

BY LAWS
OF THE GRAND LODGE OF OHIO
ORDER SONS OF ITALY IN
AMERICA



As Revised
Grand Lodge of Ohio Convention June 2013
As Approved Supreme Lodge August 2013

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The Supreme Constitution, General Laws and the Judicial Code of the Order are separate documents.

The Ritual of the Order is a separate document.

BYLAWS OF THE GRAND LODGE OF OHIO ORDER SONS OF ITALY IN AMERICA

A Nonprofit Corporation and Fraternal Benefit Society

ARTICLE I

NAME, LOCATION, REPRESENTATION and INCORPORATION

Section 1: Name and Location

The Grand Lodge of Ohio Order Sons of Italy in America is a Nonprofit Corporation and a Fraternal Benefit Society. (Hereinafter referred to as the "Grand Lodge") The home office of the Grand Lodge shall be located within the State of Ohio wherever designated by the Grand Lodge, or, if not designated by the Grand Lodge, then as designated by the Grand Council. The executive office shall be located within the State of Ohio as designated by the Grand Council.

Section 2: Representation and Incorporation

The Grand Lodge was organized May 16, 1915, as the legal representative of the supreme Lodge Order Sons of Italy in America. The Grand Lodge was incorporated as a nonprofit corporation under Chapter 1702: Nonprofit Corporation, Ohio Revised Code. The original Articles of Incorporation, Certificate Number 160391, was filed on September 4, 1934, and recorded in Volume 423, Page 587, with the Secretary of the State of Ohio. An Amendment dated June 5, 1938, was filed on August 2, 1938, and recorded in Volume 458, Page 689. By an Amendment dated November 5, 1939, filed on December 14, 1939, and recorded in Volume 468, Page 591, the Grand Lodge became a fraternal benefit society for the benefit of its members and their beneficiaries in accordance with Chapter 3921: Fraternal Benefit Societies, Ohio Revised Code. (Ohio Chapters 1702 and 3921 known hereinafter as "Ohio Law")

ARTICLE 2

PURPOSES

Section 1: The purposes for which the Grand Lodge is formed are:

- (a) Participate in the functions, business and affairs of the Supreme Lodge Order Sons of Italy in America (hereinafter referred to as the "ORDER"), under a lodge system with a ritualistic form of work and a representative form of government.
- (b) Enroll in its membership all persons of Italian birth or descent and all others as prescribed by the Supreme Laws of the Order Sons of Italy in America.
- (c) Promote education and secure adequate laws for the benefit of its members by active participation in the social and civic life of our communities.
- (d) Encourage the dissemination of Italian culture in the United States and uphold the prestige of the people of Italian heritage in America.
- (e) Sponsor, promote and participate in activities which encourage the cultural exchange and promotion of Italian heritage.
- (f) Initiate and organize movements for patriotic and humanitarian purposes, thereby establishing a motto of "Liberty, Equality and Fraternity."
- (g) Provide access to an insurance program and other benefits to its members and their beneficiaries in accordance with the Fraternal Benefit Societies Law, Chapter 3921, Ohio Revised Code.
- (h) Engage in any lawful acts or activity for which nonprofit corporations may be formed under Chapter 1702: Nonprofit Corporation Law, and under Chapter 3921: Fraternal Benefit Societies, Ohio Revised Code.

Section 2: Fraternal Benefit Society

By the Amendment dated November 5, 1939, the Grand Lodge became a Fraternal Benefit Society under Chapter 3921: Fraternal Benefit Societies, Ohio Revised Code, which provides access to certain benefits to its members. Under this law the Grand Lodge established benefits through an insurance program

for its members and their beneficiaries. This system was licensed in 1940 by Ohio Insurance Department under the name of "Order Sons of Italy in America Grand Lodge of Ohio." The Grand Lodge of Ohio, by agreement with an outside insurer, offers its members access to an insurance program.

Section 3: Nonprofit Corporation

This organization is not organized for the pecuniary profit of, nor shall any part of its net earnings or any part hereof, be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not otherwise participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4: All Powers Clause

This Corporation shall have the power to do any lawful acts or thing reasonably necessary or desirable for carrying out interests of its members in connection therewith.

ARTICLE 3

ORGANIC STRUCTURE

Section 1: The Organic Structure

The organic structure of the Order is based upon a Lodge system consisting of the Supreme Lodge, Grand Lodge, and Local Lodge, with a ritualistic form of work and a representative form of government. The Local Lodge is the basic unit composed of members. The Grand Lodge is the intermediate unit composed of Local Lodges, and the Supreme Lodge is the Supreme unit composed of Grand Lodges.

Section 2: The Local Lodge

(a) The Local Lodge functions and operates within the limits of its locality. The Local Lodge is chartered by the Supreme Lodge with a name and number chosen by its members with approval of the Supreme Council. A number is assigned in numerical order to the Local Lodge by the Supreme Council.

(b) A Local Lodge may be an association of 25 or more persons, or, a Local Lodge may be incorporated as a nonprofit corporation under Chapter 1702: Nonprofit Corporation, Ohio Revised Code, with not less than 25 persons as incorporators, with prior approval and conditions established by the Grand Council.

(c) The Local Lodge is a constituent part of the Grand Lodge and is subordinate to the Grand Lodge. The Local Lodge may adopt rules and regulations for its internal affairs which do not conflict with the Supreme Constitution, the Supreme General Laws, the Grand Lodge Bylaws, any Grand Lodge Rules and Regulations, Ohio Laws; however, before such rules and regulations are effective, the same shall be approved by the Grand Council, and until so approved by the Grand Council, shall be ineffective. The Local Lodge, unless restricted by the Constitution and the General Laws of the Order, and by the laws of the Grand Lodge, is autonomous and may administer its affairs under such rules and regulations adopted by it which do not conflict with any of the laws applicable to it.

(d) The Local Lodge, during intervals between membership meetings, functions through its Local Lodge Council.

(e) The Local Lodge participates in the administration of the affairs of the Grand Lodge to which it is subordinate through its State Delegates.

Section 3: The Grand Lodge

(a) The Grand Lodge is the intermediate unit between the Supreme Lodge and the Local Lodge. The Grand Lodge operates within the territorial limits of the State of Ohio and exercises sole jurisdiction over the Local Lodges within the State of Ohio. The Grand Lodge consists of all members of Local Lodges within the State of Ohio. The Local Lodge acts and participates in the affairs of the Grand Lodge at the Grand Lodge Conventions through its State Delegates.

(b) The Grand Lodge is chartered by the Supreme Lodge with not less than three Local Lodges in the State with a total membership of not less than five hundred members.

(c) The Grand Lodge may adopt a Constitution, Bylaws, Rules and Regulations for its operation and management, not inconsistent with the Supreme Constitution and the Supreme General Laws of the Order, nor inconsistent with Ohio Laws. However, before such Grand Lodge Constitution, Grand Lodge Bylaws, Grand Lodge Rules and Regulations are effective, the same shall be approved by the

Supreme Lodge and until so approved by the Supreme Lodge, shall be void. Provided further, that in the event any provisions in the Supreme Constitution, Supreme General Laws, Grand Lodge Constitution or Grand Lodge Bylaws and Rules and Regulations are inconsistent with and in contradiction with Ohio Laws, the same shall be ineffective, and the Ohio Law shall prevail wherever applicable.

(d) The Grand Lodge consists of the Grand Council Members, the Past State Presidents, the Local Lodges and State Delegates. [*Note: The Local Lodges are represented to the Grand Lodge by their Local Lodge Presidents; see Art 12, Sec 4.*]

(e) The Grand Lodge participates in the administration of the affairs of the Supreme Lodge through its duly elected National Delegates and the State President as ex-officio National Delegate.

(f) The Grand Lodge, during the interval between the Grand Lodge Conventions, functions through its Grand Council.

ARTICLE 4

GOVERNANCE - LAWS OF THE ORDER - OHIO LAW

The Applicable Laws of the Order are:

(a) The Supreme Constitution, Supreme General Laws, and the Judicial Code of the Order.

(b) The articles of governance adopted by the Grand Lodge which have been approved by the Supreme Council, such as, these Bylaws of the Grand Lodge, and any Rules and Regulations.

(c) The articles of governance adopted by the Local Lodge which have been approved by the Grand Council, such as, Rules and Regulations.

The Applicable Laws of Ohio are:

(a) Ohio Nonprofit Corporation Law, Chapter 1702, Ohio Revised Code.

(b) Fraternal Benefit Societies Law, Chapter 3921, Ohio Revised Code.

Whenever and wherever appropriate, the Laws of the Order shall include the Laws of Ohio and the United States.

ARTICLE 5
GOVERNMENT

Section 1: Department of Government

The governing powers of the Grand Lodge are vested in three separate and distinct branches: Executive, Legislative and Judicial.

Section 2: Executive Power

(a) The Executive Power of the Grand Lodge is exercised by the Grand Lodge when in session. When not in session (between conventions) the Executive Power shall be exercised by the Grand Council.

(b) The Executive Power of the Local Lodge is exercised by the Local Lodge Membership. When the members are not in a membership meeting, the Executive Power of the Local Lodge is exercised by the Local Lodge Council.

Section 3: Legislative Power

(a) The Legislative Power of the Grand Lodge

(1) The Legislative Power, that is, the power to make and promulgate laws and to adopt amendments thereto, belongs exclusively to the Grand Lodge in session. In the exercise of this power, the Grand Lodge may make laws to regulate conduct, administration, functions and also the conduct, administration and functions of its members (the Local Lodges) rules and regulations to regulate the relations and reports of its members (the Local Lodges). When in session, the Grand Lodge has the power to impose per capita tax to be paid by each member and determine the manner, method, and term for the collection of such tax.(See Article 23, Exhibit B for amount).

(2) The Grand Lodge meets in ordinary and special sessions. Each meeting or session is called a "convention."

(3) The Grand Lodge meets in ordinary session once every two (2) years in odd numerical years (herein known as the "Grand Lodge Convention", or, "State Convention") no later than June 20 at the place previously designated by the last Grand Lodge Convention; or, if not established, the Grand Council

shall have the power and authority to establish the date, place, and time of the Grand Lodge Convention. The Grand Lodge may meet in special sessions at a place and time as called by the State President or by the Grand Council, or as called by not less than fifty percent (50%) of the Local Lodges (suspended and/or default Local Lodge shall not be counted), or by a majority of the State Fraternal Delegates, in writing submitted to the State President or submitted to the Grand Council.

(4) The business of the Grand Lodge Convention is to be transacted in conformity with the laws of the Order, Ohio Law, and the Ritual and under the Rules of Parliamentary Procedure as described in Robert's Rules of Order (revised). In case of conflict, the laws of the order shall prevail, but not in contravention of Ohio Law.

(b) The Legislative Powers of the Local Lodge

The Local Lodge may adopt rules and regulations for its internal affairs which do not conflict with the laws of the Order, and provided, however, before such rules and regulations are effective, the same shall be approved by the Grand Council and until so approved by the Grand Council shall be ineffective.

Section 4: Judiciary Power

The judiciary power, in the application of corrective and disciplinary measures when violations occur, shall be governed by and pursuant to the provisions of the Judicial Code of the Order Sons of Italy in America.

The judiciary power of the Grand Lodge is exercised by the Grand Lodge Arbitration Commission. The judiciary power of the Local Lodge is exercised by the Local Lodge Arbitration Commission.

ARTICLE 6

EMBLEM, MOTTO, COLOR, EQUIPMENT, and RITUAL

The emblem of the Order is a Golden Lion on a field of white. The motto of the Order is: "Liberty, Equality, and Fraternity." The official colors of the Order are purple and gold.

The regalia and equipment of the Grand Lodge and the

Local Lodge consist of the insignia for each officer, banner emblem, seal of the Grand Lodge (if any) and the Local Lodge (if any), membership cards and such other regalia and equipment prescribed by the Grand Council.

The Ritual of the order is the ritualistic ceremony of the Order, such as, but not limited to, initiation ceremony of a new Local Lodge, initiation of new members, installation of officers, order of business meetings, and ceremonies for deceased members. The Ritual shall be in conformity with the laws of the order, and if not in conformity, the same shall be ineffective. The Ritual is a separate document.

October 12th of each year is the official holiday of the order which commemorates the discovery of America by Christopher Columbus and which shall be celebrated in a dignified manner by the Grand Lodge.

ARTICLE 7

FORMATION OF THE LOCAL LODGE

The procedure for forming a Local Lodge is as follows:

Present a written request by not less than 25 qualified persons (referred to as founder-charter members) on the Charter application form prescribed by the Supreme Council. Submit the application fee established by the Supreme Council with the charter application to the Supreme Council for approval.

Any member of the Grand Lodge may be a founder-charter member. All founder-charter members who are not members of the Grand Lodge must meet all the requirements which govern admission to membership in the Order and in the Grand Lodge as established by these Bylaws.

When a member of the Grand Lodge is also a founder-charter member, such member may be a member of both Local Lodges. However, such member may hold office in only one Local Lodge.

The equipment to be purchased by the new Local Lodge shall include:

- (a) A regalia for each member of the Council;
- (b) One regalia for the State Deputy;
- (c) One banner with the emblem of the Order;
- (d) One gavel.

The institution ceremony at the meeting called for instituting a new Local Lodge is to be conducted in the manner

prescribed by the Ritual. The Charter is to be presented to the Local Lodge, with due ritualistic formality, during the institution ceremony by a Grand Council officer, or a Supreme Council officer or other persons to whom power has been delegated by the Grand Council.

If a Charter member of the Local Lodge is absent during the institution ceremony, the Charter member may be initiated in the course of any of the three successive meetings of the membership. If the Charter member fails to appear for initiation during such three successive meetings, then the charter member's name shall be stricken from the roll.

When a member whose name appears in the Charter has been expelled from the order, such member's name shall be stricken from the Charter. The name so stricken shall be replaced by the name of a member chosen by the membership of the Local Lodge.

A founder-charter member shall not be entitled to any additional rights or privileges over any other member. The Grand Council may prescribe additional requirements necessary for the orderly admission, including election of Local Lodge Council, State Delegates and Lodge Arbitration Commission.

ARTICLE 8

INCORPORATION OF THE LOCAL LODGE

A Local Lodge may be incorporated as an Ohio Nonprofit Corporation under the following terms and conditions:

Prior to the filing of its Articles of Incorporation ("Articles"), the Articles shall be submitted to the Grand Council for approval and shall contain provisions that the Local Lodge is incorporated in conformity with, subject to and under the jurisdiction and control of the laws of the Order; that the Local Lodge corporation shall have the same composition of officers and members as established in these Bylaws who shall be one and the same; that termination of any Local Lodge Council officer with termination of Local Lodge membership is an automatic termination of the same in Local Lodge corporation. If membership is less than twenty-five (25) members for a period of six (6) consecutive months, the Local Lodge Corporation shall automatically be dissolved unless just cause exists for non-dissolution as determined by the Grand Council; that all assets of the Local Lodge Corporation shall be disposed of as set forth in the General Laws of the Order.

Any amendments, additions and changes to the Articles and

the governing documents of the Local Lodge shall be forwarded to the Grand Council for approval prior to filing with the Secretary of the State of Ohio.

ARTICLE 9

LOCAL LODGE MEMBERSHIP

Section 1: Classification

All members of the order shall be known as "brothers" or "sisters." Members shall be divided into the following classes:

- (a) Regular Member
- (b) Associate Member
- (c) Social member
- (d) Meritorious Member and Honorary Member
- (e) Bar Lodge Member
- (f) At-Large Member

Section 2: Qualification, Application and Approval

Each applicant for membership shall be at least 16 years of age (except for bar lodge member under Section 6 of Article 9) Each applicant shall submit an application for membership upon the official application prepared by the Grand Council, signed by the applicant, and signed by a sponsoring member who vouches that the applicant has all of the required qualifications for membership as provided for in the laws of the Order. The applicant shall submit with the application the required initiation fee and dues as established by the Local Lodge; the initiation fee, assessments, per capita tax, as established by the Grand Council; and the per capita tax as established by the Supreme Lodge. The applicant who desires to purchase insurance will be provided information regarding the Grand Lodge of Ohio insurance program and provider.

The application must be submitted for a majority vote of the membership of the Local Lodge. Upon approval, the applicant becomes a member of the order with all rights, privileges and duties of the Order. If the application is not approved, all monies paid shall be returned to the applicant.

The initiation ceremony into the Local Lodge shall be in conformity with the Ritual of the Order.

A rejected applicant is not eligible to re-apply for admission to a Local Lodge unless three months have elapsed from the date of rejection by the Local Lodge membership and then only after

fully complying with the laws of the Order. Any applicant twice rejected by the membership is ineligible for membership.

Section 3: Regular Members

Regular members are those members of Italian birth or descent; also the spouses of those of Italian lineage or those who have been adopted by persons of Italian lineage, and the spouses of such adopted persons; widows, widowers and divorced members' spouses of current or former members who by their efforts, works and actions contribute to and promote the culture of the Italian American and the Order Sons of Italy in America.

Section 4: Associate Member

[By ruling of the National Orator, "Associate Member" is a laws of the National Order class of membership, which the Grand Lodge of Ohio cannot delete. Therefore, for purposes of these by-laws, "Associate Member" shall have the meaning given to it by the General Laws of the National Order, Article 2. The Grand Lodge of Ohio, however, has NO mandatory insurance program requirements. In addition, there are no other economic or material benefits nor are there any special benefits that would be afforded within the Grand Lodge of Ohio to a category of Associate Members that are different from the benefits of Regular members. Thus, within the Grand Lodge of Ohio, there are no members or applicants "who do not qualify for regular membership 'due to insurance program requirements'", since we have eliminated any such mandatory program requirements. Thus, while, per ruling of the National Orator, the Grand Lodge of Ohio cannot eliminate the General Laws of the National Order, Article 2, class of "associate member", nonetheless the Grand Lodge of Ohio can and does choose not to use this class of membership, and thus has no Associate Members. All applicants for future membership as well as all current members in the Grand Lodge of Ohio including its subordinate filial/local lodges, who have or would have heretofore been designated as associate members, but who otherwise meet the Italian birth, descent, lineage, adoption, or marital requirements in the definition of "Regular Members" under these by-laws and the General Laws of the National Order, shall henceforth be admitted as or be designated as Regular Members with the full rights and responsibilities of such.]

Section 5: Social Members

Social members are those members who because of their national origin are not admitted as a regular member. Social members shall not under any circumstances have the right to

hold office in the order Sons of Italy in America. Social members shall be entitled to attend and partake in regular or special meetings of the Local Lodge.

The attending and partaking in regular or special meetings shall include the right to participate in any discussion that occurs at such meetings and to vote on matters brought before the assemblage. Social members may be admitted to such benefits as may be provided in the rules and regulations of the Local Lodge provided they are adopted in conformity with the Laws of the Order.

Section 6: Meritorious and Honorary Members

See General Laws of the Order (Supreme Lodge) Article 2.

Section 7: Bar Lodge Member

(a) Admission for bar lodge membership in the Local Lodge shall be restricted to those who do not meet any of the qualifications of any membership as established by the Supreme Lodge.

(b) Each applicant for bar lodge membership shall be at least 21 years of age: Each applicant shall submit an application for membership upon the official application prepared by the Grand Council, signed by the applicant and signed by a sponsoring member. The applicant shall submit with the application the required dues established by the Local Lodge Council and the Grand Council.

(c) The application must be submitted for a majority vote of the membership. After membership approval, a signed copy of the approved application and the required fee established by the Grand Council must be forwarded to the State President for the issuance of the membership card signed by the State President. The State President shall forward the signed membership card to the Local Lodge within fifteen (15) business days. The effective date of admission as a bar lodge member of the Local Lodge is the approval date by the membership. A bar lodge member shall have only the rights, privileges and duties provided by applicable laws pertaining to a bar lodge, and as established by the Local Lodge, the Grand Council, and in this Section 7. A bar lodge member shall pay dues as established by the Local Lodge and the Grand Council.

(d) Wherever used in these Bylaws, the term "bar lodge member" shall not include the meaning of a "member", unless otherwise indicated.

Section 8: At-Large Member

An at-large member is a person who is qualified to be a regular member but who, for whatever reason, does not want to attend meetings, hold any kind of office, or belong to a Local Lodge. The at-large member believes in the ideals and purposes of the Order, is desirous of fostering and promoting those ideals, agrees to abide by the laws of the Grand Lodge and the Supreme Lodge, and agrees to perform the duties of a regular member as set forth in this Article 9.

Admission to at-large membership shall be governed by the same rules applicable to regular members except that:

(a) The membership becomes official upon acceptance by the Grand Council or by the Executive Committee of the Grand Council.

(b) At-large members shall be required to pay an application fee and dues and/or assessments as established by the Grand Lodge, however, nothing shall preclude the Grand Lodge from imposing an application fee, dues or assessments in amounts different than the amounts imposed on regular members.

(c) In lieu of the ceremony of initiation, the at-large member shall execute and have witnessed the oath taken by a regular member, which oath shall be part of the membership application.

Section 9: Dues, per capita tax and payment

Each member shall pay dues and assessments as established by the-Local Lodge and the dues, assessments and the per capita tax assessed by the Grand Lodge and the Supreme Lodge. Any member who has not paid dues, assessments and per capita tax, when due and payable or within a grace period of sixty (60) days thereafter, shall automatically be dropped as a member and membership terminated. Thereafter, if such a former member desires to become a member, such former member shall be considered as a new applicant. The Local Lodge, through its Financial Secretary, shall notify each member in writing when dues are payable and such notice shall contain a provision that if dues are not paid when due or within a grace period of sixty (60) days thereafter, such member shall automatically be dropped as a member and membership terminated. Such notice shall be mailed to each member by U.S. Mail, postage prepaid, at the address as contained in the records of the Local Lodge. [*Note: Assessment of Per Capita tax on Social Members at the same rate as Regular*

Members was made official by action of the Supreme Convention, August 2013.]

Section 10: Rights, Duties and Limitation of Members

(a) Each Local Lodge member shall have the same rights, privileges, and duties as established by the laws of the order and Ohio Law, excepting, however, that a bar lodge member shall have only the rights and privileges as set forth in Section 6 of Article 9.

(b) Each Local Lodge member shall be entitled to one vote on each matter properly submitted to the members for a vote, consent, waiver, release, or other action. However, the Lodge President's voting right is restricted as set forth in Article 11, Section 4. No Local Lodge member shall vote by mail and shall not vote or act by proxy.

(c) A salaried employee of the order may not hold any elected or appointed office in the Order.

(d) No Local Lodge member who is indebted to the Local Lodge, the Grand Lodge or the Supreme Lodge, can hold office. If so indebted, while an officer, the member shall be removed and precluded from running for or holding office until the debt is paid.

(e) A member may be deprived of the right to speak by the presiding officer at a meeting whenever such member is not in good standing with the payment of dues and assessments; when suspended by order of a Trial Commissioner or Arbitration Commission; when requested to be orderly by the presiding officer and failing to comply with such request; when persistent in taking the floor without first obtaining permission from the presiding officer.

(f) Each member shall comply with the laws of the order and Ohio Law.

(g) No member shall resort to any civil court unless and until such member has pursued and exhausted all remedies provided by the laws of the Order.

(h) It shall be the duty of each member to give testimony in cases to be determined by the judiciary authorities of the Order. Whenever such member is called upon to give testimony, the member may not claim exemption therefrom. If such a member refuses to appear when summoned or to testify when requested, the member's

actions shall be referred to the orator of the ranking unit to be dealt with in conformity with the laws of the Order.

Section 11: Former Member

Any application for reinstatement accompanied by prepayment of one year's dues may be approved, without payment of an admission (initiation) fee. The former member, when reinstated, need not be initiated and will acquire all rights and privileges extended to other members after readmission, provided that said member meets all the requirements of admission set forth in these Bylaws. However, such readmitted member shall not be entitled to add on such former time as a member for any purposes whatsoever, including any eligibility requirements for any office.

Section 12: Transfer Member

(a) Any member of the Local Lodge may transfer from one Local Lodge to another Local Lodge under the jurisdiction of the Grand Lodge. A transfer card must be obtained from the Grand Council.

(b) Members, who change their residence outside the jurisdiction of the Grand Lodge, may, but in no event shall they be required, apply for transfer to a Local Lodge under the jurisdiction of the Grand Lodge in the State of their new residence.

(c) A new membership card shall be issued to such transferring member by the new Local Lodge immediately upon presentation of the transfer card without approval of the transferee lodge.

(d) No member shall be a member of two Local Lodges, except as a founder-charter member(Article 7)

ARTICLE 10

LOCAL LODGE MEMBERSHIP MEETINGS

Section 1: Place, Time, Date and Notice

The regular monthly membership meeting of the Local Lodge shall be held at a time, place, and date established by the Local Lodge. Written notice of the time, place, and date of each membership meeting shall be given to each member at least seven (7) days prior to the date of the meeting. The notice shall be mailed to the member's address as it appears on the records of

the Local Lodge by ordinary U.S. Mail, postage prepaid.

Section 2: Quorum

(a) A quorum shall consist of ten (10) members present at a meeting.

(b) The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or the taking of any action voted upon by the members. In the event a member abstains from voting, the abstaining member shall not be counted as part of the total votes cast.

Section 3: Method of Voting

Voting at any-membership meeting may be by voice, show of hands, standing or secret ballot. The presiding officer shall establish the method of voting, unless the membership so instructs the presiding officer on the method of voting, except for elections as established in these Bylaws and the laws of the Order.

Section 4: Vote Required for Rescission

The authorization or taking of any action by vote, consent, waiver, or release of the members may be rescinded or revoked by the same vote, consent, waiver, or release as at the time of rescission or revocation would be required to authorize or take such action as in the first instance, subject to the contract rights of other persons.

Section 5: Special Meetings

A special meeting of the membership may be called by the President, the Local Lodge Council, or written request of no less than one-third of the members. The notice of the special meeting shall state the purpose of the special meeting and no other business shall be transacted. The written notice of the special meeting shall be given in accordance with the notice requirement of the regular membership meeting.

ARTICLE 11

LOCAL LODGE COMPOSITION OF OFFICES

Section 1: At each election, the membership shall elect the following:

- (A) President
- (B) Vice President
- (C) Orator
- (D) Recording Secretary
- (E) Financial Secretary
- (F) Treasurer
- (G) Five Trustees
- (H) Two Masters and/or Mistresses of Ceremony
- (I) Guard
- (J) Arbitration Commissioners and Alternate Commissioners
- (K) State Fraternal Delegates

The Local Lodge Council consists of the President, Vice President, Immediate Past President, Orator, Recording Secretary, Financial Secretary, Treasurer, five Trustees, two Masters and/ or Mistresses of Ceremony and the Guard. (Also known as and sometimes referred to as "Local Lodge Officers" or the "Local Lodge Council") The Local Lodge Council meets in ordinary sessions once each month and in special sessions whenever the meeting is called by the President or at the written request of five of its members.

Whenever a vacancy occurs in the Local Lodge Council, it shall be filled by holding a special election to fill such vacancy at the next regular or special meeting of the membership.

Within fifteen days from the installation of the Local Lodge Council, the Local Lodge shall require that the Financial Secretary and Treasurer be placed under bond in such amount as the membership may determine. The Local Lodge shall pay the premium for such bond. Whenever the Financial Secretary and Treasurer receive funds on behalf of the Grand Lodge for the benefit members of the Grand Lodge, the Grand Lodge may adopt such requirements with regard to the posting of bond by the Financial Secretary and Treasurer as the Grand Lodge may determine.

Section 2: Term of Office

Each Local Lodge Council member shall be elected by the membership for a term of two (2) years. A member who has served two consecutive terms in the same office may not be nominated for a third consecutive term of office if any other

member is nominated.

The term of office of appointed members of institutions, commissions and committees, shall run for the same period as that of the Local Lodge Council, provided that in no case shall such term last beyond the expiration date of the term of the Local Lodge Council.

If the Local Lodge President resigns his office for just cause, the resignation shall be without prejudice to his right to assume the office of Immediate Past President, provided he has already served at least one full term as President immediately prior to his resignation. The Local Lodge membership rules on the validity of just cause. The purpose of this Article is to give the resigning President precedence in the occupancy of the office of Immediate Past President, though such office be occupied at the time of resignation.

Section 3: Compensation

The Local Lodge membership shall establish compensation for the Local Lodge Council, if any, except for the two Masters and/or Mistresses of Ceremony and the Guard, for whom there shall be no compensation. Such compensation shall be established prior to the election of the Local Lodge Council and shall automatically remain in effect for the term of office and for succeeding terms of office until otherwise modified.

Compensation for the Local Lodge Arbitration Commission is established in Article 23 (Exhibit "A"),

Section 4: President

The President is the highest ranking officer, leader of the Local Lodge, and has the power, authority and duties as follows:

- (a) Call and preside over all meetings of the Local Lodge Council and membership meetings, and perform the duties pertaining to the office of President.
- (b) See that the laws of the Local Lodge are observed and that deliberations of the Local Lodge Council and the membership are carried out.
- (c) See that the laws of the order are respected and observed, and the orders of the Supreme Lodge and of the Grand Lodge are obeyed.
- (d) Control the affairs of the Local Lodge and supervise the performance of duties by the other officers of the Local Lodge Council.

(e) Sign the minutes of the meetings of the membership and all orders of payment, checks, correspondence and all documents which invest the responsibility of the Local Lodge. Sign all checks with the counter signature of the Treasurer. Both signatures are required on all checks.

(f) Unless otherwise provided, appoint all committees and chairmen and serves as ex-officio member of all committees without voting rights.

(g) Refrain from making proposals at the meetings of the membership, participate in discussion only to clarify the issue presented, and vote only in case of a tie (except for elections and commissions and boards). However, the President may relinquish the chair in order to make a motion, participate, and vote as any other member.

(h) Sign the membership card of each member.

(i) After hearing the opinion of the Orator, rule upon controversies involving the application and interpretation of the laws of the Order. A member who disagrees with the ruling and the interpretation of the President shall appeal the decision within 10 days to the State President.

(j) When disorder arises in the meeting of the assembly or of the Local Lodge Council, the President may silence or censure the member or members causing such disorder. If such member or members persist in causing disorder, the President may fine, silence or expel the member or members from the hall or suspend the meeting.

(k) Is a State Fraternal Delegate by virtue of his office.

(l) Act to the best of his ability in furthering the interest of the order.

Section 5: Vice President

The Vice President is the second ranking officer of the Local Lodge.

In the event of the absence of the President from any meetings, including the Local Lodge Council meetings, membership meetings, and as State Fraternal Delegate, the Vice President shall act as the President and has all the duties, responsibilities, and powers of the President while so acting as President. He shall aid the President when requested by the President.

Section 6: Immediate Past President

The Immediate Past President is the third ranking officer of The Local Lodge.

In the event of the absence of the President and the Vice President from any meetings, including the Local Lodge Council meetings, membership meetings, and as State Fraternal Delegate, the Immediate Past President shall act as President and has all the duties, responsibilities, and powers of the President while so acting as President.

The office of Immediate Past President shall be given to the member who has served one complete term as President of the Local Lodge immediately preceding the incumbent. If, on account of death, disqualification, resignation or removal, the office of Immediate Past President becomes vacant, the office shall be filled from the preceding former Presidents in the inverted order of their tenure of office. In case there are no preceding former Presidents, the office of the Immediate Past President shall be filled by electing such officer from among the members of the Local Lodge who have served a full term as officers of such Local Lodge.

Section 7: Orator

The Orator is the fourth ranking officer of The Local Lodge. The Orator gives opinions concerning the application and interpretation of the laws of the order and sees that the laws of the order are observed and properly applied. In matters which relate to the administration of the affairs of the Local Lodge, the Orator is subordinate to the President. In matters relating to the exercise of Judicial Power, the Orator is subordinate to the State or National Orator.

The Orator, either on the Orator's own initiative or upon complaint being made to the Orator, shall have power to prefer written charges against a member who has violated the laws of the Order.

Section 8: Recording Secretary

The Recording Secretary is the custodian of the archives of the Local Lodge. The Recording Secretary's duties are:

- (a) Take and preserve the minutes of all meetings, membership meetings, and the Local Lodge Council meetings.
- (b) Issue all notices and summons for all meetings, as provided for by the laws of the Order and as requested by

the President, the Local Lodge Council, the members, and wherever provided for in these Bylaws.

(c) Read all documents and correspondence at the proper meetings and preserve the same.

(d) Answer all correspondence of the Local Lodge as directed by the President or by the Local Lodge Council.

(e) Keep a correct account of all members with full names and addresses, preserve the application forms of all members, and prepare an annual membership list of all members.

(f) Perform all duties pertaining to the office of Secretary and the duties and directions given by the President or from higher ranking officers of the Order.

(g) Accept the certificate of election return from the Election Committee and enter the same upon the Minutes of the meeting.

(h) Perform the duties as set forth in the Judicial Code of the order.

(i) Within 10 days after receipt, forward to the State Recording Secretary all appeals referred or presented to the Recording Secretary by members because of administrative irregularities. Such appeals, when forwarded, shall be accompanied by a report of the views expressed by the Local Lodge Council.

(j) Act as the clerk of the Local Lodge Arbitration Commission when the Commission is in session, except when he is a party in interest.

Section 9: Financial Secretary

The Financial Secretary is the collector and accountant of the Local Lodge. The Financial Secretary's duties are:

(a) Collect all dues, fees, assessments, and other revenue of the Local Lodge.

(b) Receive money paid into the Local Lodge and give a

receipt for the same.

(c) Deposit all the Local Lodge monies with the Treasurer.

(d) Render an itemized report of all income and expenditures at each monthly membership meeting.

(e) Prepare financial records and financial statements in accordance with accounting principles.

(f) Notify each member when the dues are payable in accordance with Article 9, Section 8, and notify members who are in default in the payment of dues and assessments.

(g) Make payment of the per capita tax computed on the basis of the number of members listed on the membership roll at the end of each month, which payment shall be made without the deliberation of the membership, and as required by the Grand Council.

(h) Perform all duties pertaining to the office of Financial Secretary and the duties and directions given by the President or other higher officer of the Local Lodge Council.

Section 10: Treasurer

The Treasurer's duties are:

(a) Serve as the custodian of the funds of the Local Lodge.

(b) Receive all monies collected by the Financial Secretary and issue receipts for the same.

(c) Record in proper books of accounting all income and disbursements of the Local Lodge and prepare financial reports and statements in accordance with accounting principles.

(d) Immediately deposit (but not later than 3 days after each meeting) all the Local Lodge monies in a bank or other depository as approved by the Local Lodge Council and in the name of the Local Lodge.

(e) Render an itemized report of all income and expenditures at each monthly membership meeting.

(f) Issue and sign all checks and bills of the Local Lodge with the counter signature of the President. Both signatures are required.

(g) Pay the per capita tax to the Grand Lodge computed on the basis of number of members listed in the membership roll at the end of each month as established by the Grand Lodge (see Article 23, Exhibit B for amount). Such payments shall automatically be made without any approval of the Local Lodge no later than ten (10) days after receipt of the monthly statement.

(h) Carry out such orders which the Treasurer may receive in matters pertaining to the office from the President or the higher ranking officers of the Order.

Section 11: Trustees

The Five (5) Trustees' duties are:

(a) Examine and audit quarterly all of the books kept by the Financial Secretary and Treasurer and ascertain that the same are proper. Examine and audit said books whenever the Trustees deem it advisable. Such examination shall be certified as to its correctness by the signatures of no less than three of the Trustees.

(b) Call to the attention of the proper Local Lodge Council members any irregularities in financial reports and so instruct the proper Local Lodge Council members accordingly.

(c) Perform additional duties pertaining to the office of the Trustee imposed by the laws of the order or the Local Lodge membership.

Section 12: Masters and/or Mistresses of Ceremonies

The Two Masters and/or Mistresses of Ceremonies participate in ceremonial activities prescribed by the laws of the order during the course of the meetings of the assembly of the Local Lodge.

Section 13: Guard

The Guard is the doorkeeper of the Local Lodge. The Guard's duty is to exclude strangers from the meetings of the

assembly and to admit those members who have identified themselves by announcing their presence to the President, who, in turn, orders the Guard to either admit or exclude such members.

Section 14: Herald

The Herald is a ceremonial officer of the Local Lodge appointed for the occasion by the presiding officer during the meetings of the membership of the Local Lodge. The duties of the Herald are to assist the presiding officer, in conformity to the laws of the Order and in ritualistic form, on the occasion of the institution of the Local Lodge, the installation of officers and the initiation of new members in the Local Lodge.

Section 15: Local Lodge Council Meeting, Executive Power, and Authority

(a) Meetings of the Local Lodge Council:

(1) Meetings of the Local Lodge Council may be called by the President, or by written request of at least five (5) members of the Local Lodge Council, or by at least twenty-five (25%) percent of the membership who submit such a request in writing to the President or to the Local Lodge Council. Meetings of the Local Lodge Council shall be held within the jurisdiction of the Local Lodge.

(2) Notice of the time, place and date of each meeting of the Local Lodge Council shall be given to each Local Lodge Council member at least seven (7) days prior to the meeting which notice need not specify the purpose of the meeting. Such notice may be by telephone, by facsimile, personal contact, or in writing. The Recording Secretary or the aforesaid requesting Local Lodge Council members may issue such notice to the Local Lodge Council.

(3) Notice of the time, place, date and purpose of any meeting of the Local Lodge Council, whenever required, may be waived in writing, either before or after the holding of such meeting, by any Local Lodge Council member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Local Lodge Council member of any such meeting without protesting the lack of notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver of such meeting.

(4) Notice of adjournment of the meeting need not be given if the time and place to which it is adjourned is fixed and announced at such meeting.

(5) Action without a meeting: Any authorization or action taken at a meeting of the Local Lodge Council may be authorized or taken without a meeting with the vote or approval of and in writing signed by a majority who would be entitled to notice of the meeting. Such written consent shall be filed with and made a part of the minutes of the meeting.

(6) A quorum shall consist of seven(7) Local Lodge Council members present at a meeting. The affirmative vote of a -majority of members present at a meeting, at which a quorum is present, shall be necessary for the authorization or taking any action voted upon by the Local Lodge Council.

(b) Executive Power and Authority: Except where the laws of the Order require that action be otherwise authorized or taken, the Executive Power, management and government shall be exercised by the Local Lodge Council between meetings of the membership, excepting, however, that the Local Lodge Council shall have no power or authority to assess or tax the members. Such authority shall include, but not be limited to, power to administer the affairs of the Local Lodge and appropriate funds not to exceed a total of \$300.00 between meetings, and all without prior approval of the membership. All such acts shall be reported to the membership at the following regular membership meeting.

Section 16: Vacancy in Office

(a) If any Local Lodge Council member fails to attend any three (3) consecutive meetings without valid excuse, the office may be declared vacant by the Local Lodge membership. The three consecutive meetings include membership meetings and/or Lodge Council meetings. The Local Lodge membership rules on the valid excuse.

(b) Whenever a vacancy exists in the Local Lodge Council, it shall be filled by holding a special election at the next regular or special membership meeting of the membership to fill such vacancy in accordance with the nomination and election procedure of these Bylaws and the laws of the order.

(c) If, on account of death, disqualification, resignation or

removal, the office of the Local Lodge Immediate Past President becomes vacant, the office shall be filled from the preceding former Presidents in the inverted order of their tenure of office. In case there is no preceding former President, the office of the Local Lodge Immediate Past President shall be filled by electing such officer who shall have served a full term as an officer of the Local Lodge.

Section 17: Delivery of Property to Successor

Each Local Lodge Council member at the expiration of the term of office shall deliver to his successor all books, documents, equipment, assets, and other property in his possession belonging to the Local Lodge and shall not be relieved from such obligation until such deliverance has been completed.

ARTICLE 12

STATE DELEGATES

Section 1: Composition and Definitions

The Local Lodge participates in the functions of the Grand Lodge through the Local Lodge's State Delegates. The State Delegates are composed of the following: State Fraternal Delegates and the Local Lodge Presidents as State Fraternal Delegates. Whenever the term "State Delegate" is used in these Bylaws, it shall include in its meaning State Fraternal Delegates and the Local Lodge Presidents as State Fraternal Delegates, unless otherwise so indicated.

Section 2: Term of Office

The State Fraternal Delegates shall be elected for a period of two (2) years by the membership. There are no restrictions on consecutive elective terms.

Section 3: Compensation

Each State Delegate who attends any Grand Lodge Convention shall be paid by the Local Lodge funds compensation as established in Article 23 (Exhibit "A"). Such compensation is automatic and no further authorization of the Local Lodge is necessary for payment.

Section 4: The Local Lodge President as State Fraternal Delegate

The President of the Local Lodge shall be a State Fraternal Delegate. In the event the President is unable to attend any Grand Lodge Convention, the Vice President of the Local Lodge shall act for the President and be the State Fraternal Delegate. In the event the President and Vice President are unable to attend any Grand Lodge Convention, the Immediate Past President shall be the State Fraternal Delegate.

Section 5: Number of State Delegates

The Local Lodge is entitled to a number of State Delegates as follows:

One State Fraternal Delegate for every fifty (50) members or fraction over twenty-five (25) computed on the basis of the membership on December 31st of the year preceding the election. (Bar lodge members are not considered in the computation.)

Section 6: Forfeiture of State Delegate

A State Delegate who fails to tender a notice of resignation, or fails to submit such a notice within ample time to permit substitution by alternates, or is absent from participation in the Grand Lodge Convention, provided such absence is not due to circumstances beyond his control, shall forfeit his office of State Delegate. Absence due to usual occupation shall in no case be a sufficient excuse.

ARTICLE 13

LOCAL LODGE ARBITRATION COMMISSION

Section 1: General Provisions

The Local Lodge Arbitration Commission is the judicial tribunal of the Local Lodge. The rules and regulations which prescribe the mode of procedure, the jurisdiction, the powers, and the revenue incident to the functioning of the Local Lodge Arbitration Commission are set forth in the Judicial Code of the Order.

Section 2: Term of Office

The Local Lodge Arbitration Commission consists of five (5) members, known as Commissioners, and five (5) alternate members, known as Alternate Commissioners (hereinafter referred collectively as the "Local Lodge Arbitration Commission"). The Local Lodge Arbitration Commission is

elected by the membership for a period of two (2) years and shall serve until their successors are elected and installed. Whenever a vacancy occurs among the Commissioners, it shall be filled by the Alternate Commissioner who received the highest number of votes during the election of the Alternate Commissioners. There are no restrictions on consecutive elective established in the Judicial Code and in Article 23 (Exhibit "A").

Section 3: Compensation

The compensation for the Trial Commissioner and the Recording Secretary as Clerk of the Local Lodge Arbitration Commission is established in the Judicial Code and in Article 23 (Exhibit "A").

ARTICLE 14

LOCAL LODGE NOMINATION, ELECTION AND INSTALLATION

Section 1: Nomination and Election

Nomination and election of President, Vice President, Orator, Recording Secretary, Financial Secretary, Treasurer, five Trustees, two masters and/or Mistresses of Ceremony, Guard, Local Lodge Arbitration Commission consisting of the five members known as Commissioners and the five alternate members known as Alternate Commissioners, and State Fraternal Delegates (all collectively referred to as "Offices") shall be as follows:

(a) To be eligible to be nominated, a member shall have been a member for at least one year prior to the date of nomination and shall be duly qualified in accordance with Article 22. In addition, to be eligible to be nominated for the Local Lodge President and the Vice President, such candidate shall have served for a full term as a Local Lodge Council member.

(b) No qualified candidate shall be nominated unless: (1) present at the meeting when nominations are held and signifies willingness to accept such nomination; or (2) if not present at such meeting, submits a written acceptance to be placed in nomination for such office, or (3) is placed in nomination by the nomination committee if a nomination committee is appointed.

(c) Nominations shall be held only at the regular monthly membership meeting in the month of February in the odd numerical years. Nominations are to be from the floor and also from the nomination committee (if appointed). A nominee can withdraw candidacy in writing at any time. There shall be no nominations on the day of election.

(d) Elections shall be conducted by written ballot at the March regular monthly membership meeting in the odd numerical years. The name of the candidate for each office shall be listed in alphabetical order on the election ballot. The candidates receiving the greatest number of marked valid ballots cast shall be elected.

For the election of State Fraternal Delegates, the candidates receiving the greatest number of marked ballots shall be elected as the State Delegates and those candidates receiving the next greatest of marked valid ballots shall be elected Alternate State Delegates.

For the election of Local Lodge Arbitration Commission, five members (5) are to be elected. The five (5) candidates receiving the greatest number of marked valid ballots shall be elected and known as Commissioners. The next five candidates receiving the greatest number of marked valid ballots shall be elected and known as Alternate Commissioners. Whenever a vacancy occurs among the Commissioners, it shall be filled by the Alternate Commissioner who received the highest number of votes during the election of the Alternate Commissioners.

(e) No voting by absentee ballot, proxy, mail, or write-in candidates shall be permitted.

(f). Each candidate may appoint one member who is not a candidate for any office to observe and be present when the ballots are counted.

Section 2: Installation

The newly elected Lodge Council Officers and Local Lodge Arbitration Commission (Commissioners and Alternate Commissioners) may be installed immediately following the election but not later than the next regular membership meeting, in accordance with the Ritual, and assume their duties immediately thereafter.

Section 3: Nomination Committee

(a) Appointment

The President of the Local Lodge may appoint a Nomination Committee. In the event the President appoints a Nomination Committee, it shall consist of five (5) members, and the President may appoint one committee member as Chairman.

(b) Duties

The Nomination Committee may present qualified nominees for the offices to be elected by the membership.

(c) Eligibility of Nomination Committee

The members of the Nomination Committee are eligible to be nominated by the Nomination Committee and from the floor on the day of nomination.

ARTICLE 15

LOCAL LODGE ELECTION COMMITTEE

Section 1: Appointment

The Election Committee consists of five (5) members appointed by the President from the membership who are not candidates for any elected office. The President may appoint one committee member as Chairman.

Section 2: Duties

The Election Committee shall perform the following duties:

(a) Prepare, conduct, and supervise the election of the Local Lodge Council, the State Delegates, and the Local Lodge Arbitration Commission.

(b) Verify the eligibility of each candidate.

(c) Prepare a written ballot of all candidates listed in alphabetical order for each office.

(d) Distribute the ballots to members entitled to vote; conduct a secret election; count the ballots only after balloting has been completed; and count only properly

marked valid ballots.

(e) Decide controversial questions arising during the course of the election, which decisions may be appealed within ten (10) days to the Grand Council.

(f) Announce and post the results of the election immediately after the votes are tabulated, announce the number of valid ballots cast for each candidate, and make a full report of the election to the membership prior to the adjournment of the meeting.

(g) Announce the election of a candidate who was unopposed.

(h) Announce the election in case of a tie vote of the candidate whose continuous membership in the Order is the longest.

Section 3: Certificate of Election

The Election Committee shall sign a statement verifying the results of the election. The certificate shall be given to the Recording Secretary to be entered upon the minutes of the meeting.

Section 4: Election Protest

A protest claiming violation of the laws of the Order, or irregularities in the conduct of the election must be made to the Election Committee prior to the end of the meeting. The Election Committee shall render an immediate opinion following-investigation, on the merits of the protest. Its decision shall be recorded in the minutes of the meeting before the name of the candidate elected is announced by the Chairman of the Election Committee. If the protester is dissatisfied with the ruling rendered by the Election Committee, the protest shall be submitted for determination to the Grand Council. The decision of the Grand Council is final and not subject to further review or appeal.

Section 5: Disposition of Ballots

The ballots may be disposed of after the adjournment of the meeting providing that no protest has been filed.

ARTICLE 16

GRAND LODGE OF OHIO

Section 1: Composition

The Grand Lodge of Ohio consists of the following:

- (a) The Grand Council (also known as State Officers): State President, State Vice President, State Immediate Past President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, and five (5) State Trustees; and
- (b) The Past State Presidents; and
- (c) The State Fraternal Delegates elected by the Local Lodge membership representing the Local Lodges [Note: includes Local Lodge Presidents as State Fraternal Delegates; see Article 12, Section 4].

Section 2: Term of Office

The State President, State Vice President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, and the five (5) State Trustees shall be elected for a term of two years. Any Grand Council member who has such served two consecutive terms in the same office may not be nominated for a third consecutive term of office if any other member is nominated.

Section 3: State President

The State President is the highest ranking officer of the Grand Lodge and the representative of the Grand Lodge. The powers and duties of the State President are:

- (a) Enforce all provisions of the laws of the order.
- (b) Rule and give interpretation of the laws of the Order after hearing the opinion of the State Orator; provided the member affected may appeal to the Supreme Council within ten (10) days of the rendition of such ruling or interpretation. The State President may consider the opinion or interpretation of the State Orator.
- (c) Appoint all committees and chairpersons not otherwise provided.
- (d) Appoint and rescind the State Deputies with the approval of the Grand Council.

- (e) Appoint a State Chaplain.
- (f) Serve as ex--officio member of all committees of the Grand Lodge without voting rights.
- (g) Preside at all Grand Lodge meetings, including Grand Lodge Conventions, and shall perform the duties pertaining to the office of State President.
- (h) Sign all checks and bills of the Grand Lodge, with the countersignature of the State Treasurer. Both signatures are required on all checks.
- (i) Authorize and pay any member of the Grand Lodge (who is not specifically authorized for compensation in these Bylaws) when in attendance of meetings or participating in the business affairs, commissions, and functions of the Grand Lodge, of the Grand Council and of the Order, whether within or without the State of Ohio. Such compensation is automatic and no further authorization is necessary for payment.
- (j) Vote at any meeting of the Grand Lodge, including Grand Council meetings and Grand Lodge Conventions.
- (k) Render a report at the Grand Lodge Convention of his activities.
- (l) Appoint Masters/Mistresses of Ceremony and Sergeant-at-Arms upon the opening of the Grand Lodge Convention. Appoint the Herald to conduct the ceremony and installation of all elected State officials.
- (m) Is ex-officio member of the Supreme Council with the right to vote. Whenever the State President is unable to attend a meeting of the Supreme Council, the State President may appoint a State Officer in his place, provided that such appointment is duly communicated to the National Recording Secretary prior to the opening of the meeting of the Supreme Council.
- (n) Act to the best of his ability in furthering the interest of the Order.

Section 4: State Vice President

The State Vice President is the second ranking officer of The Grand Council. The powers and duties of the State Vice President are:

(a) In the event of the absence of the State President from any meetings, including membership meetings, Grand Lodge conventions, Grand Council meetings, the State Vice President acts as the State President and has all the duties, responsibilities, and powers of the State President while so acting as State President. However, the State Vice President does not by virtue of the office represent the State President in the absence of the State President at a Supreme Council meeting as set forth in Section 3(m) of this Article 16.

(b) Aid the State President when requested by the State President.

(c) Render a report of his activities at the State Convention.

Section 5: State Immediate Past President

The State Immediate Past President is the third ranking officer of The Grand Council. The office of State Immediate Past President shall be given to the member who has served one complete term as State President of the Grand Lodge immediately preceding the incumbent.

The powers and duties of the State Immediate Past President are:

(a) In the event of the absence of the State President and the State Vice President from any meetings, including membership meetings, Grand Lodge conventions, Grand Council meetings, the State Immediate Past President assumes the office of State President and acts in the place of the State President, with all duties, responsibilities, and powers of the State President while so acting. In the event the office of State Immediate Past President becomes vacant, the office shall be filled from the preceding former State Presidents in the 'inverted order of their tenure of office.

(b) If due to death, disqualification, resignation or removal from office, the office of State Immediate Past President becomes vacant, the office shall be filled from the preceding former State Presidents in the inverted order of their tenure of office.

(c) Render a report of his activities at the State Convention.

Section 6: State Orator

The State Orator is the fourth ranking officer of the Grand Council. Whenever requested by the State President, the State Orator gives opinions on the interpretation of the laws of the Order. The State Orator is also charged with the duty of enforcing the judiciary laws of the Order.

The special duties of the State Orator are:

- (a) Prefer charges against members or officers who violate the laws of the Order. In preferring charges the State Orator acts under the direction of the State President, of the Grand Council, or on the State Orator's own initiative.
- (b) Prosecute members or officers before the Grand Lodge Arbitration Commission.
- (c) Accept, prosecute or reject complaints forwarded to the State Orator for appropriate action or transmit such complaints to the proper authorities in the ranking units of the Order; provided there is reasonable cause for the State Orator to accept, prosecute or reject such complaints and the State Orator's act, relating thereto, conforms to the laws of the Order.
- (d) Offer an opinion on the legality of all controversies or complaints of administrative nature submitted to the Grand Council for determination. The State Orator acts as relator in these matters.
- (e) Give a report to the Grand Lodge Convention of his acts and doings relative to the judiciary activities of the Grand Lodge during his term of office.

Section 7: State Recording Secretary

The State Recording Secretary is the custodian of the archives of the Grand Lodge.

The duties of the State Recording Secretary are:

- (a) Take and preserve the minutes of all Grand Council meetings as provided for in these Bylaws and the laws of the Order, and such notices as requested by the State President or the Grand Council.
- (b) Issue all notices and summons for all meetings as provided for in these Bylaws and the laws of the Order, and such notices as requested by the State President of the Grand Council.

(c) Read all documents and correspondence at the proper meetings and preserve them.

(d) Answer all correspondence of the Grand Lodge as directed by the State President or by the Grand Council.

(e) Keep a correct account of all the Local Lodges with names, numbers, and addresses of each Local Lodge; preserve the application forms of all members of the Local Lodge, and prepare an annual membership list of all the Local Lodges.

(f) Record the Certificate of Election from the Election Committee upon the minutes of the meeting.

(g) Perform all the duties pertaining to the office of the Recording Secretary and the duties and directions given by the State President or the Grand Council. To perform such other duties as may be imposed upon the office by the laws of the Order.

(h) Certify in writing, under oath, to the National Recording Secretary, the number of members in each class, as it appears on the records of the Grand Lodge within 15 days after the close of each quarter.

(i) Give a report to the Grand Lodge Convention in the nature of a statistical account of the activities of the Grand Lodge, with particular emphasis upon membership drives and the numerical strength of each Local Lodge.

(j) Transmit to the National Recording Secretary, within ten (10) days following receipt, complaints involving administrative defects with any written decision rendered by the Grand Council.

(k) Mail convention credentials to the State Delegates.

(l) Give a report at the State Convention of his activities.

(m) Act as Clerk of the Grand Lodge Arbitration Commission, except in the event as a party in interest, and perform the duties as set forth in the Judicial Code.

Section 8: State Financial Secretary

The State Financial Secretary is the custodian of the financial records of account of the Grand Lodge.

The powers and duties of the State Financial Secretary are:

(a) Collect dues, assessments, and per capita tax payable to the Grand Lodge and turn over all money collected to the state Treasurer at such intervals as the Grand Council may determine.

(b) Ascertain that a financial report of all income and expenditures is properly prepared and render such reports at each Grand Council meeting and at such other times that the Grand Council may direct.

(c) Prepare the proposed budget and present it at each Grand Lodge Convention.

(d) Give a financial report with a detailed summary of all the income and disbursements during his term of office at the Grand Lodge Convention.

(e) Prepare a financial statement at the end of each fiscal year showing the receipts and disbursements made during such year, and send a copy to the Supreme Council and each Local Lodge.

(f) Prepare a list of the Local Lodges in arrears or in default with their payments of dues and assessments and present such list at the regular meeting of the Grand Council. Further, whenever any Local Lodge is either in arrears or in default with its payments to the Grand Lodge, notifies the Local Lodge in arrears or in default by registered mail, calling its attention to such fact. If the Local Lodge fails to make payment following such notice, the State Financial Secretary shall announce such Local Lodge to the Grand Council for such action as is prescribed by the laws of the Order.

(g) Perform such other and additional duties pertaining to the office which the Grand Council or the State President may direct.

(h) Render a report at the Grand Lodge Convention of his activities.

(i) Secure such bond as may be required by the Grand Council.

Section 9: State Treasurer

The State Treasurer deposits all funds of the Grand Lodge and is the custodian of all instruments evidencing title or claim to real and personal property owned by the Grand Lodge and all its securities.

The powers and duties of the State Treasurer are:

(a) Ascertain that all monies of the Grand Lodge are deposited in banks or other depositories as approved by the Grand Lodge and/or the Grand Council and in the name of the Grand Lodge.

(b) Issue and shall sign all checks and bills of the Grand Lodge with the counter signature of the State President. Both signatures are required.

(c) Pay the per capita tax to the Supreme Lodge computed on the basis of the number of members listed for each Local Lodge at the end of each quarter (see Article 23, Exhibit B for amount). Such payments shall automatically be made without any approval from the Grand Council and when required by the Supreme Council.

(d) Render a report at the Grand Lodge Convention of his activities.

(e) Secure such bond as may be required by the Grand Council.

Section 10: State Trustees

The duties of the State Trustees are:

(a) Examine and audit annually all of the books kept by the State Financial Secretary and State Treasurer and ascertain that the same are proper; examine and audit said books whenever the Trustees deem it advisable. Upon inspection and audit, if the Trustees find the books and documents to be correct, certify the correctness of such books and documents by signing their signatures thereto.

(b) Call to the attention of the proper Grand Council officers any irregularities in financial reports and so instruct the proper Grand Council officers accordingly.

(c) Render a report at the Grand Lodge Convention of their activities.

Section 11: Grand Council Meeting and Compensation

(a) Meetings of the Grand Council:

(1) Meetings of the Grand Council shall be held annually or on other occasions, within the State of

Ohio at a time, place, and date decided by any of the below.

(2) Meetings of the Grand Council may be called by the State President; or, by written request of at least five (5) members of the Grand Council; or, by at least twenty-five percent (25%) of the Local Lodges who submit such request in writing to the State President or to the Grand Council. (Suspended and/or default Local Lodge shall not be counted in the percentage).

(3) Notice of the time, place and date of each meeting of the Grand Council shall be given to each Grand Council member at least seven (7) days prior to the meeting, which notice need not specify the purpose of the meetings. Such notice may be by telephone, by facsimile, personal contact or in writing. The State Recording Secretary or the aforesaid persons requesting the meeting may issue such notice to the Grand Council.

(4) Notice of the time, place, date and purpose of any meeting of the Grand Council, whenever required, may be waived in writing, either before or after the holding of such meeting, by any Grand Council member, which waiver shall be filed with or entered upon the records of the meeting. The attendance of any Grand Council officer at any meeting without protesting the lack of notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver of the notice of the meeting.

(5) Notice of adjournment of the meeting need not be given if the time, date and place to which it is adjourned is fixed and announced at such meeting.

(6) Action without a meeting: Any authorization taken or any action taken at a meeting of the Grand Council may be authorized and taken without a meeting with the vote or approval of and in writing signed by a majority who would be entitled to notice of the meeting. Such written consent shall be filed with and made a part of the minutes of the meeting.

(7) A quorum shall consist of seven (7) Grand Council members present at a meeting. The affirmative vote of the majority of the members present at a meeting, at which a quorum is present, shall be necessary for the authorization or taking of any action voted upon by the Grand Council.

(8) The State President shall be entitled to vote at any meeting of The Grand Council and the Grand Lodge.

(b) Compensation for the Grand Council members shall be paid by Grand Lodge funds as established in Article 23 (Exhibit "A") when in attendance of Grand Council meetings and in attendance of and participating in the business, affairs, and functions of the Grand Lodge or Grand Council, whether within or without the State of Ohio and whenever so authorized by the State President or authorized by the Grand Council. Such compensation is automatic and no further authorization is necessary for payment.

Section 12: Annual Meeting

At least one (1) annual meeting of the Grand Council shall be held no later than the month of April and the report of the meeting shall be given at the next following Grand Council meeting.

Section 13: Vacancy in Office of Grand Council

(a) If any Grand Council officer fails to attend any three (3) consecutive meetings without valid excuse, his office may be declared vacant by the Grand Council. Meetings shall include membership meetings and/or council meetings. The Grand Council rules on the valid excuse.

(b) When less than five (5) vacancies occur among the members of the Grand Council, the vacancies shall be filled in the following manner or order:

(1) That of the State President will be filled by the State Vice-President.

(2) That of the State Immediate Past President will be filled from among the Past State Presidents in the inverse order of their tenure of office of State President.

(3) Those of the other State Officers will be filled by designation of temporary State Officers by the Grand Council from its members or by appointing duly elected State Fraternal Delegates to fill such vacancies.

(c) When the vacancies in the Grand Council exceed five, the remaining State Officers of the Grand Council shall call

a special Grand Lodge Convention to elect the necessary State Officers to fill such vacancies providing more than one year remains before the next convention; but, if the next Grand Convention is to be held in less than one year from the occurrence of such vacancies, the remaining State Officers of the Grand Council may submit a list of candidates, selected from the duly elected State Fraternal Delegates having the right to vote, to the State Fraternal Delegates for referendum vote to elect State Officers to fill such vacancies provided that the list submitted contains no less than two candidates for each office to be filled. The majority of the votes cast, within the time appointed by the Grand Council, shall be sufficient for election.

Section 14: Prerogative of State Officers

The State Officers are not obligated to perform duties imposed upon them by the Local Lodge of which they are members, except to pay dues and assessments imposed upon them by the laws of the Order.

In the event the Local Lodge of which the State Officer is a member becomes suspended or is ordered dissolved, the suspension or dissolution shall not reflect upon such State Officer nor deprive the State Officer of the rights and prerogatives inherent to the State Officer's office.

Section 15: Delivery of Property to Successor

Each State Officer at the expiration of his term of office, shall deliver to his successor all books, documents, equipment, assets, and other property in possession belonging to the Grand Lodge and shall not be relieved from such obligation until such deliverance has been completed.

Section 16: Authority and Power of Grand Council

The Grand Council shall have the following authority and power:

- (a) Exercise the executive power when the Grand Lodge is not in session (between Grand Lodge conventions).
- (b) Act as the representative of the Grand Lodge.
- (c) Enforce the laws of the order and the deliberations and orders of the Supreme Council.
- (d) Administer the funds of the Grand Lodge in conformity with the laws of the Order.

(e) Supervise the Local Lodges within the State of Ohio in conformity with the laws of the Order.

(f) Approve or disapprove laws, rules and regulations adopted by the Local Lodge.

(g) Assume the custody and administration of the affairs of the Local Lodge when required by the laws of the order.

(h) Order the suspension of a Local Lodge when necessary to enforce the laws of the order.

(i) Propose to the Supreme Council that a Local Lodge be ordered dissolved when proper cause for dissolution exists.

(j) Order, following investigation and report by the State Orator or by the State Officer duly appointed for such purpose, the suspension of: (1) the Local Lodge Council; (2) the officer from office; (3) the members from their rights, except any benefits, provided for by the Fraternal Benefit Society law, if such members are involved in the violation of the laws of the Order.

(k) Prefer charges against the Council, the officer, and the members of the Grand Lodge Arbitration Commission, if involved in the violation of the laws of the order.

(l) Determine, upon report of the State Orator, controversies of an administrative nature involving the Local Lodge.

(m) Engage and pay any member of the Grand Lodge (who is not specifically so authorized for compensation in these Bylaws) compensation as established in Article 23 when in attendance of meetings, participating in the business affairs, commissions, and functions of the Grand Lodge, of the Grand Council, and of the order, whether within or without the State of Ohio. Such compensation is automatic and no further authorization is necessary for payment.

(n) Determine any controversies of an administrative nature involving any of the Local Lodges.

(o) Appoint the State Deputy upon recommendation of the State President and rescind such appointment when justifiable reasons exist.

(p) Fix salaries for the State Recording Secretary, the State Financial Secretary, and the State Treasurer and to establish an honorarium to be assigned the State President, to the State Orator and to the members of the commissions or the

boards.

(q) Hire and discharge employees of the Grand Lodge and institutions of the Grand Lodge and fix their wages and conditions of employment.

(r) Supervise and control commissions and boards of the Grand Lodge.

(s) Modify, change, rescind and/or annul the acts of the Local Lodge when such acts are in conflict with the laws of The Order.

(t) Call before the Grand Council any member and/or officer for the purpose of examining such member and/or officer with respect to any activity prejudicial to the Order. The refusal to appear may be sufficient cause for disciplinary measures under the Judicial Code of the order.

(u) Perform such other duties and exercise such other authority, power and prerogatives for the proper administration and involvement of the Grand Lodge which the Grand Council may deem advisable provided that such acts and prerogatives are neither in conflict nor contravention with the laws of the Order.

(v) Order investigations of the Local Lodge for just cause; require the Local Lodge to complete all prescribed reports, including financial reports.

(w) Establish the date, time and place of the Grand Lodge Convention if not established by the Grand Lodge while in session.

ARTICLE 17

NATIONAL DELEGATES

The Grand Lodge participates in the affairs and functions of the Supreme Lodge at the Supreme Convention through its National Delegates. The National Delegates are the representatives of the Grand Lodge in the Supreme Lodge.

Section 1: Term of Office

The National Delegates shall be elected for a period of two (2) years by the Grand Council, Past State Presidents, and State Fraternal Delegates at the Grand Lodge Convention. There are no restrictions on consecutive elective terms.

Section 2: Number of National Delegates

The Grand Lodge is entitled to a number of elected National Delegates as designated by the Supreme Lodge. (Bar lodge members are not counted in the computation.)

Section 3: State President as a National Delegate and as a Member of the Supreme Council

The State President attends the Supreme Convention as a National Delegate by virtue of incumbency in office and not by election as a National Delegate.

The State President serves as ex officio member of the Supreme Council with the right to vote.

Section 4: Forfeiture of National Delegates

A National Delegate who fails to tender a notice of resignation, or fails to submit such a notice within ample time to permit substitution by alternates, or is absent from participation in the Supreme Convention, provided such absence is not due to circumstances beyond his control, shall forfeit his office. Absence due to usual occupation shall in no case be a sufficient excuse.

Section 5: Compensation of National Delegates and State President

The National Delegates, the State President as a member of Supreme Council, and the State President while attending any function or activity of the Supreme Lodge, shall be paid compensation from the Grand Lodge funds as established in Article 23 (Exhibit "A"). Such compensation is automatic and no further authorization of the Grand Lodge or Grand Council is necessary for payment.

ARTICLE 18

GRAND LODGE ARBITRATION COMMISSION

Section 1: General Provisions

The Grand Lodge Arbitration Commission is the judicial tribunal of the Grand Lodge. The rules and regulations which prescribe the mode of procedure, the jurisdiction, the powers and the revenue incident to the functioning of the Grand Lodge Arbitration Commission are set forth in the Judicial Code of the Order.

Section 2: Term of Office

The Grand Lodge Arbitration Commission consists of five (5) members, known as Commissioners, and five (5) alternate members, known as Alternate Commissioners. The Grand Lodge Arbitration Commission is elected at the Grand Lodge Convention for a period of two (2) years and shall serve until their successors are elected -and installed. There are no restrictions on successive elective terms. Whenever a vacancy occurs among the Commissioners, it shall be filled by the Alternate Commissioner who received the highest number of votes during the election of the Alternate Commissioners.

Section 3: Compensation

Compensation for the Grand Lodge Arbitration Commissioners, Grand Trial Commissioner, and State Recording Secretary of the Grand Lodge Arbitration Commission, is established in the Judicial Code and in Article 23 (Exhibit "A").

ARTICLE 19

THE STATE DEPUTY

The State Deputy is the representative of the State President to the Local Lodge. The State Deputy is appointed by the Grand Council upon the recommendation of the State President. The State Deputy shall not be qualified to act as State Deputy, in the Local Lodge of which the State Deputy is a member.

Section 1: The powers and duties of the State Deputy are:

- (a) See that the laws of the order are complied with by the Local Lodges and by their officers and members.
- (b) Enforce the laws of the Order whenever so instructed by the State President against any member of the Local Lodge, including any Local Lodge Council member, or a member of the Local Lodge Arbitration Commission.
- (c) Exercise administrative control in conformity to the laws of the Order.
- (d) Exercise administrative control over a Local Lodge which has been declared under suspension, default, and/or termination when so instructed, and to do any and all things necessary to carry out and enforce such suspension, default and/or termination of the Local Lodge, including, but not limited to, taking physical possession and control of all

assets of the Local Lodge, real and personal, tangible and intangible.

(e) Assume the function of presiding officer in the Local Lodge whenever the officer presiding fails to maintain order in the assembly and to exact respect from those present for ranking units and prerogatives of the Order.

(f) Install the officers of the Local Lodge Council, unless otherwise provided by the Grand Council.

(g) Perform such other duties and responsibilities as shall be designated by the State President or the Grand Council.

(f) Give a report to the State President and the Grand Council on conditions which the State Deputy finds in the Local Lodge whenever the State Deputy is sent to investigate the affairs of the Local Lodge.

Section 2: Compensation

Compensation for the State Deputy while in the performance of his duties is established in Article 23 (Exhibit "A"). Such compensation shall be paid by the Grand Lodge funds and is automatic. No further authorization is necessary for payment.

ARTICLE 20

GRAND LODGE NOMINATION, ELECTION AND INSTALLATION

Section 1: Nomination and Election

Nomination and election of State President, State Vice President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, five (5) State Trustees, National Delegates, and the Grand Lodge Arbitration Commission consisting of five (5) members known as Commissioners, and five(5) alternate members known as Alternate Commissioners; (all collectively referred to as "Offices") shall be as follows:

(a) To be eligible to be nominated, a candidate shall be a present State Officer, a Past State President, the State Immediate Past President, a present State Fraternal Delegate, and who shall be further qualified in accordance with Article 22. In addition, to be eligible to be nominated

for State President and State Vice President, the candidate shall have served for a full term as a member of the Grand Council.

(b) No qualified candidate shall be nominated unless (1) present at the meeting when nominations are held and signifies willingness to accept such nomination; or (2) if not present at such meeting, submits a written acceptance to be placed in nomination for such office; or (3) is placed in nomination by the Nomination Committee.

(c) Nomination shall be held at the regular Grand Lodge Convention in the odd numerical years on the day immediately preceding the election day. Nominations shall be from the floor and also from the Nomination Committee (if appointed). A nominee can withdraw candidacy in writing at any time. There shall be no nominations on the day of election.

(d) Elections shall be conducted by written ballot at the regular Grand Lodge Convention in the odd numerical years on the day following nominations. The name of the candidates for each office shall be listed in alphabetical order on the election ballot. The candidates receiving the greatest number of marked valid ballots shall be elected.

For the election of National Delegates, the candidates receiving the greatest number of marked valid ballots shall be elected National Delegates, and those candidates receiving the next greatest number of marked valid ballots shall be elected Alternate National Delegates.

For the election of Grand Lodge Arbitration Commission, five (5) are to be elected. The five (5) candidates receiving the greatest number of marked valid ballots shall be elected and known as Commissioners. The next five (5) candidates receiving the greatest number of marked valid ballots shall be elected and known as an Alternate Commissioners. Whenever a vacancy occurs among the Commissioners, it shall be filled by the Alternate Commissioner who received the highest number of votes during the election of the Alternate Commissioners.

(e) No voting by absentee ballot, proxy, mail, or write-in candidates shall be permitted.

(f) Each candidate may appoint one delegate who is not a candidate for any office to observe and be present when the ballots are counted.

Section 2: Installation

The newly elected State Officers, National Delegates and the Grand Lodge Arbitration Commissioners and Alternate Commissioners shall be installed before the closing of the Grand Lodge Convention in accordance with the Ritual and assume their duties immediately thereafter.

Section 3: Nomination Committee

(a) **Appointment:** The State President may appoint a Nomination Committee consisting of five (5) members from among the State Officers, Past State Presidents, State Immediate Past President and State Fraternal Delegates (collectively referred to hereinafter as "the Assembly"). In this event the State President may appoint one committee member as Chairman.

(b) **Duties:** The Nomination Committee may present qualified nominees for candidacy that are to be elected.

(c) **Eligibility of the Nomination Committee:** The members of the Nomination Committee are eligible to be nominated by the Nomination Committee and from the floor on the day of nomination.

Section 4: Election Committee

(a) **Appointment:** The Election Committee consists of five (5) members appointed by the State President from the Assembly who are not candidates for any elected office. The State President may appoint one committee member as Chairman.

(b) **Duties:**

The Election Committee shall perform the following duties:

(1) Prepare, conduct and supervise the election of State Officers, National Delegates, and the Grand Lodge Arbitration Commission.

(2) Verify the eligibility of each candidate.

(3) Prepare a written ballot of all candidates listed in alphabetical order for each office.

(4) Distribute the ballots to the Assembly entitled to vote; conduct a secret election; count the ballots only

after balloting has been completed; and count only properly marked valid ballots.

(5) Decide controversial questions arising during the course of the election, which decisions may be appealed within ten (10) days to the Supreme Council.

(6) Announce and post the results of the election immediately after the votes are tabulated; announce the number of valid ballots cast for each candidate; and make a full report of the election to the assembly prior to the adjournment of the Grand Lodge Convention.

(7) Announce the election of an unopposed candidate.

(8) Announce the election, in case of a tie vote, of the candidate whose continuous membership in the Order is the longest.

Section 5: Certificate of Election

The Election Committee shall sign a statement verifying the results of the election. The certificate shall be given to the State Recording Secretary to be entered upon the minutes of the Grand Lodge Convention.

Section 6: Election Protest

A protest claiming violation of the laws of the Order or irregularities in the conduct of the election must be made to the State Election Committee. The Election Committee shall render an immediate opinion following investigation, on the merits of the protest. Its decision shall be recorded in the minutes of the meeting before the name of the candidate elected is announced by the Chairman of the Election Committee. If the protester is dissatisfied with the ruling rendered by the Election Committee, the protest shall be submitted for determination to the Supreme Council. The decision of the Supreme Council is final and not subject to further review or appeal.

Section 7: Disposition of Ballots

The ballots may be disposed of after the adjournment of the Grand Lodge Convention providing that no protest has been filed.

ARTICLE 21

GRAND LODGE CONVENTION

Section 1: Place, Time, Date and Notice

A regular meeting of the Grand Lodge shall be held once every two (2) years in odd numerical years no later than June 30th at a place previously designated by the last Grand Lodge Convention or if not established, the Grand Council shall have the power and authority to establish the date, place and time of the Grand Lodge Convention. The Grand Lodge meets in ordinary and special sessions. Each meeting or session is called a convention.

Written notice of the time, place and date of the Grand Lodge Convention shall be given to the Grand Council members, Past State Presidents, and State Fraternal Delegates (including local Lodge Presidents) no less than thirty (30) days prior to the opening date of the Grand Lodge Convention. The notice shall contain the order of business to be transacted and a copy of all the amendments to the Grand Lodge laws proposed by the Grand Council, Past State Presidents and State Fraternal Delegates. The written notice shall be mailed to the address as it appears on the records of the Grand Lodge by ordinary U.S. Mail, postage prepaid.

Section 2: Quorum

A quorum shall consist of fifty one percent (51%) of the eligible Fraternal Delegates, which percentage shall include the - Grand Council members and Past State Presidents who are present at the opening meeting of a convention, which number shall be considered as the "quorum" throughout the Grand Lodge Convention. The State Fraternal Delegates of a suspended and/or dissolved Local Lodge shall not be considered as any eligible delegate.

The business of the Grand Lodge Convention is to be transacted in conformity with the laws of the order, the Ritual and under the Rules of Parliamentary Procedure as described in Robert's Rules of Order (revised). In case of conflict, the laws of the order shall prevail.

Section 3: Method of Voting

Voting on any issue may be by voice, show of hands, standing or secret ballot. The presiding officer shall establish the

method of voting unless the presiding officer is otherwise instructed on the method of voting, except, however, that the election of offices shall be by written ballot unless otherwise provided for by these Bylaws and the laws of the Order.

Section 4: Vote Required for Rescission

The authorization or taking of any action by vote, consent, waiver or release at the convention may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action as in the first instance, subject to the contract rights of other persons.

Section 5: Delegates' Credentials; No Substitution

Each State Delegate shall register and when found to be in order, shall receive State Delegate credentials. In the event a State Delegate is unable to attend the convention, the Alternate State Delegate shall be permitted to register and when found to be in order, shall receive the State Delegate credentials. After the Alternate State Delegate has registered and credentials issued, no substitution for the Alternate State Delegate shall thereafter be allowed.

Section 6: Rights and Duties of State Officers, Past State Presidents, State Immediate Past President, State Fraternal Delegates

(a) The State President, State Vice-President, State Immediate Past President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, the five (5) State Trustees, all Past State Presidents, and the State Fraternal Delegates shall have the same rights, privileges and duties as established by the laws of the order..

(b) The State President, State Vice-President, State Immediate Past President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, five (5) State Trustees, all Past State Presidents, and State Fraternal Delegates, shall be entitled to vote on each matter properly submitted at any convention, meeting, for a vote, consent, waiver, release or other action. It is the intention that each of the aforesaid is entitled to only one (1) vote irrespective of any dual capacity or representation.

(c) No voting by absentee ballot, proxy, mail, or write-in candidates shall be permitted.

Section 7: Special Convention

(a) Should any matter require special attention, a special convention may be called by the State President, or by the Grand Council, or by not less than fifty percent (50%) of the Local Lodges (suspended and/or default Local Lodges shall not be counted) in writing submitted to the State President or to the Grand Council. Such written request shall state the purpose of the special convention and no other business shall be transacted.

(b) Written notice of the special convention shall be given at least thirty (30) days before said convention convenes. The written notice shall contain the time, place and date of the special convention and shall be mailed to the State President, State Vice-President, State Immediate Past President, State Orator, State Recording Secretary, State Financial Secretary, State Treasurer, the five (5) State Trustees, all Past State Presidents, and the State Fraternal Delegates, at the address as it appears on the records of the Grand Lodge by ordinary U.S. Mail, postage prepaid. The State President or the State Recording Secretary or the Grand Council, or any of the aforesaid calling for the special meeting may issue such notice.

ARTICLE 22

INCOMPATIBILITY OF OFFICE

It is the policy of the order to spread the offices in the Order among the greatest possible number of members. To affect this policy, no member shall occupy offices which are incompatible. However, the Grand Council may authorize the Local Lodge to temporarily assign the duties of a vacant office to another officer of the Local Lodge Council, except for the combination of the duties of Financial Secretary and Treasurer. In this event the officer assuming the vacant office shall not carry the title of the vacant office. With the exception of the office of Immediate Past Local Lodge President and Immediate Past State President, the following offices shall be considered incompatible:

Section 1: On the Local Lodge Level

(a) No Local Lodge member shall hold more than one office in the Local Lodge.

(b) No Local Lodge member shall be an officer in more than one Local Lodge when the member belongs to more

than one Local Lodge (referring to a founder-charter member).

(c) A Local Lodge Arbitration Commission member shall be permitted to be a Local Lodge Council member, a Grand Council Member, a State Delegate and/or a National Delegate, or any two (2) units, at one and the same time, with the exception of the Local Lodge Orator and the Grand Lodge Orator who shall not serve as a member of any Arbitration Commission.

(d) A State Delegate shall be permitted to be a Local Lodge Officer at one and the same time. A State Delegate may be a member of the Local Lodge Arbitration Commission at one and the same time.

(e) A State Delegate who is a Local Lodge Officer shall be permitted to hold the office of National Delegate at one and the same time.

Section 2: On The Grand Lodge Level

(a) No Grand Council Member shall hold more than one office in the Grand Council. A member of the Grand Council shall not be permitted to be a Local Lodge State Fraternal Delegate at one and the same time.

(b) All Past State Presidents and Immediate Past State Presidents shall be permitted to hold the office of National Delegate at one and the same time.

(c) A Grand Lodge Arbitration Commission member shall be permitted to be a Grand Council member, except the State Orator (Section 1 (c) above), at one and the same time. A Grand Lodge Arbitration Commission member shall be permitted to be a State Delegate and/or National Delegate at one and the same time.

Section 3: General Provisions

No member shall be an officer of the Council of the Local Lodge, of the Grand Lodge, and of the Supreme Lodge, or of any units herein, at one and the same time.

No member shall be a State Officer and a member of a commission of the Grand Lodge at one and the same time.

If a vacancy exists in the office of the State Financial Secretary or State Treasurer, the office of State Financial Secretary and State Treasurer shall not be filled by the same

officer.

No member shall be a member of the Local Lodge Arbitration Commission, of the Grand Lodge Arbitration Commission, and of the Supreme Lodge Arbitration Commission, or of any two units, at one and the same time.

No member of the first and second degree blood relatives shall be members of the same Arbitration Commission.

No member of an Arbitration Commission shall appear as a defending counsel, or sit in cases when the accused or the accuser is a first or second degree blood relative of such member, and is a party in interest in the outcome of the case.

No Recording Secretary shall act as clerk of an Arbitration Commission when the accused or accuser are first or second degree blood relatives of such Recording Secretary or such Recording Secretary is interested in the outcome of the matter to be adjudged. Whenever the Recording Secretary is disqualified, the Lodge President or State President shall substitute a member of the ranking council as the Clerk.

Section 4: Meaning of State Delegate

State Delegate in this Article 22 shall include in its meaning State Fraternal Delegate.

ARTICLE 23

COMPENSATION

The Grand Lodge when in session shall be authorized to determine the amount of compensation to be paid whenever, compensation is authorized in these Bylaws, effective immediately upon the conclusion of such session, all of which shall remain in full force and effect until so modified or changed by the Grand Lodge. The amount of such compensation is set forth in Exhibit A attached and made a part of these Bylaws. Such compensation shall be paid from the Grand Lodge funds and no further authorization is necessary for payment. Also, such compensation shall be paid from the Local Lodge funds and no further authorization is necessary for payment. (See Exhibit A for amount.)

In the event a member attends a State Convention in a dual capacity, e.g., as a State Fraternal Delegate (including local Lodge Presidents), and as a Grand Council Member, that member shall be entitled to only one compensation which shall be paid from the Grand Lodge Funds, or the Local Lodge Funds, as is appropriate.

ARTICLE 24

MERGER OF LOCAL LODGES

Any two (2) or more Local Lodges may merge with the consent of the members of both Local Lodges and with the concurring consent of The Grand Council. The Grand Council shall establish the procedure and supervise the merger of the Local Lodges. All assets, liabilities and interests of each of the Local Lodges shall be assumed and transferred to the reorganized Local Lodge.

ARTICLE 25

ADMINISTRATIVE REVIEW

An erroneous application of the laws of Order by the Local Lodge members, or the Local Lodge Council members, or the Local Lodge Council, or the Grand Lodge, or the Grand Lodge Council, or the Grand Lodge Council members, can be appealed to the Council of the next higher ranking unit for Administrative Review.

Within ten (10) days from the date of an alleged erroneous application of the laws of the order by any member or officer who suffers injury or damage therefrom, a member may present a written imputation therefrom against the party rendering the alleged erroneous application. Immediately thereafter, the Recording Secretary shall forward such imputation to the higher ranking unit. The Council of the higher unit shall determine upon the merit of the imputation as soon as possible after receipt of the imputation but not later than the next regularly schedule Council meeting.

The Grand Council or the Supreme Council shall hold a hearing whereby the injured party may appear. The State or National Orator of the ranking unit may submit a report to the hearing Council for review. Failure of the injured party to appear before the hearing Council shall not invalidate its decision.

If the hearing Council determines the erroneous application of the laws of the order was the result of fraud rather than mistake or error perpetrated by the officers or by the Council, the officers implicated in the fraud shall be prosecuted by the Grand Council or the Supreme Council by the State Orator or the National Orator before the Arbitration Commission of the ranking unit having jurisdiction of the imputation.

ARTICLE 26

DEFAULT, SUSPENSION, DISSOLUTION OF THE LOCAL LODGE

The default, suspension, dissolution and termination of a Local Lodge is more particularly set forth in the General Laws of the Order. The following provisions are sufficient for reference but are not all inclusive:

Section 1: Default

The Local Lodge shall be in default when it has failed to remit the per capita tax to the Grand Lodge at the end of two consecutive quarters of the year. A quarter commences on January 1st, April 1st, July 1st and October 1st. When the Local Lodge is in default, the members of such a Local Lodge are also in default toward the Grand Lodge and suffer the consequences as the Local Lodge.

The notice of default shall be served upon the Local Lodge by the State Financial Secretary by registered mail sent to the last known address of the Local Lodge; or the notice of default shall be verbally communicated to the Local Lodge by a representative of the Grand Lodge specially designated for such purpose at the meeting of the membership of the Local Lodge.

Section 2: Suspension

The Grand Council may order a Local Lodge suspended when any of the following conditions occur:

- (a) The Local Lodge has failed, within ninety (90) days after notice of a default, to pay the arrearage which induced its default.
- (b) The Local Lodge has knowingly violated the laws of the Order.
- (c) For other conditions as set forth in the laws of the Order.

Section 3: Effects of Suspension

The consequences when a Local Lodge is under suspension are:

- (a) The Local Lodge shall surrender the Charter, paraphernalia, and funds which it has collected for and on behalf of the Supreme Lodge and the Grand Lodge. The Grand Council will hold the funds as custodian and

administrator in trust pending the outcome of the suspension.

(b) All other property, real and personal acquired by funds not belonging to the Grand Lodge or Supreme Lodge, shall be held in trust by the Local Lodge pending the outcome of the suspension. Such assets shall not be disposed of by the Local Lodge.

(c) Any officer or member of the Local Lodge who refuses to surrender the Charter, paraphernalia, and the funds belonging to the Supreme Lodge or the Grand Lodge, upon request of a representative of the Grand Council, shall be expelled from the Order by order of the Grand Council. Such expelled officer or member shall be precluded from re-admission to membership in the order.

(d) The suspended Local Lodge shall not be entitled to attend any Grand Lodge Convention, nor participate in the functions, business and activities of the Grand Lodge.

(e) When the Local Lodge rectifies its default by paying all arrearage within ninety (90) days from the date of the order of suspension, the Local Lodge shall automatically be restored to all of its rights and prerogatives. The restoration of the Local Lodge immediately restores its members to good standing.

Section 4: Dissolution

The Local Lodge which has failed to remove the cause of suspension shall be ordered dissolved. If a Local Lodge membership is less than twenty-five (25) members for a period of six (6) consecutive months, the Local Lodge shall automatically be dissolved unless just cause exists for non-dissolution as determined by the Grand Council. The procedure and disposition of all assets of a dissolving Local Lodge shall be as set forth in the General Laws of the Order.

Section 5: Bar Lodge Letter of Good Standing

(a) The requirements for a Bar Lodge of “Letter of Good Standing” shall include:

(1) Up to date Roster of Members and Officers;

(2) Proof of monthly meetings as required in Article 10, Section 1. Proof shall be provided in the form of

meeting minutes submitted monthly to the Grand Lodge home office;

(3) Per Capita Tax payments and Bar Lodge Dues payments to the Grand Lodge must be current;

(4) The Local Lodge (Bar Lodge) must maintain an active liability insurance policy which includes coverage for alcohol and alcohol sales related incidents, in minimum coverage amounts set from time to time by the Grand Council, and which policy lists the Grand Lodge of Ohio as a named insured. Proof of insurance meeting the above requirements must be provided at least annually and when requested by the Grand Lodge of Ohio Home Office.

(b) Violation of any of these requirements may result in non-issuance or revocation of a Letter of Good Standing or action to seek revocation of sponsored liquor license.

ARTICLE 27

RULES AND REGULATIONS OF THE LOCAL LODGE

The Local Lodge shall be permitted to adopt rules, regulations and bylaws for its internal affairs which do not conflict and are not inconsistent with the laws of the Order, but such rules, regulations and bylaws shall not be effective until the same have been submitted to the Grand Council and approved in writing by the Grand Council.

Any and all existing rules, regulations and bylaws of the Local Lodge shall within sixty (60) days after the adoption of these Bylaws be submitted to the Grand Council for approval in writing by the Grand Council, and until so approved by the Grand Council shall be ineffective.

ARTICLE 28

GENDER

Wherever there appears language denoting the masculine gender, it shall include the feminine gender.

ARTICLE 29

INDEPENDENT ARTICLES

The articles, sections, and every part thereunder are independent articles, sections and parts thereunder, and the application or holding thereof of any article, section and part thereunder to be ineffective, invalid, void or unenforceable shall not affect any other article, section or part thereof.

ARTICLE 30

AMENDING BYLAWS

These Bylaws shall not be amended or added to except by presentation of said amendment or addition in writing at the regular Grand Lodge Convention or special convention called for Convention or special Grand Lodge Convention, and passed in accordance with the quorum and affirmative vote of Article 21, Section 2. However, before such amendment or change shall be considered, the same shall have been received by the Grand Council no less than sixty (60) days prior to the opening of the Grand Lodge Convention or special convention called for such purpose, excepting further, however, that by a two-thirds (2/3) vote in accordance with the quorum and the affirmative vote of Article 21, Section 2, the sixty (60) day requirement may be waived if passed by such waiver, and then such an amendment shall be submitted for consideration and voted upon as aforesaid.

All such amendments, additions, proposals to these Bylaws shall be mailed to all Grand Council Members, Past State Presidents and State Fraternal Delegates not less than thirty (30) days prior to the opening of the State Convention or special convention called for such purpose. Such thirty (30) day notice shall not affect the validity of the aforesaid sixty (60) day requirement waiver.

ARTICLE 31

ADOPTION OF BYLAWS

These Bylaws contain all prior amendments and changes to the Constitution of the Grand Lodge of Ohio, Revised 1987, including 1997 amendments, and 1999 amendments. These were approved at the Grand Lodge of Ohio Convention on June 14, 1997, in Columbus, Ohio. They shall be known as "Bylaws of the Grand Lodge of Ohio Order Sons of Italy in America, June 1997". These "Bylaws of the Grand Lodge of Ohio Order Sons of Italy in America, June 1997" were approved by the Supreme Council in Plenary Session of OSIA on August 11, 1997, held at

the Supreme Convention of OSIA in Palm Beach, Florida on August 12-16, 1997. The 1999 amendments were approved by the Supreme Lodge at the 1999 Convention. These amendments also include major amendments adopted at the Grand Lodge of Ohio Convention in June 2013, as duly approved by the Supreme Lodge at the 2013 National Convention.

EXHIBIT "A"

ARTICLE 23

COMPENSATION

(a) Mileage allowance for travel expenses to and from place of residence to the established meeting, council meeting, affairs, business function, and Grand Lodge Arbitration Commission meetings, its trials, hearings, and Grand Lodge Conventions shall be the same as the mileage allowance for business deductions as established by the Internal Revenue Service.

(b) One Hundred Dollars (\$100.00) per day for every day in attendance at a meeting, affair, business function, and Grand Lodge Arbitration Commission meetings, its trials, hearings, appeals, etc., if overnight lodging, plus mileage as established in (a) .above. However, if no overnight lodging, a per diem of Thirty dollars (\$30.00) per day shall be paid and no mileage.

(c) Salary for the following Grand Council members shall be as follows: Fifty dollars (\$50.00) per month for State Recording Secretary; Thirty-five dollars (\$35.00) per month for State Financial Secretary and Thirty dollars (\$30.00) per month for State Treasurer; no salary for other Grand Council members.

(d) Compensation for the following Grand Council members when in attendance at a Grand Council meeting shall be as follows:

Ten dollars (\$10.00) per day for each of the following: State President, State Vice-President, Immediate Past State President, State Orator, and the Five (5) State Trustees, if no overnight lodging and no mileage. However, if overnight lodging, in lieu of said Ten dollars (\$10.00) per day, an allowance of Seventy-five dollars (\$75.00) per day shall be paid to each Grand Council member, which is in addition to the salaried officers in (c) above, plus mileage as established in (a) above.

(e) Compensation for the State President when in attendance at a Local Lodge meeting, function or event; or at a Grand Council meeting, or at a Grand Lodge Convention; or at any meeting, affair, commission or function of the Grand Lodge, shall be the compensation as established in these Bylaws.

(f) Compensation for the State President when in attendance at a National Convention, or as a Supreme Council member, or at any meeting or function of the Supreme Lodge, or at any Commission for Social Justice meeting or function thereof, shall be paid the compensation as established in these Bylaws plus out of pocket expenses documented by receipts, which out of pocket expenses shall not exceed \$1,500.00 per fiscal year (July 1 through June 30).

(g) Compensation for each Grand Council Member, Past State President, and State Fraternal Delegates when in attendance at a State Convention and each National Delegate when in attendance at a National Convention will be as determined, from time to time, by the Grand Council.

(h) Compensation for Grand Council Members, Grand Lodge Officers, Past State Presidents, and National Delegates will be paid from the funds of the Grand Lodge. Compensation for State Fraternal Delegates will be paid from the funds of the Local Lodge.

EXHIBIT "B"

ARTICLE 23

PER CAPITA TAX, FEES AND DUES

Article 5, Section 3(a)(i) and Article 11, Section 10 (g)

The per capita tax to be paid by each member of the Grand Lodge shall be determined by the Grand Lodge Convention.

The Grand Council shall have authority to assess any portion of the per capita tax established by the Supreme Lodge but not to exceed the amount of said per capita tax.

The fees, dues, assessments and per capita tax to be paid by each bar lodge member of the Local Lodge are determined by the Local Lodge and the Grand Council.

The aforesaid per capita taxes are due and payable by the Local Lodge to the Grand Lodge as established by the Grand Council.

Social members shall pay dues assessments, initiation fees, and per capita tax as established by the Grand Lodge and the Supreme Lodge. Social members shall also pay initiation fees as established by the Grand Council. [Note: Social member per capita tax assessment established by the Supreme Convention of August 2013.]

Article 16, Section 8 (c) :

The per capita tax paid by the Grand Lodge to the Supreme Lodge shall be established by the Supreme Lodge. (No per capita tax will be paid by the Grand Lodge to the Supreme Lodge for Bar Members who are not otherwise regular or Social Members.)