

**SONS OF NORWAY
DISTRICT LODGE NO. 1
BYLAWS**

ARTICLE I: NAME

1. The name of this District Lodge shall be “Sons of Norway District No. 1”.

ARTICLE II: TERRITORY

1. The territory of this District Lodge shall be the states of Minnesota, Iowa, South Dakota, Nebraska, Kansas, Missouri, Oklahoma, Arkansas, Louisiana, Texas, and such other states as may be assigned by the International Board of Directors.

ARTICLE III: MEETING

1. The time for the District Lodge meeting, i.e. convention, shall be determined by the District Board in conjunction with the Host Lodge(s). The closing date shall not be less than forty five (45) days prior to the opening of the International Board (IBOD) meeting of the same year.

ARTICLE IV: DISTRICT OFFICERS

1. The officers of the District Lodge shall be President, Vice President, Secretary, Treasurer, Social/Cultural Director, Publicity Director, one Director from each Zone and the following officers as needed: Youth Director and Sports and Recreational Director.

ARTICLE V: OFFICER SALARIES AND BONDING

1. The President, Vice President, Secretary, and Treasurer shall receive such compensation as determined from time to time by the District Lodge. The Board of Directors (BOD) shall make recommendations to the District Lodge meeting with respects thereto.
2. The President and Treasurer shall be bonded with a minimum of \$100,000 dollars and any additional as decided by the Board of Directors (BOD).

ARTICLE VI: TRAVELING EXPENSES

1. Traveling expenses of the Delegates to the District Lodge meeting shall be the responsibility of the Local Lodge and their respective Delegates.

ARTICLE VII: ELECTION OF DELEGATES AND ALTERNATES TO THE DISTRICT LODGE MEETING

1. The delegates and alternates from the Local Lodges to the District Lodge shall be elected on the basis of membership according to Zone. For this purpose, the District shall be divided, as follows, into Zones:

Zone 1. ARROWHEAD ZONE: Aitkin, Carlton, Cass, Cook, Crow Wing, Itasca, Kanabec, Koochiching, Lake Mille Lacs, Pine, and St. Louis Counties.

Zone 2. SOUTHERN METRO ZONE: Carver, Dakota, Southern Half of Hennepin, Le Seuer, McLeod, Meeker, Rice, Scott, Sibley, and Washington Counties.

Zone 3. NORTHWEST MINNESOTA ZONE: Becker, Beltrami, Clay, Clearwater, Hubbard, Kittson, Lake of the Woods, Mahnomen, Marshal, Norman, Pennington, Polk, Red Lake, Roseau, and Wadena Counties.

Zone 4. WESTERN MINNESOTA ZONE: Big Stone, Chippewa, Douglas, Grant, Kandiyohi, Lac Qui Parle, Lincoln, Lyon, Ottertail, Pope, Redwood, Renville, Stevens, Swift, Todd, Traverse, Wilkin, and Yellow Medicine Counties.

Zone 5. SOUTHERN MINNESOTA ZONE: Blue Earth, Brown, Cottonwood, Dodge, Faribault, Fillmore, Freeborn, Goodhue, Houston, Jackson, Martin, Mower, Murray, Nicollet, Nobles, Olmsted, Pipestone, Rock, Steele, Wabasha, Waseca, Watonwan, and Winona Counties.

Zone 6. SOUTH DAKOTA ZONE: State of South Dakota.

Zone 7. EASTERN IOWA: Allamakee, Appanoosa, Benton, Blackhawk, Bremer, Buchanan, Butler, Cedar, Cerro Gordo, Chickasaw, Clayton, Clinton, Davis, Delaware, Des Moines, Dubuque, Fayette, Floyd, Franklin, Grundy, Hancock, Hardin, Henry, Howard, Iowa, Jackson, Jasper, Jefferson, Johnson, Jones, Keokuk, Lee, Linn, Louisa, Lucas, Mahaska, Marion, Marshall, Mitchell, Monroe, Muscatine, Powesheik, Scott, Tama, Van Buren, Wapallo, Washington, Wayne, Winnebago, Winneshiek, Worth, and Wright Counties. MISSOURI.

Zone 8. TEXAS, OKLAHOMA, ARKANSAS, AND LOUISIANA ZONE: States of Texas, Oklahoma, Arkansas, and Louisiana.

Zone 9. NORTHERN METRO ZONE: Anoka, Benton, Chisago, Northern Half of Hennepin, Isanti, Morrison, Ramsey, Sherburne, Stearns, and Wright Counties.

Zone 10. WESTERN IOWA: Adair, Adams, Audubon, Boone, Buena Vista, Calhoun, Cass, Cherokee, Clarke, Clay, Dallas, Davis, Decatur, Dickinson, Emmet, Fremont, Greene, Guthrie, Hamilton, Harrison, Humbolt, Ida, Kossuth, Lyon, Madison, Mills, Monona, Montgomery, O'Brien, Osceola, Page, Palo Alto, Pocahontas, Polk, Pottawattamie, Plymouth, Ringgold, Sac, Shelby, Sioux, Story, Taylor, Union, Warren, Webster, and Woodbury Counties. NEBRASKA. KANSAS.

2. In the event new lodges are established in the District, but not within any one of the Zones herein enumerated, the District Board shall assign new lodges to the Zone within the territory it most likely belongs.
3. The District Board of Directors (DBOD) shall at a meeting prior to each District Convention, allocate to each Lodge the number of delegates and alternates each Lodge is entitled to in proportion to its membership.

ARTICLE VIII: ELECTION OF OFFICERS

1. All elections for the various offices of the District shall come from the District Nominating Committee (DNC). Nominations for the Zone Directors shall come from the respective Zones and elected from the floor.
 1. The (DNC) shall consist of at least three (3) members of the district. The DNC shall elect the committee chair.
 2. No member of a NC shall be a candidate for election as an officer or director within the entity that they are representing, but may include current district board members and past district board members who are not candidates for election, Members may only include one (1) member per zone. Nominating committee elections are to be held by the spring board meeting of non-election year.
 3. District members may submit candidates to the NCs as determined by the IBOD. Candidates for nomination to district boards shall be adult benefit members, an elected convention delegate from their respective lodge, or a current district director / officer eligible for another term, and must meet all eligibility criteria as set forth by the IBOD and the District .
 4. All newly elected Lodge convention delegates shall meet in March/April to nominate their Zone Director and an alternate and submit their names to the NC 60 days prior to the start of the District Convention
 5. In the event that no Zone Director is nominated or elected at the District Convention, a Zone Director may be appointed by the District Executive Committee, from the District membership at large, as long as they are a benefits holding District 1 Sons of Norway member, a member of a lodge in the respective zone and properly vetted.
 6. The DNC shall identify, review, and recommend eligible candidates for the election of the officers and/or directors and present them to the INC for review and vetting. Upon satisfactory review and vetting, the candidates' names shall be placed on the district ballot.
2. Officers and Directors cannot succeed themselves after serving two successive terms in one office; except for the Secretary and the Treasurer who may be re-elected for more than two terms at the wish of the convention.

3. Candidates for District Officers and Directors are encouraged to have their Officer applications into the District Nominating Committee and be vetted 60 days prior to the start of the District Convention.

ARTICLE IX: REPRESENTATION TO THE DISTRICT LODGE MEETING

1. Per action of the District Lodge meeting in 1978, representation to the District Lodge meetings shall not be more than two representatives for each lodge and one representative for every 100 members or fraction thereof, that the lodge has according to the last semi-annual report before the election takes place. Each lodge shall list an alternate for each allocated delegate.

ARTICLE X: PARLIAMENTARY PROCEDURE

1. All delegates elected to the Sons of Norway District Convention will be issued a Parliamentary Procedures Book by the District and included in the Convention Packet the Delegates receive upon registration at the convention.
2. The First District Board of Directors can hire a Sons of Norway members as long as they are qualified as a parliamentarian, and is in no way, part of the Convention. That person should have a working knowledge of the Sons of Norway.
3. The District will use the most recent published edition of Roberts Rules of Order, unless specified otherwise in the Sons of Norway Constitution and Charter.

ARTICLE XI: NOMINATION OF INTERNATIONAL DIRECTOR

1. During the District Convention the nominated candidates for District International Director(s) and Alternate(s) shall be elected in accordance with the provisions in the Charter and Bylaws of the International Lodge.
2. The names of the nominees must be submitted within two (2) weeks after the District Convention to the International Nominating Committee for vetting.

ARTICLE XII: AUDITOR

1. The District Lodge authorizes its District Board of Directors to elect, employ, or appoint one or more competent auditors to audit the books of the District Lodge and who shall submit a written report of each audit at least once a year.

ARTICLE XIII: BYLAW AMENDMENTS

1. These bylaws may be amended at any regular meeting of the District Lodge No. 1, provided notice thereof has been given by the District Secretary sixty (60) days prior to the date of said meeting.
2. These bylaws may be repealed or amended by a two-thirds majority vote of the members present and voting, provided that such bylaw changes were published and sent to the District Lodge delegates..

3. These bylaws, and any changes thereto, will become effective upon approval by the International Headquarters.
4. The bylaws of the District are subject to the terms and conditions contained in the CBPP of the Sons of Norway.

Article XIV: SIGNIFICANT EVENTS AND ELECTRONIC MEETINGS

1. Significant event. In time of national emergency or other significant event that might preclude meeting, the district BOD may suspend or postpone any meeting(s) of the district lodge so impacted by such an emergency. A significant event includes, but is not limited to, an event during which a regulatory agency (1) declares a pandemic, or a previous such declaration remains in place, and (2) enacts an ordinance, law, or restriction that prohibits more than thirty percent (30%) of delegates from attending the meeting. Additionally, it will be considered a significant event if the state, province, or local government with jurisdiction over the meeting location issues (or maintains) a restriction effective for the date(s) of the scheduled meeting limiting the number of attendees that would make the scheduled meeting impossible or similarly, if a quorum could not be obtained.
2. Except as otherwise restricted by the CB/PP, the district BOD, after approval from the IBOD, has the authority under section 5.6, to suspend or postpone regular meetings of the district lodge and in turn may provide notice of meeting(s) by means of conference telephone or other virtual/electronic communications by which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at a meeting. The district BOD may establish procedures regarding meetings by such means. A participant by conference telephone or other virtual/electronic communications enabling all participants to communicate directly with one another may vote by means enabling votes to be cast in a way that allows them to be verified afterwards, whether the vote is by a functional equivalent of a show of hands or by ballot and protects the secrecy of the vote when a ballot has been requested.
3. District BOD electronic meeting: A conference among members of the district BOD by any means of communication through which the district BOD may simultaneously hear each other during the conference, constitutes a meeting of the district BOD, if the same notice is given of the conference call as would be required for a district BOD special meeting, and if the number of district board members participating in the conference call would be sufficient to constitute a quorum at a regular district BOD meeting. Participation in a meeting of the district BOD by means of conference telephone or other virtual/electronic communications constitutes personal participation in such meeting

ARTICLE XV: SPECIAL MEETINGS

1. District lodge special meeting

1. Special meetings may be called by the district president. But it shall be the district president's duty to call such special meetings if the district BOD so decides, or if a majority of the local lodges of the district, in writing, so demands.
2. Notice. The district president shall inform the district secretary, in writing, of the time and place for a special meeting. The secretary shall inform all members of the district lodge of the time, place, and specific matters to be considered. Matters other than those specified in the meeting notification shall not be considered at the special meeting.
3. Delegates to special meetings. The members of the last regular district lodge meeting, or in the case of vacancies, their successors, or alternates, shall act.

2. District BOD special meeting

1. Special meetings of the district BOD may be called by all of the executive committee members or by seven (7) members of the district BOD, or by a majority of the district BOD if that number is less than seven (7), and made in writing, signed by all of them. The notice shall designate the time, place, and purpose of the meeting, and shall be received by each district board member at least seven (7) days prior to the meeting date. Such notice shall be sent by mail, email, facsimile, or other electronic medium.

ARTICLE XVI: Compliance

1. The district must operate in full compliance with all governmental laws, regulations and applicable requirements and maintain in force all licenses, permits and approvals required for its operation within the country in which the lodge is organized.
2. The district must operate in full compliance with all laws, regulations and applicable requirements as outlined in the latest edition of the Charter, Bylaws, Policy, & Procedures (CBPP) of Sons of Norway, and as otherwise communicated to the district by the International Headquarters of Sons of Norway. These include, but are not limited to, the timely annual filing of IRS 990 forms for lodges in the United States, the D63 and D17 reports for lodges, the D64 and D18 reports for building corporations, if applicable, and the timely payment of the annual liability insurance assessment.

3. The district must adhere to the SON Social Media and Conflict of Interest/Ethics policies, and all district policies and procedures adopted by their district.

ARTICLE XVII: Dissolution and Distribution of Assets

1. Dissolution, either voluntary or involuntary, shall be made only in accordance with the procedures as set forth in the Sons of Norway CBPP.
2. In the event of dissolution of the lodge corporation(s), both district and building association, if applicable, it is recommended that the corporation's remaining assets shall be distributed to the Sons of Norway Foundation [a 501(c)(3) organization] or the Sons of Norway Foundation in Canada [a charitable corporation in Canada], if in existence when the distribution occurs or, if not, to a similarly designated and purposed entity or entities within the country in which the district is organized.
3. Upon dissolution of the district, district assets may not be transferred to individual members for personal benefit.
4. The plan to distribute district assets must be approved in advance by Sons of Norway Headquarters. However, Headquarters shall not oppose any plan of distribution that complies with relevant state and federal laws and regulations.

ARTICLE XVIII: Audits

1. The district shall elect, appoint, or employ competent auditors to audit the district lodge books on an annual basis. If elected or appointed the audit team shall be composed of two (2) or more district members, and in situations where additional financial and audit experience is needed, the district shall have the option to employ one (1) or more independent auditor(s) to audit the district lodge books on an annual basis
2. At least once each year the auditor(s) shall submit a written report of each audit to the district board..

ARTICLE XIX: Dispute Resolution

1. Any grievance, complaint or dispute arising out of or in connection with SON business, at any level, if not settled to the satisfaction of the parties involved, shall only be resolved using the provisions contained in Bylaws Chapter 17 and Policies and Procedures Chapter 25 entitled Conduct and appeal process. The sections contained in these chapters prescribe the sole means to present and resolve grievances, complaints or disputes.