

158th GRAND LODGE SESSION

PROPOSED

LODGE RESOLUTIONS FOR

MINNEAPOLIS, MINNESOTA

RESOLUTION 2023

PROPOSAL TO AMEND CHAPTER 16 OF THE GRAND LODGE STATUTES BY ADDING A NEW SECTION 16.035, WHICH WILL READ AS FOLLOWS:

Section 16.035. A Past Exalted Rulers Association or Advisory Committee may form a separate nonprofit corporation under the laws of the state or territory wherein it is located for the purpose of raising, receiving and distributing funds for such charitable, educational and scientific purposes that are supported by its Lodge, its State Association and/or the Grand Lodge. If permitted by law, all Members in good standing of the Past Exalted Rulers Association or Advisory Committee shall be members of the nonprofit corporation. The members shall elect such officers and directors for the nonprofit corporation from the membership as it sees fit, except that the Lodge's then-current Exalted Ruler shall be an ex-officio member of the Board of Directors. Any Exalted Ruler who is also a Past Exalted Ruler shall be a voting ex-officio member of the Board of Directors. The Directors and/or Officers of any corporation formed hereunder are subject to removal by the Grand Exalted Ruler pursuant to Section 9.010.

If the issuance of stock is required by State law, the corporation shall issue one (1) share of stock, which shall be issued to the Lodge. Upon issuance, the stock certificate shall be delivered to the Lodge Secretary.

The books and records of such corporation shall at all times be subject to inspection by the Grand Lodge of the Order.

No Articles of Incorporation, trust agreements, formative documents, or By-Laws or any amendment thereto shall take effect unless submitted to and approved by the Committee on Judiciary.

In the event of a liquidation, dissolution or winding up of the corporation, or upon abandonment of its property, the corporation property shall be transferred and distributed to one or more of the following:

- A. the Elks National Foundation;
- B. the State Major Project(s) of the state or territory in which the corporation is located;
- C. nonprofit corporations supported by its Lodge or;
- D. any other regularly constituted and existing nonprofit Lodges, charities, organizations, funds, corporations or trusts forming a part of or controlled by the Benevolent and Protective Order of Elks of the United States of America, or as expressly provided by the Laws of the Order for one or more of the purposes for which the corporation is organized.

Any corporation formed pursuant to this section is subject to and shall be bound by the provisions of Sections 1.165 and 16.011.

This Resolution is proposed by Columbus-Grove City, OH Elks Lodge No. 37

Purpose: The purpose of this amendment is to allow local Lodge Past Exalted Rulers Associations to Incorporate for the purpose of charitable fundraising.

RESOLUTION 2023

PROPOSAL TO AMEND CHAPTER 16 OF THE GRAND LODGE STATUTES BY ADDING A NEW SECTION 16.036, WHICH WILL READ AS FOLLOWS:

Section 16.036. A corporation formed under Section 16.035 must obtain a permit from the Board of Grand Trustees before it may:

- (a) Purchase real estate at a cost in excess of \$25,000.00;
- (b) Acquire property by lease for a period of more than one year;
- (c) Construct a new facility, whether a building or otherwise, if the cost is in excess of \$25,000.00;
- (d) Make additions to, or alterations in, its present facilities if the cost is in excess of \$25,000.00;
- (e) Contract for services, purchase furnishings, fixtures and equipment, other than equipment required for normal maintenance, at a total cost in excess of \$25,000.00;
- (f) Sell, exchange, or make a gift of its real property, or any portion thereof, unless as a result of condemnation proceedings;
- (g) Lease its real property, or any portion thereof, for a term of more than five (5) years, whether it be an original term or under an arrangement for renewal or extension;
- (h) Incur or refinance a debt involving mortgage of real property or the sale of debentures, bonds or other certificates of indebtedness;
- (i) Borrow money for any purpose;
- (j) Sell, exchange, pledge or make a gift of its personal property or cash valued in excess of \$25,000.00. Application for the permit must be in writing on forms obtained from the office of the Grand Secretary.

The instructions contained in the application must be followed in every respect and there must be full and complete disclosure of all information requested in the application. The application shall be filed in duplicate with the Building Applications Member of the Board of Grand Trustees with a copy to the Sponsor(s) having jurisdiction. The Board of Grand Trustees shall in no case issue a permit hereunder unless and until it has been furnished satisfactory evidence that:

- (k) A written proposal was provided to every Member of the corporation at least two but not more than eight weeks prior to the scheduled date for a vote of the Members setting forth the following applicable information:
 - 1. Purpose of project.
 - 2. Amount to be expended for each purpose enumerated above.
 - 3. Amount of indebtedness to be created or gift to be provided.
 - 4. Any property to be mortgaged.
 - 5. Persons to be authorized to act for the Corporation.
 - 6. Amount to be received by the Corporation.

(l) That at the regular or special meeting the proposal was adopted by at least a favorable vote from two-thirds of the Members present.

(m) Copy of the notice sent to the Members shall be mailed at the same time to the Sponsor, the District Deputy Grand Exalted Ruler, and the Building Applications Member of the Board of Grand Trustees having jurisdiction thereof.

Action taken by a corporation established pursuant to Section 16.035 which is not in strict compliance with the provisions of this Section shall be void. The Board of Grand Trustees shall investigate all applications submitted under the provisions of this Section. It shall refuse to issue a permit if the proposed project is financially unsound and otherwise not in the best interest of the Corporation or the Order. A Member of the Corporation claiming that the provisions of this Section had not been followed, may file a written protest within fourteen (14) days of the Corporation vote with the Building Applications Member of the Board of Grand Trustees having jurisdiction, setting forth therein, in detail, the irregularities claimed and the source of information concerning them. The protest shall be given due consideration by the Board in its processing of the application. On approval by the Board of Grand Trustees, it shall issue an official permit to the Corporation, which shall be its authority to proceed with the project. A copy of the permit will be sent to the Grand Secretary. No Corporation shall exceed the authority granted in the permit unless, and until, it has received further authorization from the Board of Grand Trustees. If it appears, during the course of completion of the project, that its cost will exceed the authority, the Corporation shall immediately communicate that fact, and all information concerning it, to the Chairman of the Board of Grand Trustees and it shall be guided by his instructions in the matter. Upon completion of the project, the Chairman of the Board of Directors and the Secretary of the Corporation shall certify that the project has been completed. The certification shall be forwarded to the Grand Secretary. If it appears there has been a violation of the terms of the permit, the Grand Secretary shall refer the matter to the Chairman of the Board of Grand Trustees for investigation and appropriate action. Projects approved under the provisions of this Section shall be commenced within one year after the date of the permit and shall be completed, within one year after commencement, unless the time is extended upon application to the Board of Grand Trustees. If not commenced and completed within the time limits, and no extension application has been made, a new application must be submitted by the Corporation.

In the event of a sudden emergency that requires immediate action in order to protect the integrity of the physical premises of its property or the property owned by a charity that is supported by its Lodge, its State Association and/or the Grand Lodge, the corporation shall be permitted to contract for services, purchase furnishings, fixtures and equipment, other than equipment for normal maintenance, shall be permitted to incur or refinance a debt involving mortgage of real property or sale of debentures, bonds or other certificates of indebtedness, and shall be permitted to borrow money for the protection or restoration of the subject property without first obtaining a permit from the Board of Grand Trustees, but upon first obtaining written approval of the State Sponsor in the state in which the corporation is located. In this instance, the corporation must make application for a permit from the Board of Grand Trustees as soon as practicable.

This Resolution is proposed by Columbus-Grove City, OH Elks Lodge No. 37

Purpose: The purpose of this amendment is to require that incorporated local Lodge Past Exalted Rulers Associations obtain Grand Lodge approval before taking certain actions.

RESOLUTION 2023

PROPOSAL TO AMEND SECTION 13.190 OF THE LAWS OF THE ORDER BY ADDING A NEW SUBSECTION (G):

The above section now reads as follows:

Section 13.190. The Lodge shall have a Past Exalted Rulers Association or Advisory Committee which shall consist of all the Past Exalted Rulers of the Lodge and all Past Exalted Rulers of another Lodge who are now Members of the Lodge, as defined in Section 1.140 hereof, which shall advise with and extend its counsel to all Lodge Officers and Committees and shall have the following duties, subject to the limitations imposed by the Constitution and Statutes of the Order:

(a) To elect its own Officers. ...

(f) To engage in and make recommendations in other activities which will promote the good of the Lodge and of the Order.

The proposed amendment would read as follows:

Section 13.190. The Lodge shall have a Past Exalted Rulers Association or Advisory Committee which shall consist of all the Past Exalted Rulers of the Lodge and all Past Exalted Rulers of another Lodge who are now Members of the Lodge, as defined in Section 1.140 hereof, which shall advise with and extend its counsel to all Lodge Officers and Committees and shall have the following duties, subject to the limitations imposed by the Constitution and Statutes of the Order:

(a) To elect its own Officers. ...

(f) To engage in and make recommendations in other activities which will promote the good of the Lodge and of the Order.

(g) May form a separate nonprofit corporation under the laws of the state or territory wherein it is located for the purpose of raising, receiving and distributing funds for such charitable, educational, and scientific purposes that are supported by its Lodge, its State Association and/or the Grand Lodge in accordance with Section 16.035.

This Resolution is proposed by Columbus-Grove City, OH Elks Lodge No. 37

Purpose: The purpose of this amendment is to allow local Lodge Past Exalted Rulers Associations to incorporate for the purpose of charitable fundraising.

RESOLUTION 2023

PROPOSAL TO AMEND SECTION 9.010 OF THE LAWS OF THE ORDER:

The above section now reads (in relevant part) as follows:

Section 9.010. The Grand Exalted Ruler, by written Executive Order specifying the grounds, may remove any Lodge Officer or officer of a separate corporation formed pursuant to Section 16.030 who neglects the duties of his office, is guilty of contumacy or of conduct injurious to the Order.

The proposed amendment would read as follows:

Section 9.010. The Grand Exalted Ruler, by written Executive Order specifying the grounds, may remove any Lodge Officer or officer of a separate corporation formed pursuant to Sections 16.030 or 16.035 who neglects the duties of his office, is guilty of contumacy or of conduct injurious to the Order.

This Resolution is proposed by Columbus-Grove City, OH Elks Lodge No. 37

Purpose: The purpose of this amendment is to make it clear that the Grand Exalted Ruler shall have the authority to remove any officer of a corporation formed pursuant to the new section 16.035 who neglects the duties of his office or is guilty of contumacy or conduct injurious to the Order.