

LODGE BYLAWS

Section 1. Declaration of Principles. Local Lodges of the Czechoslovak Society of America are chartered by the Society for the purpose of enabling its members to carry out the principles and purposes of the Society. The Society is organized and maintained for the mutual benefit and protection of its members and beneficiaries.

Its purposes include:

- a) to foster fraternity, charity, and patriotism among its members;
- b) to promote the social, recreational, and spiritual welfare of its members and mankind in general;
- c) to encourage its members to practice physical fitness and to cooperate with and support organizations promoting such programs;
- d) to encourage and support every effort to perpetuate the Czech and Slovak heritage, language, and customs;
- e) to promote and support all activities and principles as befits a fraternal benefit society.

This Lodge is formed to foster voluntary activities for aiding lawful social, intellectual, educational, charitable, benevolent, moral, fraternal, or patriotic endeavors, to enable members to take part in the charitable, benevolent and other activities of the Society, and to enable members to participate in the governance of the Society. All property of the Lodge shall be devoted exclusively to these purposes and shall not inure to the benefit of any individual member.

Section 2. Affiliation. Although Lodges are largely self-governing, they are subordinate bodies. The Convention is the supreme governing body of the Society and the Board of Directors is the supreme governing body between meetings of the Convention. Lodges are subject to the Articles of Incorporation and Bylaws of the Society as well as all rules, and procedures for Lodges established by the Convention and the Board of Directors. Lodges shall also follow the rituals and ceremonial procedures prescribed for Lodges. The Board of Directors has the authority to issue, amend, and withdraw charters of Lodges and provide for the general oversight of Lodges.

Lodges may voluntarily join together with other Lodges of the Society to assist each other in the performance of their activities. This may be done through participation in a District Council or through other meetings and cooperation with other Lodges.

Section 3. Name. The name of the Lodge is stated in its charter.

Section 4. Members. This Lodge shall admit into membership individuals who have applied for membership and have met the membership eligibility requirements established by the Society and Lodge. Membership in the Lodge will terminate when the member terminates membership in the Lodge or the Society, the member fails to comply with requirements for membership, the member transfers to another Lodge, or the Lodge is dissolved.

Section 5. Management of Lodges. The management of the Lodge shall be vested in a Lodge Board that shall represent all members of the Lodge in carrying out the business of the Lodge. The Lodge Board is composed of Lodge officers elected by the Lodge: President, Vice President, Secretary, and Treasurer. The Lodge may elect other officers or combine offices if so decided by the Lodge, provided that it shall have at least three (3) Lodge officers. The Lodge Board may appoint committees, project leaders, and sub-units of the Lodge.

Section 6. Election of Lodge Officers. Officers of the Lodges shall be elected at the annual Lodge meeting held during the last quarter of the calendar year and assume their duties and responsibilities in the first meeting held in the calendar year following election. The Lodge must report its elected officers to the Society within 30 days of election, in accordance with the procedures established by the Society.

Section 7. Qualification of Officers. No person shall be qualified as an officer of the Lodge unless he or she is a member of the Lodge in good standing.

Section 8. Removal of Officers. Any Lodge Officer may be removed from office for failing to meet his or her duties by majority vote of the Lodge Board, excluding the officer in question, or by the Board of Directors of the Society. Vacancies occurring by reason of death, resignation, or otherwise shall be filled by the Lodge Board for the remainder of the term.

Section 9. Duties of the President. The President shall preside at all meetings of the Lodge and perform such other duties as assigned by the Lodge Board.

Section 10. Duties of the Vice President. The Vice President shall act as alternate of the President in his or her absence and perform such other duties as assigned by the Lodge Board.

Section 11. Duties of the Secretary. The Secretary shall keep an accurate record of all regular and special Lodge meetings, submit all required reports to the Society, and perform such other duties as assigned by the Lodge Board.

Section 12. Duties of the Treasurer. The Treasurer shall keep and deposit all monies, pay all accounts when approved at a meeting, and as authorized by the President and Secretary, sign checks and such other documents requiring his or her signature, as well as perform such other duties as assigned by the Lodge Board.

Section 13. Meetings.

(1) Regular Meetings. Lodges shall hold regular meetings as required by the laws of the Society and at such other times as determined by the Lodge Board.

(2) Special Meetings. Special meetings may be called by the President, upon request of the majority of the members of the Lodge Board, or upon written request signed by one-fourth (1/4) of the members of the Lodge. Such meetings shall be held at the time and place fixed by the Lodge, and it shall be the duty of the Secretary to notify Lodge members of the meeting. Special meetings shall be confined only to the business for which they are called.

(3) Quorum. Three (3) members shall constitute a quorum for a Lodge meeting but a smaller number can adjourn the meeting for lack of a quorum.

(4) Electronic Communications. Meetings may be conducted in person or through the use of any means of communication by which all participants may simultaneously hear each other during the meeting, or by which all communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

(5) Action Without A Meeting. Any action required or permitted to be taken by the Lodge Board or any committee or sub-unit of the Lodge may be taken without a meeting by written consent of all of its members then in service. A written consent under this provision shall have the same force and effect as a vote taken at a meeting. Such action of the Lodge Board shall be reported to the Lodge at the next regular Lodge meeting.

(6) Notice. Notice of meetings may be provided by mail, Internet communication, electronic communication, or other means that provides reasonable notice to members. Notice of special meetings shall include the general nature of the business to be conducted at the special meeting.

(7) Voting. Action of the Lodge or the Lodge Board shall be by majority of those in attendance at a meeting at which a quorum is present, unless a greater number shall be required by these Lodge Bylaws, the laws or rules of the Society, or applicable law.

Section 14. Lodge Merger. A Lodge may voluntarily merge with another Lodge if the merger is approved by both Lodges at a meeting called for that purpose, and by the Board of Directors of the Society. In the event of a Lodge merger, all assets and liabilities of both Lodges shall be vested in the merged Lodge.

Section 15. Transfer. Members desiring a transfer to another Lodge may request such transfer by completing an application for transfer prescribed by the Society.

Section. 16. Dissolution of Lodges. A Lodge may vote to voluntarily dissolve if such dissolution is approved by the Lodge by a 2/3 vote of members present at a meeting called for that purpose and the dissolution is approved by the Board of Directors.

When it is in the best interest of the Society, the Board of Directors may revoke the charter and dissolve any Lodge, suspend its charter, merge the Lodge with another Lodge, or transfer all members into other Lodges. Prior to completing such action, the Board of Directors shall provide the Lodge an opportunity to provide input into such action unless attempts to contact the Lodge have been unsuccessful.

In the event that a Lodge is dissolved, all money and other property shall be transferred to and immediately become the property of the Society and shall be used and distributed in a manner consistent with the mission and purposes of Society Lodges and applicable law, as determined by the Board of Directors.

Section 17. Books and Records. The books and records of the officers of any Lodge shall be delivered to the Society when requested.

Section 18. Conflicts of Interest. All Lodge officers shall comply with all applicable conflicts of interest policies adopted by the Society, including any conflict disclosure or reporting that may be required by the Society.

Section 19. Other Laws Rules and Procedures. These Bylaws supersede and replace all other laws rules and procedures of the Lodge. The Lodge may develop other rules or procedures provided that such rules are consistent with these Bylaws and the laws and procedures of the Society, are approved by action of the Lodge, and are submitted to and approved by the Society.

Section 20. Fiscal Year. The fiscal year of the Lodge shall begin on January 1 and end on December 31.

Section 21. Amendments. These Lodge Bylaws may be amended at any time by action of the Board of Directors of the Society.