

# **Bylaws of the Philalethes Society**

(Last amended on June 24, 2017, Bloomington, MN)

## **Preamble**

The Philalethes Society founded on October 1, 1928, by Freemasons who were desirous of seeking and spreading Masonic Light, is established to exchange ideas, study the history, philosophy, and symbolism of Freemasonry, publish research on historical, interpretative and contemporary topics about Freemasonry, and to encourage the study and research on the same.

## **Article 1. Name**

The name of this organization shall be the Philalethes Society.

## **Article 2. Purposes and Policies**

The sole purpose of the Philalethes Society shall be to promote Masonic knowledge. It will not advocate any policy or action in the name of the Society which is not clearly associated with this purpose. It will not involve itself in the legislative or ritualistic deliberations of any Masonic body.

## **Article 3. Membership**

Those eligible for membership shall be Freemasons who are members in good standing in any regular Masonic lodge that meets the policies for membership that are adopted by the Executive Board. A member in good standing shall be entitled to append the initials "MPS" (Member of the Philalethes Society) to his signature.

## **Article 4. Dues and Life Membership**

The annual dues, payable on January 1 of each year, shall be an amount annually determined by the Executive Board. A life membership may be obtained for twenty-one (21) times the annual dues, which shall exempt the member from all future payment of dues.

## **Article 5. Officers**

There shall be two classes of officers of the Society, elected officers and appointive officers. The Executive Board shall be composed of the elective officers, plus the Immediate Past President. The Board of Directors shall comprise both the elective and appointive officers. Elective officers shall be elected by the members of the Society present and attending the Annual Assembly (Annual Business Meeting). The appointive officers shall be appointed by the Executive Board at the first meeting after their election at the Annual Assembly (Annual Business Meeting).

The elective officers are the President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. The appointive officers are the Editor, the Librarian, and the Business Manager.

A quorum for each board shall consist of a majority of the members. Decisions by the Executive Board and the Board of Directors shall be made by majority vote. In the event of a tie, the President shall have an additional casting vote.

## **5.1. Duties of Officers**

**5.1.1.** The President shall be the Chief Executive Officer of the Society, and preside at all meetings of the Executive Board, the Board of Directors, and the Annual Business Meetings. He shall appoint the members of all standing committees, and such special committees as from time to time he may establish.

**5.1.2.** The First Vice President shall assume the duties of the President in his absence, or inability to perform the duties of his office, and perform such other duties as may be assigned by the President.

**5.1.3.** The Second Vice President shall succeed to the duties of the First Vice President in the event of his inability to perform the duties of his office.

**5.1.4.** The Third Vice President shall succeed to the position of Second Vice President in the event of his inability to perform the duties of his office.

**5.1.4. 5.** The Secretary shall take the minutes of all meetings of the Board of Directors, and the Executive Board, and provide for the safekeeping of all minutes and records of the Society. He shall attend to all correspondence on behalf of the Board of Directors, and perform such other duties as assigned by the President.

**5.1.6.** The Treasurer shall prepare regular financial reports on the finances of the Society, and perform such other duties as may be assigned by the President.

**5.1.7.** The Editor shall be appointed by the Executive Board, and enter into a written agreement with the board for the terms and conditions of his employment. He shall be responsible for the editing and publication of the magazine of the society in accordance with a publications plan as approved by the Executive Board. He shall have the authority to determine the contents of the Journal, while complying with the editorial guidelines recommended by the Publications Committee and adopted by the Executive Board. He shall consult with and receive advice from the Publications Committee prior to the printing of each issue of the Journal magazine. He shall administer the Philalethes home-page and its sub-sites on the World Wide Web, and other electronic media, such as "Facebook," and shall perform such other duties as may be assigned by the President.

**5.1.8.** The Librarian shall collect and distribute back issues of the Philalethes Journal; provide copies of articles as requested; and perform such other duties as assigned to him by the President. The Executive Board shall approve the distribution policies and expenses incurred in providing this service.

**5.1.9.** The Business Manager shall collect the annual dues and deposit them in the designated bank upon receipt of the same, receive all moneys due the Society and deposit them promptly in a bank designated by the Executive Board; keep the financial records; pay all bills when approved verbally or in writing by authorized officers; arrange to have his books audited after January 1 each year; and perform such other duties as assigned to him by the President. He shall submit an annual report to the Board of Directors. He shall receive such payment for his services as shall be determined by the Executive Board.

**5.1. 10.** Each officer, elective and appointive, shall present a report in writing to the Society at the Annual Business Meeting, and the report shall be incorporated into the minutes of the meeting.

## **Article 6. Nomination, Election, and Removal of Officers**

Elected officers shall be elected by the members present at the Annual Business Meeting of the Society, and shall serve a term of two (2) years. In the event of a vacancy, a member may be elected to fill the unexpired term of an officer. A vacancy occurring between meetings of the Society will be filled by appointment of the Executive Board, until the next Annual Meeting. Appointed officers shall be appointed annually by the Executive Board.

**6.1.** The Nominating Committee shall nominate members for each elective officer whose term expires at the next Annual Business Meeting, or who shall have been elected or appointed to fill an unexpired term. The nominations shall be posted on the Society's website at least one month before the Annual Meeting.

Any member of the society may request in writing that his name be placed in nomination for any elected office by submitting a letter to the President no later than three (3) months before the announced Annual Meeting, together with confirmation, by letter or by email, of at least ten other members who support this nomination. When confirmed by the President, the name shall be included along with those officers nominated by the Nominating Committee.

**6.2.** Any member nominated as in Article 6.1 shall be deemed to have been nominated for the office indicated, and his name shall appear on the ballot for election at the Annual Business Meeting without further action. No nominations shall be accepted from the floor. If there are only two candidates for an office, a simple majority of votes cast by the members present and voting shall be sufficient for election. If more than two candidates are on the ballot for an office, the two receiving the most votes shall be subject to a second ballot, and the one receiving a majority of votes cast shall be declared elected. The ballot shall list an option "Not to be Elected" by each office, and in the event that no candidate receives a majority of votes for the office, the office shall be declared vacant, and filled by appointment for a one year term by the Executive Board at its first meeting following the Annual Business Meeting.

**6.3.** No member may hold simultaneously more than one office, elective or appointive.

**6.4.** An elective officer may be removed for cause at any time by a majority vote of the Executive Board. An appointive officer may be removed at any time by a majority vote of the Executive Board, subject to the terms and conditions of any contractual agreement between the Executive Board and the appointive officer.

## **Article 7. Committees**

There shall be two classes of committees, standing committees and special committees. A special committee may be appointed from time to time by the President, and shall serve at his will and pleasure. He shall nominate members of the standing committees at the first meeting of the Executive Board at the first meeting following the Annual Business Meeting, and the members shall be appointed by majority vote of the Executive Board. The term of office for each committeeman shall be one year, or until a successor is appointed.

The standing committees are the Audit Committee, the Chapter Development Committee, the Nominating Committee, the Public Relations Committee, and the Publications Committee.

**7.1. The Audit Committee** shall consist of one (1) or more members appointed by the President, no member of which shall be a current officer, elective or appointive, nor an office elective or appointive for the two (2) years preceding his appointment as a member of the Audit Committee. The committee shall annually audit the books and records of the Society, and report its findings in writing to the members at the Annual Business Meeting.

**7.2. The Chapter Development Committee** shall promote the creation of new chapters by members of the Society, and shall recommend the issuance of a charter to them by the Executive Board when assured that the chapter is a viable organization. The committee shall also supervise all chapters, and report annually on their condition. The latter report shall supplement the annual report to the Executive Board required of all chapters.

**7.3. The Nominating Committee** shall recommend names for election to the Executive Board for the term of office which expires at the next Annual Business Meeting. The names of those nominated, together with those names received through petition of members as described in section 5.1., above, shall be placed before the membership in the manner described in section 5.2., above. No current officer, elective or appointive, shall serve on the Nominating Committee.

**7.4. The Masonic and Public Relations Committee** shall promote the Philalethes Society in suitable venues, and shall recommend public relations policies to the Board of Directors, and the Executive Board, as appropriate.

**7.5. The Publications Committee** shall establish guidelines to be followed by all those involved with production of the Philalethes Journal, and any other publications of the Society, including the webpage and other electronic publications, such as "Facebook."

## **Article 8. Management of the Society**

**8.1.** The Executive Board shall be responsible for managing the administrative affairs of the Society. It shall discharge its duties faithfully as described elsewhere in these bylaws, and each officer shall individually and severally be responsible for the sound management of the Society, and full compliance with all state and federal laws applying to such an organization.

**8.2.** The Board of Directors comprised of the Executive Board, together with the Treasurer, the Editor, the Librarian, and the Business Manager, shall be responsible for considering and discussing all policy and procedural matters pertaining to the Society. It may, by majority vote, recommend any policy or procedure to the Executive Board for adoption.

**8.3.** The Board of Directors and the Executive Board shall hold regular meetings, as called by the President of the Society. Minutes shall be kept of these meetings by the Secretary, and be available for inspection by any member of the Society upon request. Such minutes may exclude the discussion of any employee matters considered by the Executive Board, but any actions pertaining to an employee taken by the Executive Board shall be reported in the minutes available to the members of the Society.

**8.4.** The Executive Board shall meet in closed session when discussing evaluations, and payment for services, of employees of the Society. Employees are defined as any member, including a member of the Board of Directors of the Society, who is receiving payment for his services, other than reimbursements for expenses incurred on behalf of the Society. All other meetings shall be open to the members of the Society.

## **Article 9. Fellows**

**9.1.** The Society shall have a special class of members, consisting of not more than forty, who shall be elected by the Executive Board upon nomination by the Fellows, as prescribed below.

**9.2.** Nominations of a member to be designated as a Fellow shall be on the basis of his current and past Masonic scholarship. **9.3.** A new Fellow must be nominated by the current Fellows of the Society. Such nomination shall be by a majority vote of the Fellows who cast a vote, with such election under the direction and supervision of the Dean of the Fellows. The Dean of the Fellows shall be one Fellow who is annually appointed by the President of the Society.

**9.4.** The nomination of each new Fellow shall be approved by majority vote of the Executive Board.

**9.5.** Upon approval by the Executive Board, each new Fellow shall be made a Life Member of the Philalethes Society. All Fellows must be and remain a member of the Society in good standing.

**9.6.** Any Fellow may request in writing that his status be changed from “active” to “emeritus” status. Upon approval by the Executive Board, the Fellow shall become an “Emeritus Fellow,” and his status shall no longer be counted against the limitation of forty Fellows. The Executive Board may also, by majority vote, declare any Fellow to be an “Emeritus Fellow” for reasons of advanced age or inability to perform the duties of Fellow.

**9.7.** An active or emeritus Fellow of the Philalethes Society shall be entitled to append the letters “FPS” (Fellow of the Philalethes Society) to his signature. Honorary and past Fellows shall not do so.

## **Article 10. Chapters**

**10.1.** A dispensation to form a chapter of the Philalethes Society may be obtained from the President. The President may issue a dispensation, provided that the formation of the chapter does not conflict with the laws of the Grand Lodge in which the chapter will be located. Before issuing a dispensation to a chapter the President shall make inquiry of the Grand Secretary of the jurisdiction where the proposed chapter will be located to ascertain if the issuance of a dispensation would be in violation of the laws of that jurisdiction.

The request for a dispensation must be signed by five (5) or more Freemasons, one of whom must be a member in good standing of the Society. The request must propose a name for the chapter, the area of its jurisdiction, and the names of those nominated to serve as President, Vice President, and Secretary/Treasurer. The request must be accompanied by a fee as determined by the Executive Board.

**10.2.** A charter for a chapter may be issued by the Executive Board upon application from a chapter holding a dispensation from the President. All members of the chapter must be, and remain, members of the Society in good standing. The request for a charter must be accompanied by a copy of its bylaws, and a fee as determined by the Executive Board. Where possible, the charter will be presented at the Annual Assembly.

**10.3.** Each chapter shall make an annual reporting writing to the Society on January 1 of each year. Failure to do so for two (2) consecutive years shall result in the forfeiture of the charter and all property of the suspended chapter shall become the property of the Philalethes Society.

## **Article 11. Miscellaneous Provisions**

**11.1.** Any individual, or an organization, may subscribe to the Philalethes Journal. The subscription rate shall be determined by the Executive Board. Subscribers shall not be deemed to be members of the Society.

**11.2.** The Society shall publish the Philalethes Journal on a regular basis, with the number of issues each year to be determined by the Executive Board. Other publications may be authorized by the Executive Board as appropriate.

**11.3.** The Executive Board shall establish the time and place for the Annual Business Meeting. The time and place shall also be posted on the Society's website, and other locations as directed by the Executive Board. The Annual Business Meeting shall be open to all members of the Society, and to guests. Only members may vote, as described elsewhere in these bylaws, and proof of membership may be requested by the President before a ballot is issued or a vote taken.

**11.4.** Special business meetings of the Society may be called by the President of the Society, or by the Executive Board, subject to the same notification procedures as for the Annual Business Meeting.

**11.5.** Any member of the Society, who has been authorized by the Executive Board as the "owner" and / or "administrator" of any of the Society's electronic communications vehicles, whether it be a blog, website, ListServe, group, bulletin board or forum, must agree in advance in writing that he is acting as such only temporarily as a custodian for the Society, and will must relinquish said ownership and or administration (including, but not limited to passwords, domain names, etc.) of such electronic vehicles when asked to do so by the Executive Board.

**11.6.** Each year, before the Annual meeting, the Editor shall submit to the Dean of Fellows a list of articles published during the preceding year in the Philalethes magazine which may qualify as "the outstanding Masonic education and research paper printed that year." The Dean of Fellows will conduct a ballot from the Active and Senior Emeritus Fellows of the Society to determine if a Masonic author should be awarded the Certificate of Literature from the Society. This nomination, upon approval of the Executive Board, will be awarded at the Annual Meeting. Consistent with the traditions of the Society, no current Executive Board member, or previously awarded Certificate of Literature recipient may be nominated. The Executive Board may select someone not a member of the Society to be designated as a recipient of the Award of Merit. The individual so selected may be either a man or a woman, and must be a distinguished Masonic scholar.

## **Article 12. Amendments**

These Bylaws may be amended by a two-thirds vote of the entire membership present and voting at an Annual Business Meeting. Amendments may be proposed by the Executive Board, or by at least five members of the Society. The proposed amendments must be presented to the President in writing, posted on the Society's website at least one month prior to the Annual Business Meeting. The Officers, collectively or individually, may present their opinions and suggestions regarding each proposed amendment when it is published on the website.

## **Article 13. Dissolution**

Should the Philalethes Society ever cease to exist it will happen only upon 5/7 vote of the Executive Board and upon recommendation to the next Annual Meeting passed by 2/3 vote of the membership present. Notice of this recommendation must be published in each issue of the magazine for six months prior to the Annual Meeting.

Upon dissolution all assets of the Philalethes Society shall be turned over to The Masonic Service Association of North America, 3905 Nation Drive, Suite 280, Burtonsville, MD 20866 or its successor, to continue the work of Masonic education and enlightenment.