

Proposed Bylaws of the Philalethes Society

Revisions Adopted by the Executive Board on August 26, 2011
To Be Proposed for Adoption at the 2012 Annual Meeting on February 17, 2012



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 \$50. A life membership may be obtained for \$800, which shall exempt the member from all future payment of dues.

Article 5. Officers

The Executive Board shall be composed of the elective officers. 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 Business Meeting. The Executive Board shall be composed of the elective officers. The Board of Directors shall comprise both the elective and appointive officers. The appointive officers shall be appointed by the Executive Board at the first meeting after their election at the Annual Business Meeting.

The elective officers are the President, First Vice President, Second Vice President, Secretary, and Member-at-Large. The appointive officers are the Treasurer, Editor, the Librarian, and the Business Manager.

A quorum for each board shall consist of a majority of the members.

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 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.

- 5.1.5. The Member-at-Large shall perform such duties as may be assigned to him by the President.
- 5.1.6. The Treasurer shall collect the annual dues and pay them over to the Business Manager, or deposit them in the designated bank immediately, sending the deposit receipt to the Business Manager, maintain membership records associated with the collection of dues, 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 magazine, 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 magazine. He shall administer the *Philalethes* homepage 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 *Philalethes* magazine; 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 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. Alternative to the Position of Business Manager. In the event that the Executive Board should determine that the Society should not have the position of Business Manager, all the duties in these bylaws pertaining to the same shall be transferred to the Secretary, and his title shall then be Executive Secretary. In this event, all other references to the Business Manager in these bylaws shall be deleted. Should a Business Manager position be reinstated by vote of the Executive Board, the original language pertaining to the same in these bylaws shall also be restored.
- 5.1.11. 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 & Removal of Officers

Elective 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 printed in *Philalethes* magazine in the issue next before the Annual Business Meeting of the Society, and also posted on the Society’s website.

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 September 1 of each year, 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 three (3) 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 magazine, 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. All past presidents of the Society shall be members of the Board of Directors, but without vote. They are entitled to attend all meetings of the Board of Directors and of the Executive Board, except for closed sessions of the Executive Board, as defined below, and to receive notices of meetings, agendas, and minutes of such meetings.
- 8.5. 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. 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 “F P S” (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. The request for a dispensation must be signed by five (5) or more Master Masons, 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.
- 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 *Philalethes* magazine. 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 *Philalethes* magazine 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, and shall publish the same in the issue of *Philalethes* magazine next before the date of such 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 Emeritus Fellows of the Society to determine if a Masonic author should be awarded the Certificate of Literature; subject to approval of the Executive Board, the Certificate will be awarded at the Annual Meeting.

Consistent with the traditions of the Society, neither a current member of the Board of Directors, nor a previous recipient of the Certificate of Literature 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 scholar of Freemasonry.

Article 12. Amendments

These Bylaws may be amended by a two-thirds vote of the 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, and published in the *Philalethes* magazine 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 in the Society's magazine.

These draft bylaws will be considered for adoption at our Annual Meeting, February 17, 2012 in Atlanta, Georgia (see pp. 4–5). This meeting is open to all dues-current members of the Philalethes Society. On our website, <http://freemasonry.org>, you can find complete information about this meeting, including agenda information, officer nominations, the current bylaws and a call for new committeemen. (We will mail this information to members who do not use the Internet *upon request*.) Members may also pay for their meal reservations on the site.