 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 SON, and in the promotion and extension of its objectives.

9.3 Financial benefits product reserves

- 9.3.1** 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 IBOD 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 IBOD, and that if the payment is 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 twelve (12) monthly premiums shall be levied each year, and they shall be levied and collected quarterly in advance.

9.4 Financial benefits program liabilities

- 9.4.1** No applicant nor any designated beneficiary shall have any claim against SON before the applicant has 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 SON headquarters. If the application is rejected upon ballot, thereon the sections of the *Policies and Procedures* **12.12.6**, **12.12.7**, **12.12.9**, and **12.13.4**, shall apply.

10. Dues

General provisions

10.1 Dues

10.1.1 Membership dues

Membership dues shall reflect payment for international dues including the official magazine, district dues, and local lodge dues. Membership dues shall be paid by each individual member to SON headquarters. SON headquarters shall remit district and local dues collected to the respective lodges on a monthly basis.

- 10.1.1.1** International, district and local lodge dues for members shall be established by the IBOD annually at its spring meeting. Any change in dues shall become effective January 1 of the following year.

10.1.2 New lodge dues

A local lodge shall be sent all international, district and local lodge dues collected from its members up to twelve (12) months from the date of its institution.

11. Voting

General provisions

11.1 Proxy voting

No proxy or absentee voting is authorized at any meetings of SON.

12. Quorum

International board

12.1 Quorum

Seven (7) members of the IBOD shall constitute a quorum.

District lodge

12.2 Quorum

At all the meetings of the district lodges, a majority of the voting members seated shall constitute a quorum. In such an event where quorum is not met, those present may pass upon voting matters and adjourn until a quorum of voting members has been secured.

12.3 Board of directors' quorum

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

Local lodge

12.4 Quorum

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

13. Officer and director roles

International board

13.1 Officer and director duties

13.1.1 The international chair shall

13.1.1.1 Preside at all meetings of the IBOD.

13.1.1.2 Be the highest-ranking officer of SON, and as such shall supervise proper observance of its laws, rules, and ceremonies; shall ensure that all directives and policies adopted by the IBOD are executed; and shall ensure that the international officers and international directors perform their respective duties.

- 13.1.1.3** Appoint all committees unless otherwise provided.
 - 13.1.1.4** Report all official acts at the IBOD regular meetings, and report on the condition of SON and its future needs.
 - 13.2.1 The international vice-chair shall**
 - 13.2.1.1** In the absence of the chair, preside at all meetings.
 - 13.2.1.2** Whenever the chair is prevented from acting, the vice-chair shall perform the duties of the chair.
 - 13.2.1.3** The vice-chair shall assist the chair at the meetings of the IBOD. The vice-chair may perform other duties, as determined by the chair.
 - 13.3.1 The international secretary shall**
 - 13.3.1.1** Keep or supervise a correct record of all meetings of the IBOD, and shall, as soon as possible after each IBOD meeting, prepare or supervise the preparation of a complete report of the same.
 - 13.4.1 The international treasurer shall**
 - 13.4.1.1** Perform such duties as are assigned to the treasurer by the IBOD.
 - 13.4.1.2** The treasurer shall review and approve all the expense reports of the international officers, directors and the chief executive officer.
 - 13.5.1 The international directors shall**
 - 13.5.1.1** Actively prepare and participate in all meetings of the IBOD, take an active part in board decisions, serve on committees, and perform any other tasks as assigned by the chair or the IBOD.

14. Elections and terms of office

General provisions

14.1 Officers and directors' eligibility

- 14.1.1** All candidates for officer or director positions on the international and district boards must be successfully nominated and vetted.
- 14.1.2** Only benefit members, as defined in section **3.1.1.1**, shall be eligible for nomination or election as international officers or international directors or alternates.

International board

14.2 International officers

- 14.2.1** The officers of the IBOD shall be a chair, vice-chair, secretary, and treasurer. Individuals eligible for nomination as an officer to the IBOD shall be nominated and elected at large from among the benefit members of SON.

- 14.2.2** All candidates for international chair, vice-chair, secretary, and treasurer must have served at least two (2) years on the IBOD to become eligible for that office, subject to the discretion of the IBOD should a suitable, qualified candidate not be available.

14.2.3 Appointed directors

The IBOD may appoint up to two (2) additional directors as needed to enhance proficiencies, skills, or knowledge as deemed necessary by the current IBOD. 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 (2) term, not to exceed two (2) terms of service in total.

14.2.4 Vacancies

- 14.2.4.1** Whenever a vacancy occurs in the office of international chair, the international vice-chair shall succeed to that office for the remaining term.
- 14.2.4.2** Whenever a vacancy occurs in the office of international vice-chair, secretary, or treasurer, such office(s) shall be filled by the IBOD from its own members.
- 14.2.4.3** 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 IBOD upon recommendation of the district BOD from which such vacancy occurred. To qualify, the nominee must meet the requirements of section **14.1**. The nominee shall be immediately reported to the international nominating committee (INC), which shall have thirty (30) days from receipt of the nomination to secure a candidate leadership application (CLA) and conduct the required vetting of the nominee. Should the nominee be rejected by the INC, it shall be the district's responsibility to secure a subsequent nominee through the district delegate referendum (see **4.6.2**) to recommend to the INC. The INC shall have thirty (30) days to confirm the nominee by obtaining the CLA and performing the required vetting.
- 14.2.4.4** If a vacancy occurs in any office for which an alternate is elected, the alternate shall succeed to such vacancy and shall serve until the next election when the unexpired term shall be filled by election in the usual manner.

14.3 Term of office

- 14.3.1 Terms of officers.** Officer terms shall be two (2) years or until their successors have been elected and installed.
- 14.3.2 Terms of directors.** Director terms shall be one (1) 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.
- 14.3.3 Terms of alternates to international directors.** Alternate terms shall be for two (2) years.
- 14.3.3.1** In the event of a prolonged absence or permanent disability that would prevent a director from completing their term of service, their alternate may be called upon to fulfill the term in their place. The alternate, after being installed and completing orientation, will have the same rights and privileges as the director they are replacing.

14.3.3.2 If the alternate is unable to serve, the INC may be called upon to advance a candidate to fill that directorship and a replacement alternate director. The director could be seated pending successful vetting by the INC.

14.3.4 Term limits. No international officer can be elected to serve more than two (2) consecutive terms in any one office. International directors cannot serve consecutive four-year terms.

District lodge

14.4 Term of office

The term of office shall be for two (2) years, except for 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 fulfill a term on the IBOD, at which time the office shall be declared vacant.

14.4.1 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.

14.4.2 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 BOD shall elect, from the members of the district lodge, a vice president to fill the unexpired term. The district BOD shall fill other vacancies from among the members of the district lodge. If replacement officers are not found, another benefit member may be appointed to fill the vacancy pending successful vetting by the district nominating committee. 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 BOD.

Local lodge

14.5 Officers and directors

14.5.1 Board of directors

The elected officers of a local lodge shall be president, vice president, secretary, treasurer, and/or 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. The offices of president, secretary, financial secretary or membership secretary, treasurer and trustees shall be held by separate individuals.

14.5.2 Responsibilities

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

14.6 Delegate election

14.6.1 Eligibility

Only voting members who are members of SON are eligible for an office or as a delegate to a district lodge meeting.

14.6.2 Election of delegates to district lodge meetings

Election of delegates must take place by March 31 before a district lodge meeting. At the same time, an equal or greater number of alternates may be elected to fill the seats of duly elected delegates prevented from attending the meeting, the first duly elected alternate filling the first vacancy, the second the next vacancy, etc.

14.6.3 Election report

The secretary of the local lodge shall prepare a report of the duly elected delegates and alternates with names, addresses, telephone numbers, and email addresses if available. Either the lodge president or lodge secretary shall sign the report and forward to the district secretary no later than sixty (60) days in advance of the district lodge meeting.

15. Committees

International board

- 15.1 Executive committee.** The executive committee (EC) shall consist of the chair, vice-chair, secretary, treasurer, and one director from a district that is not already represented on the committee. The CEO will meet with the EC frequently to discuss matters that are pertinent to the organization's health and operation. The EC provides guidance for the board, mentors board members, facilitates communication, and deals with urgent needs that may arise.
- 15.2 Benefits committee.** The benefits committee shall have oversight of SON's insurance sales, products, and services.
- 15.3 Corporate matters and governance committee.** The corporate matters and governance committee shall have oversight on all matters related to SON's legal, governance, corporate, and/or administrative matters.
- 15.4 Finance / investment committee.** The finance/investment committee shall have oversight of SON's financial performance, SONS's investment portfolio, SON's annual operating budget, and SON's financial forecasting.

16. Nominating committees

General provisions**16.1 Nominating committees**

Nominating committees have been established and are required at all levels of SON. The nominating committees shall identify, review, and recommend eligible candidates for election as officers and directors throughout the organization. Other requirements and procedures for international and district nominating committees are as set forth below, and in the SON *Policies and Procedures* for local lodges.

International board

16.2 International nominating committee. The international nominating committee (INC), as established by the IBOD, shall identify, review, and submit eligible candidates for the election of the international officers and directors. No member of the nominating committee shall be a candidate for election as international officer or director. Members may submit candidates to the nominating committee as determined by the IBOD. Candidates for nomination to the IBOD shall be benefit members and must meet all eligibility criteria as set forth by the IBOD.

16.2.1 Committee members. The INC consists of seven (7) members. Three (3) members, who are chosen from different districts, are appointed by the district presidents' advisory council (DPAC). Two (2) members are appointed by the chair, and two (2) members are appointed by the IBOD. Members of INC must be adult benefit members and may not be employees, agents, directors, or candidates for director election.

16.2.2 Objectives. INC's objectives are

16.2.2.1 To ensure that only persons who meet the eligibility requirements for board election are presented to the benefit members for election;

16.2.2.2 To assist benefit members in electing officers and directors who are best able to guide SON in achieving its business and fraternal purpose and objectives;

16.2.2.3 The INC obtains and reviews all completed applications for board election and other information provided by applicants to the secretary as needed to determine whether an applicant satisfies the eligibility requirements, certifies all applicants who do, and provides SON benefit members with a summary of pertinent information about each of the certified applicants. The INC shall also review and consider each candidate's qualifications relative to any desired attributes that the IBOD identifies. To help in this process, the INC may interview each candidate and seek additional information to evaluate candidates. The INC shall recommend to the membership the election of those candidates who the INC believes are best suited to meet the current needs of SON. Any such candidate who is unqualified, in the sole judgement of the IBOD, may not serve as an officer or director and shall not be slated on the ballot of candidates for any officer or director position.

16.2.2.4 Only candidate information provided to and approved for publication by the INC will be shared with the members. To ensure fairness and consistency for all candidates, the candidates are otherwise prohibited from campaigning or publishing other information to members, outside the process established by the IBOD for the INC.

16.3 Nominations

16.3.1 Officers, director, and alternate director. All nominations for the international chair, vice-chair, secretary, treasurer, director, and alternate to that director shall be submitted to the INC no later than two (2) weeks after the last district convention and lodge meeting. Nominations shall cease at that time.

16.3.2 Nomination procedures. No one will be permitted to make a seconding 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.

District lodge

16.4 Nominating committee for international director

The district BOD 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 eligible international director and 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 IBOD must meet all eligibility criteria as set forth by the IBOD. 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.

16.5 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, international officers and directors. If a nominee for international director or his or her alternate withdraw or die between the district lodge meeting and the opening of the IBOD's last meeting of the biennium, the international officers, international directors, and delegates from that district shall caucus and fill from among their group such vacancy or vacancies.

16.6 Officers and directors

16.6.1 District nominating committee

The district nominating committee, in addition to their role as established by **16.4**, 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 IBOD. The benefit member provision for district board officers and directors shall not be required for countries, provinces, or states where SON is not authorized to sell insurance.

- 16.6.2** 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.

17. Conduct and appeal process

General provisions

17.1 Conduct and appeal process

17.1.1 Breach of conduct

Members who have violated the laws or bylaws of SON and are considered 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 forth below:

- 17.1.1.1 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 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 chair, and chief executive officer. Should the matter arise at the district level, the matter shall be referred to the international chair.

17.1.1.2 Misconduct. It shall be misconduct for a member to engage in behavior which violates the laws or bylaws of SON, while such member is attending a meeting or performing a function of SON. 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.

17.1.1.3 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 **17.1.1.2**. 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 (7) days. The investigative committee shall determine the appropriate penalty and communicate the same to the lodge president who shall then communicate the decision to the complainant and respondent within thirty (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 chair, and chief executive officer.

17.1.1.4 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 ten (10) days may be granted upon notice to the appellant. The district investigative committee shall either deny the appeal or reverse the local lodge investigative committee's ruling. Any penalty shall be postponed until appellate rights have expired.

- 17.1.1.5 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.
- 17.1.1.6 Effect of modification or reversal.** If the appellant succeeds, the appellant shall have all previously held rights and benefits restored.
- 17.1.1.7 Effect of failed appeal.** If the appellant's appeal is denied, the decision is final and there is no further remedy.

17.1.2 Resolution of disputes

- 17.1.2.1 Purpose.** This section prescribes the sole means to present and resolve grievances, complaints, or disputes brought by members, certificate owners, or beneficiaries, against SON 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 SON, without delay and expense of formal legal proceedings.
- 17.1.2.2 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 SON or its directors, officers, agents, or employees. This section does not apply to claims or disputes made after the applicable statute of limitations has expired. This section does not apply to actions brought by SON, including, but not limited to, actions for declaratory judgment, determining proper payees, recovering amounts due, and contesting insurance coverage or membership eligibility.

International board

17.2 Removal of officers and directors

- 17.2.1** An officer or director may be removed from office for cause by an affirmative vote of the full board at a meeting of the board called for that purpose. "Cause" shall include but is not limited to material violations of the CB/PP or any code of ethics or any conflicts of interest policy adopted by SON; the inability to perform essential board duties because of incompetence, incapacity, or disability pursuant to ADA regulations; disobedience and/or breach of fiduciary duty owed to SON and its members or beneficiaries; moral disqualifications; embezzlement; and habitual absenteeism.

17.2.2 The vote for removal must carry by a two-thirds (2/3) majority of those officers and directors present and voting.

17.2.3 The meeting to consider removal may be held by telephone, video conference, or other means of electronic communication as outlined in section **6.1**.

17.2.4 Ineligibility to hold office

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

17.2.5 No re-election after removal

Anyone properly removed from office within SON, according to Section **17.2.1**, shall be subsequently denied from seeking election to or holding office on the SON IBOD.

17.3 Conduct and appeal process

17.3.1 Right to appeal

Any member of SON may appeal to the IBOD on any decision of the district BOD to which such member belongs by following the processes set out in the conduct and appeal section of SON's *Policies and Procedures*.

17.3.2 Decision

Every appeal shall be referred by the international secretary to the international chair, whose decision shall be binding unless reversed by the IBOD.

17.3.3 Report to IBOD

The international chair shall report all appealed cases with decision to the IBOD, and the decisions by the IBOD shall be binding.

District lodge

17.4 Removal of officers and directors

17.4.1 Cause for removal. The district BOD may, by a majority vote of all its members, remove from office any member of the district board for reason of:

17.4.1.1 The individual's knowing and material dishonesty or fraud in connection with their district board role/duties;

17.4.1.2 Theft, misappropriation, or embezzlement by the individual of SON's funds and/or property;

17.4.1.3 The individual repeatedly negligently performing, failing to perform, or willfully refusing to perform, the individual's duties to SONS (other than a failure resulting from incapacity due to physical or mental illness);

17.4.1.4 The individual's conviction of, or a plea of guilty or nolo contendere, to any felony, a crime involving fraud or misrepresentation, or any other crime the effect of which is likely to adversely affect SON; or

17.4.1.5 A material breach by the individual of any of the provisions or covenants set forth in their agreement with SONS, including the conflict-of-interest disclosure.

- 17.4.2 Written complaint.** A written complaint must be provided to the district BOD, and the officer or director concerned must be given an opportunity to defend themselves. The officer or director concerned must be sent by return receipt, certified mail, a copy of the written complaint, and be given forty-five (45) calendar days from the receipt of the written complaint to submit a response.
- 17.4.3 Right to defend.** 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.
- 17.4.4 Ineligibility for office after removal.** Anyone properly removed from office within SON according to **17.4.1**, shall be subsequently denied from seeking election to or holding office on a SON district BOD.

Local lodge

17.5 Removal of officers

- 17.5.1 Misconduct.** The local lodge BOD may by a majority vote of all its members, remove from office any member for cause, provided that a written complaint has been sent to the local lodge BOD, and that the officer or director concerned has been given an opportunity to defend himself or herself.
- “Cause” shall include but is not limited to: material violations of the CBPP or any code of ethics or any conflict-of-interest policy adopted by SON; the inability to perform the member’s duties because of incompetence, incapacity, or disability pursuant to ADA regulations; disobedience and/or breach of fiduciary duty owed to SON and its members or beneficiaries; moral disqualifications; embezzlement; and habitual absenteeism. 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.
- 17.5.2 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.
- 17.5.3 Disclosure of removal from office.** Anyone properly removed from office within SON, according to paragraph 17.5, seeking to obtain office in the local lodge must disclose their prior removal from office at the time of nomination, failure to disclose will result in immediate removal from candidacy or office.
- 17.5.4 Ineligibility for office after removal.** Anyone properly removed from office within SON, according to 17.5, shall subsequently be denied from seeking election to or holding office on a SON local lodge BOD.

18. Bonding, indemnification, and liability protection

General provisions

18.1 Officer and director bonding, indemnification, and liability protection

18.1.1 Bonding

The IBOD shall provide bonding, with a corporate surety company, of all international officers, directors and employees who handle IBOD funds or securities.

18.1.2 Indemnification

SON 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, 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.

18.1.3 Liability protection

SON shall purchase and maintain liability insurance on behalf of any person who is serving in any capacity mentioned in section **18.1.2**, whether or not the society would have the authority to indemnify such person as herein provided.

18.1.4 Lodge liability insurance

18.1.4.1 It shall be mandatory for all district and local lodges to maintain general liability insurance as provided by SON 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.

18.1.4.2 This insurance does not cover real estate or buildings.

18.1.4.3 This insurance does not cover liquor liability claims.

18.1.4.4 The premium for this insurance shall be paid annually, pursuant to billing by SON headquarters. The cost and limits for this insurance will be determined by the IBOD.

District lodge

18.2 Surety bonds

SON 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.

Local lodge

18.3 Surety bonds

SON 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 SON 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.

19. Real estate

General provisions

19.1 Real estate

- 19.1.1 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 IBOD in a fair, consistent and timely manner.
- 19.1.2 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 IBOD as it relates to forming 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.
- 19.1.3 Annual reporting.** The separate nonprofit corporation shall file a financial statement (form D18) with SON headquarters annually.
- 19.1.4 Tax filings for real estate entity.** Each lodge shall be responsible for filing and maintaining tax records and filings to maintain proper classification with 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 IBOD.
- 19.1.5 IRS registration**
 - The separate 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 IBOD.
 - 19.1.5.1 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 section **19.1** shall remain in effect.

20. Required reporting

General provisions

20.1 General reporting requirements

Each lodge shall be responsible for filing and maintaining tax records to maintain proper classification with any and all taxing authorities.

District lodge

20.2 Annual reports

The district lodge shall file a financial statement with SON headquarters annually. The financial report shall be prepared on forms provided by and submitted to SON headquarters. Failure to file in a timely manner will result in SON withholding dues reimbursements until such reports are received.

Local Lodge

20.3 Annual reports

The local lodge shall file a financial statement with SON headquarters annually. The financial report shall be prepared on forms provided by and submitted to SON headquarters. Failure to file in a timely manner will result in SON withholding dues reimbursements until such reports are received.

21. Remuneration

International board

21.1 Officer and director remuneration

The international officers and directors shall receive remuneration as determined each biennium by the IBOD upon the recommendation of the international board finance committee.

District Lodge

21.2 Compensation

District officers shall be bonded and may receive compensation as specified in the district bylaws.

Local Lodge

21.3 Compensation

Lodge officers may receive compensation as determined by the lodge and specified in the lodge bylaws.