



MODEL BYLAWS

**CAMPS/LODGES
OF
WOODMEN OF THE WORLD AND/OR ASSURED LIFE ASSOCIATION**



Approved by the Board of Directors on December 5, 2009

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**Model Bylaws
for
Camps/Lodges
of
Woodmen of the World and/or Assured Life Association**

I. ORGANIZATION OF THE CAMP/LODGE

- A. NAME OF THE CAMP/LODGE. The name of this Camp/Lodge shall be _____ Camp/Lodge No. _____ of Woodmen of the World and/or Assured Life Association (hereinafter the “Society”).
- B. RELATION OF THE CAMP/LODGE TO THE SOCIETY. The Camp/Lodge is a subordinate body of the Society, yielding authority thereto, and is subject to all provisions of the Articles of Incorporation and Bylaws of the Society, as amended, and to all powers of direction or control thereby vested in it or its officers.
- C. OBJECTIVES OF THE CAMP/LODGE. The objectives of this Camp/Lodge shall be (1) to further the purposes and objectives of the Society as outlined in the Articles of Incorporation of the Society; and (2) to perpetuate the ideal of neighbor helping neighbor in times of need, sickness or death.
- D. RECORDS OF THE CAMP/LODGE. The Camp/Lodge shall report to the Society’s home office in its annual report, the official location of camp/lodge records.
- E. MEMBERSHIP IN THE CAMP/LODGE. The membership in the Camp/Lodge shall be composed of benefit members, associate members, and social members as defined in the bylaws of the Society (hereinafter referred to as Members), who have associated themselves with or been assigned to the Camp/Lodge. Members shall be entitled to all rights and privileges accorded to their class of membership by the Bylaws of the Society. A Camp/Lodge may identify junior members, age 15 years or younger, as defined in the bylaws of the Society who are not eligible to vote on the business affairs of the Camp/Lodge or in any Camp/Lodge election, and may not serve as a Camp/Lodge officer.

II. OFFICERS OF THE CAMP/LODGE

- A. OFFICERS OF THE CAMP/LODGE. The officers of the Camp/Lodge shall be as determined by the Camp/Lodge and listed herein. At a minimum the officers shall include the Consul Commander/President, Adviser Lieutenant/Vice President, Secretary and Banker/Treasurer. Optional officers may include the Escort/Conductor, Watchman/Inner Guard, Sentry/Outer

Guard and three Managers/Trustees. The office of Past Consul Commander/Past President shall be filled without election by advancement and succession thereto of the last Consul Commander/President. The Camp/Lodge shall not have the power to create any office not provided for herein.

No person shall serve in any elected or appointed office who is not a Member at the time of election or appointment and during tenure of office. If an elected or appointed officer loses his or her status as a Member, the Consul Commander/President shall declare the office vacant. Any two or more offices may be held by the same person, except the office of Consul Commander/President shall not hold the office of Secretary.

- B. TERM OF OFFICE. The term of office of all elected offices shall be established by the Camp/Lodge. All persons serving in an elective office shall serve until their successors are installed in office. The appointments of all appointed officers and committee members shall expire annually at the regular January meeting of the Camp/Lodge.
- C. ELECTION OF OFFICERS. All officers shall be elected individually by a majority vote of the Camp/Lodge. Only Members of the Camp/Lodge shall be entitled to vote for the election of Camp/Lodge officers. Elections shall be conducted at a regular meeting determined by the Camp/Lodge, with notification to Members. The Camp/Lodge Secretary shall report the results of all elections to the Society in its annual Camp/Lodge report.
- D. INSTALLATION OF OFFICERS. Elected Camp/Lodge Officers shall be installed at the regular meeting of the Camp/Lodge immediately following their election. Officers-Elect shall not be installed while the charter of the Camp/Lodge is suspended. When a new officer is installed in office, the Camp/Lodge Secretary shall report to the Society the name and address of such officer. Officers elected to fill a vacant office shall be installed at the same meeting at which they are elected or as soon thereafter as is possible.

If the Camp/Lodge fails or refuses to hold a regular meeting to elect or install officers as herein provided, the President of the Society shall have the power to appoint and declare installed any and all officers of the Camp/Lodge.

- E. POWERS AND DUTIES OF CAMP/LODGE OFFICERS.
 - 1. GENERAL DUTIES AND POWERS OF CAMP/LODGE OFFICERS. Officers of the Camp/Lodge shall exercise such powers and duties as are reasonably necessary or incidental to the full performance of the duties of their offices, shall make all reports and remittances as required by an action of the Camp/Lodge, the Board of Directors of the Society or the President of the Society, shall answer

promptly any question or information request by any officer or representative of the Society concerning the affairs of the Camp/Lodge or its membership, and shall exercise such specific duties and powers as described herein. Officers and members of committees of the Camp/Lodge shall promptly deliver to their successors in office or service all records and property of every kind or character pertaining thereto.

Upon the written request of the Secretary, Treasurer or President of the Society, for the purposes of audit or examination, each Camp/Lodge officer shall forward immediately to such officer any and all books, records, or accounts which relate in any manner to the business affairs of the Camp/Lodge.

2. **SPECIFIC DUTIES AND POWERS OF CAMP/LODGE OFFICERS.**
 - a. **Consul Commander/President.** The Consul Commander/President shall be first in authority, preside at all meetings of the Camp/Lodge, call special meetings of the Camp/Lodge, appoint all committees not provided for otherwise by Camp/Lodge action and decide all questions of order (subject to appeal to the Camp/Lodge and affirmation or reversal by the President of the Society).
 - b. **Adviser Lieutenant/Vice President.** The Adviser Lieutenant/Vice President shall be the second officer of the Camp/Lodge, assist the Consul Commander/President and act as Consul Commander/President during the absence or disability of that officer. If the office of Consul Commander/President becomes vacant for any reason, the Adviser Lieutenant/Vice President shall immediately declare an election in order to fill such vacancy.
 - c. **Camp/Lodge Secretary.** The Camp/Lodge Secretary shall be the principal recording and corresponding officer of the Camp/Lodge. Any funds received by the Camp/Lodge Secretary on behalf of the Camp/Lodge shall be immediately delivered to the Banker/Treasurer or deposited in the bank account of the Camp/Lodge and a receipt for said deposit delivered promptly to the Banker/Treasurer. The Camp/Lodge Secretary shall remit promptly and jointly with the Camp/Lodge Banker/Treasurer, to the Society, the annual Camp/Lodge reports and any funds belonging to the Society as directed by the Board of Directors.
 - d. **Banker/Treasurer.** The Banker/Treasurer shall be the principal accounting officer of the Camp/Lodge. The Banker/Treasurer shall receive all moneys from the Camp/Lodge Secretary, pay all obligations properly approved by the Camp/Lodge, keep separate accounting of all funds, deposit all moneys received in a bank account or similar vehicle in the name of the Camp/Lodge and in no other name or account and shall have such powers and perform

such duties as the Bylaws of the Camp/Lodge and the Society impose on said officer. The Banker/Treasurer shall report to the Camp/Lodge the receipts and disbursements of the office and remit promptly and jointly with the Camp/Lodge Secretary an annual financial report to the Society. The Banker/Treasurer's accounts shall always be open for inspection by any member of the Camp/Lodge.

- e. **Managers/Trustees.** If elected, the Managers/Trustees shall have custody and charge of all the Camp/Lodge's securities and property. They shall investigate and approve or disapprove loans, investments, bills and claims referred to them, as well as audit the reports, books and accounts of the Camp/Lodge annually, or more frequently if deemed necessary by the Camp/Lodge, and report thereon in writing to the Camp/Lodge.
- f.

F. **BONDS OF CAMP/LODGE OFFICERS.** The Camp/Lodge may require any Camp/Lodge Officer to give bond for the faithful performance of his or her respective office. The Camp/Lodge shall pay all premiums for bonds covering Camp/Lodge funds or property.

G. **COMPENSATION OF OFFICERS.** Camp/Lodge officers may be compensated from the Camp/Lodge's funds in accordance with a resolution approved by a majority vote of the Camp/Lodge at a regular meeting.

H. **REMOVAL OF OFFICERS.** Any officer of the Camp/Lodge may be removed from office for failure to perform or improperly performing the official duties of their respective office, by the affirmative vote of two-thirds of the Members who are present and voting on such a resolution at a meeting of the Camp/Lodge. Absence of any Camp/Lodge Officer from four regular meetings of the Camp/Lodge shall be deemed a resignation from office unless such absence is excused for reasonable cause. The President or the Board of Directors of the Society may remove any Camp/Lodge officer for cause and appoint a temporary successor.

I. **VACANCIES IN OFFICE.** A vacancy occurring for any reason in any elective office of the Camp/Lodge shall be filled by an election at the next regular meeting of the Camp/Lodge. The Consul Commander/President shall immediately report to the Society any vacancy in the office of Camp/Lodge Secretary.

III. BUSINESS OF THE CAMP/LODGE.

A. **MEETINGS OF THE CAMP/LODGE.** Regular meetings of the Camp/Lodge shall be held not less frequently than required by law on such day and at such time as the Camp/Lodge may determine by majority vote. Special meetings

may be called by the Consul Commander/President of the Camp/Lodge or by the petition of three Members of the Camp/Lodge. Special meetings may be called only to transact special or urgent business. The Camp/Lodge Secretary shall mail to each Member in good standing a notice of a special meeting of the Camp/Lodge at least five (5) days prior to such meeting. The notice shall specify the time, day, location and business to be transacted at the meeting. The business transacted at a special meeting shall be limited to the purposes specified in the notice.

Three Camp/Lodge Members, with at least one such Member being a current Camp/Lodge Officer, shall constitute a quorum for the transaction of business at a Camp/Lodge meeting, where all Camp/Lodge members have knowledge of and opportunity to participate in said meeting. Camp/Lodge business shall be transacted by a majority vote of the Camp/Lodge. Each Member attending a Camp/Lodge meeting shall be entitled to cast one vote on any matter considered at a Camp/Lodge meeting. The term “majority vote of the Camp/Lodge”, as used in these Bylaws, shall mean a majority vote of the Members of the Camp/Lodge who are present and voting at a meeting of the Camp/Lodge.

- B. **ORDER OF BUSINESS.** The order of business at Camp/Lodge meetings shall be determined in advance by the Consul Commander/President of the Camp/Lodge. Parliamentary procedure at such meetings shall be governed by Robert’s Rules of Order in all particulars not covered by or in conflict with the provisions of these Bylaws, the Articles of Incorporation and Bylaws of the Society, actions by the Board of Directors of the Society or special rules of procedure adopted by a majority vote of the Camp/Lodge. As part of the order of business, the Camp/Lodge shall participate in a ritualistic form of work as provided by the Society.
- C. **FUNDS AND PROPERTY.** To defray expenses necessary and incidental to the business and fraternal affairs of the Camp/Lodge, to promote the growth and conservation of membership in the Camp/Lodge and to maintain a status as a member of the Camp/Lodge, each Member of the Camp/Lodge shall pay Camp/Lodge dues as determined by the Camp/Lodge and approved by the Board of Directors of the Society.

The Camp/Lodge shall each year, in the absence of the election or appointment of Managers/Trustees whose duties include auditing the reports, books and accounts of the Camp/Lodge, appoint an Audit Committee for that purpose. The Audit Committee shall perform its audit immediately after the close of the Camp/Lodge’s fiscal year-end and report its findings at the regular meeting of the Camp/Lodge following its audit.

The Camp/Lodge may administer such funds as a general fund or under such names and forms of funds as it may designate, but, between the Camp/Lodge

and the Society, all funds and property of the Camp/Lodge shall retain the character of general funds. All funds, securities, interest and property of every kind, held or possessed by the Camp/Lodge, or standing in its name or the name of its officers, agents, trustees or representatives, except funds used for sick and health benefits, shall be used exclusively for the general and ordinary business of the Camp/Lodge, its welfare, promotion, maintenance and perpetuation; and no person or persons shall have or acquire any individual or separable right or interest therein, nor shall the same be transferred, encumbered, conveyed, assigned, sold, set over, apportioned, or divided for any other purpose without the express written consent of the Board of Directors of the Society. The Society shall have, under all conditions, a first and superior charge and lien on all funds and property of the Camp/Lodge for all debts due from the Camp/Lodge and its membership to the Society.

If the Camp/Lodge loses its charter or ceases to function as a result of a merger with another Camp/Lodge, the funds shall be paid into the surviving Camp/Lodge for fraternal purposes. If the Camp/Lodge loses its charter or ceases to function for any reason besides a merger, all funds and property of the Camp/Lodge shall be disposed in accordance with all statutes and regulatory requirements. If not disposed of in accordance with all statutes and regulatory requirements, the Society shall succeed to the Camp/Lodge's funds and property. The charter, along with rituals and paraphernalia of said dissolved Camp/Lodge shall be surrendered and delivered immediately to the Society, or to a local historical society or museum to perpetuate the history of the Camp/Lodge in its community.

- D. REVOCATION OR SUSPENSION OF CHARTER. The charter of the Camp/Lodge may become forfeited for its failure to function as a Camp/Lodge or may be suspended or revoked by the President or Board of Directors of the Society, exercising plenary and discretionary powers for that purpose whenever and for such cause as deemed necessary to protect, conserve, or promote the interests and welfare of the members of the Camp/Lodge and of the Society.

IV. AMENDMENTS TO CAMP/LODGE BYLAWS.

- A. The Bylaws of this Camp/Lodge may be amended by proposals therefor presented in writing and read at a regular meeting of the Camp/Lodge and adopted by the affirmative vote of two-thirds of the members of the Camp/Lodge who are present and voting on said amendment. The Camp/Lodge Secretary shall send a copy of the amendment to the President of the Society immediately following its adoption. No amendment to these Bylaws, which is approved by the Camp/Lodge, shall become effective without prior written approval of the President of the Society. The Board of Directors of the Society may, from time to time, adopt new Camp/Lodge

Bylaws in accordance with the Articles of Incorporation and Bylaws of the Society.

Note: These model bylaws were adopted by the Board of Directors of Woodmen of the World and/or Assured Life Association on December 5, 2009.