

**POLICE EMERALD SOCIETY OF THE
HUDSON VALLEY, INC.**

CONSTITUTION & BY-LAWS

Est. 2012

Police Emerald Society of the Hudson Valley, inc. Constitution and By-Laws

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ARTICLE I

TITLE

This organization shall be known as the Police Emerald Society of the Hudson Valley, Inc., herein referred to as the "Society", and same shall consist of a general body operating under a Constitution and By-Laws that are hereby duly established.

ARTICLE II

OBJECTIVES OF THE SOCIETY

The objectives for which said corporation has been formed are as follows:

- To unite and promote fraternalism amongst Irish/American Law Enforcement Officers to include City, State, County and Municipal Police Officers, Federal Law Enforcement Officers and Peace Officers, within the Hudson Valley Area.
- To recognize and promote the contributions of our ancestors and the accomplishments of Irish/American Law Enforcement Officers.
- To encourage active participation in community activities.
- To encourage and enhance professionalism within the Law Enforcement profession to better serve the community.
- To exchange information and enhance communications among our membership.

ARTICLE III

CLASSES OF MEMBERSHIP

Section 1. Memberships in the PESHV shall be divided into six (6) classes, Police Member, Peace Officer Member, Associate Member, Honorary Member, Special Member, and Charter Member.

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Section 2. Police Member:

Any person of Irish lineage who is an active or retired Police Officer, as the position of Police officer is so defined in Section 1.20(34) of the Criminal Procedure Law of the State of New York, or Federal Officer, as the position is so defined in Section 2.15 of the Criminal Procedure Law of the State of New York, shall be eligible for membership. A member may hold office under specified conditions and is entitled to any and all benefits. He or she shall also receive a Society Membership card.

Section 3. Peace Officer Member:

Any person of Irish lineage who is an active or retired Peace Officer, as the positions is so defined in Section 2.10 of the Criminal Procedure Law of the State of New York, shall be eligible for membership. A Peace Officer member may hold office except the office of President under specified conditions and is entitled to any and all benefits. He or she shall also receive a Society Membership card.

Section 4. Associate Member:

Any person who is a Police, Peace or Federal Officer active or retired as defined in Sections 2 and 3 of this article of non-Gaelic decent who possess the Irish Spirit. Associate members shall have all the rights and benefits of the association; however they cannot vote or hold any office. He or she shall also receive a Society Membership card.

Section 5. Honorary Member:

Any person who has been designated as a friend of the Society and of law enforcement, but who is not eligible for membership under Section 2, 3 or 4 of this Article, shall be eligible for honorary membership. Honorary members shall have the right to attend meetings and functions but shall receive no other rights or benefits. Honorary Members shall not have voting rights in this Society and shall not be eligible to be nominated or elected for office in this Society nor shall they be recognized to speak at any meeting. He or she shall receive an honorary Society membership cards.

Section 6. Special Member:

The President may nominate a person or persons to be a Special Member. A Special Member is an Associate Member or Honorary Member who might otherwise not qualify for Police or Peace Officer Membership, pursuant to Section 1, 2 or 3 above, but has shown extraordinary support of the Society. Upon nomination by the President, a vote of two-thirds (2/3) of the Board of Directors is required for approval of said nomination. The Special Member shall be entitled to vote in any election, participate in Society meeting, including the right to vote on Society business and be recognized to speak. The Special Member may also run for any office other than the office of Vice President or above in the Society.

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Section 7. Charter Members:

The first 100 members who qualify for Police or Law Enforcement membership, pursuant to Section 2&3 above.

Article IV

Application and Dues

- Section 1.** Application for police officer, peace officer and associate membership shall be made on a form prescribed by the Society, which shall be submitted to a Director. In addition to said application, dues in the amount of forty dollars (\$40) and an initiation fee of thirty dollars (\$30) shall also be turned in at that time. These members shall pay forty dollars (\$40) each year thereafter due on January 1st of each calendar year.
- Section 2.** Application for honorary membership shall be made on a form prescribed by the Society, which shall be submitted to a Director, along with a letter of nomination signed by a member in good standing. In addition to said application and letter of nomination, dues in the amount of forty (\$40), and an initiation fee of thirty dollars (\$30) shall also be turned in at that time. These members shall pay forty dollars (\$40) each year thereafter due on January 1st of each calendar year.
- Section 3.** Applications for Charter membership are limited to the first 100 members who qualify for Police or Law enforcement membership. In addition said applicant's dues of thirty dollars (\$30) and an initiation fee of thirty dollars (\$30) shall be turned in at that time. These members shall pay thirty dollars (\$30) each year thereafter due on January 1st of each calendar year.
- Section 4.** At a regularly scheduled monthly meeting, all submitted applications for membership shall be checked for any and all irregularities and to insure that the required fees have also been collected. If all is found to be in order, said applications shall be presented to the general membership for their approval, same being in the form of a majority vote of those present.
- Section 5.** If an application is approved, the name of the party in question shall be added to the Society's membership rolls and mailing list. If that individual is present, he or she shall be issued a Society Membership card. In those instances in which an application is disapproved, same shall be returned to the applicant with all submitted fees and a letter of explanation.

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- Section 6.** Due to schedule concerns associated with those working in the law enforcement profession, it is not required for an applicant to be physically present when his or her application for membership is either submitted or voted upon.
- Section 7.** If at any time it is found, by a majority vote of the Board of Directors, that the information submitted on a membership application was not truthful or was in anyway misleading, the Board of Directors shall immediately terminate that individual's membership. The person in question shall be notified in writing of such termination and the reason behind same.
- Section 8.** No person who is a member of any organization, association, society, group or combination of persons which has or does advocate the overthrow of the constitutional form of government of the United States of America, shall be eligible for membership in the Society.
- Section 9.** Any member serving on the Board of Directors shall be exempt from paying dues while they are sitting on the board.
- Section 10.** The Chaplain shall be exempt from paying dues.
- Section 11.** Any member who is made a Special Member shall pay forty dollars (\$40) per year.
- Section 12.** Members shall pay the per annum dues, and such dues shall not be prorated. Such members who become in arrears in dues of four (4) months shall not be a member in good standing and forfeit his or her membership and therefore shall not be entitled to any benefits or participate in any functions of the Society. Unless under extenuating circumstances approved by the Board of Directors.
- Section 13.** Any member in arrears for more than one calendar year will need to reapply using the same procedures in section 1, 2 and 3 of this article. Any special member in arrears for more than one calendar year will forfeit their special member status and need to reapply under their original appropriate membership as described in Article III.

Article V

DUTIES OF MEMBERS

- Section 1.** It shall be the duty of every member to:

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- A. Whenever possible, attend the meetings of the Society and take part in its deliberations.
- B. Comply with the provisions of the Constitution and By-Laws of the Society.
- C. Support the authorized activities of the Society to the best of one's abilities.
- D. Aid in the attainment of the objectives of the Society as contained in Article II of this document.
- E. When representing the Society, to always conduct oneself in such a manner as to be a credit to the organization.
- F. Remit any required dues or assessments in a timely fashion.

Section 2. Any member fulfilling those obligations as cited in Section 1 of this Article shall be considered a member in good standing.

Section 3. No member shall commence any legal or civil proceedings in any matter pertaining to the Society in any court or board of hearing without first exhausting those remedies provided by these By-Laws.

Article VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall also be known as the "Brehon Council" and shall be used synonymously. The Brehon Council shall consist of a Board of Trustees and the following officers:

- A. President
- B. Dutchess County Vice President
- C. Ulster County Vice President
- D. Orange County Vice President
- E. Putnam County Vice President

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- F. Recording Secretary
- G. Treasurer
- H. Financial Secretary
- I. Sergeant-at-Arms
- J. Property Clerk
- K. Chaplain

Section 2. The Brehon Council shall consist of a minimum of three (3) Vice-Presidents which positions shall be held by a member in good standing and eligible to hold the office of vice-president. In order to be eligible for the position of vice-president the member must work in the respective county. If the member works outside the counties of Dutchess, Ulster, Orange or Putnam, the member shall be eligible to run for vice-president of the county in which they reside. In the event that no member in good standing or eligible to hold the office of vice-president living or working in a particular county is nominated, one position of vice-president may be filled from any member in good standing that is eligible to hold the position of vice-president, regardless of the county where he/she lives or works.

Section 3. The vice-presidents shall elect one of themselves as the First Vice-President. In the case of a tie, the president shall cast the deciding vote.

Section 4. The Board of Trustees of the Brehon Council shall consist of nine (9) members, elected by the Society. The Trustees shall elect one of their number as the Chairman of the Board of Trustees.

Section 5. The elected positions of the Society shall be President, All Vice Presidents, Recording Secretary, Treasurer and the members of the Board of Trustees. The incoming President shall appoint the positions of Sergeant-at-Arms, Property Clerk and Chaplain.

Section 6. The Chaplain is the only office of the Brehon Council which may be held by an honorary or associate member.

Section 7. The incoming treasurer shall appoint the position of Financial Secretary.

Section 8. Each elected officer of the Brehon Council shall be elected at an even-numbered year for a term of two years commencing the next following first day of January. The initial incorporators, as listed on the corporations Articles of Incorporation shall

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serve as the initial Brehon Council and shall hold office until the first of the year following the first duly held election.

Section 9. Each department represented shall appoint a delegate. Each delegate will be the liaison between the members and the Board of Directors for any business needing to be addressed between meetings. In the event a department only has one member he/she shall be deemed the delegate for that department.

Article VII

DUTIES OF OFFICERS

Section 1. The duties of the President shall be as follows:

- A. Conduct the day to day business of the society between meetings.
- B. Preside at all membership, Board of Directors and special meetings.
- C. Be an ex-officio member of all committees.
- D. Appoint the position of Sergeant-at-arms, Property Clerk and Chaplain pursuant to Article VI Section 4.
- E. Inspect the financial books of the Society.
- F. Supervise the preparation and maintenance of all books, reports and certificates required by law, or as directed by other competent authority.
- G. Whenever deemed necessary for the good order of the Society, designate the specific duties of an officer.
- H. Refer any matter requiring further attention to the Board of Trustees

Section 2. The duties of the Vice Presidents shall be as follows:

- A. Assist the President in any way possible.
- B. In the event of a vacancy in the office of President the First-Vice President r will assume such office for the remainder of the current term.
- C. During any temporary absence of the President the First-vice president shall assume the duties and responsibilities of the office, whether or not so directed

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by the President or Board of Directors.

- D. Attend all regular, Board of Directors and special meetings unless excused by the president.
- E. Be an ex-officio member of all committees.
- F. Perform such other duties as may be assigned by the President.

Section 3. The duties of the Treasurer shall be as follows:

- A. Attend all regular, Board of Directors and special meetings unless excused by the president.
- B. Be custodian of all monies controlled by the Society.
- C. Sign all checks and drafts written by the Society.
- D. Maintain a true and accurate record of the Society's finances and accounts.
- E. Submit monthly and annual reports of the Society's finances and accounts to the Board of Directors and the general membership.
- F. Receive, record and deposit to the appropriate accounts, all monies and fees received from any source.
- G. Work with an accountant to prepare all tax returns within the deadlines set up by the federal government and the state of New York.
- H. Request, maintain and properly safeguard all necessary equipment and records required for the proper conduct of the business of said office.
- I. Upon the expiration of his or her term of office, or upon the demand of the President and/or Board of Directors, deliver to his or her successor or designated party, all relevant and pertinent books, papers, records, bank account documents and all other property of the Society.
- J. Appoint the Financial Secretary pursuant to Article VI, Section 6.
- K. Be an ex-officio member of all committees.

Section 4. The duties of the Financial Secretary shall be as follows:

- A. Assist the Treasurer in any way possible.

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- B.** Attend all regular, Board of Directors and special meetings unless excused by the president.
- C.** Receive, record and cause to be delivered to the Treasurer all monies and fees received from any source.
- D.** Maintain a true and accurate record of the Society's membership roll. Same shall include but not be limited to: member's name, address, agency, membership class, payment or non-payment of dues and assessments.
- E.** Distribute membership cards to all members in good standing.
- F.** Request, maintain and properly safeguard all necessary equipment and records required for the proper conduct of the business of said office.
- G.** Upon the expiration of his or her term of office, or upon the demand of the President and/or Board of Directors, deliver to his or her successor or designated party, all relevant and pertinent books, papers, records and all other property of the Society.
- H.** Be an ex-officio member of all committees.

Section 5. The duties of the Recording Secretary shall be as follows:

- A.** Attend all regular, Board of Directors and special meetings unless excused by the president.
- B.** Call the roll of officers at any meeting and record same.
- C.** Maintain the monthly meeting general membership attendance book.
- D.** Record and cause to be delivered to the President upon completion, a copy of the minutes of any meeting.
- E.** Be an ex-officio member of all committees.
- F.** Upon the expiration of his or her term of office, or upon the demand of the President and/or Board of Directors, deliver to his or her successor or designated party, all relevant and pertinent books, papers, records and all other property of the Society.

Section 6. The duties of the Sergeant-at-Arms shall be as follows.

- A.** Attend all regular, Board of Directors and special meetings unless excused by

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the president.

- B. Maintain order and proper decorum amongst all attending at any and all meetings.
- C. Perform such other duties as may be assigned by the President.
- D. Be an ex-officio member of all committees.

Section 7. The duties of the Property Clerk shall be as follows:

- A. Attend all regular, Board of Directors and special meetings unless excused by the president.
- B. Maintain, safeguard, sell and forward all monies from any transactions to the Treasurer in regards to Society merchandise.
- C. Be an ex-officio member of all committees.
- D. Perform such other duties as may be assigned by the President.

Section 8. The duties of the Board of Trustees shall be as follows:

- A. Attend all regular, Board of Directors and special meetings.
- B. Oversee the management and administration of the affairs of the Society.
- C. Monitor the conduct and demeanor of all the officers to insure that same are working in the best interests of the Society.
- D. Inspect and monitor the financial affairs of the PESHV.
- E. When warranted, prepare and file charges against an officer or member for conduct detrimental to the best interests of the Society.
- F. Accept any matter referred from the President that requires further investigation.

Section 9. The duties of the Chairman of the Board of Trustees shall be as follows:

- A. All the duties of a Trustee as cited in Section 9 of this Article.
- B. Preside at all meetings of the Board of Trustees and at all hearings or trials resulting from the filing of charges by the Board.
- C. May request and have delivered for inspection any and all Society records,

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reports, bank account documents and property as he or she shall see fit.

Article VIII

NOMINATIONS AND ELECTION TO OFFICE

- Section 1.** An individual must presently be considered a member in good standing to be eligible for an elected or appointed position in the Society. He or she must also comply with the membership regulations set forth in Article 3 of these By Laws.
- Section 2.** After nominations for office have been made and prior to any election, the Financial Secretary shall verify that all candidates meet that criteria as given in section 1 of this Article.
- Section 3.** Any eligible member wishing to run for office shall announce their intentions in writing to the Board of Directors no later than the September general membership meeting of an odd-numbered year.
- Section 4.** The Nominations Committee shall investigate and choose those individuals they believe are most suited for elected office and who will work in the best interests of the Society. The Nominations Committee shall report its recommendations to the general membership at the October meeting proceeding the month of an election.
- Section 5.** Nominations from the floor at a general membership meeting shall also be accepted at the October meeting proceeding the month of an election. If that person being nominated for office is present, he or she shall either accept or decline said nomination at that time. If that person is not present, the Financial Secretary shall forward a notice of the nomination to the individual in question as soon as possible after the meeting. Said nominee must either contact the Society by mail, or the President or Chairman of the Board of Trustees in person, by phone or e-mail, no less than one (1) week before the November meeting if he or she is accepting the nomination. No response from the nominee will be considered a refusal of said nomination.
- Section 6.** After the nominations have been duly closed, the President shall announce the names of all candidates for elected office to the general membership at the October meeting proceeding the month of an election.

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- Section 7.** Only members in good standing as defined in Article V section 2 are eligible to vote in a Society election.
- Section 8.** Society elections shall take place at the November general membership meeting of each even-numbered year. Members in attendance at that meeting shall collect a numbered ballot from the Financial Secretary after he or she has verified that they are members in good standing. Voting members shall then indicate their preference for a particular office by circling the corresponding name, before placing same in a box maintained by a designated board member.
- Section 9.** A majority vote of the ballots cast by the membership in attendance shall determine the offices of President, Dutchess County Vice President, Ulster County Vice President, Orange County Vice President, Putnam County Vice President, Recording Secretary, Treasurer and the Trustees. In the case of Trustee, the candidates receiving the highest number of votes shall fill the number of positions in question.
- Section 10.** The Sgt. at Arms and any other incumbent officer(s) not directly involved in the election shall tabulate the results and announce same before the conclusion of the meeting.
- Section 11.** Elected and appointed officers shall assume office January 1st of each odd-numbered year.

Article IX

VACANCIES AND REMOVAL FROM OFFICE

- Section 1.** Any member of the Board of Directors may be removed from office as provided in this Article of these By-Laws. Reasons for such removal shall include but are not limited to:
- A.** Conducting oneself in such a manner as to be acting to the detriment of the Society.
 - B.** Neglect or inattention to duty or responsibilities.
 - C.** Chronic absence from meetings and/or Society functions.
 - D.** Filing false or misleading written or oral reports.

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- Section 2.** Any elected or appointed position other than that of President, that should become vacant during a term of office, shall be filled by a member in good standing that has been appointed by the President. Said appointee shall serve the remainder of the term of that vacated position.
- Section 3.** The President or the Board of Trustees may cause to have a person removed from office if such a course of action is deemed necessary to preserve the welfare, good running and order of the Society. The President or the Chairman of the Board of Trustees shall call for a Board of Directors meeting for the explicit purpose of convening a trial board. Said board shall consist of all Board of Directors with the exception of that individual being charged if he or she is also on the board. The President or the Chairman of the Board of Trustees shall notify the officer or member in question if they wish to attend and present their position. Said officer or member in question may not be present when the President or the Chairman of the Board of Trustees presents his or her case orally and in writing to the board. After such presentation, that individual being charged may then present their case to the board. After both sides have had the opportunity to make their presentations, a hand vote shall be taken of those present to determine if there is merit to the charge(s) and what action should be taken. If there is an even number of voting members, that officer bringing the charges (President or Chairman of the Board of Trustees), shall not take part in the vote.
- Section 4.** If a situation arises such as given in section 3 of this Article, but the member in question is not a Director, all board members shall take part in any trial board vote. If there is an even number of voting members, the President shall not take part in the vote.
- Section 5.** Society members may also call for the convening of a trial board by submitting a petition signed by five (5) members in good standing, as same is defined in Article V section 2 of these By-Laws. Said petition shall contain any and all reasons why said members believe such a course of action is necessary against such other member or Director, and same shall be submitted to the President or a member of the Board of Trustees.
- Section 6.** Upon hearing any case as presented in section 4 of this Article, the Board of Directors shall decide the following in regards to what action shall be taken in light of the allegations:
- A.** No action taken; no merit to allegations.
 - B.** No action taken; allegations cannot be substantiated or disproved.

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- C. No action taken; allegations proved but not deemed to be serious enough to warrant any action.
- D. Board member suspended or dismissed from office; allegations substantiated.
- E. Board member suspended or dismissed from Society; allegations substantiated.
- F. Member suspended or dismissed from Society; allegations substantiated.

Section 7. The Recording Secretary or a designated board member shall keep the minutes of any such proceedings as described in this Article, and upon completion forward a copy of same to the President or the Chairman of the Board of Trustees for safekeeping.

Article X

Society Business

- Section 1.** During meetings the board of directors shall have the control and management of the affairs and business of the Organization.
- Section 2.** The president of the organization, in cooperation with the Brehon Council, shall have control and management of the affairs and business of the organization between meetings.
- Section 3.** The membership shall be informed of the business conducted and the decisions made in the name of the organization.
- Section 4.** Business and decisions shall be in the best interest of the society.

Article XI

COMMITTEES

- Section 1.** The following shall be the permanent or standing committees of the Society:
- A. Awards.

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- B. By-Laws.
- C. Fund Raising.
- D. Activities/Social.
- E. Membership.
- F. Nominations.
- G. Parade.
- H. Scholarship.
- I. Welfare.

Section 2. The President shall appoint all committees and designate as many members as deemed necessary. The first member named to serve on any committee shall be considered the Chairman of same unless otherwise specified by the President.

Section 3. The Board of Directors shall serve as ex-officio members of all committees.

Section 4. Temporary committees shall be appointed as required to accomplish a specific assignment or task, and shall be discontinued upon completion of same.

Section 5. Notwithstanding the permanent nature of some committees, the President may replace any and all members whenever deemed necessary.

Section 6. The Awards Committee shall consist of three (3) members in good standing. They shall review all submitted awards applications and subsequently determine which to be deserving of a designated Society Award. Additionally they shall work with the Activities/Social Committee to plan a yearly awards dinner-dance.

Section 7. The By-Laws Committee shall consist of one (1) member in good standing. He or she shall maintain a current copy of this Society's Constitution and By-Laws, and shall make any and all revisions as same are approved by the membership. He shall supply the Board of Directors with any updated copy of the Constitution and by-laws. In addition, said committee member shall maintain and safeguard all proposed amendments to the by-laws.

Section 8. The Fund Raising Committee shall consist of as many members are deemed necessary by the President. They shall be responsible for setting up at least two fund raising events each year (i.e. Golf Tournament, Raffle, Journal or any other event chosen by the committee).

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- Section 9.** The Activities/Social Committee shall consist of as many members are deemed necessary by the President. They shall be responsible for the setting up and running of any function or trip that may be sponsored or co-sponsored by the Society. They shall work with the Awards Committee to plan an annual awards dinner dance.
- Section 10.** The Membership Committee shall consist of three (3) members in good standing. Whenever deemed necessary, they will review and investigate a submitted membership application in order to determine that all is in order.
- Section 11.** The Nominations Committee shall consist of the Chairman of the Board of Trustees and two others appointed by the President from among the Board of Directors. Said committee shall investigate and choose those individuals they believe are most suited for elected office and who will work in the best interests of the Society. The Nominations Committee shall report its recommendations to the general membership at the October meeting proceeding the month of an election.
- Section 12.** The Parade Committee shall consist of as many members are deemed necessary by the President. They shall ensure the societies invitations to as many parades as possible. They shall assist in selecting a venue for any Society function held in conjunction with a parade, acquiring transportation as needed, providing and safeguarding of Society banner, flags, rifles, belts and any other relevant items or property, and maintaining the good order and decorum of marchers.
- Section 13.** The Scholarship Committee shall consist of three (3) members in good standing. They shall review all scholarship applications upon receipt and select recipients.
- Section 14.** The Welfare Committee shall consist of three (3) members in good standing. They shall inquire of the membership and monitor local newspapers in an effort to keep the Board of Directors informed as to any members who are injured, ill or have passed away. In addition, they shall bring to the attention of the Board any member who is in distress and may possibly be helped by the Society.

Article XII

SCHOLARSHIP AWARDS

- Section 1.** The Scholarship Committee shall be responsible for the administering of the Society's Scholarship Awards.

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- Section 2.** Any member, child or grandchild of a member in good standing who is attending college for the fall semester of that year is eligible to apply for a Society scholarship.
- Section 3.** Anyone wishing to participate in this program shall complete and return an application by the designated date. Members of the Scholarship Committee shall review all submissions and rule on any and all discrepancies.
- Section 4.** All approved submissions shall be put into a random raffle, and two (2) shall be drawn from same in order to determine the recipients. The Chairman of the Committee shall pull the applications unless he has a child or grandchild involved in the process, at which time the President shall appoint a member of the Committee to pull such applications. At least one other committee member shall be present when the selections are made.
- Section 5.** The scholarship shall be in an amount determined by the board of directors based on the available funds and shall be paid in the form of two equal checks made out to the winning students. If at all possible, the scholarship winners and their member parent or grandparent shall receive same in person at a regularly scheduled meeting.
- Section 6.** The decisions made by the Scholarship Committee in any matter pertaining to Society scholarships shall be final, provided they are not contrary to any section of these By-Laws. All applicants will be deemed to have agreed to be subject to such decisions and the provisions of this Article, upon the filing of an application.

Article XIII

REVENUES AND DISBURSEMENTS

- Section 1.** The annual dues of the PESW shall be payable during the month of January of each calendar year.
- Section 2.** All new members shall pay an initiation fee upon joining the Society.
- Section 3.** Upon submitting a completed application for membership, a new member shall also pay his or her annual dues and initiation. If said new member joins in the months of October, November or December, it shall be deemed that their dues for the following year have been paid.
- Section 4.** Any member in good standing who is called to active duty in the Armed Services of the United States for a period of one year or more, shall continue to be carried as a

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member in good standing, and the payment of his or her dues shall be waived for the period of such active duty.

- Section 5.** Any member that has been elected and or appointed to the Board of Directors shall be exempt from the payment of Society dues for the period of time which they are holding such office.
- Section 6.** The Chaplain shall be exempt from paying Society dues.
- Section 7.** If and when it is deemed necessary, the Society may levy an assessment on its membership. The proposed assessment shall first be announced at a regularly scheduled membership meeting and then in the following newsletter or written notice if no newsletter is circulated. At the next regular membership meeting, a vote shall be taken of all the members in good standing in attendance on the proposal in question. A two-thirds majority of those voting shall be required for the approval of the proposed assessment.
- Section 8.** All dues, initiation fees, assessments and any other such payments to the Society shall be deposited by the Treasurer into an account maintained by the Society, and such monies shall constitute the General Fund. The payment of any and all expenses incurred incidental to the conducting of the business of the Society shall be paid from the General Fund.
- Section 9.** A separate account shall also be maintained by the Society for the purpose of maintaining those funds designated for the Society's scholarship program.
- Section 10.** Designated Directors shall be authorized to pay any bills or financial obligations incurred by the normal business of running the Society. Same shall include but not be limited to: postage, printing, meeting expenses, merchandise purchases, parade transportation, etc ... Any checks used for payment by the Society must have the signatures of at least two (2) Directors authorized to do same.
- Section 11.** No monies, bonds or other securities shall be loaned or granted to any individual or corporation without the explicit approval of the membership, except as provided for in the Constitution and By-Laws of this Society.
- Section 12.** The Society shall retain the services of a Certified Public Accountant, who shall file any and all required reports and paperwork to the proper authorities.
- Section 13.** The Society shall maintain a safety deposit box in a reputable banking institution for the safeguarding of any and all important records, diaries, properties and the like.

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Article XIV

Meetings

Section 1. Regular membership meetings of the members shall be held on a monthly basis on a date, time and place to be designated by the Board of Directors. The date, time, and place of each regular meeting shall be provided in writing to each member at least ten days prior to the date of the meeting.

Section 2. The order of business at all regular meetings shall be as follows:

1. Meeting called to order.
2. Moment of silence for departed members.
3. Opening prayer.
4. Salute to the Flag.
5. Roll call of officers.
6. Communications.
7. Treasurer's report.
8. Reports of Committees.
9. President's Report.
10. Application of new members.
11. New business.
12. Unfinished business.
13. Good of the Society.
14. Nominations and/or election of officers (when required by By-Laws).
15. Chaplain's comer.
16. Next meeting announcement.
17. Closing prayer.
18. Motion for adjournment.
 - a. The membership may dispense with any of the items enumerated above pursuant to an approved motion.

Section 3. The President may call for a special meeting under the following circumstances:

- A. It is deemed necessary in the best interests of the Society.
- B. It is required by the Constitution and By-Laws of the Society.
- C. It is requested in writing by a majority of the Board of Directors.

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D. It is requested by an affirmative vote of not less than two-thirds of those members present at a regular meeting.

Section 4. All special Society meetings convened as a result of any circumstance cited in section 3 of this Article shall be held within two (2) weeks of such request. Notification to the general membership shall be conducted as soon as possible after said request making notification as to when, where and the purpose of such meeting.

Section 5. The President or the majority of the Board of Directors may call for an Board of Directors meeting under the following circumstances:

A. It is deemed necessary in the best interests of the Society.

B. It is required by the Constitution and By-Laws of the Society.

C. It is deemed necessary for the conducting of the normal business or a special function of the Society.

Section 6. A Board of Directors meeting can be held via electronic means (phone, skype, etc.) as long as a quorum is met as described in Article XV Section 2 and all attending can properly hear and participate.

Section 7. The President may call for a Delegates meeting under the following circumstances:

A. It is deemed necessary in the best interests of the Society.

B. It is required by the Constitution and By-Laws of the Society.

C. It is requested in writing by a majority of the Board of Directors.

D. It is requested in writing by a majority of the Delegates.

Section 8. The most recent edition of Robert's Rules of Order shall be the standard for parliamentary procedure at all meetings of the Society, in the absence of a governing provision in the Constitution and By-Laws of this Society.

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Article XV

QUORUMS AND VOTING

- Section 1.** The presence of (10) members in good standing, including officers of the Board of Directors, shall constitute a quorum for the transaction of business at a regular or special meeting of the Society.
- Section 2.** The presence of three (3) officers in good standing shall constitute a quorum for the transaction of business at a Society Board of Directors meeting.
- Section 3.** Except where otherwise specified in these By-Laws, voting shall be done verbally with a show of hands by those members present at a particular meeting. However, if the circumstances dictate, a ballot vote may be taken if the majority present at a meeting calls for same. If in attendance, the vote shall be conducted by the Recording Secretary and the Sergeant-at-Arms, who will tabulate the ballots and then announce the results.

Article XVI

GENERAL PROVISIONS

- Section 1.** The President may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society as the President may see fit, so far as may be consistent with these By-Laws, the Articles of Incorporation, and the applicable laws.
- Section 2.** The President may enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society. No officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.
- Section 3.** No individual shall vote on any issue, motion, or resolution which directly or indirectly benefits him or her financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion or resolution if he or she first discloses the nature of his or her interest.
- Section 4.** The Society may indemnify any Director, officer, employee or agent of the Society for liability incurred (including judgment, fines, reasonable settlements, and reasonable attorneys fees and cost of defense) by such person in the exercise of his or her duties with respect to this Corporation to the extent permitted by Law.

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- Section 5.** The fiscal year of this Society shall end on the 31st day of December each year.
- Section 6.** No paid employee, professional or otherwise, of the Society shall hold office or be a member of the Board.
- Section 7.** No Officer or director for any reason of the office is to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation for duties other than as director or officer. The Board of Directors shall attempt to avoid assignment of duties that might receive compensation to the members of this council. However, legitimate expenses incurred by officers may be reimbursed.
- Section 8.** The Board of Directors shall hire and approve the compensation of any and all employees, which in their discretion may determine necessary in the conduct of the business of the association.

Article XVII

AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- Section 1.** Any amendments to the Constitution and By-Laws must be proposed in person by that individual submitting same, with a signed written copy of the proposed change(s) being submitted in duplicate at a membership meeting. One copy of any proposals shall be forwarded to the President, and the second to the By-Laws Committee for recording and safekeeping. The President or board member officiating at the meeting shall read the submission at that and the next regular membership meeting.
- Section 2.** At the second membership meeting following the submission of the By-Law amendment proposal, the membership shall vote on said proposal. Any amendment to the Constitution and By-Laws shall be taken by a ballot vote pursuant to Article XIV, Section 3 and shall require two-thirds of all members in good standing that are present.

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