

**THE ORDER OF
UNITED COMMERCIAL TRAVELERS
OF AMERICA**

Instituted Jan. 16, 1888

**CONSTITUTION,
BYLAWS AND
STANDING ORDERS**

**GOVERNING
SUPREME, GRAND and
TRADITIONAL LOCAL COUNCILS**



EFFECTIVE SEPT. 1, 2016

**STEPHEN R. DESSELLES
SUPREME SECRETARY-TREASURER
COLUMBUS, OHIO**

ARTICLES OF INCORPORATION

of

THE ORDER OF UNITED COMMERCIAL TRAVELERS OF AMERICA

AS AMENDED AUGUST 2, 1922; OCTOBER 31, 1927; DECEMBER 9, 1948; AUGUST 4, 1978; JULY 11, 1979; JULY 7, 1982; SEPTEMBER 1, 1987 and AUGUST 3, 1989.

WITNESSETH: That we, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation not for profit, under the general corporation laws of said State, do hereby certify:

FIRST. The name of said corporation shall be THE ORDER OF UNITED COMMERCIAL TRAVELERS OF AMERICA.

SECOND. Said corporation shall be located, and its principal business transacted at Columbus, Franklin County, Ohio.

THIRD. The purpose for which said corporation is formed is:

1st. To unite fraternally all persons of good moral character as are now or may hereafter become eligible to membership under the provisions of the Constitution of the Order.

2nd. To give all moral and material aid in its power to its members and those dependent upon them. Also to assist the widows, widowers and orphans of deceased members.

3rd. To establish indemnity funds and issue insurance and other benefits permissible under the laws governing fraternal benefit societies.

4th. To secure just and equitable consideration for all members.

5th. To elevate the moral and social standing of its members.

IN WITNESS WHEREOF, We have hereunto set our hands this 25th day of September, A.D. 1890.

s

JOHN C. FENIMORE
LEVI C. PEASE
S. H. STRAYER
W. E. CARPENTER
JOHN DICKEY
C. S. AMMEL
F. A. SELLS
CHARLES B. FLAGG

CONSTITUTION

ARTICLE I.

Article I, Section 1. This society shall be known as The Order of United Commercial Travelers of America.

Objects of the Order

Article I, Section 2. The objectives of the Order are to assist Grand councils to maintain continuity and consistency through such methods as training and meetings, so they in turn can assist traditional local councils in their good work holding charitable fund raising activities and making charitable donations to people in need in their respective communities. The members share a common commitment to good citizenship and are further committed to engaging in fraternal and community service activities that benefit the communities in which members live, work and visit. The fraternal objectives are presented under the articles of incorporation.

Councils

Article I, Section 3. There shall be established and maintained traditional local councils, alternative local councils, grand councils and a Supreme Council, as hereinafter provided.

ARTICLE II. TRADITIONAL LOCAL COUNCILS

Article II, Section 1. Each traditional local council shall exist by virtue of a charter duly granted by the supreme council on an application signed by not less than ten (10) eligible persons who are not members of an existing council.

Officers and Elections

Article II, Section 2. The officers of each traditional local council shall be:

1. Senior Counselor.
2. Junior Counselor.
3. Past Senior Counselor.
4. Conductor. (optional)
5. Secretary-Treasurer.
6. Page. (optional)
7. Sentinel. (optional)
8. Chaplain. (optional)
9. Up to Four Elected Members of Executive Committee.

At the first annual election held by a traditional local council, all officers shall be elected to serve until the second annual election, except that half of the elected members of the executive committee shall be elected to serve until the third annual election.

Commencing with the third annual election, the provisions herein relating to election of officers shall apply to newly organized traditional local councils.

All officers of traditional local councils shall be elected annually for a term of one year except elected members of the executive committee, who are elected for two-year terms.

The presiding officer, before the balloting begins for any election, shall appoint three members to act as tellers, one of whom shall act as clerk of said election.

The officers of traditional local councils shall be elected at the first regular March meeting of each council and may be installed on the day of their election. If a council defers their installation to their next regular meeting, all officers shall commence their duties on that date, with the exception of the secretary-treasurer whose duties shall begin April 1.

All elective officers shall be chosen by secret ballot, provided, however, that if there shall be but one nominee for any office, by motion from the floor the election may be by voice vote. The member receiving a majority of votes cast for any office shall be declared elected. Lacking a majority, at the conclusion of each ballot, the person having the smallest number of votes shall be dropped and the balloting shall then proceed until a conclusion is reached.

The installation of officers and representatives to the grand council of a traditional local council may be conducted publicly.

The title of past counselor shall be conferred on: any past senior counselor who shall have served for a term of one full year; any secretary-treasurer who shall have served for three full years; and any member of the executive committee or chaplain who shall have served for six full years. Also, anyone who has served as a line officer, chaplain and/or a member of the executive committee for a total of six years in the member's own or another council, as long as they are a council member, may receive, by a majority vote of the members present and voting at a meeting of the council, the title of past counselor.

Any local officer as defined in this section shall receive the title of past counselor if the officer, after being duly elected, is prevented by death or physical disability from completing the required years of service as set out in the previous paragraph.

No one shall be eligible to the office of past senior counselor who has not served one year as senior counselor; nor to the office of senior counselor who has not as junior counselor served at a majority of the regular meetings held by the council while the member was acting in that capacity; provided, however, that the foregoing provisions shall not apply to members on whom the title of past counselor has been conferred, nor to a newly organized traditional local council until its third annual election. Nor shall the foregoing provisions apply to a council whose offices have been declared vacant, necessitating a reorganization, by the supreme or grand counselor.

Duties of Officers

Article II, Section 3. Senior Counselor. The senior counselor may be known as the president of a traditional local council. The senior counselor is the presiding executive officer of the council. It is the senior counselor's responsibility to preside at all council meetings, to serve on the council's executive committee, to maintain supervision of all ritualistic work of the council, to operate the council in accordance with the Constitution, Bylaws and Standing Orders of the Order and to give the charge of the office at the initiation of candidates.

The senior counselor appoints all council committees, except the executive committee.

At the council's regular February session, the senior counselor shall appoint a member to serve on the examining finance committee for a term of three years.

It is further the senior counselor's responsibility to perform such other duties as prescribed by the *Manual of Operations for a Traditional Local Council* or as may be assigned by the grand counselor or supreme counselor.

Article II, Section 4. Junior Counselor. The junior counselor may be known as the vice president of a traditional local council. It is the junior counselor's responsibility to give the charge of the office at the initiation of candidates, to assist the senior counselor in the discharge of the senior counselor's duties and, in the absence of the senior counselor, to exercise all powers and perform all duties of the senior counselor.

1 It is the duty of the junior counselor to visit the sick, needy and
2 distressed members of the Order residing within the jurisdiction of the
3 council, except the members of other councils having concurrent
4 jurisdiction, and to report thereon at each council meeting.

5 It is further the junior counselor's responsibility to perform
6 such other duties as prescribed by the *Manual of Operations*
7 *for a Traditional Local Council* or as may be assigned by the
8 senior counselor.

9 **Article II, Section 5. Past Senior Counselor.** The past senior
10 counselor may be known as the immediate past president of a
11 traditional local council. It is the past senior counselor's responsibility
12 to give the charge of the office at the initiation of candidates,
13 to assist in preserving decorum of the council, to preside in the
14 absence of both the senior counselor and junior counselor
15 and perform such other duties as prescribed by the *Manual of*
16 *Operations for a Local Council*.

17 **Article II, Section 6. Secretary-Treasurer.** The secretary-
18 treasurer of a traditional local council shall keep a record of
19 the proceedings of the council, have custody of the council's
20 funds and perform such other duties as may be prescribed by
21 the *Manual of Operations for a Traditional Local Council* and
22 *Handbook for the Secretary of a Local Council* or as may be
23 assigned by the senior counselor, executive committee, grand
24 counselor, supreme counselor or Board of Governors.

25 **Article II, Section 7. Conductor.** (Optional) The Conductor may
26 be known as a Director of a local council. The conductor of a
27 traditional local council shall have charge of the ballot while the
28 council is voting on applicants, have charge of the paraphernalia
29 and arrangements of the council chamber for initiation, give
30 the charge of the office to such candidates and perform such
31 other duties as prescribed by the *Manual of Operations for a*
32 *Traditional Local Council* or as may be assigned by the senior
33 counselor. If there is no one serving as conductor, then the
34 senior counselor shall, from time to time, appoint someone to
35 perform these duties.

36 **Article II, Section 8. Page.** (Optional) The Page may be
37 known as a Director of a local council. The page of a traditional
38 local council shall give the charge of office at the initiation
39 of candidates, have charge of the inner door of the council
40 chamber, receive and introduce visitors and perform such other
41 duties as prescribed by the *Manual of Operations for a Traditional*
42 *Local Council* or as may be assigned by the senior counselor.
43 If the traditional local council elects not to have a page, then

1 the senior counselor shall, from time to time, appoint someone
2 to perform these duties.

3 **Article II, Section 9. Sentinel.** (Optional) The Sentinel may
4 be known as a Director of a local council. The sentinel of a
5 traditional local council shall give the charge of the office at
6 the initiation of candidates and have charge of the doors of
7 the council chamber and ante-room. It is the sentinel's duty to
8 see that none pass or repass but such as are entitled to that
9 privilege and to have charge of the property of the council
10 rooms. It is further the sentinel's responsibility to perform such
11 other duties as prescribed by the *Manual of Operations for a*
12 *Traditional Local Council* or as may be assigned by the senior
13 counselor. If the traditional local council elects not to have a
14 sentinel, the senior counselor shall, from time to time, appoint
15 someone to perform these duties.

16 **Article II, Section 10. Executive Committee.** The executive
17 committee of a traditional local council shall consist of the
18 following members: the senior counselor, the junior counselor,
19 the secretary-treasurer and a minimum of two other members
20 of said traditional local council, with one-half of these members
21 elected annually to serve for a term of two years each. Each
22 council may elect to have its past senior counselor serve as a
23 member of the executive committee. The executive committee
24 shall choose its own chairman.

25 It is the responsibility of the executive committee to examine
26 all accounts and approve such as are valid against its council.
27 The committee shall examine quarterly, or whenever it deems
28 it advisable, the books, papers and property of the secretary-
29 treasurer and all funds and property in the secretary-treasurer's
30 possession. The committee may require reports and accounts
31 from the secretary-treasurer as often as deemed advisable, so
32 as to maintain an oversight over the books, papers, accounts,
33 funds, property and business of its council."

34 The executive committee shall designate one member of
35 the executive committee (other than the secretary-treasurer)
36 to countersign all checks or vouchers issued by the secretary-
37 treasurer.

38 The executive committee shall perform such other duties as
39 prescribed by the *Manual of Operations for a Traditional Local*
40 *Council* or as may be assigned by the grand counselor, grand
41 executive committee or the Board of Governors.

Article II, Section 11. Chaplain. (Optional) The chaplain of a traditional local council shall conduct devotional exercises at the opening and closing of the council session, give the charge of the office at the initiation of candidates and perform such other duties as prescribed by the *Manual of Operations for a Traditional Local Council* or as may be required by the senior counselor. If there is no one serving as chaplain, then the senior counselor shall, from time to time, appoint someone to perform these duties.

Vacancies in Office

Article II, Section 12. If any officer of a traditional local council shall be absent for three consecutive months from the regular sessions of the council, the member's position may, before the close of such third monthly meeting, be declared vacant by the senior counselor unless an excuse is furnished which is satisfactory to a majority of the members present.

If a vacancy occurs, from any cause, in any office in a traditional local council, the executive committee shall fill such vacancy by the appointment of some eligible person thereto until the next annual election.

If the executive committee fails to appoint a person eligible to fill a vacancy in any office, such vacancy shall be filled by the council at its next session.

Meetings and Quorum

Article II, Section 13. All traditional local councils shall hold regular meetings at least once each month upon a stated date fixed by the council.

The failure of a traditional local council for three successive months to hold a meeting shall be sufficient cause for its suspension and the arrest of its charter.

Seven members of a traditional local council shall constitute a quorum for the transaction of business. If a council cannot obtain a quorum after 2 successive meetings then the number of members present at those meetings shall be the established quorum. The minimum number of members required for a quorum shall be three.

The annual session shall be the first regular March session of each year.

Special Sessions

Article II, Section 14. Special meetings shall be called by the senior counselor upon written requests of an established quorum of members in good standing. A notice of such meetings shall be mailed or delivered by the use of authorized communications equipment to each member's last known address at least eight days prior to the date thereof."

Special meetings solely for the purpose of conferring the degree of the Order upon previously elected candidates may be called by the senior counselor on the senior counselor's own motion, notice to be given to the members of the council in such manner as the council may determine.

At special meetings, no business shall be transacted by any traditional local council, excepting such as is stated in the notice thereof; excepting Order of Business No. 3.

Council Finances

Article II, Section 15. The fiscal year of all traditional local councils shall commence upon the first day of April of each year.

Article II, Section 16. Each traditional local council shall have the exclusive right to regulate its own financial affairs, insofar as its General Fund is concerned. The annual council dues shall be a minimum of twelve dollars per member. The amount of annual council dues shall not be changed other than to comply with this requirement unless each member shall have been given 30 days written notice by mail of such intent, and the motion to make such change receives two-thirds of the votes of those present who are entitled to vote.

Article II, Section 17. Examining Finance Committee. The examining finance committee shall consist of three members. At the regular February session of the council, the senior counselor shall appoint a member to serve on this committee for a term of three years. Such appointee shall serve as chairman of the committee during the member's third year. None of the members of this committee shall be members of the executive committee.

It shall be the duty of the examining finance committee to audit the books and vouchers of the secretary-treasurer and report thereon at the next regular April session of the council. Copies of this report shall be forwarded immediately to Supreme Headquarters and the grand secretary.

Representation to the Grand Council

1 **Article II, Section 18.** Each traditional local council shall be
2 entitled to one representative in the grand council having
3 jurisdiction over it and as many more as such grand council
4 may determine, provided that the total representatives shall be
5 apportioned among the traditional local councils in proportion
6 to their membership at the end of the traditional local council's
7 fiscal year.

8 No traditional local council shall be allowed representation
9 at its grand council session unless said traditional local council
10 shall have paid all monies due its grand council and the
11 Supreme Council.

12 The representatives to which a traditional local council may be
13 entitled in the grand council shall be elected at the first regular
14 March session of each council. Alternates shall be elected to
15 fill vacancies as they occur in the regular representation and
16 shall serve in the order of their election.

17 If, by reason of the inability of representatives and alternates
18 to attend any meeting of the grand council, the representatives
19 of any traditional local council shall fall below the number to
20 which it is entitled, the senior counselor may appoint from among
21 the council's members such a number of representatives for
22 the council as will secure to it full representation at said session.

23 Each traditional local council shall be responsible for the
24 requirements necessary for election of representatives to a
25 grand council session.

26 It shall be duty of each representative to the grand council to
27 attend the annual meeting of the grand council next following
28 the representative's election and all special meetings held
29 during the year following the election, to participate in the
30 proceedings thereof, and to make a report on the proceedings
31 to the traditional local councils at such time as the council may
32 designate.

Alternative Local Councils

33 **Article II, Section 19.** Alternative local councils are designed
34 to foster and cultivate nontraditional methods of conducting
35 fraternal activities. Each alternative local council shall exist by
36 virtue of a charter duly granted by the Board of Governors on
37 an application signed by not less than ten (10) eligible persons.
38 Except as set forth in this Article II, Section 19, the Board of

1 Governors shall adopt rules and regulations governing the
2 establishment of the alternative local councils, the operation
3 of the alternative local councils, the financial affairs of the
4 alternative local councils, including dues, and the suspension
5 or termination of the alternative local councils.

6 The officers of alternative local councils shall be:
7 1. President
8 2. Vice President
9 3. Secretary/Treasurer

10 The officers shall be elected to a one year term by the
11 members of the council.

12 Subject to the rules and regulations set forth by the Board of
13 Governors each alternative local council shall be largely self
14 governing, and shall be entitled to one representative to the
15 Grand Council having jurisdiction over it.

ARTICLE III. GRAND COUNCILS

16 **Article III, Section 1.** Each grand council shall exist by virtue of a
17 charter duly granted by the Supreme Council, and shall exercise
18 such jurisdiction as is herein conferred over all traditional local
19 councils within its prescribed territory. It shall be composed of its
20 past grand counselors, officers, standing committee members
21 and the past counselors and representatives from its local
22 councils.

23 Each member of a grand council in attendance at a grand
24 council session shall be entitled to one vote, except when the
25 number of past grand counselors or past counselors not sitting as
26 representatives or alternates at any session, exceeds fifty percent
27 (50%) of the duly accredited representatives, alternates (sitting
28 as representatives), elective officers and standing committee
29 members, they each shall be entitled to one-half vote.

30 Any member of a grand council who transfers residence and
31 membership to another grand jurisdiction shall by virtue of such
32 transfer of membership and residence become a member of the
33 grand council to whose jurisdiction the member transfers.

Charters

34 **Article III, Section 2.** A charter for a traditional local council may
35 be granted by the supreme council upon the recommendation

of the grand council having jurisdiction over the territory within which such proposed council is to be located, on an application signed by not less than ten (10) eligible persons who are not members of an existing council.

Article III, Section 3. Every application for the establishment of a new traditional local council in any city, town or village in which one or more traditional local councils exists, shall be made to the grand counselor within whose jurisdiction said new traditional local council will, if established, be located. On receipt of said application, a copy thereof shall be given by the grand counselor to the grand secretary, who shall immediately forward to the secretary-treasurers of all traditional local councils a copy of said application for approval.

Said traditional local council or councils shall act on the application at the next meeting.

In a city, town or village with less than 50,000 population, no new council shall be established without the consent of each of the existing traditional local councils in said city, town or village. In cities having a population of 50,000 or more, a new council may be established without such consent.

Within ten days after the acceptance or rejection of said application by each council, the council's secretary-treasurer shall notify the grand secretary of the action of the traditional local council.

In case of the rejection of an application for a new council, under conditions enumerated in this section, the petitioners may appeal to the grand executive committee within 60 days for a final decision.

A traditional local council contemplating surrendering its charter must give a written notice to Supreme Headquarters and the grand secretary and each member in good standing in said council of a meeting to be held not less than 30 days from the date of such notice, at which meeting the question shall be put, "Shall this council surrender its charter?" If a majority of those present vote in the affirmative, the secretary-treasurer shall at once forward all money belonging to the Order together with all records, books and the charter of the council to Supreme Headquarters and at the same time notify the grand secretary of the action taken.

Supreme headquarters or its designee shall at once audit the books and accounts. If after the payment of all just debts,

there shall be a balance remaining in the general fund of the council, such balance and all properties shall be turned over to the secretary of the grand council which held jurisdiction over the traditional local council, who shall credit such funds to the general fund of the grand council. Where there is a consolidation of two or more councils, all monies to the credit of the general fund held by the councils whose charters are discontinued shall be transferred to the council continuing."

Any properties, other than money, of a council surrendering its charter, shall be kept intact until the time a receipt from Supreme Headquarters for all money due the Order has been received by the secretary-treasurer, when such properties shall be sold immediately by the executive committee of the council to the best advantage possible, and the proceeds therefrom shall be remitted to the secretary of the grand council which held jurisdiction over the traditional local council and by the grand secretary credited to the general expense fund of the grand council.

Where there is a consolidation of two or more councils, all monies to the credit of the assessment fund and Widows' and Orphans' Fund held by the councils whose charters are discontinued shall be transferred to the council continuing and all monies in the general expense fund of such council shall become the property of the council continuing.

If any traditional local council surrenders its charter or its charter is arrested or revoked or the council suspended, Supreme Headquarters shall, within 60 days, issue a transfer to each member in good standing of said council to a council within whose jurisdiction the member resides. Should a council receiving a transfer refuse to accept the member, Supreme Headquarters shall notify said member and the member shall be given the privilege of transferring to the council of the member's choice.

Where there is a consolidation of two or more councils, Supreme Headquarters may transfer the entire membership of the council discontinuing to the continuing council.

The charter may be reissued in the case of surrender, arrest or revocation, in the same manner and upon the same terms as provided in Sections 2 and 3 of this Article, and in case of such reissue, the name and number of such defunct council may be assigned to the new council, if such name and number are still available.

The number assigned for a charter cannot be transferred from its original location, except that a council name and number may be used anywhere in the metropolitan area of the city to which it was originally assigned.

Officers and Elections

Article III, Section 4. The officers of each grand council shall be:

1. Grand Counselor.
2. Grand Junior Counselor
3. Grand Past Counselor
4. Grand Secretary.
5. Grand Treasurer.
6. Grand Conductor.
7. Grand Page. (optional)
8. Grand Sentinel. (optional)
9. Up to Four Elected Members of Grand Executive Committee.

At the first annual election held by a grand council, all officers shall be elected to serve until the second annual election, except that one half of the elected members of the executive committee shall be elected to serve until the third annual election.

Commencing with the third annual election, the provisions herein relating to the election of officers shall apply to newly organized grand councils.

No member shall be elected to any office who is not in good standing in the member's traditional local council.

The presiding officer of each council, before the balloting begins at any election, shall appoint three members to act as tellers, one of whom shall act as clerk of such election.

All elective officers shall be chosen by secret ballot, provided, however, that if there shall be but one nominee for any office, by motion from the floor, the election may be by voice vote. The member receiving a majority of votes cast for any office shall be declared elected. Lacking a majority, at the conclusion of each ballot, the member having the smallest number of votes shall be dropped and the balloting shall then proceed until a conclusion is reached.

Election of officers shall take place at such time during the annual session as may be decided by each grand council. The installation of said officers shall take place on the last day of the annual session.

Each grand council shall determine the term of office of the grand secretary and grand treasurer. Each grand council may also elect to combine the offices of grand secretary and grand treasurer.

The installation of grand council officers and elected representatives to the Supreme Council may be conducted publicly.

The title of past grand counselor shall be conferred on: any grand past counselor who shall have served as such for a term of one full year; any grand secretary who shall have served as such for three years; any grand treasurer and any member of the grand executive committee who shall have served as such for six full years; and anyone who shall have served as a line officer and a member of the grand executive committee for six years.

Any grand officer as defined in this section, if after being duly elected, is prevented by death or physical disability from completing the required years of service as set out in the previous paragraph, shall receive the title of past grand counselor.

All officers of grand councils shall be elected annually for a term of one year except as otherwise provided in this section.

No one shall be eligible to the office of grand past counselor who has not served one term as grand counselor, nor to the office of grand counselor who has not served as grand junior counselor, nor to the office of grand junior counselor who has not served as either grand conductor or grand page; provided, however, that none of the foregoing provisions shall apply to persons on whom the title of past grand counselor has been conferred; nor to a newly organized grand council until its third annual election.

No representative shall be eligible to election to office in the grand council unless the member be a past counselor.

Duties of Officers

Article III, Section 5. Grand Counselor. The grand counselor may be known as the president of a grand council. The grand counselor is the presiding executive officer of the grand council. It is the grand counselor's responsibility to preside at all grand council meetings, to serve on the grand executive committee and to operate the grand council in accordance with the Constitution, Bylaws and Standing Orders of the Order.

The grand counselor shall appoint a grand chaplain and all committees of the grand council, except the grand executive committee.

The grand counselor shall give instructions to traditional local councils, when requested or when deemed proper by the grand counselor, regarding the ritualistic work of the Order.

The grand counselor shall call special meetings of the grand executive committee, either upon the grand counselor's own initiative or upon the written request of a majority of the grand executive committee.

The grand counselor shall report to the supreme counselor any neglect or refusal on the part of any traditional local council, or any officers, within the grand counselor's jurisdiction to obey the Constitution, Bylaws and Standing Orders of the Order and to submit to the supreme counselor all such facts as may come to the grand counselor's knowledge in regard thereto, and when authorized by the supreme counselor, to suspend any such traditional local council or any of its officers, and also to arrest the charter of such offending council.

It is further the grand counselor's responsibility to perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand executive committee, Board of Governors or supreme counselor.

Article III, Section 6. Grand Junior Counselor. The grand junior counselor may be known as the vice president of a grand council. It is the grand junior counselor's responsibility to assist the grand counselor in the discharge of the grand counselor's duties and, in the absence of the grand counselor, to exercise all powers and perform all duties of the grand counselor.

It is further the grand junior counselor's responsibility to perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor.

Article III, Section 7. Grand Past Counselor. The grand past counselor may be known as the immediate past president of a grand council. It is the grand past counselor's responsibility to assist in preserving decorum of the grand council, to preside in the absence of both the grand counselor and grand junior counselor and to perform such other duties as prescribed by the *Manual of Operations for a Grand Council*.

Article III, Section 8. Grand Secretary. The grand secretary shall keep a record of the proceedings of the grand council and preserve all papers and documents relating to its business.

The grand secretary shall attest all orders drawn on the grand treasurer for money appropriated by the grand council or the grand executive committee. The grand secretary shall collect all money due the grand council, giving receipt for same, keep a correct account thereof, pay the same to the grand treasurer, taking the grand treasurer's receipt therefor, and also to keep the accounts between the grand council and the Supreme Council, and also between the grand council and the traditional local councils within its jurisdiction. The grand secretary shall report all delinquent councils to the grand counselor.

The grand secretary shall submit, at each annual session of the grand council, a report giving a statement of the transactions of the office, the money received and disbursed, and from/to what sources the same was received/dispensed, the state of the Order within the jurisdiction of the grand council and an abstract of all matters reported by the traditional local councils for the year.

Within 30 days following adjournment of the grand council, the grand secretary shall mail to Supreme Headquarters a copy of the reports of the grand examining finance committee, grand treasurer and grand secretary.

The grand secretary shall give notice of all meetings of the grand council when so directed by the grand counselor or grand executive committee and shall notify the members of the grand executive committee of its meetings when so directed by the grand counselor or grand executive committee chairman. The grand secretary shall keep minutes of all meetings of the grand executive committee.

The grand secretary shall attend any committee meeting of the grand council when so notified and furnish such official papers as may be required.

Prior to each session of the grand council, the grand secretary shall send to each secretary-treasurer blank forms for the credentials of representatives and alternates.

The grand secretary shall report to Supreme Headquarters the names of all persons on whom the grand council has conferred the title of past grand counselor.

The grand secretary shall have custody of the grand council seal.

The grand secretary shall further perform such other duties as may be prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor, grand executive committee, supreme counselor or Board of Governors.

Article III, Section 9. Grand Treasurer. The grand treasurer shall take charge of all funds of the grand council and receipt to the grand secretary or other proper persons for all money received. The grand treasurer shall keep a correct account of such funds and also keep a correct account of and pay all orders, bills, claims and demands, if attested by the grand secretary and approved by the grand counselor or grand executive committee, subject to compliance with grand council bylaws, where they do not conflict with the Supreme Constitution and Bylaws.

At each annual session of the grand council, the grand treasurer shall submit a correct report showing the receipts and disbursements of the several funds belonging to the grand council.

The grand treasurer shall attend any committee meeting of the grand council when so notified and furnish such official papers as may be required.

The grand treasurer shall further perform such other duties as may be prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor, grand executive committee, supreme counselor or Board of Governors.

Article III, Section 10. Grand Conductor. The Grand Conductor may be known as a Director of a grand council. The grand conductor shall perform such duties as may be prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor or grand executive committee.

Article III, Section 11. Grand Page. (Optional) The Grand Page may be known as a Director of a grand council. The grand page shall have charge of the inner door of the grand council chamber, receive and introduce visitors and perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor or grand executive committee. If the grand council elects not to have a grand page, the grand conductor shall assume these duties.

Article III, Section 12. Grand Sentinel. (Optional) The Grand Sentinel may be known as a Director of a grand council. The grand sentinel shall have charge of the doors of the grand council chamber and ante-room. It is the grand sentinel's duty to see that none pass or repass but such as are entitled to that privilege, and to have charge of the property of the grand council rooms. It is further the grand sentinel's responsibility to perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor or grand executive committee. If the grand council elects not to have a grand sentinel, the grand page shall assume these duties.

Article III, Section 13. Grand Executive Committee. The grand executive committee shall consist of the following members: the grand counselor, the grand secretary, the grand treasurer and a minimum of two other members of said grand council, with one-half of these members elected annually to serve for a term of two years each. Each grand council may elect to have its grand past counselor and grand junior counselor serve as members of the grand executive committee. The grand executive committee shall choose its own chairman.

It is the responsibility of the grand executive committee to maintain supervision over the books, papers, accounts, funds and property of its grand council, with the right at all times of examination and audit.

The grand executive committee shall perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand council, supreme counselor or Board of Governors.

Article III, Section 14. Grand Chaplain. The grand chaplain shall conduct devotional exercises at the opening and closing of each grand council session and perform such other duties as prescribed by the *Manual of Operations for a Grand Council* or as may be assigned by the grand counselor.

Vacancies in Office

Article III, Section 15. If a vacancy occurs from any cause in any office in a grand council, the executive committee of said council shall fill such vacancy by the appointment of some eligible person thereto until the next annual election.

If the executive committee of a grand council fails to appoint a person eligible to fill a vacancy in any office in said council,

1 such vacancy shall be filled by the grand council at its next
2 session.

Annual Sessions

3 **Article III, Section 16.** The annual session of each grand
4 council shall be held at such time and place as shall be decided
5 upon at the previous annual session. In case of emergency, the
6 grand executive committee may change the time and place of
7 meeting.

8 Fifteen duly qualified members of a grand council, at least
9 five of whom shall be duly elected representatives or alternates,
10 shall constitute a legal quorum.

Special Sessions

11 **Article III, Section 17.** Special sessions of the grand council
12 shall be called by order of the grand counselor upon the request
13 of the grand executive committee and in such other manner
14 as each grand council may prescribe.

15 Notice of such call for a special session shall be mailed or
16 delivered by the use of authorized communications equipment
17 to all grand council officers, standing committee members, past
18 counselors, accredited representatives of the preceding grand
19 council session and traditional local council secretaries upon the
20 date of such notice. The time for holding said special session
21 shall be fixed not earlier than ten days from the date of such
22 notice of such call. No special session shall be called within ten
23 days of the regular meeting of a grand council.

24 At special sessions, no business shall be transacted except
25 such as is stated in the notice thereof.

Grand Council Finances

26 **Article III, Section 18.** The fiscal year of all grand councils shall
27 commence on the first day of May of each year.

28 **Article III, Section 19.** Each grand council shall have the right
29 to regulate its own financial affairs insofar as its general fund is
30 concerned.

31 **Article III, Section 20.** Grand Examining Finance Committee.
32 The grand examining finance committee shall be appointed by
33 the grand counselor and shall consist of three members, none of
34 whom shall be members of the grand executive committee.

1 It shall be the duty of the grand examining finance committee
2 to audit the books and vouchers of the grand secretary and
3 grand treasurer and report thereon at the next grand council
4 session. A copy of this report shall be forwarded immediately
5 to Supreme Headquarters.

Representation to the Supreme Council

6 **Article III, Section 21.** Each grand council shall be entitled
7 to one representative in the Supreme Council for every 750
8 members or a fractional part thereof, in good standing at the
9 close of the year of the traditional local councils under the grand
10 council's jurisdiction.

11 No member shall be elected a representative or alternate to a
12 supreme council session who has not either attended a majority
13 of the meetings of a traditional local council during the twelve
14 months preceding the election or not attended the most recent
15 grand council session.

16 Each grand council may elect as many alternates as it is
17 entitled to representatives. Alternates shall be elected to fill
18 vacancies as they occur in the order of their election.

19 All representatives and alternates shall be elected by the
20 grand council at its annual session.

21 If, by reason of the inability of representatives and
22 alternates to attend any meeting of the Supreme Council,
23 the representation of any grand council shall fall below the
24 number to which it is entitled, the grand counselor may appoint
25 from among the grand council's members such a number of
26 representatives for the grand council as will secure to it full
27 representation at such session.

28 Grand council representatives to special Supreme Council
29 Sessions shall comprise those elected by the grand council at
30 its regular preceding session, subject to Constitutional provisions
31 for filling vacancies.

32 It shall be the duty of each representative to the supreme
33 council to attend the annual meeting of the supreme council
34 next following the member's election and all special meetings
35 held during the year following the election and to participate
36 in the proceedings thereof. Each delegation shall be required
37 to make a report on the proceedings to the grand council at
38 such time as the grand council may designate."

Credentials

Article III, Section 22. No representative to a grand council shall be entitled to a seat therein unless the member is a member in good standing and presents acceptable credentials from the council which the member represents.

ARTICLE IV. SUPREME COUNCIL

Article IV, Section 1. The Supreme Council shall be composed of the representatives from grand councils, the officers of the Supreme Council, standing committee members, past supreme counselors and past grand counselors not sitting as representatives.

The aggregate voting power of past grand counselors not sitting as representatives or alternates shall not exceed one half the number of votes cast by duly accredited representatives and alternates.

Article IV, Section 2. The Supreme Council shall have and exercise the power to make and modify a Constitution, laws, rules and regulations for the government of itself, of all grand and traditional local councils, and of members of the Order.

Article IV, Section 3. The Supreme Council may organize from time to time such grand councils as it may deem advisable and, at any time prior to and in contemplation of the organization of a grand council, determine over what territory said proposed grand council shall have jurisdiction.

The Supreme Council may, when petitioned by a majority of the traditional local councils in any grand jurisdiction, divide the territory embraced within the original jurisdiction, transfer territory from one grand jurisdiction to another, or consolidate two or more grand jurisdictions; provided, however, that no grand jurisdiction shall consist of less territory than one state or province.

No grand council shall be organized in any territory unless there be within it five traditional local councils, or continue to exist with less than three such traditional local councils.

Charters

Article IV, Section 4. A charter for a grand council may be granted by the Supreme Council on an application duly signed by not less than five senior counselors, past counselors or past

senior counselors, representing five active traditional local councils within the territory of the proposed new grand council.

Article IV, Section 5. A charter for a traditional local council may be granted by the supreme council on an application signed by not less than 10 eligible persons who are not members of an existing council of the Order.

Article IV, Section 6. The Board of Governors may suspend any grand or traditional local council or any officer or officers of either, for neglect or refusal to obey the Constitution, Bylaws and Standing Orders of the Order, and may arrest the charter of any such council. The Board of Governors may also arrest the charter of any traditional local council which has been organized for more than three years and which has a membership of fewer than 25.

All records and monies of any such council shall be surrendered by its secretary and treasurer or secretary-treasurer as the case may be, to supreme headquarters. Records and monies may be seized by any officer or officers authorized or designated by the supreme counselor. A like disposition shall be made of the records, funds and charter of any council which may be suspended or whose charter may be arrested or revoked under any provision contained in this constitution.

Officers and Elections

Article IV, Section 7. The elected officers of the Supreme Council shall be:

1. Supreme Counselor.
2. Supreme Junior Counselor.
3. Supreme Past Counselor.
4. Supreme Secretary-Treasurer.
5. Supreme Conductor.
6. Supreme Page.
7. Supreme Sentinel.
8. Two Elected Members of the Board of Governors.

The title of past supreme counselor shall be conferred on: any supreme past counselor who shall have served as such for a term of one full year and any supreme secretary-treasurer, or a member of the Board of Governors who shall have served as such for six full years.

Any supreme officer as defined in this section, if after being duly elected is prevented by death or physical disability from completing the required years of service as set out in the previous paragraph, shall receive the title of past supreme counselor.

No one shall be eligible to the office of supreme past counselor who has not served as the regular official incumbent as supreme counselor; nor to the office of supreme counselor who has not served as the regular official incumbent as supreme junior counselor; nor to the office of supreme junior counselor who has not served as the regular official incumbent in the office of either supreme conductor or supreme page; provided, however, that none of the foregoing provisions shall apply to members on whom the title of past supreme counselor has been conferred.

No members shall be eligible to an elective office in the Supreme Council until the member be a past grand counselor.

No member shall be elected to any office who is not in good standing in the member's traditional local council.

The presiding officer, before the balloting begins at any election, shall appoint three members to act as tellers, one of whom shall act as clerk of such election.

All elective officers shall be chosen by secret ballots provided, however, that if there shall be but one nominee for any office, by motion from the floor, the election may be by voice vote. The member receiving a majority of votes cast for any office shall be declared elected. Lacking a majority at the conclusion of each ballot, the member having the smallest number of votes shall be dropped and the balloting shall then proceed until a conclusion is reached.

All elective officers, except elective members of the Board of Governors shall be elected for a term of one year. The terms of office of all Supreme Council officers shall commence on the date of their installation, which shall be on the final day of the annual Supreme Council Session.

The board of governors shall consist of the supreme counselor, supreme past counselor, supreme junior counselor, supreme conductor, supreme page, supreme sentinel, supreme secretary-treasurer, and two elective board members who shall serve a term of three years. The board of governors may appoint its own executive committee.

Duties of Officers

Article IV, Section 8. Supreme Counselor. The supreme counselor may be known as the president of the Order. The supreme counselor is the presiding executive officer of the Supreme Council. It is the supreme counselor's responsibility to preside at all Supreme Council

meetings, to serve on the Board of Governors and to operate the Supreme Council in accordance with the Constitution, Bylaws and Standing Orders of the Order.

The supreme counselor appoints a supreme chaplain, a parliamentarian and all committees of the Supreme Council, except such committees as may be appointed by the Board of Governors.

The supreme counselor shall call special meetings of the Supreme Council, when requested in accordance with this Constitution.

The supreme counselor shall construe the meaning of the Constitution, Bylaws and Standing Orders of the Order, where the language is conflicting or ambiguous.

The supreme counselor shall issue from time to time such edicts as in the supreme counselor's judgment are required for the good of the Order. Such edicts shall first be sanctioned by the Board of Governors and shall be of binding force until disapproved by the Supreme Council.

The supreme counselor may suspend any grand or traditional local council or any officer or officers of either, for neglect or refusal to obey the Constitution, laws, rules or edicts of the Order and to arrest the charter of any such council. The supreme counselor may, however, authorize any grand counselor to suspend any traditional local council within such grand counselor's jurisdiction. The supreme counselor may, further, arrest the charter of any traditional local council which has been organized for more than three years and which has a membership of fewer than 25.

Article IV, Section 9. Supreme Junior Counselor. The supreme junior counselor may be known as the vice president of the Order. It is the supreme junior counselor's responsibility to serve on the Board of Governors, to assist the supreme counselor in the discharge of the supreme counselor's duties and, in the absence of the supreme counselor, to exercise all powers and perform all duties of the supreme counselor. The supreme junior counselor shall further perform such other duties as may be assigned by the supreme counselor.

Article IV, Section 10. Supreme Past Counselor. The supreme past counselor may be known as the immediate past president of the Order. It shall be the supreme past counselor's responsibility to serve as chairman of the Board of Governors, to assist in

preserving decorum of the Supreme Council, and to preside in the absence of both the supreme counselor and supreme junior counselor.

Article IV, Section 11. Supreme Secretary-Treasurer. The supreme secretary-treasurer shall perform such duties as the Supreme Council and/or the Board of Governors may prescribe. It is the supreme secretary-treasurer's responsibility to serve on the Board of Governors.

Article IV, Section 12. Supreme Conductor. The Supreme Conductor may be known as a Director of the Order. The supreme conductor shall perform such duties as may be assigned by the Supreme Counselor. It is the supreme conductor's responsibility to serve on the Board of Governors.

Article IV, Section 13. Supreme Page. The Supreme Page may be known as a Director of the Order. The supreme page shall receive and introduce visitors, have charge of the inner door of the council chamber and perform such other duties as may be assigned by the supreme counselor. It is the supreme page's responsibility to serve on the Board of Governors.

Article IV, Section 14. Supreme Sentinel. The Supreme Sentinel may be known as a Director of the Order. The supreme sentinel shall have charge of the doors of the council chamber and ante-rooms, see that none pass or repass except those entitled to that privilege, have charge of the property of the council rooms, and perform such other duties as may be assigned by the supreme counselor. It is the supreme sentinel's responsibility to serve on the Board of Governors.

Article IV, Section 15. Board of Governors. Subject to the Constitution, Bylaws, and Standing Orders of the supreme council, the board of governors shall be responsible for operating the business of the Order in the best interest of its members when the supreme council is not in session.

The Board of Governors shall render at each meeting of the Supreme Council a report regarding its work and the state of the order.

If the Board of Governors shall become aware of any malfeasance or nonfeasance on the part of any officer of the Supreme Council, it shall have the authority to suspend such officer from office.

The following provisions shall apply to meetings of the Board of Governors:

Meetings of the Board of Governors may be called by the Supreme Counselor, Chairman of the Board of Governors, or any two members of the Board of Governors;

Meetings of the Board of Governors may be held at any place within or without the state of Ohio, and may be held through the means of any communication equipment if all persons participating can hear each other and participation in a meeting pursuant to this division shall constitute presence at such meeting;

Notice of the time and place of each meeting of the Board of Governors shall be given to each member of the Board of Governors either by personal delivery or by mail, by fax, by personal telephone call or by computer e-mail at least seven days before the meeting.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Article IV, Section 16. Supreme Chaplain. The supreme chaplain shall conduct devotional exercises at the opening and closing of each Supreme Council Session, and perform other duties as may be assigned by the supreme counselor.

Compensation

Article IV, Section 17. The supreme council, upon recommendation of the board of governors in its annual report, shall fix the compensation of all supreme council officers.

Past supreme counselors, representatives and standing committees in attendance at supreme council sessions shall be paid such travel allowance as determined by the board of governors."

Vacancies in Office

Article IV, Section 18. If a vacancy occurs from any cause, in any office of the Supreme Council, the Board of Governors shall fill such vacancy by the appointment thereto of some eligible person until the next annual election. If the Board of Governors fails to appoint a person eligible to fill a vacancy in any office, such vacancy shall be filled by the Supreme Council at its next session.

Annual Sessions

Article IV, Section 19. The Supreme Council shall meet annually at such time and at such places as may be selected by the Board of Governors; provided, that all such meeting places shall be within the Supreme Domain.

Twenty-five duly qualified members of the Supreme Council shall constitute a quorum for the transaction of business.

Special Sessions

Article IV, Section 20. Special sessions of the Supreme Council shall be called by order of the supreme counselor upon the written request of two-thirds of the members of the Supreme Council who were in attendance and entitled to vote at the Supreme Council Session last held.

At least three weeks prior to the said special session, a notice thereof shall be mailed to the last known address of each member of the Supreme Council and all others accepted as legal representatives at the regular preceding session.

At special sessions, no business shall be transacted except such as is stated in the notice thereof.

Reports

Article IV, Section 21. The fiscal year of the Supreme Council shall commence on the first day of January of each year, and all annual financial reports of said council shall be compiled to said date.

Credentials

Article IV, Section 22. No representative to the Supreme Council shall be entitled to a seat therein unless the member presents acceptable credentials from the grand council which the member represents.

ARTICLE V. PER CAPITA TAX

Article V, Section 1. Each grand council shall have the right to levy an annual per capita tax on the traditional local councils under its control and jurisdiction, payable at such times and in such amounts as each grand council may determine at its grand council session.

No traditional local council, while in default for the payment of any tax or fine in this article provided for, shall be entitled to representation in its grand council.

If a traditional local council fails to timely pay a grand council the per capita tax levied hereunder, then upon notice from the grand council to the Order, the Order shall deduct the unpaid amount of the per capita tax from any amount due and payable to such traditional local council and shall remit such amount to the grand council, provided that any such traditional local council in arrears shall be given the right to a hearing by the grand council to explain the reasons for failing to pay the per capita tax due the grand council.

Article V, Section 2. On or before October 31 of each year, each traditional local council shall remit to the Supreme Office from its general fund, an amount equal to fifty cents (50¢) for each member in good standing on September 30 preceding, which amount shall be placed to the credit of the UCT Charities Trust Fund.

ARTICLE VI. FRATERNAL FUND

Article VI, Section 1. The Fraternal Fund shall be created and maintained as follows:

- (a) By donations.
- (b) By legacies and bequests.
- (c) By other means determined by the Board of Governors.

Disbursements from the Fraternal Fund may be made for the following purposes which shall not be of a contractual nature:

- (a) For the relief or assistance of the widow or widower of a deceased member and children and stepchildren of a deceased member.
- (b) For the relief or assistance to members, who are physically or mentally incapacitated and by reason thereof are totally disabled from carrying on any and every kind of business pertaining to any occupation, and the dependent spouse of any such member.
- (c) For such fraternal, charitable, or educational purposes as the Board of Governors may direct.
- (d) For promoting the welfare of persons with intellectual disabilities and/or for programs that aid or assist them.

1 An accounting shall be made and kept individually for each
2 of the above stated purposes.

3 The Board of Governors shall be responsible for providing for the
4 administration of the Fraternal Fund for the aforesaid purposes.
5 The rendering of such assistance shall at all times depend upon
6 the needs, resources and worthiness of the applicant or recipient,
7 as the case may be, and the resources of the fund.

8 All monies and other assets of the Fraternal Fund shall constitute
9 a trust fund and shall be used only for the purposes now or
10 hereafter set forth in this article.

11 **Article VI, Section 2.** The UCT Charities Trust Fund will be created
12 in accordance with U.S. Internal Revenue Code Section 501(c)
13 (3) guidelines for a charitable nonprofit organization. Said fund
14 will be maintained as follows:

- 15 (a) By donations.
- 16 (b) By legacies and bequests.
- 17 (c) By the per capita tax as provided in Article V, Section 2.
- 18 (d) By other means as determined by the Board of Governors.
- 19 (e) Such trust fund shall be administered by a committee
20 appointed by the Supreme Board of Governors.
- 21 (f) Said fund shall initially retain all donations, per capita tax
22 and bequests to endow a fund for persons with intellectual
23 disabilities. The investment income shall be used to fund
24 programs for persons with intellectual disabilities as
25 approved by the Trustees of the UCT Charities Trust Fund.
- 26 (g) Said fund shall also be permitted to accept donations,
27 legacies and bequests earmarked for charitable purposes
28 other than programs for persons with intellectual disabilities
29 so long as the funds from such donations, legacies and
30 bequests are maintained and managed separately to
31 achieve the earmarked charitable purpose.

ARTICLE VII. PROHIBITION

32 **Article VII, Section 1.** The use of intoxicating liquors is prohibited
33 during any business meeting of a council.

ARTICLE VIII. MEMORIAL DAY

34 **Article VIII, Section 1.** The Sunday nearest to the anniversary
35 of the death of our first supreme secretary, Charles Benton Flagg,
36 who died on the ninth day of April, 1901, shall be Memorial Day,

1 except that, when the ninth day of April shall be a Sunday, such
2 Sunday shall be Memorial Day. All traditional local councils are
3 requested to meet on Memorial Day in their respective localities
4 for the purpose of engaging in services and exercises appropriate
5 to the occasion.

ARTICLE IX. AMENDMENTS

6 **Article IX, Section 1.** Proposed amendments to this Constitution,
7 Bylaws and Articles of Incorporation shall be submitted in writing
8 and filed at Supreme Headquarters at least six months before the
9 convening of the annual sessions of the Supreme Council.

10 The Supreme Headquarters, at least four months before the
11 convening of said annual session, shall forward to all grand and
12 traditional local councils a copy of the proposed amendments.

13 All amendments submitted, printed and distributed as
14 provided in this section shall be acted upon at the annual session
15 of the Supreme Council.

16 The jurisprudence committee shall examine all proposed
17 amendments to the Constitution, and all questions and answers
18 affecting the Constitution, all standing orders and all decisions
19 rendered by the supreme counselor during his term of office,
20 and submit a report of its recommendations thereon at the
21 annual Supreme Council Session.

22 **Article IX, Section 2.** No amendment to the Constitution, Bylaws
23 or Articles of Incorporation shall be adopted unless it receives
24 the affirmative vote of at least two-thirds of the members of the
25 Supreme Council present, entitled to vote, at the session when
26 such amendment is voted upon.

27 **Article IX, Section 3.** All amendments to this Constitution, Bylaws
28 and Articles of Incorporation shall take effect on the first day of
29 September following the session of the Supreme Council at which
30 they were adopted, unless the date for becoming effective is
31 otherwise specified by the Supreme Council.

32 **Article IX, Section 4.** All recommendations or resolutions
33 adopted by the Supreme Council which add to or conflict with
34 this Constitution, Bylaws and Articles of Incorporation, shall be
35 presented to the Supreme Council at its next annual session
36 as an amendment to the Constitution, Bylaws and Articles of
37 Incorporation and such recommendations or resolutions shall not

1 become effective until such amendments have been approved
2 by two-thirds vote of the members present and entitled to vote.

ARTICLE X. MEMBERSHIP

3 **Article X, Section 1.** Any person of good moral character,
4 not under eighteen years of age, may become a member of
5 this Order, provided such person meets all requirements of the
6 insurance contract for which the applicant is applying. A person
7 must be protected under at least one life, health or accident
8 insurance program of the Order to be a member in good standing,
9 except as provided in Article X, Sections 6 and 7.

10 **Article X, Section 2.** When a traditional local council receives
11 notice of an application for membership - either directly from an
12 applicant or through Supreme Headquarters - a vote shall be
13 taken with a simple majority needed to accept the applicant.

14 If an applicant is referred to a traditional local council by
15 Supreme Headquarters and is rejected by the traditional local
16 council, the council secretary-treasurer shall immediately notify
17 Supreme Headquarters. If Supreme Headquarters is not notified
18 within 45 days of the date it refers an application to a traditional
19 local council, Supreme Headquarters will automatically notify the
20 applicant that such applicant has been elected to membership
21 in the council to which the applicant was referred.

22 **Article X, Section 3.** All members of the Order shall be
23 considered in good standing only so long as they pay, when
24 and as the same becomes due and payable, all fees, fines
25 costs, dues and assessments charged and levied against them
26 and support the principles of the Order and faithfully observe its
27 Constitution, Bylaws, rules and edicts approved by the Board of
28 Governors of the Supreme Council, as such Constitution, Bylaws,
29 rules and edicts now exist, or as they may hereafter be added
30 to, revised or amended.

31 **Article X, Section 4.** Any member in good standing, and against
32 whom no charge is pending, desiring to transfer membership
33 from one traditional local council to another may do so upon
34 written application to the secretary-treasurer of the member's
35 council.

36 Any member in good standing may sign a charter application
37 for the establishment of a new traditional local council, without
38 formal election thereto, and if the application be approved, the
39 member shall be automatically transferred to such new council.

1 **Article X, Section 5.** The Board of Governors shall have the
2 authority to expel a member if such member shall violate the
3 principles of the Order and/or violate its Constitution, Bylaws,
4 rules and edicts.

5 Anyone who has been expelled from the Order may ask
6 for a hearing before the Supreme Board of Governors to give
7 testimony as to why he or she should be re-admitted, provided
8 such request is in writing to the Supreme Secretary. The decision
9 of the Supreme Board of Governors will be final.

Fraternal Membership

10 **Article X, Section 6.** Any person of good moral character,
11 not under 16 years of age, who is interested in the work of this
12 Order from a fraternal or business promotion standpoint, may
13 be a fraternal member. A fraternal member shall have full rights
14 and shall be considered a member in good standing. A fraternal
15 member shall be required to pay a minimum amount annually
16 of thirty dollars (\$30.00) for dues and member benefits.

Uninsured Membership

17 **Article X, Section 7.** Any member whose insurance certificate
18 has been terminated, either voluntarily or by the Order, may
19 retain membership as a fraternal member in accordance with
20 Article X, Section 6.
21
22

ARTICLE XI. INSURANCE

23 **Article XI, Section 1.** The Board of Governors may prescribe the
24 kind and classes of insurance contracts to be offered by the Order.
25 The Board of Governors shall prescribe the terms, including the
26 rates to be charged, and the conditions under which any and all
27 such contracts shall be issued and, from time to time, modify such
28 terms and conditions as may be necessary and feasible.

29 **Article XI, Section 2.** If no claim under any certificate is
30 received by the Order from one qualified to submit a claim
31 within four years from the date it is established from the records
32 of the Order that monies became due and payable, or if the
33 proper claimant cannot be located within said period of time,
34 the benefits provided in the insured's certificates shall be paid
35 into the Fraternal Fund. This provision shall not apply in any
36 jurisdiction in which it is not permitted by law.

Article XI, Section 3. In the event that the Order's reserves as to all or any class of contracts of insurance issued by the Order become impaired, the Board of Governors may require that there shall be paid by each owner of such contract of insurance to the Order, an amount equal to such owners equitable proportions of such deficiency as ascertained by the Board of Governors.

If payment of the amount required to be paid is not made by such owner, then either or both of the following, at the election of the owner, shall apply:

1) the amount shall stand as an indebtedness against the contract of insurance and shall bear interest at a rate not to exceed ten percent (10%) per annum, or

2) the owner shall accept a proportionate reduction in benefits paid pursuant to the contract of insurance.

The owner shall make such election by notifying the Board of Governors of his or her election on a form prescribed to each owner. Failure to make such election shall result in a presumption that the owner elects to accept a proportionate reduction in benefits paid pursuant to the contract of insurance. In accordance with the insurance laws of the State of New York, the foregoing provisions of this Article XI, Section 4, shall be modified with respect to certificates issued to residents of the State of New York. The applicable rate of interest shall be at a rate not to exceed five percent (5%) per annum instead of ten percent (10%) per annum. Additionally, if the owner fails to make the election set forth above, then the amount shall stand as indebtedness against the contract of insurance and shall bear interest at a rate not to exceed five percent (5%) per annum.

If the laws of a state which governs a particular policy are in conflict with or are inconsistent with the provisions of this Article XI, Section 4, then such laws shall govern and shall supersede only such conflicting or inconsistent provisions.

ARTICLE XII. GENDER

Article XII, Section 1. Throughout the Constitution, Bylaws and Articles of Incorporation, wherever words of any gender appear, they should be construed as including both genders to the extent the context permits.

BYLAWS FOR THE GOVERNMENT OF COUNCILS OF THE ORDER OF UNITED COMMERCIAL TRAVELERS OF AMERICA

1. All questions to be determined by a vote of a council shall be determined by a vote of the members present at legally constituted sessions of the council.

2. Committees appointed at an annual session of the Supreme Council, to serve at such session, shall be appointed from the duly accredited representatives and alternates.

3. Should an appeal be taken from a decision of the presiding officer, this question shall be put to the council before voting on the appeal: "Will the council sustain the decision of the chair?"

4. Order must be maintained in all councils during their sessions. Officers and members must remain in their seats unless compelled to leave them; no one shall leave the council chamber while the chair is putting a question or addressing the council, or while another member is speaking, or without permission of the presiding officer.

5. Should a member be called to order by the presiding officer, the member shall immediately obey such call and, if standing, be seated.

6. No member shall disturb or interrupt another in speech, except to call the speaker to order, or as provided in *Robert's Rules of Order Revised*.

7. A member desiring to speak shall rise and respectfully address the chair, and when through speaking, shall sit down. Members, while speaking, shall confine their remarks to the question under consideration and shall avoid all personalities and indecorous language. The consequences of a measure may be condemned, but to impugn the motives of those who favor it shall be deemed a personality and out of order.

8. If more than one member rises to speak at the same time, the presiding officer shall decide which is entitled to the floor. No member shall speak until recognized by the chair.

9. No member shall speak more than once on the same subject or question, until all members wishing to speak shall have had an opportunity to do so, nor more than twice without permission of the council; if called to order by the chair while speaking, the member shall cease speaking and be seated until the question of order is decided and permission given to proceed.

10. A member desiring to make a motion must rise and address the chair. No motion shall be made by one member while another is speaking, unless allowable by *Robert's Rules of Order Revised*. No motion shall be entertained until seconded and stated by the chair, unless such second be not required by *Robert's Rules of Order Revised*, and shall be reduced to writing, if a request therefor be made by any member.

11. On call, the previous question shall be put. Whenever the previous question has been ordered, further amendments and debates shall be precluded and amendments previously offered shall be voted upon in their order before a vote is taken on the main question.

12. A call may be made for a division of a council and for a count of the affirmative and negative vote by the chair or any member doubting the decisions of the question voted on, or a call for a vote by yea and nay may be had by a majority vote of the council.

13. Every member has the right of protest, and to have the protest spread upon the records of the council.

14. All games for money or its equivalent are hereby prohibited in any council chamber or ante-room of this Order, or in any club room conducted in the name of or under the auspices of a council of this Order. Any council permitting a violation of this law shall be subject to suspension and its charter may be arrested.

Order of Business

15. The suggested order of business in all traditional local councils shall be as follows:

1. Call roll of officers.
2. Read minutes of previous meeting.
3. Does any councilor know of a councilor who is entitled to our aid or sympathy, out of employment or needing the services of a councilor?
4. Secretary reports suspended members if any.

5. New applications received and referred to investigating committee.
6. Balloting upon petitions previously referred.
7. Initiation of candidates.
8. Communications.
9. Bills received and referred.
10. Reports of committees.
11. Unfinished business.
12. New business.
13. Has any councilor anything to offer personally, for the good of this council in particular, or the fraternity in general?
14. Secretary, have the proper reports and remittances been made to the Supreme and grand secretaries?
15. Closing.

The Supreme Council and grand councils may determine their own order of business. Councils may refer to the *Ritual Manual* for suggested rituals in council meetings.

16. All questions not provided for in these Bylaws shall be determined by the rules of parliamentary usage, as laid down in *Robert's Rules of Order Revised*.

17. No grand or traditional local council of the Order, without consent of the Board of Governors, shall endorse or sponsor any business, enterprise or project, as being officially favored, endorsed or sponsored by its members under penalty of arrest of the charter of the council.

18. Each traditional local council may publish a roster of its membership, but such roster shall not be furnished to anyone outside of the Order or used to advance any business not connected with the Order.

19. The Order or its Supreme Council shall not be held liable or bound for any debts or obligations contracted by a traditional local council, a grand council or any of the officers, unless such debt or obligation was duly authorized by a resolution of the Board of Governors, which resolution must bear the seal of the Supreme Council.

20. The method of amending these Bylaws shall be the same as that for amending the Constitution of the Order.

STANDING ORDERS OF THE SUPREME COUNCIL

1. The emblem of the Order shall be a gold crescent with a sample case thereon and within the points of the crescent. The design of the emblem of the Order surrounded by a wreath of gold shall be the official ladies' pin.

2. The colors blue, gold and white, respectively signifying fidelity, stability and purity, shall be the official colors of the Order.

3. The scarf, combining the official colors and the emblem, shall be used at council meetings, and shall be supplied, without cost, to each council by the Supreme Council as part of its supplies at institution.

4. All grand and local councils are requested to display the American and Canadian flags at all sessions.

5. Local councils shall have their charters framed and hung in the council chamber, and grand councils shall have their charters in the room in which their annual sessions are held.

6. The sale of tickets for all social functions, raffles, etc., shall be confined to the territorial jurisdiction of the council under whose auspices such affairs are held.

7. As a mark of distinction and appreciation of faithful and valued service rendered the Order, each past supreme counselor made at each session of the Supreme Council shall be presented with a distinctive emblem of the Order to be known and designated as the past supreme counselor's jewel, or ring, along with a suitable past supreme counselor lapel pin.

8. Each grand and local council is urged to incorporate as a non-profit corporation in accordance with the laws of their respective states or provinces and report such action to the Supreme Office.

9. A copy of all proposed amendments shall be sent to all grand officers and supreme standing committee members, as well as to all those to whom the Constitution directs.

10. Membership of the Supreme Council committees, where an expense is involved, shall not exceed four in number unless specifically ordered by the Supreme Council.

11. The names of the supreme secretary, supreme treasurer, general manager and controller shall be registered at financial institutions approved by the Board of Governors for custodianship of our securities and commercial accounts. Transactions regarding the securities or activities in financial accounts shall require the signature of two of the above-mentioned officers or employees.

12. All fraternal visits to any local or grand council, at the expense of the Order shall be made only upon written authorization of the supreme counselor, if in the supreme counselor's judgment such visit is in the best interest of the Order, and the supreme counselor is unable to attend.

13. When the supreme counselor designates a member of the Order to act as the supreme counselor's official representative, such representative shall render a written report to the supreme counselor, with a copy to the general manager.

14. The supreme counselor shall be permitted to take supreme counselor's spouse on all official trips at the expense of the Order. Supreme counselor representatives, appointed to represent the supreme counselor at annual meetings of the grand councils, shall be requested to take their spouses to such grand council meetings at the expense of the Order.

At functions where it is impossible for the supreme counselor to attend, the supreme counselor may appoint, in writing, a member of the Order as a representative and may authorize such representative's spouse to attend such function at the expense of the Order.

15. Each senior counselor shall be notified in the month of January of the Constitutional requirement to appoint an examining finance committee member to serve for a term of three years to complete the three-member committee of the examining finance committee.

Upon failure to remit the examining finance committee report promptly, the books and records of the local council shall, upon order of the Board of Governors, be audited by an accountant selected by the Board of Governors, at the expense of the local council, if such local council has failed to file with the Supreme Office and grand secretary an examining finance committee

report after having been notified twice by first-class mail and once by certified mail, over a period of three months.

16. All past supreme counselors shall constitute an advisory committee from whose number at each annual session the supreme counselor shall select five as a grievance committee, who shall weigh the evidence and questions involved in all grievances and complaints received, and determine whether or not such grievances are of sufficient import to bring to the attention of the Supreme Council.

17. A certified public accountant to audit the books of the Order shall be procured by the Board of Governors, with the order of compensation to be fixed by the Board.

18. The Order shall have membership in the United States and Canadian Chambers of Commerce.

19. At the opening of each Supreme Council Session, patriotic songs of both countries shall be sung.

20. The president of the International Secretary-Treasurers' Association, the president of the Grand Counselors' Association, and the Imperial Ruler of the Ancient Mystic Order of Bagmen of Baghdad, if in attendance at the annual meeting of the Order, shall be allowed the same per diem and travel allowance as set forth by the Supreme Board of Governors for a regularly elected representative from their jurisdiction, provided they are neither delegates or on a standing committee.

21. No funds of the Order shall be provided to any grand or local council for the purpose of purchasing real estate or personal property.

22. It shall be a part of the regular order of business of each Supreme Council to include therein a "Flowers for the Living" service similar to that originated by E. E. McCormick, of Ohio. The Supreme Counselor shall appoint a committee comprised wholly of members from the Grand Jurisdiction of Ohio as selected by members of the Ohio Grand Council. This committee will determine the members to whom this special recognition shall be given.

23. The Supreme Counselor shall appoint the following standing committees: State of the Order, Jurisprudence, Examining Finance, Necrology and Representatives to the National Fraternal Congress of America and the Canadian Fraternal Association. All standing committee members shall be appointed for a term of one year, as vacancies occur.

24. The Board of Governors is granted permission to refund a pro rata portion of assessments to Canadian councils in provinces where certain insurance benefits are denied members because of provincial laws.

25. Effective September 1, 1974, benefits for total disability and partial disability to members over 65 are eliminated from new certificates of insurance issued in the State of Connecticut and the assessment will be reduced proportionately.

26. To the fullest extent not prohibited by applicable law, the Order shall indemnify each person against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person was named or otherwise became or was threatened to be made a party by reason of being or at any time having been a member of the Board of Governors or an officer of the Supreme Council.

The Order shall indemnify any other person to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of having been successful on the merits or otherwise in defense of an action to which such person was named a party by reason of being an employee or other agent of the Order, and the Order may further indemnify any such person if it is determined on a case by case basis by the Board of Governors that indemnification is proper in the specific case.

Notwithstanding anything to the contrary in this Constitution, no person shall be indemnified to the extent, if any, it is determined by the Board of Governors or by written opinion of legal counsel designated by the Board of Governors for such purpose that indemnification is contrary to applicable law.

27. Any member in good standing who has requested transfer of membership from one local council to another may request the Supreme Headquarters to issue a certificate(s) of insurance issued in that state, provided the member has changed residence to the state in which the local council is located. For the purpose of requesting an insurance certificate(s) issued in the state of a member's newly acquired residence the "residence" is defined as living within a state for a period of at least seven (7) continuous months within a calendar year.

1 28. The May E. Tisdale Educational Trust Fund will be
2 administered by a committee recommended by the Auxiliary Past
3 Supreme Counselors and appointed by the Supreme Counselor
4 of the Order of United Commercial Travelers of America.

5 The distribution of the funds shall be in the form of scholarships
6 administered by the May E. Tisdale Educational Trust Fund
7 Committee. These scholarships shall be considered a member
8 benefit and are designated for the children and grandchildren
9 of UCT members. The Supreme Office staff will be responsible for
10 the distribution of the scholarships and the auditing of the May
11 E. Tisdale Educational Trust Fund on an annual basis.

12 The May E. Tisdale Educational Trust Fund shall be part of the
13 order of business at the annual Supreme Session, at which time
14 their officers may present their annual report.

15 29. In addition to the local council dues established pursuant
16 to Article II, Section 16, of the Constitution, members shall pay
17 Supreme Council dues for fraternal purposes of eighteen (\$18)
18 per year.

19 30. The Supreme Counselor shall appoint up to fifteen (15)
20 delegates at large who shall be assigned duties by the Supreme
21 Counselor at the annual session of the Supreme Council. These
22 delegates at large shall be paid the same travel allowance and per
23 diem as persons serving as a member of a standing committee.

24 31. All resolutions submitted for consideration of the Supreme
25 Council shall be typed and signed by the presenter(s). All resolutions
26 must be presented to a member of the resolutions committee
27 by the close of business on the first day of the annual supreme
28 council session. Upon receipt of the resolution, the chairman of the
29 resolutions committee shall have copies made of the proposed
30 resolution and distribute the resolution to the chairman of each
31 delegation. Resolutions must be submitted to the grand
32 jurisdiction's chairman before the close of the business session the
33 day prior to the Supreme Council's voting on the resolutions.

34 32. The method of amending standing orders shall be by
35 resolution. A majority vote is required for passage.

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