

## **Bylaws**

### **ODD FELLOWS PAST DISTRICT DEPUTIES ASSOCIATION OF LOS ANGELES COUNTY**

#### **A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

##### **Article I – Name, Purpose.**

Section 1: The name of the organization is Odd Fellows Past District Deputies Association of Los Angeles County (Corporation); dba of “Odd Fellows Rebekahs Rose Float”.

Section 2: The objects of the corporation shall be to carry out the purpose as those set forth in its Articles of Incorporation. The corporation is organized to provide an educational experience for the public by teaching volunteers to create and display a Work of art in the Annual Rose Parade. It will endeavor to promote a culture of caring and sharing, and goodwill to all people everywhere, and seeks to elevate the character of mankind.

A. Aligned with the IRS’ definition of Education:

1. The instruction or training of the individual for the purpose of improving or developing his capabilities.
2. The instruction of the public on subjects useful to the individual and beneficial to the community.

B. Dictionary Definition of EDUCATE transitive verb: To persuade or condition to feel, believe, or act in a desired way (educate the public to support our position). Intransitive verb: To educate a person or thing.

Section 3: This Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes

Section 4: In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

Section 5: This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities, which are not permitted to be carried on by a corporation exempt under Section 501(c) (3) of the Internal Revenue Code.

##### **Article II – Membership.**

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. The corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

##### **ARTICLE III – Principal Office**

The initial principal office of the corporation shall be located in the City of Bellflower, County of Los Angeles, State of California. The Corporations Mailing Address is P.O. Box 1050, Temple City, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

#### **Article IV – Nonpartisan Activities.**

This Corporation has been formed under the California Corporation Law for the purposes described herein above in Article I, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### **Article V – Dedication of Assets.**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

#### **Article VI–Meetings.**

Section 1: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 2: Special Meetings. Subject to provisions of Section 3, a special meeting of the Board of Directors for any purpose or purposes may be called at any time by the Chief Executive Officer of the Board or any five (5) voting members

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail or email, not less than ten days before the meeting. The notice must state the date, time and purpose of the meeting and place of meeting if it is other than the principal office of the corporation.

Section 4: Attendance. Directors will be considered in attendance whether they are physically at the meeting or attending via live electronic or other means such as teleconferencing.

#### **Article VII – Board of Directors.**

Section 1: Powers. Subject to the provisions of the California Nonprofit Benefit Corporation Law, other applicable laws, any limitations in the Articles of Incorporation, these Bylaws, the business, and affairs of the corporation shall be managed and all corporate powers and policies shall be established and exercised by or under the direction of the Board of Directors. The Board may delegate management of the day-to-day operation of the business of the corporation to a person provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2: Board Role, Size, Compensation. The Board is responsible for overseeing the daily management of the organization by the Officers of the Board. The Board shall have not less than Nine (9) Directors, and not more than twelve (12) Directors, with the exact number to be fixed by approval of the Board of Directors in a manner consistent with Article VII Section 5 of these Bylaws. (5-26-18) If the Nine (9) directorship position are not filled by qualified members, the Regular members may elect a person that is an Associate member that meets the geographical requirements stated in Article IX of these Bylaws.

Section 3: Terms of Office. All Board members shall serve a 3-year term, and are eligible for re-election.

Section 4: Nomination. Any person qualified to be a Director may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. Nominees for purposes of these bylaws shall be regular Directors.

Section 5: Board Elections. Election of new directors or re-election of current directors to additional terms will occur as the first item of business at the May meeting of the Corporation in each new year. Nominees receiving the highest number of votes up to the number of Directors to be elected; are elected.

Each year three Directors shall be elected for three year terms unless the board has authorized twelve directors and then four Directors shall be elected for three-year terms. Vacancies will be filled after the required annual directors have been elected and vacancy Nominees receiving the highest number of votes up to the number of vacancies to be filled to be elected are elected. Each Director shall hold office until the expiration of the term for which they were elected or and until their successor has been elected.

Section 6: Quorum. A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed.

Section 7: Compensation. The Officers and Directors of the Corporation will serve voluntarily, without compensation, for their services performed for the Corporation. Officers and Directors may be eligible for reimbursement of the regular expenses incurred in any travel for the purposes of the operation of the Corporation or for attendance at any meetings and subject to the provisions of the Conflicts of Interest provisions in Article XI of these Bylaws.

Section 8: Restriction on Interested Persons as Director. Any person who is "interested" is prohibited from serving as a Director while interested. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-

law of any such person in (a). However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

### **Article VIII – Officers of the Board of Directors**

Section 1: Officers and Duties. There shall be five officers of the Board consisting of a Chief Executive Officer, Secretary, and Chief Financial Officer, Chief Operations officer and At Large Officer. Their duties are as follows:

- a) The Chief Executive Officer shall convene the quarterly Board meetings, shall preside, or arrange for other members of the executive committee to preside at each meeting in the following order: Chief Operations Officer, Secretary, Chief Financial Officer, and At Large Officer. The Chief Executive Officer, subject to the control of the Board of Directors, shall supervise, direct, and control the business affairs of the Corporation.
- b) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.
- c) The Chief Financial Officer shall keep and maintain in written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall be at all times open to inspection by any Director of the Corporation. The Chief Financial Officer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the Directors, on request, an account of all such officer's transactions as Chief Financial Officer, and of the financial condition of the Corporation.
- d) The Chief Operations Officer shall oversee and manage the programs of the Corporation. Identify the charitable activities that the Corporation will perform to attract donations to our purpose.
- e) The At-Large Officer will assist in obtaining membership and creating interest in our programs. At-Large Officer will assist the officer's in performing their duties when need or required.

Section 2: Officers will be elected each May of each year, after the election of new directors, and serve for a one-year term.

Section 3: Resignation and Removal of Officer and Directors. Any Officer or Director may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer or Director is a party. Officers and Directors may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors. Any Officer or Director will be removed for cause if:

- a) The Officer or Director is declared of unsound mind by a final order of court.
- b) The Officer or Director is convicted of a felony.
- c) The Officer or Director has failed to attend three (3) meetings of the Board in any twelve (12) month period.

Section 4: Concurrent Offices. The CEO of the Corporation may not hold any other Office at any time they are serving as Chief Executive Officer.

#### **ARTICLE IX: Eligibility for membership:**

Section 1: Regular Member - (Voting). Those Past or current District Deputy Grand Masters, or past or current District Deputy Grand Patriarchs, or Past or current District Deputy Presidents now living or have lived, within this geographical location of Southern California and have paid Dues (if established by the Board) are considered regular members.

Section 2: Associate Members. Those persons interested in supporting the purpose and Programs of this corporation and have paid dues.

Section 3: Dues. Dues will be established by the Board of directors. All Dues must be current and paid in full to attend Meetings. Dues are due each April of each year and must be current for a regular member to be nominated as a director.

#### **Article X – Committees.**

Section 1: The Board may create committees as needed, such as fundraising, Float committee, Bylaws, Nominations, Finance, Audit, Funds Disbursements, etc. The Board Chief Executive Officer appoints all committees with the approval of the Board of Directors. Definitions and responsibilities of each committee will be in the policies of this corporation.

Section 2: Committee Meetings. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of this Article VII concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and be filed with the corporate records.

Section 3: Standard of Care - General. A Director shall perform the duties of Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation; and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements and other financial data, in each case prepared or presented by:

- a) One or more officers or director of this corporation whom the Director believes to be reliable and competent in matters presented.
- b) Counsel, independent accountants or other such persons as to matters which the Directors believe to be within such persons professional or expert competence, or
- c) A committee of the Board upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as in any such case the Directors act in good faith, after reasonable inquiry when the need thereof is indicated by circumstances and without knowledge that would cause such reliance to be unwarranted.

#### **Article XI – Conflicts of Interest.**

Section 1: Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excessive benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

## Section 2: Definitions.

- a). Interested Person: Any Officer or Director or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b). Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1). an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
  - 2). A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  - 3). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XI, Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3: Procedures.

- a). Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b). Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c). Procedures for Addressing the Conflict of Interest:
  - 1). An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - 2). the chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - 3). after exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts; a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - 4). If a more advantageous transaction or arrangement is not reasonably possible under

circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d). Violations of the Conflicts of Interest Policy.

1). If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2). If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings. The minutes of the governing board and all committees with board-delegated powers shall contain:

a). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation and Salaries.

a). Compensation outside of the regular expenses incurred in any travel for the purposes of the operation of the organization or for attendance at any meetings must be established by a vote of the Board in compliance with these rules.

b). A voting member of any committee whose jurisdiction includes compensation matters is precluded from voting on matters pertaining to compensation of any directors or members of the organization who the voting member is related to by family or marriage.

c). No compensation will be offered to any Officer, or Director prior to a vote of the Board setting the level of that compensation.

d). A permanent record will be kept of each vote regarding compensation of any Officer, or Director, including:

1) The date and terms of the compensation arrangements.

2) The voting decision of each individual Board Member

3) A record of the specific data from other similarly situated organizations or other information used to insure that no more than the fair market value was offered in compensation for the specific work being performed.

Section 6: Annual Statements. Each Officer, Director, and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

a). Has received a copy of the conflicts of interest policy detailed here in Article XI of the Bylaws of the Corporation,

- b). Has read and understands the Policy,
- c). Has agreed to comply with the policy, and
- d). Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax- exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a). Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b). Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### **Article XII- Amendments**

Section 1: These Bylaws may be amended when necessary by a two-thirds vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements and when approved published to the Regular members and Associate members.

#### **Article XIII- Miscellaneous- General Matters**

**Section 1:** Fiscal Year. The fiscal year runs from January 1 through December 31.

**Section 2:** Corporate Seal. The corporation may have a seal, which shall be specified by resolution of the Board of Directors. The seal may be affixed to any corporate instruments as directed by the Board of Directors or any of its officers, but failure to affix it shall not affect the validity of the instrument.

**Section 3:** Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or director shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose for any amount.

**Section 4:** Execution of Checks. From time to time, the Board of Directors shall determine by resolution, that in addition to the Chief Financial Officer, Secretary, the Chief Executive Officer, the Chief operations Officer or At Large Officer of the Board of Directors may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation and only the persons so authorized shall sign or endorse those instruments.



**Section 5:** Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any Director, Officer, or agent of the corporation against any liability asserted against or incurred by the Director, Officer, or agent in such capacity or arising out the Director's, Officer's, or agent's status as such, whether or not this corporation would have the power to indemnify the Director, Officer, or agent against that liability under the law; except, the corporation may not purchase insurance to protect self-dealing Directors from liability.

**Section 6:** Maintenance and Inspection of Bylaws. The corporation shall keep at its principal office the original or a copy of these Bylaws and make them available for inspection by any interested party during regular office hours.

**Section 7:** Approval of Loans to Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer.

**Section 8:** Maintenance and Inspection of Other Corporate Records. The accounting books and records and the minutes of proceedings of the Board of Directors, and committees of the Board of Directors shall be kept at such place or places as are designated by the Board of Directors or, in absence of such designation, at the principal office of the corporation. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

**Section 9:** Inspection. Each elected Director shall at his or her own expense, have the absolute right at any reasonable time during the business hours of the corporation to inspect and copy all books, records, and documents of every kind, and to only inspect client incident reports or personnel records in compliance with State and Federal laws, and to inspect the physical properties of the corporation and each of its subsidiary corporations.

**Section 10:** Rules of Order. Roberts Rules of Order Newly Revised will be the Parliamentary Authority followed.

**Section 11:** Undesignated checks or Donations: When the Corporation receives an undesignated check or monies; the Board will decide and establish where those funds will be designated.

**Section 12.** Funds Disbursements The Funds Disbursement shall be reviewed and presented to the Board of Directors if possible Funds can be distributed to other Charitable Corporations (501C(3)).

## **POLICIES**

### **ODD FELLOWS PAST DISTRICT DEPUTIES ASSOCIATION OF LOS ANGELES COUNTY DBA: ODD FELLOWS REBEKAHS ROSE FLOAT**

#### Article I: COMMITTEES

Section 1. Float committee. Shall develop plans for the design and construction of a float for the annual Tournament of Roses Parade. They are responsible for the raising of funds for this project. The Float Committee will consist of a chair and subcommittees as follows: Tournament Liaison, Ways and Means, Float Decoration, Guest Relations, Parking, Design Concepts, and any other as deemed needed by the committee.

- 1) The Float Committee chairperson's responsibility shall include:
  - (a) Establish an executive committee of 3 members.
  - (b) Report on any action taken by him, and/or the executive committee, to the float committee. Receive information and requests from the Board and present them to the float committee.
  - (c) Report float committee activities to the Board
  - (d) Present the auxiliary groups bylaws to the Board
  - (e) Serve on all sub committees and insure that all are functioning.
  - (f) Make reports to Sovereign Grand Lodge and IARA.
  - (g) Attend Sovereign Grand Lodge and Grand Lodge; or appoint a designee to attend. Insure that a sales table is available and that it is properly staffed.
  - (h) In charge of public relations.
  - (i) Generate the appropriate awards to be presented at SGL/IARA.
  - (j) Insert into fraternal press such newsworthy items as deemed appropriate.
  
- 2) Subcommittee functions:
  - 1) Rose Memorial/Honoree Garden - to handle all aspects of donations in memory of loved ones submitted and Honoree names submitted. To Prepare roses with labels to be placed in the memorial garden and hold a memorial service at the float site.
  - 2) Ways and Means - as many members as needed. Responsible for all fund raising projects. Appoint subcommittees to oversee the sale of pins, pictures and post cards, Tournament of Roses programs, T- shirts and sweatshirts, coffee mugs, hats, etc.
  - 3) Float Decoration - as many members as needed. Chair is Responsible for the timely decoration of the float. The Crew chiefs will work with the vendor to achieve proper decoration. Contact volunteers on when decorating will happen.
  - 4) Public Relations - as many members as needed. Chair is Responsible for hotel reservations, parade and game tickets, transportation needs, January 1<sup>st</sup>, after parade dinner, morning coffee, and all other aspects of seeing that visiting brothers and sisters are appropriately treated.
  - 5) Parking - as many members as needed. Chair is Responsible for the acquisition and

running of the parking lot. Providing shuttle service if needed, from and to the parking lot.

Section 2: Program Committee. The Program committee shall plan the programs for all regular meetings and all other meetings held under the auspices of the Corporation.

Section 3: Publicity Committee shall keep the lodges acquainted and the order with the purposes and the accomplishments of the association.

Section 4: Good-fellowship Committee shall have charge of the refreshments at the regular meetings and act as welcoming committee at each meeting and during float construction; and do all in its power to make everyone feel at home and have a good time.

Section 5: Audit Committee. The Audit committee will review or cause to be reviewed, the financial records of the Corporation. The CFO will not serve on this committee.

Section 6: Finance Committee. The finance committee will review the financials of the Corporation for accuracy and compliance.

Section 7. Nominations Committee. The nominations committee will establish guidelines for directors and the proposal of nominees to be considered for Election as Directors each year. Directors have to be Regular members.

Section 8. Bylaws Committee. The Bylaws committee will review the bylaws for changes necessary and needed, to be revised. The Bylaws will be reviewed annually; or when necessary.

Section 9. Funds Disbursements Committee. The Funds Disbursement Committee shall review the financial status of the Corporation and present to the Board of Directors a recommendation of Funds that can be distributed to Charitable Corporations (501C(3)). This committee shall be appointed each June and prepare a report to the Board by the February Board Meeting.

## **Article II - Form 990**

**Section 1:** FORM 990- FEDERAL REPORTING REVIEW POLICY. This policy outlines the reporting responsibilities of Board of Directors regarding the review of the 990 annual federal reporting. The Board of Directors is responsible for reviewing and approving the 990 Reporting each year before it is filed overseeing submission of risk management reports to the agency Board of Directors.

### **Section 2:** PROCEDURE FOR FORM 990 REVIEWS

The following procedure outlines the reporting process the Board of Directors in regards to the review of the 990 filing:

- A. The CFO shall submit to the Board for Review before it is filed.
- B. The CFO will forward an electronic copy to all voting Board of Directors for discussion, review, one week before the designed meeting.
- C. The Directors may identify questionable areas and make corrections as needed. If there are changes, the forms will be corrected and redistributed to the Board electronically.
- D. The Directors will approve the 990 form for submission. This is in Compliance with

legal requirements, of the IRS and Federal government mandatory reporting laws.

### **Article III – Order of Business**

#### Section 1: SUGGESTED ORDER OF BUSINESS

1. Call to Order/ Prayer by Chaplain/ Flag
2. Roll call of officers and committee chairpersons
3. Reading of the minutes
4. Communications
5. Report of illness
6. Bills
7. Finance Report
8. Reports of committees
9. Unfinished business
10. New Business
11. Good of the Order
12. Adjournment

### **Article IV – Whistle Blower Policy**

Section 1: WHISTLE BLOWER POLICY. The Board requires all Directors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Directors and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

No Member, or director, who in good faith reports a violation, shall suffer harassment, retaliation, or adverse consequence. An officer, director, or member who retaliates against someone who has reported a violation in good faith is subject to discipline, up to and including termination of membership. We want to encourage and enable members and others to raise serious concerns within corporation prior to seeking resolution outside the Board. Members and Directors should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the CEO or Board is in the best contact to address an area of concern. However, if you are not comfortable speaking with the CEO or you are not satisfied with the response, you are encouraged to speak to the whole Board, or anyone on the Board whom you are comfortable in approaching.

### **Article V – Dues**

The dues for: Regular members : \$10.00 per year.  
Associate Members \$10.00 per year

Dues are payable every

### **Article VI – Allocations to Purpose**

Section 1: Allocations of Funds to purpose.

Each year by the February Meeting a review of the Financial Standing of the Corporation will be presented to the Board of Directors by the Fund Disbursement Committee with a

recommendation of the funds could be distributed to a charitable purpose.

(a). The committee will be appointed each June and shall contain three members of the Board.

(b). The Committee must meet in November thru January to discuss the amounts that can be distributed to our charitable purpose.

(c). The review of Donations from Order and designate 1% of any overages over the cost of the education and advertising.

(d). A Review of Public Donations from Outside sponsors and work towards a goal of 50% of those donations over the cost of the Educational experience could be distributed to charitable purposes.

(e). Establish the what funds can be distributed to a proposed-501c3 organization and who could receive these distributions.

(f). All Actions of this committee must be presented and approved by the Board of Directors and coordinated with the Finance Committee and CFO.

### **Article VII – Corporate Sponsorship rules**

The Odd Fellows Rebekahs Float will observe the following when accepting Corporate sponsors to participate with the float:

(a). Corporate Sponsors must fit within the ideals and concepts of the Order.

(b). No Corporate Sponsor that participates, can be involved in or represent Alcohol, tobacco, illegal activities or illegal drugs. They must represent good wholesome ideals and a "feeling of warmth/confidence" to the public.

(c). All Corporate sponsors must be approved by the Sovereign Grand Master and his executive Committee before a signed agreement is agreed upon.

(d). Only the Name of the Odd Fellows and Rebekahs will be on the Float, per Tournament of Roses Rules.

(e). If a Corporate Sponsor Donates over 20,000 dollars, their logo can be on the float in a sign or emblem (with no name of Company (per Tournament Rules). An example being: The Horse is branded with the company logo. The sign will not be close to the Odd Fellows and Rebekahs Name signs.

(f). In all matters the Tournament of Roses' rules will be followed.

### **Article VII – Miscellaneous**

Section 1: Protection of SGL.

In order to protect Sovereign Grand Lodge of any financial responsibility all contracts with the decorating company will include the following statement.

“The Sovereign Grand Lodge shall not be financially responsible for any costs associated with the 2014 Rose Parade Float”. The year will be updated to apply to the year of the contract.

Section 2: Protection of GL of California.

In order to protect the Grand Lodge of California of any financial responsibility all contracts with the decorating company will include the following statement.

“The Grand Lodge of California shall not be financially responsible for any costs associated with the 2014 Rose Parade Float.” The year will be updated to apply to the year of the contract.