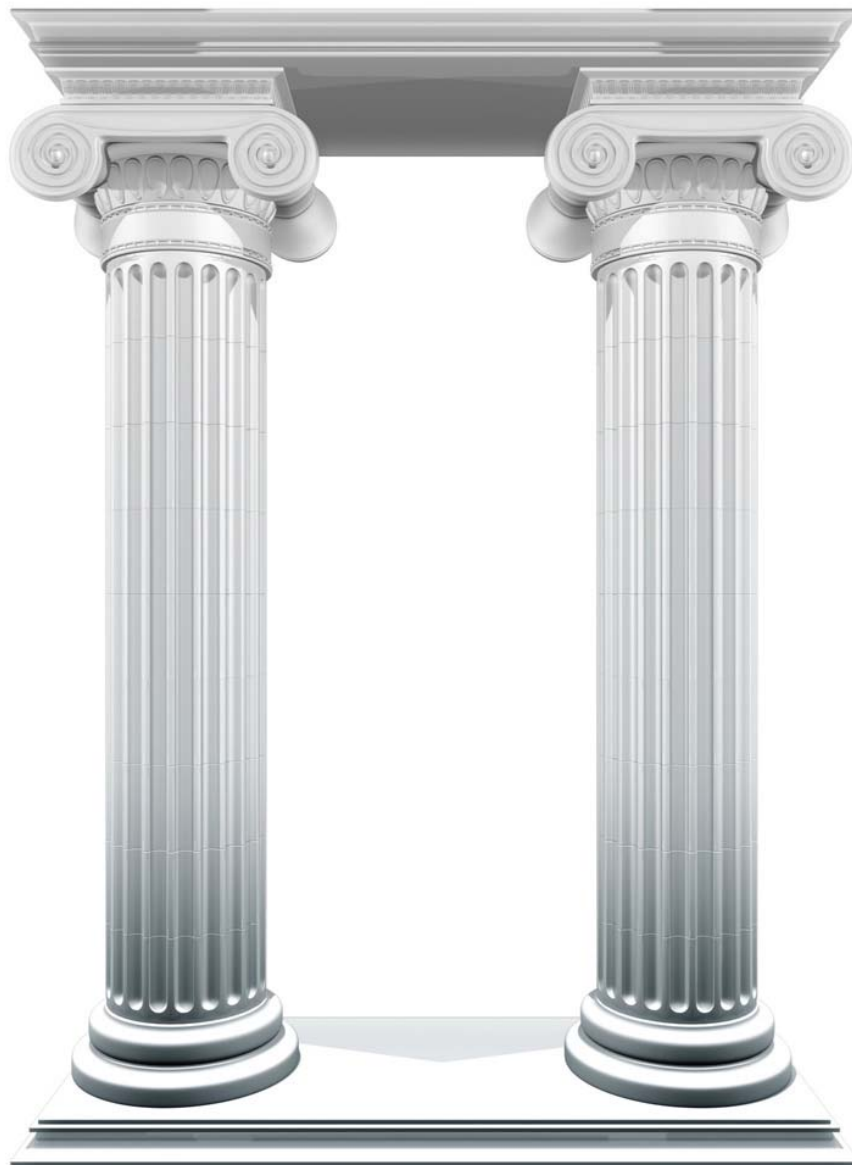




# MODEL BYLAWS

**DISTRICTS**  
**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  
District  
of  
Woodmen of the World and/or Assured Life Association**

I. ORGANIZATION OF THE DISTRICT

- A. NAME OF THE DISTRICT. The name of this District shall be \_\_\_\_\_ District No. \_\_\_\_\_ of Woodmen of the World and/or Assured Life Association (hereinafter the “Society”).
- B. RELATION OF THE DISTRICT TO THE SOCIETY. The District 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 DISTRICT. The objectives of this District 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; and (3) to further the purposes and objectives of its member camps/lodges.
- D. RECORDS OF THE DISTRICT. The District shall report to the Society’s home office in its annual report, the official location of District records.
- E. MEMBERSHIP IN THE DISTRICT. The membership in the District shall be composed of camps/lodges which, in accordance with the Articles of Incorporation and Bylaws of the Society, have organized geographically for social, ethnic or business purposes, and have associated themselves with or been assigned to the District.

II. OFFICERS OF THE DISTRICT

- A. OFFICERS OF THE DISTRICT. The officers of the District shall be as determined by the District and listed herein. At a minimum the officers shall include the Chair/President, Vice Chair/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 Chair/President shall be filled without election by advancement and succession thereto of the last Chair/President. The District 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 Member of a member camp/lodge 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 Chair/President shall declare the office vacant. Any two or more offices may be held by the same person, except the office of Chair/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 District. 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 at the regular convention of the District.
- C. ELECTION OF OFFICERS. All officers shall be elected individually by a majority vote of the District. Only delegates to the District shall be entitled to vote for the election of District officers. Elections shall be conducted at the regular convention determined by the District, with notification to member camps/lodges. The District Secretary shall report the results of all elections to the Society in its annual District report.
- D. INSTALLATION OF OFFICERS. Elected District Officers shall be installed at the regular convention of the District following their election. If an officer-elect is not present for the installation for good cause at the scheduled convention, the officer-elect shall be installed by proxy. If an officer-elect is absent without approval of the Chair/President from the installation meeting, or becomes unable to serve in the elected office, the Chair/President shall declare the office vacant. Officers-Elect shall not be installed while the charter of his/her respective member camp/lodge is suspended. When a new officer is installed in office, the District 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 convention at which they are elected or as soon thereafter as is possible.

If the District fails or refuses to hold a regular convention 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 District.

- E. POWERS AND DUTIES OF DISTRICT OFFICERS.
  - 1. GENERAL DUTIES AND POWERS OF DISTRICT OFFICERS. Officers of the District 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 District, 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 District or its membership, and shall exercise such specific duties and powers as described herein. Each elected Officer of the District shall automatically be a delegate and have a vote at any regular or special District convention. Officers and members of committees of the District 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 District 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 District.

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

District Secretary an annual financial report to the Society. The Banker/Treasurer's accounts shall always be open for inspection by any member camp/lodge of the District.

- e. **Managers/Trustees.** If elected, the Managers/Trustees shall have custody and charge of all the District'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 District annually, or more frequently if deemed necessary by the District, and report thereon in writing to the Convention.

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

G. **COMPENSATION OF OFFICERS.** District officers may be compensated from the District's funds in accordance with a resolution approved by a majority vote of the delegates who are present and voting on such resolution at a convention of the District.

H. **REMOVAL OF OFFICERS.** Any officer of the District 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 delegates who are present and voting on such a resolution at a convention of the District. The President or the Board of Directors of the Society may remove any District officer for cause and appoint a temporary successor.

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

### III. BUSINESS OF THE DISTRICT.

A. **CONVENTIONS OF THE DISTRICT.** Regular conventions of the District shall be held at such time and place as the District may determine by majority vote, or upon invitation by a member camp/lodge to host said convention. Special conventions may be called by the Chair/President of the District or by the petition of a majority of the member camps/lodges of the District. Special conventions may be called only to transact special or urgent business. The District Secretary shall mail to the Secretary of each member camp/lodge in good standing a notice of a special convention of the District at least five (5) days prior to such convention. The notice shall specify the time, day, location and business to be transacted at the convention. The business transacted at a special convention shall be limited to the purposes specified in the notice.

Five District delegates, representing a majority of the member camps/lodges, with at least one such delegate being a current District Officer, shall constitute a quorum for the transaction of business at a District convention, where all District member camps/lodges have knowledge of and opportunity to participate in said convention. District business shall be transacted by a majority vote of the District delegates. Each delegate attending a District convention shall be entitled to cast one vote on any matter considered at a District convention, along with each District officer. The term “majority vote of the District”, as used in these Bylaws, shall mean a majority vote all delegates of the District who are present and voting at a convention of the District.

- B. MEMBER CAMP/LODGE DELEGATES. Each member camp/lodge of the District shall be entitled to a number of delegates and respective alternates as is determined by the District. Delegates and alternates must be elected by their member camp/lodge in sufficient time to allow the camp/lodge Secretary to submit a list of the delegates and alternates to the District Secretary prior to the first day of the convention. Only members of member camps/lodges are eligible to be elected as delegates to the District convention. Elected delegates shall serve in that capacity until their successors are duly elected. Where an elected delegate is unable to attend or fulfill the duties as delegate, the properly elected respective alternate, or other elected alternate selected by the member camp/lodge, shall be seated as the camp/lodge delegate at the District convention.
- C. ORDER OF BUSINESS. The order of business at District conventions shall be determined in advance by the Chair/President of the District. Parliamentary procedure at such conventions 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 delegates of the District. As part of the order of business, the District shall participate in a ritualistic form of work as prescribed by the Society.
- D. FUNDS AND PROPERTY. To defray expenses necessary and incidental to the business and fraternal affairs of the District, to promote the growth and conservation of membership in the District and to maintain a status as a member of the District, each member camp/lodge of the District shall pay an assessment to the District as determined by the District.

The District 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 District, appoint an Audit Committee for that purpose. The Audit Committee shall perform its audit before the close of the District

convention and report its findings during a regular session of the District convention.

The District may administer such funds as a general fund or under such names and forms of funds as it may designate, but, between the District and the Society, all funds and property of the District shall retain the character of general funds. All funds, securities, interest and property of every kind, held or possessed by the District, 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 District, 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 District for all debts due from the District and its membership to the Society.

If the District disbands, dissolves or ceases to function as a result of a merger with another District, the funds shall be paid into the surviving District for fraternal purposes. If the District disbands, dissolves or ceases to function for any reason besides a merger, all funds and property of the District shall be disposed of 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 District's funds and property.

- E. SUSPENSION OF DISTRICT. The District may be suspended for its failure to function properly as a District or may be suspended 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 member camps/lodges of the District and of the Society.

#### IV. AMENDMENTS TO DISTRICT BYLAWS.

- A. The Bylaws of this District may be amended by proposals of its member camps/lodges submitted in writing to the District Secretary at least thirty days prior to the District convention. All properly submitted proposals shall be presented at a regular convention of the District and shall be adopted only upon the affirmative vote of two-thirds of the delegates of the District who are present and voting on said amendment. The District 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 District, 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 District Bylaws in accordance with the Articles of Incorporation and Bylaws of the Society.

*Note: These Modal Bylaws for Districts were adopted by the Board of Directors of Woodmen of the World and/or Assured Life Association on December 5, 2009.*