

# **MONTANA STATE ELKS ASSOCIATION**

## **CONSTITUTION AND BYLAWS**

### **Revision January 2024**

#### **PREAMBLE**

This Association of the Benevolent and Protective Order of Elks Lodges of the State of Montana is formed to unite all Elks in closer bonds of fraternity; to further good fellowship among the Lodges; to protect and promote the interest of this Order in the State of Montana; to exchange ideas beneficial to the Lodges of this State, and to bear true allegiance to the Constitution and Laws of the Benevolent and Protective Order of Elks of the United States of America. This Association will not have or exercise legislative, executive or judicial functions except concerning its own internal affairs, nor have jurisdiction over Lodges of which it is comprised, nor their Members.

#### **ARTICLE I**

##### **Name**

Section 1. The name of the Association, a fraternal nonprofit Montana Corporation, will be Montana State Elks Association, Inc., sometimes referred to as "Association" or "MSEA".

Section 2. The Board of Directors, in charge of and responsible for Programs and Planning, will consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and three (3) elected Members who shall be Trustees of the Association.

Section 3. The By-Laws of this Association, which may be amended from time to time, will prescribe the qualifications of the Membership, define the duties of the Officers and Trustees of the Association, and set forth the manner of election and terms of Officers and Trustees.

Section 4. The Association's fiscal year will be July 1 to June 30.

#### **ARTICLE II**

##### **MSEA Business Office**

Section 1. The principal offices of the Association will be at the residence of the city of the Secretary, at which place the Association will keep its books and records, or at any other place the Board of Directors may from time to time designate.

#### **ARTICLE III**

##### **Membership**

Section 1. Every Lodge in the State of Montana will be a member of this Association, per Article III, Section 20, of the Grand Lodge Statutes. A Lodge owing per-capita to Grand Lodge and/or the State Association will forfeit their right to vote and to participate in any MSEA programs until per-capita(s) is paid.

Section 2. To obtain the revenue necessary for defraying the expense of this Association, each Local Lodge will pay annually an amount equal to seven dollars (\$7.00) for each Member in good standing on March 31. One dollar (\$1.00) per Member of this amount will be set aside for the exclusive use of the MSEA Major Project of this Association. Fifty cents (\$.50) per member of this amount will be set aside for the exclusive use for the marketing plan of the Association.

Section 3. Any increase in the per capita tax will be presented at the April or October MSEA Officers meeting and the same will be forwarded to each of the Local Lodges for consideration sixty (60) days prior to the Annual Summer Convention or the Mid-Winter Meeting. The vote will be taken at the Summer Annual Convention or Mid-Winter Meeting.

## **ARTICLE IV**

### **Meetings & Voting**

Section 1. The Summer Annual Convention of this Association will be held one week following the Grand Lodge session. The Mid-Winter Meeting will be held the fourth weekend in the month of January. Lodges interested in bidding for either the Summer Annual Convention or the Mid-Winter Meeting will provide the MSEA Convention Committee a bid package as detailed in the MSEA Convention Manual. If for any cause the Lodge selected for the Summer Annual Convention or the Mid-Winter Meeting is unable to host the Association after selection or fails to comply with the requirements or conditions agreed upon, authority is hereby vested in the President and the Board of Directors to select another meeting place at the recommendation of the MSEA Convention Committee as detailed in the MSEA Convention Committee Manual.

Section 1.1 Special meetings may be called by the President when deemed necessary, or by a majority of the Board of Directors, upon thirty days' notice to the Member Lodges in the State of Montana, the Secretary of each Lodge being notified to read such notice at a meeting of the Lodge for the information of the Members.

Section 2. Each Local Lodge is required to have a majority of their Delegates present at all regular meetings of this Association.

Section 3. Twenty (20) duly accredited Delegates will constitute a quorum, provided that at least fifteen (15) Lodges are represented.

Section 4. Each member Lodge in good standing shall be entitled to five (5) votes; and in addition thereto shall be entitled to one vote for each 100 members or major fraction thereof, up to 1,000 members, and one vote for every 1,000 members or major fraction thereof over 1,000 members. Membership for the purpose of this section shall be shown by the last March 31 report of said member Lodge to Grand Lodge. In no event will any Local Lodge be entitled to more than eleven (11) delegates as representatives of this Association.

Section 4.1 The first four delegates shall consist of the Exalted Ruler, Leading Knight, Secretary and Chair of the Board of Directors of each member Lodge. In the event the Exalted Ruler or Esteemed Leading Knight is the Chair of the Board of Directors, then one other member of the Board shall be designated by the Board and required to attend. The Lodge will forfeit the vote of each non-attending required Officer.

Section 4.2 The members present from each Lodge shall determine the Lodge votes. Votes of a Lodge may be split. The Lodge Votes will be cast on an MSEA official written ballot by:

- a. The Exalted Ruler or in his absence,
- b. A member of the Lodge designated in writing by the Exalted Ruler and filed with the State Secretary or if not available,
- c. One (1) member selected by the members of the Lodge who are in attendance at that meeting of the Association.

Section 5. The order of business at all meetings of the Association shall begin when the presiding officer calls the meeting to order, and unless otherwise changed by two-thirds (2/3) vote of the delegates present, will be as follows:

- a. Call to order
- b. Invocation
- c. Pledge of Allegiance
- d. Roll Call of Officers
- e. Roll Call of Lodges and Delegates
- f. Report of Committee on Credentials
- g. Reading of the minutes of last session
- h. Report of Officers (by seniority)
- i. Presentation and voting on resolutions, if necessary
- j. Nomination of Officers, and bids for Conventions/Meetings and Bowling Sites (two [2]) years from current date
- k. Reports of standing committees and/or scheduled workshops, District Deputy Meetings, Special Presentations, Seminars, etc.
- l. Unfinished business
- m. New business
- n. Good of the Order
- o. Voting on convention sites, if necessary
- p. Installation of Officers at Summer Annual Convention
- q. Closing and Adjournment

## **ARTICLE V**

### **Officers**

Section 1. The Officers of the Association will be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, a Sergeant-at-Arms, a Chaplain, a Tiler, and a Board consisting of three (3) Trustees. Officer nominations and elections will take place at the January meeting and Officers installation will take place at the July meeting.

Section 2. The Officers of the Association will be the custodians of all property of the Association not otherwise specifically provided for; they will have general financial supervision over the affairs of the Association funds.

Section 3. The Officers of the Association are in charge of programing and planning. All the said Officers will be elected annually, except the Chaplain, Sergeant-at-Arms and Tiler who will be appointed by the President for each Convention or Meeting, except the Board of Trustees , who will serve for three (3) years, one to be elected annually. No Trustee who has served two full three (3) year terms will be eligible to succeed themselves. All Officers will serve without compensation except as otherwise provided herein. Whenever there are three (3) or more candidates for any office, the winner will receive the majority of the votes cast. In the event no candidate receives the majority of the votes cast, an immediate runoff will be held between the two (2) candidates receiving the most votes.

Section 4. The President will be the Chief Executive Officer of the Association. They will preside at all meetings, preserve order, appoint all committees not otherwise provided for, decide all questions of order subject to appeal from the decision of the Chair, fill all vacancies in office with the advice from the 1st and 2nd Vice Presidents, perform all other duties which may be imposed on them by the laws of the Association, and perform such other duties as are customarily performed by an Executive Officer.

Section 5. Each Vice President will assume the duties and powers of the next higher office in the event those of higher rank are unable to act or perform their duties. The First Vice President will attend the Grand Lodge Convention representing the MSEA and in their absence the Second Vice President shall attend.

Section 6. Vacancies - Any officer vacancy shall be appointed by the President, with the advice of the Vice Presidents. Such vacancy shall be filled until the Summer Annual Convention elections. The person(s) appointed will take an oath of office consistent with language of the installation of Board of Directors at the next Officers' Meeting or Convention, whichever comes first. If the vacancy occurs within the Vice Presidents', the appointed Officer will have the opportunity to be elected to the next position.

Section 7. It will be the duty of the President to make official visits to Local Lodges which are within the jurisdiction of the Association as may be deemed necessary, and the President will have the power to direct either of the Vice Presidents to make visits at his/her discretion.

Section 8. For official visits to Local Lodges, Association Officers will be reimbursed mileage, plus hotel or motel room rate in accordance with restrictions as defined in Article V, Section 18, unless the hotel or motel cost is paid by the Local Lodge. Local Lodges are urged to pay the lodging costs for these visits.

Section 9. The Secretary shall attend all meetings of the Association, the Board of Trustees, and the Charitable Trust, and keep a record of the proceedings of the same and shall:

- a. Attend to all correspondence.
- b. Maintain all records required by the Association and Charitable Trust.
- c. Provide any information as required by the Grand Secretary or the Grand Lodge.
- d. Receive all monies paid to the Association and Charitable Trust and pay the same to the Treasurer.
- e. Perform such other duties as may properly be required of them.
- f. Prepare and submit an annual report to the Association.
- g. Shall faithfully discharge their duties, shall account for all monies entrusted to their possession; will turn over, safe and undefaced, all books, records, and properties of the Association and Charitable Trust to their successor or the Board of Trustees on demand.
- h. They will be paid the actual necessary expenses of their office, and shall receive an annual stipend as recommended by the MSEA Trustees and approved by the membership during the annual budget process.

Section 10. The Treasurer shall attend all meetings of the Association, the Board of Trustees, and the Charitable Trust:

- a. Receive and be the custodian of all monies belonging to the Association and Charitable Trust and shall deposit all monies and other valuables in the name and to the credit of the Association and/or Charitable Trust with such deposits as may be directed by the Board of Trustees of the Association. Notify the contracted Association accountant of all deposits.
- b. Authorize distribution of funds of the Association and the Charitable Trust as may be ordered to pay bills against the Association and the Charitable Trust based upon properly approved vouchers received from the contracted Association accountant.
- c. Shall ensure that a monthly report of the financial condition of the Association and the Charitable Trust is provided by the contracted Association accountant.

- d. Shall faithfully discharge their duties; account for all monies entrusted to their possession; turn over, safe and undefaced, all books, records, and properties of the Association to their successor or the Board of Trustees on demand.
- e. Shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions, including accounts of its endowments, gifts, assets, liabilities, receipts, disbursements, gains, losses, and net worth.
- f. They will be paid the actual necessary expenses of their office, and shall receive an annual stipend as recommended by the MSEA Trustees and approved by the membership through the annual budget process.

Section 11. The Trustees will, at the Summer Annual Convention, present to the Association a segregated budget and a charitable budget. The segregated budget includes several areas for which the Association must or may provide out of the assets known to be in the possession of the Association or estimated to come into it during the year. The charitable budget provides expenditures for Americanism, Drug Awareness, Hoop Shoot, Local Lodge Awards, Most Valuable Student Scholarships, Music Scholarships, Sara Jenne Second Year Scholarships, State Major Project, Valor House, Vocational Scholarships and Youth Activities. Said budgets, either in its original or modified form, must be adopted by the Association at the Summer Annual Convention. Budget revisions may be presented at the Mid-Winter Meeting if necessary.

It will be the duty of the Board of Trustees to include in the annual budget expense for the Disaster Fund. The Disaster Fund will be funded at five thousand (\$5,000.00) dollars. The monies for this fund will come from the interest of our investments and checking account. Any unused balance in this fund, at the end of the fiscal year, will be retained in this fund and monies from interest will be added to bring this fund back up to five thousand (\$5,000.00) dollars for the next fiscal year. Distribution of monies from this fund will be decided by a vote of two-thirds (2/3) majority of the Board of Directors.

The defined limit on expenses for officer travel, per diem and lodging shall not exceed (35%) thirty-five percent of the total segregated budget and after such budget has been adopted, all expenditures by the Association during the year must be within the appropriations therein made, and there will be no variation thereof except by two-thirds (2/3) vote of the Association at a regular meeting. Such budget may include an item for contingent purposes or to cover unforeseen emergencies, and funds there from may be appropriated only by two-thirds (2/3) vote of the Board of Directors and may not exceed said appropriations under any circumstances. Travel, per diem and lodging expenses may not come from contingency funds. Any unexpired balance contained in said budget will be available only for appropriation in the next following year in accordance with the budget for that year. It will also be the duty of the Board of Trustees to devise and prepare a system of financial accounting to safeguard and protect the interests and welfare of the Association.

The Chairman of the Trustees, or a Trustee designated by them, will inform the Board of Directors of the time and place of all meetings of the Trustees, including email, postal mail and phone conversations of the Trustees, as it pertains to Association business and the MSEA Officers will be allowed to make such recommendations to the Trustees as they deem suitable for inclusion in the Association budget to be prepared by the Trustees for submission to the delegates at the Summer Annual Convention.

Section 12. The Trustees shall review and approve all bills to be paid from the funds of the Association, including the charitable budget. Whenever such bills or accounts exceed budgeted amounts prior to payment, the Trustees shall adjust the budget. The Trustees may transfer appropriations among the items in the approved budgets, provided the total amount appropriated in the budget is not exceeded.

Section 13. Re-occurring bills, determined by the Trustees, with input from the MSEA Officers, will be paid by the MSEA Secretary with notice given with the approved voucher system to the Board of Directors of payment of the same.

Section 14. The Sergeant-at-Arms will execute the orders of the President, assist in preserving order and in case of an executive session, will assist the Tiler in examining the qualifications of all persons desiring admission. They will select such deputies as may be needed to assist in the discharge of their duties.

Section 15. The Tiler will have charge of the doors of the hall in which the meeting is held and will perform such other duties as may be directed by the president.

Section 16. Candidate Requirements, prior to their election, for President, 1st Vice President and 2nd Vice President:

- a. be a Past Exalted Ruler as defined in Section 1.140 of the Grand Lodge Statutes
- b. reside in the State of Montana and, be a member in good standing in one of the Local Lodges comprising this Association.

Section 17. Candidate Requirements, prior to their election, for Secretary, Treasurer, and Trustee:

- a. reside in the State of Montana
- b. be a member in good standing in one of the Local Lodges comprising this Association.

Section 18. The President, Vice Presidents, Secretary, Treasurer and Trustees will be paid mileage at the current Grand Lodge Rate. Mileage will be calculated by the shortest route to and from the place of the Summer Annual Convention and Mid-Winter Meeting and other official meetings called by the President, plus seventy-five (\$75.00) dollars per day, said travel time not to exceed four (4) days per meeting. They will also receive per diem of seventy-five (\$75.00) dollars per day for each day actually attended at each meeting. The mileage and per diem will be distributed from the funds of the Association.

Section 19. Any two (2) Officers of the MSEA who are traveling together to the Summer Annual Convention, the Mid-Winter Meeting, or other MSEA Officer Meetings shall only receive mileage for one (1) of the two officers.

Section 20. Any Officer of the MSEA living in the city where the Summer Annual Convention or Mid-Winter Meeting is held shall not be paid mileage but will receive per diem.

## **ARTICLE VI**

### **Districts**

Section 1. The MSEA consists of four (4) Grand Lodge Districts:

North District No. 5040: Cut Bank #1632, Great Falls #214, Havre #1201, Helena #193, Lewistown #456, and Shelby #1696.

South District No. 5080: Beartooth Red Lodge #534, Billings #394, Bozeman #463, Butte #240, Dillon #1554, Livingston #246, and Virginia City #390.

East District No. 5000: Glasgow #1922, Plentywood #2566, Sidney #1782, Wolf Point #1764, and Miles City Lodge #537

West District No. 5120: Anaconda #239, Bitterroot Valley Hamilton #1651, Clark Fork Valley Thompson Falls #2757, Deer Lodge #1737, Hell Gate Missoula #383, Kalispell #725, and Mission Valley Polson #1695.

## **ARTICLE VII**

### **Committees**

Section 1. The President of this Association will annually appoint the Chairman of the following Committees who will hold office until the next Summer Annual Convention of the Association or until successors are appointed:

- a. Accident Prevention, Auditing, Bowling, CLMS Coordinator, Government Relations, Historian, Laws, Lodge Activities, Lodge Development Fund, Membership, Public Relations & Marketing, Ritual, Training, and Web Master. The duties of each of these committees are to accomplish and promote programs of Grand Lodge and the MSEA.

Section 1.1 The President of this Association, with State Sponsor approval, will annually appoint the Chairman of the following Committees that receive Grand Lodge funding, and who will hold office until the next Summer Annual Convention of the Association or until successors are appointed:

- a. Americanism, Drug Awareness, Elks National Foundation, Hoop Shoot, Major Project, Most Valuable Student, Music Scholarship, Sara Jenne Scholarships, Veterans Service, Vocational Scholarships, and Youth Activities. The duties of each committee are to accomplish and promote the programs of the corresponding Grand Lodge and MSEA Committees.

Section 1.2 Special Committees may be appointed by the State President for a term of more than one (1) year when approved by the President, 1<sup>st</sup> Vice-President and 2nd Vice-President:

- a. A MSEA Convention Committee.
- b. An ad hoc Laws Committee consisting of a chairman who may appoint as necessary additional members to serve as required.
- c. Special Committees on resolutions, ways and means and such other special committees as the president may deem necessary or appropriate.

Section 1.3. There shall be a three (3) member Investment Committee, appointed by the State Sponsor, to oversee all investments of the State Association and the Charitable Trust. The Investment Committee will provide quarterly reports to the MSEA Officers and Charitable Trust Board of Directors.

The Lodge Board of Directors shall oversee the "Association Charitable Trust Fund". The "funds" are made up of monies remaining from the sale of property and/or from member and Grand Lodge donations.

- a. The fund will be invested conservative to moderate securities to protect the investments and to provide growth.
- b. Scheduled withdrawals from the "fund" shall be limited to 4% of the principal fund as of December 31<sup>st</sup> of the prior fiscal year.
- c. The annual withdrawal of funds will take place each July and will be accounted for in the annual Association budget process and approved by the Association membership each year. No other withdrawals may be made from the restricted funds without the notification and approval of the Executive Committee and written approval of the State Sponsor.

Section 2. The Laws Committee will have referred to it and report to this Association all proposed legislative and amendments to the Constitution and Bylaws of the Association. The Laws Committee will also maintain, revise and amend the MSEA Constitution & Bylaws and the Book of Procedures as directed by the MSEA Board of Directors. It will also recommend at each Summer Annual Convention and Mid-Winter Meeting such legislation or amendments as it may deem advisable, in accordance with Article IX of the Constitution of the Association.



Section 3. The Certified Public Accountant hired by the MSEA will examine and audit the books of the Secretary and Treasurer and all expenditures of monies by the Association; will submit annually at the Mid-Winter Meeting a report of its work and make such recommendations as it will deem necessary for the good of the Association. All monies of this Association allocated to any committee will be accounted for by the CPA in writing to the Secretary and Treasurer of the Association.

Section 4. In addition to other committees, all Past Presidents of this Association in good standing in the respective Local Lodges will constitute a committee to be known as the Advisory Committee. It will be their duty to render such counsel and advice to the officers, committees and this Association.

## **ARTICLE VIII**

### **Limitations**

Section 1. No question of a political or sectarian character will be introduced at the meetings of this Association, and no person will be directly or indirectly endorsed or recommended to any political office, nor will any public question be introduced or discussed unless the same directly relates to or affects the Association and its membership, or unless previous action on such subject will have been taken by Grand Lodge.

## **ARTICLE IX**

### **Amendments**

Section 1. Proposed Amendments to this Constitution and Bylaws will follow the below sequence:

1. Presented in writing to the Laws Committee, (date received will determine when presented to Membership)
2. Laws Committee will inform in writing to all Association Officers, Advisory Committee Chair and all Local Lodges in the State of Montana no less than sixty (60) days prior to the next Summer Annual Convention or Mid-Meeting regarding all proposed amendment(s).
3. The Laws Committee will present them to the delegates at the next Summer Annual Convention or Mid-Winter Meeting informing the delegates whether or not the revisions violate any known Constitution or State Law.
4. It will require a two-thirds (2/3) affirmative vote of the delegates present at the Summer Annual Convention or Mid-Winter Meeting to adopt any amendment that does not violate any known Constitution or State Law.
5. The revision / amendments will become effective once the Area 8 Grand Lodge Judiciary Committee member approves it.



## **ARTICLE X**

### **Montana Elks Charitable Trust**

Section 1. There is established the Montana Elks Charitable Trust, which is the 501.c.3 of the Association that receives charitable donations. The funds are invested in income-producing property and securities, which the Board of Directors, through the annual budget process, will provide funding for the MSEA charitable activities including but not limited to; educational, and benevolent activities of the order, such as ENF, Veterans, Scholarships, etc.

Section 2. The Montana Elks Charitable Trust will be administered by a board to be known as the Montana Elks Charitable Trust Board of Directors to consist of the duly elected and installed Board of Directors of the Montana State Elks Association.

Section 3. Per Article VII, Section 1.3, the State Sponsor will appoint a three (3) member Investment Committee to oversee and manage all investments in the Charitable Trust who shall provide a report to the Board of Directors each quarter.

Section 4. That the Montana Elks Charitable Trust Board of Directors are hereby granted and given plenary powers to promote, develop and administer the activities of the Charitable Trust to accomplish its charitable, education and benevolent purposes; that said Board of Directors are empowered to receive from any source any monies, securities or other property that may be properly transferred to them, in trust, for the purposes for which the Montana Elks Charitable Trust is established.

Section 5. Such Board of Directors will serve without salaries or benefits, but the Montana State Elks Association will pay their necessary expenses. The said Board of Directors will present annually a budget and a status report to the Association of their activities, the income and expenditures of the Charitable Trust during the past year, and their prospective work and activities for the future. The disbursement of all monies from the Montana State Elks Charitable Trust will be upon order of the Montana Elks Charitable Trust Board of Directors, such order to be signed by the President and attested by the secretary of such Board of Directors.