

# **ARIZONA ELKS ASSOCIATION**

Articles of Incorporation

By-Laws of Corporation

# **ARTICLES OF INCORPORATION OF ARIZONA ELKS ASSOCIATION**

## **ARTICLE I**

The name of this corporation shall be Arizona Elks Association. The principal office for transaction of business shall be at Phoenix, Arizona, but offices may be maintained at such other locations within the State Of Arizona as the Board of Trustees may designate.

## **ARTICLE II**

The names and residences of the incorporators are:

H. Ratliff, Yuma, Arizona  
Dan F. Thompson, Prescott, Arizona  
Ray Wombacher, Coolidge, Arizona

## **ARTICLE III**

The general nature of the business to be transacted and the purpose for which this corporation is organized is to protect and promote the interests of the Benevolent and Protective Order of Elks of the United States of America in the State of Arizona; to unite all Elks in closer bonds of fraternity; to further good fellowship among Lodges; and to exchange ideas beneficial to the Lodges of this State.

All business transacted by the corporation shall be on a non-profit basis, it being expressly understood that any income derived therefrom shall not be paid out in dividend to any person, firm or corporation, but shall be used in furtherance of the aims of the corporation.

In connection with the foregoing general purposes, this corporation may purchase, acquire, own and hold real estate and property of every kind and description; and, subject to the limitations and conditions prescribed in the By-Laws, it may borrow money and, whenever in the judgment of the Board of Trustees it is for the best interests of the corporation, it may pledge, mortgage, hypothecate any or all of its property; it may make any contracts and do and perform any act or thing in any way connected with or relating to its aforesaid general purposes or to any powers expressly or by implication granted therein, as fully and to the same extent as might be done by an individual.

## **ARTICLE IV**

This corporation shall have no capital stock. Membership in this corporation shall be evidenced by such certificate as the Board of Trustees shall prescribe in the By-Laws. The membership fee shall be prescribed in the By-Laws. All membership certificates when issued shall be fully paid and thereafter shall be non-assessable.

## **ARTICLE V**

The highest amount of indebtedness, direct or contingent, to which this corporation is at any time to be liable, is One Hundred Thousand Dollars (\$100,000.00).

## ARTICLE VI

The members of this corporation and their private property shall be forever exempt from any and all debts of this corporation. Subject to the further provisions hereof, the corporation shall indemnify any and all of its Trustees, Officers, former Trustees 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 employment as Trustee or Officer of the corporation. Whenever any Trustee, Officer, former Trustee or former Officer, shall report to the President of the corporation or the Chairman of the Board of Trustees that he has incurred or may incur expenses, including, but not limited to, legal fees, judgments and penalties in a legal action 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 employment as a Trustee or Officer of the corporation, the Board of Trustees of the corporation shall, at its next regular 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 Trustees determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, and provided further, that the corporation 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 the corporation, at its own expense and through counsel of its own choosing, to defend him in the action.

## **ARTICLE VII**

The duration of this corporation shall be perpetual.

## **ARTICLE VIII**

The affairs and management of the corporation shall be conducted by a Board of Trustees, composed of not less than neither three (3) nor more than eleven (11) members, and the elective Officers hereinafter designated, which shall be known as the Governing Body.

This corporation shall hold an annual meeting at such time and in such place as the By-Laws may provide, at which annual meeting the members of the Governing Body shall be elected.

Until the first annual meeting of the corporation, and until their successors have been elected and qualified, the following shall be members of the Board of Trustees, to-wit:

H. Ratliff          Dan F. Thompson          Ray Wombacher

In addition to the Board of Trustees, the elective Officers shall be a President, a Vice President for each District in Arizona as created by the Grand Lodge of the Benevolent and Protective Order of Elks of the United States of America, a Secretary, a Treasurer and such other Officers as the corporation may provide for in the By-Laws: The appointive Officers shall be those provided for in the By-Laws. The By-Laws of the corporation shall provide for the removal of Officers, for the declaring of vacancies, and for

the filling of all vacancies among the Officers.

**ARTICLE IX**

The Statutory Agent upon whom all notices and processes, including service of summons, may be served shall be Victor M. David of Tucson, Arizona, who has been a bona fide resident of the State of Arizona for at least five (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 in Yuma, Arizona, on the 15th day of May, 1959, for the purpose, among other things, of considering and acting on the question of incorporation. At said meeting the incorporators present, by resolution duly passed, determined to incorporate, and then and there duly elected three (3) Trustees, who are the same individuals as those individuals shown as the incorporators herein.

**ARTICLE XI**

The corporation shall have an impression seal, circular in form, with the words and figures "Arizona Elks Association, Arizona, 1959" engraved or inscribed thereon.

**ARTICLE XII**

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

s/ R. W. Wilpitz President

(Impress State Association Seal here)

s/ Harold Nimtz Secretary

Amendment to Articles of Incorporation of the Arizona Elks Association filed with the Corporation Commission October 10, 1966, recorded in Docket 6257, page 532, Records of Maricopa County; and further Amendment to the Articles of Incorporation of the Arizona Elks Association filed with the Corporation Commission April 10, 1967, recorded in Docket 6516, page 57, Records of Maricopa County.

The foregoing Amended Articles of Incorporation of the Arizona Elks Association were approved by the Grand Lodge Committee on Judiciary this 12th day of August, 1970.

s/ Bernard Lawler

Signature

**BY-LAWS  
OF  
ARIZONA ELKS ASSOCIATION**

**ARTICLE I - MEMBERSHIP**

**Section 1 - Eligibility and Acceptance**

Only Lodges of the Benevolent and Protective Order of Elks of the United States of America located in the State of Arizona shall be eligible to membership upon compliance with the provisions of the Articles of Incorporation and the By-Laws hereinafter expressed.

Upon submission of an application and approval by a two-thirds (2/3rds) vote of the membership present a Lodge shall become a member of the Association and shall be issued a Certificate of Membership, duly signed and sealed by the Association President and Secretary (or Secretary-Treasurer).

**Section 2 - Representation at Meetings**

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

One (1) vote for each fifty (50) of its members, or a major portion thereof, based upon membership on its rolls as of the preceding March 31st.

Immediately upon its acceptance to membership in the Association, a prospective member Lodge of record as of the preceding March 31st shall also be entitled to the same number of votes as specified above.

The exception shall be that of a prospective member Lodge not of record as of the preceding March 31st, in which case, immediately upon acceptance to membership in the Association, such a Lodge shall be entitled to one (1) vote for each fifty (50) of its members, or a major portion thereof, based upon membership on its rolls as of the date of institution.

**Section 3 Delegate and Alternative**

- a) A delegate and an alternate shall be selected by each member Lodge prior to each Annual Meeting of the Association. The official delegate and alternate must be certified on forms to be furnished by the Association's Secretary (or Secretary-Treasurer) and forwarded by certified mail approximately thirty (30) days in advance of each Annual Meeting. Said form shall contain the membership of the Lodge as of the preceding March 31st, and shall be signed by the Exalted Ruler and certified by the Lodge Secretary. Such credentials must be returned by mail, or in person, to the Associations Secretary (or Secretary-Treasurer) not less than ten (10) days prior to the opening of each Annual Meeting. The selected delegate (or alternate) shall then cast the entire vote of his Lodge at all Association meetings until the next regularly scheduled Annual Meeting, or in the interim, until his successor is certified to the Association's Secretary (or Secretary-Treasurer). Further, at any special meeting of said Association the delegate (or alternate delegate) selected and certified under the terms and conditions set forth in this section may, at the discretion of the member Lodge, cast the entire vote of his Lodge by proxy, duly

executed in writing and forwarded to the Association Secretary (or Secretary-Treasurer) 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 the ARTICLE, together with the yea or nay note on the matter(s) to be voted on and shall be attested to by the Lodge Secretary.

The above provision shall also apply to a prospective member Lodge of record as of the preceding March 31st, except that said form shall be delivered to the Association's Secretary (or Secretary-Treasurer) at the time the Lodge is accepted to membership.

The exception shall be that of a prospective member Lodge not of record as of the preceding March 31st, in which case said form shall contain the membership of the Lodge as of the date of institution and shall be delivered to the Secretary (or Secretary-Treasurer) at the time the Lodge is accepted to membership.

- b) It shall be the duty of the Exalted Ruler, Esteemed Leading Knight and Secretary of each member Lodge to attend the Annual and Mid-Year Meetings of the State Association held during their tenure of office. All other member Lodge Officers and members in good standing are invited and urged to attend said Association meetings.

#### **Section 4 - Per Capita Tax and Emergency Savings Fund**

a) To obtain revenues necessary for defraying the expenses of the Arizona Elks Association during each Association year, each member Lodge shall pay annually on or before May 1st of each calendar year to the Association's Treasurer (or Secretary-Treasurer) the sum of two dollars and fifty cents (\$2.50) for each member on its rolls as of the preceding March 31st. Of this per capita amount, at least twenty-five cents (\$.25), but not to exceed fifty cents (\$.50), shall be paid to the Executive Director's Office in order to defray the expenses incurred by that office in the regular course of its duties; at least twenty-cents (\$.20) shall be contributed to the Arizona Elks Major Projects, Inc. To help defray some of the expenses incurred in maintaining any project(s) or program(s) as may be authorized by its Board of Directors; and the remainder shall be allocated to the several Officers and committees, or other entity of the Association, as deemed suitable by its Board of Trustees. Any Lodge delinquent in payment of its per capita dues after May 1st shall have its voting privileges suspended until such time as all dues in arrears are received by the Association's Treasurer (or Secretary-Treasurer). The Association itself, upon recommendation and advice of its Board of Trustees, and with the consent of the Governing Body and member Lodges, may increase or decrease any future per capita dues charged its member Lodges, as may be deemed necessary in order to defray the expenses of said Association. This, and any subsequent amendment to this Section, shall become effective the first day of April immediately following the Annual or Mid-Year Meeting of the Association at which it is adopted.

A prospective member Lodge of record as of the preceding March 31st shall also pay to the Association's Treasurer (or Secretary-Treasurer) at the time it is accepted for membership its per capita dues as prescribed above.

ScholPer capita dues shall not be prorated, and any prospective member Lodge not of record as of the preceding March 31st shall pay to the Association's Treasurer (or Secretary-Treasurer) at the time it is accepted for membership all such dues, based upon the number of members on its rolls as of the date of institution.

b) In order to further the aims of the Association and provide additional funds for any emergency expenditure which may arise in future years, and which is in excess of the regular revenues obtained through the levying of a per capita tax, an Emergency Savings Account Fund is hereby established. The principal deposited in said Fund shall not be in excess of the total per capita tax collected by the Treasurer (or Secretary-Treasurer) at the beginning of the 1978-1979 year and shall be limited and maintained thereafter in an amount based on two dollars (\$2.50) for each member on the rolls as of the preceding March 31st. Any funds in the Emergency Savings Account in excess of this amount shall be withdrawn and placed in the budget at the beginning of each Association year, to be allocated to the several Officers and committees, or other Association entity, by the Board of Trustees in the usual manner.

### **Section 5 - Fiscal and Association Year**

The Fiscal Year and the Association Year shall begin with the Installation of Officers at the Annual Meeting of one year and end with the Installation of Officers at the Annual Meeting of the following year.

## **ARTICLE II MEETINGS**

### **Section 1- Annual Meeting**

An annual business meeting shall be held by the Association during the month of May of each calendar year. Such a meeting shall begin on a Thursday and conclude the following Saturday, with registration to begin at 12:00 Noon on the day immediately preceding the opening session.

### **Section 2 - Mid-Year Meeting**

Prior to the Annual Meeting, a mid-year business meeting of the Association shall be held on a weekend during the month of October of each calendar year. Such a meeting shall begin on Saturday and conclude on Sunday, with registration to begin at 12:00 Noon on the day immediately preceding the opening session.

### **Section 3 - Special Meetings**

Special meetings may be called by the President, with the consent of the Governing Body, when deemed necessary, or by petition of one-third (1/3rd) of the member Lodges of the Association in good standing. Unless ordered otherwise by the 'Governing Body, such a meeting shall be of one day duration only.

### **Section 4 – Notices**

a) Notice of all Annual and Mid-Year Meetings of the Association shall be sent to the member Lodges by the Association Secretary (or Secretary-Treasurer) by letter, State Bulletin or electronically (return receipt requested) not less than thirty (30) days in advance of such meetings. The Secretary of

each member Lodge shall then read such notice at the next regular meeting of the member Lodge and the Lodge shall proceed to select its delegate and alternate as set forth elsewhere in these By-Laws.

- b) Notice of the next scheduled Annual and/or Mid-Year Meeting shall also be sent to any prospective member Lodge of record by the Association Secretary (or Secretary-Treasurer) within a reasonable length of time prior to the opening of such a meeting so that the Lodge shall have sufficient time to prepare its application for membership, select its delegate and alternate, arrange for payment of its per capita dues, etc.
- c) Notice of any special meeting of the Association, together with the reason(s) for calling it, shall be sent by the Association Secretary (or Secretary-Treasurer) at least fifteen (15) days in advance of such meeting by letter, State Bulletin or electronically (return receipt requested) to the Exalted Ruler of each member Lodge, whose responsibility it shall be to see that his Lodge is properly represented at said meeting in accordance with the stipulations as set forth elsewhere in these By-Laws.

### **Section 5 - Quorum**

Delegates (or alternates), duly certified, and representing a majority of the member Lodges in good standing shall constitute a quorum of all Association meetings, whether they be regular or special.

### **Section 6 - Place and Date**

Place and date of Annual and Mid-Year Meetings, as well as any special meeting of the Association, shall be fixed by the Governing Body.

The Governing Body may arrange, enter into contract, and plan Annual and Mid-Year Meetings of the Association not to exceed five (5) years in advance.

The Governing Body may for a good reason change the time and place of holding the ensuing Annual or Mid-Year Meeting.

### **Section 7 - Registration and Registration Fees**

All Elks attending the Association's Annual and Mid-Year Meetings shall register and pay the registration fee approved by the Governing Body, with the exception of those designated as special guests of the Association, in which case such a fee shall be waived.

Registration and the payment of a registration fee shall not be required at any special meeting of the Association.

## **ARTICLE III - ANNUAL REPORTS TO GRAND LODGE**

### **Section 1 - Documents**

The proper officers of the Association shall furnish to the Grand Secretary and the Chairman of the Committee on State Associations the following:



- a. Copies of the Association's Articles of Incorporation, By-Laws, Rules and Regulations, and all amendments and/or additions thereto;
- b. A copy of each meeting or reunion of the Association, whether regular or special;
- c. A list of the Officers of the Association and the member Lodges composing it, together with the correct mailing addresses of the Association President, the Vice Presidents, Secretary, Treasurer (or Secretary-Treasurer) and each member of the Board of Trustees;
- d. A copy of the annual report of the Association Treasurer (or Secretary-Treasurer);
- e. Any information that may be requested by an Officer of the Grand Lodge. All of the above shall be furnished promptly and shall be kept current.

## **ARTICLE IV - NOMINATION, ELECTION, AND INSTALLATION OF OFFICERS**

### **Section 1 - Nominating Committee**

The Nominating Committee shall be composed of all Past Presidents of the Association, with the President appointing one (1) member to serve as Chairman and one (1) member from each Grand Lodge District to serve as a Vice Chairman.

### **Section 2 - Meetings**

The Nominating Committee shall hold such meetings as it deems necessary to select one (1) candidate for each elective office. Prior to the first meeting, the Vice Chairman of each District, assisted by the other members of the committee within the same District, shall make a survey and prepare a list of prospective candidates deemed qualified from among the several member Lodges within his respective District for presentation and consideration at said meeting.

### **Section 3 - Reports**

- a) The Nominating Committee shall present a preliminary report with a list of recommended nominees at the Mid-Year Meeting. Upon the conclusion of the report, the President shall invite and receive nominations from the floor for each of the elective offices. Should a nomination from the floor be made for President or any Vice President it must be made by and for a member from the District that the original candidate is from. Upon receipt of any valid nominations from the floor a written vote shall be taken. The individual receiving a simple majority of votes for that office will be the person to be presented at the annual meeting for election to that office.
- b) The Nominating Committee shall give its final report at the Annual Meeting. The only change allowed to the report of nominations presented at the Mid-Year Meeting shall be that in the event the individual(s) previously presented is/are unable for any reason to accept the position for which they were nominated. In this event the Nominating Committee is the only body authorized to present another individual(s) for election and installation to that or those position(s).

### **c) Section 4 - Balloting and Election**

The Association at its Annual Meeting shall then proceed to ballot and elect its officers for the ensuing year. The Association at its Annual Meeting shall then proceed to ballot and elect its officers for the ensuing year by the President, after approval of a motion duly made, seconded and voted upon to accept the slate then presented, instructing the Association Secretary to cast a unanimous ballot for all candidates presented.

### **Section 5 – Installation**

The elected Officers shall be installed in an appropriate ceremony at the final session of the Annual Meeting at which they were elected by such installing Officers as shall be named by the incoming President. Such a ceremony may be open to the public and each Officer so installed shall hold office for such time as provided elsewhere in these By-Laws.

## **ARTICLE V – OFFICERS**

### **Section 1 – Elective and Appointive Officers**

- a. The elective Officers of the Association shall be President, a Vice President for each Grand Lodge District, one (1) of which shall be designated to serve as First Vice President; a Secretary, a Treasurer (or Secretary-Treasurer); and a Board of Trustees composed of five (5) members. The aforesaid elective Officers shall also constitute the Association's Governing body, as provided in ARTICLE VIII of the Articles of Incorporation.
- b. The appointive Officers shall be Sergeant-at-Arms, a Chaplain; an Inner Guard; a Tiler; an Assistant Secretary; an Assistant Treasurer; (or an Assistant Secretary-Treasurer); and any other designated appointive Officer as may be appointed by the incoming President for the good of the Association upon approval of the Governing Body.
- c. All of the elective Officers shall be elected annually except the Board of Trustees of which one (1) member shall be elected each year to serve for a term of five (5) years.
- d. The appointive Officers shall be appointed annually by the incoming President and shall be installed at the session at which the elective Officers are installed.

### **Section 2 – President**

The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings; preserve order; appoint all committees not otherwise provided for; decide all questions of order subject to appeal to the Association; fill all vacancies unless otherwise specified; appoint all members and designate terms of the Board of Directors of the Arizona Elks Major Projects, Inc., as provided for in the By-Laws of the Arizona Elks Major Projects, Inc., and perform all other duties that may be imposed upon him by the Association, and such as are customary to be performed by presiding officers.

At the Annual Meeting of the Association the President shall present a written report summarizing his activities during the year just ending, with an interim report to be presented at the Association's Mid-Year Meeting.

### **Section 3 - Vice Presidents**

The Vice Presidents shall attend all meetings of the Association; further the aims and programs of the State Association and foster interest in both fraternal and philanthropic activities among the Lodges in their respective Districts; give special heed to any requests made by the President; and give every assistance to such programs as the Association may devise or undertake.

At the Annual Meeting of the Association each Vice President shall present a written report summarizing his activities during the year just ending, with an interim report to be presented at the Association's Mid-Year Meeting.

Should the President be absent or unable to act, the First Vice President shall discharge the duties of that office until such time as the President is able to resume the obligations of his office. Should the First Vice President also be absent or unable to act, the Governing Body shall then name one of its other members to discharge the duties incumbent on the office of the President until such time as the President {and/or First Vice President} is once again available.

#### **Section 4 - Official Visits**

- a) In-State Visits. It shall be the duty of the President to visit annually as many of the Subordinate Lodges comprising the Association as he may deem proper and in the best interests of said Association, with such visits to include at least two (2) Lodges in each Grand Lodge District.

The President shall also be empowered to direct the Vice Presidents to make such annual visits to the Lodges within their respective Districts on his behalf and at his discretion when he finds it inconvenient or impossible to do so. In addition, each Vice President shall be assigned at least one (1) official visit to a Lodge in each of the Grand Lodge Districts other than his own.

If for some reason a Vice President is unable to complete the visitation schedule to which he has been assigned, the President shall be notified and shall then assign the uncompleted visit(s) to one of the other Vice Presidents, or, in an emergency, to a Past President of the Association.

- b) Out-of-State Visits. Upon receipt of the proper invitation or announcement, the President shall be designated the State Association's official representative at the Grand Lodge Convention and the annual conventions held by other State Associations assigned to the same Grand Lodge Area to which Arizona is assigned and as provided in the budget. Should the President be unable to attend any such conventions, the first vice President, or, in an emergency, a Past President appointed by the President, shall then represent the State Association.

The First Vice President, upon receipt of the proper invitation or announcement, shall be designated the State Association's official representative at the mid-year meetings or conventions held by other State Associations assigned to the same Grand Lodge Area to which Arizona is assigned and as provided in the budget. Should the first Vice President be unable to attend any such meetings or conventions, the President shall then either attend in his stead or designate a Past President to represent the State Association.

Official representation on behalf of the State Association at any other out-of-state convention, meeting or function shall not be allowed unless funds are made available and authorization is approved by the Board of Trustees.

## **Section 5 - Secretary and Treasurer (or Secretary-Treasurer)**

- a. The Secretary shall attend all meetings of the Association, keep a true record of the proceedings of same and cause the same to be printed and distributed; preserve all books, documents and papers; attend to all correspondence incumbent upon his office; and perform such other duties as stated elsewhere in these By-Laws or as may properly be required of him.

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

Immediately upon leaving office he shall deliver to his successor the seal of the Association, together with such official books, documents and papers as may be in his possession, the preservation of which is necessary for the good of the Association.

- b. The Treasurer shall attend all meetings of the Association; receive and be the custodian of all monies belonging to the Association and be empowered to invest and re-invest said monies in such a manner as may be authorized by the Board of Trustees; pay claims against the Association as provided in the budget upon receipt of proper vouchers to be approved by the designated member of the Board of Trustees; keep accounts of receipts and disbursements which will disclose the condition of any fund at any time; and perform such other duties as stated elsewhere in the By-Laws or as may properly be required of him.

He shall, before assuming the duties of his office, execute and deliver to the Board of Trustees 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 the Association.

At the Annual Meeting of the Association he shall submit a full and complete report of all funds entrusted to his keeping and all transactions during the year just ending, with an interim financial report to be presented at the Association's Mid-Year Meeting.

Immediately upon leaving office he shall transfer to his successor all Association funds and accounts to which he has been entrusted, together with such books, records and correspondence pertaining to his office as may be in his possession, the preservation of which is necessary for the good of the Association.

- c) When deemed advisable and to be in the best interests of the Association, the duties and responsibilities of the Secretary and Treasurer, as stated in a. and b. of this Section and elsewhere in these By-Laws, may be combined, in which case such an office shall be known as that of the Secretary-Treasurer.

Immediately upon leaving office, such an officer shall turn over to the succeeding Secretary and Treasurer or Secretary-Treasurer, as the case may be, the seal of the Association, all Association funds and accounts to which he has been entrusted, together with any books, records, documents, papers and correspondence as may be in his possession, the preservation of which is necessary for the good of the Association.

## **Section 6 - Trustees**

The Board of Trustees shall be the fiscal agents of the Association and shall have general authority over

all funds and property belonging to the Association. It shall also be the custodian of the bond required of the Association Treasurer (or Secretary-Treasurer).

A majority of the members of the Board shall constitute a quorum for the transaction of business. The Association President shall be an ex-officio member and entitled to a vote.

The Board shall organize immediately following the close of the Association's Annual Meeting by electing a Chairman, a Vice Chairman, a Secretary, and an Approving Member. The Chairman, or in his absence or disability, the Vice Chairman, shall preside at meetings of the board. The Secretary shall keep, in writing, an accurate record of the proceedings of the Board, and deliver same to his successor in office. The Approving Member shall examine and approve all vouchers submitted to the Association Treasurer (or Secretary-Treasurer) for payment.

At the Annual Meeting of the Association the Board shall present to the member Lodges for adoption a detailed budget for the ensuing year which shall provide for the necessary expenses of certain officers, committees and/or other Association entities incurred while carrying out Association related activities and programs, and which shall include a fund for contingent purposes. After the budget is adopted no charges shall be made to any amounts budgeted during the ensuing Association year unless such changes are first approved by the Board of Trustees and provided such charges shall not exceed the total budget appropriation.

The Board of Trustees shall administer the Emergency Savings Account, and, except for the excess from said account placed in the budget at the beginning of the Association year, no other withdrawals from the account shall be allowed during the fiscal Association year except by special action of the Board and then only when it is determined that an emergency of major proportions exists.

The Board of Trustees shall meet as often as it may deem advisable, provided there shall be at least two meetings in each Association year, one of which shall be held for the purpose of conducting budget hearings and preparing the preliminary budget for the ensuing Association year.

The Board of Trustees shall attend all meetings of the Association and shall present a written report at the Annual Meeting of the Association summarizing its activities and transactions for the year just ending, with an interim report to be presented at the Association's Mid-Year Meeting.

Grand Lodge Headquarters Committee to consist of a Chairman only, preferably a Past State President, to make travel arrangements for the State President, delegates and others from the State of Arizona attending the annual Grand Lodge Convention and have charge of all room reservations at the hotel/motel selected to house the Arizona delegation. He shall also organize the operation of the Arizona Hospitality Room, to be maintained at all Grand Lodge Conventions for the benefit of Arizona Elks and their spouses. Grand Lodge Headquarters Committee to consist of a Chairman only, preferably a Past State President, to make travel arrangements for the State President, delegates and others from the State of Arizona attending the annual Grand Lodge Convention and have charge of all room reservations at the hotel/motel selected to house the Arizona delegation. He shall also organize the operation of the Arizona Hospitality Room, to be maintained at all Grand Lodge Conventions for the benefit of Arizona Elks and their wives. **With the review and subsequent approval of the Past State Presidents a Past State President will be recommended and submitted to the incoming State President and Board of Trustees for final approval and official appointment. Such an appointment shall be for a period of not less than 3 years with re-appointment being subject to review at the end of initial 3 year period.**

## **Section 7 - Sergeant-at-Arms**

The Sergeant-at-Arms shall attend all meetings of the Association; execute the orders of the President; assist in preserving order; act as a marshal on public occasions; and at all sessions assist the Tiler in examining the qualifications of all persons presenting themselves for admission.

## **Section 8 - Chaplain, Inner Guard, Tiler and Other Designated Appointive Officers**

The Chaplain, Inner Guard, Tiler and such other designated appointed Officer(s) as provided in Section 1-b. of this ARTICLE shall attend all meetings of the Association and perform such duties as are incumbent upon their individual offices.

## **Section 9 - Assistant Secretary and Assistant Treasurer (or Assistant Secretary-Treasurer).**

- a. In the absence or inability to act of the Secretary, the Assistant Secretary shall perform the Secretary's duties.
- b. In the absence or inability to act as the Treasurer, the Assistance Treasurer shall perform the Treasurer's duties.
- c. In the event the offices of the Secretary and Treasurer are combined into one office known as that of the Secretary-Treasurer, the offices and duties of the Assistant Secretary and Assistant Treasurer shall also be combined and shall be known as the office of the Assistant Secretary-Treasurer, in which case in the absence or inability to act of the Secretary-Treasurer, the Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer.

## **Section 10 - Qualifications for Office**

- a. President, First Vice President and Vice Presidents. Every Elk in good standing, who resides within the jurisdiction of a member Lodge and is a Past Exalted Ruler shall, be eligible for election to the office as one of the Vice Presidents from the district that he or she represents. Every Past Vice President who is a Past District Deputy shall be eligible for election to the office of First Vice President in the district he or she represents and after serving as such will be eligible for election to the office of President.
- b. Trustees and other Officers. Only an Elk in good standing in a member Lodge and residing within the jurisdiction of a member Lodge will be eligible for election or appointment to any office in the district he or she represents in the Association except President, First Vice President, Vice President, or Trustee. Every Past State President in good standing in a member Lodge shall be eligible for election to the office of Trustee in the district he or she represents.

## **Section 11 - Removal**

The Association at any of its regular or special meetings may be a two-thirds (2/3rds) majority vote of the member Lodges present impeach and remove any officer guilty of immoral conduct, abuses in office or actions which may dishonor the Order, provided such an officer is notified by the Secretary (or Secretary-Treasurer) in writing at least ten (10) days prior to the opening of the meeting at which

such action is to be taken. If the action is to be taken against the Secretary (or Secretary-Treasurer) the President shall prepare the written notice. A vacancy so created in any office, whether it be elective or appointive, shall then be filled for the remainder of the year in which such vacancy occurs as provided in Section 12 of this Article.

## **Section 12 - Vacancies**

- a. President. Should a vacancy occur in the office of President, the first Vice President shall assume the duties and responsibilities of that office for the remainder of the Association year in which such vacancy occurs.
- b. Vice Presidents. Should a vacancy occur in the office of the First Vice President or the office of and other Vice Presidents, the President based upon recommendations received from the Nominating Committee while sitting in special session, shall appoint a successor to occupy such office until the next regular election.
- c. Secretary and Treasurer (or Secretary-Treasurer). Should a vacancy occur in the office of either the Secretary or the Treasurer (or Secretary-Treasurer) the Assistant Secretary or the Assistant Treasurer (or Assistant Secretary-Treasurer), as the case may be, shall assume the duties and responsibilities of such an office until the next regular election.
- d. Board of Trustees. Should a vacancy occur among the members of the Board of Trustees, the remaining Trustees shall name a Past President to serve the duration of the unexpired term.
- e. Appointive Offices. Should a vacancy occur in an appointive office, the President shall name a successor who shall serve for the remainder of the Association year in which such vacancy occurs.

## **ARTICLE VI - COMMITTEES**

### **Section 1 - Appointment of Committees.**

- a. The President, immediately upon his installation but no later than thirty (30) days thereafter, shall appoint the following committees to serve until the installation of officers at the next Annual Meeting of the Association, or until their successors are appointed. Unless stated otherwise, each committee shall consist of a State Chairman and a Vice Chairman for each Grand Lodge District, one of which may be the State Chairman, with the provision that at the request of the Chairman of such a committee other members may be added to assist the Chairman and/or the Vice Chairmen; however, under no circumstances shall a committee member be added without the knowledge and approval of the President and at no time shall such a committee exceed the total number of twenty (20).
- b. Accident Prevention and Insurance Risk Committee shall be charged with implementing and promoting an accident prevention and insurance risk evaluation to continually review and implement the policies in place to protect the member Lodges from claims for accidents and injuries.
- c. Americanism Committee shall be charged with implementing and promoting all patriotic

activities and endeavors as may be adopted and recommended by the Grand Lodge and/or this Association.

- d. Articles and By-Laws Advisory Committee of at least five (5) but no more than seven (7) members to review and make recommendations to the Governing Body concerning the Articles of Incorporation, By-Laws and Rules and Regulations of the Association. The committee shall also give to Association officials such counsel and advice as may be requested or as deemed necessary for the good of the Association. Membership on the committee shall be limited to Past Presidents of the Association in good standing in their own Lodges.
- e. Auditing Committee of at least three (3) members who shall engage an accounting firm to audit, after the close of the fiscal year, all books and financial records of the Association, prepare the required tax forms and make any recommendations that may be deemed necessary. When requested to do so by the Board of Trustees, the committee shall also examine or order the examination of the books and records of any Association committee or other Association entity which has charge of the collection and distribution of any monies in the name of said Association and submit a report to the Trustees on the findings of same.
- f. Blood Drive Committee shall be charged with promoting among the member Lodges the volunteering of members to donate blood in order to save lives.
- g. Business Practices Committee to assist those member Lodges experiencing financial or budgetary problems within their lodge and/or club operations, to examine their books and records and prepare a report recommending approved methods of correcting such problems. The committee shall act only when requested to do so by the Grand Exalted Ruler, a Past Grand Exalted Ruler as sponsor of the District in which the Lodge is located, the District Deputy, the appointed Lodge Advisor, or the Lodge itself and under no other circumstances, and shall act in an advisory capacity only, with all reports and recommendations to remain confidential and to be presented only to the person or persons requesting the service. Membership on the committee shall be limited to those Elks in good standing in a member Lodge who have a thorough knowledge of accepted bookkeeping and accounting practices and procedures, budget preparation, inventory control, etc.
- h. Credentials Committee of at least three (3) members, one of which may be the Tiler, to examine and report upon the credentials of all delegates and alternates authorized to participate in the deliberations of the Association at any of its sessions according to provisions as set forth elsewhere in these By-Laws. Any questions relative to the rights of such delegates or alternates to represent their respective Lodges shall be determined by the committee subject to the approval of the State Association.
- i. Drug Awareness Committee to be charged with promoting and supervising a Drug Awareness Program in Arizona under guidelines established by Grand Lodge in order to address the ever-increasing problem of drug abuse and to assist Arizona Lodges in implementing and fostering such a program.



- k. Elks National Foundation Committee shall be the State Association agency for the furtherance of the Elks National Foundation activities in Arizona, especially in the collection of funds for the furtherance of this national effort. The committee shall have no jurisdiction over any scholarship contests or other contests sponsored by the Foundation Trustees within the State of Arizona, but may assist in the judging of applications submitted in the Most Valuable Student Contest or similar offer and the judging of the State Hoop Shoot Contest when requested to do so by the State Chairman of either the Scholarship Committee or the Hoop Shoot Committee, as the case may be.
- k. Elks National Veteran's Service Committee to consist of a Chairman, a Vice Chairman for each Grand Lodge District not represented by the Chairman, and a Sub-Chairman for each of the V.A. Hospitals located in the State of Arizona, who shall represent the Elks National Service Commission and the State Association at said institutions. The committee shall administer and coordinate programs for American war veterans in said V.A. Hospitals; supervise the disbursement of funds provided by the National Service Commission; and have charge of the raising and distribution of additional funds as may be provided by the State Association and its member Lodges for the benefit of hospitalized veterans. Each Sub-Chairman is required to submit a monthly report to the National Service Commission on forms provided, with copies to the Association Treasurer (or Secretary-Treasurer) and the Chairman of the State's National Service Committee and Government Relations Committee to be in charge of implementing the programs as outlined by the Grand Lodge.
- l. Elks Training Program Committee to promote and supervise the Officer Training Program in Arizona as provided by the Grand Lodge State Associations Committee in order to aid the Subordinate Lodge Officers to have a better understanding of the way the Order works and to assist them in becoming more knowledgeable and proficient as to the duties and responsibilities of their respective offices.
- m. Government Relations Committee have the responsibility of informing the member Lodges of regulations and legislation at all levels of government, passed and pending, which have an effect on the conduct or general welfare of the Subordinate Lodges and the State Association.
- n. Information Technology CLMS Coordination Committee to provide the use of computers and available software to increase the flow of information and communication of the Association, Member Lodges and the Grand Lodge and to ensure a standardized mandatory Arizona Lodge Email (ALE) system and coordination of the Chicago Lodge Membership System (CLMS) at the State, District and lodge levels. The committee will consist of a Chairperson, a Vice-Chairperson in each of the four Districts and a CLMS Coordinator for each of the four Districts. The Chairperson will also serve as the State CLMS Coordinator and appointed by Grand Lodge. Although the Grand Lodge will appoint the District CLMS Coordinators; they will work for the State Chairperson.
- o. Information Technology Websites Committee to install and maintain a website for the Association and to provide assistance to Arizona Elk Lodges for website use.
- p. Laws and Resolutions Committee of at least three (3) but not to exceed five (5) members to prepare and present for consideration any revision, amendment or addition to the Association's Articles of Incorporation, By-Laws or Rules and Regulations as may be approved and referred by the Governing Body. The committee shall also present at any session of the Association for

its consideration any memorials or resolutions which the committee itself or any member of the Association shall deem proper.

- q. Leather Committee to promote and supervise the collection of raw animal hides by the member Lodges for shipment to the area tannery approved by the Elks National Service Commission. The committee shall also have charge and supervision over the placing of orders with the area tannery for finished leather in order to supply the Occupational Therapy Departments at each of the V.A. Hospitals located in Arizona.
- r. Legal Advisory Committee to research and issue legal opinions on such matters as may be referred to it by the Governing Body which may affect the State Association or any of its various entities. Membership on the committee shall be limited to attorneys-at-law licensed to practice in the State of Arizona and who are members in good standing of a member Lodge.
- s. Lodge Activities Committee to promote and sponsor the programs of the Lodge Activities Committee of Grand Lodge in the State of Arizona. The committee will also have charge and supervision of such programs as shall be referred to it by the Governing Body pertaining to the good of the Association and its member Lodges. To further enhance and promote the programs referred to this committee by the State Association, the following committees, each with their own Chairman and Vice Chairmen, shall also be appointed :)
- t. Lodge of the Year Committee of at least three (3) but not to exceed five (5) members, all of which must be Past Presidents, to supervise and conduct the State Association's Lodge of the Year Contest. Such a contest shall be based on a point system established by the committee, with the results to be announced at the Association's Annual Meeting.
- u. Major Projects Committee to be composed of one (1) member from each Grand Lodge District who shall act as the State Association's liaison agents between the Board of Directors, Arizona Elks Major Projects, Inc. And the member Lodges of their respective Districts.
- v. Meetings Committee of at least five (5) members, of which one or more shall be a Past President, to assist the Governing Body regarding meetings in such a manner as may be requested. Upon request of the Governing Body, the committee shall make a study, survey and recommendations to insure adequate accommodations for all housing and Association activities. At each Annual Meeting of the Association the committee shall also be in charge of arranging a fitting memorial service for those Arizona Elks in good standing who have died since the last Annual Meeting.
- w. Membership Procurement and Retention Committee to foster and encourage proper methods and programs to promote membership growth in the Subordinate Lodges of Arizona, not only through the acquisition of new members, but also through control of Lapsation so that present members may be retained, to the end that the Order in Arizona shall maintain its place among the leaders in numerical strength.
- x. Nominating Committee as provided in ARTICLE IV, Section 1, 2, and 3, of these By-Laws.
- y. Past Exalted Rulers Committee shall be charged with the duties of promoting the good of the member Lodges and of the Order through education opportunities for member Lodges and their

Officers about the Association, the Order and to promote a better understanding of the many requirements of serving the communities of the State.

- z. Public Relations Committee to be charged with the responsibility of implementing and supervising a public relations program in Arizona under the guide-lines established by the Grand Lodge Public Relations Committee, with particular emphasis to be placed on urging all Arizona Lodges to seek media coverage of all their many charitable, philanthropic and other beneficial activities and programs conducted within their own and surrounding communities in order to obtain all favorable publicity possible.
- aa. Protocol Committee to assist the member Lodges in adopting, maintaining and promoting correct protocol procedures to be followed and adhered to during business as well as social functions.
- bb. Ritual Committee to foster efficiency in the rendition of the ritual, hold Ritual Clinics, encourage participation in and conduct District Ritual Contests and supervise and conduct the State Ritual Contest.
- cc. Scholarship and Youth Activities Committee shall include all committees charged with supervising and conducting those programs and activities recommended by the Grand Lodge or the State Association itself for the benefit of the youth of the State of Arizona. Such committees shall each have their own State Chairman and District Vice Chairmen and shall include the following:

- x-i) Scholarship Committee to be in charge of the Elks National Foundation's Most Valuable Student offer, or any similar offer in future years. This shall include the distribution of application forms to all member Lodges and high schools in the State of Arizona, judging the completed and returned applications, selecting and submitting the designated number of applications to the Foundation office for final judging and announcing the National Finalists from Arizona and the State's Allocated Award Winners at the Association's Annual Meeting.

Elks National Foundation monies received by the State Association that are not issued in scholarships or used by recipients of same in any one year shall be placed in a restricted fund to be used the following year, together with the new funds received from the Elks National Foundation Scholarship program.

The committee shall also be charged with the responsibility of awarding the scholarships to be made available annually by the Association to a boy and girl physically handicapped student residing in the State of Arizona who wish to pursue higher education at one of Arizona's Colleges, universities or vocational schools. The amount of each scholarship shall be determined by the Board of Trustees acting upon the recommendation of the Scholarship Committee and shall be included in the Association's annual budget. In addition to being physically handicapped, need and scholastic ability shall also be determining factors in the awarding of such scholarships.

In addition, the committee shall be entrusted with the implementation and supervision of any future State Association scholarship program(s), such as a vocational grant program for graduating high school seniors in the State of Arizona who wish to pursue their education at any one of Arizona's accredited vocational schools, which may be approved and authorized

by the Governing Body, providing funding for same is made available by the Board of Trustees. As with all such scholarship offers under the auspices of either the Grand Lodge or the State Association, need and ability as evidenced on the application forms submitted shall be determining factors in the selection of the winners and the winners shall be divided as equitably as possible among boy and girl applicants.

To establish and maintain continuity, the Chairman of this committee shall be appointed for a minimum of three (3) years and must have had at least two (2) years' service on said committee before being appointed Chairman, unless extenuating circumstances prevent it.

x-ii) Hoop Shoot Committee to foster participation in local Hoop Shoot Contests to be sponsored by the member Lodges, to encourage participation in and conduct District Hoop Shoot contests, and supervise and conduct the State Hoop Shoot Contest for boys and girls aged eight (8) to thirteen (13). The Chairman of the State Hoop Shoot Committee shall also have the responsibility of arranging for transportation, hotel/motel accommodations, etc. for all winners of the State Hoop Shoot Contest and their parents and/or guardians while attending and participating in the Regional Hoop Shoot Contest and shall be of all assistance possible in seeing that any Regional Hoop Shoot Winner(s) from Arizona and his or her parents and/or guardians attend the National Hoop Shoot Contest.

x-iii) Special Olympics Committee to foster and encourage participation on the part of the member Lodges in Special Olympics activities and programs conducted within the State of Arizona.

x-iv) Youth Activities Committee shall interest itself in all manner of Youth

Activities participated in by the Lodges of Arizona, shall endeavor to promote and enlarge such activities, and shall be of all assistance possible to the Grand Lodge Youth Activities Committee. The committee shall also assist all other committees listed under the general heading of Scholarship and Youth Activities Committees when requested to do so by the State Chairman of the respective committees.

x-v) Soccer Shoot-Out Committee shall foster participation in local and district Soccer Shoot contests. The committee shall conduct District and State Soccer Shoot Out Contests It shall give advice and guidance to the member lodges concerning the Soccer Shoot Out Program.

dd. Social Welfare Committee to investigate, coordinate and recommend institutions and/or organizations to be recipients of Association assistance and to administer such assistance under guidelines as set forth by the Board of Trustees. All institutions and/or organizations created or organized to develop and foster charitable or civic endeavors and activities within Arizona communities shall be eligible for aid and assistance with the exception of those institutions and/or organizations supported by federal, state, county, city or other governmental agencies, the United Way or any other professional fund raising organizations, none of which shall be eligible.

ee. Sports and Recreation Committees shall include all committees charged with coordinating and directing sports and recreational programs approved by the Association's participants in such programs shall be limited to Elks in good standing in a member Lodge. Funds for awards to be presented as the result of such programs shall be supplied by the Association in amounts to be

determined by its Board of Trustees and shall be included in the Association's annual budget. Other income necessary for the success of such programs shall be derived through the levying of entry and other fees in amounts to be determined by the committees themselves, with the added provision that any proceeds' remaining after all expenses have been paid shall be donated to the Arizona Elks Major Projects, Inc. Such committees shall each have their own State Chairman and District Vice Chairmen, together with a Tournament Director when deemed advisable, and shall include the following:

- ff. )Golf Committee to promote, supervise and conduct a State Golf Tournament during each Association year, the location and dates to be determined by the committee, but which shall not conflict with other Association activities. As soon as possible following the tournament the Chairman shall report the results to the proper Officers of the Association, together with a financial statement detailing receipts and disbursements, in compliance with provisions as set forth elsewhere in these By-Laws.

## **Section 2 - Other Committees**

The President shall have the authority to appoint such other committees as may be deemed necessary for the proper conduct of the business of the Association or as may be mandated or recommended in future years by Grand Lodge. It shall be the duty of all such committees to engage in such activities as specified by the President and/or Grand Lodge and to make such reports as stipulated in Section 3 of this ARTICLE.

## **Section 3 - Reports**

At each Annual Meeting of the Association each State Chairman and/or Sub-Chairman of all committees covered under Sections 1 or 2 of this ARTICLE shall submit written reports summarizing the programs and activities of their respective committees for the year just ending, with interim reports to be submitted at the Association's Mid-Year Meeting. The Chairmen and/or Sub-Chairmen of those committees receiving Association funds shall also include in their reports a financial statement showing amounts received and an itemized list of the expenditure of same.

## **Section 4 - Fund Raising Projects**

All committees established under Sections 1 or 2 of this ARTICLE shall engage in no fund raising projects without prior consent and approval of the Governing Body. Further, any monies so received and disbursed as a result of such projects shall be reported to the Association's Treasurer (or Secretary-Treasurer) and the Board of Trustees and shall be included in all reports submitted at each Annual and Mid-Year Meeting of the Association as prescribed in Section 3 of this ARTICLE.

## **Section 5 - Special Committees/Associations**

- a. Beginning with the 1989-90 State Association year, there shall be added a Special Committee, which shall be known as the AEA Past Presidents Association. Such a committee shall consist of all Past Presidents of the State Association in good standing in their respective Lodges who shall advise and extend their counsel for all State Association

## Officers and Committees.

To fund such a committee, annual dues shall be assessed the members of said committee at the beginning of each Association year in an amount agreed upon by the Past Presidents. Additional fees for any special project(s) may also be assessed when approved by a majority of the Past Presidents.

In addition to a Chairman and Secretary, commencing with the 1996-97 year, the officers of the Past Presidents Association shall also include the office of Treasurer. Therefore in order to establish continuity for rotation, at the beginning of the 1996-97 Association year, the Past President who served as Association President during the 1993-94 year shall serve as Chairman; the Past President who served as Association President during the 1994-95 year shall serve as Secretary; and the immediate Past President of said State Association (1995-96 year) shall serve as Treasurer. Thereafter, the Past President who served the previous year as Secretary shall become Chairman of the committee; the Past President who served the previous year as Treasurer shall become the Secretary of the committee; and the immediate Past President of the State Association shall assume the office of Treasurer of the committee.

In addition to presiding at all meetings of the committee, the Chairman shall set the date, time and place for all meetings of the committee as may be deemed necessary.

Further, he shall be authorized to appoint such as hoc committees for any specific purpose from among the several Past State Association Presidents in good standing and whose Past Presidents Association dues are current.

The Secretary shall keep in writing a true and accurate record of all meetings of the committee and shall deliver same to his successors at the beginning of each State Association year. He shall also perform such other duties as may be properly assigned.

The Treasurer shall collect dues from committee members and such other assessments from said members as may be approved. He shall be responsible for and keep an accurate record of all receipts and disbursements during his term of office and shall deliver same to his successor at the beginning of each State Association year. He shall also perform such other duties as may be properly assigned.

Should a vacancy occur in the office of Chairman, Secretary, or Treasurer during any State Association year due to resignation, death or otherwise, the Past State Presidents shall elect a replacement who shall serve during the duration of the unexpired term.

## **ARTICLE VIII - COMPENSATION AND EXPENSES**

### **Section 1 - Officers and Committees**

The Association, through the budgeting process of the Board of Trustees, shall determine and make provisions for proper compensation and expenses of certain of its Officers and committees in the performance of State Association duties as it may determine.

## **Section 2 - Executive Director's Office**

To assist the Officers and committees of the Association with their correspondence, notices of meetings, minutes of meetings, and all other matters attendant upon their various duties and responsibilities, the Association shall maintain an office which shall be known as the Executive Director's Office at a location to be determined by its Board of Trustees. Such an office shall also prepare, edit, publish and distribute the Association's annual State Directory under the supervision of the incoming President; maintain continuous records, files and correspondence, the preservation of which is necessary for the good of the Association; and be of all assistance to the Association as may be required.

Funding necessary to operate and maintain such an office shall be provided as stipulated in Section 4-a), ARTICLE I, of these By-Laws, with payment for all expenses incurred to be handled in the usual manner by the submission of vouchers, properly signed and executed, to the Association Treasurer (or Secretary-Treasurer).

To staff such an office, the Board of Trustees shall appoint an Elk in good standing in a member Lodge, preferably a Past President or other Past Officer of the Association, to act as an advisor and employ such personnel as required to perform the actual duties inherent in maintaining and operating such an office.

The advisor so appointed, and who shall receive no remuneration as such, shall give such counsel and advice as required to the staff member(s) employed to perform the actual duties and services required, sign all vouchers submitted for payment and be responsible for the physical property entrusted to the Executive Director's Office. For services rendered, the staff member(s) so employed shall receive an hourly and/or weekly wage at a rate to be established and fixed by the Board of Trustees. In the event the advisor named should also serve as a regular staff member he shall then receive the wage established by the Board of Trustees for such employee(s).

## **Section 3 - State Publication**

To disseminate information and news concerning the Arizona Elks Association and its member Lodges, the Association shall publish a State news bulletin, to be known as The Arizona Elks News, providing such a bulletin is approved and sanctioned by the Grand Lodge as stipulated in Chapter 18, Section 18.090, of the Revised Grand Lodge Statutes.

Funding to cover the cost of publication and delivery of such a bulletin shall be provided through the regular budgeting process of the Board of Trustees.

To handle all matters pertaining to the publication of such a bulletin, the President shall appoint an Editor who is an Elk in good standing in a member Lodge and whose duties shall be as follows:

- a. Prepare, edit, publish and distribute each issue;
- b. Determine the dates of publication and distribution for each issue and the number of issues to be published, providing there shall be at least four (4) but no more than six

- (6) such issues published and distributed during each Association fiscal year;
- c. Determine the annual subscription rate to be charged under guidelines as set forth elsewhere in this Section;
- d. Submit vouchers, properly signed and executed, to the Association Treasurer (or Secretary-Treasurer) for payment
- e. To be responsible for all physical property entrusted to his care;
- f. Present a written report at the Annual Meeting of the Association which shall include a financial statement showing budgeted funds received, income derived from the sale of subscriptions and an itemized list of all expenses for the year just ending, with an interim report to be presented at each Mid-Year Meeting of the Association;
- g. Prepare and submit pertinent articles to The Elks Magazine regarding Association related activities.

#### **Section 4 - State Photographer**

When deemed to be in the best interests of the Association, the President shall appoint an Elk in good standing in a member Lodge to act as State Photographer, whose responsibility it shall be to photograph important activities held in conjunction with Association meetings, particularly State and National winners of the various contests sponsored by either the State Association or the Grand Lodge. To obtain all favorable publicity possible in the name of the Association he shall also be responsible for submitting such prints as he deems advisable to The Arizona Elk News, The Elks Magazine and when applicable, newspapers located in the various Arizona communities in which the Association's member Lodges are located.

Funding to cover the cost of the film, film development and other related expenses shall be provided through the regular budgeting process of the Board of Trustees, with expenses incurred to be paid by the Association Treasurer (or Secretary-Treasurer) upon receipt of vouchers, properly signed and executed by the State Photographer. To further assist in the defraying of expenses incurred, the State Photographer, at his discretion, may also sell to individual Elks and/or member Lodges copies of prints in his possession, providing such sale does not exceed the actual expense involved and does not result in a profit to either the Association or the State Photographer.

At the Annual Meeting of the Association the State Photographer so named shall present a written report which shall include a financial statement showing budgeted funds received, any income derived from the sale of prints and an itemized list of all expenses for the year just ending, with an interim report to be presented at the Association's Mid-Year Meeting.

#### **Section 5 - Miscellaneous Projects**

Miscellaneous projects approved and adopted by the Governing Body throughout the fiscal year for the good of the Association but which have not been included in the budget as line item expenses shall be funded as required through withdrawals from funds set aside in the



budget for Future Programs or contingency purposes, provided such withdrawals are approved by the Board of Trustees and do not exceed the total funds provided for such purposes.

## **ARTICLE VIII - ORDER OF BUSINESS**

### **Section 1 - Annual and Mid-Year Meetings**

The general Order of Business at the Annual and Mid-Year Meeting of the Association shall be as follows, with the exception of items i. and m., which shall be included at the Annual Meeting only:

- a. Call to Order
- b. Opening
- c. Roll Call of Officers
- d. Roll Call of Member Lodges
- e. Report of Committee on Credentials
- f. Approval of Minutes of Preceding Meeting
- g. Reports of Officers
- h. Reports of Committees
- i. Nomination and Election of Officers
- j. Unfinished Business
- k. New Business 1. Good of the Order
- m. Installation of Officers
- n. Closing and Adjournment

### **Section 2 - Special Meetings**

The Order of Business at any special meeting of the Association shall follow much the same order as specified in Section 1 of the ARTICLE, except that there shall be no Reports of Officers or Committees and the business discussed shall be limited to the reason(s) for calling such a meeting as stated in the notice issued to the member Lodges.

### **Section 3 - Executive Sessions**

The State Association 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 State Association may be excluded and no minutes shall be recorded during that period when the executive session shall be in effect.

#### **Section 4 - Parliamentary Procedure**

Parliamentary practice in conducting the business of the State Association at any of its regular or special meetings not herein specifically provided for shall follow "Robert's Rules of Order."

### **ARTICLE IX - LIMITATIONS**

#### **Section 1**

No question of a political or sectarian character shall be introduced at the meetings of the Association, 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.

The Governing Body and/or the Past Presidents of the Association when acting in a body may, however, give advice, make recommendations or gather information when requested to do so by either the Grand Exalted Ruler and/or the Grand Lodge Advisors assigned to the Area in which the State Association is located or when such action is considered to be in the best interests of the Association, provided such advice, recommendations or information shall be for advisory purposes only.

#### **Section 2**

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

#### **Section 3**

At no time shall the State Association 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.

### **ARTICLE X - OFFENSES AND PENALTIES**

#### **Section 1**

Any Association Officer, committeeman or other appointee, 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 prescribed in Section 3 of this ARTICLE.

## **Section 2**

No member Lodge, Officer or committeeman of the Association, nor any other person, shall, without prior consent of the Association:

- a. Use or claim relationship to the Association for commercial or political purposes;
- b. 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 the Association or of a committee of the Association;
- c. 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 the Association.

## **Section 3**

Violation of this ARTICLE shall be punishable by such penalty as a simple majority of the Governing Body may deem proper, provided that suspension or expulsion from membership in the Association shall be carried in effect only after approval of such penalty by the Association at its next regularly scheduled meeting.

### **ARTICLE XI - PROVISIONS NOT OTHERWISE COVERED**

#### **Section 1**

In all cases where subjects are not covered by the Articles of Incorporation or by the By-Laws, the Grand Lodge Laws shall govern.

### **ARTICLE XII - AMENDMENTS**

#### **Section 1 - Articles of Incorporation and By-Laws**

Any proposed amendment(s) to the Articles of Incorporation and/or proposed amendment(s), addition(s) to or general revision of the By-Laws of the State Association submitted to and approved by the Governing Body shall be referred to the Laws and Resolutions Committee for presentation.

As soon as possible thereafter, but no later than thirty (30) days prior to the Association meeting at which such proposal(s) is/are to be voted upon, notice setting forth the full proposal(s) may be sent by letter, State Bulletin or electronically, by said Committee to the member Lodges for consideration. Receipt of notification by lodges is requested.

Upon receipt, it shall be the responsibility of each member Lodge to review such proposal(s) and then instruct its duly selected delegate and alternate its decision.

Such proposal(s) shall then be presented by the Laws and Resolutions Committee at the Association session at which the same is/are to be voted upon.

In the voting which shall follow should there be no opposition the President shall direct the Secretary (or Secretary-Treasurer) to record 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 in good standing present required to adopt.

Thereafter, such proposal(s) as may be adopted during any one Association year by either unanimous vote or by the required two-thirds (2/3rds) affirmative vote shall become effective beginning the next Association year immediately following, provided the same is/are submitted to and approved by the Grand Lodge Committee on Judiciary, as required in Chapter 4, Section 4.370-d, of the Revised Grand Lodge Statutes. Such proposal(s) shall be typewritten in quadruplicate, one (1) copy for the State Association file and three (3) fully executed copies to be forwarded to the designated Member of the Grand Lodge Committee on Judiciary, together with triplicate certificates signed by the State President and Secretary (or Secretary-Treasurer) under seal of the State Association, which certificate shall be substantially in the following form:

This is to certify that the following amendment(s) to the Articles of Incorporation (or amendment(s)/addition(s) to the By-Laws) of the Arizona Elks Association, being

Section(s) Of ARTICLE(S) ; submitted herewith to the designated Member of

the Grand Lodge Committee on Judiciary for approval was/were proposed at a regular

session of said State Elks Association on the day of , and was/were

adopted by vote of the members of said Association entitled to vote thereon, all as provided for by the By-Laws of said State Association.

State President

(Impress Corporate Seal Here)

Signed \_\_\_\_\_

State Secretary or Sec/Trea.

## **Section 2 - Rules and Regulations**

Rules and Regulations governing the internal affairs of the State Association, consistent with the Laws of the Order, and any amendment(s) thereto or revision(s) thereof, shall be enacted by the Governing Body as deemed necessary and shall become effective without the approval of the member Lodges. All such Rules and Regulations so enacted, together with any amendment(s) thereto or revision(s) thereof, are not enforceable, however, unless and until approved by the Grand Lodge Committee on Judiciary and then reported to the Association at its next regular meeting by the Laws and Resolutions Committee.

## **Section 3 - General Requirements and Provisions**

Immediately upon taking office, it shall be the responsibility of each Association Officer, Committee Chairman and/or Sub-Chairman to see that he has in his possession the most current publication of the Association's Articles of Incorporation, By-Laws and Rules and Regulations, together with any amendment(s) thereto or revision(s) thereof not heretofore included, with the same to be turned over to his successor immediately upon leaving 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 Association's Articles of Incorporation, By-Laws and Rules and Regulations, together with at least one (1) copy of any amendment(s) thereto or revision(s) thereof not heretofore included.

Copies of all such Articles of Incorporation, By-Laws and Rules and Regulations, together with any amendment(s) thereto or revision(s) thereof shall be furnished any other interested Elk by the Association Secretary (or Secretary-Treasurer) upon request.

### **CERTIFICATION**

This is to certify that the amendment(s) to the Articles and By-Laws of the Arizona Elks Association, as per enclosure 1 submitted herewith to Edward Johnson, Member, Grand Lodge Committee on Judiciary, Area 7 for approval were proposed at a regular session of said State Elks Association on the 10<sup>th</sup> day of May, 2018, and were adopted by unanimous vote of the Arizona Elks Association Governing Body and the Lodges of said Association entitled to vote thereon, all as provided for by the By-Laws of said State Association.

Notice, in writing, setting forth the change in the proposed amendments, were sent by the Arizona Elks Association Secretary to the Arizona Elks Association Governing Body and all member Lodges of the Association at least 30 days before the May 10, 2018, meeting at which said amendments were voted upon.

*Mike Murphy*

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Mike Murphy, President, Arizona Elks Association

*Peter K. Gillespie*

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Peter K. Gillespie, PSP, Secretary, Arizona Elks Association

I am pleased to present you with this approval by the Grand Lodge Committee on Judiciary of action recently taken by Arizona Elks Association to amend ARTICLE VI (t) and ARTICLE VIII, Section 3 as shown on pages 18 and 23 respectively of the attached Articles of Incorporation and By-Laws of Arizona Elks Association.

Edw. C.A. Johnson

Area 7 Member

Copy: Grand Secretary