



**BY-LAWS OF  
ROMA LODGE, INC.  
As Amended through January 2, 2009**

**ARTICLE I- PREAMBLE**

Section 1:

Following are the By-laws of Roma Lodge, Inc., (the "Lodge") a non-profit organization without stock, duly adopted in accordance with the Laws of the State of Wisconsin.

**ARTICLE II- PURPOSE**

Section 1:

The Purpose of this Lodge is to enroll in its membership all men of Italian birth, descent or lineage regardless of religious faith or political affiliation for the following purposes:

- A. To devote the net earnings of the Lodge exclusively to charitable, literary, cultural, educational and fraternal purposes, and
- B. To plan, promote and carry out activities for the purpose of raising funds to promote the goals and purposes of the organization, and
- C. To carry on human relations activities on a charitable basis for the purpose of showing the community the positive force of Italian-American citizens, and
- D. To plan, promote and carry out other charitable, educational and cultural activities which will best serve the welfare of Americans of Italian extraction and the community at large, and
- E. To foster a pride in, and awareness of, Italian culture by sponsoring lectures, classes, conferences and study groups devoted to the contributions which Italian culture, history and descendants of Italians have made to this country and to mankind, and
- F. To raise, collect, administer and dispense funds for the purposes set forth in these By-laws, and
- G. To foster a fraternal relationship in and among its members and to create a sense of self-worth and commitment in each of its members to the goals of the organization and a feeling of pride and self-worth in each of its members, and
- H. To exercise such other functions as are consistent with the purposes and objectives allowed by its certificate as a non-profit corporation and any amendment thereof, and
- I. To uphold the concept of Americanism and recite the pledge of allegiance to the flag of the United States of America at the beginning of each meeting, and
- J. To keep alive a spiritual attachment to the traditions of our Italian ancestors and a commitment to God by starting each meeting with a prayer, and
- K. To promote civic education among its members with the use of speakers, presentations, and other events whenever possible, and
- L. To initiate and organize movements for patriotic, cultural, historical and humanitarian purposes.

**ARTICLE III- EMBLEM, MOTTO, COLOR, LANGUAGE**

Section 1:

The emblem of the Lodge shall be determined by the Board of Directors with the approval of the membership. The motto shall be "Liberty, Equality and Fraternity." The official color of the Lodge shall be purple. The official languages shall be both English and Italian, and each may be used in the course of the meetings.

**ARTICLE IV- LAWS OF THE LODGE**

Section 1:

The laws of the Lodge shall consist of rules and regulations adopted from time to time in accordance with these By-laws and the provisions of the Articles of Incorporation to govern, administer and control the affairs under its jurisdiction.

## ARTICLE V- MEMBERSHIP REGULATIONS

### Section 1:

Any man may apply for adult membership in accordance with the established procedures of the organization, if the following qualifications are met:

- A. They have reached the age of twenty-one (21) years, and
- B. They were born of an Italian parent, or a parent of Italian lineage, or
- C. They were adopted by an Italian parent, or a parent of Italian lineage, or
  
- D. They are the spouse of a person who is Italian, or of Italian lineage, or
- E. They are the spouse of a person adopted by a person of Italian lineage.

### Section 2

Candidates for membership must also strictly abide by the following:

- A. All applicants must be sponsored by a regular member, who has been a member in good standing for the previous two years (Amended February 7, 2003)
- B. An application for membership must be submitted upon an official application form, signed by the applicant and the sponsor.
- C. The application must be accompanied by a \$50.00 application fee, regardless of applicant's age, and payment of pro-rated dues to the end of the calendar year. (The application fee shall be waived for former members applying for readmission; provided the former member last left the membership as a member in good standing.)
- D. The application must be forwarded to the Membership Committee for review, and an interview of the applicant.
- E. Following recommendation of the Membership Committee and approval by the Board of Directors, the name of the applicant and his sponsor must appear in the monthly newsletter, so that the general membership will have 30 days notice of the proposed new member prior to a vote on admission, and an opportunity to advise the Membership Chairman if there is reason for disapproval of the applicant.
- F. The applicant will be voted upon at the next regularly scheduled general membership meeting that the applicant attends so that the applicant is available to be introduced to the membership in attendance.
- G. An applicant may be rejected by a simple-majority vote of those members present at said general membership meeting.
- H. A rejected applicant shall not be eligible to re-apply for admission unless six (6) months have elapsed from the date of his last rejection. An applicant who has been rejected twice by the membership is thereafter ineligible to re-apply for membership.
- I. A probationary member who does not successfully complete his term of probation shall not be eligible to re-apply for admission unless twelve (12) months have elapsed from the date of his rejection for full membership. [Amended May 2, 2008]
- J. Reasonable additional restrictions or requirements for membership may be imposed at the discretion of the Board of Directors; so long as such additional restrictions and requirements are not inconsistent with the letter and spirit of these By-laws or contrary to the wishes of the General Membership.

### Section 3:

Whenever an applicant gains membership in the organization through fraud or willful misrepresentation, the Parliamentarian of the Lodge shall present a list of the allegations of such fraud or misrepresentation by such member in writing to the Board of Directors. The Board of Directors shall then present the same to the General Membership for determination on the issue of expulsion.

### Section 4:

Applicants voted into membership will be initiated, in conformity with the ceremony, if any, prescribed by the Rules adopted for that purpose by the Lodge. [Amended May 2008]

### Section 5:

Members are duty bound to attend the monthly membership meetings of the Lodge, and are obligated to pay annual dues in accordance with the provisions of Section 6 of this Article.

Section 6:

Dues will be set by the Board of Directors with approval of the General Membership.

- A. Current dues are \$120.00 per calendar year, (or \$10.00 per month for the remaining months of the year in the case of a new member).
- B. A statement of dues will be mailed to each member during November of the previous year.
- C. Dues must be paid in full by January 31<sup>st</sup> of each year.
- D. If a member has circumstances that prevent him from paying dues in full by January 31<sup>st</sup>, special arrangements may be made by contacting the President, Vice-President or the Membership Secretary. In that event, the member shall not be dropped from the Lodge roll of members; however, such member shall not be eligible to vote for officers and directors until all dues have been paid in full.
- E. Members who have failed to meet their financial obligation to the Lodge by January 31<sup>st</sup>, and also failed to make special arrangements for payment of dues as provided in Paragraph D hereinabove, shall be placed in inactive status for a period of time not to exceed 30 days. During this said period of inactive status, such members shall have all of their rights as members of Roma Lodge suspended. As such they shall be ineligible to participate in Lodge Functions, use the members' facilities, and attend meetings of the members, or vote in any elections or referendum until they have paid their dues in full plus a late payment penalty of \$10.00.

Any such member who has not paid his dues and the late payment penalty before the end of his 30 day suspension will be dropped from the membership roster.-on or the 1<sup>st</sup> of February, the Membership Secretary shall send a notice of "Final Reminder Statement" to those members that have not paid their dues by that date. The notice shall inform the member of the suspension of their rights and privileges as a member of Roma Lodge, and that failure to pay all of their dues and the late payment penalty within thirty days of February 1<sup>st</sup> will result in their being dropped from the membership roster.

- i) Members dropped for non-payment of dues shall be eligible to re-apply for membership upon payment of their dues, the \$10.00 late payment penalty and a \$50.00 application fee. The decision to accept such member back into the Lodge will be made by the Board of directors after consideration of a recommendation from the Membership Screening Committee. In the event the Board of Directors accepts such member back into the Lodge, the membership status of such member shall then reflect continuous membership, as though there were no gap in their term of membership as a result of this incident.

[Amended May 2008]

- F. A member voluntarily dropping his membership should submit a letter to the Board stating his reasons for leaving the Lodge.
  - i) The information in this letter may be reviewed and considered in the future, if the individual re-applies for membership.
- G. An individual shall become a member in good standing when he has been accepted for membership by a vote of the members present at a regularly scheduled general membership meeting and all required application fees and dues have been paid. A member shall continue to be considered a member in good standing so long as he continues to abide by these By-laws and the rules of Roma Lodge.
  - i) The Membership Secretary shall issue a current membership card to each member in good standing, following payment of all required dues and fees. A current membership card shall be *prima facie* evidence of membership in good standing
- H. In recognition of faithful service to the Lodge, members who have attained the age of 65 years and have at least 25 years of continuous service and paid membership shall be obligated to pay only one-half of the regular dues.

Section 7:

Each member in good standing shall have one vote at all general membership meetings on any matters calling for a vote by the general membership.

Section 8:

A member that has qualified for membership pursuant to Section 1 of this Article on the basis of marriage shall not be eligible to remain a member following a divorce or a remarriage after the death of their spouse unless the new marriage would also satisfy the requirements of Section 1 of this Article. (The death of the spouse shall not itself be a disqualifying factor.)

- A. In the event of remarriage, where the remarriage must satisfy the requirements of Section 1 (see above), and the member must contact the Membership Committee and convince the committee that the new marriage satisfies those requirements.

## ARTICLE VI- ORGANIZATION

### Section 1:

The governing body of the Lodge shall be the Board of Directors, consisting of all current officers, Directors-at-Large and the last past president, each of whom shall be entitled to vote on all matters requiring Board action; except the current President, who shall vote only in the case of a tie. (Amended May 2, 2003)

### Section 2:

The officers of the Lodge shall be elected in accordance with these By-laws. They shall be elected every other year to serve two (2) year terms; with the exception of past president, who shall serve so long as he is the last past president. With the exception of the President, all officers and directors shall be eligible for re-election without limitation on the number of their terms. The President may not be elected to serve as president for more than two (2) consecutive terms.

### Section 3:

The officers of the Lodge, and the order of succession in event of the unavailability or inability of the President to act, shall be the following:

- A. President
- B. Vice-President
- C. Past President
- D. Parliamentarian
- E. Recording Secretary
- F. Membership Secretary
- G. Treasurer

### Section 4:

The Board of Directors shall:

- A. Pass and Implement rules of governance of the Lodge to the extent not inconsistent with either these By-laws or the wishes of the general membership.
- B. Direct the policies and programs of the Lodge, and make rules for the conduct of its members and the use of its property.
- C. Fix the penalties for violations of the By-laws and rules of the Lodge.
- D. Review and take action or make recommendations on any matter referred to it by the members in good standing.
- E. Keep a complete record of its actions and minutes of its meetings, to be available for review by any member in good standing at the next regularly scheduled general Membership Meeting that follows their approval as accurate by the Board.
- F. Prepare an annual financial report.
- G. Keep a complete record of all financial transactions and reports, and review the financial reports prepared by any certified auditors (to be chosen, if necessary, by the Board), the financial officers, managers and accountants of the Lodge.
- H. Establish standing or temporary committees. The chairpersons of any such committees shall be appointed by the president, subject to majority approval of the Board, to serve during the term of the appointing president.

### Section 5:

Meetings of the Board of Directors shall be open to the General membership, except on matters involving alleged member misconduct, employee personnel matters or other similar agenda items deemed personal or sensitive.

- A. A three-fourths (3/4) vote of Board Members present must be made before the Board may go into closed session.
- B. A general member of the Lodge must obtain advance approval of the President (or presiding officer for such meeting) prior to being permitted to speak at a Board Meeting.
- C. A quorum of the Board of Directors shall consist of two-thirds (2/3) of the officers and directors then eligible to vote. (Amended May 2, 2003)

### Section 6:

The President shall serve as chairman of the Board of Directors and the Recording Secretary shall act as secretary of the Board.

#### Section 7:

The terms of office for officers and Directors-at-Large shall be as follows:

- A. The term of office for the President shall be two (2) years. The President may serve a maximum of two (2) consecutive full two (2) year terms.
- B. The term of office for the Vice-president, Parliamentarian, Recording Secretary, Treasurer, and Membership Secretary shall be two (2) years. These officers shall be eligible for re-election to said offices without limitation on the number of their terms.
- C. The term of office for the Directors-at-Large shall be two (2) years. They shall be eligible for re-election without limitation as to the number of terms. Up to the 2004 election, there will be ten (10) Directors-at-Large. By the year 2005, there will be eight (8) Directors-at-Large. To reach that limit, with the elections in years 2004 and 2005, four (4) directors will be elected to replace the five (5) directors whose terms expire those years. From 2005 forward, Directors-at-Large shall be elected to staggered terms so the each year the terms of four (4) directors will expire, while the remaining four (4) directors will continue to serve another year. Those Directors and Officers serving at the time these By-laws are adopted shall continue to serve out their terms unaffected by adoption of these By-laws. (Amended May 2, 2003)

#### Section 8:

The President is the highest-ranking officer of the lodge. As the leader of the Lodge, his duties are to:

- A. Call to order and preside over all meetings of the Board of Directors and the General Membership.
- B. See that the laws of the Lodge are observed and the deliberations of the Board and the General Membership are carried out.
- C. Control the affairs of the Lodge and supervise the performance of the duties of the other officers of the Lodge.
- D. Sign all orders of payment, checks, correspondence, and all documents which invest the responsibility of the Lodge.
- E. Subject to majority approval, the Board, appoint the Chairmen of all committees of the Lodge (unless the laws of the Lodge provide otherwise). He shall be an *ex-officio* member of all such committees, except the Nominations and Elections Committee.
- F. Silence, reprimand or expel from any meeting any members causing disorder at such meeting; and, if necessary in the interests of order, suspend such meeting to a later date and time.
- G. Have the power to appoint a Chaplain, Sergeant-at-Arms, Masters of Ceremonies and the Executive Director of the annual Festival, pending two-thirds (2/3)-majority approval of the Board of Directors.
  - i) The Sergeant-at-Arms is the doorkeeper of the Lodge. His duties are to exclude strangers from the meetings of the General Membership, and to admit those members who have identified themselves. The Chaplain and Executive Director of the Festival shall have those duties normally associated with their positions and as otherwise assigned by the President.
- H. Appoint and serve as Chair of the Roma Lodge / RIWA Advisory Committee which monitors and makes recommendations on RIWA operations to the Board of Directors. [Amended May 2, 2008]

#### Section 9:

The Vice-President is the second highest-ranking officer of the Lodge. As such, he assists the President and takes his place when the President is absent or unable to act. In the absence of the President, the Vice-President performs the duties and exercises the prerogatives of the President to the same extent and with the same power that the President would have had, if present. In the event of the death, resignation or expulsion from the Lodge of the President; the Vice-President shall immediately assume the office of the President.

#### Section 10:

The past president shall be the member who has served the last complete term as President of the Lodge immediately preceding the incumbent. He assumes the office of the President whenever the President and the Vice-President are unable to act, or are absent from any Board meetings or the General Membership Meeting. In event of the death, resignation, removal or expulsion of the past president, the next most recently preceding past president shall assume this office. (Amended May 2, 2003)

#### Section 11:

The Parliamentarian gives opinions concerning the application and interpretation of the By-laws and rules of the Lodge, and sees that they are observed and properly applied.

Section 12:

The Recording secretary is the custodian of the archives and the keeper of the seal of the Lodge. He shall receive a salary as recommended by the Board of Directors. His duties are:

- A. To take and record the minutes of all meetings of the Board and the General Membership. The minutes of each respective meeting shall be read for approval and corrections at the next successive corresponding meeting (i.e. Board or General Membership).
- B. To be responsible for all correspondence, incoming and outgoing.
- C. To make reports and fill out forms, keep records, letters, and books of the minutes and perform such other duties as ordinarily pertain to this office.
- D. To be responsible for the production, publication and dissemination to the membership of the monthly newsletter and other official notices.
- E. To arrange the slate of all candidates involved in the annual election of officers (if necessary) and directors in an order determined by a random drawing, and notify all club members of the slate by a newsletter at least fifteen days before the March election meeting. (See Article VII, Section 3.) (Amended May 2, 2003)

Section 13:

The Membership Secretary is responsible for keeping the roll of the members in good standing and the status of all members' dues. He shall receive a salary as recommended by the Board of Directors. His duties are:

- A. To act as chairman of the Membership Committee.
- B. To collect dues and assessments, giving proper receipt therefore.
- C. To make a roll of the membership, and keep up to date the names of the membership of the Lodge.
- D. To notify by mail those members who are in default with the payment of dues and assessments.
- E. To announce members in default in the payment of dues and assessments.
- F. To provide every new member with a copy of the current By-laws and Rules of the Lodge upon admission to membership, and to provide additional copies to any member requesting one. [Amended May 2, 2008]

Section 14:

The Treasurer is the custodian of the funds of the Lodge. He shall receive a salary as recommended by the Board of Directors. His duties are:

- A. To receive, and account for all money collected by the Membership secretary and to issue proper receipt therefore.
- B. To record in and update the financial books of the Lodge. He shall register timely income and disbursements of the Lodge.
- C. To deposit in a Lodge account all moneys and other funds received by the Lodge, within two (2) business days of such receipt.
- D. To issue and co-sign checks together with the President, upon receipt of proper order for payment and to see to the proper delivery thereof.
- E. To withdraw funds from savings accounts opened in the name of the Lodge provided the withdrawal slip bears the signature of the President in addition to his own.
- F. To interpret Lodge and RIWA financial statements presented to the Board and provide information about those statements as requested. [Amended May 2, 2008]

Section 15:

Directors-at-Large, as members of the Board of Directors, supervise the affairs of the lodge. Their duties are:

- A. To sit as members of the Board of Directors and attend any meetings thereof.
- B. To receive and review financial reports from the Treasurer, and any managers, accountants and auditors of the Lodge.
- C. Consistent with the broad functions of the Lodge, the President may assign specific duties to the Directors-at-Large; such as the chairmanships of standing committees. Examples of such may be, but are not limited to, the following:
  - 1) Social Chairman
  - 2) Membership chairman
  - 3) Scholarship Chairman
  - 4) Cares Chairman
  - 5) Bingo Chairman**
  - 6) Planning & By-laws Chairman
  - 7) Bar/Beverage Chairman
  - 8) Food Services Chairman
  - 9) Building & Grounds Chairman

- D. With approval of the President, Chairmen of standing committees may appoint, from the general membership, such other committee members as may be deemed necessary to carry out the functions of the Lodge. [Amended May 2, 2008]

Section 16:

In the event of the death, resignation or removal from office of any of the Board of Directors other than the President, the President shall appoint a successor to fill said vacancy for the balance of the term of such officer or director, or until the next election, whichever first occurs. The named successor must be approved by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting.

Section 17:

If an officer or a director is absent from three (3) consecutive meetings without sufficient cause or upon a failure to perform the duties of his office, he may be removed from office by the President, pending approval of such removal by a two-thirds (2/3) vote of the remaining Board

Section 18:

Based upon a failure to perform the duties of his office, a President may be removed from office only upon a three-fourths (3/4) vote of all members of the Board of Directors at a regularly scheduled meeting of the Board.

**ARTICLE VII - NOMINATIONS AND ELECTIONS**

Section 1:

To be a nominee for an elective office of the Lodge, a potential candidate must:

- A. Be a member in good standing. (See Membership Requirements)
- B. Have been a member of the Lodge for at least two (2) years. To be a candidate for the office of President, he must have served a full two- (2) year term on the Lodge Board of Directors.
- C. Accept their nomination at the time it is presented to the floor. Candidates unable to be present at the nomination meeting must present their intentions in writing at this meeting.
- D. Not be a purveyor to the Lodge.
- E. Not work in a paid position in the Lodge or receive a salary or hourly wage from the Lodge, except for those positions on the Board that are salaried.

Section 2:

A Nominations and Elections Committee consisting of five (5) members in good standing shall be appointed by the President to develop a slate of candidates. The Nominations and Elections Committee shall:

- A. Submit its slate of nominees at the February membership meeting. Nominations from the floor will be accepted at that meeting. There will be no further nominations accepted after that date
- B. Make certain that the rules concerning the procedures for nominations and the election (including the procedure, if any, for the dissemination and return of absentee ballots) are timely published in the monthly newsletter. (Amended May 2, 2003)

Section 3:

The Recording Secretary shall arrange the slate of all candidates in an order determined by a random drawing, and will notify all club members of the slate by a newsletter at least fifteen days before the March election meeting. (Amended May 2, 2003)

Section 4:

Prior to the day of the March election meeting, the Nominations and Elections Committee shall:

- A. Prepare a ballot containing the names of all candidates in the order drawn.
- B. Obtain a list of those members eligible to vote, which shall be used for the registration of electors.
- C. Arrange for a polling place that will permit a reasonable degree of privacy, and supervise voting beginning at 10:00 a.m. on the date of the March meeting.
- D. Provide an absentee ballot to any member requesting one, and set procedures to assure the integrity of any absentee ballots so issued and their receipt after completion.

(Amended May 2, 2003)

Section 5:

Voting will cease at the start of the March General Membership meeting.

- A. Only those members that have paid their current dues by January 31<sup>st</sup> and been members in good standing for at least the previous sixty- (60) days shall be eligible to be an elector. Each elector must register prior to receiving a ballot.
- B. Ballots must be deposited in a sealed ballot box, which will not be opened until after the polls close.
- C. Absentee ballots must be returned to the Nominations and Elections Committee Chairman according to the procedure to be established by the committee. (See Section 4, D. above.)
- D. Ballots and absentee ballots shall be tabulated by the Nominations and Elections Committee, along with three (3) club members picked at random from the General Membership by the President.
- E. The winning candidates shall be announced to the floor at the March election meeting.

Amended May 2, 2003

Section 6:

The person receiving a plurality of the votes for each position shall be declared duly elected.

Section 7:

In the event of a tie, a run-off election will be held at the March meeting by those members present. (Amended May 2, 2003)

**ARTICLE VIII – MEETINGS**

Section 1

The regular meeting of the General Membership of the Lodge will be held on the first Friday of the month; except when the first Friday falls on a legal holiday, in which case the meeting will then be held on the following Friday.

- A. The regular meeting will be conducted in accordance with these By-laws and other rules set down by the General Membership and the Board of Directors.
- B. The meetings will begin promptly at 7:00 pm (Amended July 12, 2002)
- C. No regular or special meeting of the Lodge shall be declared open unless a quorum is present. The presence of not less than 75 members in good standing shall constitute a quorum. When only 75 members are present at a regular or special meeting, a two-thirds vote is required in the matter of soliciting funds, except for the ordinary Lodge administration expenses.

Section 2:

Special meetings of the general membership of the Lodge may be called by the President or by written request of ten (10) members in good standing. The request must be signed by said members and must contain a detailed reason for the special meeting and all members of the Lodge must be notified thirty (30) days in advance of such meetings.

Section 3:

All members must be notified in the newsletter or by special mailing of all regular or special meetings, and their times and dates.

**ARTICLE IX – MISCELLANEOUS**

Section 1.

Any By-Law Amendments that are not specifically related to the main By-Laws can and will be included in Article IX.

Section 2.

The annual installation of the newly-elected and hold over members of the Board of Directors shall occur at the March general membership meeting. Such officers shall be installed by any past or retiring President.

Section 3.

No expense incurred by any member of the Roma Lodge shall be reimbursed from the treasury without prior approval and receipt.

Section 4.

The President shall have the authority to approve expenditure of up to \$1,000.00. Any expenditure of \$1,000.00 or more, but less than \$3,000.00, shall require the approval of two-thirds vote of the Board of Directors. Any expenditure of \$3,000.00 or more shall be submitted to the general membership for approval.

- A. In case of an emergency, the President may approve whatever monies are required to repair and/or replace items required to remove the emergency.

Section 5.

The Board of Directors can establish standing committees. The Chairpersons of these committees shall be appointed by the President and approved by the Board of Directors, to serve in that capacity during the term of the Lodge President.

- A. A temporary committee may be established by the Board as deemed necessary. The President shall appoint chairpersons for such committees, with the approval of the Board, to serve for the tenure of that committee's existence, whether or not that time goes beyond the Lodge President's term of office.

Section 6.

The President, with the approval of the Board of Directors, can/shall hire a secretary to answer the phone, take hall bookings, type letters and the Roma Lodge newsletter, and receive when necessary goods coming to the Lodge.

Section 7.

The Board of Directors may temporarily restrict or place on probation a member from Lodge activity if that member's behavior or activities indicate such action.

- A. A member may be dropped from the Lodge if his activities or behavior indicate such action only with two-thirds vote of the members present at a regular or special meeting of the Lodge.
- B. After two such probations, the member will automatically be dropped from the Lodge.

Section 8.

A Roma Lodge board member may be removed from office, but not necessarily from the Lodge, if his activities or behavior indicate such action, only with two-thirds vote of the Lodge members at a regular special meeting of the Lodge. {Amended May 2, 2008}

Section 9:

The grandchildren of Lodge members may attend any event that is open to children of Lodge members. [Amended May 2, 2008]

Section 10.

The Roma Lodge Columbus Day Dinner and Christmas Party shall be "member's only functions". The Members Christmas Party must be held on a Saturday night. [Amended May 2, 2008 and January 2, 2009]

Section 11.

All members shall be duly bound to attend the funeral of deceased members when possible. {Amended May 2008}

Section 12.

These articles shall be reviewed at least once every five (5) years.

**ARTICLE X - DISSOLUTION**

Section 1:

In the event of the dissolution of this corporation either by act of the Lodge or by operation of law; any and all funds, assets (including any personal or real property or receivables) shall be donated to a recognized organization or organizations involved exclusively in charitable activities in the greater Racine area.

**ARTICLE XI - AMENDMENTS**

Section 1:

Proposed amendments to these By-Laws shall be submitted to the President, who shall arrange to have the proposed amendment published in the Lodge newsletter.

Section 2:

These By-laws may be added to or amended by a two-thirds (2/3) majority of all votes cast by members in good standing and in attendance at a membership meeting, provided that notice of such proposed changes have appeared in the newsletter at least thirty (30) days prior to such meeting.

Section 3:

Amendments become effective thirty (30) days after adoption, except for the approval of this complete set of new By-laws, which become effective immediately upon adoption.

**ATTESTATION**

The By-law Articles I through XI were adopted the 7th day of July, 2000 by two-thirds (2/3) vote of the General Membership present at a regularly scheduled meeting after due notice.  
By-laws were amended July 12, 2002, May 2, 2003, May 2, 2008, and January 2, 2009.

*Don Cicero*

*Jerry Perona*

*Jeff DeMatthew*

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Don Cicero, President  
January 2, 2009

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Jerry Perona, Recording Secretary

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Jeff DeMatthew, Parliamentarian