



Colorado



Association,

INCORPORATED

A FRATERNAL ORGANIZATION"

By-Laws

of

the

Colorado Elks Association, Inc.

Revised September 9, 2005

BY-LAWS OF COLORADO ELKS ASSOCIATION, INC.

SECTION 1: NAME: The name of this Association is the COLORADO ELKS ASSOCIATION INC.

SECTION II: OBJECT AND PURPOSE. The object and purpose of this Association is to promote the purposes and principles of Elkdom in the State of Colorado and to support its subordinate lodges in the furtherance thereof.

SECTION III: ANNUAL MEMBERSHIP MEETING. The annual meeting of the membership of the Corporation shall be held during the month of September of each year on such date and at such place as may be fixed by the Meeting Commission.

SECTION IV: SPECIAL MEETING OF THE MEMBERSHIP. Special meetings of the membership may be called at any time by resolution of the Board of Directors, of which meeting thirty (30) days notice shall be given by mailing such notice to the Secretary of each Elks Lodge in the State of Colorado, and having the same read to the membership at a regular meeting of each lodge. The Association may also conduct three (3) quarterly meetings to be held during the months of February, May and November of each year, and the quarterly meeting, it is suggested, may be prior to, on, or near the first weekend of each such month.

SECTION V: REGULAR BOARD MEETING. The regular meeting of the Board of Directors shall be held at some time prior to the annual meeting of the membership, as hereinabove provided, at such hour and place as may be designated by the President.

SECTION VI: SPECIAL BOARD MEETINGS. Meetings of the Board of Directors may be held at any time upon call by the President upon fifteen (15) days notice having been given to all members of the Board. A quorum of seven (7) members of the Board must be present for the transaction of business.

SECTION VII: MEMBERSHIP.

(a) Every Elks Lodge in the state of Colorado and individual members in good standing of member Elks Lodges shall be eligible to membership in this corporation upon compliance with the provisions of the By-laws herin set forth.

(b) Members in good standing of every subordinate lodge in the State shall be entitled to representation at all membership meetings, whether regular or special as follows:

All Past Exalted Rulers and one delegate for each fifty (50) of the members in good standing, or a portion thereof, based on the membership as certified to and contained in the report of the Grand Lodge March 31st of the current year, in whom shall be vested the right and authority to participate in, and when present, to vote upon the business that may come before the Corporation. Subordinate Lodge membership, or reinstatement of a subordinate Lodge in the

Corporation shall be by a two thirds (2/3) majority of the Elks present and eligible to participate in a vote taken at the next annual or special membership meeting following such application.

(c) The manner of designating delegates to the annual meeting of the membership shall be left to the discretion of the subordinate lodges. The delegates of each subordinate lodge must present to the credentials committee proper notice signed by the Exalted Ruler and Secretary of their lodge of their designation as delegates.

All elected Officers and Past Presidents of the association, and all Past Exalted Rulers of the subordinate lodges shall be entitled to full delegate privileges at all meetings of the Corporation when not listed as a delegate from their own lodges.

(d) To obtain the revenue for defraying the expenses of this Corporation, each lodge holding membership in the Corporation shall pay annually an amount equal to *Two Dollars and Fifty cents (\$2.50)* for each member thereof in good standing on March 31st of each year. This amount shall be paid to the Secretary of the Corporation before June 1st of each year.

(e) An annual meeting shall be held by the Corporation, as herein provided, the time and place of said meeting to be determined by the Meetings Commission as herein above provided. Recommendations as to the place for such meeting may be made to the Meetings Commission by vote of the membership, and the time of such meeting shall be recommended to the Commission for its approval by the host lodge, if any. The Secretary of the Corporation shall notify the lodges of the State with members who belong to the Corporation, not less than ninety (90) days prior to the date set for such annual meeting of the time and place of such meeting.

(f) One hundred fifty (150) duly accredited delegates shall constitute a quorum at an annual or special meeting, provided that at least a majority of subordinate lodges shall be represented.

Any subordinate lodge with members in this corporation failing to pay before June 1st, shall be considered delinquent and subject to a penalty of one percent (1%) on amount due. Failure to remove delinquency on or before July 1st shall cause the members of such lodge to be dropped from membership herein.

(g) Membership in the State Association is required for members of subordinate lodges to participate in administered programs and sponsored activities of the Association.

SECTION VIII: REPORTS TO GRAND LODGE OFFICERS. Upon the adoption of these By-Laws, the Secretary of the Corporation shall furnish to the chairman of the Committee on State Associations of the Grand Lodge the following:

1. A copy of the proceedings of each meeting of the corporation.
2. All printed documents issued by it or under its authority.
3. A copy of all general letters, circulates and papers sent by it or its officers to the subordinate lodges with members in the Corporation.
4. A correct list of its officers and the subordinate lodges with members herein, together with the correct Post Office address of its President, Vice-Presidents, Secretary, Treasurer and State Trustees. Such list shall also be sent to the Grand Secretary.

SECTION IX: OFFICERS AND STATE TRUSTEES. The affairs and management of the Corporations shall be under the control of a Board of Directors which shall be designated as follows: President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, a Past President of this Association, and six (6) State Trustees. The President, immediately after his election, shall appoint a Sergeant-At-Arms, Chaplain, Tiler, Organist and the Aide-to-the-President. The President, Vice-Presidents, Secretary, Treasurer and a Past President of this Association shall be elected for a term of one (1) year, or until their successors have been installed. The State Trustees shall consist of one (1) member from each District of the State of Colorado.

The terms of office of the State Trustees shall be for three (3) years and so staggered that two (2) State Trustees shall be elected each year. All elections of officers shall be by written ballot unless otherwise authorized by a majority vote of the delegates present at the meeting.

The State Trustees are to be elected by written ballot, and in the same manner as all other elected officers of this Association. The duties of the State Trustees shall be more specifically set forth herein. Each elected State Trustee shall be a member in good standing from their subordinate lodge of the District in which said State Trustee is elected.

SECTION X: DUTIES OF PRESIDENT. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings, preserve order, appoint all committees not otherwise provided for, decide all questions of order, subject to appeal to the Corporation, fill all vacancies unless otherwise specified, and perform all other duties that may be imposed upon him by law and such as are customary to be performed by presiding officers. At the annual meeting of the membership, he shall make a written report of the activities of his office, together with the visits made to the member lodges, and recommendations as he may deem proper in the interests of the Corporation.

SECTION XI: DUTIES OF VICE-PRESIDENTS. In the absence or inability of the President to act, the First Vice-President, then the Second Vice-President, then the Third Vice-President shall perform his duties. When the aforementioned Vice-Presidents are unable to perform the duties of President, then the Board of Directors shall appoint one of its members to act at that meeting.

SECTION XII: DUTIES OF SECRETARY. The Secretary shall attend all meetings of the Board of Directors, as well as all membership meetings of the Corporation, and keep a true record of the proceedings of the same, preserve all books and documents, attend to all correspondence, prepare and submit an annual report to the Corporation showing the condition of the Corporation, receive all money paid into the Corporation, turn the same over to the Treasurer, taking a receipt therefor, and perform such other duties as may properly be required of him. He shall prepare an accurate and complete record of the annual meeting, and shall cause a copy of said record to be forwarded to the Secretary of each subordinate lodge with members in the Corporation within sixty (60) days after the annual meeting. The Secretary is to receive for his services an annual salary of three thousand, six hundred dollars (\$3,600). Said annual salary to be paid monthly in twelve (12) equal installments, plus necessary current office expenses.

He shall, before assuming the duties of his office, execute and deliver to the Board of Directors, a bond with corporate surety, in the sum of Ten Thousand Dollars (\$10,000.00), for

the faithful discharge of his duties. The expense of such bond shall be paid for by the Corporation. The Secretary or such other person, as may be designated or appointed by the Board of Directors, shall assume the position of Chairman of the Grand Lodge Convention Committee and shall, after the conclusion of each Grand Lodge Convention and as soon as the location and hotel identity of the next assignment of the Colorado delegation is known, at his earliest convenience procure and contract for such rooms and other facilities as may be appropriate and desirable for the Colorado delegates, the Colorado Hospitality Room, and Colorado Elks Luncheon at the next Grand Lodge Convention.

SECTION XIII: DUTIES OF TREASURER. The Treasurer shall receive and be the custodian of all money belonging to the Corporation. He shall pay out the money of the Corporation only upon proper warrant drawn by the Secretary and counter-signed by the President and/or the Treasurer.

He shall, before assuming the duties of his office, execute and deliver to the Board of Directors, a bond with corporate surety, in the sum of Ten Thousand Dollars (\$10,000.00), for the faithful discharge of his duties. The expense of such bond shall be paid for by the Corporation. He shall submit a report to the annual meeting showing the transactions of his office during the preceding year.

SECTION XIV: DUTIES OF BOARD OF DIRECTORS. The Board of Directors shall have charge of the Corporation and the direction of its affairs, and be the governing body of the Corporation. Said Board shall execute all contracts, leases and other papers necessary or proper in the management and control of funds, investments and other property of the Corporation, and prepare a segregated budget for the annual meeting of the Corporation, as hereinabove provided. Said segregated budget will make appropriations for each of the several objects for which the Corporation must or may provide, out of monies known to be in the possession, or estimated to be received during the ensuing year. After adoption of the budget, all expenditures within the appropriations therein may be made on the authority of the President and the Secretary. There shall be no variations from the appropriations provided in the budget except by a two thirds (2/3) vote of the Board of Directors. Any unexpended balances of appropriations included in such budget at the date of the next annual meeting shall be available only for appropriations in the budget to be adopted at such annual meeting. Complete minutes shall be kept of each meeting and decision of the Board.

SECTION XV: DUTIES OF STATE ASSOCIATION MEETINGS COMMISSION. The State Trustees shall comprise the State Association Meetings Commission, and immediately after the conclusion of the annual meeting the members of said Commission shall meet and elect, from within their membership, a Chairman, who will serve for the ensuing year, a Vice-Chairman, who will serve in the absence of the Chairman, and a Secretary who shall keep complete minutes of all meetings of the Commission and its decisions made therein. With final approval of the Board of Directors, it shall be the duty of the Commission to establish standards, procedures and conditions and a policy of continuing supervision, not only in the approval of the location of the various said state meetings, but in the conduct and administration of those in charge of such meetings. The Commission shall set or approve registration fees for meetings, approve or reject any additional charges to be levied above registration fee, make any assessments upon the

sponsors or hosts of state association meetings deemed by the Commission to be just and proper and in general and specifically maintain a level of consistency in the operation of the association's annual and quarterly meetings. The Commission will require, receive and evaluate a complete and detailed report from any subordinate Lodge or Committee conducting or hosting such meeting within a reasonable time period, to be determined by the Commission, after the conclusion of said meeting. The Commission itself shall meet quarterly prior to the meeting of the Board of Directors to conduct its business and thereafter shall report to the Board of Directors its actions and considerations for approval. After the Board of Directors has prepared a segregated budget for the ensuing year of the Association, it shall be the duty of the Chairman of the State Association Meetings Commission to present such budget to the convention delegates for their consideration/adoption.

SECTION XVI: DUTIES OF THE SERGEANT-AT-ARMS. The Sergeant-At-Arms shall execute the orders of the President, assist in preserving order, act as Marshal on public occasions, and in case of session, shall assist the Tiler in examining the qualifications of all persons presenting themselves for admission. He shall select such deputies as may be needed to assist in the discharge of his duties.

SECTION XVII: DUTIES OF TILER. The Tiler shall have charge of the doors of the hall in which meetings are held and shall perform the duties usually incident to the office of Tiler of like organizations.

SECTION XVIII: DUTIES OF CHAPLAIN AND ORGANIST. The Chaplain and Organist shall perform such duties as shall be required by the Corporation.

SECTION XIX: DUTIES OF AIDE-TO-THE-PRESIDENT. The Aide-To-The- President will be appointed by the President of the Association, and he will serve at the pleasure of the President during his term of office. He will aid and assist the President in the performance of his duties, and will perform all Association duties assigned to him by the President.

SECTION XX: QUALIFICATIONS FOR OFFICE. All Elks in good standing in the lodges subordinate to this Corporation, and residing within its jurisdiction, shall be eligible for any office, either elective or appointive, in the Corporation, subject to the following:

(a) All candidates for President, First Vice-President, Second Vice-President, Third Vice-President and Secretary must be Past Exalted Rulers of a subordinate lodge, and all candidates for Treasurer must have had previous accounting education or experience.

(b) No individual may hold more than one (1) elective or appointive office in the Association at the same time. If an individual who holds an elective office accepts nomination for election to any other elective office of the Association, such acceptance of nomination shall constitute a resignation from the office then held, said resignation to be in effect at the next annual election of the Corporation. The resigning officer should immediately inform all subordinate lodges of the upcoming vacancy, any failure to do so will in no way abrogate the resulting action to fill the vacant office with the resignation remaining in full force and effect. Any vacancies in office shall be handled as provided in Section XXVIII: Vacancies.

(c) Any individual seeking election to the office of State Trustee shall have been active in the affairs of this Corporation for not less than three (3) years prior to his candidacy. A State Trustee so elected is expected to complete the term of office to which he was elected and will be ineligible for any other office until after expiration of the term of office to which he was originally elected.

(d) All candidates for elective office must have received favorable endorsement of a subordinate lodge. Such endorsement shall be certified in writing by the Exalted Ruler and Secretary of such subordinate lodge. If such certification was not submitted to the Nominating and Advisory Committee before their August meeting prior to the annual membership meeting in September it shall be presented at the annual meeting when nominations are open for such office from the floor.

SECTION XXI: PAST STATE PRESIDENTS. The Past State Presidents of this Association hold a unique position and honor in this Association. The Past State Presidents shall meet at some convenient time prior to the annual convention of this Corporation. Five (5) members shall constitute a quorum. The Past State Presidents shall nominate one (1) of their number to serve on the Board of Directors of this Association for a one (1) year term to be consistent with the term of office of the President of this Association. The Past State President shall serve in an advisory and consultation capacity to the President of the Association and also be a member of the Board of Directors with an equal vote on all matters submitted to the Board of Directors. The Past State Presidents of this Association will serve the President, as he requests, in all matters involving, but not limited to, budgetary matters, State Conventions, questions of privilege and protocol, Grand Lodge Conventions, all Grand Lodge Conventions activities, and shall act as advisors and consultants to the President and the Board of Directors, and shall constitute the Nominating and Advisory Committee.

In addition to all other committees herein mentioned, All Past Presidents of this State Association, in good standing in their respective lodges, shall constitute a committee to be known as the Nominating and Advisory Committee. The Chairman of this committee shall call a meeting during August of each year for the purpose of electing a chairman from within this committee and to conduct any other business deemed advisable at this time. It shall be the duty of this committee to render such counsel and advice to the Officers, committees and this Corporation as it may seem to them would promote the best interest and welfare of the Corporation, and for the purpose of selecting nominees for all elective offices for the ensuing year. After the report of the Nominating Committee, nominations will also be open to the floor of the convention at the annual meeting. During the Convention at the annual meeting of this Corporation, the Nominating Committee will be called upon for a report at the opening of the first business session each day. After the report of the Nominating Committee each day, nominations from the floor may be made for each elective office.

SECTION XXII: COMMITTEES. The President of this Corporation, shall annually, immediately after his installation, appoint the following committees, of not less than three (3) members each, who shall hold office until their successors are appointed:

Committee on Constitution and Laws

An Auditing Committee

An Accident Prevention Committee
An Americanism Committee
A Credentials Committee
A Grand Lodge Committee
A Ritualistic Committee
A Resolutions Committee
A Major Project-Elks Laradon Hall Committee
An Elks National Foundation Committee
A Government Relations Committee
A Lodge Activities Committee
A Lodge Development Committee
An Elks National Veterans Service Commission Committee
A Public Relations Committee
A Youth Activities and ENF-MVS Scholarship Contest Committee
A Knights Committee
A Business Practices Committee
A Drug Awareness Committee
A Hoop Shoot Committee
A Lapsation and Membership Committee

In addition to the above named committees, the President shall appoint additional committees as required by Grand Lodge Statutes, Section 18.020, as from time to time amended, and in addition thereto, shall have power and authority to name such additional committees as in his opinion shall be deemed necessary.

(a) COMMITTEE ON CONSTITUTION AND LAWS. The Committee on Constitution and Laws shall have referred to it, and report to this Corporation, all proposed legislation and amendments to the By-Laws of this Corporation. It shall also recommend to each annual meeting of the Corporation such legislation and amendments as it deems advisable.

(b) AUDITING COMMITTEE. The Auditing Committee shall examine and audit the books of the Secretary and Treasurer, and all committees handling money in excess of one Hundred Dollars (\$100.00), also all expenditures of money by this Corporation, and submit annually to the Corporation its findings and any recommendation it deems for the good of the Corporation.

(c) CREDENTIALS COMMITTEE. The Credentials Committee shall examine the credentials of all delegates and all Elks who, by these By-Laws, are authorized to participate in the deliberations of this corporation at any of its sessions, and it shall consider and pass upon same and make a report thereon.

(d) GRAND LODGE COMMITTEE. It shall be the duty of the Grand Lodge Committee to correlate and promote the relations between the Corporation and the Grand Lodge, to report upon all resolutions and reports concerning amendments to the constitution and statutes of the Grand Lodge and any and all amendments to the Grand Lodge Statutes as may be proposed,

endorsed and approved by this Corporation. All of the members of this committee shall be members of the Grand Lodge in good standing.

(e) RITUALISTIC COMMITTEE. It shall be the duty of the Ritualistic Committee to encourage and increase efficiency in the performance of the ritualistic work of the subordinate lodges, and it shall be responsible for making and carrying out all plans for the ritualistic contests of the Corporation.

(f) RESOLUTIONS COMMITTEE. The Resolutions Committee shall prepare or have referred to it all resolutions and present same to the Corporation for consideration. No resolutions may be introduced to the Corporation other than through the Resolutions Committee.

(g) ELKS NATIONAL FOUNDATION COMMITTEE. The Elks National Foundation Committee shall promote the activities and shall implement the programs of the Grand Lodge Elks National Foundation Committee.

(h) GOVERNMENT RELATIONS COMMITTEE. The Committee on Government Relations shall be charged with the duties and responsibilities of implementing a government relations program of the Order in conjunction with other organizations.

(i) LODGE ACTIVITIES COMMITTEE. The Committee on Lodge Activities shall have charge and supervision of such matters as shall be referred to it by the President pertaining to the good of the Order, and all Lodge activities, inter-lodge relations and similar matters.

(j) LODGE DEVELOPMENT COMMITTEE. The Lodge Development Committee shall have general charge of all matters pertaining to the organization and institution of new Lodges, the stimulation of membership growth and control of lapsation.

(k) ELKS NATIONAL VETERANS SERVICE COMMISSION COMMITTEE. At the next regular session after he is installed, the President shall appoint a Elks National Veterans Service Committee to consist of not less than three (3) members. Said committee shall be charged with the implementing of the program of the Elks National Veterans Service Commission within the Association as will be requested by the Commission in the furtherance of service to veterans confined in Veterans Administration hospitals in each state, assistance when called upon to the armed forces of the United States, and to respond to any call for aid and cooperation as might be requested by our national government in any emergency, and to be permanently available for cooperation in the event of disaster in any local area of the United States.

(l) PUBLIC RELATIONS COMMITTEE. At the next regular session after he is installed, the President shall appoint a Public Relations Committee to consist of not less than three (3) members. Such committee shall be charged with implementing the Public Relations Program of the Grand Lodge.

(m) YOUTH ACTIVITIES AND ENF-MVS SCHOLARSHIP CONTEST COMMITTEE. The Youth Activities and ENF-MVS Scholarship Contest Committee shall prepare, super-vise and

carry on all Elks programs on behalf of the youth of our country, and shall have charge and supervision of such matters as shall be referred to it by the Grand Exalted Ruler or the Grand Lodge pertaining to the youth programs of the Order, shall promote student participation the "Most Valuable Student Scholarship" program and Youth Leadership, shall create youth developmental programs.

(n) GRAND LODGE CONVENTION COMMITTEE. The Grand Lodge Convention Committee shall be composed of the Permanent Chairman, who shall be the Secretary of the State Association, the Immediate Past President of the Association and the Second Vice-President and the Transportation Chairman. The Immediate Past President, and the Second Vice-President assisted by the Third Vice-President, shall be responsible for the stocking of the proper inventory for the daily operation of the Colorado Hospitality Room, and the arrangement and organization of the functioning personnel to staff the hospitality room activities, said personnel to be selected from the Colorado delegates to provide proper service in the Hospitality Room. The Immediate Past President, assisted by the First Vice-President and working under the guidance and advice of the Permanent Chairman, is charged with the promotion and sale of tickets to the traditional and annual Colorado Elks Luncheon and or breakfast at the Grand Lodge Convention. In the interest of continuity of arrangement and a smooth level of operation, the Chairman of the Grand Lodge Convention Committee is authorized and directed annually to obtain and contract for such facilities as may be appropriate and desirable for the above-mentioned activities in the next Colorado convention hotel as soon as possible after the conclusion of the previous Grand Lodge Convention.

(o) AMERICANISM COMMITTEE. To promote the cause of patriotism throughout the state, by educating our children in a love of their flag and country, by promoting Flag Day ceremonies in every Lodge, by aiding lodges in sponsoring civic affairs and patriotic endeavors, and by promoting programs which enhance our love of flag and country.

(p) HOOP SHOOT COMMITTEE. The purpose of this committee is to encourage all lodges to avail the hoop shoot program to every eligible child in the state, to assist with the Regional Hoop Shoot Contest and to coordinate such program and contest in accordance with the Grand Lodge program.

(q) LAPSATION AND MEMBERSHIP COMMITTEE. The function of this committee should be as a liaison between all Colorado lodges, helping them with recommendations to improve their lapsation policy, to employ such means and methods, not contrary to the Laws of the Order, as may be best adapted to assist member lodges in securing applications for membership in the Order.

(r) DRUG AWARENESS COMMITTEE. This committee is charged with implementing the State Association and Grand Lodge Drug Awareness programs in subordinate lodges of this Corporation, and to exercise all means possible toward discouragement of the use of drugs by the youth of our state.

(s) **BUSINESS PRACTICES COMMITTEE.** It shall be the duty of this committee to stand ready to assist any subordinate lodge with advice, recommendations and suggestions relating to its fiscal stability, and to encourage the utmost in efficiency in the daily business practices of the subordinate lodges.

(t) **MAJOR PROJECT-ELKS LARADON HALL COMMITTEE.** Encourages lodges and members to make donations to Elks Laradon Hall. See that an active committee is appointed in each lodge. Devise ways and means to obtain additional revenue for Laradon Hall. Promote and execute the Laradon Hall annual raffle throughout the state and in each lodge.

(u) **KNIGHTS COMMITTEE.** The purpose of this committee is to encourage and promote fellowship among lodge officers, to assist in training and advising lodge officers, to assist in developing leadership and encouragement of lodge officers to exercise their maximum capabilities in maintaining high standards of performance in the execution of their duties, to promote and encourage a social interaction among lodge officers and members, and to assist the Corporation when called upon to do so.

(v) All other committees, hereinabove named, shall carry out the function and duties of their respective areas as their titles indicate.

SECTION XXIII: ORDER OF BUSINESS. At the annual meeting of this Corporation, unless otherwise changed by a majority of the delegates present, the order of business shall be as follows:

1. Call to order.
2. Invocation
3. Roll call of officers
4. Roll call of lodges
5. Reading of Minutes of last meeting
6. Report of Nominating Committee
7. Report of Committee on Constitution and By-Laws
8. Report of officers (by seniority)
9. Reports of standing committees
10. Unfinished business
11. New business
12. Good of the Order
13. Report of Committee on Credentials
14. Election of Officers
15. Recommendations of the Meetings Commission of place of next annual meeting.
16. Installation of officers
17. Closing and adjournment

SECTION XXIV: No question of political or sectarian character shall be introduced at any meeting of the Corporation, and no person shall be directly or indirectly endorsed or recommended for any political or Grand Lodge Office, nor shall any public question be introduced or discussed unless the same directly relates or affects the Order and its

membership, or unless previous action on such subject shall have been taken by the Grand Lodge.

SECTION XXV: On all cases where subjects are not covered by these By-Laws, the Constitution and By-Laws of the Grand Lodge shall govern.

SECTION XXVI: VOTING. All members in good standing in this Association and when acting as certified delegates shall be entitled to cast one (1) vote on each question put to the convention at the annual or quarterly or special meetings of the Association. No member will be allowed to cast a vote for any delegate who is not present during the vote. There will be no cumulative or proxy voting. The President, Board of Directors and State Trustees will insure that the provisions of this section are complied with during each vote that is cast.

SECTION XXVII: AMENDMENTS. Amendments to these By-Laws must originate in a subordinate lodge and be first approved by the membership thereof. They must then be certified in writing by the Secretary of said subordinate lodge to the Secretary of this Corporation not later than sixty (60) days immediately preceding the annual meeting. Notice of intention of the submission of proposed amendments shall be made by the Secretary of the Corporation to the membership at the time and in the same manner announcement is made of the schedule of business of special or annual membership meeting. The Secretary of this Corporation shall refer the proposed amendments to the Chairman of the Committee on Constitution and Laws. Said committee shall make report thereon to the Corporation as soon as possible before adjournment of the annual meeting, and such amendment or amendments, shall then be considered upon the heading of New Business. A two-thirds (2/3) affirmative vote of the delegates present and voting at the annual meeting shall be required to adopt any amendment.

SECTION XXVIII: VACANCIES.

(a) If a vacancy occurs for any reason during the term of the President in his office, the vacancy shall be filled by the Nominating and Advisory Committee by the appointment of a Past State President.

(b) If a vacancy occurs in the office of President immediately prior to the annual election due to the absence of a First Vice-President's candidacy, and the Second and Third Vice-Presidents are reluctant to step up two stations for reasons of either personal or professional obligations at the time, the Nominating and Advisory Committee shall select a Past State President from its membership and submit his name as a candidate for the Presidency.

(c) If a vacancy occurs in the office of First or Second Vice-Presidents, then the Vice-Presidents below that station shall step up to fill the vacancy above, leaving the office of Third Vice-President vacant until the next general election.

(d) If a vacancy occurs in either the office of Secretary or Treasurer, the President, with the advice, agreement and approval of the Nominating and Advisory Committee, shall appoint a successor to fill the unexpired term.

(e) If a vacancy occurs among the six State Trustees, the unexpired term shall be filled by nomination and election at the next regular annual election of the Association, and the nominee to fill the vacancy shall be from the same District as was the one whose departure created the vacancy.

(f) In the event of a vacancy of the Past State President on the Board of Directors, the Nominating and Advisory Committee shall select a Past State President from its membership.

(g) As with all committeemen and appointive officers who serve at the pleasure of the President, if a vacancy occurs in any of the appointive officer chairs, the President shall appoint a successor to fill the unexpired term.

CERTIFICATION

This is to certify that the amended and substituted By-Laws of the Colorado Elks Association, Inc. submitted herewith to the designated member of the Grand Lodge Committee on Judiciary for approval, were proposed in writing by Westminster Lodge #2227 and Salida Lodge #808 on or prior to 60 days before the annual meeting held on September 8, 2005, and at that annual meeting said amended and substituted By-Laws were adopted by a two-thirds (2/3) affirmative vote of all the delegates present. Notice of intention of the submission of proposed amendments was made by the Secretary of the Corporation to the membership at the time and in the same manner announcement was made of the schedule of business of the annual meeting at which said revision was voted upon in accordance with Section XXVII of the By-Laws of the Corporation.

Piper Holton

President

William St. John

Secretary

Colorado Elks Association, Inc.