



A Fraternal Organization

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Edw. C. A. Johnson

Committee on Judiciary

Area 7

September 10, 2018

Ira Cohen, President
Arizona Elks Major Projects
PO Box 90720
Tucson, AZ 85752

Re: Approval of By-Laws revised, and Articles of Incorporation revised.
Annual Meeting Action: May 24, 2018
Approval Date: September 10, 2018

Dear President Cohen:

I am pleased to present you with this approval by the Grand Lodge Committee on Judiciary of action recently taken by the Association Governing Board and Lodges of Arizona to revise AEMP By-Laws and Articles of Incorporation. Attached are copies of the approved documents.

Cordially

A handwritten signature in blue ink, appearing to be "Edw. C. A. Johnson", written over a faint circular stamp.

Edw. C. A. Johnson

Copies: Eugene S Presnell

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARIZONA ELKS MAJOR PROJECTS, INC.**

The Arizona Elks Major Projects, Inc. (hereinafter, "AEMP"), incorporated June 22, 1959, duly existing under the laws of the State of Arizona as an Arizona non-profit corporation, through its Board of Directors, by unanimous approval, submits the following Amended and Restated Articles of Incorporation of AEMP for review and approval to the Governing Body of the Arizona Elks Association, an Arizona corporation (hereinafter, "AEA"). Upon approval of the AEA, as proposed or revised, the Amended and Restated Articles of Incorporation of AEMP shall be proposed and voted upon in accordance with the provisions of ARTICLE X – Amendments of the By-Laws of AEMP. If approved, the Amended and Restated Articles of Incorporation of AEMP shall be filed, published and otherwise processed with the Arizona Corporation Commission pursuant to Arizona law.

ARTICLE I

The name of this corporation shall be Arizona Elks Major Projects, Inc. (hereafter also referred to as "AEMP"). The principal office for the transaction of business of AEMP shall be at Tucson, Arizona, but offices may be maintained and meetings may be held and any and all business may be transacted at such other places within or without the State of Arizona as the Board of Directors may designate.

ARTICLE II

The names and residences of the incorporators are:

M. H. Starkweather, Tucson, Arizona; A. W. Crane, Phoenix, Arizona; Leo C. Gavagan, Phoenix, Arizona; Mulford Winsor, Jr., Yuma, Arizona; Robert C. Russell, Jr., Ajo, Arizona; Howard H. Karman, Casa Grande, Arizona.

ARTICLE III

The purposes for which this corporation is created are scientific, educational, recreational, civic, social and philanthropic, and shall never include pecuniary profit, gains or private advantage for the incorporators, directors, officers, agents and member Lodges or for AEMP. More specifically, such purposes are: to receive gifts, bequests and grants of money and property in accordance with corporate Gift acceptance policies, and to administer the same for charitable, educational, recreational, scientific, civic, and philanthropic purposes; to improve the moral, mental, social and physical betterment of human kind; to acquire, establish, maintain and operate non-profit hospitals, clinics and other health care facilities in the State of Arizona for the benefit of the general public, including members of the Benevolent and Protective Order of Elks; to fund the research activities of non-profit medical and scientific facilities; to acquire, establish, maintain and operate property designed to promote youth activities of an educational, social and recreational nature; to provide grants to its member Lodges for the betterment and promotion of Lodge-designated youth groups and activities; to fund the scientific, educational, recreational, social, civic and philanthropic purposes of the corporation in any vehicle, institution, program or function as proposed by its Board of Directors and approved in a manner consistent with corporate By-Laws; to raise funds for carrying on such charitable, educational, recreational, social, civic and philanthropic activities; and to distribute such funds to carry out the stated objectives and purposes of AEMP, in such amounts and proportions as may from time to time be determined by the Board of Directors and included in the annual budget of AEMP without exceeding the amount approved therefor in the annual budget and approved in a manner consistent with corporate By-Laws. AEMP does not contemplate any pecuniary gain or profit to the members thereof. All funds raised by AEMP, with the exception of such part thereof as may be required to meet the reasonable expenses of maintaining AEMP and its stated purposes, shall be held for distribution and distributed or made available only for all or any of the specified purposes. In order to accomplish and carry out the stated objectives and purposes, AEMP shall have and exercise all powers conferred by the State of Arizona, and such other powers as may be necessary, desirable, expedient or useful for carrying out the aforesaid objectives and purposes, including:

- a) To do any and all things herein set forth as objectives and purposes, either alone or in conjunction with others;
- b) To enter into, make, perform and carry out contracts of every kind with any person, firm, association, partnership, corporation, government or government agencies;
- c) To borrow money and issue notes, bonds, debentures or other evidences of indebtedness, and to secure the same by mortgage or other wise upon any of its real, mixed or personal property, and to lend money on such security as it shall determine, or without security;
- d) To purchase or otherwise acquire, hold, own, improve, operate, mortgage, pledge, sell, convey or otherwise dispose of real or personal property of every class and description;
- e) To sue and to be sued in its own name, or in the assumed business name of any subsidiary, and to do all acts and things, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and to have all exercise all rights,

powers or privileges now or hereafter belonging to or conferred upon corporations by the laws of the State of Arizona.

ARTICLE IV

AEMP shall have no capital stock.

ARTICLE V

The highest amount of indebtedness, direct or contingent, to which this corporation is at any time to be liable shall be the sum of Seven Hundred Fifty Thousand Dollars (\$750,000.00).

ARTICLE VI

The members of AEMP and their private property shall be forever exempt from any and all debts of AEMP.

ARTICLE VII

The duration of AEMP shall be perpetual.

ARTICLE VIII

The governing body of AEMP shall be its Board of Directors and which said Board of Directors shall be the same as provided in the By-Laws of this corporation. The By-Laws shall provide for the election of officers, and for the filling of vacancies that may occur among the officers and directors.

ARTICLE IX

The Statutory Agent, upon whom all notices and processes, including service of summons, may be served, shall be Thomas P. Sylvester Tucson, Arizona, who has been a bona fide resident of the State of Arizona for at least five years (5 years) prior hereto. Said appointment may be revoked at any time by the filing of the appointment of another Statutory Agent.

ARTICLE X

A meeting of the incorporators was duly held at Yuma, Arizona, on the 15th day of May, 1959, for the purpose, among other things, of consulting and acting on the questions of incorporation. At said meeting the incorporators present, by resolutions duly passed, determined to incorporate, and then and there duly elected the Board of Directors, who are the same individuals as those individuals shown as the incorporators herein.

ARTICLE XI

AEMP shall have an impression seal, circular in form, with the words and figures "Arizona Elks Major Projects, Inc., Arizona, 1959" engraved or inscribed thereon.

ARTICLE XII

Subject to the further provisions hereof, AEMP shall indemnify any and all of its Directors, Officers, former Directors and former Officers, against all expenses incurred by them and each of them, including, but not limited to, legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of duties as Director or Officer of AEMP. Whenever any Director, Officer, former Director or former Officer shall report to the President of AEMP or the Board of Directors that he has incurred or may incur expenses, including, but not limited to, legal fees, judgments and penalties in brought or about to be brought against him for or on account of any action or omission alleged to have been committed by him while acting within the scope of his service as a Director or Officer of AEMP, the Board of Directors of AEMP shall, at its next regular meeting, or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person acted, failed to act, or refused to act willfully, but without gross negligence or fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein. However, no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and, further, AEMP shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit AEMP, at its own expense and through counsel of its own choosing, to defend him in the action.

ARTICLE XIII

These Articles of Incorporation may be amended as provided in the By-Laws of AEMP.


ARTICLE XIV

- a. AEMP may be dissolved only by a unanimous approval of the Board of Directors and affirmative vote of two-thirds (2/3rds) of the member Lodges entitled to vote.

b) Immediately prior to, or upon dissolution of AEMP, all funds and remaining assets shall be paid and distributed to the AEA for the use exclusively in its charitable, educational, civic, philanthropic, and welfare activities and projects.

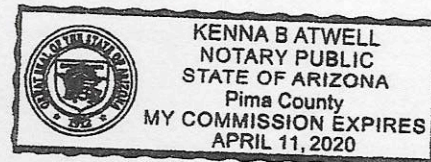
The Board of Directors of AEMP unanimously approve these Amended and Restated Articles of Incorporation.

Dated this 24th day of May, 2018


Ira S. Cohen, President AEMP Board

[NOTARIAL ACKNOWLEDGEMENTS]

Kenna B. Atwell 8/29/18



**AMENDED AND RESTATED
BY-LAWS
OF
ARIZONA ELKS MAJOR PROJECTS, INC.**

The Arizona Elks Major Projects, Inc. (hereinafter, "AEMP"), incorporated June 22, 1959, duly existing under the laws of the State of Arizona as an Arizona non-profit corporation, through its Board of Directors, by unanimous approval, submits the following Amended and Restated By-Laws of AEMP for review and approval to the Governing Body of the Arizona Elks Association, an Arizona corporation (hereinafter, "AEA"). Upon approval of the AEA, as proposed or revised, the Amended and Restated By-Laws shall be proposed and voted upon in accordance with the provisions of ARTICLE X - Amendments of the Bylaws of AEMP. If approved, the Amended and Restated By-Laws of AEMP shall be filed, published and otherwise processed with the Arizona Corporation Commission pursuant to Arizona law.

ARTICLE I - MEMBERSHIP

Section 1. - Eligibility and Acceptance

All Local Lodges of the Benevolent and Protective Order of Elks of the United States of America located in the State of Arizona and accepted for membership in the AEA in accordance with the terms and conditions set forth in ARTICLE I, Section 1, of the By-Laws of AEA shall, by such action, automatically become members of the AEMP, and as such shall comply with the provisions of its Articles of Incorporation and these By-Laws hereinafter expressed.

Section 2. - Representation at Meetings

Each member Lodge shall be entitled to representation at all meetings of AEMP, whether regular or special, as follows:

One (1) vote for each fifty (50) of its members, or a majority thereof, based upon membership on its rolls as of the preceding March 31st. The exception shall be a member Lodge not of record as of the preceding March 31st, in which case such a Lodge shall be entitled to one (1) vote for each fifty (50) of its members, or a majority thereof,

based upon membership on its rolls as of the date of its institution as an Elk Lodge by the AEA.

Section 3. - Delegate and Alternate

a. At any meeting of AEMP, held in conjunction with a meeting of the AEA, the delegate and alternate selected by each member Lodge under the terms and conditions set forth in ARTICLE I, Section 3. a), of the By-Laws of the AEA and duly certified to its Secretary (or Secretary-Treasurer), shall automatically be the same and therefore entitled to cast the entire vote of the Lodge accordingly.

b. At any special meeting of AEMP not held in conjunction with a meeting of the AEA, the delegate (or alternate delegate) selected and certified in accordance with ARTICLE I, Section 3. a) of the By-Laws of the AEA shall be entitled to cast the entire vote of the member Lodge either in person or by proxy, executed in writing, or via email, or regular mail, return receipt requested, and forwarded to the AEMP Secretary at least five (5) days prior to the opening of the special meeting. Such a proxy, duly signed by the designated delegate (or alternate) shall contain the number of votes as provided in Section 2 of this ARTICLE, together with the yea or nay vote on the matter(s) to be voted on and shall be attested to by the Lodge Secretary.

Section 4. - Membership Fees/Per Capita Dues and Voting Privileges

At no time shall AEMP assess any of its member Lodges either a membership fee or per capita dues as a requisite for membership in AEMP; however, any member Lodge whose voting privileges have been suspended by the AEA for non-payment of its per capita dues levied by AEA shall also have its voting privileges suspended at all meetings of AEMP until all such dues in arrears are paid in full and AEMP is so notified.

Section 5. - Fiscal Year

The fiscal year of AEMP shall be the same as the fiscal year of the AEA, beginning on April 1 and ending on March 31.

Section 6. - Interpretations

To the extent permitted by the context in which used, (i) words in the singular number shall include the plural, (ii) words in the masculine gender shall include the feminine and neuter, and vice versa and (iii) these By-Laws shall be construed according to the normal interpretation of the language, in context, and to further the purposes of the By-Laws.

ARTICLE II – MEETINGS

Section 1. - Annual Meeting

The Annual Meeting of AEMP shall be held during the Annual Meeting of the AEA on a day and at a time to be fixed by the Governing Body of the AEA.

Section 2. - Mid-Year Meeting

The Mid-Year Meeting of AEMP shall be held during the Mid-Year Meeting of the AEA on a day and at a time to be fixed by the Governing Body of the AEA.

Section 3. - Special Meetings

Special meetings may be called by the President of AEMP, with the prior written consent of its Board of Directors, when deemed necessary, or by petition of one-third (1/3rd) of the member Lodges in good standing.

Section 4. - Notices

- a. Notice of the Annual and Mid-Year Meeting of AEMP shall be included in the notices of the Annual and Mid-Year Meetings of the AEA sent by the Secretary (or Secretary-Treasurer) of the AEA.
- b. Notice of any special meeting of AEMP, together with the reason(s) for calling it, shall be sent by the AEMP Secretary not less than thirty (30) days in advance of such meeting by certified mail, or by email by using read receipt, to the members of the Governing Body of the AEA, the members of the Board of Directors of AEMP, the members of the Major Projects Committee of the AEA and the member Lodges. The Secretary of each member Lodge shall read such notice at the next regular meeting and each Lodge shall then proceed as provided in ARTICLE II of the AEA By-Laws.

Section 5. - Quorum

Delegates (or alternates) duly certified as provided in the AEA By-Laws, ARTICLE 1, and representing a majority of the member Lodges in good standing shall constitute a quorum for all meetings of AEMP, whether they be regular or special.

Section 6. - Registration and Registration Fees

- a. All Elks attending the Mid-Year and Annual Meetings of AEMP who have registered and paid the registration fee required by the AEA in accordance with ARTICLE II, Section 7, of the By-Laws of the AEA shall not be required to re-register or pay an additional registration fee in order to participate in the Annual and Mid-Year Meetings of AEMP; however, any Elk not so registered or who has failed to pay such a

fee to the AEA shall be barred from participation in the Annual and Mid-Year Meetings of AEMP.

b. All Elks in attendance at any special meeting of AEMP shall register with the Secretary of AEMP prior to the opening of any such meeting; however, no registration fee shall be charged.

ARTICLE III - BOARD OF DIRECTORS

Section 1. - Appointments

Beginning with the 2002-2003 AEA year, AEMP shall be administered by a Board of Directors to consist of two (2) members at large from each Grand Lodge District, and the duly elected and installed incoming First Vice President of the AEA. All such appointments shall be made by the President of the AEA, with the advice and majority consent of the Governing Body of the AEA.

Section 2. - Terms of Office

At each Annual Meeting of the AEA, on the final day thereof, the duly elected and installed incoming President of the AEA shall appoint two (2) Directors to serve a four (4) year term, respectively, and one (1) Director (the duly elected and installed incoming First Vice President of the AEA) to serve a one (1) year term. No Director will serve more than two (2) consecutive four (4) year terms or a maximum of ten (10) consecutive years. An individual is required to step down from serving on the Board for a full term (being four (4) years) before being allowed to again serve. The President of the AEA has the authority to waive this term limitation if no qualified candidate is identified within sixty (60) days of a vacancy occurring.

Section 3. - Qualifications for Directors

Any Elk in good standing in a member Lodge and residing within the jurisdiction of said Lodge shall be eligible for appointment to the Board of Directors.

Section 4. - Ex-Officio Membership

The President of the AEA shall be an ex-officio member of the Board of Directors of AEMP, without vote.

Section 5. - Meetings

At the discretion of the Chairman of the Board of Directors, the Board of Directors shall hold its organizational meeting either immediately following the close or during the Annual Meeting of the AEA, at which time it shall elect a Chairman, a Vice Chairman, a Secretary and a Treasurer. The Chairman, or in his absence or disability, the Vice

Chairman, shall preside at all meetings of the Board. The Secretary shall keep, in writing, an accurate record of the proceedings of the Board and deliver the same to his successor in office. The Treasurer shall present at each meeting of the Board a financial report summarizing the condition of the various accounts, funds and investments administered by the Board on behalf of AEMP, with copies of all financial reports to go to the members of the Governing Body of the AEA.

Thereafter, the Board shall meet as often as it may deem necessary without formal notification to local lodges in order to conduct general business administration; maintain and promote any project(s) or program(s) as may have been approved by AEMP; and otherwise in compliance with I.R.S. Section 501(c)(3).

Section 6. - Quorum

A majority of the members of the Board of Directors shall constitute a quorum at all meetings of said Board.

Section 7. - Executive Session

At any of its meetings, the Board of Directors may, by a majority vote, go into executive session, during which all persons not members of said Board shall be excluded.

Section 8. - Notice

Notice of all meetings of the Board of Directors shall be sent by the Board Chairman in the form of regular mail or electronically with read receipt, at least ten (10) days in advance of all such meetings to the members of the Board and to the members of the Governing Body of the AEA. An electronic notice shall be by email and/or fax transmission to the party entitled to receive such notice and it shall be effective upon receipt by the sender of an electronic read or delivered receipt.

Section 9. - Unanimous Approval

Matters to be voted on by the Board of Directors before it can conveniently assemble in a meeting may be submitted by the President to the Board members by mail, in person, or electronically. Any action unanimously approved by the Board as a result of such mail, in person, or electronic poll shall become valid and effective, provided all of the Board members waive the calling of a regular meeting in a written statement of the subject matter being unanimously approved signed by all members of the Board.

Section 10. - Removal

Upon receipt of the proper notification from either the Board of Directors of AEMP, or a member of the Governing Body of the AEA, the President of the AEA, by written Executive Order specifying the grounds, may remove any member of the Board of

Directors who neglects the duties of his office, is guilty of contumacy or of conduct injurious to the Order of Elks. Such an Order shall be served on said Board member at his address of record by certified mail, return receipt requested, with copies to the other members of the Board of Directors and to the members of the Governing Body of the AEA.

Section 11. - Vacancies

Should a vacancy occur on the Board of Directors due to death, resignation, or otherwise, the President of the AEA, with the advice and unanimous consent of the Governing Body of the AEA, shall, within thirty (30) days, appoint a successor to serve the unexpired term. Such an appointment shall comply with the requirements of Section 3. of this ARTICLE, i.e., and the successor so named shall be a member of a Lodge within the same Grand Lodge District in which the vacancy occurs and the replacement shall serve for the remainder of the term of the replaced Director.

Should the vacancy occur in the office of AEMP President, the Vice President shall assume the duties of that office for the remainder of the fiscal year in which the vacancy occurs. To fill the vacancy thus created in the office of the Vice Chairman by such a circumstance, or whenever the vacancy on the Board results in the loss of the Vice Chairman, the Secretary, or the Treasurer, said Board shall elect a replacement who shall serve for the remainder of the fiscal year in which the vacancy occurs. Such an election shall be held no later than ten (10) days following the filling of the vacancy on the Board by the President of the AEA, as provided in Section 1 of this ARTICLE. The Secretary of the Board shall then notify the members of the Governing Body of the AEA and the member Lodges of AEMP of the name and mailing address of the Director so elected.

ARTICLE IV - CORPORATION OFFICERS

Section 1. - Selection Process

The officers of AEMP shall be a President, a Vice President, a Secretary and a Treasurer and shall be the same as those elected by the Board of Directors at its organizational meeting to serve as officers of said Board during the fiscal year, i.e., the Director elected to serve as Board Chairman shall serve as President of AEMP; the Vice President of the Board shall serve as AEMP's Vice President; the Board Secretary shall serve as Secretary of AEMP; and the Treasurer of the Board shall serve as the Treasurer of AEMP.

Section 2. - President

The President shall be the Chief Executive Officer of AEMP. He shall preside at all meetings; preserve order; appoint all committees not otherwise provided for; decide all questions of order subject to appeal to AEMP; fill all vacancies unless otherwise

specified; and perform all other duties that may be imposed upon him by AEMP or the Board of Directors and such as are customary to be performed by presiding officers.

As presiding officer of AEMP, the President shall present at each Annual Meeting of AEMP a written report summarizing the activities of the AEMP Board of Directors for the year just ending, together with any recommendations approved by the members of the Board regarding the administration, maintenance and promotion of any project(s) or program(s) adopted or to be adopted by AEMP. An interim report shall be presented by the President at each Mid-Year Meeting of AEMP.

Section 3. - Vice President

The Vice President shall attend all meetings of AEMP. Should the President be absent or unable to act, he shall discharge the duties of that office until such time as the President is able to resume the obligations of his office. He shall also perform such other duties as may be reasonably imposed upon him by AEMP or its Board of Directors.

Section 4. - Secretary

The Secretary shall attend all meetings of AEMP; keep a true record of the proceedings of same, unless otherwise provided for in these By-Laws or the By-Laws of the AEA; preserve such records, documents and papers and attend to all correspondence as may be incumbent upon his office; and perform such duties as stated elsewhere in these By-Laws or as may be properly required of him.

He shall also be the custodian of the seal of AEMP and shall sign and attest with said seal all official papers and documents required to be signed by the AEMP Secretary or to which said seal is required to be affixed.

Immediately upon leaving office, the Secretary shall deliver to his successor the seal of AEMP, together with such official records, correspondence, documents and papers as may be in his possession, the preservation of which is necessary for the good of AEMP. The Secretary will manage the Standard Operating Procedures (SOP) for all personnel employed by the Board of Director.

Section 5. - Treasurer

The Treasurer shall attend all meetings of AEMP, receive and be the custodian of all monies belonging to AEMP and be empowered to invest and re-invest said monies in such a manner as may be authorized by the Board of Directors; pay claims against AEMP, or authorize the payment of such claims, upon receipt of proper warrants, vouchers or other documentation, as may be approved by the Board of Directors; supervise the keeping of accounts of receipts and disbursements which will disclose the

condition of any fund at any time; and perform such other duties as may be properly required of him by AEMP or its Board of Directors.

He shall, before assuming the duties of his office, execute and deliver to the Board of Directors a corporate surety bond for the faithful discharge of his duties in an amount as may be required by said Board, with the expense of such bond to be paid by AEMP. At each Annual Meeting of AEMP, he shall submit a full and complete report of all funds entrusted to his keeping, or which he supervises, and all transaction for the year just ending, with an interim financial report to be presented at AEMP's Mid-Year Meeting.

The Treasurer is responsible for all financials. The Treasurer shall verify all expenses are within the approved budget and notify all Board members if the expense exceeds budget and will require an override for payment. The Treasurer then shall instruct the Executive Director, as provided for in ARTICLE VIII, Section 2 of the AEA By-Laws, to produce the check with an email approval from the Chairman, Vice-Chairman and Treasurer. Immediately upon leaving office, the Treasurer shall transfer to his successor all funds and accounts belonging to AEMP and to which he has been entrusted, together with such books, records and correspondence pertaining to his office, the preservation of which is necessary for the good of AEMP.

Section 6. - Vacancies

Should a vacancy occur among the officers of AEMP during the fiscal year, such a vacancy shall be filled as provided in ARTICLE III, Section 11, of these By-Laws.

Section 7. - Other Members, Board of Directors

All members of the Board of Directors not elected to serve as an officer of the Board during each fiscal year shall attend all meetings of AEMP and shall perform such duties as may be reasonably imposed upon them by the President of AEMP.

ARTICLE V – CAMP COMMITTEE

Section 1. - Appointments

Beginning with the 2005-2006 AEA year, AEMP shall have a committee to be known as the Arizona Elks Major Projects, Inc. Camp Committee, to consist of a member appointed by the Board of Directors of the AEA from its own board and a member at large from each Grand Lodge District. All such appointments shall be made by the President of the AEA with the advice and counsel of the Governing Body of the AEA.

Section 2. - Terms of Office

The President-Elect of the AEA shall appoint the Camp Committee, two members of which may be appointed to serve a four-year term and two members appointed to serve a

two-year term, and the member appointed by the Board of Directors of AEMP shall serve a one-year term to be reappointed from its Board each year.

Section 3. - Qualifications for Committee Members

Any Elk in good standing in a member Lodge residing within the jurisdiction of said Lodge shall be eligible for appointment to the Camp Committee as provided in Section 1 of this ARTICLE.

Section 4. - Ex-Officio Membership

The President of the AEA shall be an ex-officio member of the Camp Committee, without vote.

Section 5. - Meetings

The Camp Committee shall hold its annual meeting during or immediately following the close of the annual meeting of the AEA, at which time it shall elect a Chairman and a Vice Chairman. The Chairman, or in his absence or disability, the Vice Chairman or Secretary shall preside at all meetings of the Camp Committee. The Secretary shall keep in writing an accurate record of the proceedings of the Camp Committee and deliver the same to his or her successor in office. The Secretary shall present at each meeting of the Camp Committee a financial report summarizing the conditions of the various accounts, funds, and investments administered by the Board on behalf of the Camp Committee with copies of all financial reports to go to the members of the Board of Directors of AEMP, as well as the members of the Governing Body of the AEA.

Thereafter, the Camp Committee shall meet as often as it may deem necessary during the fiscal year in order to administer, maintain, and promote the Elks' camp as well as any other projects or programs as may be directed by the Board of Directors of AEMP.

Section 6. - Quorum

A majority of the members of the Camp Committee shall constitute a quorum at all meetings of said Committee.

Section 7. - Executive Session

At any of its meetings, the Camp Committee may, by majority vote, go into executive session during which all persons not members of said Camp Committee shall be excluded.

Section 8. - Notice of Meetings

Notice of all meetings of the Camp Committee shall be sent by the Chairman by regular mail or electronically, with read receipt, at least ten (10) days in advance of all such meetings to the members of the Camp Committee, the Board of Directors of AEMP, and the Governing Body of the AEA.

Section 9. - Emergency Voting

For matters requiring the immediate attention of the Camp Committee, where the Camp Committee members and the Board of Directors of AEMP cannot conveniently assemble, issues may be submitted by the Camp Committee Chairman to the Committee members by mail, in person, or electronically with read receipt. Any action unanimously approved by the Committee and the Board of Directors of AEMP as a result of such mail, in person or electronic poll shall become valid and effective, provided the Board of Directors and Committee members unanimously waived the calling of a regular meeting and set forth the issue and decision, in writing, signed by all Committee members and the Board of Directors of AEMP.

Section 10. - Removal

On receipt of the proper notification from either the Board of Directors of AEMP, or a member of the Governing Body of the AEA, the President of the AEA, by written Executive Order specifying the grounds, may remove any member of the Camp Committee who neglects the duties of his office, is guilty of contumacy, or of conduct injurious to the Order of Elks. Such an order shall be served on said Board member at his or her address of record by certified mail, return receipt requested, with copies to the other members, the AEMP Board of Directors and the members of the Governing Body of the AEA. Such a vacancy so created shall then be filled as provided in Section 11 of this ARTICLE.

Section 11. - Vacancies

Should a vacancy occur on the Camp Committee due to death, resignation or otherwise, the President of the AEA, with the advice and consent of the Governing Body of the AEA, shall within thirty (30) days appoint a successor to serve the unexpired term and all such appointments shall comply with the requirements as set forth in Section 1 of this ARTICLE.

ARTICLE VI – ADMINISTRATIVE COMMITTEES

Section 1. - Standing Committees

The Chairman of the Board of Directors of AEMP may, upon his election at the beginning of the fiscal year and at his discretion, appoint the following committees. Such committees shall serve during the fiscal year in which they are appointed, or until their successors are named:

- a. **Budget and Finance Committee**, to be composed of not less than three (3) members of the Board of Directors;
- b. **Investment and Finance Committee**, to be composed of not less than three (3) members of the Board of Directors; and
- c. **Promotional and Funding Committee**, to be composed of three (3) members of the Board of Directors and one (1) member in good standing from a member Lodge located in each Grand Lodge District in Arizona.

Section 2. - Other Committees

The Chairman of the Board of Directors of AEMP shall have the authority to appoint such other committees as may be deemed necessary by the Board of Directors of AEMP or as may be mandated by the AEA or the Grand Lodge of the Benevolent and Protective Order of Elks. Such committees shall serve during the fiscal year in which they are appointed, or until their successors are named. No individual receiving compensation from AEMP shall serve as a committee member.

Section 3. - Reports

The Chairman, or designated member, of each committee included under Sections 1 and 2 of this ARTICLE shall report directly to the Board of Directors. Such reports shall then be included in the report of the President of AEMP at each Annual and Mid-Year Meeting of AEMP when deemed advisable and in the best interests of AEMP.

Section 4. - Fundraising Projects

No committee established under Sections 1 and 2 of this ARTICLE shall be permitted to engage in any fundraising project(s) without the prior consent and proper authorization by the Board of Directors. Further, any monies so received and disbursed as a result of such project(s) shall be reported directly to the Board of Directors and shall be included in all reports submitted at each Annual and Mid-Year Meeting of AEMP by the Treasurer of AEMP. All funds raised are to be presented immediately to the AEMP Treasurer and entered into the records.

ARTICLE VII - PERSONNEL AND COMPENSATION

Section 1. - Personnel

The Board of Directors is hereby empowered to engage the services of such professional and non-professional personnel as deemed necessary in order to administer, maintain and promote any project(s) or program(s) as may be approved and adopted by AEMP.

Section 2. - Offices

Unless unanimously approved by the Board of Directors of AEMP, no professional or non-professional personnel employed by the Board of Directors to administer, maintain or promote any project(s) as may be approved and adopted by AEMP shall hold an elective or appointive office within AEMP.

Section 3. - Officers, Committeemen and Employees

The Board of Directors shall make provision for the proper reimbursement of expenses of certain of its officers, committeemen and employees in the performance of AEMP-related duties as it may determine. The Board of Directors shall prepare a recommended SOP to the Board for review and approval of such reimbursement.

ARTICLE VIII - ORDER OF BUSINESS

Section 1. - Annual and Mid-Year Meetings

The general Order of Business at the Annual and Mid-Year Meetings of AEMP shall be as follows:

- a. Call to Order
- b. Introduction of Guests
- c. Roll Call of Members, Board of Directors
- d. Roll Call of Member Lodges (may be dispensed with at the discretion of the President)
- e. Approval of Minutes of Preceding Meeting
- f. Reports: President and Treasurer, together with any other(s) as may be deemed necessary by the Board of Directors
- g. Unfinished Business
- h. New Business

- I. Presentation of Awards
- j. Acceptance of Miscellaneous Contributions (Mid-Year Meeting) Exalted Rulers' March for the Major Projects (Annual Meeting)
- k. Closing and Adjournment

Section 2. - Special Meetings

The general Order of Business at any special meeting of AEMP shall be as follows, with the business to be discussed to be limited to the reason(s) for calling such a meeting as stated in the notice issued to the member Lodges:

- a. Call to Order Roll Call of Members, Board of Directors
- b. Roll Call of Member Lodges
- c. Report on Credentials (Corporation Secretary)
- d. Discussion and Resolving of Business at Hand
- e. Closing and Adjournment

Section 3. - Executive Sessions

AEMP may, at any of its Annual, Mid-Year or special meetings, by a three-fourths (3/4ths) majority vote of the member Lodges present, go into executive session, during which all persons not members of the AEMP Board of Directors may be excluded and no minutes shall be recorded during that period when the executive session shall be in effect.

Section 4. - Parliamentary Procedures

"Robert's Rules of Order" shall be followed in conducting the business of AEMP at any of its regular or special meetings, unless specifically provided otherwise herein.

ARTICLE IX - LIMITATIONS, OFFENSES AND PENALTIES

Section 1. - Limitations

- a. No question of a political or sectarian character shall be introduced at the meetings of AEMP and no person shall be directly or indirectly endorsed or recommended for any political or Grand Lodge office, nor shall any public question be introduced or discussed unless the same directly relates to or affects the Order and its membership, or unless previous action on such subject shall have been taken by the Grand Lodge.

b. AEMP shall exercise no legislative, executive or judicial functions, nor power of government except concerning its own affairs, nor have jurisdiction over the Subordinate Lodges of which it is composed, nor their members.

c. At no time shall AEMP sponsor or create any charitable fund, trust or other agency using the word "foundation," or any title or designation in which the word shall appear.

Section 2. - Offences

a. An AEMP officer, committeeman or representative of a member Lodge shall forfeit his position automatically by failure to keep in good standing in a member Lodge and shall be subject to such penalty as provided in Section 3 of this ARTICLE.

b. No AEMP officer or committeeman, nor any other person, shall, without prior written consent of AEMP: Use or claim relationship to AEMP for commercial or political purposes; institute or maintain any publication of a magazine, newspaper or other printed material purporting to be a publication or purporting to have the sponsorship of AEMP or of a committee of AEMP; solicit or accept funds for or on behalf of a purpose which is, or which is alleged to be, connected with, approved by or for the benefit of AEMP.

Section 3. - Penalties

Any violation of this ARTICLE shall be punishable in a timely manner by such penalty as a simple majority of the Board of Directors may deem proper, except that suspension or expulsion from membership in AEMP shall be carried into effect only after approval of such penalty by three-quarters (3/4ths) of the Board of Directors of AEMP at its next regularly scheduled meeting.

Section 4. - Provisions Not Otherwise Covered

In all cases where subjects are not covered by AEMP's Articles of Incorporation or these By-Laws, the By-Laws of the AEA or the Grand Lodge Statutes shall govern.

ARTICLE X - AMENDMENTS

Section 1. - Articles of Incorporation and By-Laws

Any proposed amendment(s) or restatements of the Articles of Incorporation and/or the By-Laws of AEMP, submitted to and approved by its Board of Directors shall be referred to the Governing Body of the AEA for further review and approval.

As soon as possible after approval by the AEA, but no later than thirty (30) days prior to the AEMP meeting at which such proposal(s) is/are to be voted upon, notice setting forth

the full proposal(s) shall be sent by the Board of Directors by certified mail, return receipt requested, or electronically, with read receipt, to the member Lodges for consideration.

Upon receipt, it shall be the responsibility of each member Lodge to review such proposal(s) and then instruct its Exalted Ruler, or his duly selected alternate, of its decision. Such proposal(s) shall then be presented by the Board of Directors at the meeting of AEMP at which the same shall be voted upon.

In the voting which shall follow, should there be no opposition, the President of AEMP shall direct that the record show that such proposal(s) was/were adopted by unanimous vote; otherwise a roll call vote shall be ordered, with a two-thirds (2/3rds) affirmative vote of the member Lodges present required to adopt.

Thereafter, such proposal(s) as may be adopted during any one AEMP fiscal year by either an unanimous vote or by the required two-thirds (2/3rds) affirmative vote shall become effective the next AEMP fiscal year immediately following, with the further stipulation that the same be forwarded to the President and Secretary (or Secretary-Treasurer) of the AEA, as well as the Chairman of the Articles of Incorporation and By-Laws Advisory Committee and the Executive Director's Office of the AEA, together with a certificate signed by AEMP's President and Secretary under seal of AEMP, which shall be in substantially the following form:

This is to certify that the foregoing Amendment(s) or Restatement of the Articles of Incorporation (or Amendment(s) or Restatement of the By-Laws) of the AEMP submitted herewith was/were proposed at a regular meeting of AEMP on the _____ day of _____, 20____ and was/were adopted by vote of the members of AEMP entitled to vote thereon, all as provided by the By-Laws of AEMP.

(Impress Corporate Seal Here)

_____/s/_____
AEMP President
_____/s/_____
AEMP Secretary

Section 2. - General Requirements and Provisions

Immediately upon taking office, it shall be the responsibility of the members of the Board of Directors of AEMP, and the members of the Governing Body of the AEA, as well as the Chairman of the Articles of Incorporation and By-Laws Advisory Committee of AEA, to have in their possession the most current publication of the Articles of Incorporation and By-Laws of AEMP, together with any Amendment(s) thereto or Restatement(s) thereof not heretofore included, with the same to be delivered to their successors immediately upon leaving office. A copy of the most current publication of the Articles of Incorporation and By-Laws of AEMP, together with any Amendment(s)

thereto or Restatement(s) thereof not heretofore included, shall also be part of the permanent records maintained by the AEA's Executive Director's Office.

Likewise, it shall be the responsibility of each member Lodge to have in its permanent files at least one (1) copy of the most current publication of the Articles of Incorporation and By-Laws of AEMP, together with at least one (1) copy of any Amendment(s) thereto or Restatement(s) thereof not heretofore included.

CERTIFICATION

This is to certify that the foregoing revision of the By-Laws of AEMP, submitted herewith was proposed at a regular meeting of AEMP on the 12TH day of MAY, 2018 and was adopted by vote of the members of AEMP entitled to vote thereon, all as provided by the By-Laws of AEMP.

(Impress Corporate Seal Here)

Don S. Cohen
AEMP President

Kevin W. [Signature]
AEMP Secretary

