

Sons of Norway District Lodge #5 By-Laws- Revised January 2024

ARTICLE I . . . NAME

Par. 1 The name of this District shall be: District Lodge #5, Sons of Norway.

ARTICLE II . . . TERRITORY

Par. 1 The territory of this District shall be the states of Wisconsin, Illinois, Michigan, Ohio, Indiana, Kentucky, Tennessee, Alabama and Mississippi

ARTICLE III . . . MEETINGS AND REPRESENTATION

Par. 1 The regular meeting of the District Lodge shall be held once every two years, but the closing date shall not be less than 45 days prior to the opening date of the International Lodge Meeting of the same year.

Par. 2 Every local lodge in the District shall be entitled to two representatives for the lodge, and one representative for every 100 members or major fraction thereof, based on the last Semi-Annual Report prior to the election of delegates. All members in good standing are eligible representatives. If a lodge has exhausted its list of elected alternates, the Delegate Leader may designate a potential alternate to the credentials committee which may recommend to the District Lodge the seating of the alternate.

Par. 3 Members of Central Lodge #5-000 shall be entitled to two representatives for the lodge, and one representative for every 100 members or major fraction thereof, based on the last Semi-Annual Report prior to the election of delegates. All members in good standing are eligible representatives. Members wishing to be candidates as delegates to the District Lodge meeting should notify the District President of their desire no later than February 1 of the convention year. Those so notifying the District President need not be present, though attendance is encouraged, at the Central Lodge meeting held to elect lodge delegates.

Par. 4 The Central Lodge will meet at the call of the District President. Unless the President calls a special meeting, the lodge will meet at the time and place as indicated each convention year in the January issue of *Viking* magazine; and the biannual meeting is for the purpose of electing delegates to attend the District Lodge meeting. The District President has the option to call the meeting with members participating via electronic means, such as telephone or Skype.

Subpar. a The electronic meeting means must accommodate reasonable identification methods, such as available by telephone or Skype. Participation via e-mail is not acceptable.

Subpar. b Those participating by electronic means must identify themselves, upon entering the meeting and when voting, by giving their full name and membership number.

Subpar. c The District Secretary will call roll for attendance and for each vote with all members participating by electronic means using the method in Subpar. b, above, for each response.

Subpar. d The District Board of Directors will approve minutes of the Central Lodge meeting at the next District Board of Directors meeting and include those minutes as part of the District Board of Director meeting minutes.

Par. 5 The Board of Directors of District Lodge Five shall determine the duration of the District Lodge meeting.

ARTICLE IV . . . CREDENTIALS AND TRAVELING EXPENSE

Par. 1 The Secretary of the District Lodge shall prepare a list of all duly elected delegates and alternates for the use by the convention registration committee and the District Committee on Credentials.

Par. 2 A current Sons of Norway membership card, driver's license or other form of ID may be used as a credential to identify a delegate.

Par. 3 Representatives to a District Lodge Meeting shall receive such per diem and travel allowance as may be determined and paid by their local lodge. Transportation expenses will not be equalized between local lodges.

ARTICLE VI . . . ZONES

Par. 1- That District 5 will not have divisions called zones.

ARTICLE VII . . . OFFICERS AND SALARIES

Par. 1 The elected Officers of the District shall be: President, Vice-President, Secretary, Treasurer, Recreation Director, Publicity Director, Cultural Director, Youth Director and the four At-Large Directors provided for in these By-Laws.

Par. 2. The President, Vice President, Secretary, Treasurer, Recreation Director, Publicity Director, Cultural Director and Youth Director shall be nominated and elected in that order, after which the four At-Large Directors would be elected.

Par. 3 An alternate for the Secretary and Treasurer shall be elected. A pool of 4 alternates for the 4 at-large directors shall also be elected.

Par. 4 A Presidential candidate shall have served on the District Board at least one full term.

Par. 5 No District Officer or Director shall be elected to serve more than two consecutive terms in any office except the Secretary and the Treasurer whose term shall not be limited. In the event a caucus cannot find a willing nominee to serve as an Officer or At-Large-Director and the current Officer or At-Large Director has completed two consecutive terms, the Officer or At-Large Director can complete a third term.

Par. 6 The President, Vice President, Secretary, Treasurer, Recreation Director, Publicity Director, Cultural Director, and Youth Director shall receive such compensation as determined by the District Lodge. The Board of Directors shall make recommendations to each District Lodge Meeting with respect thereto.

Par. 7 At the first meeting of the Board of Directors after a District Lodge Meeting, the Board shall determine the per diem and traveling expense allowance for members of the Board for the next biennium.

Par. 8 The President shall assign to each Officer and Director the lodges to be under his or her supervision.

Par. 9 At the opening of each District Lodge Meeting, the President shall appoint from the attending representatives a Marshal and an Assistant Marshal and two greeters to serve during the meetings.

ARTICLE VIII . . . ELECTION OF REPRESENTATIVES AND ALTERNATES

Par. 1 Prior to the District Lodge Meeting the Secretary shall prepare a notice which allocates to each Zone the number of International Lodge Representatives to which it is entitled in proportion to its membership. (One representative for each 300, balance to the pool.). Central Lodge Delegates: Notify Central Lodge 000 members of the meeting via the January issue of the Viking.

Par. 2 During its election caucus each Zone shall nominate from its insurance members the International Lodge Representatives to which it is entitled. An equal number of Alternates shall then be nominated and shall serve in the order of their election (priority alternate). These nominations shall be submitted for approval to the District Lodge at the conclusion of the caucus.

Par. 3 The Representative and Alternate from each Zone shall be elected separately, one Zone at a time.

Par. 4. In addition to the two Representatives for the District provided for by the International Lodge Constitution, one of whom shall be the District President, the remaining fraction of 300 members in each of the various Zones shall be pooled, and representatives elected at large in accordance with the number of members of which the pool consists. Also a corresponding number of Alternates shall be elected at large. Delegates and Alternates at large shall be nominated from the floor of the District Lodge.

Par. 5 (a) After election of Representatives and Alternates to the International Lodge Meeting, the District Lodge shall nominate, from among those newly elected Representatives to the International Lodge Meeting, a candidate for each office of International Lodge Director to which the District is entitled. Candidates for each position shall be elected on a separate ballot.

Par 5(b) The District Lodge shall then elect from among its newly elected Representatives to the International Lodge, a candidate for Alternate to the office of each International Lodge Director. Candidates for each position shall be elected on a separate ballot.

Par. 6 In the event neither an elected Representative nor an Alternate from a respective Zone can attend the International Lodge Meeting, the place shall be filled by the Alternates at large in the order of their election.

Par. 7 Representatives to the International Lodge Meeting shall receive an expense allowance decided by the District Lodge Meeting. The Board of Directors shall make a recommendation as to the expense allowance.

Article IX... Fees and Dues

Par. 1 District dues shall be set by the International Lodge, per the Simplified Dues Structure of 2018.

Par. 2 Funds shall be annually earmarked for the purpose of offsetting the cost of hosting a District Lodge Meeting and Convention and will be distributed to the host lodge during the month of January of the convention year.

Par. 3 Funds shall be annually earmarked for the purpose of offsetting delegates' expenses to the International Lodge Meeting and Convention, with all delegates getting an equal share. If a husband and wife are both delegates, one of the spouses will receive a full share and the other spouse will receive a half-share.

ARTICLE X . . . FRATERNAL PROJECT

Par. 1 The District Lodge #5 adopts for itself as a Fraternal Project a Norwegian Heritage Camp to be located within the Fifth District. This Fraternal Project shall be as financially self-supporting as possible. District Lodge #5 will pay Masse Moro administrators to operate the heritage camp and will match scholarships provided to campers by their local lodges up to an amount to be determined by the District Lodge #5 Board.

Par. 2 The District Lodge shall have the authority to levy a fraternal fee, not to exceed \$1.00 per member, per year, with the exception of life members, upon lodges within the boundaries of the Fifth District. The fraternal fee must be approved by a 2/3 majority vote.

Par. 3 The authority to assess said fraternal fee shall remain in effect for a period of two (2) years and then terminate unless renewed by the District Lodge at its biennial meeting.

ARTICLE XI . . . CHANGES OF THESE BY-LAWS

Par. 1 These By-Laws may be amended at any regular meeting of the District Lodge #5, provided notice thereof has been given to the District Secretary at least 45 days prior to the date of said meeting by any lodge in the District or has been submitted by the District Board of Directors. Proposed amendments originating in the local lodges, or by the District Board of Directors, must be submitted to the Chairman of the Laws Committee as soon as possible prior to the date of said meeting. The Laws Committee may recommend changes at the said meeting.

Par. 2 Any change must receive a 2/3 majority of the votes cast to become law.

Article XII...Compliance (From International January 9, 2024)

Par.1. The district must operate in full compliance with all governmental laws, regulations and applicable requirements and maintain in force all licenses, permits and approvals required for its operation within the country in which the lodge is organized.

Par. 2. The district must operate in full compliance with all laws, regulations and applicable requirements as outlined in the latest edition of the Charter, Bylaws, Policy, & Procedures (CBPP) of Sons of Norway, and as otherwise communicated to the district by the International Headquarters of Sons of Norway. These include, but are not limited to, the timely annual filing of IRS 990 forms for lodges in the United States, the D63 and D17 reports for lodges, the D64 and D18 reports for building corporations, if applicable, and the timely payment of the annual liability insurance assessment.

Par. 3. The district must adhere to the SON Social Media and Conflict of Interest/Ethics policies, and all district policies and procedures adopted by their district.

Article XIII. Dissolution and Distribution of Assets (From International January 9, 2024)

Par. 1. Dissolution, either voluntary or involuntary, shall be made only in accordance with the procedures as set forth in the Sons of Norway CBPP.

Par. 2. In the event of dissolution of the lodge corporation(s), both district and building association, if applicable, it is recommended that the corporation's remaining assets shall be distributed to the Sons of Norway Foundation [a 501(c)(3) organization] or the Sons of Norway Foundation in Canada [a charitable corporation in Canada], if in existence when the distribution occurs or, if not, to a similarly designated and purposed entity or entities within the country in which the district is organized.

Par. 3. Upon dissolution of the district, district assets may not be transferred to individual members for personal benefit.

Par. 4. The plan to distribute district assets must be approved in advance by Sons of Norway Headquarters. However, Headquarters shall not oppose any plan of distribution that complies with relevant state and federal laws and regulations.

Article XIV-Audits (From International January 9, 2024)

Par. 1. The district shall elect, appoint, or employ competent auditors to audit the district lodge books on an annual basis. If elected or appointed the audit team shall be composed of two (2) or more district members, and in situations where additional financial and audit experience is needed, the district shall have the option to employ one (1) or more independent auditor(s) to audit the district lodge books on an annual basis.

Par. 2. At least once each year the auditor(s) shall submit a written report of each audit to the district board.

Article XV- Dispute Resolution (From International January 9, 2024)

Par. 1. Any grievance, complaint or dispute arising out of or in connection with SON business, at any level, if not settled to the satisfaction of the parties involved, shall only be resolved using the provisions contained in Bylaws Chapter 17 and Policies and Procedures Chapter 25 entitled Conduct and appeal process. The sections contained in these chapters prescribe the sole means to present and resolve grievances, complaints or disputes.

(Revised June, 1996) , (Revised June, 1998), (Revised June, 2000), (Revised June, 2002), (Revised June, 2004), (Revised June, 2006), (Revised October, 2008), (Revised June, 2010), (Revised October 7, 2011), Revised: June 23, 2012, Revised: June 28, 2014, Revised: June 26, 2016, Revised: June 28-29, 2018, Revised: January 13, 2021 by postcard ballot of 2018 Delegates; Revised June 17, 2022; Revised March 10, 2023 by postcard ballot of 2022 Delegates; Revised January 2024 by postcard ballot and mandated articles from International.



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District Bylaws Signature Page

Adopted by District lodge, vote completed on: 20 day of January, 2024.

Signed: [Signature]
District President

Signed: [Signature]
District Secretary

Reviewed and approved by Corporate Matters and Governance Committee:

26 day of April, 2024.

Signed: [Signature]

These bylaws approved on: 9th day of May, 2024.

By: [Signature] Chief Executive Officer By: [Signature] Legal Counsel