

BY-LAWS
of the
**TENNESSEE ELKS
ASSOCIATION**
and
**TENNESSEE ELKS
CHARITABLE TRUST**

Adopted October 11, 2008
Jackson, Tennessee
and the

**TENNESSEE ELKS
BENEVOLENT TRUST**

Adopted October 11, 2008
Jackson, Tennessee

(Order of Business and Installation Ritual)



**THE BY-LAWS OF THE
TENNESSEE ELKS ASSOCIATION OF THE
BENEVOLENT AND PROTECTIVE ORDER OF ELKS,
INC.**

ARTICLE I - GENERAL

The masculine words appearing herein shall include the feminine gender as circumstances require.

1.01 Name

The name of this Tennessee corporation shall be The Tennessee Elks Association of The Benevolent and Protective Order of Elks, Inc., hereinafter referred to as the Association.

1.02 Objectives and Purposes

The Association is organized to further the purposes and achieve the objectives set forth in its charter, the Preamble to its Constitution, and the Preamble to the Constitution of the Benevolent and Protective Order of Elks of the United States of America, hereinafter referred to as the Grand Lodge.

1.03 Seal

This Association will operate with a common seal, which may be altered at its pleasure.

1.04 Geographical District and Membership

Membership in the association extends to all subordinate lodges located within Tennessee that are in good standing with the Grand Lodge and the Association. The State shall be divided into districts corresponding to those districts designated by the Grand Lodge for the purposes of internal organization and administration.

ARTICLE 2 - MEETINGS

2.01 Designation of Regular Meeting (s)

The Association shall hold an annual meeting in April and a Mid-Year meeting. These meetings shall be held at such times and places as designated by the Convention Committee.

2.02 Notice

The Secretary of the Association shall mail written notice of the time and place of any regular meeting to each member lodge at least sixty (60) days prior to the convening of such meeting. Publication in the Tennessee State Bulletin shall be considered written notice.

2.03 Quorum

A quorum for the transaction of business at any meeting of the Association shall be a representation from a majority of the member lodges.

2.04 Nature of Business to be Conducted

Any and all business of the Association may be conducted at a regular meeting as long as all prerequisites have been satisfied.

2.05 Registration Fee

The Convention Committee, under supervision of the Executive Committee, shall determine the registration fee to be charged for all members and guests who plan to attend social events held in connection with a meeting or convention.

2.06 Special Meetings

The President with the concurrence of a majority of the Executive Committee or a majority of the Executive Committee itself, may call special meetings of the Association. The Secretary of the Association shall mail written notice of the time and place of any special meetings at least twenty (20) days prior to the convening of such meeting. Said notice must state the business which will be transacted at the special meeting.

ARTICLE 3 - DELEGATES

3.01 Voting Delegates

Each member lodge shall be entitled to two voting delegates because of its membership in the Association. In addition thereto, each member lodge shall also receive one voting delegate for every one hundred (100) members, or major fraction thereof, based upon the membership as certified by the report submitted to the Grand Lodge as of the 31st day of March in the year next preceding the convening of any meeting of the Association. In the event a delegate is unable to attend a meeting of the Association, the member lodge may designate an alternate delegate.

In addition to the voting delegates as set forth immediately above, any Past State President of the Association who is in good standing with a member lodge shall be classified as a voting delegate to all meetings if he is in attendance.

3.02 Selection and Certification of Delegates

Delegates and alternates shall be elected or appointed at a meeting of the member lodges at least thirty (30) days prior to any regular meeting of the Association. The results of such election shall be reported in writing to the Chairman of the Credentials Committee no later than fifteen (15) days prior to the next regular meeting of the Association. The qualifications for a delegate shall be the same as the qualifications for becoming an officer in a member lodge.

Only delegates certified by the Credentials Committee and confirmed as Certified Delegates by the Secretary of the Association, shall be entitled to participate in and vote on all matters which come before the Association at any business session.

ARTICLE 4 - VOTING

4.01 General

A majority of the delegates from the lodges in good standing present and voting at any business session shall be required to pass or adopt a motion or resolution, except in those

instances where the Constitution and/or By-Laws of the Association provide otherwise.

4.02 Election of Officers

The elective officers of the Association shall be elected at each annual meeting, with the nominee having the highest number of votes being elected. In the event of a contest for any office, voting shall be by secret ballot and according to Grand Lodge procedure. In the event of a tie, a new ballot shall be taken immediately. The Association's Secretary may cast the unanimous ballot of the assembled delegates for any uncontested office.

4.03 Other Business Proceedings

Other voting at the Association's meetings shall be by the voting sign of an Elk. If requested by a certified delegate, the vote on any particular motion or resolution shall be by roll call of the member lodges and any Past State Presidents in attendance as confirmed delegates.

4.04 Proportionate and Proxy Voting

Each certified delegate shall be entitled to cast one vote. Any Past State President who is a duly confirmed delegate, whose vote is not included in the vote announced by his/her lodge, shall be entitled to one vote upon the calling of his/her name by the Secretary. A lodge's certified delegates must be in attendance at the time of voting and cast their votes individually. Proxy voting is prohibited.

4.05 Polling of Delegates

If a lodge's delegation is not unanimous in its vote, the delegation shall be polled and each delegate in attendance shall cast his proportionate vote.

ARTICLE 5 - FISCAL MATTERS

5.01 Fiscal Period

The Association's fiscal year shall begin on April 1 and continue through March 31.

5.02 Per Capita Fee

Each Tennessee subordinate lodge shall pay an annual per capita fee in the total amount equal to \$1.50 for each member reported to the Grand Lodge as of the 31st day of March immediately preceding the beginning of the Association's fiscal year. The sum of \$1.50 per-capita shall be paid to the Association's Secretary by each subordinate lodge, no later than May 1 of each year. Said monies shall be used to defray the incidental expenses of the Association.

All monies retained by the Association Secretary from the above per-capita fee shall be paid to the Association Treasurer and used to defray the incidental expenses of the Association.

5.03 Newly Instituted Lodges

Newly instituted lodges shall not be assessed a per capita fee until the beginning of the lodge year next following its institution.

5.04 Prerequisite Review by Board of Directors

The Board of Directors of the Association shall consider all revenue matters and make its recommendations thereon, prior to any action being taken by the membership of the Association.

ARTICLE 6 - OFFICERS

6.01 General

The elected officers of the Association shall consist of a President, President- Elect, three Vice Presidents, three Vice Presidents-Elect, Secretary, Treasurer, Assistant Treasurer, and six Directors.

The President shall appoint the Sergeant-at-Arms, Chaplain, Tiler and Parliamentarian. Each member so

appointed shall perform such duties as are specified in these By-laws and other duties as are customarily performed by such officers.

All officers, except directors, shall serve for a period of 1 year, or until their successors have assumed the duties of office. Each of the six directors shall serve for a period of three years, or until his successor has assumed the duties of office, with two directors being nominated and elected at each annual meeting.

6.02 Qualifications for Office

Only Past Exalted Rulers affiliated with a member lodge, and residing within its district, shall be eligible for nomination and election to the office of President-Elect, Vice-President and Vice-President-Elect. Any Elk member affiliated with a member lodge, and residing within its district, shall be eligible for any other office in the Association. No member shall hold more than one office in the Association.

6.03 Installation

All officers shall be installed at the annual meeting in accordance with the ritual adopted by the Association.

6.04 Vacancies and Removal

If the office of President becomes vacant for any reason, the President-Elect shall succeed to that office for the remainder of the term and continue as President during the next fiscal year. Should any other vacancy arise, the President, with the approval of a majority of the executive Committee, shall appoint a replacement for the remainder of the term.

Should the President feel that good cause has been shown to remove any officer, he shall notify the Executive Committee in writing. If a majority of the Executive Committee sustains his decision, the officer shall be removed from office.

6.05 President

Duties. The President shall be the chief executive officer of the Association. He shall preside at all meetings, preserve order, appoint all committees not otherwise provided for, decide all decisions of order subject to appeal to the Association and perform all other duties that may be imposed upon him by law.

Expenses. An amount shall be budgeted and designated by the Board of Directors for the payment of all the President's reasonable expenses incident to the performance of his duties.

Official Visits. The President shall make one official visit to each Grand Lodge district in Tennessee, and as many unofficial visits to subordinate lodges as he may deem proper.

Reports. The President shall be required to file a written report with the Secretary of the Association, and make an oral report to the membership at all regular meetings concerning the activities of his office, and recommendations which he may deem to be in the best interests of the Association.

Grand Lodge Session. The President shall represent the Association at the Grand Lodge Session and shall be reimbursed for his expenses on at least the same basis provided by the Grand Lodge for reimbursement of expenses of a D.D.G.E.R. The President shall consult with the sponsoring Past Grand Exalted Ruler as to the duties and responsibilities of the President at the Grand Lodge Session.

President's Award. The President, at his/her sole discretion, may obtain and present a suitable award to any member or members whom he determines to have rendered him/her exceptional service and support during his/her term of office. An amount shall be budgeted and designated by the Board of Directors for the payment of such awards.

6.06 President-Elect

The President-Elect shall be elected at the annual meeting of the Association in the following sequence: Middle District, East District, and West District. He shall assist the President in the performance of his duties, preside at all meetings of the Association in the absence of the President and succeed to the office of the President at the annual meeting next following his election.

The President Elect, no later than the Mid-Year meeting, shall have prepared a list of those members he/she intends to appoint as Association Officers, Committee Chairpersons and Committee members during his/her term of office, and shall confer with the Chairman of the Board, the Association Secretary and the Sponsoring Past Grand Exalted Ruler for their approval and/or recommendations.

6.07 Vice Presidents

There shall be a Vice President in each district of the Association, whose duty shall be to visit each lodge in their district and make a written report of such visit to the President, President-Elect, and sponsoring Past Grand Exalted Ruler within one week of said visit. His report shall contain a constructive evaluation in the following areas: Elks National Foundation, Membership, Americanism, Major Project, Ritual, Hoop Shoot, and the Travelling Gavel. He shall try to encourage each lodge in his district to fully participate in each of the aforesaid areas and he shall also assist the President in carrying out the program of the Association.

Each Vice President shall assist in scheduling the President's official visits to the lodges in the district and shall make any arrangements necessary. He shall notify the other lodges, Past Grand Exalted Rulers, State and Grand Lodge Officers and Past State Presidents residing in his/her district of the time and place of such official visits.

The Board of Directors shall designate and budget a specific amount of the payment of office expenses and necessary travelling expenses.

The Vice President shall make a report about his activities to the membership, and present the Secretary with a written copy at the Annual Meeting.

6.08 Vice Presidents-Elect

At the annual meeting, a Vice President-Elect shall be elected, by majority vote of the delegates, one from each district of the state. They shall assist the Vice Presidents of their districts when called upon so to do. They shall accompany their Vice Presidents on their official visits to the lodges and report their observations and suggestions to the President-Elect.

6.09 Secretary

Duties. The Secretary shall attend all meetings of the Association and the Board of Directors. In addition, he shall attend the meetings of those boards and/or committees when so designated by the Board of Directors. He shall have custody of all books and documents of the Association, attend to all correspondence, pay over to the Treasurer all Association monies received by his office, maintain the seal of the Association and affix same to all instruments, documents and/or reports requiring same, purchase stationery and other supplies necessary for the operation of his office, and may perform such duties as may properly be required of him.

Expenses. An amount shall be budgeted and designated by the Board of Directors for payment of the Secretary's office expenses, all reasonable expenses incident to his attendance to all Association meetings, and all travel expenses relating to the business of the Association.

Reports. The Secretary shall make a report to the membership at the annual meeting, and preserve a written copy thereof, concerning the activities of his office and containing

any recommendations he deems appropriate. He shall be responsible for such Federal and State returns and reports as may be required.

Grand Lodge Session. The Secretary shall attend the Grand Lodge Session as Housing Chairman unless the Board of Directors appoints another delegate to act in this capacity by the Mid-Year meeting next preceding the Grand Lodge Session. He/she shall consult with the Sponsoring Past Grand Exalted Ruler as to his/her duties and responsibilities at said session. He/she shall be reimbursed for his/her expenses in the same manner as the President of the Association.

6.10 Treasurer

Duties. The Treasurer shall attend Association meetings and those of such boards and/or committees as may require his services. He shall control the general funds of the Association given him by the Secretary, maintain a full accurate account of all receipts and disbursements, deposit all monies and/or other Association assets in places of safekeeping designated by the Board of Directors, and pay out the monies from the Association's general fund only upon vouchers countersigned by the Secretary and President.

Reports. The Treasurer shall render detailed reports quarterly to the Chairman of the Board of Directors, the sponsoring Past Grand Exalted Ruler, the President, the President-Elect, the Secretary, and the Chairman of the Budget Committee, and at such other times as may be requested by the President. At the annual meeting, he shall inform the membership of the current financial condition of the Association, as well as the results of any audit conducted during the previous year.

Expenses. The Board of Directors shall budget an amount of the payment for the Treasurer's office expenses.

Upon taking office the Treasurer shall designate a Past State President elected from and residing in his/her District to act in his/her absence or incapacity. He/she shall notify, in writing, the Chairman of the Board, the President and the Secretary of the identity of his/her designee. The designee shall thereafter perform all of the duties of the Treasurer until such time as the duly elected Treasurer is again able to perform his/her duties, or until such time as a new Treasurer has been appointed or elected.

610.1 Assistant Treasurer

The Assistant Treasurer shall control the funds of the "Tennessee Elks Lottery". He shall maintain a full accurate record of all receipts and disbursements, deposit all monies and other assets in a place of safekeeping designated by the Board of Directors, and pay out the monies from the lottery fund from vouchers signed by two parties who shall be designated by the Board of Directors. He shall assist in an annual audit which is currently required by law to be done by a third party. He shall assist the the Treasurer in such other tasks designated by the Board of Directors of the Association.

6.11 Sergeant-at-Arms

The Sergeant-at-Arms shall execute the orders of the President at all meetings, assist in preserving order, act as Marshall at public occasions, assist the Tiler during closed sessions in examining members' credentials, and perform such other duties as may be properly required of him. If necessary, he may appoint deputies to assist him in the discharge of his duties.

6.12 Directors

There shall be two directors from each district of the Association, providing that no lodge shall have more than one director on the Board of Directors at any time. No director shall hold office for more than two full terms in succession.

6.13 Chaplain

The Chaplain shall attend all meetings of the association, make all arrangements for the Memorial Service at the Annual Meeting and perform such other duties as are customary for that office. An amount shall be budgeted annually for reasonable expenses relating to the Memorial Service.

6.14 Parliamentarian

The Parliamentarian shall be knowledgeable of the provisions of the Grand Lodge Constitution and Laws of the Order, the Tennessee Elks Association, Inc. By-Laws and the Robert's Rules of Order, to advise the President, the Board of Directors and the Membership on matters relating there-to which may arise.

6.15 Tiler

The Tiler shall have charge of the doors to the rooms in which meetings are held and shall perform the duties usually incident to the office

ARTICLE 7 - BONDS AND INSURANCE

7.01 Bonds

The Board of Directors of the Tennessee Elks Association, Inc. subject to the approval of the membership, shall designate those officers of the Tennessee Elks Association, Inc., the Tennessee Elks Benevolent Trust, Inc. and the Tennessee Elks Charitable Trust, Inc. who shall be required to execute surety bonds and the amounts thereof. Such bonds shall be executed before assuming the duties of their respective offices and shall be conditioned upon the requirement that they will faithfully perform the duties of their respective offices and report and account for all monies and property of their respective corporations which shall come into their possession and control. The expenses incident to the issuance of such bonds shall be paid by the Tennessee Elks Association, Inc. Such bonds shall be negotiated and/or renegotiated annually by the Secretary of the Tennessee Elks Association, Inc. who shall, prior to entering into any

contractual relationship, report to the Board of Directors of the Tennessee Elks Association, Inc. or its Executive Committee his/her recommendations as to purchase of such bonds. Such bonds shall be retained in the possession of the Secretary of the Tennessee Elks Association, Inc.

7.02 Insurance

The Board of Directors of the Tennessee Elks Association, Inc. subject to the approval of the membership, shall also have authority to determine what types of insurance coverage, if any, and in what amounts of coverage, shall be obtained on behalf of the officers and directors of the Tennessee Elks Association, Inc., the Tennessee Elks Benevolent Trust, Inc. and the Tennessee Elks Charitable Trust, Inc. Any such policies deemed necessary shall be negotiated by the Secretary of the Tennessee Elks Association, Inc. who shall, prior to entering into any contractual relationship, report to the Board of Directors of the Tennessee Elks Association, Inc. or its Executive Committee his/her recommendations regarding such coverage. Any such policies shall be retained in the possession of the Secretary of the Tennessee Elks Association, Inc. Premiums for such policies shall be paid by the Tennessee Elks Association, Inc.

ARTICLE 8 - BOARD OF DIRECTORS

8.01 Composition

The Board of Directors of the Association (hereinafter referred to as "The Board") shall consist of the following officers during their term of office: TEA President, TEA President-Elect, TEA Secretary, TEA Treasurer, any Past Grand Exalted Rulers residing in Tennessee, TECT President, TECT President-Elect, TEBT President, TEBT Vice President, and the six (6) TEA Directors at Large; and, in addition, all Past State Presidents of TEA, TECT, and TEBT who have attended at least two (2) of the last five (5) annual meetings of the Association. The Board shall elect one of the TEA Past State

Presidents to serve as Chairman. The TEA Secretary shall serve as the Secretary of the Board.

8.02 Powers and Duties

The Board shall have all the powers granted it by the Association, and it shall have the general control of the affairs, funds and properties of the Association. The Board shall have the power to raise revenue and it shall implement an accounting system to safeguard and promote the Association's interest and welfare. Before any solicitations are attempted, the Board must first approve them.

8.03 Meetings

The Board shall meet immediately prior to the annual meetings of the Association. The Board shall also meet annually during the summer months, the time and place to be determined by the Chairman. Special meetings may be called by the Chairman upon the written request of four members of the Board. All members of the Board shall be furnished written notice of the time, place and nature of business of any special meeting at least fifteen (15) days prior to the convening of such meeting.

8.04 Executive Committee

The Board shall select 4 of the TEA Past President members to serve on the Executive Committee, with at least one member coming from each district of the State. The Chairman of the Board shall be one of the 4 members, and shall be Chairman thereof. The Executive Committee shall have all the powers of the Board between meetings. Upon reasonable notice, the Chairman may call such meetings as are appropriate. The Committee shall select one of its members to serve as Secretary.

8.05 Quorums

A majority of the members of the Board and of the members of the Executive Committee shall constitute a quorum respectively.

8.06 Minutes and Reports

The Board and its Executive Committee shall maintain accurate minutes of their respective proceedings. The Chairman shall, at the annual meeting, submit a written report to the Secretary of the Association containing the activities of the Board during the preceding year.

8.07 Liaison between the TEA, TECT and TEBT

The Chairman of the TECT and TEBT Boards of Directors shall be privileged to attend the meetings of the TEA Board of directors as liaison but without a vote.

ARTICLE 9 - COMMITTEES

9.01 Appointment and Authority

Unless otherwise designated, the President shall appoint all committees, and the Chairmen thereof, as soon after his installation as possible. Committee members shall hold office, at the will of the President, until their successors have been appointed. Notwithstanding the numerical limitations contained herein, a President may increase the number of members of any committee that he deems appropriate, with the exception of the Advisory Committee.

9.02 Special Committees

Special Committees may be formed as needed at the discretion of the President, the Chairman of the Board of Directors, the Advisory Committee or the sponsoring Past Grand Exalted Ruler as deemed warranted or necessary to the operation or business of the Association.

9.03 Standing Committees

The following committees shall be known and designated as Standing Committees of the Association:

- 9.04 Accident Prevention and Insurance
Committee

- 9.05 Advisory Committee
- 9.06 Americanism Committee
- 9.07 Auditing and Accounting Committee
- 9.08 Budget Committee
- 9.09 Bulletin Committee
- 9.10 Business Practice Committee
- 9.11 Convention Committee
- 9.12 Credentials Committee
- 9.13 Drug Awareness Committee
- 9.14 Editor State Bulletin
- 9.15 Elk of the Year Committee
- 9.16 Elk Hall of Fame Committee
- 9.17 Elks National Foundation Committee
- 9.18 Elks Training Committee
- 9.19 Elks National Veterans Service Committee
- 9.20 Finance Committee
- 9.21 Government Relations Committee
- 9.22 Historian
- 9.23 Hoop Shoot Committee
- 9.24 Judiciary Committee
- 9.25 Leadership Training Committee
- 9.26 Lodge Activities Committee
- 9.27 Membership Committee
- 9.28 National Home Liaison Committee
- 9.29 New Lodge Committee
- 9.30 Planning Committee
- 9.31 Public Relations Committee
- 9.32 Ritualistic Committee
- 9.33 Scholarship Committee
- 9.34 Soccer Shoot Committee
- 9.35 Technology Committee
- 9.36 Travelling Gavel Committee
- 9.37 Youth Activities Committee

Unless otherwise provided by these By-Laws, each Standing Committee shall consist of four members, one from each District in the State.

Unless otherwise provided, the Chairman of each Standing Committee shall make a written report of his/her committee's activities and present the Secretary with a written copy. He/she shall also report directly to the membership if so ordered by the President.

9.04 Accident Prevention and Insurance Committee

This Committee shall promote, assist and advise the Subordinate Lodges to identify loss causing situations, to engage in loss preventing practices and to prevent accidents. The Chairman of this Committee shall communicate and correspond directly with the Director of the Grand Lodge Elks Insurance Department. The Chairman of this Committee shall be approved by the sponsoring Past Grand Exalted Ruler.

9.05 Advisory Committee

The Advisory Committee shall consist of all Past Presidents of the Association. Its duty is to render such counsel and advice to the Association's officers, committee members and members so as to promote its best interests and welfare. The Advisory Committee shall also function as a nominating committee for the Association's elective officers. If the sponsoring Past Grand Exalted Ruler is a Past President, he shall serve as Chairman, otherwise, the immediate Past President shall serve as Chairman.

9.06 Americanism Committee

This committee shall promote any and all programs supporting the tradition and heritage of our country, especially Flag Day ceremony.

9.07 Auditing and Accounting Committee

This committee shall be composed of the number of members appointed by the Chairman of the Board of Directors and its duty shall be to examine and audit the receipts and disbursements of the Association, including the books of the Secretary and Treasurer, using established and recognized accounting practices as accepted by the Board of Directors.

This committee is authorized to employ the services of a private licensed auditor to make an annual examination of the books and records of the Secretary and Treasurer and make his report to the Chairman of the Board of Directors. Compensation for such services will be controlled by the budget.

9.08 Budget Committee

This committee shall be composed of three Past State Presidents, one for each district, to be appointed by the Chairman of the Board of Directors, who shall also designate the Chairman of the Committee from one of the appointees.

It shall be the duty of this committee to prepare an itemized budget for the ensuing fiscal year to be presented to the Board for its consideration at a time designated by the Board. The proposed budget shall be finalized by the Board and presented to the membership for consideration and adoption at the annual meeting.

In the event an application for expense money or reimbursement for expenditures made by any member exceeds the applicable line item of the budget, the matter will be referred to this committee for approval or rejection of the application.

9.09 Bulletin Committee

The Bulletin Committee shall consist of the Chairman of the Board and such other members he/she shall appoint. It shall be their duty to over-see the operations of the Bulletin Editor and staff.

9.10 Business Practices Committee

This committee shall consist of a minimum of one member from each District recommended by the PSP,s from that district and approved by the Sponsoring Grand Exalted Ruler. The members shall have the knowledge and

experience to operate a business. They shall have a working knowledge of the Grand Lodge chart of accounts, profit and loss statements, balance sheets, budgeting, cost of goods, labor and etc. The committee would, at the direction of the Sponsoring Grand Exalted Ruler, or at the request of the Lodge, upon approval of the Sponsoring Grand Exalted Ruler, examine the Lodge operations and make recommendations to the Lodge, and report to the Sponsoring Grand Exalted Ruler.

9.11 Convention Committee

This committee shall be composed of three Past State Presidents, one from each district, appointed by the Chairman of the Board who shall designate the Chairman. The Chairman of the Board shall also appoint three additional members, one from each District, who shall be knowledgeable in sales and procurement, and relationships with vendors and their representatives. The Host Chairman appointed by the President and the Reservation Chairman appointed by the Convention Committee Chairman shall be an ex-officio member of the committee. This committee shall have the responsibility of recommending to the Board the site, date and manner of funding for all Mid-Year and Annual meetings of the Association in conformity with the Convention Manual.

9.12 Credentials Committee

The President shall designate the number of members of this committee as he deems appropriate. This committee shall examine the credentials of all those persons authorized to participate in the deliberations of the Association. Its Chairman shall make a preliminary report to the membership immediately following the convening of any meeting of the Association and shall make a final report immediately prior to adjournment.

9.13 Drug Awareness Committee

This committee shall consist of a Chairman and three District Chairmen, one for each district. The Chairman of the Committee shall be subject to the approval of the sponsoring

Past Grand Exalted Ruler. It shall be the duty of this committee to implement the Grand Lodge Drug Awareness Program as announced from time to time.

9.14 Editor of the Tennessee Elks Bulletin

The Chairman of the Board of Directors shall select an Editor for the State Bulletin and other publications as directed by the Board. It shall be the duty of the Editor to publish timely Association news of events and announcements, in good taste and without prejudice. The frequency of such publications, and expenses allowed, if any, shall be determined by the Board, at its sole judgement and discretion.

The Bulletin Editor shall be assisted by an editorial staff recommended by the Editor and appointed by the Chairman of the Board. All allowed expenses for the staff shall be provided for in the annual budget. The staff shall include:

914.14.1 District Editors

There shall be a District Editor from each district of the Association. Their responsibilities shall be the gathering, assembling and forwarding to the Bulletin Editor in a timely manner news of noteworthy events and announcements from their respective districts. These events and announcements shall include news from the District Deputy, the Vice Presidents and the lodges.

914.14.2 Committee Editor

The Committee Editor shall be responsible for soliciting, receiving and assembling articles and announcements. The Committee Editor shall be responsible for soliciting, receiving and assembling articles and announcements from all State and Grand Lodge Committee Chairmen, and forwarding same to the Bulletin Editor in a timely manner.

9.14.14.3 Photographer

The photographer, who shall be appointed by the Editor and serve under his/her direction, shall have the duty of

recording important events and related matters of interest, making prints thereof and forwarding them to the Bulletin Editor and State Historian. An amount shall be budgeted to cover his/her reasonable expenses.

914.14.4 Other

The Bulletin Editor, upon approval by the Chairman of the Board, shall be permitted to appoint such other staff members and/or assistants as may be deemed necessary.

9.15 Elk of the Year Committee

This committee shall have the responsibility of selecting that member of the Association who has given outstanding service to the Association during the most recently completed lodge year. The committee may select only one such member per year and, if no member is deemed worthy in a particular year, need make no such selection. Guidelines for the selection of nominees shall be approved by the Board of Directors

9.16 Elks Hall of Fame Committee

The Chairman of the Board shall appoint this committee which shall be composed of four Past State Presidents, each of whom shall have attended not less than three (3) Annual Meetings of the Association out of the five (5) next preceding Annual Meetings and whom shall be members of the Elk Hall of Fame. One member should be appointed from each district. It shall be the responsibility of the committee to select and induct into the Tennessee Elks Hall of Fame those members of this Association who have distinguished themselves through long, arduous service and dedication to this Association and the principles of our Order. They may induct only one such member per year and, if no member is deemed worthy of this honor in any particular year, do not have to select an inductee. Guidelines for the selection of nominees shall be approved by the Board of Directors.

The committee shall report the name of the member selected for induction, if any there be, at the Annual Meeting at which appropriate recognition and award will be presented.

The cost incident to obtaining the necessary material for these awards shall be covered in the budget.

9.17 Elks National Foundation Committee

This committee shall promote the Elks National Foundation by educating the member lodges about its work and accomplishments and encouraging all Tennessee Elks to become participating members thereof. Appropriate recognition shall be accorded at the annual meeting to the lodge having the highest percentage donation to the Elks National Foundation.

9.18 Elks Training Committee

The Elks Training Committee shall carry out the Grand Lodge training program as prescribed by the Grand Lodge Lodge Activities and State Association Committee.

9.19 Elks National Veterans Service Committee

This committee shall consist of a Chairman and three District Chairmen, one from each district. The Elks National Veterans Service Committee shall designate the Chairmen and the Chairman of each hospital or home subject to the approval of the sponsoring Past Grand Exalted Ruler. It shall be the duty of this committee to handle the disbursement of funds provided by the Grand Lodge for the assistance of veterans who are confined to hospitals and to report at the Mid-Year and Annual Meetings the progress and status of this committee and the results of its efforts and expenditures.

Each District Chairman shall encourage the participation of the lodges in his district and urge their members to renew support for and help implement the fundamental pledge of Elks that, "so long as there are veterans the Benevolent and Protective Order of Elks will never forget them".

Each District Chairman shall file a written report to the Chairman not later than thirty (30) days before the Mid-Year and the Annual Meeting and the Chairman shall, considering those reports, make his report for the Committee.

9.20 Finance Committee

This committee shall be composed of the Treasurer, who shall be the Chairman, the Chairman of the Board of Directors, the Chairman of the Audit Committee, and the Chairman of the Budget Committee. It shall be the duty of this committee to issue advisory opinions and recommendation for actions by the Board of Directors concerning any changes in the Per Capita Fee, the longer term management of assets not needed for current operations, and any other financial matters of the Association. The committee shall report its recommendations at regular Board meetings for the investment of any new securities, the reinvestment of any securities maturing in the interim between then and the next Board meeting, and any other recommendations it deems appropriate.

9.21 Government Relations Committee

This committee shall examine any legislation affecting the Order of Elks in Tennessee and report same to the Board and to the Association's members and to the Chairman of the Grand Lodge Government Relations Committee. The Chairman of this Committee shall be approved by the sponsoring Past Grand Exalted Ruler.

9.22 Historian

The Historian shall compile and preserve all significant memorabilia, including, but not limited to, pictures and documents relating to the history of the Association and/or its member lodges so as to preserve an accurate, concise and interesting history of the Order in Tennessee. This officer shall also be responsible for keeping current the Tennessee Elks Association's Directory of Lodges and shall update said

Directory not less than once in each period of three years, as needed.

9.23 Hoop Shoot Committee

This committee, which shall cooperate fully with the Grand Lodge Hoop Shoot Director, shall foster, supervise and implement the Grand Lodge Hoop Shoot program on behalf of the youth of Tennessee. The Chairman of this committee shall be approved by the sponsoring Past Grand Exalted Ruler.

9.24 Judiciary Committee

This committee shall issue advisory opinions and appropriate recommendations concerning the Association's Constitution and By-Laws and any proposed amendments thereto and shall assist the Government Relations Committee in studying any legislation, proposed or enacted, affecting the Order of Elks in Tennessee. The Chairman, an attorney actively engaged in the practice of law (if available), shall assist the Association's presiding officer in the interpretation of its laws and rules of procedure.

9.25 Leadership Training Committee

This committee shall be composed of at least one member from each district, recommended by the PSP{s of the District and shall have as advisors at least one PSP from each district as appointed by the chairman of the Board The Chairman of the Board, subject to consultation an approval by the Sponsoring Grand Exalted Ruler, shall designate one of the members Chairman. The committee shall have the responsibility of conducting such training seminars and workshops authorized by the Board of Directors and/or the Sponsoring Past Grand Exalted Ruler..

9.26 Lodge Activities Committee

This committee shall review and assist charitable, social and civic activities sponsored by the member lodges and promote those activities that could enhance successful programs in all lodges.

9.27 Membership Committee

The President, with the approval of the sponsoring Past Grand Exalted Ruler, shall appoint this committee which will be comprised of a chairman and one additional member to be selected from each district in the state. The principle obligation of the committee shall be to plan and devise a program to present to subordinate lodges to be used by them for the purpose of attracting new members and diminishing loss of membership through lapsation. It shall oversee implementation of this program by subordinate lodge officers, encourage each lodge to activate its indoctrination and orientation programs and to investigate the effectiveness of the efforts of each lodge in solving its membership goals

9.28 National Home Liaison Committee

This committee shall establish and maintain liaison between the Elks National Home and State Association as directed by the Grand Lodge and State Association. The Chairman of this committee shall be approved by the sponsoring Past Grand Exalted Ruler.

9.29 New Lodge Committee

This committee shall consist of at least one knowledgeable member from each District recommended by the PSPs from that district and approved by the Sponsoring Past Grand Exalted Ruler. Each of these members shall investigate the the feasibility of instituting new Lodges in their District. They will report their findings to the District Leader of their district and the Sponsoring Past Grand Exalted Ruler. Additionally, they will impliment organizational procedures to speed yhe institution of any new Lodge and its subsequent affiliation with the Association. They will be provided with the latest information on stray Elks within their District from Grand Lodge resources.

9.30 Planning Committee

The Chairman of the Board shall appoint three PSPs, one from each district, and shall designate one as chairman. The Chairman of the Board shall also appoint one member from each district, from the recommendations of the PSPs of that District. The duties of this committee shall be to consider, advise and submit recommendations to the Board and the Association as might effect the the long term welfare of the Association.

9.31 Public Relations Committee

This committee shall provide instruction and assistance to the lodge public relations chairman, prepare news releases covering the Association's activities, assist and coordinate national and state activity's publicity with the area Grand Lodge Public Relations Committee member, and make initial contact with key media personnel in order to enhance the image of Elkdorn throughout the state. The chairman of this committee shall be approved by the sponsoring Past Grand Exalted Ruler.

9.32 Ritualistic Committee

This committee shall consist of at least two members from each district. The chairman shall distribute complete information regarding the functions of his committee, including the rules and regulations of the Grand Lodge Ritualistic Committee, to each subordinate lodge. He shall make all arrangements for conducting the Ritualistic contest at the annual meeting, including the selection of word judges and computers. The committee shall promote excellence in the rendition of ritual work at the subordinate lodge level. It also shall, following consultation with the sponsoring Past Grand Exalted Ruler, select the contest judges, not to exceed five in number, and shall have full power and authority to make rules relating to the contest so long as they do not conflict with Grand Lodge procedures. The committee shall present awards denoting proper recognition and achievement by lodges and/or individual participation in the contest. The result of the contest

shall be immediately reported to the chairman of the Grand Lodge Ritualistic Committee.

9.33 Scholarship Committee

This committee shall encourage participation in such scholarship programs as are sponsored by the Elks National Foundation and the Tennessee Elks Charitable Trust, Inc. The chairman shall be responsible for making arrangements to grade applications and for transmitting them and/or the identities of winners' names and addresses to the Elks National Foundation, the Tennessee Elks Charitable Trust, Inc. and the Tennessee Elks Benevolent Trust, Inc. as appropriate.

9.34 Soccer Shoot Committee

This committee shall consist of a Chairman appointed by the President with the approval of the Sponsoring Past Grand Exalted Ruler, and a least one member from each district. The committee shall be responsible for implementing a state-wide Soccer Shoot in coordination with the Grand Lodge Soccer Shoot program.

9.35 Technology Committee

This committee shall consist of a Chairman and at least one member from each district to be appointed by the President. The committee shall assist the lodges in the process of automating their lodge and social club records, including the selection of hardware and software, and aid in the resolution of associated problems.

9.36 Travelling Gavel Committee

This committee shall consist of the four Vice-Presidents, with the chairman coming from the district of the President. Its duty shall be to promote interlodge visitations and to encourage the exchange of beneficial information among lodges. The record of the committee's activities shall be included in the individual reports of the Vice-Presidents.

9.37 Youth Activities Committee

This committee shall foster, supervise and implement the Association's youth program; sponsor youth ceremonies and celebrations; and promote programs for all youth, particularly those projects which will benefit under-privileged or handicapped children. The committee shall also encourage member lodges to sponsor little league baseball, youth camps, scout troops, and other related projects. This committee shall also be responsible for administering the Grand Lodge Youth Activities Program and for distributing information thereof to the member lodges.

ARTICLE 10 - GRAND LODGE REPORTS

10.01 General

The Secretary of The Association shall, from time to time, furnish to the Grand Secretary the documents and reports as required by Laws of the Order.

ARTICLE 11 - RULES OF PROCEDURE

11.01 Order of Business

The following order of proceeding and business shall be observed at all meetings of the Association:

1. Call to order
2. Invocation by Chaplain
3. Tribute to Flag
4. Address of welcome
5. Response by President
6. Introduction of distinguished guests
7. Introduction of Grand Lodge officers
8. Introduction of Past State Presidents
9. Roll call of State officers
10. Roll call of subordinate lodges
11. Appointment of committees not previously appointed
12. Preliminary report of Credentials Committee
13. Reading minutes of previous sessions

14. Report of President
15. Report of Nominating Committee
16. Report of Vice-President
17. Report of Chairman of the Board of Directors
18. Report of Secretary
19. Report of Treasurer
20. Meeting of Tennessee Elks Charitable Trust
21. Meeting of Tennessee Benevolent Trust, Inc
22. Report of standing committees
23. Report of special committees (Grand Lodge Advisory)
24. Unfinished business
25. New business
- 25(a) Election of Officers (TEA, TECT & TEBT)
26. Report of Credentials Committee
27. Good of the Order
28. Installation of Officers
29. Address by State President
30. Benediction by Chaplain
31. Adjournment

Changes in the order of business may be made at the discretion of the Board of Directors prior to any regular meetings or by a majority vote of the delegates present at any meeting if deemed necessary under the circumstances then and there prevailing.

11.02 Rules of Order

All meeting proceedings shall, unless in conflict with these By-Laws, be governed by the rules set forth in "Robert's Rules of Order."

11.03 Motions and Resolutions

At the request of the presiding officer, every motion or resolution made or offered shall first be reduced to writing and furnished to the Secretary.

ARTICLE 12 - MISCELLANEOUS

12.01 Publications

The Association may publish materials authorized by the Board.

12.02 Counsel

Counsel for the Association may be retained and/or appointed by the President, subject to confirmation by the Board.

12.03 Matters not Otherwise Covered

Should any matter arise which is not covered by these By-Laws, resort shall be made to the Grand Lodge Statutes.

12.04 Adoptions of These Provisions

These By-Laws shall take effect immediately upon adoption and the required approval of the designated member of the Grand Lodge Judiciary Committee.

12.05 Limitations on Nature of Business to be Transacted

Nothing of political or sectarian character shall be introduced or considered at any meeting of the Association. No individual shall, directly or indirectly, be endorsed or recommended by the Association for any political or public office. No action shall be taken concerning any political, legislative or public policy matter, whether general or local in character, unless such action is in accord with previous Grand Lodge Action or received that Grand Exalted Ruler's prior approval.

ARTICLE 13 - TENNESSEE ELKS BENEVOLENT TRUST, INC.

13.01 General

The Exalted Ruler of each member lodge shall be the liaison between the Trust and Subordinate Lodge. The Trust is

hereby authorized to request the Exalted Rulers of each Subordinate Lodge to appoint a Major Project Committee. Each Subordinate Lodge and Major Project Committee thereof shall promote and administer state-wide projects authorized by the Board of Directors of the Trust.

ARTICLE 14 - GENERAL

14.01 Amendments

These By-Laws may be amended at any meeting of the Association, provided said proposed amendment is first presented to the Association's Corporate Secretary at least sixty (60) days prior to said meeting. The Corporate Secretary shall immediately forward a copy of the proposed amendment to the Chairman of the Judiciary Committee, the President and the Sponsoring Past Grand Exalted Ruler for review. The Judiciary Committee shall report its findings and recommendations to the Chairman of the Board of Directors, the President and the Sponsoring Past Grand Exalted Ruler. The proposed amendment, along with the recommendations of the Judiciary Committee and the Board of Directors, concerning same shall be submitted to the membership of the Association as new business at said meeting by the Chairman of the Judiciary Committee. A two-thirds affirmative vote of the delegates present shall be required for its adoption. No amendment shall take effect until approved by the Grand Lodge Committee on Judiciary. Any proposed amendment must contain the proposer's name and Lodge and shall be accompanied by a brief statement in support thereof.

Prepared by Special By-Laws Committee

Submitted by:

/s/

Louis W. Ringger, President

/s/

William J. Burns, Secretary

BY-LAWS CERTIFICATION

This is to certify that the revised By-Laws of the Tennessee Elks Association, Inc., submitted herewith to the designated member of the Grand Lodge Committee on Judiciary for approval, were proposed at a regular session of the Association, in writing, October 11, 2008, read before the Association and at that regular session said amended and substituted By-Laws were adopted by a unanimous vote of all the delegates present. Notice, in writing, setting forth the changes in the proposed revision, were sent by the Secretary to all subordinate Lodges at least 10 days before the regular meeting at which said revision was voted upon.

/ S /

Louis W. Ringger, President

/ S /

William J. Burns, Secretary

Approved by the Grand Lodge Committee on Judiciary:
Approval No. 03-09-62

COMMITTEE ON JUDICIARY



GRAND LODGE
Benevolent and Protective
ORDER OF ELKS
UNITED STATES OF AMERICA

From the Office of
RONALD L. HICKS
Member
P.O. Box 508
Fredericksburg, VA 22404-0508
(540) 371-2505 Office/Home
E-mail: rhicks46@aol.com

Tennessee Elks Association
c/o Louis W. Ringger, President
510 W. Main St
Parsons, TN 38363

February 25, 2009

APPROVAL No. 3-09-62
BY-LAW ~~AMENDMENTS~~ - REVISION

(~~Large~~ Action on 10-11-08)

Dear President Ringger:

I am pleased to hand you herewith official approval by the Committee on Judiciary, of action lately taken by
Tennessee Elks Association Lodge No. _____, State of Tennessee,
with respect to its By-Laws. Revision

With this approval, the change made is effective forthwith except as to any change in your Lodge dues which will
become effective April 1st, next, but not earlier.

Sincerely and fraternally yours,

Chairman, Committee on Judiciary

By: Ronald L. Hicks
Area Member on Judiciary

NOTE - LODGE
BLOW - GRAND SECRETARY
NK - COMMITTEE MEMBER
JLD - PAGER SPONSOR

THE BY-LAWS OF THE TENNESSEE ELKS CHARITABLE TRUST

The masculine words appearing herein shall include the feminine gender as circumstances require.

ARTICLE 1 - GENERAL

1.01 NAME

The name of this Tennessee corporation shall be the Tennessee Elks Charitable Trust hereinafter referred to as the "Trust".

1.02 OBJECTIVE AND PURPOSE

The Trust is organized to further the purposes and achieve the objectives set forth in its Charter as directed by the Trust membership.

1.03 SEAL

The Trust shall not have a corporate seal.

1.04 TRUST MEMBERSHIP

Membership in the Trust extends to all Subordinate Lodges located within Tennessee that are in good standing with the Grand Lodge and the Tennessee Elks Association, Inc. The State shall be divided into districts corresponding to those designated by the Grand Lodge for the purposes of internal organization and administration.

1.05 CORPUS OF TRUST FUND

The State Charities grants received from the Elks National Foundation shall be placed in the Trust and administered in keeping with the established guidelines of the Elks National Foundation and in accordance with the purposes and objectives as set forth in the Trust's Charter.

In no case shall the Tennessee Elks Charitable Trust use any portion of the Elks National Foundation funds for operational or administrative expenses.

The Trust may receive property from any source, including, but not limited to, contributions, payments, donations, bequests and devises from wills and trusts, gifts of money and properties, grants and funds which may enure to the benefit of the Trust; provided, however, all contributions, payments and/or bequests must be acceptable to the Board of Directors of the Trust.

All contributions and/or bequests so received together with the income therefrom shall be held, managed, administered, used and applied by the Board of Directors in accordance with the purposes and terms of these By-Laws and the Trust's Charter. The Board of Directors may accept contributions and/or bequests which qualify, limit or restrict their use; provided, however, such qualifications, conditions, limitations and/or restrictions shall not conflict with the purposes of the Trust set forth in these By-Laws and the Trust's Charter. Unless otherwise specifically required, such restricted contributions and/or bequests may be mingled with other contributions to the Trust.

Funds (other than tangible personal property) received by the Trust shall be held by the Treasurer in an account or accounts in one or more approved banking institutions. The Treasurer may, from time to time, upon approval by the Board of Directors of the Trust, invest portions of these funds in accordance with the investment policy of the Trust.

Tangible personal property accepted by the Board of Directors shall be held, conserved, controlled and disposed of, if need be, by the Board of Directors.

.06 APPLICATION AND USE OF FUNDS

The Trust shall hold, manage, invest and reinvest cash, securities, monies and investments, including stocks, bonds and obligations and shall collect and receive the income herefrom, and after deduction of all the necessary expenses incident to the operation and administration of the Trust, such funds and the income therefrom shall be utilized in accordance with the purposes set forth in these By-Laws and the Trust's

Charter, provided, however, all such funds shall be utilized in such manner as the Board of Directors of the Trust shall approve.

ARTICLE 2 - MEETINGS

2.01 DESIGNATION OF REGULAR MEETINGS

The Trust shall hold an annual meeting at the Tennessee Elks Association, Inc. annual meeting, and may hold one other additional meeting at the Tennessee Elks Association, Inc. mid-year meeting.

2.02 NOTICE

The Secretary of the Trust shall mail written notice of the time and place of the regular meeting to each member Lodge at least sixty (60) days prior to the convening of such meeting. Publication in the Tennessee State Bulletin shall be considered written notice.

2.03 QUORUM

A quorum for the transaction of business at any meeting of the Trust shall be a representation from a majority of the member Lodges.

2.04 NATURE OF BUSINESS TO BE CONDUCTED

Any and all business of the Trust may be conducted at a regular meeting as long as all prerequisites have been satisfied.

2.05 SPECIAL MEETINGS

The President with with the concurrence of a majority of the members of the Executive Committee or a majority of the members of the Executive Committee itself may call special meetings of the Trust. The Secretary of the Trust shall mail written notice of the time and place of any special meeting at least twenty (20) days prior to the convening of such meeting. Such notice must state the business which will be transacted at the business meeting.

ARTICLE 3 - DELEGATES

3.01 VOTING DELEGATES

Each member Lodge shall be entitled to two (2) voting delegates because of its membership in the Trust. In addition thereto, each member Lodge shall also receive one (1) voting delegate for every one hundred (100) members, or major fraction thereof, based upon the membership as certified by the report submitted to the Grand Lodge as of the 31st day of March in the year next preceding the convening of any meeting of the Trust. In the event a delegate is unable to attend a meeting of the Trust, the member Lodge may designate an alternate delegate. In addition to the voting delegates as set forth immediately above, any Past President of the Trust or any Past President of the Tennessee Elks Association, Inc., and the current President and Vice President, and any Past President of the Tennessee Elks Benevolent Trust, Inc. who is in good standing with a member Lodge shall be classified as a voting delegate to all meetings wherein he is in attendance.

3.02 SELECTION AND CERTIFICATION OF DELEGATES

Delegates and alternates shall be elected or appointed at a meeting of the member Lodges at least thirty (30) days prior to any regular meeting of the Trust. The results of such election shall be reported in writing to the Secretary of the Trust no later than fifteen (15) days prior to the next regular meeting of the Trust. The qualifications for a delegate shall be the same as the qualifications for becoming an Officer in a member Lodge. Only delegates certified by the Credentials Committee, and confirmed as Certified Delegates by the Secretary of the Trust, shall be entitled to participate in and vote on all matters which come before the Trust at any business session.

ARTICLE 4 - VOTING

4.01 GENERAL

A majority of the delegates from the lodges in good standing present and voting at any business session shall be required to pass or adopt a motion or resolution, except in those instances where the By-Laws of the Trust provide otherwise.

4.02 ELECTION OF OFFICERS

The elective officers of the Trust shall be elected at each annual meeting, with the nominee having the highest number of votes being elected. In the event of a contest for any office, voting shall be by secret ballot, and according to Grand Lodge procedure. In the event of a tie, a new ballot shall be taken immediately. The Trust's Secretary may cast the unanimous ballot of the assembled delegates for any uncontested office.

4.03 OTHER BUSINESS PROCEEDINGS

Other voting at the Associations' meetings shall be by the voting sign of an Elk. If requested by a Certified Delegate, the vote on any particular motion or resolution shall be by roll call of the member Lodges and any Past Presidents of the Trust or the Tennessee Elks Association, Inc. and the current President and Vice President and any Past Presidents of the Tennessee Elks Benevolent Trust, Inc. in attendance as a confirmed delegate.

4.04 PROPORTIONATE AND PROXY VOTING

Each Certified Delegate shall be entitled to cast one vote. Any Past State President who is a duly confirmed delegate, whose vote is not included in the vote announced by his/her lodge, shall be entitled to one vote upon the calling of his/her name by the Secretary. A lodge's certified delegates must be in attendance at the time of voting and cast their votes individually. Proxy voting is prohibited.

4.05 POLLING OF DELEGATES

If a Lodge's delegation is not unanimous in its vote, the delegation shall be polled and each delegate in attendance shall cast his proportionate vote.

ARTICLE 5 - FISCAL MATTERS

5.01 FISCAL PERIOD

The Trust's fiscal year shall begin on April 1 and continue through March 31.

5.02 PREREQUISITE REVIEW BY THE BOARD OF DIRECTORS

The Board of Directors of the Trust shall consider all revenue and general policy matters and make its recommendations thereon, prior to any action being taken by the Delegates of the Trust.

ARTICLE 6 - OFFICERS

6.01 GENERAL

The elected officers of the Trust shall consist of a President, President-Elect, Secretary and Treasurer. All Officers shall serve for a period of one year, or until their successors have assumed the duties of office.

6.02 QUALIFICATIONS FOR OFFICE

Only Past Exalted Rulers affiliated with a member Lodge, and residing within its District, shall be eligible for nomination and election to the office of President and President-Elect. Any Elk member affiliated with a member Lodge, and residing within its District, shall be eligible for any other office in the Trust.

6.03 INSTALLATION

All officers of the Trust shall be installed at the annual meeting in accordance with the Tennessee Elks Association, Inc. rituals.

6.04 VACANCIES AND REMOVALS

If the office of President becomes vacant for any reason, the President-Elect shall succeed to that office for the remainder of the term and continue as President during the next fiscal year. Should any other vacancy arise, the President, with the approval of a majority of the Executive Committee, shall appoint a replacement for the remainder of the term. Should the President feel that good cause has been shown to remove any Officer, he shall notify the Executive Committee in writing. If a majority of the Executive Committee sustains his decision, the officer shall be removed from office.

6.05 PRESIDENT

DUTIES: The President shall be the chief executive officer of the Trust. He shall preside at all meetings, preserve order, appoint all Committees not otherwise provided for, decide all questions of order subject to appeal to the Trust, and perform all other duties that may be imposed upon him by Laws of the Trust.

REPORTS: The President shall be required to file a written report with the Secretary of the Trust, and make an oral report to the Trust delegates at the annual meeting of the Trust, concerning the activities of his office.

6.06 PRESIDENT-ELECT

DUTIES: The President-Elect shall attend all meetings of the Trust and its Board of Directors. He shall assist the President in the performance of his duties and preside at all meetings of the Trust and the Board of Directors in the absence of the President. He shall, in the absence or disability of the President, be vested with all of the powers of the President.

6.07 SECRETARY

DUTIES: The Secretary shall attend all meetings of the Trust and its Board of Directors. In addition, he shall attend the meetings of those Boards and/or Committees when so designated by the Board of Directors. He shall have custody of

all documents of the Trust, attend to all correspondence relative to his office, purchase stationery and other supplies necessary for the operation of his office, and shall perform such duties as may properly be required of him.

6.08 TREASURER

DUTIES: The Treasurer shall attend Trust meetings and those of such Boards and/or Committees as may require his services. He shall control the general funds of the Trust given him by the Secretary, maintain a full and accurate account of all receipts and disbursements, deposit all monies and/or other Trust assets in places of safekeeping designated by the Board of Directors, and pay out the monies from the Trust's general fund only upon vouchers counter-signed by the President and Secretary.

REPORTS: The Treasurer shall render detailed reports annually to the Chairman of the Board of Directors, the sponsoring Past Grand Exalted Ruler (s), the President, the President-Elect, the Secretary, and the Chairman of the Budget Committee, and at such other times as may be requested by the President.

Upon taking office the Treasurer shall designate a Past State President elected from and residing in his/her District to act in his/her absence or incapacity. He/she shall notify, in writing, the Chairman of the Board, the President and the Secretary of the identity of his/her designee. The designee shall thereafter perform all of the duties of the Treasurer until such time as the duly elected Treasurer is again able to perform his/her duties, or until such time as a new successor Treasurer has been appointed or elected.

ARTICLE 7 - BOARD OF DIRECTORS

7.01 COMPOSITION

The Board of Directors of the Trust (hereinafter referred to as "the Board") shall consist of the following officers during their term of office: TECT President, TECT

President Elect, TECT Secretary, TECT Treasurer, any Past Grand Exalted Ruler residing in Tennessee, TEA President, TEA President Elect, TEBT President, TEBT Vice President and six (6) TECT Directors at Large, and, in addition, all Past State Presidents of TEA, TECT and TEBT who have attended at least two (2) of the last five (5) annual meetings of the Trust. The Board shall elect one of the TEA Past State Presidents as Chairman. The TECT Secretary shall serve as Secretary of the Board.

7.02 POWERS AND DUTIES

The Board shall have all the powers granted it by the Trust, and it shall have the general control of the affairs, funds, and properties of the Trust.

7.03 MEETINGS

The Board shall meet immediately prior to the annual meeting of the Trust. Special meetings may be called by the Chairman upon the written request of four (4) members of the Board. All members of the Board shall be furnished written notice of the time, place and nature of business of any special meeting at least fifteen (15) days prior to the convening of such meeting.

7.04 EXECUTIVE COMMITTEE

The Board shall select five (5) of its members to serve on the Executive Committee, with at least one (1) member coming from each district of the State. The Chairman of the Board shall be one of the five (5) members, and shall be Chairman thereof. The Executive Committee shall have all the powers of the Board between meetings. Upon reasonable notice, the Chairman may call such meetings as are appropriate. The Committee shall select one of its members to serve as Secretary.

7.05 QUORUMS

A majority of the members of the Executive Committee shall constitute a quorum respectively.

7.06 MINUTES AND REPORTS

The Board and its Executive Committee shall maintain accurate minutes of their respective proceedings. The Chairman shall, at the annual meeting, submit a written report to the Secretary of the Trust containing the activities of the Board during the preceding year.

7.07 LIAISON BETWEEN TECT, TEA AND TEBT

The Chairman of the TEA and TEBT Boards of Directors shall be privileged to attend the meetings of the TECT Board of Directors as liaison without a vote.

ARTICLE 8 - BONDS AND INSURANCE

8.01 BONDS AND INSURANCE

The officers and/or directors of the Tennessee Elks Charitable Trust, Inc. Shall be bonded and insured as determined by and provided for by the Tennessee Elks Association.

ARTICLE 9 - COMMITTEES

9.01 APPOINTMENT AND AUTHORITY

Unless otherwise designated, the President shall appoint all committees, and the Chairmen thereof, as soon after his installation as possible. Committee members shall hold office, at the will of the President, until their successors have been appointed.

9.02 SPECIAL COMMITTEES

Special Committees may be formed as needed at the discretion of the President, the Chairman of the Board of Directors, or the sponsoring Past Grand Exalted Ruler as deemed warranted or necessary to the operation or business of the Trust.

9.03 STANDING COMMITTEES

The following committees shall be known and designated as Standing Committees of the Trust:

- 9.04 Advisory Committee
- 9.05 Auditing Committee
- 9.06 Budget Committee
- 9.07 Credentials Committee

Unless otherwise designated, each Standing Committee shall consist of four (4) members, one from each District of the State. Unless otherwise designated, the Chairman of each Standing Committee shall file a written report with the Trust's Secretary.

9.04 ADVISORY COMMITTEE

The Advisory Committee shall consist of all Past State Presidents of the Tennessee Elks Association, Inc. And all Past State Presidents of the Trust. Its duty is to render such council and advice to the Trust's officers, committee members and members so as to promote its best interest and welfare. The Advisory Committee shall also function as a nominating committee for the Trust's elective officers. If the Sponsoring Past Grand Exalted Ruler is a Past President of the Tennessee Elks Association, Inc. or the Trust he/she shall serve as Chairman. Otherwise the immediate Past President of the Trust shall serve as chairman.

9.05 AUDITING COMMITTEE

The Auditing Committee shall be appointed by the Chairman of the Board and its duty shall be to examine and audit the receipts and disbursements of the Trust, including the books of the Secretary and Treasurer, using established and recognized accounting practices as accepted by the Board of Directors. This Committee is authorized to employ the services of a private licensed auditor to make an annual examination of

the books and records of the Secretary and Treasurer, and make his report to the Chairman of the Board of Directors and the chairman of the Auditing Committee. Compensation for such services will be controlled by the budget.

9.06 BUDGET COMMITTEE

This committee shall be composed of four (4) Past State Presidents, one for each District, to be appointed by the Chairmen of the Board of Directors, who shall also designate the Chairman of the Committee from one of the appointees.

It shall be the duty of this committee to prepare an itemized budget for the ensuing fiscal year to be presented to the Board for its consideration at a time designated by the Board. The proposed budget shall be finalized by the Board and presented to the membership for consideration and adoption at the annual meeting.

9.07 CREDENTIALS COMMITTEE

The President shall designate the number of members of this committee as he deems appropriate. This committee shall examine the credentials of all those persons authorized to participate in the deliberations of the Trust.

ARTICLE 10 - RULES OF PROCEDURE

10.01 ORDER OF BUSINESS

The following order of proceedings and business shall be observed at all meetings of the Trust:

1. Call to order
2. Roll call of Trust Officers and Lodges
3. Reading minutes of previous sessions
4. Report of President
5. Election of officers
6. Report of Chairman of the Board of Directors
7. Report of Secretary
8. Report of Treasurer

9. Report of standing committees
10. Report of special committees
11. Unfinished business
12. New business
13. Installation of Officers jointly with
the Tennessee Elks Association, Inc. and the Tennessee Elks
Benevolent Trust, Inc.

Changes in the order of business may be made at the discretion of the Board of Directors prior to any regular meetings or by a majority vote of the delegates present at any meeting if deemed necessary under the circumstances then and there prevailing.

10.02 RULES OF ORDER

All meeting proceedings shall, unless in conflict with these By-Laws, be governed by the rules set forth in "Roberts Rules of Order."

10.03 MOTIONS AND RESOLUTIONS

At the request of the presiding officer, every motion or resolution made or offered shall first be reduced to writing and furnished to the Secretary.

ARTICLE 11 - MISCELLANEOUS

11.01 PUBLICATIONS

The Trust may publish materials authorized by the Board.

11.02 COUNSEL

Counsel for the Trust may be retained and/or appointed by the Chairman of the Trust Board, subject to confirmation by the Board. General counsel may be provided by any Past Grand Exalted Ruler (s) residing in Tennessee.

11.03 ADOPTIONS OF THESE PROVISIONS

These By-Laws shall take effect immediately upon adoption and the required approval of the designated member of the Grand Lodge Committee on Judiciary.

ARTICLE 12 - AMENDMENTS

12.01 GENERAL

These By-Laws, may be amended at any meeting of the Trust, provided said proposed amendment is first presented to the Trust's Corporate Secretary at least sixty (60) days prior to said meeting. The Corporate Secretary shall immediately forward a copy of the proposed amendment to the Chairman of the Judiciary Committee of the Tennessee Elks Association, Inc. (TEA), the President of the Trust and the Sponsoring Past Grand Exalted Ruler for review. The TEA Judiciary Committee shall report its findings and recommendations to the Chairman of the Board of Directors of the Trust, the President of the Trust and the Sponsoring Past Grand Exalted Ruler. The proposed amendment, along with the recommendations of the TEA Judiciary Committee and the Board of Directors of the Trust, concerning same shall be submitted to the membership of the Trust as new business at said meeting by the Chairman of the TEA Judiciary Committee. A two-thirds affirmative vote of the delegates present shall be required its adoption. No amendment shall take effect until approved by the Grand Lodge Committee on Judiciary. Any proposed amendment must contain the proposer's name and Lodge and shall be accompanied by a brief statement in support thereof.

Prepared by the Special By-Laws Committee

Submitted By:

/s/

Louis W. Ringger, President

/s/

William J. Burns, Secretary

BY-LAWS CERTIFICATION

This is to certify that the revised By-Laws of the Tennessee Elks Charitable Trust, submitted herewith to the designated member of the Grand Lodge Committee on Judiciary for approval, were proposed at a regular session of the Trust, in writing, October 11, 2008, read before the Trust and at that regular session said amended and substituted By-Laws were adopted by a unanimous vote of all the delegates present. Notice, in writing, setting forth the changes in the proposed revision, was sent by the Secretary to all subordinate Lodges at least 10 days before the regular meeting at which said revision was voted upon.

_____/ S /_____
Louis W. Ringger, President

_____/ S /_____
William J. Burns, Secretary

Approved by the Grand Lodge Committee on Judiciary:
Approval No. 3-09-64

COMMITTEE ON JUDICIARY



GRAND LODGE
Benewah and Protective
ORDER OF ELKS
UNITED STATES OF AMERICA

From the Office of
RONALD L. HICKS
Member
P.O. Box 508
Fredericksburg, VA 22404-0508
(540) 371-2505 Office/Home
E-mail: rhicks46@aol.com

Tennessee Elks Charitable Trust
c/o Louis W. Ringger, President
510 W. Main St
Parsons, TN
38363

February 25, 2009

APPROVAL No. 3-09-64
BY-LAW ~~AMENDMENTS~~ - REVISION

(Lodge Action on 10-11-08)

Dear President Ringger

I am pleased to hand you herewith official approval by the Committee on Judiciary, of action lately taken by

Tenn Elks Charitable Trust, Lodge No. _____, State of Tennessee,
with respect to its By-Laws - Revision

With this approval, the change made is effective forthwith except as to any change in your Lodge does which will become effective April 1st, next, but not earlier

Sincerely and fraternally yours,

Chairman, Committee on Judiciary

By: Ronald L. Hicks
Area Member on Judiciary

WHITE - LODGE
YELLOW - GRAND SECRETARY
PINK - COMMITTEE MEMBER
GOLD - POSE SPONSOR

**THE BY-LAWS OF THE
TENNESSEE ELKS BENEVOLENT TRUST OF THE
BENEVOLENT AND PROTECTIVE ORDER OF ELKS,
INC.**

MAJOR PROJECT OF THE ELKS ASSOCIATION, INC.

ARTICLE 1 - GENERAL

1.01 Name

The name of this Tennessee Corporation shall be the Tennessee Elks Benevolent Trust, Inc. Herein referred to as the Trust. The Trust is a subsidiary corporation of the Tennessee Elks Association.

1.02 Objectives and Purposes

The Trust is organized to further the purposes and achieve the objectives set forth in its charter.

1.03 Seal

The Trust shall not have a corporate seal.

1.04 Trust Membership

The membership of the Trust shall include all Subordinate Lodges located within Tennessee which are in good standing with the Grand Lodge of the Benevolent and Protective order of Elks and the Tennessee Elks Association, Inc.

1.05 Corpus of Trust Funds

Upon adoption of the By-laws, the Board of Directors shall designate a portion of all funds then present in the Tennessee Elks Benevolent Trust, Inc. To become the initial corpus of a Permanent Trust fund. The annual per capita assessment fee for the Tennessee Elks Association Major Project from each Tennessee Subordinate Lodge, all contributions, gifts, memorials and bequests to the Trust shall be placed in the corpus of the

Elks Benevolent Trust, Inc. Fund. Only the investment earnings from the corpus shall be applied from time to time and in such manner as the Board of Directors of such funds may determine to further the purposes and achieve the objectives of the Trust Charter. The Trust may receive money or property for other purposes than accumulation in the corpus of the Trust Fund, if donors thereof so direct, and if such purpose is within the general scope of the Trust.

1.06 Corporate Address

The address of the Trust Secretary shall be the address of this corporation.

ARTICLE 2 - MEETINGS

2.01 Designation of regular Meetings

The Trust shall hold an annual and a mid-year meeting at the Tennessee Elks Association, Inc. annual and mid-year meeting.

2.01 Notice

The Secretary of the Trust shall mail written notice of the time and place of the regular meeting to each member Lodge at least sixty (60) days prior to the convening of such meeting. Publication in the Tennessee State Bulletin shall be considered notice.

2.03 Quorum

A quorum for the transaction of business at any regular meeting of the Trust shall be a representation of a majority from the member Lodges.

2.04 Nature of Business to be Conducted

Any and all business of the Trust may be conducted at a regular meeting of the Trust as long as all prerequisites of the have been satisfied.

2.05 Special Meetings

The President with the concurrence of a majority of the Executive Committee or a majority of the Executive Committee itself, may call special meetings of the Trust. The Secretary of the Trust shall mail written notice of the time and place of any special meetings at least twenty (20) days prior to the convening of such meeting. Said notice must state the business which will be transacted at the special meeting.

ARTICLE 3 - DELEGATES

3.01 Voting Delegates

The delegates and alternates eligible to vote at a meeting of the Trust shall be the same as those certified by member Lodges as the delegates to the Tennessee Elks Association, Inc. And the Tennessee Elks Charitable Trust, Inc. Meetings. In addition to the voting delegates as set forth immediately above, any Past President of the Trust who is in good standing with a member Lodge shall be classified as a voting delegate to all meetings wherein he is in attendance.

3.02 Selection and Certification of Delegates

The Secretary shall secure from the Credentials Chair-Person of the Tennessee Elks Association, Inc. A list of the certified delegates of that Association. The delegates will become the duly selected and certified delegates of the Trust.

ARTICLE 4 - VOTING

4.01 General

A majority of the delegates from the Lodges in good standing present and voting at any business session shall be required to pass or adopt a resolution, except in those instances where the Constitution and/or the By-Laws of the Trust provide otherwise.

4.02 Election of Officers

Officers and Directors shall be elected at each annual meeting with the nominee having the highest number of votes being elected. In the event of a contest for any office, voting shall be by secret ballot, and according to Grand Lodge procedure. In the event of a tie, a new ballot shall be taken immediately. The Trust Secretary may cast the unanimous ballot of the assembled delegates for any uncontested office.

4.03 Other Business Proceedings

Other voting at the Trust's meetings shall be by the voting sign of an Elk. If requested by a Certified Delegate, the vote on any particular motion or resolution shall be by roll call of the member Lodges and any Past Presidents of the Trust in attendance as a confirmed delegate.

4.04 Proportionate and Proxy Voting

Each Certified Delegate shall be entitled to cast one vote. Any Past State President who is a confirmed delegate, whose vote is not included in the vote announced by his/her, shall be entitled to one vote upon the calling of his/her name by the Secretary. A Lodge's certified delegates must be in attendance at the time of voting and cast their voted individually. Proxy voting is prohibited.

4.05 Polling of Delegates

If a Lodge's delegation is not unanimous in its vote, the delegation shall be polled and each delegate in attendance shall cast his/her proportionate vote.

ARTICLE 5 - FISCAL MATTERS

5.01 Fiscal Period

The Trust's fiscal year shall begin April 1 and continue through March 31.

5.02 Prerequisite Review by the Board of Directors

The Board of Directors of the Trust shall consider all revenue and matters and make its recommendations thereon prior to any action taken by the membership of the Trust.

ARTICLE 6 - OFFICERS

6.01 General

The elected officers of the Trust shall consist of the President, Vice President, Secretary, Pledge Secretary, Scholarship Secretary, Treasurer, and six (6) Directors. There shall be two Directors from each District of the Tennessee Elks Association, Inc. Providing that no Lodge shall have more than one Director on the Board of Directors at any time. This clause shall not affect any Directors serving on the Board at the time it is adopted. No Director shall hold office for more than two full terms in succession. All Officers, except Directors, shall serve for a period of one year, or until their successors have assumed the duties of office. Each of the six (6) Directors shall serve for a period of three (3) years, or until his/her successor has assumed the duties of office, with two (2) Directors being nominated and elected at each annual meeting.

6.02 Qualification for Office

Only past Exalted Rulers affiliated with a member Lodge shall be eligible for election to the office of President and Vice President. Any Elk affiliated with a member Lodge, and residing within its district, shall be eligible for any other office in the Trust. No member shall hold more than one office except the President of the Trust shall serve as Chairperson of the Board.

6.03 Installation

Officers and Directors of the Trust shall be installed at the annual meeting along with the Tennessee Elks Association, Inc., Officers and Directors.

6.04 Vacancies and Removal

If the office of President becomes vacant for any reason,

the Vice President shall succeed to that office for the remainder of the term. Should any other vacancy arise, the President, with the approval of a majority of the Executive Committee, shall appoint a replacement for the remainder of the term or until the next regular election whichever is sooner. Should the President feel that good cause has been shown to remove any Officer, he/she shall notify the Executive Committee in writing. If a majority of the Executive Committee sustains his/her decision, the Officer shall be removed from office.

6.05 President

Duties. - The President shall be the Chief Executive Officer of the Trust. He/she shall preside at all meetings, preserve order, appoint all Committees not otherwise provided for, decide all questions of order subject to appeal of the Trust, and perform all other duties that may be imposed upon him/her by the Laws of the Trust.

Reports. - The President shall be required to file a written report with the Secretary of the Trust and make an oral report to the delegates at all regular meetings concerning the activities of his/her office, and any recommendations which he/she may deem to be in the best interest of the Trust.

Expenses. - An amount shall be budgeted and designated by the Board of Directors for payment of the President's office expenses.

6.06 Vice President

Duties. - The Vice President shall attend all meetings of the membership and the Board of Directors. He/she shall assist the President in the performance of his/her duties. In the absence of the President he/she shall preside at all meetings of the Trust and the Board of

Directors. Also, in the absence or disability of the President, he/she will be vested with all of the powers of the President. The Vice President shall be the Chairperson of the Trust Public Relations Committee.

Expenses - An amount shall be budgeted and designated by the Board of Directors for the payment of the Vice President's office expenses.

6.07 Secretary

Duties - The Secretary shall attend all meetings of the membership and the Board of Directors. In addition, he/she shall attend the meetings of the Board and/or Committees when so designated by the Board of Directors. He/she shall have custody of all documents of the Trust, attend to all correspondence relative to his/her office, purchase stationery and other supplies necessary for the operation of his/her office. He/she shall perform such other duties as may properly be required of him/her.

Expenses - An amount shall be budgeted and designated by the Board of Directors for the payment of the Secretary's office expenses.

6.08 Pledge Secretary

Duties - The Pledge Secretary, as a member of the Board of Directors, shall attend all meetings of the membership and the Board. He/she shall receive and record all donations, pledges, memorials, gifts, and bequests to the Trust. He/she shall establish an account for the timely deposit of all monies received; maintain an accounting record and acknowledgment of all donations to the Trust; transfer these monies only to the Treasurer upon the Board's instruction for the purchase of additions to the Corpus. He/she shall arrange for issuance of Trust pins, certificates, and provide other awards as necessary.

Reports - The Pledge Secretary shall submit an annual report of all donations to each Lodge along with pledge reminders, file a written report with the Secretary of the Trust and make an oral report to the membership at all regular meetings concerning the activities of the office.

He/she shall also submit a detailed annual report to the President with copies to each Board Member, and the sponsoring Past Grand Exalted Ruler listing the monies received; the total donations by each Lodge including those meeting the established quota for the current March 1 through February 28 Trust pledge period.

Expenses. - An expense fund shall be budgeted by the Board of Directors to cover the administrative expenses of the Pledge Secretary's office.

6.09 Scholarship Secretary

Duties. - The Scholarship Secretary, as a member of the Board of Directors, shall attend all meetings of the Trust and the Board. He/she shall administer the payment of awards for winning students determined by the Major Projects Committee in the Nursing Scholarship Program, and those determined by the Scholarship Committee of the Tennessee Elks Association, Inc. in the Academic Scholarship Program. He/she shall keep records for each student upon notification by the chairperson of the nursing and academic scholarship committees, notify the winner of the award, request enrollment information, and upon receipt of such information pay the designated award amount. He/she shall answer all correspondence from the students or schools concerning the Nursing and Academic awards, inform the President of the Trust, President of the Tennessee Elks Association, Inc., and chairperson of the Tennessee Elks Association, Inc. Scholarship Committee and provide the Public Relation Chairperson with necessary information. He/she shall, by voucher system, obtain budgeted amounts from the Treasurer for each program, establish separate accounts for the disbursements of award funds, make payments to accredited colleges and universities, and maintain records of all disbursements and refunds. Upon the annual conclusion of the nursing scholarship program, he/she shall return any unused funds and refunds to the Tennessee Elks Benevolent Trust Treasurer. Any unused

funds or returned funds are to be designated for use in the ensuing year of the Nursing Scholarship Program. Upon the annual conclusion of the Academic Scholarship Program he/she shall return any unused Elks National Foundation funds and refunds to the Tennessee Elks Benevolent Trust Treasurer, who in turn forwards the funds to the Tennessee Elks Charitable Trust Treasurer. He/she shall, from time to time, but not less than quarterly, furnish the current financial status of his/her accounts and Nursing and Academic Scholarship expenditures to the Treasurer for his/her preparation of financial statements to be distributed to the sponsoring Past Grand Exalted Ruler, the Nursing and Academic statement to the President of the Trust, and the academic statement to the President of the Tennessee Elks Association, Inc.

Reports. The Scholarship Secretary shall submit an annual written report with the Secretary of the Trust and make oral reports to the membership at all regular meetings concerning the activities in the nursing scholarship program and the academic scholarship program.

Expenses. - All expenses shall be budgeted and designated by the Board of Directors to cover administrative expenses of the Scholarship Secretary's office. No administrative expenses shall be paid from the Academic Scholarship Program accounts.

6.10 Treasurer

Duties. - The Treasurer as a member of the Board of Directors shall attend all meetings of the trust and the Board of Directors. He/she shall receive all income from the corpus in such a manner as the Board of Directors may determine. He/she shall also receive the contributions by the Tennessee Elks Charitable trust, Inc. Received, in turn, from the Elks National Foundation for the major Project Grants; donations, memorials, bequests, and interest earned on funds from the Pledge Secretary and the annual dues from the Trust Secretary.

These funds shall be received in a manner determined by the Board of Directors. He/she shall maintain a full and accurate account of all receipts and disbursements, deposit all monies and/or other Trust assets in places designated by the Board of Directors and in federally-insured accounts, not to exceed the current insured value, and pay out monies from the Trust's general funds for nursing scholarship awards pre-approved and designated by the Major Project Committee and by Tennessee Elks Benevolent Trust President and for academic scholarship awards pre-approved and designated by the Tennessee Elks Association Scholarship Committee and Tennessee Elks Association President for all other invoices and vouchers. He/she should be responsible for such Federal and State returns as may be required.

Reports. - The Treasurer shall render detailed reports, at the Annual and Mid-year meetings, to the President and Secretary, sponsoring Past Grand Exalted Rulers, and Tennessee Elks Association President regarding Academic Scholarships and the chairperson of the Budget Committee, and at such other times as requested by the Presidents of the Tennessee Elks Benevolent Trust and Tennessee Elks Association. At the Annual and Mid-year meetings he/she shall inform the membership of the current financial condition of the Trust, as well as the results of any audit conducted during the previous year.

Expenses. - An amount shall be budgeted and designated by the Board of directors for the payment of the Treasurer's office expenses.

ARTICLE 7 - BONDS AND INSURANCE

7.01 Bonds

The Board of Directors of the Tennessee Elks Association, Inc., subject to the approval of the membership, shall designate those officers of the Tennessee Elks Association, Inc., the Tennessee Elks Benevolent Trust, Inc. And the Tennessee Elks

Charitable Trust, Inc. Who shall be required to execute surety bonds and the amounts thereof. Such bonds shall be executed before assuming the duties of their respective offices and shall be conditioned upon the requirement that they will faithfully perform the duties of their respective offices and report and account for all monies and property of their respective corporations which shall come into their possession and control. The expenses incident to the issuance of such bonds shall be paid by the Tennessee Elks Association, Inc. Such bonds shall be negotiated and/or renegotiated annually by the Secretary of the Tennessee Elks Association, Inc. or its Executive Committee his/her recommendations as to purchase of such bonds. Such bonds shall be retained in the possession of the Secretary of the Tennessee Elks Association, Inc.

7.02 Insurance

The Board of Directors of the Tennessee Elks Association, Inc., subject to the approval of the membership, shall also have authority to determine what types of insurance coverage, if any, and in what amounts of coverage, shall be obtained on behalf of the officers and Directors of the Tennessee Elks Association, Inc., the Tennessee Elks Benevolent Trust, Inc. and the Tennessee Elks Charitable Trust, Inc. Any such policies deemed necessary shall be negotiated by the Secretary of the Tennessee Elks Association, Inc. who shall, prior to entering into any contractual relationship, report to the Board of Directors of the Tennessee Elks Association, Inc. Or its Executive Committee his/her recommendations regarding such coverage. Any such policies shall be paid by the Tennessee Elks Association, Inc.

ARTICLE 8 - BOARD OF DIRECTORS

8.01 Composition

The Board of Directors (hereafter "Board") shall consist of the following officers: President, Vice

President, Secretary, Pledge Secretary, Scholarship Secretary, Treasurer, six (6) Directors, three (3) Past State Presidents of the Tennessee Elks Association, Inc., one from each District appointed by the Chairperson of the Tennessee Elks Association, Inc. Board of Directors, for a one year term, any Past Grand Exalted Rulers residing in Tennessee and the Chairperson of the Major Project Committee and the Chairperson of the Tennessee Elks Association, Inc. Academic Scholarship Committee. In addition all Past Presidents of the Trust who have attended at least two of the last five annual meetings shall be on the Board. The President of the Trust shall serve as Chairperson of the Board.

8.02 Powers and Duties

The Board shall have all the powers granted it by the Trust, and it shall have the general control of the affairs, funds, and properties of the Trust. The Board shall have the power to raise revenue, and it shall implement an accounting system to safe guard and promote the Trusts interests and welfare. Before any solicitations are attempted, the Board must approve them.

8.03 Meetings

The Board shall meet immediately prior to the annual and mid-year meetings of the Trust. Special meetings may be called by the Chairperson upon written request of four (4) members of the Board. All members of the Board shall be furnished written notice of the time, place, and nature of business of any special meeting at least fifteen (15) days prior to the convening of such meeting.

8.04 Executive Committee

The Board shall select four (4) of its members to serve on the Executive Committee, with at least one (1) member from each district of the State. The Executive Committee will be elected annually. The Chairperson of the Board shall be one of the four (4) members; the

committee shall have all the powers of the Board between meetings. Upon reasonable notice, the Chairperson may call such meetings as are appropriate. The Committee shall elect one of its members to serve as Secretary.

8.05 Quorum

A majority of the members of the Board and of the members of the Executive Committee shall constitute a quorum respectively.

8.06 Minutes and Reports

The Board and its Executive Committee shall maintain accurate minutes of their respective proceedings. The Chairperson shall, at the annual meeting, submit a written report to the Secretary of the Trust containing the activities of the Board during the preceding year.

8.07 Liaison Between the Tennessee Elks Association, Tennessee Elks Charitable Trust and Tennessee Elks Benevolent Trust

The Board Chairperson of the Tennessee Elks Association, Inc. And the Board Chairperson of the Tennessee Elks Charitable Trust Board of Directors shall be privileged to attend the meetings of the Tennessee Elks Benevolent Trust Board of Directors as a liaison, but without a vote.

ARTICLE 9 - COMMITTEES

9.01 Appointment and Authority

Unless otherwise designated, the President shall appoint all Committees, and designate the Chairperson as soon after his/her installation as possible. The Committee members shall hold office, at the will of the President, until their successors have been appointed. Notwithstanding the numerical limitations contained herein, the President may increase the number of members of any Committee that he deems appropriate, with the exception of the Advisory Committee.

9.02 Special Committees

Special Committees may be formed as needed at the discretion of the President, the Chairperson of the Board of Directors, the Advisory Committee or the sponsoring Past Grand Exalted Ruler as deemed warranted or necessary to the operation or business of the Association.

9.03 Standing Committee

The following Committee shall be known and designated as Standing Committees of the Trust:

9.04 Advisory Committee

9.05 Auditing Committee

9.06 Budget Committee

9.07 Finance Committee

9.08 Fund Raising Committee

9.09 Long Range Planning Committee

9.10 Major Project Committee

9.11 Public Relations Committee

Unless otherwise provided by these By Laws, each Standing Committee shall consist of three (3) members, one from each District of the State, unless otherwise designated, the Chairperson of each standing Committee shall make a written report of his/her Committee's activities and present the Secretary with a written copy. He/she shall also report directly to the membership if so ordered by the President.

9.04 Advisory Committee

The Advisory Committee shall consist of the President of the Trust, all Past Presidents of the Trust , and all Past State Presidents of the Tennessee Elks Association, Inc. Its duty is to render counsel and advice to the Trust's Officers, Committee members to promote its best interests and welfare. The sponsoring Past Grand Exalted Ruler, residing in Tennessee, shall serve as Chairperson; otherwise, the immediate Past President of the Trust shall serve as Chairperson. The Advisory

Committee shall also function as a Nominating Committee for the Trust's elective Officers and Directors.

9.05 Auditing Committee

The Auditing Committee shall be appointed by the President of the Trust who shall also designate the Chairperson of the Committee from one of the appointees and its duty shall be to examine and audit the receipts and disbursements of the Trust, including the books of the Pledge Secretary, Scholarship Secretary and Treasurer, using established and recognized accounting practices as accepted by the Board of Directors. This Committee is authorized to employ the services of a private licensed auditor to make an annual examination of the books and records of the Pledge Secretary, Scholarship Secretary, and Treasurer and make his/her report to the Chairperson of the Board of Directors and the Chairperson of the Auditing Committee. Compensation for such services will be controlled by the budget.

9.06 Budget Committee

The Budget Committee shall be composed of the Trust Treasurer and one (1) member from each District to be appointed by the President of the Trust, who shall also designate the Chairperson of the Committee from one of the appointees. The Chairperson of the Budget Committee shall attend the annual meeting of the Board of Directors. It shall be the duty of this Committee to prepare an itemized budget for the ensuing fiscal year to be presented to the Board for its consideration at a time designated by the Board. In preparation of the budget, the Budget Committee shall budget only the income estimated from the corpus of the Tennessee Elks Benevolent Trust, Inc. Fund in such manner as the Board of Directors of such funds may determine and the estimated designated funds by the Tennessee Elks Charitable Trust, Inc. Received from the Elks National Foundation for the Major Grants. The proposed budget shall be finalized by the Board and presented to the

membership for consideration and adoption at the annual meeting. In the event an application for expense money or reimbursement for expenditures made by any member exceeds the applicable line item of the budget, the matter will be referred to this Committee for approval or rejection of the application.

9.07 Finance Committee

The Finance Committee shall be appointed by the President of the Trust who shall designate the Chairperson of the Committee from one of its appointees with the approval of the Board of Directors. The Chairperson of the Board shall exercise the right to appoint such Elks with knowledge of banking, investing and financial management as may be beneficial to the investment and safety of the corpus Trust Fund. With prior approval of the Board, the Finance Committee may seek financial management assistance and counsel. The Chairperson shall attend the annual meeting of the Board of Directors. The Committee shall review and make recommendations to the Trust Board relative to the investment of all funds of the Trust. With prior approval of the Trust board, this Committee shall see that the annual per capita assessment fee for the Tennessee Elks Association Major Project, all contributions, gifts, memorials and bequests to the Trust shall be deposited with a responsible trust company or comparable agency for investment. The Chairperson of the Committee shall make a report of the Committee's recommendations as to investment policy at the annual meeting of the Trust's Board of Directors.

9.08 Fund Raising Committee

The Fund Raising Committee shall be appointed by the President of the Trust who shall also designate the Chairperson of the Committee from one of the appointees. The Chairperson shall attend the annual meeting of the Board of Directors. The Committee shall recommend the policies, strategies and objectives in the

field of fund raising with the approval of the Board of Directors. The Committee shall provide to the Public Relations Committee and such information on fund raising as may be considered to be of value.

9.09 Long Range Planning Committee

The Long Range planning Committee shall be appointed by the President of the Trust who shall designate the Chairperson of the Committee from one of the appointees. The Chairperson shall attend the annual meeting of the Board of Directors. The Committee shall continually research the role of the Tennessee Elks Benevolent Trust and its programs in the future making periodic reports to the Board of Directors.

9.10 Major Project Committee

The Major Project Committee shall be appointed by the President of the Trust who shall designate the Chairperson from one of the appointees. He/she shall serve as a member of the Trust Board of Directors. He/she shall attend all meetings of the membership and the Board of Directors. The Committee shall encourage and promote Lodge participation in the major project program. The Chairperson shall distribute contest applications and other information to each member Lodge. The Chairperson shall be responsible for making arrangements to grade the applications received and for transmitting them and/or the identities of winners' names and addresses to the Scholarship Secretary. The Chairperson of this Committee shall be knowledgeable of the duties of the Scholarship Secretary and both shall cooperate to determine the number of awards to be made in the next program cycle.

The Major Project Committee shall periodically review, revise, print, and issue with the approval of the Board of Directors, required changes in the Major Project Application form and guidelines for State and Lodge judging. The Chairperson of the Major Project Committee

shall keep the Board of Directors informed and make recommendations thereon covering the requirements for school scholarship awards.

9.11 Public Relations Committee

The Public Relations Committee shall be appointed by the President of the Trust. The Chairperson of the Committee shall be the Vice President of the Trust and he/she shall attend the meetings of the Board of Directors. The Committee shall promote the major project and educate the member Lodges about its work and accomplishments and encourage all Tennessee Subordinate Lodges to participate in the Major Project Program.

ARTICLE 10 - RULES OF PROCEDURE

10.01 Order of Business

The following order of proceeding and business shall be observed at any meeting deemed necessary of the Trust:

1. Call to Order
2. Roll call of Trust Officers and Lodges
3. Reading minutes of previous session
4. Report of the President
5. Report of Pledge Secretary
6. Report of Scholarship Secretary
7. Report of Major Project Chairperson
8. Report of Treasurer
9. Report of Budget Chairperson
10. Unfinished business
11. New business
12. (a) Report of Nominating Committee
(b) Election of Officers
13. Adjournment
14. Installation of Trust Officers jointly with Tennessee Elks , Association and Tennessee Elks Charitable Trust Officers

Changes in the Order of Business may be made at the discretion of the President with the approval of the Board of Directors or by a majority vote of the delegates present under the circumstances then prevailing.

10.02 Rules of Order 99

All meeting proceedings shall, unless in conflict with these By-laws, be governed by the rules set forth in "Robert's Rules of Order."

10.03 Motions and Resolutions

At the request of the Presiding Officer every motion or resolution made or offered shall first be reduced to writing and furnished to the Secretary.

ARTICLE 11 - MISCELLANEOUS

11.01 Publications

The Trust may publish materials authorized by the Board.

11.02 Counsel

Legal Counsel for the Trust may be retained and/or appointed by the President of the Trust, subject to confirmation by the Board. General counsel may be provided by any Past Grand Exalted Ruler residing in Tennessee.

11.03 Adoption of These Provisions

These by-laws, if adopted, shall take effect upon the next meeting of the membership convened after their passage, provided however, that any existing Trust Officers and Committees that are superseded shall continue to hold their offices until the end of said meeting, and shall perform all the duties pertaining to their offices until their successors have assumed the duties of office.

ARTICLE 12 - TENNESSEE ELKS ASSOCIATION, INC.

12.01 General

The Exalted Ruler of each member Lodge shall be the liaison between the Trust and the Subordinate Lodge. The Trust is hereby authorized to request the Exalted Rulers of each Subordinate Lodge to appoint a Major Project Committee. Each subordinate Lodge and Major Project Committee thereof shall promote and administer statewide projects authorized by the Board of Directors of the Trust.

ARTICLE 13 - AMENDMENTS

13.01 General

These By-laws may be amended at any meeting of the Trust, provided said proposed amendment is first presented to the Trust Secretary at least sixty (60) days prior to said meeting. The Secretary shall immediately forward a copy of the proposed amendment to the Legal and General Counsel, the President of the Trust and the sponsoring Past Grand Exalted Ruler for review. The Legal and General Counsel shall report its finding and recommendations to the Chairperson of the Board of Directors, the President of the Trust and the sponsoring Past Grand Exalted Ruler.

The proposed amendment, along with the recommendations of the Legal and General Counsel and the Board of Directors, concerning same shall be submitted to the membership of the Trust as new business at said meeting by the Legal and General Counsel. A two-thirds affirmative vote of the delegates present shall be required for its adoption. No amendment shall take effect until approved by the Grand Lodge Committee on Judiciary. Any proposed amendment must contain the proposer's name and Lodge and shall be accompanied by a brief statement in support thereof.

BY-LAWS CERTIFICATION

This is to certify that the revised By-laws of the Tennessee Elks Benevolent Trust, Inc. submitted herewith to the designated member of the Grand Lodge Committee on Judiciary for Approval, were proposed at a regular session of the Tennessee Elks Benevolent Trust, in writing, October 11, 2008, read before the Trust and at that regular session said amended and substituted By-laws were adopted by a unanimous vote of the delegates present. Notice in writing setting forth the changes in the proposed revision were sent by the secretary to all Lodges in Tennessee at least 10 days before the regular meeting at which the said revision was voted upon.

/s/

P. Wayne Arnold, President

/s/

Susan D. Ferrell, Secretary

Original adopted March 14, 1970

Revised August 29, 1970 Revised October 5, 1991

Revised March 27, 1981 Revised October 5, 1996

Revised October 1, 1981 Revised October 11, 2003

Revised April, 3, 1983 Revised October 14, 2006

Revised April 15, 1988 Revised October 11, 2008

Approved by the Grand Lodge Committee on Judiciary

Approval No. 3-09-63

COMMITTEE ON JUDICIARY



GRAND LODGE
Benevolent and Protective
ORDER OF ELKS
UNITED STATES OF AMERICA

From the Office of
RONALD L. HICKS
Member

P.O. Box 508
Fredericksburg, VA 22404-0508
(540) 371-2505 Office/Home
E-mail: rhicks48@aol.com

Tennessee Elks Benevolent Trust
331 Meadow Lane
Murfreesboro, TN
37128

February 25, 2009

APPROVAL No. 3-09-63
BY-LAW AND ~~CONSTITUTION~~ - REVISION

(Sent to: Louis W. Rigger,
President TEA)

(Lodge Action on 10-11-08)

Dear Trust Secretary

I am pleased to hand you herewith official approval by the Committee on Judiciary, of action lately taken by

Tennessee Elks Benevolent Trust, ~~Lodge No.~~ _____, State of Tennessee,
with respect to its By-Laws — Revision

With this approval, the change made is effective forthwith except as to any change in your Lodge dues which will become effective April 1st, next, but not earlier.

Sincerely and fraternally yours,

Chairman, Committee on Judiciary

By: Ronald L. Hicks
Area Member on Judiciary

WHITE - LODGE
YELLOW - GRAND SECRETARY
PINK - COMMITTEE MEMBER
GOLD - PAPER SPONSOR

INSTALLATION RITUAL

Tennessee Elks Association/Tennessee Charitable Trust and Tennessee Benevolent Trust

(The ceremony of installation shall be performed by a Past Grand Exalted Ruler, retiring President or by any Past State President of the Association or Trust. The installing officers shall be addressed as Grand Lodge Officers)

GRAND EXALTED RULER: My Brothers, Ladies and gentlemen, we are present for the purpose of installing the officers of the Tennessee Elks Association, Inc., The Tennessee Elks Charitable Trust and the Tennessee Elks Benevolent Trust for the ensuing year

Grand Secretary, have the officers of these corporations been duly elected and designated for the coming year?

GRAND SECRETARY: They have, Grand Exalted Ruler.

GRAND EXALTED RULER: Grand Sergeant-at-arms, you will proceed to the left of the Alter. As each name is called, the member named shall take his place before the Alter in line with the Grand Sergeant-at-Arms.

Grand Secretary, you will call the name of the officers-elect and designate.

GRAND SECRETARY: Grand Exalted Ruler, I have the honor of presenting to you for installation,
Brother....

(Names and titles of those being initiated will be provided by the Secretary) TEBT terms are two years.

(After his response the Grand Secretary is seated)

GRAND EXALTED RULER: My Brothers, you have been chosen by the members of these corporations to assume positions of trust and responsibility for the ensuing year. Do you each accept the office for which you have been chosen?

ALL REPLY: I do.

GRAND EXALTED RULER: Do you each under your obligation as an Elk, solemnly promise to further these Corporations' Interest, to promote their welfare and to advance the work for which they are organized.

ALL REPLY: I do.

GRAND EXALTED RULER: Will all please stand.
The Grand Chaplain will lead us in prayer.

GRAND CHAPLAIN: We beseech Thee, Almighty God, to bless this ceremony. Grant Thy special favours upon these officers and these Corporations. Invest them with the power and desire to exemplify the principles of Charity, Justice, Brotherly Love, and Fidelity, so that under their direction the work of these Corporations and the Order of Elks may rebound to the credit of Him, who in thy name taught us, "To do unto others as we would they should do unto us," and Thine shall be the power and Glory for ever and ever. Amen.

GRAND EXALTED RULER: Please be seated.

You will each place your left hand over your heart, raise your right hand, and repeat after me,

In the presence of God and these Corporations of Elks, I solemnly promise and swear to conform with and maintain the Constitution, Statutes, Rules and Regulations of the Benevolent and Protective Order of Elks, and the charter and by-laws of these respective Corporations; to practice the virtues of Charity, Justice, Brotherly Love, and with Fidelity to perform the duties of the office for which I have been chosen to the best of my ability. May God help me and keep me steadfast as an officer of this Corporation. Amen.

My Brothers, you have been selected by the members of your respective Corporations to fill its various offices for the ensuing year. It is an honor worthy of the ambition of every Elk, bestowed as the evidence of their esteem, the result of their confidence reposed in you, their belief in your ability; and their knowledge that you will continue to practice the principles of our order. Let me impress upon each of you your responsibility and obligation to carry on the work for which our Order was founded. You should be diligent in the exercise of your duties and faithful to the interest of your respective Corporation. It is a trust not lightly assumed. Be you ever faithful to your trust.

Grand Sergeant-at-Arms, you will now conduct the President(s) to a position at my right.

(The Grand Sergeant-at-Arms then returns in front of the Alter beside the Corporation officers.)

Mr. President(s), you have been selected by the members of these Corporations to preside over their destinies for the ensuing year. It is your duty as president to promote to the fullest extent of the power with which you are endowed, the interest and advancement of our Corporations, and to strengthen the ties of personal and fraternal regard created by the mutual exchange of ideas and frequent meeting under a common brotherhood.

With great satisfaction, I present you with this gavel, the emblem of your authority. Use it wisely and with discretion, yet with firmness and decision to maintain decorum and dignity and always with consideration of what is best for the interests of the Corporation and our great Order. May you be guided with wisdom and discretion and may your every act reflect the principles of Charity, Justice, Brotherly Love and Fidelity .

My Brothers by virtue of the authority in me vested, I do proclaim and declare the officers of these Corporations duly installed.

(The Grand Exalted Ruler requests the seating of the Corporation officers and then any remarks by the Presidents.)

GRAND EXALTED RULER: I now declare this service closed.