

DECEMBER 2007

**BY-LAWS
FOR
SONS OF NORWAY
POULSBO LODGE #2-044
POULSBO, WASHINGTON**

ARTICLE I

LODGE NAME AND MEETINGS

1. The name of this lodge shall be Sons of Norway Poulsbo Lodge #2-044.
2. Regular meetings shall be held on the second Tuesday of each month, except the Board of Directors may set the date of a regular meeting to coincide with a social or other activity, provided notice of the date of the meeting is given at the preceding regular monthly meeting and in the lodge publication. Special meetings may be called in accordance with the Sons of Norway Charter and Constitution.
3. Robert's Rules of Order shall be the recognized parliamentary authority at all lodge meetings.

*EXCEPT July + August
see following
pages.*

ARTICLE II

MEMBERSHIP, QUALIFICATIONS AND PRIVILEGES

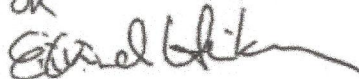
1. The membership shall consist of insurance and non-insurance members, either of whom may be life, golden or honorary members in accordance with the Constitution.
2. To become a member of Sons of Norway, the applicant must possess requirements as outlined in the Constitution. Membership in the lodge is effective upon affirmative vote of the lodge.
3. All members shall enjoy equal privileges, except that only those with insurance shall vote on matters pertaining to insurance.

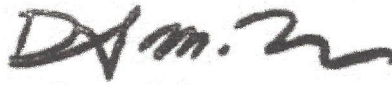
Sons of Norway

m: barbara.j@comcast.net
Sent: Monday, January 11, 2016 11:14 AM
To: vicky at Sons
Subject: by-law change

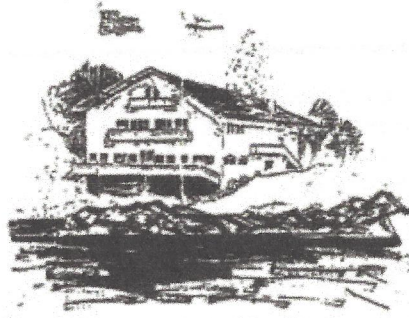
The following motion passed at the Nov.10, 2015 Lodge meeting:

By-law change to not have meetings in July or August . Rob K read the following change (underlined) and a motion passed to make this change. Article 1 Lodge Name and Meetings, section 2: *Regular meetings shall be held on the second Tuesday of each month, except during the months of July and August. The board of Directors may set the date of a regular meeting to coincide with a social or other activity, provided notice of the date of the meeting is given at the preceding regular monthly meeting and the lodge publication. Special meetings may be called in accordance with the Sons of Norway Charter and Constitution.*

OK

June 21, 2016


August 31, 2016

P.O. Box 653
Poulsbo, WA 98370



Office: 779-5209
Club: 779-2384

SONS OF NORWAY LODGE NO. 44


January 20, 2016


Dear Liz,

Thank you for speaking with me last week about our Lodge 02-44 By-Law change. Our change was approved by a vote of our members at our November 10, 2015 lodge meeting, after being introduced at the October 13th meeting and publicized in our monthly newsletter. The By-Law change is for Article 1 Lodge Name and Meetings, section 2. We voted not to have lodge meetings during the months of *July and August*. I have enclosed a copy of the change.

Please contact us if you need any further information.

Sincerely,


Glen Robbins, President


Kathleen Moncrief, Treasurer

ARTICLE III

FEES AND DUES

1. The initiation fee for all members shall be waived.
2. The local lodge dues shall be \$20.00 per year, plus an additional amount representing the District and International dues.
3. No fee shall be charged for membership by transfer, and no fee shall be charged for issuance of a transfer card.
4. Life members and golden members shall have their local lodge dues waived.
5. A member in arrears 60 days with the payment of dues shall not be eligible for any benefits of the lodge, and his membership shall be subject to suspension as provided in the Constitution.

ARTICLE IV

LODGE FUNDS AND OPERATIONS

1. The normal day-to-day bills for running the lodge will be paid in a timely manner by the lodge treasurer. The Board of Directors, by a two-thirds majority vote of the votes cast for adoption, may appropriate up to \$500 from the lodge funds. Other appropriations from the lodge funds shall require a two-thirds majority vote of the votes cast for adoption by the lodge, and those in excess of \$500 shall be reviewed at a Board of Director's meeting prior to being voted on by the membership. For the purpose of determining whether an appropriation exceeds \$500, motions to appropriate funds at a Board meeting, although made and passed separately, shall be combined if they relate to a single subject. Appropriations made by the Board shall be reported to the membership at the next lodge meeting.
2. The lodge will maintain records and funds as required by the state for those functions requiring licenses from the State of Washington.
3. The lodge shall, at all times, be operated on a nonprofit basis. No dividends or other interest in the assets of the lodge shall be paid to its members. No part of the earnings of the lodge shall inure to the benefit of, or be distributed to, its members or any other private persons or corporations, except that the lodge shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes set forth herein. Notwithstanding any other provision of these By-laws, no member, officer, employee, or representative of the lodge

shall take any action or carry on any activity by or on behalf of the lodge not permitted to be taken or carried on by an organization exempt under IRC Section 501 © (8) or which would cause the lodge to be classified as a private foundation under IRC Section 509.

4. No substantial part of the activities of this lodge shall be devoted to attempting to influence legislation by propaganda or otherwise, and the lodge shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.
5. No member, authorized agent, or representative of the lodge shall be liable or responsible for any debts or liabilities of the lodge. The lodge shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assigns, is or was a member, officer, or employee of the lodge against the reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense of such action, suit, or proceeding. The lodge may also reimburse to any such member, officer, or employee the reasonable costs of settlement of any action, suit, or proceeding if it shall be found by a majority of the members that it was to be in the best interests of the lodge that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such member, officer, or employee may be entitled apart from the provision of these By-laws. This indemnity, however, is conditioned upon the following:
 - a. He or she conducted himself or herself in good faith;
 - b. He or she reasonably believed that his or her conduct was in, or at least not opposed to, the lodge's best interest; and
 - c. In case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE V

AUXILIARY UNITS

1. The lodge shall maintain a Building Association as per Chapter XV of the Sons of Norway Charter and Constitution.
2. The Building Association Board of Directors shall consist of nine members elected by the membership of the lodge for three year terms, such elections are to be held so that three members are elected each year for a term of three years. The lodge President and one member of the lodge trustees, selected by them, shall be ex officio members of the Building Association with full voting powers. The ex officio members shall not be officers of the Building Association.

3. The lodge may have auxiliary units to assist and support the lodge. Members of the auxiliary units must be members of Poulsbo Lodge #2-044.

ARTICLE VI

EXECUTIVE COMMITTEE

1. The lodge will have an executive committee consisting of the President, Vice President, Secretary, Treasurer, and the three Lodge Trustees.
2. The duties of the Executive Committee shall include the following responsibilities:
 - a. The hiring and discharging of all lodge employees and independent contractors. (Office personnel, Bar Manager, Bartenders, Janitors, etc.)
 - b. The management of employees and contractors. (Duties, hours, salary, benefits, vacation, etc.)
 - c. Determining who will have check signing authority, be credit card holders and have shopping privileges for the lodge and Trolls Den.
 - d. The control and assignment of keys and security codes for the entire building.
3. The Executive Committee shall also be authorized to meet and act as necessary, in responding to emergencies and other situations where it is impractical to gather the entire Board of Directors together, and an urgent decision is required.
4. All actions of the Executive Committee are to be reported to the full Board of Directors at the next meeting.
5. The Executive Committee is subordinate to the Lodge Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

1. The lodge Board of Directors shall be all elected lodge officers and the chairperson of the Building Association.
2. A Board member shall not be an employee of the lodge or the Building Association or the Trolls Den or an employee of any organization affiliated with Poulsbo Lodge #2-044, or contractor or vendor or employee of a contractor or

vendor doing business with said entities, or receive financial benefit from a vendor, contractor, or employee doing business with said entities; however, this restriction may be waived with respect to any particular transaction by a two-thirds majority vote by ballot of all members of the Board of Directors, excluding any member affected by the waiver, who shall not be entitled to vote on the waiver. A transaction may be a single event or an ongoing relationship as described in the waiver, but the term of the ongoing relationship shall not extend beyond the first meeting of the succeeding Board of Directors.

3. The Board of Directors shall conduct the business of the Lodge and shall meet as often as necessary to conduct such business, but no fewer than four meetings per year.
4. The Board of Directors shall decide upon all issues affecting the operation and administration of the Lodge, except those specifically designated for the Executive Committee or the Lodge membership in the Constitution of Local Lodges or the Lodge Bylaws.
5. The Board of Directors shall be responsible to the Lodge for all its actions and shall make a complete report to the Lodge at regular Lodge meetings.
6. The Lodge membership shall have the authority to oversee the actions of the Board of Directors. Whenever a member(s) of the Lodge intends to submit a motion to rescind an action of the Board of Directors or to decide an issue reserved for the Board of Directors such intent shall first be communicated to the Board at a Board Meeting. If the issue is not satisfactorily resolved by the Board it may be brought before the Lodge membership at a regular Lodge meeting, only after being advertised to the membership via the Lodge newsletter or other means in order to provide members due notice and an opportunity to attend the Lodge meeting and decide the issue through a fair and representative process.
7. Robert's Rules of Order shall apply regarding all motions that bring a question again before either the Board or the Lodge.

ARTICLE VIII

CHANGES AND APPROVAL OF BY-LAWS

1. These By-laws may be repealed and/or amended by a two-thirds majority vote of the members present and voting at a regular or special lodge meeting, provided that such By-laws changes were presented in writing to and read at the prior meeting of the lodge and membership of the lodge have been made aware, through the usual publication of the lodge, that this vote is to be taken.

2. These By-laws, and changes thereto, shall become effective upon approval by the Sons of Norway International (Home Office).

APPROVED BY THE LODGE ON 11 DECEMBER 2007

Attest:

Wade Manning, President

Barbara Mitchum, Secretary

John M. Lund, CEO 27 Dec 07

[Signature], Legal Counsel 12/27/07