

1 Jeffrey D. Skinner (Bar No. 239214)
2 SCHIFF HARDIN LLP
3 901 K Street NW, Suite 700
4 Washington, DC 20001
5 Telephone: (202) 778-6400
6 Facsimile: (202) 778-6460

7 *Attorney for Defendant Linda Chernoff*

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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF EL DORADO

MARSHALL GRANGE NO. 451,

Plaintiff,

v.

LINDA CHERNOFF, et al.,

Defendants.

Case No. PC20160122

DEFENDANT LINDA CHERNOFF'S
OPPOSITION TO *EX PARTE*
APPLICATION FOR TEMPORARY
RESTRAINING ORDER

Hearing Date: March 16, 2016

Hearing Time: 1:15 p.m.

Dept: 9

Judge: Hon. Warren C. Stracener

Complaint Filed: March 14, 2016

Trial Date: None Set

INTRODUCTION

Plaintiff Marshall Grange No. 451¹ has filed a complaint against Linda Chernoff, the duly authorized Master (*i.e.*, president) of Marshall Grange, alleging that her lawful exercise of the duties of her office have somehow caused Plaintiff harm. Rather than seek to prove these claims in the normal course of litigation, Plaintiff also filed an *ex parte* application that seeks a preliminary injunction granting all of the relief sought in the complaint. There is nothing about this relief that is intended to preserve the status quo. Rather, Plaintiff seeks nothing less than to completely upend the status quo by seizing control of Marshall Grange's property before the issues raised in the complaint are fully litigated. This is patently improper. Moreover, Plaintiff has failed to prove either of the two factors that must be proven before a preliminary injunction may be issued: likelihood of success on the merits and irreparable harm.

¹ Although Plaintiff claims to be Marshall Grange, in fact the complaint and *ex parte* application here were filed by former officers of Marshall Grange. Those individuals have no right or authority to act on behalf of Marshall Grange, including by filing legal actions in its name. For purposes of this Opposition, those former officers will be referred to as "Plaintiff."

1 As to the first factor, Plaintiff has not shown any likelihood that it will prevail on the merits
2 of this matter. Marshall Grange is a subordinate part of the Order of Patrons of Husbandry (“The
3 Grange”), a hierarchical fraternal organization. The rules of The Grange have bound Marshall
4 Grange since its formation in 1930. Under well settled California law, the rules of a voluntary
5 association like The Grange are binding on its constituent members. Those rules make clear that
6 Mrs. Chernoff is authorized to take the actions complained of in the complaint. Accordingly, it is
7 Mrs. Chernoff, not Plaintiff, that is likely to prevail at trial in this action.

8 Plaintiff also has not demonstrated any irreparable harm. Plaintiff offers no evidence to
9 support its baseless allegations of harm. Nor could it have done so, as Mrs. Chernoff is doing the
10 very things that Plaintiff claims are not being done, to its detriment: paying Marshall Grange’s bills,
11 servicing its members, and administering rental contracts with third parties. As Acting Master of
12 Marshall Grange, Mrs. Chernoff must do all of these things, and she is discharging that
13 responsibility.

14 Plaintiff, then, has failed to make the requisite showing for any preliminary injunction, let
15 alone the breathtakingly overbroad injunction sought here. Its application should be denied.

16 **STATEMENT OF FACTS**

17 **I. The Structure Of The Grange**

18 The Grange is a hierarchical fraternal organization with a multi-tiered structure and
19 representative form of government prescribed by the National Grange’s Digest of Laws.² At the
20 highest level, the National Grange is a delegate body that meets annually and is principally
21 comprised of the “Masters” (*i.e.*, presidents) of the subordinate units in the next level of the
22 hierarchy, the State Granges. (Digest of Laws §§ 1.1.1 & 4.6.11.) A State Grange is a delegate body
23 principally composed of the Masters of constituent units in the lower levels of the hierarchy, the
24 Pomona and Subordinate Granges (including Marshall Grange). (*Id.* §§ 1.1.1 & 4.6.10.)

25 The National Grange is “the controlling and supreme law making division of the Order from
26 which body all other Granges of the divisions of the Order shall derive their rights and powers.”
27 (§ 1.3.1.) It has adopted and from time to time amends a “Digest of Laws,” which includes its

28 ² A copy of the National Grange’s Digest of Laws is attached hereto as Exhibit 1.

1 Constitution and By-Laws, among other rules. (See Ex. 1.) All provisions in the Digest of Laws are
2 binding upon all constituent units and individual members of The Grange, including Marshall
3 Grange. (§ 1.3.1 & 4.1.1.)

4 Each State Grange, including the California State Grange,³ adopts and from time to time
5 amends its own Constitution and By-Laws, which are binding upon all constituent units and
6 individual members of the State Grange but which may not conflict with the Digest of Laws.
7 (§§ *Ibid.*; California State Grange Constitution⁴ at Art. II.) Indeed, the Constitution of the California
8 State Grange expressly provides that:

9 “[t]he State Grange, as a chartered division of the National Grange, shall have the
10 right and power, as the good of the Order requires, to adopt laws for the
11 organization, administration and regulation of the affairs of the various divisions
of the State Grange, ... *so long as they do not conflict with the laws of the
National Grange.*” (California State Grange Constitution at Art. II.)

12 All Subordinate Granges in California, including Marshall Grange, are subject to and bound by the
13 rules of the National Grange and the California State Grange.

14 **II. Rules Governing The Creation and Governance Of Subordinate Granges**

15 The National Grange’s rules control how Subordinate Granges are created, governed, and
16 disestablished, and make clear that they are integral, subordinate parts of The Grange.

17 A Subordinate Grange is formed as a subordinate, constituent part (often called a “division”)
18 of The Grange when it receives a Charter; an entity is not and may not operate as a Grange until it
19 receives a Charter. (Digest of Laws §§ 1.4.1-.2; 4.3.1-.8.) The National Grange has the exclusive
20 authority to issue Charters. (*Ibid.*) All Charters require, and are issued in reliance upon the promise,
21 that “members of each Grange at all times will faithfully comply with the Constitution of the Order,
22 the Articles of Incorporation, By-Laws, and Grange Laws and Usage of the various Granges of the
23 divisions of the Order as from time to time adopted.” (§ 1.4.2.)

24
25 ³ The California State Grange was formed in 1873 when it received its Charter from the
26 National Grange, and operated as a constituent, subordinate part of The Grange until 2013, when its
27 Charter was revoked by the National Grange. The California State Grange was reorganized pursuant
to the rules of the National Grange in July 2014, and has remained active since that date. (*Judgment*
at pp. 19-20, attached hereto as Exhibit 3.) That entity is the same California State Grange that has
existed since 1873.

28 ⁴ A copy of the California State Grange’s Constitution is attached hereto as Exhibit 2.

1 The Digest of Laws sets forth the requirements to join and hold office in any Grange.
2 Section 1.6.2 of the Digest of Laws requires that “[a]ll candidates for membership and elected
3 officers [of a State Grange] shall be required to agree at the time of election to membership or
4 installation in office that at all times they will faithfully comply with the” Digest of Laws. Article
5 III of the Constitution of the California State Grange sets forth virtually identical requirements for its
6 members and officers. Section 10.4.3 of the Digest of Laws provides that “[a]ll members in good
7 standing are eligible to hold office in the Grange to which they belong.” In contrast, individuals not
8 in good standing may not hold office.

9 To become an officer of a Subordinate Grange, an individual must be “installed before
10 assuming the position and duties of the office.” All Subordinate Grange officers are installed in a
11 ceremony during which the candidate solemnly pledges to “faithfully comply with the” rules of The
12 Grange, including the National Grange’s Digest of Laws. (Digest of Laws § 1.6.2.)

13 Once installed in office, Subordinate Grange officers are required to uphold the rules of The
14 Grange. Section 4.10.5 provides that “[i]t is the duty of the Officers of [a Subordinate Grange] to
15 ensure that the Constitution of the Order; Articles of Incorporation, By-Laws and Laws of the
16 National Grange ... are observed and obeyed.”

17 The National Grange also has the authority to suspend or revoke the Charters of Subordinate
18 Granges. (§§ 4.5.1-4.5.6.) A Subordinate Grange may appeal any decision suspending its Charter.
19 (§ 4.5.3.) A Subordinate Grange may not operate as a Grange while its Charter has been suspended.

20 **III. History Of Marshall Grange**

21 In 1930, a group of individuals applied to the National Grange to form Marshall Grange. The
22 National Master approved the application, issued a Charter, and Marshall Grange No. 451 was
23 formed as an unincorporated association on November 28, 1930.⁵ Consistent with the National
24 Grange’s Digest of Laws and the California State Grange’s Constitution and By-Laws, Marshall
25 Grange’s Charter has provided at all times since 1930 that:

26 “the Officers and Members of the Grange hereby constituted, and their
27 successors, shall at all times comply with the Constitution of the National Grange

28 ⁵ A copy of Marshall Grange’s Charter is attached hereto as Exhibit 4.

1 and of the State Grange before mentioned, and all laws, rules and regulations
2 passed in accordance therewith.” (*Ibid.*)

3 In 1950, Marshall Grange formed a non-profit corporation so that it could hold property in its
4 own name. Pursuant to Section 1.5.1 of the National Grange’s Digest of Laws:

5 “The various Granges of the divisions of the Order may incorporate and adopt
6 Articles of Incorporation and By-Laws for the organization, administration and
7 regulation of their affairs, provided that all such Articles of Incorporation and By-
8 Laws adopted by the various Granges of the divisions of the Order shall conform
9 to this Constitution and the Articles of Incorporation, By-Laws and Grange Laws
10 as adopted by the National Grange.”

11 Thus, Subordinate Granges are permitted to form corporations as a convenience in the management
12 of their affairs; the corporate form does not displace any of the requirements of the Digest of Laws.

13 The articles of incorporation filed by Marshall Grange in 1950 have never been amended.
14 Those articles repeatedly make clear that Marshall Grange is bound by and subject to the rules of the
15 California State Grange (which, as set forth above, establish that the National Grange’s rules govern
16 all Granges in California).⁶

17 **IV. The Current Dispute**

18 In its 2015 annual meeting, members of Marshall Grange elected a number of individuals to
19 hold office, including Takashi Yogi to the office of Master (President) and Linda Chernoff to the
20 office of Overseer (Vice President).

21 By his own admission provided under penalty of perjury, however, Mr. Yogi is not a member
22 of The Grange.⁷ Under Sections 1.6.2 and 10.4.3 of the National Grange’s Digest of Laws and
23 Article III of the California State Grange’s Constitution, then, Mr. Yogi is ineligible to hold office in
24 any Grange. Because the office of Master was vacant due to Mr. Yogi’s ineligibility to hold it, Mrs.
25 Chernoff, as Overseer, became Acting Master of Marshall Grange pursuant to Sections 4.10.8(A)
26 and 10.6.2 of the Digest of Laws.

27 When Mr. Yogi refused to permit an eligible individual to be elected and installed into the
28 office of Master, the California State Grange was forced to suspend the Charter of Marshall Grange.
Thus, on February 8, 2016, the California State Grange suspended Marshall Grange’s Charter under

⁶ A copy of Marshall Grange’s articles of incorporation is attached hereto as Exhibit 5.

⁷ Mr. Yogi’s sworn responses to requests for admission are attached hereto as Exhibit 6.

1 Sections 4.5.1(B) and (C) of the Digest of Laws. Under the rules of The Grange, upon suspension of
2 its Charter, a Subordinate Grange is required to turn over its operations to individuals designated by
3 the State Grange. The California State Grange designated Mrs. Chernoff to be that individual.
4 Accordingly, Mrs. Chernoff is the only individual authorized to act on behalf of Marshall Grange
5 during the term of its suspension. (*Licht Decl.*, Ex. B.)

6 Mrs. Chernoff's authority is confirmed by records on file with the California Secretary of
7 State. The current Statement of Information for Marshall Grange's non-profit corporation identifies
8 Mrs. Chernoff as the corporation's chief operating officer.⁸

9 **ARGUMENT**

10 **I. The Temporary Restraining Order Standard.**

11 The party moving for a preliminary injunction or temporary restraining order is required to
12 present evidence of the irreparable injury or interim harm that it will suffer if an injunction is not
13 issued pending adjudication on the merits. (*White v. Davis* (2003) 30 Cal.4th 528, 554 [133
14 Cal.Rptr.2d 648].) The court must consider two factors: the likelihood the plaintiff will prevail on
15 the merits; and the relative balance of harms that is likely to result from the granting or denial of
16 interim relief. (*Ibid.*)

17 Thus, a preliminary injunction is proper only when an injury is imminently impending,
18 irreparable, and immediately likely. (See *East Bay Municipal Utility District v. Dept. of Forestry &*
19 *Fire Protection* (1996) 43 Cal.App.4th 1113, 1126 [51 Cal.Rptr.2d 299].) A temporary restraining
20 order should be issued only if the action to be restrained would result in irreparable injury to the
21 plaintiff that cannot be compensated by damages if the plaintiff prevails in the lawsuit. (See
22 *Socialist Workers 1997 California Campaign Committee v. Brown* (1997) 53 Cal.App.3d 879, 887-
23 888 [125 Cal.Rptr. 915].)

24 **II. Plaintiff Cannot Demonstrate Any Likelihood Of Success On The Merits.**

25 As set forth in the Statement of Facts above, Marshall Grange has been a subordinate,
26 constituent part of The Grange since its formation in 1930. Throughout that time, it has been subject

27 ⁸ The current Statement of Information on file with the Secretary of State is attached hereto as
28 Exhibit 7.

1 to the rules of the National Grange and the California State Grange to which it agreed to be bound as
2 a condition of receiving its Charter.

3 California courts embrace the sensible principle that the rules of a voluntary association
4 constitute a binding contract between the association and its members, and should be applied to
5 resolve disputes among them. (See, e.g., *California Dental Assn. v. American Dental Assn.* (1979)
6 23 Cal.3d 346, 353 [152 Cal.Rptr. 546].) Accordingly, California courts routinely hold that the rules
7 of a hierarchical voluntary association are binding on the lower levels of the association. (See, e.g.,
8 *Episcopal Church Cases* (2009) 45 Cal.4th 467, 489 [87 Cal.Rptr.3d]; *Brown v. Hook* (1947) 79
9 Cal.App.2d 781, 787, 789 [180 P.2d 982]; *Most Worshipful Sons of Light Grand Lodge v. Sons of*
10 *Light Lodge No. 9* (1953) 118 Cal.App.2d 78, 85 [257 P.2d 464].)

11 Just like the organizations discussed above, The Grange is a hierarchical, voluntary
12 association in which subordinate units promise to abide by the rules of highest level of the
13 organization in order to obtain membership in the organization, and all the benefits that entails.
14 Here, (1) Marshall Grange was at all times subject to the rules of the National Grange and the
15 California State Grange; (2) those rules explicitly permitted the California State Grange to revoke of
16 Marshall Grange's Charter for violating the rules of the Order; and (3) the California State Grange
17 acted pursuant to those rules in suspending Marshall Grange's Charter. Accordingly, under the rules
18 of The Grange, upon the suspension of its Charter Marshall Grange could no longer operate as a
19 Grange except to the extent permitted by the California State Grange.

20 The fact that Marshall Grange is incorporated does not change this result. In *National*
21 *Grange of Order of Patrons of Husbandry v. O'Sullivan Grange* (1983) 35 Wn.App. 444 [667 P.2d
22 1105], the Washington Court of Appeals considered the case of a Subordinate Grange (O'Sullivan
23 Grange) that attempted to transfer title to its Grange hall to another organization, in violation of the
24 National Grange's rules. (*Id.* at pp. 447-448.) O'Sullivan Grange argued that the Digest of Laws
25 "did not limit [its] corporate power to amend its own bylaws" to eliminate the National Grange's
26 property restriction. (*Id.* at p. 449.) The court rejected this argument out of hand, finding that the
27 National Grange rule existed "[t]o preserve the integrity of the Order for the benefit of existing and
28 future members" by "impress[ing] property acquired by all granges with a trust." (*Id.* at p. 453.)

1 The mere fact that a Subordinate Grange might be incorporated under state law did not alter this
2 result. Noting that O’Sullivan Grange’s founding members had “expressly agreed to abide by the
3 constitution and laws incorporated into the Digest when they applied for and accepted their charter,”
4 that all of its current members had taken an oath to that effect, and that O’Sullivan Grange had a
5 voice in all subsequent changes to the Digest of Laws through The Grange’s democratic structure,
6 the court of appeals held:

7 “O’Sullivan’s effort to amend its corporate bylaws by deleting the provision requiring
8 it to comply with ... the Digest could not change its contract with the Order. ***To the***
9 ***contrary, incorporation of a subordinate organization does not change its purpose***
10 ***or status as an extension of the supreme body. Nor does it affect the charter and***
oath to obey the constitution and bylaws of the Order. Those laws still control.”
(*Id.* at p. 451 [emphasis added and citations omitted].)

11 This reasoning applies with equal force under California law. Indeed, the rule that the
12 property of a subordinate unit in a voluntary association must remain within the association ““applies
13 whether the subordinate association be a corporation or simply a voluntary association.”” (*Most*
14 *Worshipful Sons, supra*, 118 Cal.App.2d at p. 85 [citation omitted]; cf. *Wheelock v. First*
15 *Presbyterian Church of L.A.* (1897) 119 Cal. 477, 483 [51 P. 841] [noting religious corporations are
16 “permitted as a convenience to assist in the conduct of the temporalities of the church.... The
17 corporation is a subordinate factor in the life and purposes of the church proper.... Its function and
18 object is to stand in the capacity of an agent holding title to the property, with power to manage and
19 control the same in accordance with the interest and spiritual ends of the church”].) Just as in
20 *O’Sullivan Grange*, then, Marshall Grange will be found to be subject to the rules of The Grange.

21 *Merrill Lodge No. 229 v. Independent Order of Good Templars* (1889) 78 Cal. 166 [20 P.
22 399], cited by Plaintiff in its application (at p. 8), is not to the contrary. That case involved a dispute
23 between members of a local lodge and the “Grand Lodge” of a fraternal organization as to the
24 management and control of the local lodge. (*Id.* at p. 166.) However, as the Court noted in
25 considering that dispute, “[t]he relation between the Grand Lodge and the corporation plaintiff is not
26 very clear from the record before us.” (*Id.* at p. 168.) Accordingly, the Court held that the Grand
27 Lodge’s rules had no impact on the local lodge. (*Ibid.*)

1 The relationship between Marshall Grange and the National Grange and the California State
2 Grange, by contrast, is made clear and explicit in Marshall Grange's own governing documents. Its
3 Charter makes clear that it is subject to and bound by the rules of the National Grange and the
4 California State Grange. Similarly, the articles of incorporation of its corporation filed in 1950 state
5 that Marshall Grange is subject to "the rules and regulations of the California State Grange." The
6 Constitution of the California State Grange, in turn, makes clear that the National Grange's rules
7 further govern all Subordinate Granges in California. Unlike the lodge at issue in *Merrill Lodge*,
8 then, the relationship between Marshall Grange and The Grange is clear and explicit: like the
9 Subordinate Grange at issue in *O'Sullivan Grange*, Marshall Grange is a subordinate part of the
10 larger Order, and so is subject to and bound by its rules.

11 **III. Plaintiff Faces No Irreparable Harm.**

12 Plaintiff baldly claims (at p. 7) that it faces irreparable harm because of Mrs. Chernoff's
13 exercise of the rights of her office as Acting Master of Marshall Grange. In particular, Plaintiff
14 claims that Mrs. Chernoff's actions have "made it impossible for Plaintiff to pay its bills, provide
15 services for its members and satisfy Plaintiff's obligations under contracts entered into with long
16 term tenants." But Plaintiff is wrong on all counts, for several reasons.

17 First, Plaintiff has provided no evidence of any of the supposed harm it claims to be
18 suffering. The extraordinary remedy of a preliminary injunction cannot be obtained based on mere
19 assertions and speculation. Plaintiff has failed to provide any evidence to support its request for an
20 injunction here.

21 Second, none of the harm alleged by Plaintiff is actually occurring. As Acting Master of
22 Marshall Grange, Mrs. Chernoff is charged with managing its day-to-day affairs, including paying
23 its bills, servicing its members, and ensuring that its obligations under contracts with third parties are
24 met. Thus, none of the harm alleged by Plaintiff is actually occurring.

25 Third, even assuming counterfactually that Plaintiff is suffering some harm, that harm is not
26 ***irreparable***. Indeed, Plaintiff sets forth no evidence or argument to support the idea that any harm it
27 is suffering cannot be compensated by damages awarded after full litigation of its claims. Nor could
28 it have done so, as damages for diminution in value of property or loss of use of property are

1 commonplace in lawsuits like this one. Nothing about Plaintiff's claims indicate that this is anything
2 but a run-of-the-mill dispute over property.⁹

3 Fourth, Plaintiff's claim (at p. 7) that membership interests are being terminated "without
4 hearings or appeals" is simply wrong. Under the rules of the National Grange, all Grange members
5 may appeal decisions that impact their rights in the Order under the Grange trial process. Any
6 individuals who feel that their membership in The Grange has been impacted by the complained-of
7 actions may avail themselves of this process.

8 Finally, granting the preliminary injunction sought by Plaintiff would cause greater harm to
9 Mrs. Chernoff than denying the injunction would to Plaintiff. The relief sought in the *ex parte*
10 application is essentially all of the affirmative relief sought in the complaint itself: namely, the
11 control of all of Marshall Grange's property and records. There is nothing provisional about this
12 relief, nor is this relief targeted to maintain any status quo. Rather, it is an attempt to short-circuit
13 the litigation process to obtain affirmative relief without meeting the procedural requirements and
14 making the evidentiary showing that would be necessary to obtain that relief at trial or by summary
15 judgment. This is improper. If the preliminary injunction were to be granted, then Mrs. Chernoff
16 would face significant harm. She would be prevented from fulfilling the duties of her office to
17 ensure that Marshall Grange's property is used pursuant to the rules of The Grange. Moreover,
18 Marshall Grange's property would be transferred to former officers and members to hold—and no
19 doubt rapidly spend or otherwise dispose of—outside of the restrictions set forth in the rules of The
20 Grange.

21 **CONCLUSION**

22 For all the foregoing reasons, Plaintiff's *ex parte* application for a temporary restraining
23 order and order to show cause regarding a preliminary injunction should be denied.

24
25
26 ⁹ Plaintiff also appears to argue that it is being harmed because it cannot access Marshall
27 Grange's Hall. Any such harm, however, is plainly not irreparable. By its own admission, Plaintiff
28 has held events originally planned for the Marshall Grange Hall at other locations. (*Mem.* at p. 6.)
Plaintiff offers no reason to believe that it cannot find alternate venues for other events to be held in
the future.

Respectfully submitted,



Jeffrey D. Skinner
Schiff Hardin LLP

Attorney for Defendant Linda Chernoff

DATED: March 16, 2016

EXHIBIT 1

NATIONAL GRANGE DIGEST OF LAWS



2014 UPDATED EDITION

DIGEST OF LAWS

ORDER OF

PATRONS OF HUSBANDRY

Adopted and Proclaimed by
The National Grange
2014 Edition

1616 H Street, N.W.
Washington, D.C. 20006

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1616 H St. NW, Washington, DC 20006

DIGEST OF LAWS
OF THE
ORDER OF PATRONS OF HUSBANDRY

Including the Constitution of the Order; the Articles of Incorporation and By-Laws of the National Grange; the Codes of Laws of the Various Granges of the Division of the Order and the Codes of Laws Regulating the Ritual, Degrees and Regalia, Judiciary and Parliamentary Matters of the Order as Adopted by the National Grange, November 13, 1996, as amended.

Adopted and Proclaimed by the National Grange of the Order of Patrons of Husbandry Effective as of November 13, 1996

(SIGNED)

Kermit Richardson, Master

Shirley Lawson, Secretary

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Chapter 1

CONSTITUTION OF THE ORDER OF PATRONS OF HUSBANDRY

PREFACE

1.0.1 The Preamble to the first Constitution of the Order of Patrons of Husbandry was written by William Saunders, first Master of the National Grange, and adopted at the first delegate session (6th session) of the National Grange, held at Georgetown, D.C., January 8-11, 1873. The Preamble and the Constitution were adopted on January 9, 1873. The Preamble has never been changed.

The Constitution has been amended from time to time.

PREAMBLE

1.0.2 Human happiness is the acme of earthly ambition. Individual happiness depends upon general prosperity.

1.0.3 The prosperity of a nation is in proportion to the value of its production.

1.0.4 The soil is the source from whence we derive all that constitutes wealth; without it we would have no agriculture, no manufacturers, no commerce. Of all the material gifts of the Creator, the various productions of the vegetable world are of the first importance. The art of agriculture is the parent and precursor of all arts, and its products, the foundation of all wealth.

1.0.5 The productions of the earth are subject to the influences of natural laws, invariable and indisputable; the amount produced will consequently be in proportion to the intelligence of the producer, and success will depend upon his knowledge of the action of these laws, and the proper application of their principles.

1.0.6 Hence, knowledge is the foundation of happiness.

1.0.7 The ultimate object of this organization is for mutual instruction and protection, to lighten labor by diffusing a knowledge of its aims and purpose,

expand the mind by tracing the beautiful laws the Great Creator has established in the Universe, and to enlarge our views of creative wisdom and power.

1.0.8 To those who read aright, history proves that in all ages society is fragmentary, and successful results of general welfare can be secured only by general effort. Unity of action cannot be acquired without discipline, and discipline cannot be enforced without significant organization; hence we have a ceremony of initiation which binds us in mutual fraternity as with a band of iron; but although its influence is so powerful, its application is as gentle as that of the silken thread that binds a wreath of flowers.

AMENDED CONSTITUTION

1.0.9 At the time of the reorganization of the National Grange of the Order of Patrons of Husbandry in the city of Washington, District of Columbia, the place where the first Constitution of the Order was adopted, and pursuant to the provision of Article XIV of the Constitution of 1873, the National Grange does proclaim the adoption of the following amended Constitution of this Order of Patrons of Husbandry, as ratified by the State Granges of the Order, to be known as the Constitution of 1986.

CONSTITUTION OF 1986

Article I

DIVISIONS OF THE ORDER

1.1.1 The Order of Patrons of Husbandry (hereinafter known as the Order) shall consist of the six following divisions:

(A) Junior Granges - (membership Granges) having charge of the Junior Degree.

Chapter 1: Constitution

(B) Subordinate Granges - (membership Granges) having charge of the first Four Degrees as follows:

First Degree - Laborer (man), Maid (woman).

Second Degree - Cultivator (man), Shepherdess (woman).

Third Degree - Harvester (man), Gleaner (woman).

Fourth Degree - Husbandman (man), Matron (woman).

(C) Pomona Granges - (district membership Granges) having charge of the Fifth Degree (Pomona).

(D) State Granges - (state delegate bodies) having charge of the Sixth Degree (Flora).

(E) National Grange - (a national delegate body) the controlling and supreme law making body of the Order, also having charge of the ritual and regalia of the Order (except that of the Seventh Degree) and the business of the Seventh Degree (Ceres).

(F) Assembly of Demeter - (Seventh degree members in good standing in a Subordinate Grange) having charge of the Seventh Degree (Ceres) and all unwritten work of the Order and the communication of the annual word.

Article II

ASSOCIATE MEMBERS

1.2.1 State Granges of the Order shall have the right and power to establish an associate class of individual membership.

Article III

ORGANIZATION, REGULATION AND ADMINISTRATION

1.3.1 The National Grange, as the national representative division of the Order, shall be the controlling and supreme law making division of the

Order from which body all the other Granges of the divisions of the Order shall derive their rights and powers. The National Grange shall have the right and power as the good of the Order requires, to adopt laws for the organization, administration and regulation of the affairs of the various Granges of the divisions of the Order including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the Order.

1.3.2 Articles of Incorporation - The National Grange shall have the right and power at its annual meeting, if a quorum be present, to adopt, amend or repeal, by two-thirds of the votes cast by delegates present and voting at such meeting, the Articles of Incorporation and By-Laws of the National Grange, as to the organization, administration and regulation of the affairs of the various Granges of the divisions of the Order. These Articles of Incorporation and By-Laws shall be published in the Digest of Laws of the Order.

1.3.3 Grange Laws - The National Grange shall have the right and power at its annual meeting, if a quorum be present, to adopt, amend or repeal by a majority of the votes cast by delegates present and voting at such meeting, any Grange Laws authorized by this Constitution or the Articles of Incorporation and By-Laws of the National Grange as to the organization, administration and regulation of the affairs of the various Granges of the divisions of the Order. These Grange Laws shall be codified and published in the Digest of Laws of the Order.

1.3.4 Ritual, Degrees and Regalia - The National Grange shall have the right and power at its annual meeting, if a quorum be present, to adopt, amend or repeal by a majority of the votes cast by delegates present and voting at such meeting, laws relating to ritual or regalia which shall be used in the Degrees of the various Granges of the divisions of the Order, provided, however, that the Assembly of Demeter shall be in charge of the ritual and regalia of the Seventh Degree and the unwritten work of all Degrees of the Order. These Ritual, Degrees and Regalia Laws shall be codified and published in the Digest of Laws of the Order. In all ritual, degrees

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and regalia matters the Ritual, Degrees and Regalia Laws as adopted by the National Grange shall be the law of the Order, and the various Granges of the divisions of the Order shall conform thereto.

1.3.5 Judiciary - The National Grange shall have the right and power at its annual meeting, if a quorum be present, to adopt, amend, or repeal by a majority of the votes cast by delegates present and voting at such meeting, laws relating to the judicial functions of the various Granges of the divisions of the Order and the Assembly of Demeter, including rules as to the organization, jurisdiction, procedures and powers of the members of the Order as to these judicial functions. These Judicial Laws shall be codified and published in the Digest of Laws of the Order.

These judicial powers are of a dual nature:

(1) Law and Usage - The construction and interpretation by means of rulings on the Constitution of the Order and the Articles of Incorporation, By-Laws and Grange Laws adopted by the National Grange and on the By-Laws and Grange Laws adopted by the various Granges of the divisions of the Order. The regulations for such construction and interpretation shall be codified and published in the Digest of Laws of the Order.

In all matters involving the construction and interpretation relating to law and usage, rulings made pursuant to these Judicial Laws, shall be the law of the Order and the various Granges of the divisions of the Order shall conform thereto.

(2) Trials - The conduct of trials of any member of the Order charged with the violation of this Constitution; the Manuals of the Degrees of the Order; or Articles of Incorporation, By-Laws and Grange Laws of the National Grange or the various Granges in the divisions of the Order. The Rules and Regulations for trials shall be codified and published in the Digest of Laws of the Order.

1.3.6 Parliamentary - The National Grange shall have the right and power at its annual meeting, if a

quorum be present, to adopt, amend, or repeal by a majority of the votes cast by delegates present and voting at such meeting, laws relating to the parliamentary laws governing meetings of the various Granges of the divisions of the Order.

These Parliamentary Laws shall be codified and published in the Digest of Laws of the Order. In all parliamentary law matters, the Parliamentary Laws as adopted by the National Grange shall be the law of the Order and the various Granges of Order shall conform thereto.

Roberts Rules of Order (Revised) is considered standard authority in this country, and is adopted as such on all parliamentary matters not included in the Parliamentary Code.

Article IV

CHARTERS

1.4.1 The National Grange shall issue all Charters for the various Granges of the divisions of the Order; provided, however, that the procedure for the issuance of Charters and application fees for Charters shall be provided for in the By-Laws as adopted by the National Grange.

1.4.2 All Charters issued to the various Granges of the divisions of the Order shall provide that members of each Grange at all times will faithfully comply with the Constitution of the Order, the Articles of Incorporation, By-Laws and Grange Laws and Usage of the various Granges of the divisions of the Order as from time to time adopted.

Article V

INCORPORATION

1.5.1 The various Granges of the divisions of the Order may incorporate and adopt Articles of Incorporation and By-Laws for the organization, administration and regulation of their affairs, provided

Chapter 1: Constitution

that all such Articles of Incorporation and By-Laws adopted by the various Granges of the divisions of the Order shall conform to this Constitution and the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange.

Article VI

MEMBERSHIP

1.6.1 The qualifications for membership; procedure for attaining membership; membership dues; and the right to vote in each of the Granges of the divisions of the Order shall be provided for in the By-Laws of the National Grange.

1.6.2 All candidates for membership and elected officers shall be required to agree at the time of election to membership or installation in office that at all times they will faithfully comply with the Constitution of the Order, the Articles of Incorporation, By-Laws and Grange Laws and Usage of the various Granges of the divisions of the Order as from time to time adopted.

1.6.3 All members in good standing in each of the various Granges of the divisions of the Order on the effective date of the adoption of this Constitution are automatically elected to membership hereunder in accordance with the degree of membership as shown on the rosters of the various Granges of the divisions of the Order on said date.

Article VII

APPLICATION FEES AND MEMBERSHIP DUES

1.7.1 Funds for the operation of each of the various Granges of the divisions of the Order shall be collected as application fees for memberships, membership dues and income from Grange sponsored activities.

1.7.2 The By-Laws of the National Grange shall

provide for a minimum amount of such application fees and membership dues. The collection of such funds and the apportionment thereof to the various Granges of the divisions of the Order shall be provided for in the By-Laws of the National Grange.

1.7.3 The various Granges of the divisions of the Order, however, are delegated specific power to establish such additional application fees and membership dues from time to time as is necessary to fund their operations.

Article VIII

OFFICERS

1.8.1 The designation, rank, election or appointment, authority and duty of officers in each of the various Granges of the divisions of the Order shall be provided for in the By-Laws of the National Grange and in the By-Laws of the various Granges of the divisions of the Order.

Article IX

SALE, ENCUMBRANCE OR TRANSFER OF REAL AND/OR PERSONAL PROPERTY

1.9.1 When a Grange of any of the divisions of the Order shall sell, encumber or in any other way transfer real and/or personal property owned by such Grange, the proceeds from such sale, encumbrance or transfer shall be retained by the Order for use in accordance with the general purposes of the Order, provided that, the procedures for such retention shall be provided for in the By-Laws of the National Grange.

Article X

RETENTION OF REAL AND PERSONAL PROPERTY FOR USE IN ACCORDANCE WITH THE GENERAL PURPOSES OF THE ORDER

Chapter 1: Constitution

1.10.1 When a Grange (other than the National Grange) of any of the divisions of the Order shall surrender its Charter either in consolidation, dissolution or abandonment or has its Charter revoked, the real and personal property of said Grange shall be retained by the Order for use in accordance with the general purposes of the Order, provided that, the procedures for such retention shall be provided for in the By-Laws of the National Grange.

Article XI

ACTIVITIES, EARNINGS AND DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION.

1.11.1 Internal Revenue Service - Activities. The various Granges of the divisions of the Order shall not conduct any activity not permitted to be carried on by an exempt organization described in Section 501(c) of the Internal Revenue Code of 1954, as now in force or as hereinafter amended.

1.11.2 Internal Revenue Service - Earnings. No part of any net earnings of the various Granges of the divisions of the Order shall inure to the benefit of any officer, director or member of the Order, except as reasonable compensation for services performed, or be appropriated for any services other than the purposes as set forth in this Constitution, and the Articles of Incorporation and By-Laws of the National Grange.

1.11.3 Internal Revenue Service - Dissolution National Grange. On dissolution of the National Grange the members of the Executive Committee thereof shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the net assets of the corporation, by transferring and paying over the same to a tax exempt, agricultural and/or horticultural organization which shall be selected by the Executive Committee, provided that such organization shall qualify as a tax exempt organization under Section 501(c) of the Internal Revenue Code of 1954 now in force or

as hereinafter amended.

1.11.4 Internal Revenue Service - Dissolution of Granges Other Than National Grange.

When a Grange (other than the National Grange) of any of the divisions of the Order is dissolved or ceases to function for any reason, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order, and activities permitted to be carried on by an exempt organization described in Section 501(c) of the Internal Revenue Code of 1954, as now in force or as hereinafter amended, and provided further that the procedures for such retention shall be provided for in the By-laws of the National Grange.

Article XII

RELIGIOUS AND POLITICAL POLICY

1.12.1 Denominational religious or partisan political matters shall not be the subject of discussions in the work of the Order, and no religious or political tests for membership shall be applied.

Article XIII

ANNIVERSARY OF THE ORDER

1.13.1 The fourth day of December, the birthday of the Order of Patrons of Husbandry shall be celebrated as the anniversary of the Order.

Article XIV

AMENDMENTS

1.14.1 This Constitution may be amended, from time to time; provided, such amendments be adopted by two-thirds vote of the delegates present and voting at any annual meeting of the National Grange, and when such amendments shall have been ratified by two-thirds of the State Granges,

which ratification shall be by a majority vote of the delegates present and voting at the annual meeting of each State Grange, and the same reported to the Secretary of the National Grange, and so proclaimed at the next annual meeting of the National Grange, said amendments shall be in full force, beginning with the first day of the calendar year following, and further provided that amendments having passed the National Grange at any annual meeting and failing to secure the two-thirds ratification of the State Granges before the next annual meeting of the National Grange, shall be declared null and void by the Master of the National Grange.

**DECLARATION OF PURPOSES OF THE NATIONAL GRANGE OF
THE ORDER OF PATRONS OF HUSBANDRY**

PREAMBLE

2.0.0 Profoundly impressed with the truth that the National Grange of the Order of Patrons of Husbandry should proclaim to the world its general objectives, we hereby unanimously make this Declaration of Purposes:

GENERAL OBJECTIVES

2.1.1 United by the strong and faithful tie of an agricultural fraternity, yet welcoming all of good moral character to membership, we mutually resolve to labor for the good of our Order, our country, and mankind.

2.1.2 We heartily endorse the motto, "In essentials, unity; in non-essentials, liberty; in all things, charity."

SPECIFIC OBJECTIVES

2.2.1 We shall endeavor to advance our cause by striving to accomplish the following objectives:

2.2.2 To develop a better and higher manhood and womanhood among ourselves; to enhance the comforts and attractions of our homes; to strengthen our attachments to our pursuits; to foster mutual understanding and cooperation; to maintain inviolate our laws, and to emulate each other in labor, in order to hasten the good time coming.

2.2.3 We propose meeting together, talking together, working together and, in general, acting together for our mutual protection and advancement. We shall constantly strive to secure harmony, good will, and brotherhood, and to make our Order perpetual. We shall earnestly endeavor to suppress personal, local, sectional, and national prejudices, all unhealthy rivalry and all selfish ambition. Faithful adherence to these principles will ensure our mental, moral, social and material advancement.

BUSINESS RELATIONS

2.3.1 For our business interests we desire to bring producer and consumer into the most direct and friendly relations possible, remembering that, "individual happiness depends upon general prosperity."

2.3.2 We are opposed to such spirit and management of any corporation or enterprise which tends to oppress people. We long to see antagonism between capital and labor removed by common consent, and by statesmanship worthy of an enlightened people.

2.3.3 We are opposed to wages and salaries that exceed productive efficiency. We recommend that farmers buy wisely and produce efficiently to make their farms profitable; to make the maximum use of the innovations of science and technology to systematize their work and to calculate intelligently on probabilities.

2.3.4 To all we recommend sound money management that we may avoid insolvency and bankruptcy.

EDUCATION

2.4.1 We shall advance the cause of education by all just means within our power.

2.4.2 Influenced by our strong belief in the institution of the family, we are convinced that education begins in the family circle.

2.4.3 Discipline is an essential part of education. Self-discipline comes with maturity. Until such time as this level of competency is reached, families and schools have a responsibility for enforcing adequate discipline.

2.4.4 We recognize the necessity of experimentation to develop new and better methods of education, but we caution against the widespread adoption of these innovative and experimental methods until they have been proven effective.

Chapter 2: Declaration of Purposes

2.4.5 We recognize that education is a continuing process. We encourage all to continue their education through adult education classes, by continued reading, observation and such other methods as may be available, including radio and television.

2.4.6 We recognize the valuable contribution made to education by the printed word, especially in newspapers, periodicals and books, and will continue to advocate their widespread availability.

THE GRANGE, NOT PARTISAN

2.5.1 We emphatically and sincerely assert the oft-repeated truth taught in our Constitutional Law, that the Grange -- National, State, Pomona or Subordinate -- is not a partisan or party organization.

2.5.2 The principles we teach underlie all true statesmanship, and, if properly carried out, will tend to purify the whole political atmosphere of our country; for we seek the greatest good to the greatest number.

2.5.3 We must always bear in mind that no one, by becoming a Patron of Husbandry, gives up that inalienable right and duty which belongs to every American citizen, to take a proper interest in the politics of one's country.

2.5.4 On the contrary, it is right for every member to do all in his or her power, legitimately, to influence for good the action of any political party to which he or she belongs. It is reserved by every Patron, as the right of a free citizen to affiliate with any party that will best carry out his or her principles.

2.5.5 We acknowledge the broad principle that difference of opinion is no crime, and hold that "progress toward truth is made by differences of opinion," while "the fault lies in bitterness of controversy."

2.5.6 We desire a proper equality, and fairness; protection for the weak; restraint upon the strong; in short, justly distributed power. These are American ideals, the very essence of American indepen-

dence, and to advocate the contrary is unworthy of the sons and daughters of our Republic.

2.5.7 We cherish the belief that sectionalism is, and of right should be, dead and buried with the past. Our work is for the present and the future. In our agricultural fraternity, we shall recognize no North, no South, no East, no West.

OUTSIDE COOPERATION

2.6.1 Our Fraternity, being agriculturally based, family oriented and dedicated to the pure principles of equality under Constitutional Law, we appeal to all good citizens for mutual cooperation and assistance toward reform that we may remove from our midst the last vestige of inequity and corruption. We believe that harmony, equitable compromise and earnest cooperation are essential to future success.

CONCLUSION

2.7.1 It shall be an abiding principle with us to relieve any of our oppressed and suffering members by any reasonable means at our command.

2.7.2 We proclaim it among our purposes to continue our historical appreciation of the abilities and equality of women.

2.7.3 Imploring the continued assistance of our Divine Master to guide us in our work, we pledge ourselves to faithful and harmonious labor for all future time; to advance by our united efforts, to the wisdom, justice, fraternity and political purity so earnestly sought by the wise and courageous men and women who founded our noble Order.

**ARTICLES OF INCORPORATION OF THE NATIONAL GRANGE OF
THE ORDER OF PATRONS OF HUSBANDRY**

TO:
**DEPARTMENT OF CONSUMER AND
REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
WASHINGTON, D.C.**

3.0.0 We the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act, Chapter 5, Title 29 District of Columbia Code.

3.1.0 FIRST: The name of the corporation is National Grange of the Order of Patrons of Husbandry.

3.2.0 SECOND: The period of duration is perpetual.

3.3.0 THIRD: The object of the corporation hereby organized is the promotion of agricultural and other kindred pursuits by inducing cooperation among farmers and those alike interested for their mutual benefit and improvement, and to this end to act as the controlling body of the Order known as The Order of Patrons of Husbandry.

3.4.0 FOURTH: The corporation is a delegate body to which membership is available to individuals who are Fourth Degree Members of the Order in good standing as defined in the By-Laws and have received the Seventh Degree of the Order.

3.5.0 FIFTH: The membership of the corporation shall be composed of two classes of members, voting and non-voting, who are Fourth Degree Members of the Order in good standing as defined in the By-Laws and have received the Seventh Degree of the Order.

3.6.0 SIXTH: The manner of election or appointment of the directors of the corporation shall be provided for in the By-Laws.

3.7.0 SEVENTH: Provisions for the regulation of the internal affairs of the corporation, including provision for the distribution of assets on dissolution or final liquidation shall be provided for in the Constitution of the Order of Patrons of Husbandry and the By-Laws of the National Grange of the Order of Patrons of Husbandry.

3.8.0 EIGHT: The address, including street number, of the initial registered office of the corporation is 1920 N. Street, N.W., Washington, D.C. 20036, and the name if its initial registered agent at such address is Charles L. Freed. The address including street and number, in the District of Columbia where the corporation conducts its principal business is 1616 H Street, N.W., Washington, D.C. 20006.

3.9.0 NINTH: The number of members constituting the initial Board of Directors is six (6), and the names and addresses, including street and number, of the person who are to serve as the initial Members until the first annual meeting or until their successors be elected and qualify are:

Edward Andersen
1616 H. Street N.W.
Washington, D.C. 20006

Kermit W. Richardson
RD 2
Barre, VT 05641

Lester Wallace
Rt. 1
Beloit, WI 53511

Edward F. Moody
16851 W. 183rd
Olathe, KS 66062

Jack Silvers
Rt. 1 Box 1115
Zillah, WA 98953

Chapter 3: Articles of Incorporation

Charles E. Wismer Jr.
1604 N. 2nd Street.
Harrisburg, PA 17102

3.10.0 TENTH: The name and the address, including street and number, of each incorporator is:

Edward Andersen
1616 H. Street N.W.
Washington, D.C. 20006

Kermit W. Richardson
RD 2
Barre, VT 05641

Lester Wallace
Rt. 1
Beloit, WI 53511

Edward F. Moody
16851 W. 183rd
Olathe, KS 66062

Jack Silvers
Rt. 1 Box 1115
Zillah, WA 98953

Charles E. Wismer Jr.
1604 N. 2nd Street.
Harrisburg, PA 17102

/s/ Edward Anderson

/s/ Kermit W. Richardson

/s/ Lester Wallace

/s/ Edward F. Moody

/s/ Jack Silvers

/s/ Charles E. Wismer, Jr.

STATE OF WISCONSIN)

) ss:

COUNTY OF DANE)

I, Pearl B. Friedley, a notary public in and for the County of Dane, hereby certify that on the 17th day of September, 1986, personally appeared before me Edward Andersen, Edward F. Moody, Kermit W. Richardson, Jack Silvers, Lester Wallace, and Charles E. Wismer, Jr., who being by me first duly sworn, declare that they signed the foregoing document as incorporators, and that their statements therein contained are true.

/s/ Pearl B. Friedley
Notary Public

My commission expires: April 1, 1990

**BY-LAWS OF THE NATIONAL GRANGE OF
THE ORDER OF PATRONS OF HUSBANDRY**

Article I

CONSTITUTION AND ARTICLES OF INCORPORATION

4.1.1 Constitution - The Constitution of the Order of Patrons of Husbandry, (hereinafter referred to as "Order") effective as of January 1, 1987, is the supreme law of the Order and shall be determinative of the rights and duties of the various Granges of the divisions of the Order and members thereof as provided in these By-Laws. All reference in these By-Laws to the Constitution of the Order shall be construed to mean said Constitution as from time to time amended.

4.1.2 Articles of Incorporation - The Articles of Incorporation of the National Grange, a division of the Order incorporated in the District of Columbia (hereinafter referred to as "National Grange"), effective as of October 29, 1986 are determinative of the rights and duties of the National Grange and the members thereof. All references in these By-Laws to the Articles of Incorporation of the National Grange shall be construed to mean said Articles of Incorporation as from time to time amended. The name and purposes of the corporation shall be as set forth in the Articles of Incorporation.

Article II

OFFICES AND SEAL

4.2.1 Principal Office - The principal office of the National Grange shall be located at 1616 H Street, N.W. in Washington, D.C.

4.2.2 Other Offices - The National Grange may also maintain an office in such other place or places as the Executive Committee of the National Grange may from time to time designate, or as the business of the corporation may require.

4.2.3 Seal - The corporate seal shall have inscribed

thereon the name of the corporation, the year of its organization and the words "Corporate Seal, District of Columbia."

Article III

CHARTERS

4.3.1 Issuance of Charters - All Charters for the various Granges of the divisions of the Order shall be issued only by the National Grange. All applications for Charters shall be filed with the Secretary of the National Grange. Charter members of Granges are those members whose names are included in the application for organization and whose fees were paid at the time of organization.

4.3.2 Charters - Junior, Subordinate and Pomona Granges - Junior, Subordinate and Pomona Granges shall be organized by Charter in those States where a State Grange has been organized by Charter under the following procedure:

(A) The application for a Charter must be approved by the Master of the State Grange having jurisdiction before it is filed with the Secretary of the National Grange.

(B) When the Master of the National Grange determines that the organization of a Junior, Subordinate or Pomona Grange is completed, the Master shall direct the Secretary of the National Grange to issue a charter on behalf of the National Grange for such Junior, Subordinate or Pomona Grange.

(C) When the Charter is issued by the National Grange, it shall be signed by the Master and Secretary of the State Grange having jurisdiction and the Seal of said State Grange shall be affixed to the Charter.

4.3.3 Charters - State Granges - State Granges shall be organized by Charter in a State under the following procedure:

(A) Six or more active Subordinate Granges working in a State or U.S. territory or the District of Columbia may apply to the Secretary of the National Grange for authority to organize a State Grange.

(B) When the Master of the National Grange determines that the organization of a State Grange is completed, the Master shall direct the Secretary of the National Grange to issue a Charter on behalf of the National Grange for such State Grange.

4.3.4 Charters - Junior, Subordinate and Pomona Granges - Junior, Subordinate and Pomona Granges may be organized by a Charter in States in which no State Grange shall have been organized.

4.3.5 Applications for Charters by Junior, Subordinate and Pomona Granges -

(A) Junior Granges - Application for a Charter for a Junior Grange shall be signed by the persons applying for the same, and be accompanied by a fee of ten dollars (\$10.00).

A Junior Grange may be organized or reorganized by thirteen or more members, of whom there shall be not less than four of either sex; except that a Master of a State Grange may, for the good of the Order, authorize the organization or reorganization of a Junior Grange with not less than seven members of whom there shall not be less than two of either sex.

(B) Subordinate Granges - Application for a Charter for a Subordinate Grange shall be signed by the persons applying for the same, and be accompanied by a fee of twenty-five dollars (\$25.00).

A Subordinate Grange may be organized or reorganized by thirteen or more persons, of which there shall not be less than four of either sex.

(C) Pomona Granges - Application for a Charter for a Pomona Grange shall be signed by the persons applying for the same, and be accompanied by a fee of five dollars (\$5.00).

A Pomona Grange may be organized or reorganized by thirteen or more members, of whom there shall be not less than four of either sex, and who shall all be Fourth Degree members in good standing in the Subordinate Granges in the geographic area where the Grange is to be organized. The geographic area shall be as determined from time to time by the State Grange having jurisdiction.

4.3.6 Reorganization of Junior, Subordinate and Pomona Granges With Less Than Thirteen Members - It shall be the duty of the Master of the State Grange having jurisdiction or a duly authorized Deputy to make every effort to reorganize Granges whose membership declines below thirteen members. Such Master or Deputies are authorized to include in such reorganization the remaining members in good standing of the Inactive Grange; other members in good standing within the jurisdiction of the Inactive Grange, and candidates for membership in the Inactive Grange.

4.3.7 Applications for Charters by State Granges - Application for a Charter for a State Grange shall be signed by the persons applying for the same, and be accompanied by a fee of fifty dollars (\$50.00)..

4.3.8 Organization or Reorganization of State Granges - It shall be the duty of the Master of the National Grange with the advice and consent of the Executive Committee of the National Grange, to make every effort to organize six active Subordinate Granges in every state so that a State Grange may be chartered.

Article IV

CONSOLIDATION OF SUBORDINATE GRANGES

4.4.1 Consolidation Procedure - Two or more Subordinate Granges may be consolidated provided that:

(A) Consolidating Granges shall send a written notice to the Master and Executive Committee of the

State Grange having jurisdiction of the intent to invoke the procedure to consolidate included in this Article IV.

Such notice shall contain a summary of the reasons for the proposed consolidation including, a proposal for the disposition of the assets of the dissolving Granges. This proposal shall contain the latest available report as to the net assets of the dissolving Grange, including, if available, an appraisal of the value and a statement as to the current use and condition of any real and/or personal property included in the said assets.

(B) Consolidating Granges shall obtain written approval to consolidate, including approval of the proposal for disposition of the assets of dissolving Granges, from the Master of the State Grange having jurisdiction, with the advice and consent of the Executive Committee of said State Grange.

(C) Consolidating Granges shall mail a notice of the intent to consolidate to all members of each Grange subject to the consolidation at the members last recorded address at least thirty days prior to any meeting at which a vote to consolidate is to be considered.

(D) Nothing herein contained shall be construed to authorize the surrender of the charter of a Grange in which thirteen persons, of whom there shall not be less than four of either sex, shall desire to continue the operation thereof.

4.4.2 Consolidation Options - Consolidating Granges shall have the following options to consolidate, which shall be determined by majority vote, of the members present and voting, of each Grange applying for consolidation.

(A) One or more Granges to surrender their charters with the surviving Grange retaining its name and number and receiving all the members of the consolidating Grange or Granges, or,

(B) All consolidating Granges to surrender their charters and the members of said Granges becoming members of a newly chartered Grange with a

new name, provided, however, that the number of the newly chartered Grange shall be the number of one of the consolidating Granges. The procedure for adopting a new name shall be provided for in the Subordinate Code of the Digest of Laws of the Order (6.1.12).

4.4.3 Disposition of Assets of Dissolving Granges-

(A) Disposition Using Proposal Options

(1) Personal Property - Personal property owned by Granges which surrender their Charter in a consolidation may be transferred to the surviving Grange of the consolidation or transferred to other Granges, either in whole or in part, for uses in accordance with the general purposes of the Order.

(2) Real property owned by Granges which surrender their charter in a consolidation:

(a) May be sold by the dissolving Granges and the proceeds there from remitted to the State Grange to be held in trust according to Article XI, Section 4.11.1 of these By-Laws. The trust fund shall be transferred to the name of the surviving Grange of the consolidation or to other Granges as part of a plan that must be submitted to and approved by the State Grange Executive Committee having jurisdiction, for uses in accordance with the general purposes of the Order as established in Article XI, Section 4.11.1 of these By-Laws.

(b) May be included in the proposal for transfer to the surviving Grange.

(B) Disposition in Absence of Proposal Options

(1) Personal Property - If the dissolving Granges fail to make a determination as to the disposition of personal property then, in that event, the Master of the State Grange having jurisdiction, with the advice and consent of the Executive Committee of said State Grange, shall determine the disposition of the said personal property for uses in accordance with the general purposes of the Order.

(2) Real Property - If the consolidating Granges

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fail to submit a proposal which includes the sale of real property owned by the dissolving Granges, then, in that event, the said real property shall revert to the State Grange having jurisdiction and the Master with the advice and consent of the Executive Committee of said Grange shall determine the disposition of said real property for uses in accordance with the general purposes of the Order.

4.4.4 Consolidation Report - A report of the approval of consolidation and disposition of assets, duly authenticated, must be transmitted by the Master and Executive Committee to the Secretary of the State Grange, and the surrendered charter(s) shall be returned to the State Grange.

4.4.5 Powers of the National Grange When No State Grange Has Jurisdiction - It is specifically provided that when the consolidation provisions included in this Article IV of the By-Laws are invoked in States for which the records of the National Grange show there is no State Grange having jurisdiction over the consolidating Granges, then, in that event, the National Grange is delegated the powers of the State Grange in this Article IV of the By-Laws.

Article V

SUSPENSION OR REVOCATION OF CHARTERS

(Junior, Subordinate and Pomona Granges)

4.5.1 Criteria - When the following circumstances exist as to any Junior, Subordinate, or Pomona Granges over which a State Grange has jurisdiction, it shall be the duty of the Master of said State Grange to suspend or revoke the Charter of such Granges, if it is the determination of the Master that the good of the Order requires such action.

(A) Charter has been issued to a Grange, contrary to the laws and usages of the Order,

(B) A Grange working in violation of the law and

usages of the Order,

(C) A Grange is in arrears for dues for one or more quarters,

(D) A Grange refuses or is unable to hold meetings, as provided for in Article IX of these By-Laws,

(E) Attempts to restore a Grange which has become inactive to an active status prove unsuccessful,

(F) The membership of a Grange is reduced below the organization requirement of thirteen, except when a reorganization is in process as provided for in Article III above.

(G) If a charter is suspended for reason of being in arrears for dues, the suspension shall automatically be lifted when the arrears are paid by said Grange.

4.5.2 Report - If a Master of a State Grange suspends or revokes a Charter said Master shall report such action to the Master of the National Grange along with the reasons of the Master for taking such action.

4.5.3 Appeal - Junior, Subordinate or Pomona Granges whose Charters are suspended or revoked may appeal such action to the Master of the National Grange pursuant to Section 12.1.5 of the Code of Judicial Law as adopted by the National Grange.

4.5.4 Disposition of Assets - As soon as possible after the final determination of revocation of a Charter the affected Junior Grange shall proceed to discharge any and all of its financial obligations. All the remaining assets owned by such Junior Grange shall be turned over to the sponsoring Grange having jurisdiction; all remaining assets owned by such Subordinate or Pomona Grange shall be transferred or placed in trust as provided for in Article XII of these By-Laws.

4.5.5 Disposition of Charter - The Charter of the Junior, Subordinate or Pomona Grange which has been revoked must be surrendered to the State Grange.

4.5.6 Disposition of Members - After the final determination of revocation of Charter, when in the opinion of the Master of the State Grange it would best serve the interest of the Grange as a whole, the membership of said Grange may be:

- (1) Issued individual demits signed by State Master and Secretary or
- (2) Transferred as a whole to a nearby Grange who has voted to accept the membership of said Grange.

(State Granges)

4.5.7 Criteria – Whenever the number of active Subordinate Granges in a State Grange is reduced below six, the State Grange is working in violation of the law and usages of the Order, the State Grange refuses or is unable to hold meetings, or the State Secretary's report or dues are not received by the National Grange for two consecutive quarters, it shall be the duty of the Master of the National Grange to suspend or revoke the Charter of the State Grange having jurisdiction over said Subordinate Granges, if it is the determination of the Master of the National Grange that the good of the order requires such action.

4.5.8 Appeal - State Granges whose Charters are suspended or revoked may appeal such action pursuant to the Code of Judicial Law as adopted by the National Grange.

4.5.9 Disposition of Assets - As soon as possible after the final determination of revocation of a Charter, the affected State Grange shall proceed to discharge any and all of its financial obligations. All remaining assets owned by such State Grange shall be placed in trust as provided for in Article XII of these By-Laws.

(Definitions)

4.5.10 Suspension - The remedy of a suspension of a charter is intended to be used when in the judgment of the Master of the Grange having jurisdiction, the deficiencies in these criteria may be

remedied in a reasonable time. The duration and conditions of a Suspension Order shall be established by the said Master taking such action with the advice and consent of the Executive Committee of said Master's Grange.

4.5.11 Revocation - The remedy of revocation of a Charter is intended to be used when in the judgment of the Master of the Grange having jurisdiction, the deficiencies in the criteria are incapable of being remedied or may not be remedied within a reasonable time.

Article VI

MEMBERSHIP

4.6.1 Junior Granges - Any person over five years and under fourteen years of age may be proposed as a candidate for membership and elected a member of a Junior Grange as follows:

(A) Submit an application to a Junior Grange accompanied by the prescribed application fee.

(B) Recommendation for candidacy for membership by two members of said Junior Grange.

(C) Election to Junior Grange membership shall be made by paper ballot (yes for acceptance, no for rejection) at a regular meeting at which a quorum is present, and elections thereby be made by majority of paper ballots cast.

(D) Full membership in a Junior Grange is attained by candidates upon the conferral of the Junior Degree of the Order or the Official Junior Grange Obligation Ceremony.

(E) Junior Grange Membership shall terminate at the end of the Grange year in which the Junior member reaches age 14.

4.6.2 If no Junior Grange is available, an individual between five and fourteen years of age may be proposed as a candidate for membership and

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elected an individual Junior member of a Subordinate/ Community Grange as follows:

(A) Submit an application for individual Junior membership to a Subordinate/Community Grange accompanied by the prescribed application fee.

(B) Receive a recommendation for membership from one member of a Subordinate/Community Grange.

(C) Election to membership shall be by paper ballot at a regular meeting of the Subordinate/Community Grange.

(D) Full membership to the Junior program is attained by candidates upon conferral of the Junior Grange Obligation ceremony or Junior Degree.

(E) At such time as a Junior Grange is chartered the individual member shall automatically become a member of the new Junior Grange with no interruption of membership. If a Junior Grange charter is revoked or surrendered, the member may be changed to “individual” status with no interruption of membership.

(F) Junior Grange membership shall terminate at the end of the Grange year in which the Junior member reaches age 14.

4.6.3 Junior Grange Honorary Membership - Honorary membership in a Junior Grange may be obtained by Subordinate Grange members and by parents of Junior Grange members by paying the required fee and receiving the proper instructions; also, Junior Grange members upon reaching 14 years of age and paying the applicable membership dues may become Honorary Junior Grange Members.

4.6.4 Junior Grange Affiliate Membership - A Junior Grange member may not be a member of more than one Junior Grange at the same time except that a Junior Grange member may be elected to membership in one additional Junior Grange as an affiliate member. A proposal for affiliate membership and election thereto shall be the same as

provided in 4.6.1 above except election to membership shall be by majority vote by paper ballot. Such affiliate member shall pay the applicable membership dues and be entitled to hold office and vote in the additional Junior Grange, provided that affiliate members are clearly designated as such in reports to the Secretaries of State Granges and the National Grange and further provided such affiliate members shall not hold the same office in two Junior Granges at the same time.

4.6.5 Subordinate Granges – Individual Membership – A person fourteen years of age (thirteen years and six months) or more, with an interest in the purposes of the Order may be proposed as a candidate and be elected to membership in a Subordinate Grange as follows:

(A) Submit an application to a Subordinate Grange accompanied by the prescribed application fee.

(B) The application for membership shall be sponsored by and signed by one member of the said Subordinate Grange.

(C) Agreement as certified by the applicant’s signature on the application for membership, that if elected to membership, the candidate at all times will faithfully comply with the Constitution of the Order, the Articles of Incorporation, By-Laws and Grange Laws and usage of the various Granges of the divisions of the Order as from time to time amended.

(D) At such time as an individual qualifies for the family membership classification, the status of the member shall be changed to family membership with no interruption of continuous membership status. The same provision is true when a member no longer qualifies for a family membership status.

(E) Election to membership shall be made by paper ballot (“Yes” for acceptance – “No” for rejection) at a regular meeting at which a quorum is present and election to membership will thereby be made by a majority of the paper ballots cast, or the conventional method of ballot box using balls and cubes, subject to approval of State Master.

(F) It is specifically provided, however, that a State Grange may authorize:

(1) Collective balloting as follows:

(a) In classes of two or more candidates the first ballot shall be cast for the group as a whole.

(b) In the event the class receives less than a majority of votes, the ballot must be taken on each candidate separately.

(2) Election of prospective members where there is no signed application accompanied by the prescribed fee, if there is compliance with all membership requirements prior to the applicant's participation in the Official Welcoming Ceremony, the Official Obligation Ceremony, or the conferral of the First of the Four Degrees upon the candidate.

(G) Full membership in the Subordinate Grange is attained with the approval of the application and the candidate's participation in the Official Welcoming Ceremony, the Official Obligation Ceremony, or the conferral of the Four Degrees upon the candidate.

4.6.6 Subordinate Granges – Family Membership – A family whose members are fourteen years of age (thirteen years and six months or more) with an interest in the purposes of the Order may be proposed as candidates and elected to membership in a Subordinate Grange as follows:

(A) The process of election to membership and becoming a full member for all members of the family shall be the same as for an individual.

(B) A family shall consist of a couple and their dependents, or a single person and their dependents. Dependents are defined as children, grandchildren, great grandchildren, foster, adopted or step-children under the age of 23, who live as a member of the same household or in absence due to illness, education or military service. Legal dependents of any age shall be considered part of their legal guardians' family.

(C) At such time as a member no longer qualifies

as a dependent or becomes a single member the status of the member shall be as an individual with no interruption of their membership.

4.6.7 Subordinate Grange Affiliate Membership - A Fourth Degree member may not be a member of more than one Subordinate Grange at the same time except that Fourth Degree members may be elected to membership in one additional Subordinate Grange as an Affiliate Member. A proposal for Affiliate Membership, including proof of the member being in good standing in their original Grange, and election thereto shall be the same as provided in Section 4.6.4 above except election to membership shall be majority vote by paper ballot. Such Affiliate Member shall pay the applicable membership dues and be entitled to hold office and vote in the additional Subordinate Grange, provided that Affiliate Members are clearly designated as such in reports to the Secretaries of State Granges and the National Grange, and further provided such Affiliate members shall not hold the same office in two Subordinate Granges at the same time.

Subordinate Grange Affiliate Members are eligible to hold office in State Granges and participate in contests sponsored by the National Grange. Neither of these two benefits of the Order may be exercised by such Affiliate Members in more than one Subordinate Grange, State Grange at the same time.

4.6.8 Pomona Granges - A Fourth Degree member in good standing may be elected to membership in a Pomona Grange as follows:

(A) Submit an application to the Pomona Grange in a form as prescribed by the State Grange having jurisdiction, accompanied by the prescribed application fee.

(B) Election by a majority vote, by the voting sign of the Order, of the members of a Pomona Grange at which a quorum is present.

(C) Notwithstanding the above procedure, applicants for membership in a Pomona Grange may be elected under such other rules and regulations as may be prescribed by the State Grange having jurisdiction provided such rules and regulations do not conflict with

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the Constitution of the Order, the Articles of Incorporation and By-Laws of the National Grange.

(D) A duly elected applicant shall be entitled to the degree of Pomona and membership in a Pomona Grange, provided, however, a Fourth Degree member in good standing may receive the Degree of Pomona from State Granges having jurisdiction, when so provided in their By-Laws. Such State Granges shall provide for the application procedures and collection of the applicable membership fee.

(E) A duly elected applicant may become a Fifth Degree member and eligible to participate in all the benefits of the degree by use of the Official Fifth Degree Obligation Ceremony when authorized by the State Grange at its annual meeting and with special permission granted by the State Master.

4.6.9 Pomona Grange Affiliate Membership - A Fifth Degree member may not be a member of more than one Pomona Grange at the same time except that a member of a Pomona Grange may be elected to membership in one additional Pomona Grange as an Affiliate Member. A proposal for affiliate membership and election thereto shall be the same as provided in Section 4.6.6 above. Such Affiliate members shall pay the applicable membership dues to, and be entitled to hold office and vote in, the additional Pomona Grange provided that Affiliate members shall be clearly designated as such in reports to secretaries of State Granges and further provided that such Affiliate Members shall not hold the same office in two Pomona Granges. Pomona Grange Affiliate Members are eligible to hold office in State Granges and participate in contests sponsored by the National Grange, neither of these two benefits of the Order may be exercised by such Affiliate Members in more than one Pomona Grange, State Grange at the same time.

4.6.10 State Granges - State Granges are delegate bodies and shall be composed of two classes of members who are Fourth Degree members in good standing, namely:

(A) Voting Members (Delegates) - Masters or alter-

nates and their spouses, of active Subordinate and Pomona Granges within the jurisdiction of a State Grange shall be delegates to the Annual Meeting of a State Grange with the right to vote unless otherwise provided for in the By-Laws of a State Grange.

(B) Non-Voting Members - All Fourth Degree members in good standing of active Subordinate Granges who have received the Sixth Degree and are within the jurisdiction of a State Grange shall be non-voting members of such State Grange.

4.6.11 National Grange - The National Grange is a delegate body and shall be composed of two classes of members who are Fourth Degree members in good standing and have received the Degree of Ceres, namely:

(A) Voting Members (Delegates) - The following shall be voting members of the National Grange: Masters or alternates of active State Granges shall be delegates to the National Grange with the right to vote.

Their spouses, shall be delegates to the National Grange with the right to vote, if the State Grange has fifteen or more active Subordinate Granges.

A second approved delegate to accompany the State Grange Master or alternate to the National Convention, if the State Grange has fifteen or more active Subordinate Granges.

(1) If an additional hotel room is required for the appointed delegate from a State Grange at the National Convention, said State Grange will be responsible for the extra room costs.

(B) Non-Voting Members (Honorary) - The following shall be non-voting members of the National Grange:

(1) Past Masters of State Granges and their spouses, who have served as delegates to the National Grange.

(2) Officers of the National Grange and their spouses, who are not Delegate Members.

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(3) The spouse of a State Master with six to fourteen active Subordinates Granges.

Non-voting members, except those in category (B)(1) above, may serve on committees; and all non-voting members may, without objection, speak to questions on the floor at meetings of the National Grange.

4.6.12 Assembly of Demeter - The Assembly of Demeter is composed of all members of the Order who have received the Seventh Degree and who are Fourth Degree members in good standing.

4.6.13 Associate Members - A person or business with an interest in the advancement of agriculture and improvement of rural life may become an Associate Member. The qualifications and procedures for attaining Associate Membership shall be provided for in the By-Laws of the State Granges having jurisdiction.

Such Associate Members shall pay dues as prescribed in 4.8.2 (E), and be entitled to receive State Grange information publications and participate in State Grange services as provided for by the State Grange having jurisdiction; provided, however, that Associate Members shall not be entitled to attend regular Grange meetings, vote on matters of Grange policy or participate in National Grange sponsored contests that are designed for Grange Members only.

4.6.14 Supportive Members: Membership in the National Grange and in a State Grange as a Supportive Member may be attained by individuals who may have an interest in the advancement of agriculture and improvement of the rural life. Membership is gained and may continue during the existence of a contractual agreement between the National Grange and a business entity which is providing a product or a service to that Supportive Member. Membership may be terminated at the pleasure of the National Grange. The Supportive Member is deemed to be a Supportive Member of the State Grange in which the Supportive Member resides or does business as shown on the product/service relationship documents.

A Supportive Member will receive benefits deter-

mined by the National Grange and the Member's State Grange. A Supportive Member shall not be entitled to attend regular Grange meetings, vote on matters of Grange policy or participate in National Grange sponsored contests that are designed for Grange Members only.

4.6.15 E-Membership. Membership in the National Grange and in a State Grange as an E-Member may be attained by individuals who may have an interest in the advancement of agriculture, improvement of rural life, and policies and principles of the organization. Membership is gained by completing the approved on-line form and paying the annual dues for this class of membership.

(A) E-Members will receive all information and benefits via electronic means. The National Grange shall provide electronic publications and benefits. The E-Member shall not be entitled to vote on matters of Grange policy or participate in National Grange sponsored contests that are designed for regular Grange members only.

(B) E-Membership may be terminated by the Executive Committee of the National Grange for improper conduct as a Grange member, illegal action, or conflict of interest.

4.6.16 Suspension or Termination of Membership in a Subordinate or Pomona Grange - Membership in a Subordinate Grange of the Order may be suspended or terminated as a result of any of the following occurrences:

(A) Demit: A demit is a certificate issued by the Secretary of a Grange and countersigned by the Master of said Grange which disassociates a member from a Grange, leaving such person still a member of the Order, eligible to affiliate with another Grange under the Subordinate or Pomona Code rules providing for the admittance of demitted members. The Subordinate Code shall provide for demit procedure.

(B) Non-Payment of dues for one quarter. The Subordinate or Pomona Code shall provide for suspension procedure.

(C) A member's written request to be dropped

from the membership rolls.

(D) A guilty finding of a State or National Grange Trial Court for a violation of the Manuals of the degrees of the Order or the By-Laws and Laws of the National Grange, and the By-Laws and Laws of the other Granges of the divisions of the Order, which is not reversed on appeal, or

(E) Conviction of a felony under Federal or State Laws, which is not reversed on appeal.

(1) In any case where a member of a Subordinate Grange of the Order is convicted of a felony under federal or state laws, which is not reversed on appeal, the Master of the said Subordinate Grange shall, upon receiving such knowledge, appoint a committee to investigate the matter. If the Committee recommends termination of membership, the said Subordinate Grange may ratify the recommendation at a regular meeting where there is a quorum providing:

(A) A notice has been sent to the membership thirty (30) days prior to the meeting stating that consideration of the termination of membership will be voted upon at that meeting, and

(B) Two-thirds of the members present and voting agree to the termination of membership.

(2) If the Subordinate Grange ratifies termination of membership the following procedures shall be followed by the Master of said Grange:

(A) Notification to the member of this action of termination,

(B) Notification to the Secretary of the said Subordinate Grange who shall remove the terminated member's name from the membership roll, and

(C) Notification to all applicable Granges of the division of the Order of the termination of the member.

4.6.17 Non-Discrimination - The various Granges of the divisions for the Order shall not discriminate with regard to race, color, religion, gender, sexual orientation or national origin.

Article VII

VOTING

4.7.1 Voting Rights of Grange Members or Delegates - Each member or Delegate shall have one vote on each question or matter. All questions and business at every meeting of a Grange, Executive Committee or Special or Standing Committee at which a quorum is present, shall be determined by a majority vote of members or Delegates present and voting at such meeting unless a different vote on any specific matter is required by state or federal law; or the Constitution of the Order and the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange or By-Laws and Grange Laws of various Granges of the divisions of the Order.

4.7.2 Proxy Voting shall never be in order by any of the Granges in the various divisions of the Order.

4.7.3 Voting Rights of Master - In Junior, Subordinate or Pomona Granges the Master may vote as other members when a vote is taken by ballot or when there is a request for a yea and nay roll call vote.

The Master of a State Grange has no vote except in case of a tie vote, unless said Master is also a voting delegate to the State Grange

The Master of the National Grange has no vote, except in the case of a tie vote, unless said Master is also a voting delegate of a State Grange.

4.7.4 Voting Rights of Members of the Assembly of Demeter - Only those members of the Assembly of Demeter who are officers of the Assembly, Past Masters of State Granges and their spouses, and the voting members of the National Grange who have received the Degree of Ceres are entitled to vote.

4.7.5 Voting in Elections - In all elections the voting must be done by ballot, and a majority of all the ballots cast shall decide the election.

Article VIII

FUNDS

4.8.1 Application Fees for Memberships - The various Granges of the divisions of the Order may assess application fees in addition to the minimum fees from time to time as necessary to fund their activities. The application fees provided for below must be paid in full before the conferral of the various degrees of the Order:

(A) Junior Granges - The minimum application fee for active and honorary membership in a Junior Grange shall be one dollar (\$1.00).

(B) Subordinate Granges – The minimum application fee for membership in a Subordinate Grange shall be three dollars (\$3.00) for an individual and six dollars (\$6.00) for a family, except that a State Grange may reduce the fee for Junior Grange members who are graduating into a Subordinate Grange, which shall be paid to the said Subordinate Grange. A State Grange shall waive the application fee for E-Members joining a Subordinate Grange.

(C) Pomona Granges - The minimum application fee for membership in a Pomona Grange shall be one dollar (\$1.00) which shall be paid as provided for in the By-Laws of the State Grange having jurisdiction.

(D) State Granges - The minimum application fee for membership in a State Grange shall be five dollars (\$5.00) of which two dollars and fifty cents (\$2.50) shall be paid to the National Grange and two dollars and fifty cents (\$2.50) shall be paid to the said State Grange. At the option of a State Grange, additional application fees may be assessed, which additional fees shall be paid to the said State Grange. The minimum application fee for Associate Membership in the Subordinate Grange shall be five dollars (\$5.00), except that no additional application fee shall be assessed for an Associate Member becoming an Initiated Member.

(E) National Grange - The application fee for membership in the National Grange shall be twenty dollars

(\$20.00) which shall be paid to the National Grange.

4.8.2 Membership Dues - The various Granges of the divisions of the Order may assess membership dues in addition to the minimum dues from time to time as necessary to fund their activities. Minimum membership dues for each of the Granges of the divisions of the Order are as follows:

(A) Junior Granges - The minimum annual dues for active and honorary members of Junior Granges shall be one dollar (\$1.00), payable in advance, provided however, that the State Grange which has jurisdiction over such Junior Grange may increase dues for members as may be necessary for the good of the Order, and may establish an optional one-time only dues payment of \$9.00 for active members of the Junior Grange, payable upon acceptance for membership by the local Junior Grange.

(B) Subordinate Granges - The minimum annual dues for members of a Subordinate Grange shall be eight dollars (\$8.00) for individuals and sixteen dollars (\$16.00) for a family, payable in advance. The State Grange which has jurisdiction over such Subordinate Grange, may establish the total dues payable by Subordinate Granges to State Granges.

(C) Pomona Granges - The minimum annual dues for members of a Pomona Grange shall be established by the State Grange which has jurisdiction over such Pomona Grange. A State Grange may provide that dues of members of Pomona Granges be collected by the Subordinate Grange in which a Pomona Grange member is also a member.

(D) State Granges - A State Grange may establish that part of the annual dues paid by members of Junior, Subordinate and Pomona Granges which shall be paid as dues to the said State Grange.

(E) Associate Members - The State Grange having jurisdiction may establish the amount of Associate Member annual dues and the allocation of such dues to the affected Subordinate, Pomona, or State Grange; provided, however, that such annual dues shall be no less than \$10.00 nor more than

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\$50.00, of which \$10.00 shall be paid to the National Grange. The State Grange having jurisdiction over Associate Members shall report the number of such members and forward their annual dues to the Secretary of the National Grange. A dues notice shall be forwarded to all Associate Members each year by the Secretary of the Grange (Subordinate, Pomona, or State), as provided for in the By-Laws of the State Grange having jurisdiction.

(F) E-Members – The annual dues for E-Membership will be twelve dollars (\$12.00).

(1) Dues will be divided as follows: \$4.50 to the National Grange, \$7.50 to the State Grange.

(2) National Grange will forward the dues collected on a quarterly basis to each respective State Grange. The National Grange portion of the E-membership dues collected shall be allocated to member services and/or revitalization and organization of Community Granges.

(3) All transfer of dues within the Grange shall be by electronic means unless both the sender and receiver agree to other alternatives.

(G) National Grange - Part of the membership dues paid by Subordinate Granges and Associate Members to State Granges shall be paid quarterly as dues to the National Grange. Dues payable to the National Grange shall be as follows:

(1) For each individual Subordinate Grange member \$2.50 quarterly (\$5.00 for each family membership), beginning January 1, 2008; and \$3.00 quarterly for each individual (\$6.00 quarterly for each family membership) beginning on January 1, 2010.

(2) For each Associate Grange member - \$2.50 quarterly.

It is not intended that National Grange dues be paid only if the State Grange is successful in collecting dues. National Grange dues shall be paid on the total actual membership reported by the State Grange for that quarter.

It is specifically provided that any changes to the

membership dues payable to the National Grange adopted by amendment to these By-Laws shall become effective on January 1, after the date of such adoption as per Section 4.17.1 of the Digest.

No State Grange whose dues are unpaid for more than one quarter shall be entitled to representation in the National Grange.

4.8.3 Disbursement Procedure –

(A) The funds of all Junior, Subordinate, and Pomona Granges, shall be disbursed by the named officers of said Granges as follows:

(1) Secretary to prepare an order to the Treasurer, and

(2) Said order must be signed by the Master and the Secretary.

(B) A State Grange and the National Grange may provide in their By-Laws for the disbursement procedures for their funds.

Article IX

MEETINGS

4.9.1 Junior Granges – Shall meet at least once each month if sponsored by a Subordinate Grange; once each quarter if sponsored by a Pomona Grange; once each year if sponsored by a State Grange. Such Granges may vote to hold additional meetings. An Individual Junior member of a Subordinate/ Community Grange shall meet at least once each month with their Junior Leader.

Seven members is the least number with which a Junior Grange may be opened in due form, and shall constitute a quorum unless a greater number is provided in the By-Laws of the State Grange. In cases where a quorum is not present, the Master may adjourn the meeting from time to time until a quorum is present.

4.9.2 Subordinate Granges - Shall meet at least once each month, however, such Granges may vote to hold additional meetings.

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Seven members is the least number with which a Subordinate Grange may be opened in due form, and shall constitute a quorum unless a greater number is provided in the By-Laws of the State Grange having jurisdiction. In cases where a quorum is not present, the Master may adjourn the meeting from time to time until a quorum is present.

4.9.3 Pomona Granges - Shall meet at least once in each calendar quarter, however, such Granges may vote to hold additional meetings as may be deemed necessary for the good of the Order. Seven members is the least number with which a Pomona Grange may be opened in due form, and shall constitute a quorum unless a greater number is provided for in the By-Laws of the State Grange having jurisdiction. In cases where a quorum is not present, the Master may adjourn the meeting from time to time until a quorum is present.

4.9.4 State Granges - Shall meet annually at such time and place as each State Grange shall determine and may hold special meetings for conferring the Sixth Degree or for other purposes under such conditions as shall be prescribed by the State Grange.

Notice of time and place of regular annual meetings shall be mailed to the Secretary of each Subordinate and Pomona Grange in the jurisdiction of said State Grange at the last recorded address of such Secretaries at least thirty days in advance of each meeting.

The By-Laws of each State Grange shall provide for the number of Subordinate and Pomona Granges necessary for a quorum to conduct business, provided, however, that a State Grange may determine that a delegate to such annual meeting may represent more than one Subordinate or Pomona Grange and such Granges will be included in the determination of a quorum. If there be less than this number, the Master of the State Grange may adjourn the meeting from time to time until a quorum is present. Such adjourned meeting shall not be considered a special meeting unless otherwise provided for in the By-Laws or Laws of State Granges. Unless the By-Laws specifically provide otherwise, the Master and the Executive Committee of a State Grange shall have au-

thority to determine the method of advising the Subordinate and Pomona Granges of the date and place of the adjourned meeting.

4.9.5 National Grange – The National Grange Executive Committee shall set the date and location of the annual meeting, said meeting to be in the month of November and to commence on or before the 15th of the month.

Notice of time and place of regular annual meetings shall be mailed to each voting member at the last recorded address of such voting member at least ninety (90) days in advance of each meeting.

Special meetings of the National Grange shall be called by the Master and Executive Committee of the National Grange or the written request of the majority of Masters of State Granges.

Notices of any special meeting shall be mailed to each voting member at the last recorded address of such member at least 30 days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

A majority of the State Granges entitled to representation in the National Grange, shall constitute a quorum for the transaction of business. In case there be less than this number, the Master of the National Grange may adjourn the meeting from time to time until a quorum is present.

4.9.6 Executive Committee of the National Grange - The Executive Committee shall hold one regular meeting each year, immediately before and during the annual meeting of the National Grange, at the place selected for holding such meeting, at which meeting the Secretary and Treasurer shall make their current reports, books and accounts available for examination by the Executive Committee. It may also hold other meetings, when in the opinion of the Master or of any three members of the Executive Committee, such meetings may be necessary for the good of the Order.

4.9.7 Quorum At Executive Committee Meetings - A quorum of an executive committee of the vari-

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ous Granges of the divisions of the Order at any meeting is a majority of all its members.

4.9.8 Expenses of Members of the Order Attending Annual Meetings of the National Grange - It shall be the policy of the National Grange to reimburse Delegates, National Grange Officers and certain other members of the Order for a portion of their expenses incurred in attending the annual meetings of the National Grange. The Delegates to each annual meeting shall adopt a resolution as to which expenses will qualify for reimbursement to members who attend the next annual meeting. Further, at each annual meeting, the Executive Committee of the National Grange shall designate those members of the National Grange other than Delegates and Officers attending that meeting to whom such reimbursement shall be paid.

Article X

OFFICERS

4.10.1 Designation of Officers -

(A) All Granges - The officers of Junior, Subordinate, Pomona, State Granges and National Grange, shall consist of and rank as follows: Master, Overseer, Lecturer, Steward, Assistant Steward, Lady Assistant Steward, Chaplain, Treasurer, Secretary, Gatekeeper, Ceres, Pomona, Flora, and Executive Committee Members.

The following alternative titles may be used: President for Master, Vice-President for Overseer, Program Director for Lecturer, Greeter for Gatekeeper, and Board of Directors for Executive Committee. It is understood that these titles are interchangeable within the printed materials of the Grange.

(B) Assembly of Demeter - The officers of the Assembly of Demeter shall consist of and rank as follows: High Priest, Priest Archon, Priest Annalist, Priest Archivist, Priest Treasurer, Priest Hierophant, Priest Interpreter, Priest Orator, Priest First Mystagogue, Priest Second Mystagogue, Priest Conductor, Priest Messenger, Priest Herald, Priest

Guardian, Priestess Ceres, Priestess Flora and Priestess Pomona.

(C) Executive Committee - All Granges of the Order, except the Assembly of Demeter, shall elect an Executive Committee as follows:

(1) Junior, Subordinate, Pomona Granges and State Granges - There shall be an Executive Committee consisting of the Master and three or more elected members in each, Junior, Subordinate, Pomona and State Grange to be elected in accordance with the By-Laws of the State Grange having jurisdiction. Provisions may also be made for other officers to become ex officio members of an Executive Committee, whose right to vote in the Committee shall be as provided in the By-Laws of said Grange. Elected officers of Junior, Subordinate, Pomona and State Granges may also be elected to the Executive Committees of said Granges.

(2) National Grange The Executive Committee of the National Grange shall consist of the following members: The Master and Overseer of the National Grange, and the four elected members whose terms of office shall be two years, two to be elected each year at the Annual Session of the National Grange.

4.10.2 Election of Officers, Except Members of Executive Committees -

(A) Qualifications of Officers - Each officer of the various Granges of the divisions of the Order must be a member in good standing in a Subordinate Grange, or must hold an unexpired demit there from. Any Fourth Degree member may be elected to office in a Grange of a higher degree but shall not be installed until such member shall have received the higher degree. Affiliate members in a Subordinate and Pomona Grange may hold office in any Grange in which they hold membership; provided, however, an Affiliate Member shall not hold the same office in two Subordinate or two Pomona Granges.

(B) Junior Granges - In Junior Granges, officers shall be elected and installed annually in the same manner as in Subordinate Granges. The sponsoring

Grange shall select a Junior Leader to supervise the work of the Junior Grange. A sponsoring Grange may select a Junior Leader from some Grange other than the sponsoring Grange if in its judgment it is in the best interest of the Junior Grange to do so.

(C) Subordinate and Pomona Granges - In Subordinate and Pomona Granges, officers shall be elected annually on such date as will permit them to be installed prior to the annual meeting of the State Grange, provided that State Granges shall have the authority to provide for biennial election of officers in Subordinate and Pomona Granges in their jurisdiction.

(D) State Granges - In State Granges officers shall be elected and installed biennially at the annual meeting.

(E) National Grange - in the National Grange, officers shall be elected and installed biennially at the annual meeting. No officer shall hold two elected offices concurrently.

(F) Assembly of Demeter - The High Priest, Priest Archon, and Priest Annalist shall be elected by the Assembly of Demeter, and Ceres, Pomona and Flora shall be elected by the National Grange biennially, coinciding with the election of officers in the National Grange; and the remaining officers appointed by the High Priest.

(G) Voting In Elections - In all elections of officers, the voting must be done by ballot, and a majority of all ballots cast shall decide the election.

(H) Continuation in Office - Each elected officer shall continue in office until a successor is elected and installed unless such officer is elected to another office.

4.10.3 Recognition of Officers - The officers of all the respective Granges shall be addressed as "WORTHY".

4.10.4 Authority of Masters - All officers of all the various Granges are answerable to the Master of their respective Granges.

The Master and Junior Leader of a Junior Grange are answerable to the Master of the sponsoring Grange.

The Masters of Subordinate and Pomona Granges are answerable to the Master of the State Grange having jurisdiction over said Subordinate and Pomona Granges.

The Masters of State Granges are answerable to the Master of the National Grange.

The right to make Rulings, as to Grange Laws and Usage, is vested solely in the Masters of the various Granges of the divisions of the Order.

4.10.5 Duties of Officers - It is the duty of the Officers of the various Granges of the divisions of the Order to ensure that the Constitution of the Order; Articles of Incorporation, By-Laws and Laws of the National Grange; and the By-Laws and Laws and Usage within any Grange in which they are members, are observed and obeyed, and generally to perform all duties pertaining to their elected office.

(A) All Granges - The duties of the officers of the National Grange, shall be as provided in these By-Laws and Grange Laws of the Order and the duties of all officers of the various Granges of the divisions of the Order shall be as provided in these By-Laws, Grange Laws of the Order and the By-Laws of the various Granges of the divisions of the Order in which they are members.

(B) National Grange -

Master: It shall be the duty of the Master to preside at meetings of the National Grange; to see that all officers and members of the committees properly perform their respective duties; and generally to perform all duties pertaining to such office.

The Master shall report at each annual meeting the current state of affairs of the National Grange including policy and operation matters, and all rulings made as to Law and Usage.

Overseer: It shall be the duty of the Overseer to

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fill the Master's position in the absence of the Master. When the Master's office becomes vacant, the Overseer shall become Master upon being duly installed by any Past Master or by any member of the Executive Committee, to hold office until the next regular meeting of the National Grange.

Treasurer: It shall be the duty of the Treasurer of the National Grange to receive all funds collected by the Secretary of the National Grange for the account of the National Grange, giving a receipt therefore and transfer such funds to such accounts of the National Grange as may be ordered from time to time by the Master of the National Grange; to keep a correct account of all such receipts and transfers; to pay all drafts drawn on the Treasurer that have been signed by the Master of the National Grange.

The Treasurer shall report monthly to the Master of the National Grange as to all funds received from the Secretary and transferred to the National Grange.

The Treasurer shall report to the National Grange at its annual meeting as to all funds received by the Treasurer and transferred to the National Grange for each fiscal year.

Notwithstanding any other provision in the Digest, the duties of the Treasurer may be performed by a person or persons, other than the National Master, appointed by the Executive Committee.

Secretary: It shall be the duty of the Secretary to keep a record of all proceedings of the National Grange; to conduct the correspondence of the National Grange pertaining to this office; including issuing Golden Sheaf Certificates, the Membership Recognition Seals and 6th Degree Certificates; and to perform such other duties relating to the office as may be required by the Master and the Executive Committee.

The Secretary shall report all funds received and transferred to the National Grange at its Annual Meeting.

4.10.6 Duties of Executive Committees -

(A) All Granges - The duties of the members of the Executive Committee of the National Grange shall

be as provided in these By-Laws and Laws of the National Grange. The duties of the members of the Executive Committees of the other Granges of the divisions of the Order shall be as provided for in these By-Laws and Laws of the National Grange, and the By-Laws and Laws of the various Granges of the divisions of the Order in which they are members.

It shall be the responsibility of the Executive Committees to act for each Grange between meetings of said Granges. Actions by an Executive Committee must have the approval of the Master of each Grange, provided, however, disapproval by a Master may be overridden by a vote of two-thirds of the members of an Executive Committee.

(B) National Grange - It shall be the duty of the Executive Committee of the National Grange to exercise general supervision of the affairs of the Order during the recess of the National Grange which shall include those acts pertaining to the execution of the laws, rules, regulations, and policy established by the delegates of the National Grange. It shall have the authority to act on matters of interest to the Order when the National Grange is not in meeting but any such action taken shall be in accord with the established laws, rules, regulations, and policy established by the delegates of the National Grange, unless a policy does not exist.

The Executive Committee shall present a recommended budget to the Audit and Budget Committee, which will recommend a budget to the Delegate body for action. The Executive Committee will then have oversight of the disbursement of the funds of the National Grange in accordance with the budget guidelines adopted by the Delegates at the previous annual meeting and shall have authority to allocate funds necessary to maintain a viable program within the income of the National Grange.

The Executive Committee shall report its acts in detail to the National Grange on the first day of its annual meeting or as soon thereafter as practicable.

4.10.7 Suspension of Officers -

(A) Suspension Criteria - The Master and officers

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of a Grange may be suspended for any of the following reasons:

- (1) Failure or refusal to perform the duties of office.
- (2) Failure or refusal to obey the By-Laws or Laws of any Grange of the divisions of the Order having jurisdiction over said Master or officer.

(B) Suspension Procedure -

(1) Officers, except Masters, of the various Granges of the divisions of the Order may be suspended by the Master and Executive Committee of their membership Grange, Masters of Subordinate and Pomona Granges by the Master of the State Grange having jurisdiction; the Master of a State Grange by the Master of the National Grange, and the Master of the National Grange by the Assembly of Demeter.

(2) A complaint identifying the reason(s) for suspension shall be filed in accordance with the Rules and Regulations For Trials and the suspended Master or officer shall be tried pursuant thereto.

(3) If the Master of a Grange is suspended, the office does not become vacant to be filled by an election, for in such case the Overseer, by virtue of the office acts as master.

(4) If a State Grange or National Grange trial court sustains the allegations for suspensions, and is not reversed on appeal, then the suspended officer or Master shall be removed from office.

(5) If the suspension is sustained and a Master or officer of Grange is removed from office, such vacancy shall be filled as provided for below in Section 10.8 of these By-Laws.

4.10.8 Vacancies in Office - Any vacancies that may occur in the offices of a Grange by reason of death, resignation, termination of membership, removal from office or otherwise, may be filled by election at the next regular meeting of the various Granges of the divisions of the Order except that Junior and

Subordinate Granges shall fill such vacancies by election not later than the second regular meeting following the event of the vacancy.

(A) In case of a vacancy in the office of Master of any Grange, the Overseer of the said Grange shall act as Master until the vacancy is filled.

(B) In the Junior or Subordinate Granges, such acting Master is not installed and is not entitled to be called a Past Master.

(C) When the office of Master becomes vacant in a Pomona Grange, State Grange or National Grange, the Overseer (Acting Master) shall become Master upon being duly installed. When the Overseer is thus installed as Master, the Office of Overseer becomes vacant. An Overseer thus installed is entitled to be called a Past Master.

(D) In case of vacancy of both the offices of Master and Overseer of Pomona, State Grange or National Grange, the Executive Committee of such Grange shall, by appointment, fill the vacancy in the office of Master until the next regular meeting of that Grange.

(E) In like manner, the Executive Committee of each Pomona, State Grange or National Grange shall fill vacancies in any other office in the Grange in cases where the Committee determines that the office should be filled before the next regular meeting of that Grange.

4.10.9 Bonding - The Secretary and Treasurer of each Subordinate, Pomona, State and National Grange shall furnish, at the expense of their respective Granges, a fidelity bond or other approved surety (insurance or employee dishonesty coverage), in such amount as the Executive Committee of their respective Granges shall determine. At the direction of the Executive Committees of the various Granges of the divisions of the Order, any other officer or employee of the said Granges shall furnish, at the expense of said Grange, a fidelity bond or other approved surety, in such an amount as the Executive Committee shall determine.

Notwithstanding, the bonding requirement set forth, the Executive Committee of a State Grange

may permit any Pomona, Subordinate, or Junior Grange to become self-insured. Each State Grange shall be authorized to create its own criteria before permitting self-insured status.

4.10.10 Indemnification - Section 1. Indemnification of Officers and Directors:

(A) The National Grange shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the National Grange) by reason of the fact that such person is or was a Director, an Elected Officer, or an Appointed Officer of the National Grange or is or was serving at the request of the National Grange as a Director or officer of another association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the National Grange and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the National Grange, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(B) The National Grange shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action or suit in its favor by reason of the fact that such person is or was a Director, an Elected Officer, or Appointed Officer of the National Grange, or was serving at the request of the National Grange as a Di-

rector or Officer of another association, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the National Grange; except that no indemnification shall be made in respect of any claim, issue, or matter as to which such a person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the National Grange unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(C) To the extent that a person has been substantially successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections A or B of this section 1 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(D) Indemnification under subsection A or B or C of this Section 1 (unless ordered by a court), shall be made by the National Grange only after a determination that indemnification of the person has met the applicable standard set forth in subsections A or B or C of this Section 1. Such determination shall be made (1) by the Executive Committee by a majority vote of a quorum consisting of members of the Executive Committee who are not parties to such action, suit, or proceeding; or (2) if such a quorum is not obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by majority vote the Delegates to the National Grange convention.

(E) The indemnification provided by these Bylaws shall continue as to a person who has ceased to be a Director or Elected or Appointed or other speci-

fied person or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. Indemnification of Fiduciaries:

To assure indemnification under this Article X, 4.10.10, of all persons who are or were “fiduciaries” of an employee benefit plan governed by the Act of Congress entitled “Employee Retirement Income Security Act of 1974” as amended from time to time, “other enterprise” as used in this Article X, 4.10.10, shall be deemed to include an employee benefit plan; the National Grange shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his or her duties to the National Grange also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a person with respect to an employee benefit plan pursuant to said Act of Congress shall be deemed “fines,” and action taken or omitted by a person with respect to an employee benefit plan in the performance of such person’s duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the National Grange.

Article XI

SALE, ENCUMBRANCE OR TRANSFER OF REAL PROPERTY OF SUBORDINATE OR POMONA GRANGES.

4.11.1 Sale of Real Property by Subordinate or Pomona Granges – No Subordinate or Pomona Grange may sell any real property owned by said Subordinate or Pomona Grange except upon the following conditions, completed in the following order:

(A) A written notice shall be sent to the Master and Executive Committee of the State Grange having jurisdiction advising of the intent to invoke the proce-

dures included in Article XI of these By-Laws to sell real property. Such notice shall contain a summary of the reasons for the proposed sale, a copy of the deed and corporate documents if applicable. The State Grange Master will send acknowledgement of receipt of the notice to the Subordinate or Pomona Grange.

(B) Upon receiving acknowledgement of receipt from the State Grange Master, a meeting will be held by said Subordinate or Pomona Grange to set date, time and location for a meeting to consider the sale of the real property. Notice will be sent in writing to all members in good standing of said Grange at their last known address, with a copy to the State Master, not less than 15 days before and not more than 90 days before the date of the meeting.

(C) On the date and time of said meeting, a vote will be taken on the motion to sell the real property. The vote must be adopted by 2/3 majority of the members in good standing of the Subordinate or Pomona Grange who are present and voting.

(D) A copy of the minutes of the above meeting shall be sent to the State Master. If the vote is in the affirmative, then a copy of an appraisal of the value of the property and the name and address of any/all licensed real estate agent(s), escrow company(ies), or lawyer(s) who will handle the sale of said real property, if such a representative is retained, shall be sent to the State Master. A decision of the Subordinate or Pomona Grange to sell the property does not take effect unless approved by written consent of the Master and Executive Committee of the State Grange having jurisdiction over the said Subordinate or Pomona Grange. Such consent shall not precede the vote of the membership as provided for in Section C above.

(E) When an offer to purchase is received, the membership will vote to accept or reject the offer.

(F) If the membership approves the purchase offer, a copy of the terms will be sent to the State Master for State Executive Committee approval before a contract is signed.

(G) When a sale of real property is concluded, the selling Subordinate or Pomona Grange shall ac-

count for the net proceeds of the sale received at the time of settlement and shall remit all but the sum of \$1000 of such net proceeds to the State Grange having jurisdiction to be held in trust for the said Subordinate or Pomona Grange. The selling Subordinate or Pomona Grange shall assign all right, title, and interest to the net proceeds of the sale to be paid after the date of settlement to the said State Grange having jurisdiction; and the existence of such assignment shall be reflected in any note or other evidence of indebtedness executed by the purchaser and in any mortgage or deed of trust securing the payment of such indebtedness. Pursuant to the required assignment, the note or other evidence of indebtedness shall require the purchaser to make all payments in satisfaction of the indebtedness directly to the said State Grange having jurisdiction.

(H) The State Grange Executive Committee shall require, as a written condition of the sale or transfer of the real property, that any signage on the building or property that would otherwise normally convey with the sale or transfer and that displays any registered trademark held by the National Grange, shall be completely removed from the building in a timely manner, and such signage shall be returned to the Subordinate, Pomona or State Grange, if applicable.

(I) The State Grange shall hold the net proceeds of the sale as provided for in Section (G) above for the selling Subordinate or Pomona Grange for the following purposes:

- (1)** Financing the purchase of real property for use as a Grange Hall;
- (2)** Financing the purchase of real property on which to construct a Grange Hall;
- (3)** Financing the construction of a Grange Hall; or
- (4)** For use in accordance with the general purposes of the Order.

Use of the funds held in Trust must be approved by the Executive Committee of the State Grange having jurisdiction over the selling Subordinate or Pomona Grange. All earned income derived from such Trust shall be the property of the selling Subordinate or Pomona Grange, provided, however, that the said State Grange in its sole discretion may

be paid up to ten percent (10%) of such earned income as a trustee's fee for administering the Trust. In the event that the selling Subordinate or Pomona Grange surrenders its charter or otherwise becomes inactive, the provisions of Section 4.12.1 of these By-Laws shall be applicable.

4.11.2 Encumbrance of Real Property, Personal Property, or Corporate Entity- by Subordinate or Pomona Granges- No Subordinate or Pomona Grange may encumber any real property owned by said Subordinate or Pomona Granges except upon the following conditions:

(A) A written notice shall be sent to the Executive Committee of the State Grange having jurisdiction advising of the intent to invoke the procedure included in Article XI of these By-Laws to encumber real property, personal property, or corporate entity. Such notice shall contain a summary of the reasons for the proposed encumbrance and including, if available, an appraisal of the value and a report as to the current use and condition of the said property.

(B) Any resolution adopted by a Subordinate or Pomona Grange for the encumbrance of real property, personal property, or corporate entity is inoperative unless consented to by the Master and Executive Committee of the State Grange having jurisdiction over the said Subordinate or Pomona Grange. Such consent shall be given only if the proceeds from such encumbrance are to be used for the benefit of present and future members of the said Subordinate and Pomona Granges as a fraternal group for Grange purposes. Such uses may include the repair, expansion or improvements of an existing Grange Hall or other Grange real property and the acquisition of fixtures, furniture, equipment or other furnishings for such Grange real property or for use in accordance with the general purposes of the Order.

(C) If the Master and Executive Committee of the State Grange consent to the encumbrance, then in that event the procedures for notice, resolution, meeting and vote contained in Sections 4.11.1 (B) through (F) of these By-Laws shall be applicable

except that such procedures shall be applicable to an encumbrance of real property, personal property, or corporate entity rather than sale of real property.

4.11.3 Transfer of Real Property by Subordinate or Pomona Granges - No Subordinate or Pomona Grange may transfer title to any real property owned by said Subordinate or Pomona Granges, other than by sale provided for in Section 4.11.1 of these By-Laws (except Subordinate Granges which consolidate pursuant to Article IV of these By-Laws) except upon the following conditions:

(A) A written notice shall be sent to the Master and Executive Committee of the State Grange having jurisdiction advising of the intent to invoke the procedure included in Article XI of these By-Laws to transfer real property. Such notice shall contain a summary of the reasons for the proposed transfer and including, if available, an appraisal of the value and a report as to the current use and condition of the said real estate.

(B) Any resolution adopted by a Subordinate or Pomona Grange for the transfer of real property is invalid unless approved by written consent of the Master and Executive Committee of the State Grange having jurisdiction over the said Subordinate or Pomona Grange.

Such consent shall be granted only if the transfer is in furtherance of the general purposes of the Order. Such purposes could include, but not be limited to, the exchange of real property for other real property more suitable for the location of a Grange Hall or other Grange activities.

(C) If the Master and Executive Committee of the State Grange consent to the transfer, then in that event the procedures for notice, resolution, meeting and vote contained in Sections 4.11.1 (B) through (F) of these By-Laws shall be applicable except that such procedures shall be applicable to transfer of real property rather than sale of real property.

4.11.4 Power of the National Grange When No State Grange Has Jurisdiction - It is specifically

provided that when the sale, encumbrance or transfer provisions included in Article XI of these By-Laws are invoked in States for which the records of the National Grange show there is no State Grange having jurisdiction over the selling, encumbering or transferring Subordinate or Pomona Granges, then in that event, the National Grange is delegated the powers of the State Grange contained in Sections 4.11.1, 4.11.2, and 4.11.3 of these By-Laws.

4.11.5 Sale, Encumbrance or Transfer of Real Property by a State Grange or the National Grange - When a State Grange or the National Grange shall sell, encumber, or in any way transfer title to real property owned by such Grange, the proceeds from such sale, encumbrance, or transfer shall be retained by such Grange for use in accordance with the general purposes of the Order.

Article XII

PROPERTY OF GRANGES WHICH SURRENDER THEIR CHARTER OR WHOSE CHARTER HAS BEEN REVOKED

4.12.1 Property of Subordinate and Pomona Granges - Whenever a Subordinate or Pomona Grange surrenders its Charter, in dissolution or abandonment or has its Charter revoked, such Grange shall be determined to be an Inactive Grange. The net assets of Inactive Granges shall be retained by the Order for use in accordance with the general purposes of the Order, subject to the following terms and conditions:

(A) All right, title and interest as to all real and personal property owned by an Inactive Grange shall become the property of the State Grange having jurisdiction over the said Inactive Grange. The said State Grange shall hold such property in a trust account for the benefit of the Inactive Grange in the event said Grange is reorganized pursuant to Grange Law. The Master and Executive Committee of such State Grange, may sell, invest, or otherwise dispose of any of the trust property in the account of any Inactive Grange, except the books, jewels, regalia and seal of the said Inactive

Grange, which shall be retained for use by the inactive Grange upon reorganization, or by any other Grange as needed for the good of the Order. Any income which shall accrue from the trust property held for the account of an Inactive Grange shall be paid to the State Grange having jurisdiction in lieu of a fee for acting as trustee.

(B) If an Inactive Grange is reorganized within a period of seven years after it was determined to be inactive pursuant to Section 4.12.1 of these By Laws or such additional period of time as the State Grange may determine, then all trust property held for the account of the Inactive Grange shall revert to the reorganized Grange for the purposes listed in Article XI Sec. 4.11.1 (G) and the trust shall terminate. However, if the Inactive Grange is not reorganized within such period of time the trust shall terminate and all former trust property held for the account of said Inactive Grange shall become the property of the State Grange with both legal title and all beneficial interest therein accruing to the State Grange. The former trust property so accruing to the State Grange shall be used in accordance with the general purposes of the Order.

(C) It is specifically provided that when the surrender or revocation provisions included in Section 4.12.1 of these By-Laws are invoked in States in which the records of the National Grange show there is no State Grange having jurisdiction over the surrendering or revoked Granges then, in that event, the National Grange is delegated the powers of the State Grange in Section 4.12.1 of these By-Laws.

4.12.2 Property of State Granges - Whenever a State Grange surrenders its Charter or otherwise becomes Inactive, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order, subject to the following terms and conditions:

(A) All right, title and interest as to all real and personal property owned by a State Grange which surrenders its Charter or otherwise becomes Inactive shall become the Property of the National Grange. The National Grange shall hold such property in

trust for the benefit of the Inactive State Grange until said State Grange is reorganized pursuant to Grange Law. The Master and Executive Committee of the National Grange may sell, invest or otherwise dispose of any of the trust property except the books, jewels, regalia and seal of the Inactive Grange, which property shall be retained for use by the Inactive Grange upon reorganization, or by any other Grange as needed for the good of the Order. Any income which shall accrue from the trust property shall be paid to the National Grange in lieu of a fee for acting as trustee.

(B) If the Inactive State Grange is reorganized within a period of seven years or such additional period of time as the Master of the National Grange may determine, then all trust property shall revert to the reorganized Grange, and the trust shall terminate. However, if the Inactive Grange is not reorganized within such period of time the trust shall terminate and all former trust property shall become the property of the National Grange with both legal title and all beneficial interests therein accruing to the National Grange. The former trust property so accruing to the National Grange shall be used in accordance with the general purposes of the Order.

Article XIII

REPORTS OF STATE GRANGES TO THE NATIONAL GRANGE

4.13.1 The Secretary of each State Grange shall forward a copy of the proceedings of each annual meeting of such Grange to the Master of the National Grange as soon as practicable after the adjournment of each annual meeting.

4.13.2 Further, the Secretary of each State Grange shall have the responsibility to assure that copies of currently existing Articles of Incorporation and By-Laws of the State Grange have been forwarded to the Master of the National Grange. In this regard any substantive amendments to either the Articles of Incorporation or By-Laws should be forwarded to the Master of the National Grange as soon as

practicable after adoption.

4.13.3 It shall be the responsibility of the National Grange to maintain a file at its National Headquarters of the Articles of Incorporation and By-Laws of all State Granges.

Article XIV

OFFICIAL COMMUNICATIONS OF THE NATIONAL GRANGE

4.14.1 A copy of all official communications sent to any Grange or Grange member within the jurisdiction of a State Grange by the Officers, Directors, or employees of the National Grange, shall be sent to the Master of the State Grange having jurisdiction.

Article XV

COMMITTEES - ALL GRANGES

4.15.1 Committees are of two kinds - Special and Standing. Special Committees are appointed for a particular purpose, and are considered discharged when that purpose is served. Standing Committees are appointed for the general good of the Order, and may continue in existence until the next regular installation of officers.

4.15.2 The Master of the various Granges of the divisions of the Order, with the advice of the Overseer of said Grange, shall appoint all such special and standing committees. The member first named on a committee shall be considered its chairman, who shall convene the committee and report the result of its deliberations. During the absence of the Chairman, the next named member shall perform the duties of the Chairman.

4.15.3 A quorum of special and standing committees of the various Granges of the divisions of the Order at any meeting is a majority of all its members. In case there be less than this number, the Chairman may adjourn the meeting from time to time until a quorum is present.

4.15.4 Such Special and Standing committees shall

exercise only the powers conferred on them by the said Master. If income is derived in the exercise of these powers, this income is the property of the Grange having jurisdiction, unless the said Grange provides otherwise. A Grange has the right either to authorize the expenditure of these funds by the committee in individual cases or to grant such authority on a continuing basis, but any expenditure so made shall be reported to the next meeting of the Grange, and the Grange has the right to revoke the authority so granted at any time with reference to any income the committee may accrue following such revocation.

Article XVI

FISCAL YEAR

4.16.1 The fiscal year of the National Grange shall be January 1 through December 31, beginning with the year 2002.

Article XVII

ADOPTION, AMENDMENT OR REPEAL OF BY-LAWS OF THE NATIONAL GRANGE AND GRANGE LAWS OF THE ORDER

4.17.1 By-Laws of the National Grange - By-Laws of the National Grange may be adopted, amended, or repealed in whole or in part by a two-thirds vote of the delegates present and voting at which a quorum is present, but may not become Grange Law until voted on and adopted by two-thirds voted of the delegates present and voting at which a quorum is present at the next annual session of the National Grange.

4.17.2 Grange Laws (Codes) of the Order - Grange Laws of the Order relating to Chapter V, Code of the Junior Grange; Chapter VI, Code of the Subordinate Grange; Chapter VII, Code of the Pomona Grange; Chapter VIII, Code of the State Grange; Chapter IX, Code of the National Grange; Chapter X, Code of All Granges; Chapter XI, Code of Ritual, Degrees and Regalia; Chapter XII, Code of Judicial Law; and Chapter XIII, Code of Par-

liamentary Law, may be adopted, amended, or repealed in whole or in part by a two-thirds majority vote of the delegates present and voting at which a quorum is present in any annual meeting of the National Grange. Any such resolutions for change must be read into the record and held over at least twenty-four (24) hours prior to the vote.

4.17.3 Unless otherwise provided by vote of the delegates voting, any adoption, amendment or repeal of By-Laws or Grange Law (Code) of the National Grange or of the Order shall be effective immediately upon adoption.

ARTICLE XVIII

OWNERSHIP, MAINTENANCE, PROTECTION, MANAGEMENT AND LEGALLY AUTHORIZED USES FOR THE REGISTERED TRADEMARKS, LOGOS, COPYRIGHTS AND OTHER INTELLECTUAL PROPERTY OF THE NATIONAL GRANGE

4.18.1 Ownership and Management of Registered and Non-Registered Grange Trademarks, Logos, Trade Names, Copyrights and Other Intellectual Property associated with the Order of Patrons of Husbandry.

(A) All registered and non-registered trademarks, logos, copyrights and other intellectual property related to, used by and associated with, the Order are the legal property of the National Grange, including the following incontestable trademark registrations: GRANGE (U.S. Registration No. 1,872,429), NATIONAL GRANGE (U.S. Registration No. 1,817,894), NATIONAL GRANGE OF THE ORDER OF PATRONS OF HUSBANDRY (U.S. Registration No. 1,816,827) and the Grange Logo (U.S. Registration No. 1,824,368) (the “Grange Intellectual Property”). All Grange Intellectual Property is held by the National Grange for the furtherance of the general purposes of the Order.

(B) For the purpose of this section the traditional names of the officers of Granges of the various Divisions of the Order as well as any other names, phrases or terms associated with any or all of the

various Divisions of the Order, including the Assembly of Demeter, that are found in the various National Grange copyrighted printed ritual instruction materials or that are found in any other works of the Order are the intellectual property of the National Grange and may only be used for the furtherance of the general purposes of the Order.

(C) All authority and responsibility for developing and publishing guidelines, rules, regulations or prohibitions related to Grange intellectual property, including decisions related to the management, defense, lease, sale, license, transfer or abandonment of such intellectual property shall be vested in the National Grange board of directors and shall be implemented by the National Master only; provided that no specific agreement to lease, sell, license, transfer or abandon any intellectual property related to, and associated with, the Order shall be made other than in writing.

4.18.2 License to use the Grange Intellectual Property.

(A) Chartered State Granges, Pomona Granges, Subordinate Granges, Junior Granges as well as the Assembly of Demeter may generally use Grange Intellectual Property for purposes that further the general purposes of the Order subject to specific usage guidelines, rules, regulations or prohibitions that may be adopted by the National Grange Board of Directors or the National Grange delegate body.

(B) Chartered State Granges, Pomona Granges, Subordinate Granges, Junior Granges as well as the Assembly of Demeter may use the traditional names of the officers of Granges of their Division of the Order as well as any other names, phrases or terms associated with the various ritual ceremonies of the Order of Patrons of Husbandry that are owned by the National Grange, only in accordance with the instructions found in the various National Grange copyrighted printed ritual instruction materials and only for purposes that further the general purposes of the Order.

(C) No chartered State Granges, Pomona Granges, Subordinate Granges, Junior Granges as well as the Assembly of Demeter or any officers thereof, may license, lease, sell, barter, or transfer legal

authority for the future use of Grange intellectual property to any third party, private individual or Grange member as part of any transaction, including the sale or lease of real Grange property and/or the sale, lease, or transfer of any commercial concession, without first receiving the written permission of the National Master and subject to the terms of a written agreement approved by the National Master. For the purpose of this section “third party” shall include without limitation any partnership, cooperative, corporation, social club, informal membership society, or business enterprise that may be wholly or partially owned or controlled by a chartered Grange of any Division of the Order but that nevertheless has an independent legal existence separate from that charter.

4.18.3 No license to use the Grange Intellectual Property by individual Grange members.

(A) Individual Grange members in good standing may not use, by virtue of their Grange membership, Grange intellectual property for any personal monetary gain or personal commercial purposes without first obtaining, in writing, a license to use such property from the National Grange.

(B) Nothing in this section shall prohibit individual Grange members from owning, wearing, displaying, collecting, utilizing or reselling individual pieces of personal property which depict marks or logos that are part of the Grange Intellectual Property, so long as these items were acquired through legitimate means, for their personal use and enjoyment.

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Chapter 5
CODE OF THE JUNIOR GRANGE

ORGANIZATION

5.1.1 The Master of a State Grange or a Grange member delegated by said Master may organize Junior Granges within the jurisdiction of each State Grange. State Granges may adopt regulations as to organizational procedures, provided such regulations conform to the Constitution of the Order, the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange.

5.1.2 Each Junior Grange shall be organized and meet under the authority of, as part of, and within the jurisdiction of its sponsoring Grange. The sponsoring Grange shall provide a suitable meeting place and the necessary equipment for a beginning Grange.

5.1.3 Children over five years and under fourteen years of age are eligible to join a Junior Grange. (See also 4.6.1(E))

5.1.4 A Junior Grange may be organized with not less than thirteen members, of whom there shall be not less than four of either sex; except that the State Grange Master may, under unusual circumstances, authorize the organization of a Junior Grange with not less than seven members of whom there shall not be less than two of either sex.

5.1.5 A Junior Grange shall take the same name as the sponsoring Subordinate, Pomona or State Grange and shall be numbered consecutively in each State. Should a Subordinate, Pomona or State Grange sponsor more than one Junior Grange, the Grange shall choose an appropriate name for the additional sponsored Junior Grange(s).

5.1.6 A Junior Grange may be reorganized by the Master of a State Grange, or by someone delegated by such Master, when less than thirteen of the current members desire to do so, by admitting those eligible to become members residing within the jurisdiction of the sponsoring Grange.

5.1.7 When a Junior Grange is reorganized, the organizing officer will forward to the Secretary of the State Grange a special Junior reorganization blank, completely filled out. If the Secretary of State Grange finds that the Junior Grange has been legally inactive, the Secretary will notify the Secretary of the National Grange on a special form provided for this purpose. No fee need accompany a reorganization report, but if any supplies are needed, they must be purchased.

5.1.8 New members of a reorganized Grange shall be obligated and instructed in the same manner as at the organization of a new Junior Grange.

5.1.9 The minimum number for reorganizing a Junior Grange is 13; except that the Master of the State Grange may, under unusual circumstances, authorize the reorganization of a Junior Grange with not less than seven members of whom there shall be not less than two of either sex.

5.1.10 Junior Granges shall develop their leadership skills, participate in community service projects, educational activities and fun with fellow Grangers. Individual Junior members of Subordinate/Community Granges are entitled to earn awards and enter Junior contests, beginning with the 2013-14 Grange year.

DUTIES OF OFFICERS AND LEADERS OF JUNIOR GRANGES

5.2.1 The Junior Leader of a Junior Grange shall have the authority to select an assistant.

5.2.2 All Junior leaders and assistants will receive training through the Grange organization.

5.2.3 The Junior Leader has responsibility for the general supervision of a Junior Grange, assisting the officers and caring for the welfare and comfort of the members; and shall be responsible for the forwarding of the annual report and the required annual dues by the Secretary of the Junior Grange to the

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Secretary of the State Grange having jurisdiction.

5.2.4 It shall be the duty of the Master to preside at all meetings of the Grange, preserve order, exercise kindness to all, rule impartially, and thus command a willing obedience to all rules of the Grange.

5.2.5 The Overseer assists the Master in all duties and presides in the absence of the Master.

5.2.6 The Lecturer shall arrange for the literary work with the assistance of the Junior leader and will conduct the same.

5.2.7 The Steward guards the inner gate or door and reports all signals to the Overseer and should permit none to enter unless duly qualified. The emblem of the office is a dark-red rod.

5.2.8 The Assistant Stewards under the direction of the Steward, arrange the hall and keep it in order. They also have charge of the wardrobe, emblems, and other articles used in the Grange, and collect the Manuals, emblems, etc., at the close. They conduct the candidates in the initiation and act as Marshals on public occasions. Their emblems are dark-red rods, the holders for which are to be located on the outside of their stations.

5.2.9 The Chaplain shall encourage reverence to God through the opening prayer. The emblem of the office is the Bible, the book in which all should look for guidance.

5.2.10 The Treasurer shall take charge of and keep safely the funds of the Grange, and pay the same only on orders signed by the Master and Secretary of said Junior Grange.

5.2.11 The Secretary shall keep a careful record of all proceedings of the Grange, receive the fees and dues of the members, and deposit the same with the Treasurer, taking and carefully preserving the receipt therefore. The Secretary shall use the forms and procedures provided by the State Grange in forwarding the annual membership report and dues payment to the Secretary of said Grange.

5.2.12 The primary duties of Ceres, Pomona and Flora are participation in initiations and general co-operation with other Grange officers.

5.2.13 The Gatekeeper guards the outer gate. The emblem of the office is a dark-red rod.

5.2.14 The Executive Committee shall work with the Master and Junior Leaders, especially between meetings, to assist in the supervision of Junior Grange matters and will assume responsibility for the wise use of the money and other property of said Junior Grange.

5.2.15 When an officer, except the Master, fails to fill his office for four (4) consecutive meetings, without a good and sufficient reason, the Grange may then, by a majority vote of the members present, declare the office vacant. The office thus vacated may be then be filled by election at the next regular meeting.

RITUAL

5.3.1 The ritualistic work of a Junior Grange shall be prescribed by the National Grange.

CODE OF THE SUBORDINATE GRANGE

ORGANIZATION

6.1.1 The Master of a State Grange, having jurisdiction, may organize or delegate authority to a Subordinate Grange or a Grange member to organize a Subordinate Grange. The National Grange shall issue a Charter for such Grange upon the receipt of a properly filed application.

The Master of a State Grange, with the advice and consent of the Executive Committee of the said Grange, may adopt regulations as to organization procedure, including,

(A) establishing membership dues during the first year of organization of a Subordinate Grange in an amount not to exceed the average membership dues of Subordinate Granges within the State;

(B) Providing for the election of officers to operate the Subordinate Grange pending the issuance of a Charter; and

(C) Providing for committees to prepare the Charter application, By-Laws and other organizational documents and to welcome candidates who have filed applications for membership and inform them as to their Grange obligation; provided such regulations conform to the Constitution of the Order and the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange.

6.1.2 Subordinate Granges in states in which no State Grange exists shall be organized by the Master of the National Grange or by a Subordinate Grange or Grange member delegated by said Master. Such Granges shall be issued a Charter by the National Grange.

The Master of the National Grange may issue regulations as to:

(A) establishing membership dues during the first year of organization of a Subordinate Grange in an amount not to exceed the average membership dues of Subordinate Granges within the State;

(B) providing for the election of officers to operate the Subordinate Grange pending the issuance of a Charter; and

(C) Providing for committees to prepare the Charter application, by-laws and other organizational documents; provided such regulations conform to the Constitution of the Order and the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange.

6.1.3 The geographic area included in the jurisdiction of a Subordinate Grange within a State shall be fixed by the State Grange having jurisdiction.

6.1.4 When a new Subordinate Grange is organized, and includes in its jurisdiction a member of another Subordinate Grange, such member is not obliged to withdraw from the old Grange and join the new one.

6.1.5 State lines shall not be regarded by Subordinate Granges receiving applications for membership except where State Grange By-Laws require consent for the release of jurisdiction.

6.1.6 A new Subordinate Grange cannot be organized in the jurisdiction of a suspended Subordinate Grange during the time of its suspension.

6.1.7 Members of a suspended Subordinate Grange shall not organize another Subordinate Grange.

6.1.8 After a Charter has been issued by the National Grange, the name of another person may not be substituted for the name of any Charter Member.

6.1.9 A person whose name was enrolled and fee paid at the time of the organization of a Subordinate Grange, though not then present, may be obligated afterward, in the same manner as a Charter Member.

6.1.10 The existence of a Subordinate Grange commences at the date of issuance of the Charter.

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6.1.11 A Subordinate Grange can not change its number after its Charter has been issued.

6.1.12 A Subordinate Grange desiring a change of name shall proceed as follows:

First - By the selection of a name, which shall be proposed at a regular meeting and be approved by a two-thirds vote of the members present and voting at two consecutive subsequent meetings.

Second - After such proposition and approval the name so chosen shall be reported to the Master of the State Grange having jurisdiction, together with transcripts of records relating to action thereon, and when the name so chosen is approved, the Master of the State Grange shall report the same, together with the former name and number of the said Subordinate Grange, to the Secretary of the National Grange, who shall then enter the name chosen as the name of the Subordinate Grange; and such report shall also be made to the Secretary of the State Grange, and like action shall be taken; whereupon said change of name shall be effected, and the Subordinate Grange shall henceforth be known by its new name.

6.1.13 Whenever thirteen or more members of an inactive Subordinate Grange meet, organize, elect a full set of officers and report the same to the Secretary and Master of the State Grange having jurisdiction, such Grange shall be returned to an active status, provided, however, that the members in reorganization pay the annual dues applicable to such Subordinate Grange for the current and prior year. All other members of said inactive Grange who apply to affiliate subsequently may be received by a majority vote of said Grange, provided such members pay the dues required of reorganizing members.

6.1.14 All references to the Subordinate Grange may be referred to as Community Grange.

CHARTER

6.2.1 When a Subordinate Grange has moved its place of meeting, the Secretary of the National Grange, upon application through the State Grange, shall issue a Charter to correspond with the changes made.

6.2.2 The Charter of a Subordinate Grange shall not be surrendered if 13 members of said Grange vote to retain the Charter and continue to operate the Grange.

6.2.3 When the charter of a Subordinate/Community Grange has been suspended by the State Master, when the cause of suspension has been remedied, a request for reinstatement must be made to the State Master who will reinstate the charter and notify the Secretary of the National Grange, and be it further

6.2.4. When the charter of a Subordinate/Community Grange has been revoked by the State Master, application for reorganization of the Grange must be approved by the State Master, and submitted through the Secretary of the State Grange to the Secretary of the National Grange.

6.2.5 Whenever the membership of a Subordinate Grange declines to fewer than 13 members or fewer than four members of either gender, the Charter shall be suspended or revoked pursuant to Article V of the By-Laws of the National Grange.

6.2.6 Before a vote can be taken upon a question of surrender of Charter, or change of place of meeting, by a Subordinate Grange, notice must be given at a previous regular meeting and to each member of the Grange and lie over for action at the next regular meeting. Before a Subordinate Grange can legally surrender its Charter, or before it can be dropped, the State Grange Master must be notified, and sufficient time be given to restore said Grange to a working condition.

6.2.7 A Subordinate Grange owning property of value may not surrender its Charter until its current financial obligations have been satisfied. However, in no event shall the assets of any Grange be divided among the members of the Grange pro-rata or otherwise.

6.2.8 When its Charter is surrendered, suspended, or revoked, all books, jewels, regalia, and seal of

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the Subordinate Grange revert to the State Grange having jurisdiction to be placed in a pool for the use of that Grange upon reorganization or used by another Grange as needed.

6.2.9 When a Grange Charter is surrendered and the Grange disbands or ceases to exist, the State Grange Executive Committee may authorize the donation of the charter to the local historical society or in the case of consolidation, to the consolidated Grange for display.

JURISDICTION

6.3.1 A Subordinate Grange may not meet within the jurisdiction of another Grange, without the consent of said Grange.

6.3.2 A Subordinate Grange may not have two places of meeting and claim jurisdiction of both.

6.3.3 In states which so provide in their By-Laws, no Subordinate Grange may admit to membership anyone outside of its jurisdiction, without the consent of the Subordinate Grange in whose jurisdiction the prospective member resides. No Subordinate Grange may be compelled to release jurisdiction where a resident within its jurisdiction makes application to join another Subordinate Grange.

MEMBERSHIP

6.4.1 United States citizenship, religious belief or political views shall not affect eligibility for membership in the Order.

6.4.2 The entire application fee must be paid prior to initiation.

6.4.3 The application of a candidate may be withdrawn at any time before a ballot is ordered thereon, and all dues and fees paid thereon may be returned to the applicant.

6.4.4 A Subordinate Grange is under no obligation to return the application fee to a candidate who

fails to appear for initiation or conferral of the official Grange obligation.

6.4.5 When an application is duly made for membership in a Subordinate Grange, the application fee paid, and the applicant is declared duly elected, the Subordinate Grange may not permit the application to be withdrawn before initiation, except by a majority vote of the members present at a regular meeting.

6.4.6 A member who knowingly signs the application of a person who is under the required age, or is otherwise disqualified for membership, violates Grange Law.

6.4.7 Full membership is attained upon the conferral of the Fourth Degree, the Official Grange Obligation Ceremony or the Welcoming Ceremony.

6.4.8 A member who has received one degree, and refuses to take more, must be retained on the roll of members until dropped from the roll by action of a Subordinate Grange.

6.4.9 Any Fourth Degree member of a Subordinate Grange who is in good standing is eligible to any office therein except that the offices of Ceres, Pomona, Flora, and Lady Assistant Steward must be filled by Sisters of the Order.

6.4.10 (Definitions) A member in good standing is one who has met all required financial obligations to his/her Subordinate Grange.

BALLOTING (MEMBERSHIP APPLICATIONS)

6.5.1 Balloting for new members shall be by simple majority, using paper ballots or the conventional method of ballot box using balls and cubes, subject to approval of State Master.

6.5.2 A ballot must be held on an application unless it is withdrawn.

6.5.3 An applicant is balloted for only before receiving the First Degree, the official Grange Obligation.

gation Ceremony or the Welcoming Ceremony.

6.5.4 A Grange may ballot upon an application for membership at the same meeting at which it is received.

6.5.5 If an applicant is balloted for whose fee does not accompany the petition, and is elected, the applicant cannot be initiated before the fee is paid.

6.5.6 A Grange may ballot for a candidate and confer only the first two degrees at the same meeting, except on special degree days as may be authorized by the State Grange having jurisdiction or pursuant to the conferral of the Official Grange Obligation Ceremony, or the Welcoming Ceremony.

6.5.7 A Grange must ballot for candidates in accordance with provisions found in the Manual of the Subordinate Granges provided that a State Grange may by vote at its annual meeting, authorize collective balloting as follows: In classes of two or more, the first ballot may be cast for the whole group. If a majority votes cast oppose, then each candidate must be balloted for separately.

6.5.8 In balloting for candidates the ballot is secret, and no member may be required to or should reveal said vote.

6.5.9 A member must not disclose outside of the Grange the result of an unfavorable ballot. Should such an unfavorable ballot occur, it shall be the duty of the Master to call the attention of this Law to the membership. Failure of a member to comply with this Law may be cause for expulsion.

6.5.10 When a candidate is being balloted for and a tie exists the Master must say, "Since it is possible that a member may have cast a ballot carelessly or by mistake, the ballot will be taken again.", whereupon another ballot will be immediately taken. If a tie exists again, the candidate is rejected, and the ballot cannot be reconsidered or repeated unless a member voluntarily declares that a vote was cast by mistake. Upon receiving such advice, the Master may immediately order another ballot.

6.5.11 After an eligible candidate has been legally

elected said candidate is entitled to initiation unless objection is made, the nature of the objection stated, and the objection sustained by a majority vote of the Subordinate Grange or an objection thereto in writing, signed by three members of the said Grange, filed with the Secretary, which objection must state that the cause thereof has arisen since the date of the applicant's election and the objection sustained by a majority vote of the Subordinate Grange.

6.5.12 From and after the date of acceptance by ballot, all applications for membership in any Subordinate Grange shall be held pending initiation of the candidate for a period not exceeding one year, at the end of which time said applicant shall be formally notified that unless a valid excuse for not having appeared is filed the application will be destroyed and its approval considered null and void and the application fee will be forfeited.

6.5.13 The application of a candidate shall not be the subject of debate at a meeting of a Subordinate Grange.

HONORARY MEMBERSHIP

6.6.1 A member who shall have maintained continuous Grange membership for 25 years may be designated a Silver Star Member. A member who shall have maintained continuous membership for 50 years may be designated a Golden Sheaf Member.

6.6.2 A Subordinate Grange may grant an honorary membership to any of its members for especially noteworthy or long continued service to the order under such rules as the Subordinate Grange may adopt in its By-Laws, provided that the Subordinate Grange must pay the usual State Grange dues upon honorary members the same as upon all other members. As long as the Grange continues to pay dues on such Honorary Members they shall be Honorary Members in good standing, and shall be entitled to the benefits of the Order.

6.6.3 Upon authorization of a State Grange a Subordinate Grange within its jurisdiction may relieve a Golden Sheaf member or members from payment

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of Subordinate, Pomona, or State dues. Such member must have received their Golden Sheaf award prior to January 1, 2001.

SUSPENSION OF MEMBERS

6.7.1 A Subordinate Grange, by majority vote at a regular meeting may suspend a member who is delinquent in the payment of dues for one quarter or more. Such action shall be taken upon report of the Secretary, showing the amount of the delinquency and showing the delinquent member has been contacted at least twice, with at least once being in writing, before the vote to suspend. Until thus suspended, the secretary shall report such members to the State Grange in the Quarterly Reports. The secretary shall immediately notify the member of the vote of suspension.

6.7.2 A member, suspended for non-payment of dues, may be reinstated within one year, in the Grange from which suspended, by a majority vote. Such application for reinstatement shall be accompanied by such dues as the State Grange having jurisdiction may require. The Subordinate Grange will forward the back dues owed to the State Grange for proper distribution. Such reinstatement within one year shall be deemed to restore and maintain continuous membership status.

6.7.3 After one year, a member suspended for non-payment of dues may apply for reinstatement in any Subordinate Grange in whose jurisdiction said member may reside. Such application shall be accompanied by proof of former membership and such prescribed fee as the State Grange having jurisdiction may require. The vote shall be taken by paper ballot and the majority vote shall elect. Such member shall not be eligible for continuous membership awards.

6.7.4 Suspension from membership in the Fourth Degree by a Subordinate Grange suspends the member from all higher degrees. The Secretaries of Subordinate Granges shall notify the secretary of their Pomona Grange of all members dropped from the rolls of the Subordinate Grange, as well as, any Grange that

said member or members have become an Affiliate Member of, giving the names of the same.

TRAVELING CARD

6.8.1 Traveling/Membership cards signed by the Secretary of Subordinate Granges and stamped with the Grange seal may be issued on forms prepared by the National Grange to any member whose dues are paid to the end of the current year. The member shall sign the card in the space provided. The holder of a traveling/membership card may present it to the Gatekeeper or to the Master of any Grange along with proper identification to enter said Grange and/or to receive the annual word.

DEMIT

6.9.1 A demit is a certificate issued by the Secretary and countersigned by the Master and simply disconnects a member from a Grange leaving such member still a member of the Order, eligible to affiliate with another Subordinate Grange under the rules providing for the admittance of demitted members.

6.9.2 A member is entitled at any time to a demit as a matter of right, if in good standing, and clear on the books. No member can object without preferring charges against the applicant. If, however, the Grange wrongfully withholds or refuses the demit, the aggrieved member may appeal to the Master of the State Grange, who will instruct the Subordinate Grange in its duty, and in case of a persistent refusal, said Master shall issue to the appealing member a certificate in the nature of a demit, under seal of the State Grange.

6.9.3 A member who has received one or more degrees in a Subordinate Grange and moves into the jurisdiction of another Subordinate Grange, may request and receive a demit from the original Grange and become a member of the new Grange in the same degree and be entitled to advancement.

6.9.4 While action on a demit shall be taken only at

Chapter 6: Code of the Subordinate Grange

a regular meeting of a Subordinate Grange, a demit may be given at any regular meeting as it is not necessary that the application therefore lie over.

6.9.5 A member who has been deprived of membership by reason of a Subordinate Grange becoming inactive, may within six months, make application to the State Grange Master for a demit. If said member was in good standing at the time the Grange became inactive, a demit signed by the State Grange Master shall be issued. Such demit shall be valid for a period of three months, and when presented to a Subordinate Grange shall be treated in the same manner as a demit in Section 6.9.6 below.

6.9.6 A member holding a demit in force may apply to any Subordinate Grange for membership. The application shall be with or without fee as the State Grange having jurisdiction may prescribe. The election of such an applicant shall be by paper ballot, majority vote at a regular meeting of said Grange.

6.9.7 A demit shall remain in force for six months from date of issue, and shall show the date to which dues have been paid. The demitting member is not liable for dues in the Subordinate Grange with which the member affiliates until this date has been reached provided, however, State Granges may require that upon notification by the Secretary of the Grange receiving the demitting member to the Secretary of the Grange issuing the demit that Subordinate Granges transfer the pro rata portion of the unexpired dues paid to the State Grange to the receiving Grange.

6.9.8 During the life or validity of such Demits said member shall be eligible to retain any office or position in any Grange of a higher degree to which said member shall have been elected or appointed.

6.9.9 A Subordinate Grange having granted a demit, is not compelled to readmit the demitting member, however, the demitting member may be readmitted by a majority vote of the members of said Subordinate Grange.

6.9.10 Members of the Order holding demits shall

be known as unaffiliated members during the life of the demit. Upon the expiration of the demit or failure to rejoin, they shall be known as former members.

6.9.11 Former members may, upon application, accompanied by proof of previous membership, and the payment of the prescribed fee, be admitted to membership in any Subordinate Grange in whose jurisdiction they may reside, by a majority vote of the Grange.

6.9.12 A demitted member must pay the full charter fee to become a charter member in a new Subordinate Grange.

VOTE

6.10.1 All questions requiring official action in a Subordinate Grange meeting must be voted on while open in the Fourth Degree.

MEMBERSHIP DUES

6.11.1 A member pays Subordinate Grange dues beginning the first calendar quarter following the quarter in which full membership is attained.

6.11.2 Existing Subordinate Granges send no application fees or membership dues with their reports to a newly organized State Grange during the quarter of such organization however, application fees and membership dues paid after such organization must be included in the following quarterly reports to the State organization with jurisdiction over such Subordinate Granges.

6.11.3 A Subordinate Grange may regulate the amount and time of dues payments provided such regulations conform to the By-Laws and Laws of the State Grange having jurisdiction and of the National Grange.

6.11.4 A member's Subordinate Grange dues are considered legal tender when paid by mail and postmarked within the time limit set by the State Grange having jurisdiction.

Chapter 6: Code of the Subordinate Grange

6.11.5 A Subordinate Grange shall pay quarterly dues to the State Grange beginning with the calendar quarter following the calendar Quarter in which the Subordinate Grange is organized.

6.11.6 Thirty days prior to January 1 of each year the Secretary of a Subordinate Grange shall notify each member of that Grange of the amount of annual dues to be paid in advance.

6.11.7 The National Grange and State Granges shall make available to Subordinate Granges suitable dues statement blanks.

MEETINGS

6.12.1 A Subordinate Grange must meet regularly once a month and may provide for additional meetings in its By-Laws.

6.12.2 Only one meeting, regular or special, can be held within twenty-four hours except for special degree days authorized by the State Grange.

6.12.3 Every Subordinate Grange shall designate a time and place for regular meetings. Members are expected to be prompt in their attendance at such meetings.

6.12.4 Seven members is the least number with which a Subordinate Grange can be opened in due form, and shall constitute a quorum unless a greater number is provided in the By-Laws of the State Grange having jurisdiction.

6.12.5 If only seven members are present, the following offices must be filled: Master, Overseer, Steward, either Assistant Steward or Lady Assistant Steward, Chaplain, Secretary and Gatekeeper. Any of the above officers may act in a dual capacity upon appointment by the Master and may perform the duties of such officer as the Lecturer, Executive Committee, etc.

6.12.6 The first meeting in June shall be designated as Grange Memorial Day in Subordinate Granges unless State Granges designate another date.

6.12.7 Subordinate Granges may not compel attendance at meetings as a requisite for maintaining good standing, nor may attendance at meetings be a basis for a schedule of required dues.

ANNUAL WORD

6.13.1 The use of the Annual Word to prove current membership is optional at the Subordinate and Pomona divisions of the Order by action of a State Grange. The Annual Word shall not be communicated nor a current membership card issued until such member's dues are paid for the current calendar year.

INSTALLATION OF OFFICERS

6.14.1 A Master or Past Master of a Subordinate Grange, or a Fifth Degree member, may install the officers of a Subordinate Grange.

6.14.2 Unless the State Grange having jurisdiction provides otherwise, a Subordinate Grange may select the installing officers. If the Grange does not act, the incoming Master shall make the selection. If any officers elect refuses to be installed by the properly selected installing officer, the Master may set aside the election of such officer and the outgoing officer will continue in office until such successor is duly elected and installed, provided the outgoing officer has not been elected to a new office.

DUTIES AND AUTHORITY OF OFFICERS

6.15.1 The Master of a Subordinate Grange should decide a motion out of order when it is contrary to the Constitution of the Order, the Articles of Incorporation, By-Laws and Laws of any Granges of the divisions of the Order. When such motion is declared out of order by the Master of the Subordinate Grange, and the Grange is dissatisfied with the decision of the Master, an appeal may be taken to the Master of the State Grange having jurisdiction, and then if still dissatisfied, to the Master of the National Grange. When an appeal is taken, no action should be allowed by the Grange on the matter

Chapter 6: Code of the Subordinate Grange

until the questions under appeal are finally decided.

6.15.2 In the exemplification of the unwritten work or the interpretation of the written law of the Order, the decisions of the Master must be respected and obeyed until reversed by decision of the Master of the State Grange or National Grange.

6.15.3 A member may leave or enter the hall while a Subordinate Grange is in progress without the use of the required raps and passwords at the gates, and without the ceremony of salutation before the Overseer.

6.15.4 It shall be the duty of the Lecturer of Subordinate Granges to report to the Lecturer of the State Grange on a regular basis as required by the By-Laws of the State Grange having jurisdiction giving a report of the literary work within said Subordinate Grange. The State Lecturer shall summarize the same, and make an annual report to the Lecturer of the National Grange.

6.15.5 The Secretary of each Subordinate Grange shall report quarterly to the Secretary of the State Grange the number of new members received since the last report, and also the number who have ceased to be members within the same time and shall pay to the Secretary of the State Grange such dues and fees as determined by the State Grange.

6.15.6 The duties of the Executive Committee of a Subordinate Grange may be prescribed by the Grange itself, unless already provided for in the By-Laws of the State Grange.

6.15.7 When an officer, except the Master, fails to fill his office for four (4) consecutive meetings, without a good and sufficient reason, the Grange may then, by a majority vote of the members present, declare the office vacant. The office thus vacated may be then be filled by election at the next regular meeting.

send updated mailing lists on a quarterly basis to the secretary of the State Grange.

RESPONSIBILITY OF MAILING LISTS

6.16.1 Subordinate secretaries shall be required to

CODE OF THE POMONA GRANGE

PREAMBLE

7.0.0 It will be seen that the organization of Pomona Granges is intended and designed to “strengthen and aid” the Subordinate Granges. While the beautiful and instructive lessons of this Degree cannot fail to broaden the understanding and cultivate the moral and intellectual nature of all who receive it, at the same time the knowledge and culture there gained should be used by every member of the Degree of Pomona to strengthen and advance the interest of the Subordinate Granges. Pomona Granges are also required to take special charge of the business interests of the Order in their several districts. These interests are of vast importance and daily growing in magnitude, requiring the best wisdom of those to whom they are entrusted.

7.0.1 There must be at least two (2) Subordinate Granges to organize a Pomona Grange. If the number of Subordinate Granges included in the jurisdiction of a Pomona Grange falls below two (2), then the State Grange shall readjust the jurisdiction or a new Subordinate Grange should be organized to maintain at least two (2) Subordinate Granges.

ORGANIZATION

7.1.1 Upon application being received setting forth:

(A) That the good of the Order requires the organization of a Pomona Grange in the county or district;

(B) That a suitable room will be provided, with the necessary paraphernalia for the convenience and work in such degree, and the Master of the State Grange, having jurisdiction, agrees that the proposed organization of a Pomona Grange will serve the good of the Order, such State Granges will provide for the organization and instruction of the Pomona Grange in accordance with the Ritual of the Fifth Degree, adopted by the National Grange.

7.1.2 The geographic area and the Subordinate

Granges, included in the jurisdiction of a Pomona Grange, shall be fixed by the State Grange having jurisdiction or the Master of the National Grange if not within the jurisdiction of a State Grange. The State Grange shall have authority to readjust such jurisdiction from time to time.

7.1.3 On the reception of the certificate of the officer or deputy perfecting the organization, that such Grange is organized, a Charter shall issue in due form. The deputy or other officer, before completing the organization, shall see that the room provided is in proper order and suitably arranged that the officers are duly elected and installed, and that the membership fees are paid to the Treasurer of the new organization. It shall be his/her duty to instruct all officers in their several duties in the work of the Degree, and he/she shall be entitled to receive a reasonable compensation for such service.

MEMBERSHIP

7.2.1 Persons applying for membership in Pomona Granges shall do so in the form prescribed by the State Grange.

7.2.2 It shall be lawful to admit candidates to Pomona Granges under such rules and regulations as the State Grange shall prescribe not conflicting with the Constitution of the Order, the Articles of Incorporation, By-Laws and Laws of the National Grange.

7.2.3 Any Fourth Degree member in good standing, on filing an application in due form, shall on being duly elected by majority vote, be entitled to the Degree of Pomona, and membership in the Pomona Grange. (See also 4.6.6(E))

7.2.4 A member may hold a Subordinate Grange membership in one state and a Pomona Grange membership in another state upon securing surrender of jurisdiction as provided in section 7.2.1 above.

7.2.5 A member of a Pomona Grange may change

Chapter 7: Code of the Pomona Grange

membership from a Subordinate Grange in one state to a Subordinate Grange in another state without losing membership in said Pomona Grange.

APPLICATION FEES

7.3.1 When a member receives the Fifth Degree from a State Grange, such State Grange shall determine who collects the application fee.

DUES

7.4.1 The Pomona Annual Word cannot be communicated to a Pomona Grange member until such member's dues are paid for the current calendar year.

7.4.2 A State Grange may provide within any Pomona jurisdiction that additional dues may be collected from Subordinate Grange members in lieu of Pomona dues, and that a portion of such Subordinate Grange dues may be paid directly to the Pomona Grange or to the State Grange for repayment, in whole or in part, to the Pomona Grange as may be provided for in the By-Laws of the State Grange. The State Grange may pay such proportion of the dues so received to the Pomona Grange, as it provides in its By-Laws.

DEMITTS

7.5.1 A Demit shall remain in force for six months from the date of issue, and shall show the date to which dues have been paid. Members having such cards may be admitted to membership in another Pomona Grange, but shall be subject to the same form of petition and ballot as those first applying for membership.

MEETINGS

7.6.1 Pomona Granges shall meet at least once in three months, and may hold intermediate meetings as may be deemed necessary for the good of the Order.

7.6.2 Pomona Granges must open in the Fifth Degree and may later work in the Fourth Degree, however, only Pomona members may vote. Pomona Granges have authority to confer the Fifth Degree.

DUTIES OF OFFICERS

7.7.1 Secretaries of Pomona Granges shall maintain a list of current members of their Grange.

7.7.2 State Granges shall require the Secretary of each Pomona Grange in its jurisdiction to report, at least annually, such membership information and other Pomona Grange activity as prescribed by the State Grange.

7.7.3 When an officer, except the Master, fails to fill his office for four (4) consecutive meetings, without a good and sufficient reason, the Grange may then, by a majority vote of the members present, declare the office vacant. The office thus vacated may be then be filled by election at the next regular meeting.

RESPONSIBILITIES

7.8.1 Pomona Granges shall report as requested by the State Grange having jurisdiction on such matters as agricultural production and marketing, agribusiness and other industries in the rural communities; county and state legislative issues; Grange sponsored services; and Grange sponsored programs designed to assist with the social, educational, legislative and internal affairs of the Pomona Grange. Such reports must be made promptly and certified by the Master and Secretary of the Pomona Grange.

7.8.2 All members of Pomona Granges shall be on the alert to aid the Subordinate Granges in their jurisdiction and shall be prompt in communicating to them all matters affecting the interests of the Order. Pomona members shall plan to attend all meetings of their Subordinate Granges with punctuality and, by their example, influence and encourage the membership to promote and participate in activities that support the purposes of our Order.

Chapter 7: Code of the Pomona Grange

It shall be the duty of the Pomona Granges to assume responsibility for Grange growth (in membership and service) in their county or district and assist in social, educational, legislative and business interests of the Order.

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Chapter 8
CODE OF THE STATE GRANGE

AUTHORITY OF A STATE GRANGE

8.1.1 State Granges, or the Masters thereof, have no authority to suspend the Constitution of the Order, the Articles of Incorporation, By-Laws or Grange Laws as adopted by the National Grange as they may apply to said State Grange or any Junior, Subordinate or Pomona Granges or their members over which said State Grange may have jurisdiction.

8.1.2 When the By-Laws or Grange Laws of a State Grange are in any respect deficient, and do not specifically provide for emergencies which may arise in the administration of its affairs, then, in the intervals between the meetings of the State Grange, the Master and the Executive Committee as the highest executive and administrative officers, are clothed with authority to do all acts necessary for the maintenance of law and order, and for the good of the Order in the State, and may make such rules and create such tribunals as the situation may demand; provided that in so doing their acts conform to the Constitution of the Order and the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange.

ANNUAL MEETING

8.2.1 State Granges are delegate bodies. Masters of Subordinate and Pomona Granges and their spouses if a Fourth Degree Member in good standing, shall by virtue of their office, be delegates to the State Grange; provided that any State Grange may change its basis of selection under such rules as the State Grange may provide.

8.2.2 A State Grange may provide that when the Master of a Subordinate or Pomona Grange is unable to act as delegate to the State Grange, the spouse of said Master shall not be a delegate unless specifically selected by vote of the respective Grange.

8.2.3 Unless otherwise provided in the By-Laws of the State Grange:

(A) In the event a Master and spouse cannot attend the meeting, a Subordinate or Pomona Grange has the authority to elect an alternate.

(B) If the Master or the Master's spouse is able to attend part but not all of the annual meeting, a Subordinate or Pomona Grange has the authority to elect alternates and determine

(1) Whether the Master and spouse shall attend part-time and the alternates shall attend part-time or

(2) Whether the alternates shall attend and represent said Grange on a full-time basis.

(C) If a Subordinate or Pomona Grange determines to have alternates represent the Grange on a full-time basis, the Master and spouse have a right to attend any portion of the State meeting as visitors without impairing the alternate's right to represent said Grange.

(D) If a Subordinate or Pomona Grange has not taken action, the Master and the alternate have the right to apportion the time between them on any basis which is mutually satisfactory, provided such is in accordance with State Grange By-Laws.

(E) If the Master and spouse of a Subordinate or Pomona Grange are able to attend a substantial part of the State Grange meeting, the alternate will not have authority to represent the Grange during the time the Master is not able to attend without the approval of said Master.

8.2.4 Pomona Granges may be represented in the State Grange by delegates under such regulations as the State may provide.

8.2.5 Officers of a State Grange, who are not delegates, may serve on said committees of the State Grange and may, without objection, speak to questions on the floor of meetings of a State Grange, but are not entitled to vote.

ELECTIONS

8.3.1 The officers of a State Grange shall be elected by the delegates thereto. No preferential primary or advisory primary method of nominating can deprive delegates of the right to vote for whomsoever they choose. Ample opportunity must be given for the delegates to cast a secret ballot. The delegates must be informed:

(A) That the preferential ballot is not the final ballot;

(B) That the final ballot is cast by the delegates to the State Grange; and

(C) The preferential vote does not limit their right to vote for whomsoever they desire. If printed ballots are used, ample space must be provided for writing in the names of other candidates in such manner that there can be no doubt as to the choice of the delegate.

8.3.2 State Granges may provide in their By-Laws for advisory primary nominations for all or part of their state officers, provided that the final method of election be clearly in accordance with the By-Laws and Grange Laws as adopted by the National Grange.

8.3.3 State Granges may provide in their By-Laws, for the Australian ballot method of election and may print thereon only the names of the candidates receiving the majority of preferential nomination votes, provided an opportunity is given the delegates to vote for other candidates if they so desire.

AUTHORITY OF THE MASTER

8.4.1 The Master of a State Grange has authority to appoint Deputies who shall serve at the direction of the State Master. Compensation of such Deputies shall be fixed by the Executive Committee of a State Grange.

8.4.2 Officers of the State Grange are answerable to the Master and Executive Committee of the State Grange in the intervals between the meetings of the State Grange.

8.4.3 Pursuant to the provisions of Article X. Section 4.10.7 of the By-Laws of the National Grange:

(A) The Master of a State Grange having jurisdiction may suspend the Master of a Subordinate or Pomona Grange; however, said Master has no authority to suspend from office other officers of Subordinate or Pomona Granges.

(B) The Master of a State Grange, with the advice and consent of the State Grange Executive Committee, may suspend from office other Officers of the State Grange.

8.4.4 It is especially enjoined on Masters of State Granges to use all diligence in restoring inactive Granges to an active working condition and in all cases where this is not possible, to suspend or revoke their Charters in the manner provided for in the By-Laws of the National Grange. The Master has a right to suspend the Charter of a Grange which refuses to hold regular meetings.

MEMBERSHIP REPORTS

8.5.1 State Granges shall determine the number of Junior Granges and Junior Grange members within their jurisdiction each June 30th, and report the same to the National Grange by August 31st of that year.

8.5.2 State Granges shall make Subordinate Grange membership reports and dues payments to the National Grange upon the total actual membership for that quarter. Total actual membership is the total number of regular, family, affiliate, and associate members carried on the rolls at the end of the last quarter.

8.5.3 The State Grange having jurisdiction over Associate Members shall report the number of such members and forward their quarterly dues to the National Grange. A dues notice shall be sent to all Associate Members each year by the Secretary of the Grange (Subordinate, Pomona and State Grange) as provided for by the By-Laws of the State Grange.

MEMBERSHIP DUES

8.6.1 Each State Grange shall pay to the National Grange the following annual membership dues:

(A) Members receiving their Golden Sheaf Award prior to January 1, 2001 need not pay dues to the National Grange.

(B) Subordinate Grange annual dues of ten dollars (\$10.00) per member of which two dollars and fifty cents (\$2.50) is to be paid quarterly, or twenty dollars (\$20.00) annually per family of which five dollars (\$5.00) is to be paid quarterly beginning January 1, 2008; beginning on January 1, 2010 the annual dues for an individual shall be twelve dollars (\$12.00) of which three dollars (\$3.00) shall be paid quarterly, or twenty four dollars (\$24.00) annually for a family, of which six dollars (\$6.00) shall be paid quarterly.

(C) Associate Members annual dues of \$10.00 per member of which two dollars and fifty cents (\$2.50) is to be paid quarterly.

8.6.2 The Treasurer of a State Grange shall pay to the Secretary of each Pomona Grange within such State the dues as provided for by the By-Laws of said State Grange.

QUARTERLY REPORTS

8.7.1 Quarters Defined - The four quarters of the year shall close on March 31st, June 30th, September 30th and December 31st.

8.7.2 Quarterly Reports - Quarterly Reports are due and shall be delinquent 60 days after the close of the quarter.

8.7.3 Delinquent Reports - Shall be subject to a penalty of 1/2 of 1%, per month or fraction of a month.

SUBORDINATE AND POMONA GRANGES

8.8.1 Each State Grange is authorized to fix the relative distances of Subordinate Granges from each other, and to establish the jurisdiction of Subordinate Granges as

provided for in said State Grange By-Laws.

8.8.2 Each State Grange may adopt By-Laws and Laws for the organization, administration and regulation of Pomona Granges, under its jurisdiction, provided such By-Laws and Laws conform to the Constitution of the Order, the Articles of Incorporation, By-Laws, and Grange Laws as adopted by the National Grange.

8.8.3 The Master of a Subordinate or Pomona Grange is answerable to the Master of the State Grange having jurisdiction.

8.8.4 No resident of a State with a State Grange may become an Associate member in a non-contiguous State without the written permission of the State Master of the State in which the person resides.

ANNUAL MEETING OF THE NATIONAL GRANGE

8.9.1 A State Grange to be entitled to its representation in the National Grange, must have six or more Subordinate Granges in good standing as shown by its last quarterly dues report to the Secretary of the National Grange and must transmit its dues for the quarter ending June 30th so as to be received by the Secretary of the National Grange by August 31 of each year.

8.9.2 If the Master of the National Grange excuses the Master of a State Grange from attending the Annual Meeting because of serious illness or death in the immediate family or employment related obligations, then the Executive Committee of such State Grange shall appoint in the Master's place the Overseer of that State Grange, past State Master, or some other State Grange Officer who will become the accredited representative of that State Grange at such meeting, with all the powers and privileges appertaining to the delegates.

RESPONSIBILITY OF MAILING LISTS

8.10.1 Secretaries of State Granges shall be required to send updated mailing lists on an annual basis to the National Grange on or before June 30th

each year.

CODE OF THE NATIONAL GRANGE

AUTHORITY OF THE NATIONAL GRANGE

9.1.1 The National Grange is the supreme law making division of the Order.

9.1.2 The National Grange or the Master thereof has no authority to suspend the Constitution of the Order, the Articles of Incorporation, By-Laws or Grange Laws as adopted by the National Grange.

AUTHORITY OF NATIONAL MASTER

9.2.1 The Master of the National Grange may appoint members of the Order as Deputies, to organize Granges in states where no State Grange exists, and in other States with approval of the Master of the State Grange having jurisdiction.

9.2.2 Deputies appointed by the Master of the National Grange, shall receive compensation for services and expenses as may be determined by said Master with the advice and consent of the Executive Committee of the National Grange.

9.2.3 It is the responsibility of the officers and directors of the National Grange and their representative upon entering a state on Grange business to report at once to the Master of the State Grange having jurisdiction and follow the advice and guidance of said Master in performing their Grange duties.

DUTIES OF THE EXECUTIVE COMMITTEE

9.3.1 The Executive Committee of the National Grange shall be responsible for the job description, hiring of, and setting the compensation for the Chief Operating Officer. Upon recommendation of the National Master and Chief Operating Officer, the Executive Committee shall confirm the appointment of Departmental Directors.

9.3.2 The Executive Committee of the National Grange is authorized to provide and furnish all

needed materials for Junior Granges, Subordinate Granges, Pomona Granges and State Granges, at such prices and under such rules as the Executive Committee may direct.

9.3.3 The Executive Committee shall audit the accounts of the Treasurer and Secretary of the National Grange before the annual meeting of the National Grange and report thereon to the National Grange. A statement of a Certified Public Accountant may be submitted in lieu of the Committee actually making the audit.

ANNUAL MEETING

9.4.1 Whenever it shall appear from the reports in the office of the Secretary of the National Grange, or it shall otherwise be brought to the attention of the National Grange that the number of active Subordinate Granges with thirteen or more members in good standing in any State Grange has been reduced below six, such State Grange shall not be entitled to representation, as voting delegates, at the Annual Meeting of the National Grange.

9.4.2 If the State Grange fails to report for the full number of Subordinate Granges in the State as shown by the records in the office of the Secretary of the National Grange, the Executive Committee of the National Grange, during the recess of the National Grange, may require the Secretary of the National Grange to fill the blanks in each case with the number as last reported; and in the case of a newly organized Subordinate Grange and no report has been made, with the number of charter members.

9.4.3 All Annual Meeting Committees of the National Grange shall consist of six or more members. Each committee member (delegate or honorary) shall have equal voice and vote within the committee meeting.

FOREIGN GRANGES

9.5.1 The National Grange shall recognize lawfully established Granges in foreign countries and the hand of friendship will always be extended to all members.

9.5.2 When fifteen Subordinate Granges shall have been duly organized in any foreign country, and the same shall have been organized as a foreign State Grange, and such organization shall have been duly certified to the Secretary of the National Grange, the Secretary shall receive no more applications for Charters for Subordinate Granges within the jurisdiction of such foreign Grange.

9.5.3 Foreign Granges, lawfully established, are fraternally invited to send accredited representatives to the Annual Meeting of the National Grange, or appoint suitable members, United State residents, to bear from such foreign Granges tokens of goodwill and amity, and to maintain fraternal relations as will cement us in the bonds of friendship, and to perpetuate our motto, "In essentials unity, in non-essentials liberty, and in all things charity."

9.5.4 The Secretary of the National Grange is instructed to recognize only such Deputies in foreign countries as may have been duly appointed by the Master of the National Grange.

the term of office, except where the work of an Officer is increased from part-time to full-time basis, or reduced from a full-time to a part-time basis, then the Executive Committee shall have the authority to increase or decrease his/her compensation.

Whenever general Deputies are appointed by the Master of the National Grange, said Deputies shall receive such compensation for time and service as may be determined by the Master and Executive Committee.

CHANGES TO RITUALS AND PROCEDURES

9.8.1 All proposals for changes to the rituals or procedures of the Grange must be submitted to the National Grange for consideration by the Grange Law and Good of the Order Committee.

RESPONSIBILITY OF MAILING LISTS

9.9.1 National Grange Membership List shall only be used at the discretion of the National Grange Master and National Executive Committee.

ORDER OF ELECTION OF OFFICERS

9.6.1 The order of election of Officers of the National Grange shall be: Master, Overseer, Executive Committee, Lecturer, Steward, Assistant Steward, Lady Assistant Steward, Chaplain, Treasurer, Secretary, Gatekeeper, Ceres, Pomona, and Flora.

COMPENSATION OF OFFICERS

9.7.1 The compensation of all Officers of the National Grange shall be fixed at the session of the biennial election, and prior to the election of said officers and shall not be reduced or increased during

Chapter 10
CODE OF ALL GRANGES

POLICY

10.1.1 The National Grange of the Order of Patrons of Husbandry of the United States desires to maintain the most cordial relations of fraternity and goodwill with all members wheresoever located, but all business relations belong to the individual membership of these organizations, and their action will be governed by such rules and regulations as their interests will dictate, provided they are in compliance with the Constitution, By-Laws and Laws of the National Grange.

10.1.2 Members of the various Granges of the divisions of the Order have the same right to accept positions in government as other persons, but it is contrary to Grange policy for Granges to endorse candidates for such office.

10.1.3 The word “political” in Grange Law means partisan politics, and does not include or refer to general questions of political philosophy.

10.1.4 No Grange of the various divisions of the Order shall use or allow to be used any name, insignia or mark of the Order in a manner which could indicate support, approval or opposition of any candidate for political office or any partisan political position.

10.1.5 Officers of all Granges of the various divisions of the Order shall avoid the appearance of using their positions in the Order in any manner to influence the opinions of others on questions at issue between political parties or on candidates for political office.

VOTING

10.2.1 All voting, except by ballot or when the ayes and nays or a division of the Grange is called for, shall be by the voting sign of the Order. At the termination of discussion, the Master shall say, “All in favor will manifest it by the voting sign of the Order.” He will then count and note the number. He will then

say, “All opposed will manifest it by the voting sign of the Order.”, and count as before, and announce the result. Every member present should vote.

10.2.2 The voting sign is precise, and the Master shall always require it to be given accurately.

10.2.3 In voting by ballot, any ballots found to be blank shall not be counted. If the word “blank” is written thereon, they shall be counted in determining the total number of votes cast, and the number necessary to determine a choice.

10.2.4 Each Member or Delegate shall have one vote on each question or matter. All questions and business at every meeting of a Grange, Executive Committee or Special or Standing Committee at which a quorum is present, shall be determined by a majority vote of Members or Delegates present and voting at such meetings unless a different vote on any specific matter is required by State or Federal Law; or the Constitution of the Order, the Articles of Incorporation, By-Laws and Grange Laws as adopted by the National Grange or By-Laws and Grange Laws of the various Granges of the divisions of the Order.

GRANGE MEETINGS

10.3.1 A Junior, Subordinate, or Pomona Grange, with the permission of the Master of the State Grange having jurisdiction, may hold meetings in a state other than the state in which said Grange is chartered.

10.3.2 A State Grange, with the permission of the Master of the State Grange having jurisdiction, may hold meetings in a state other than the state in which said State Grange operates under a Charter.

10.3.3 At regular meetings of the various Granges of the divisions of the Order, the order of business as prescribed by the Manual shall be followed; but at special meetings, no business shall be transacted except as included in the call for such meetings.

10.3.4 Precisely at the hour appointed for meetings, the Master shall assume the chair and call the Grange to order, if a quorum be present, the Master shall proceed to open the Grange in due form. If a quorum is not present, the Master shall vacate the chair and await a specified time for the assembling members. If a quorum fails to appear, the Master shall not open the Grange.

10.3.5 The Master must at all times preserve proper decorum and quiet in the Grange, and never allow interruptions of the proceedings by unnecessary private conversation, too much moving about, personalities, or exhibitions, of temper in debate, or undignified behavior at any time by members.

10.3.6 The Master shall stand at all times when addressing a meeting of a Grange.

10.3.7 In the proceedings of the Grange the Master shall conform exactly to the “Order of Business,” as published in the Manual, provided that any item of the order of business may be taken up out of its regular order by vote of the Grange, and in the same manner the Grange may return to any item after having passed beyond it.

10.3.8 In the absence of the Master, the vacancy shall be filled by the next ranking officer, who shall be vested with all the authority of the Master while presiding. The courtesy of the chair may, at any time, be extended to a Past Master or visiting Master, or the Master may call upon any member to preside. Such presiding officer, occupying the chair through courtesy, shall not communicate the Annual Word. The decisions of such presiding officer shall be subject to change by the Master, and he shall surrender the chair at any time at the request of the Master.

10.3.9 When objection is made to the minutes or to any proposed correction of them, it is necessary that a motion be made to approve or correct. This motion stands before the Grange like any other motion subject to amendments, etc.

ELECTIONS

10.4.1 Nominating speeches shall not be allowed in any of the Granges in the various divisions of the Order (Junior, Subordinate, Pomona, State or National) at the time of the election of officers; but in the election of officers, a member may present the name of another member as a candidate for a Grange office provided this rule has been adopted by the Grange having jurisdiction. A motion to close nominations is never in order and members may vote for a member whether the member’s name has been placed in nomination or not.

10.4.2 The election of officers by ballot is final and cannot be reconsidered. If a member believes that an error or irregularity in election has occurred, such member shall make protest to the Master of said Grange before the end of the meeting and before the results of the election have been announced to the public. If, in the judgment of the Master, sufficient grounds are presented to warrant retaking the ballot, the Master shall so order. If, in the opinion of the Master, no such grounds exist, the Master shall reject the protest. In that event the member filing the protest may give notice of appeal to the State Grange Master, whereupon the officers concerned shall be considered as elected subject to appeal, and their election shall not be publicly announced until after the appeal has been determined by the State Grange Master. Upon reviewing the controversy, said Master may confirm the election or order the ballot to be retaken. If such a protest occurs during a State Grange election, the appeal of the Master’s decision is to the Master of the National Grange.

10.4.3 All members in good standing are eligible to hold office in the Grange to which they belong.

10.4.4 The preferring of charges against a member does not affect such member’s eligibility to office, as a different rule would place it in the power of any member to disqualify an opposing candidate just on the eve of an election, and thus defeat the choice of the majority of the Grange.

10.4.5 Installation in regular form by a proper of-

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ficer does not correct the ineligibility of a member elected to office.

10.4.6 All officers of a Pomona, State or the National Grange must be members in good standing in a Subordinate Grange, or must hold an unexpired demit there from. Any Fourth Degree member may be elected to office in a Grange of a higher degree but shall not be installed until such member shall have received the higher degree.

10.4.7 All officers of a Grange must be installed before assuming the position and duties of the office.

AUTHORITY OF MASTERS

10.5.1 The right to make rulings as to Grange Law and Usage is vested solely in the Masters of the various Granges of the divisions of the Order; provided, however, that such rulings shall conform to Grange Law as adopted by the National Grange.

10.5.2 The right to make rulings as to parliamentary law is vested solely in the Masters of the various Granges of the divisions of the Order. Provided, however, that such rulings shall conform to the Parliamentary Code as adopted by the National Grange.

10.5.3 The rulings of the Master as to all other matters over which the Grange has jurisdiction are authoritative until reversed by the Grange having jurisdiction.

10.5.4 The Master of a Grange may not suspend the provisions of the Constitution of the Order, the Articles of Incorporation of the National Grange or the By-Laws or Grange Laws of any Grange.

ACTING MASTER

10.6.1 After a Grange has been opened the Master may call any member to the chair to preside during a temporary absence therefrom.

10.6.2 If the Master of a Grange is absent, the highest ranking officer present may act as Master or fill

all vacant officer's stations by appointment.

10.6.3 In the absence of the Master, the acting Master is invested with all the power of the Master, except communicating the Annual Word, unless the acting Master be the ranking officer of that Grange.

ANNUAL WORD

10.7.1 The Master of each Junior, Subordinate and Pomona Grange shall communicate the Annual Word to all members in good standing of their respective Granges.

10.7.2 The Master of a Subordinate Grange shall communicate the current Annual Word to any Fourth Degree member in good standing who presents a traveling card, and proves by signature to be the lawful holder of the traveling card.

10.7.3 On occasions when the degrees are given to a number of candidates from different Subordinate Granges, such as, Degree Days and the exemplification of the Fifth Degree, the Annual Word may be given to all candidates at the proper time by the host Grange Master or a State Grange Deputy in attendance.

10.7.4 The use of a valid membership card in lieu of the annual word shall be accepted for admission to any Grange meeting working in the 4th degree.

DUTIES OF SECRETARY

10.8.1 The Secretary of each Grange is the custodian of the seal which is to be used only to authenticate the action of a Grange or its Officers and should never be used unless accompanied by the signature of the Secretary. All Granges except Junior Granges of the various divisions of the Order shall obtain a seal. In the National Grange or in a State Grange where the Secretary is not available in the principal office of said Grange, the Executive Committee may provide itself with a corporate seal to authenticate legal papers. This seal may be used in conjunction with the signature of the Master of the National Grange or a State Grange.

10.8.2 The proceedings at all meetings of the various Granges of the divisions of the Order, both regular and special must be recorded by the Secretary or other designated member of the said Grange.

SUSPENSION OR TERMINATION OF MEMBERSHIP

10.9.1 The violation of the obligation of any degree which a member has taken is an offense for which a member may be suspended or terminated.

10.9.2 The non-payment of dues is an offense for which a member may be suspended.

STUDENT GRANGE

10.10.1 A Student Grange is directly under the supervision of the State Grange which shall have full authority to regulate procedures under which the Student Grange will operate.

ALCOHOLIC BEVERAGES

10.11.1 All Granges are prohibited from having alcoholic beverages either in the Grange Hall or on any Grange Property during any Grange meeting, except as provided in Sections 10.11.3. Granges meeting in buildings or on property not owned by the Grange may not allow the consumption of alcoholic beverages during any Grange meeting.

10.11.2 A State Grange may allow the use of alcoholic beverages at Grange sponsored activities by adoption of a policy in the State Grange By-Laws. The individual Grange shall obtain host liquor or liquor liability coverage if it sponsors any events where alcohol will be served.

10.11.3 All Granges may have sealed containers of alcoholic beverages at Grange meetings and activities for use as demonstration aids, gifts, or fundraisers. Such containers shall remain sealed at such Grange meeting or activity.

10.11.4 A State Grange may allow the use of alcoholic beverages at functions sponsored by non-Grange groups that rent or lease Grange property by adoption of a policy in the State Grange By-Laws. Such renters shall provide proof of host liquor or liquor liability coverage.

10.11.5 No Grange on any level shall apply for or hold a liquor license except for temporary permits for special events.

DEFINITIONS

10.12.1 Ballots -

(A) Paper ballots - application for membership by demit, Affiliate Membership, reinstatement of Subordinate Grange membership, graduation of Junior members to Subordinate Grange membership, election of new members and election of officers.

10.12.2 Definitions “Trust”, “In Trust”, “Held in trust”

(A) “Trust”, “In Trust”, “Held in trust” shall be defined as monies, accounts or property (real, intellectual or personal) held by the State or National Grange that are managed or administered for an indefinite period of time by the State or National Grange under an affirmative obligation of fiduciary responsibility to preserve capital, generate income, facilitate the organization, re-organization or continuation of an existing Subordinate/Community, Pomona, or State Grange or for other general purposes of the Order as outlined in Chapter 4, Article 11 of this Digest of Laws.

(B) “Trust”, “In Trust”, “Held in trust” shall also be defined as monies, accounts or property (real, intellectual or personal) as well as any previously vested equitable rights of interest or any other formal legal interest held by the State or National Grange that are managed or administered for a definite period of time by the State or National Grange under an affirmative obligation of fiduciary responsibility to preserve capital, generate income,

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facilitate the organization or re-organization of a Subordinate/Community, Pomona, or State Grange within the jurisdiction from which the monies, accounts, property or legal interests were derived or for other general purposes of the Order on behalf of Granges which have surrendered or had their Charter revoked as outlined in Chapter 4, Article 12 of this Digest of Laws.

(C) “Trust”, “In Trust”, “Held in trust” shall never be defined or construed at any place in this Digest of Laws to imply or require the formal or implied creation or existence of any:

- separate legal entity to hold or manage the monies, accounts, properties or previously vested legal interests in question;

- equitable right or interest that is distinct from legal ownership of the monies, accounts, property or previously vested legal interests in question, or

- other formal legal interests in the monies, accounts, properties or previously vested legal interests in question,

- that are held by the State or National Grange on behalf of and for the benefit of another Grange and that would be recognized or constituted under any local, state or federal law in order for that State or National Grange to faithfully discharge the affirmative obligations of fiduciary responsibility created under Chapter 4, Article 11, Chapter 4, Article 12 or any other Article of this Digest of Laws.

10.13.1 All Grange financial accounts of the Junior, Subordinate, Pomona, and State Granges will be audited annually by the respective Grange Executive Committee or by a committee appointed by the Master. The audit report shall be made part of the records of the Grange.

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CODE OF RITUAL, DEGREES AND REGALIA

11.1.1 The Assembly of Demeter shall be in charge of the unwritten work of all Degrees of the Order.

11.1.2 The Degree Manuals containing the ritual for the Junior, Subordinate, Pomona and State Granges and the Assembly of Demeter shall be published only by the National Grange. Such Degree Manuals shall be distributed by the National Grange only to the Masters of the Subordinate, Pomona Granges and State Granges and the High Priest of the Assembly of Demeter who shall be accountable for all Degree Manuals received by them. The Master of the National Grange, with the advice and consent of the National Grange Executive Committee and the High Priest of Demeter, may make such editorial changes to the Manuals of the Order as are necessary. Members are permitted, with the approval of the State Master, to demonstrate or depict signs, salutations, and various ceremonies of the Grange ritual (with the exception of the exemplification of the first four degrees), by using visual or printed materials, in Grange meetings or Grange-sponsored conferences or training sessions for the education of members.

11.1.3 Junior, Subordinate, Pomona or State Granges may not omit or change any part of the Ritual.

11.1.4 The signs of the salutation are never to be given except at a Grange meeting, a Grange Ritual practice or Grange conference.

11.1.5 Officers of Granges shall stand when delivering lectures or instructions to candidates.

11.1.6 A Grange may conduct its work in different Degrees during the same meeting.

11.1.7 The use of the Grange Burial Ceremony is not mandatory for members.

JUNIOR GRANGE

11.2.1 The regalia for Junior Grange officers shall be a collar made of dark-red material trimmed with

a half inch gold colored braid. The collar shall be not more than one yard long, two inches wide at its narrowest part and three inches wide at its widest part, to be fastened at a point making the inner line of the collar not more than 27 inches in length. From the point of fastening, the collar shall flare on straight lines to the outer edges, finishing in two points, officer's title to be designated on face of collar by embroidered gold colored letters.

11.2.2 The Junior Grange color is dark red.

SUBORDINATE GRANGE

11.3.1 When a member has received one or more Degrees said member is entitled to advancement in a Subordinate Grange unless charges are preferred which result in suspension or termination from the Order.

11.3.2 Degrees in a Subordinate Grange may be conferred at either regular or special meetings. A Subordinate Grange meeting must always be opened and closed in the Fourth Degree.

11.3.3 A Subordinate Grange may ballot for a candidate and confer only the first two degrees or the Official Grange Obligation or Welcoming Ceremony upon the candidate at the same meeting. No Subordinate Grange shall confer more than two Degrees on the same candidate at one meeting except on special Degree days as may be authorized by a State Grange.

11.3.4 Subordinate Grange officers sashes shall be made of national blue colored fabric, shall be four inches wide - 40 inches long and lined with blue fabric. Sash to be edged with a one half inch gold colored braid and a one and a half inch gold colored rayon fringe across the ends. Officers titles to be designated by gold colored embroidered letters.

11.3.5 The Subordinate Grange color is national blue.

POMONA GRANGE

11.4.1 All Fourth Degree members of a Subordinate Grange in good standing may receive the Fifth Degree.

11.4.2 The Fifth Degree may be conferred or the Official Fifth Degree Obligation Ceremony conducted in a State or Pomona Grange only when such Grange is opened in that Degree; and by a Pomona Grange only when the candidate has been elected to membership by that Pomona Grange.

11.4.3 The Fifth Degree may be conferred by a State Grange or the National Grange in full form at any annual or special meeting of said Granges. A member receiving the Fifth Degree from a State Grange or the National Grange becomes an unaffiliated Fifth Degree member, said member is not entitled to the Annual Word from the Master, unless said member has been elected to membership in a Pomona Grange.

11.4.4 An unaffiliated Fifth Degree member, if a member of a Subordinate Grange in good standing, may sit in a Pomona Grange as a visiting member in the Fifth Degree on proof of membership in the Fifth Degree, however, such member is not entitled to the Annual Word or to vote.

11.4.5 All Fifth Degree members, including unaffiliated Fifth Degree members, are entitled to receive the Sixth Degree, provided that they are currently members of a Subordinate Grange in good standing.

11.4.6 Pomona Grange meetings must always be opened in the Fifth Degree and may close in either the Fourth or Fifth Degree.

11.4.7 Pomona Grange officers sashes shall be made of medium dark green material, shall be four inches wide - 40 inches long and lined with dark green material. Sashes to be edged with a half inch gold colored rayon braid and a one and a half inch gold colored rayon fringe across the ends. Officer's title to be designated by gold colored embroidered letter.

11.4.8 The Pomona Grange color is dark green.

STATE GRANGE

11.5.1 A State Grange is a Sixth Degree Grange and may confer the Degree of Flora only when opened in the Sixth Degree.

11.5.2 State Granges are authorized to open their meeting in the Sixth Degree, but may conduct their work in the Fourth Degree, provided however, such Granges shall close in the Fourth Degree.

11.5.3 State Grange officers sashes shall be made of pink velvet, shall be four and a half inches wide - 40 inches long and lined with pink fabric. Sash to be piped with green velvet then trimmed with a half inch silver colored rayon braid on all edges. A pink ribbon rosette designed with a silver colored star and two, three inch silver colored tassels to be placed at shoulder. Snap fastener placed to hold crossed ends in place and matching rosette mounted thereon; two inch silver colored fringe attached to ends of sash. Design on face of sash to be made of silver colored embroidery - made to read "State Grange" and initial of officer's title. Directly below these shall be a spray of rosebuds. Executive Committee sashes to be embroidered as above, but with the addition of one star for the one-year member; two stars for the two-year member; three stars for the three-year member and four stars for the four-year member where necessary. Sashes for Deputies shall be made in the same colors and general design as State Grange sashes, except that the rosebud design shall be omitted. The letter "D" in silver color shall be the designation of a Deputy sash and the State Grange designation on same is optional.

11.5.4 The State Grange color is pink.

NATIONAL GRANGE

11.6.1 The Annual Meeting of the National Grange shall open in the Seventh Degree, but may conduct its work in the Fourth Degree, provided however, that such Grange meeting shall close in the Fourth Degree.

11.6.2 National Grange officers sashes shall be

made of gold colored velvet, shall be four and a half inches wide - 40 inches long and lined with gold colored fabric. A gold colored rosette designed with gold colored rayon star and two, three inch gold colored tassels placed at shoulder. Sash to be edged with a half inch gold colored rayon braid and a one and a half inch rayon fringe on outside edges and across ends. Snap fasteners placed to hold crossed ends. At point of crossing, place a seven sided Founders button mounted on a gold colored rayon ribbon rosette. Design on face of sash to be made of gold colored embroidery made to read "National Grange" and officer's title, directly below this shall be an "urn" and below this is a cluster of seven wheat heads. Sash of National Grange delegates shall be the same as the officers' sash without the gold fringe or the letter designating the office.

11.6.3 The National Grange color is gold.

ASSEMBLY OF DEMETER

11.7.1 The Assembly of Demeter shall convene once each year at the Annual Meeting of the National Grange for the purpose of conferring the Seventh Degree, once for a business session, and at such other times as the By-Laws adopted by the Assembly may provide.

GRANGE MEETINGS

11.8.1 A member shall not remain in a Grange meeting when the work being conducted is in a higher Degree than such member has received.

11.8.2 The right and left of the hall is determined from the Overseer's station. If the cloth has a design, it should be placed on the floor in proper position, facing the station of the Overseer.

11.8.3 All Granges shall have the Bible open on the altar and the flag of the United States of America properly displayed in the Grange meeting room.

11.8.4 If possible, the flag shall be placed on a staff,

between the stations of Pomona and the Master. If placed on the wall, it should be directly behind and above the Graces, the stripes in either case pointing towards the Master's station.

11.8.5 Immediately after the Grange has been opened in full form, and before the Master calls down, at the first note of "The Star Spangled Banner," all will face the flag and give the civilian salute, which is made by placing the right hand open over the heart; then stand at salute during the singing of the first verse of "The Star Spangled Banner." Any veteran or active military personnel may render the appropriate military courtesies to the flag.

11.8.6 In Granges having no acceptable song leader or pianist, the Pledge of Allegiance may be substituted for the first verse of "The Star Spangled Banner" after the American Flag has been placed in its proper position.

11.8.7 Presentation of the flag by each individual Grange is urged. The approved flag ceremony of the National Grange is recommended, however, a form approved by a State Grange may be used provided it does not conflict with Grange ritual.

11.8.8 Rose drills, marches and music designed especially for the Sixth and Seventh Degrees may not be used in any lower Degree.

11.8.9 Children under 14 years of age, whose parents are members, shall be admitted to Grange meetings.

11.8.10 The Master of the State Grange may allow the Granges within his/her jurisdiction to use the Salutation at any meeting where non-Grangers are present.

11.8.11 Non-members may be allowed to observe the opening and closing ceremonies of the fourth degree and all aspects of a business meeting conducted in the fourth degree. Any member may object to the presence of non-members during balloting on candidates or balloting on accepting reinstatements or demits into Grange membership.

REGALIA

11.9.1 The Steward is the proper custodian of the regalia, emblems, and other properties of the Grange subject to the Order of the Grange.

11.9.2 The Steward, Assistant Steward, and the Lady Assistant Steward should always bear with them the emblems of their office when engaged in official duty, provided however, that the Assistant Stewards need not carry their staves when distributing materials. The position of the staff of the Lady Assistant Steward in all Granges shall be at the left of her station, and the staff of the Assistant Steward at the right of the Assistant Steward's station. The staff shall be carried in the right hand and open to the rear.

11.9.3 All Granges shall obtain the necessary regalia and emblems as provided for in the Law and Usage of the Order.

11.9.4 Proper attire for meetings at all levels of the Grange shall consist of wearing prescribed regalia or an official Grange pin, and is obligatory upon all members except when a member claims exemption because of religious convictions, then may be excused by a vote of the Grange.

Chapter 12
CODE OF JUDICIAL LAW

RULINGS ON GRANGE LAW

12.1.1 The right to make rulings as to Grange Law and Usage is vested solely in the Masters of the various Granges of the divisions of the Order. All questions of Grange Law and Usage, or pertaining to the Unwritten Work of the Order, shall be the subject of such rulings.

12.1.2 Questions of Grange Law or Usage arising in a Subordinate or Pomona Grange, or referred to a Master of such Grange by a member thereof, shall be decided by the Master of such Subordinate or Pomona Grange, subject to an appeal to the Master of the State Grange having jurisdiction. No member of a Subordinate or Pomona Grange, except the Master thereof, may request rulings as to Grange Law or Usage by the Master of a State Grange or the Master of the National Grange, except in rulings on appeal.

12.1.3 Questions of Grange Law or Usage arising in a State Grange or referred to the Master of a State Grange by any member thereof or the Master of a Subordinate or Pomona Grange; or brought on appeal from a ruling by a Master of Subordinate or Pomona Grange shall be decided by the Master of the State Grange having jurisdiction, subject, however, to an appeal therefrom to the Master of the National Grange. The decisions by the Master of the National Grange on appeals from rulings on Grange Law or Usage made by Masters of State Granges shall be final.

12.1.4 Questions of Grange Law or Usage arising in the National Grange, or referred to the Master thereof by any officer or Delegate of the National Grange shall be decided by the Master of the National Grange subject, however, to appeal therefrom to the Assembly of Demeter whose decision thereto shall be final.

12.1.5 A ruling of a Master may be appealed by filing a notice with the Secretary of the Grange in which the ruling was made, within forty-five (45) days of when the ruling was issued. This notice must be accompanied by two copies of all Grange docu-

ments, regarding the ruling on appeal, including the ruling of the Master. One copy of this record shall be transmitted to the Master who made the ruling and one copy to the Master of the appellate Grange. The Master who made the ruling shall within five (5) days transmit a report as to the ruling under appeal to the Master of the appellate Grange.

12.1.6 The Master of the National Grange shall report to each Annual Meeting of the National Grange all rulings as to Grange Law or Usage or decisions on appeal made since the previous such report.

12.1.7 When any question of Grange Laws or Usage is not provided for in the By-Laws of any Junior, Subordinate, Pomona Grange or State Grange but is provided for in the By-Laws or laws of a Grange of a higher Degree, the law of the higher Degree shall be applicable to the Grange of the lower Degree. The Master of the Grange concerned shall determine whether the law is applicable, subject to appeal as provided for in this Code.

**RULES AND REGULATIONS
FOR GRANGE TRIALS**

12.2.0 Preamble- Recognizing that members of the Grange are subject to human feelings and that disputes do arise, it is earnestly hoped that the spirit of fraternity will cause each member contemplating filing a complaint to use every effort to resolve differences before exercising the rights set forth in this Trial Code. The good works that the Grange traditionally does should not be impeded by frivolous complaints to settle a personal affront. Let each member be large enough in spirit and integrity to obviate the use of this Trial Code.

Let all members remember that this Code is designed to protect the rights of each and every member as well as the integrity of the Order. This Code is designed to be an internal process to seek the truth in dealing with a complaint against a member. No member should attempt to influence this process through means outside the procedures outlined

within this Code.

12.2.1 Any member of the various Granges of the divisions of the Order may file a Complaint against any other member of any Grange for violation(s) of the Manuals of the Degrees of the Order, the By-Laws and laws of the National Grange and the By-Laws of the other Granges of the divisions of the Order. A complaint must be filed no later than three years after the date of the alleged violation.

12.2.2 The Complaint shall be stated in concise language, identifying by specific reference to the corresponding number or letter designation of the Chapter, Section, and or Paragraph allegedly violated. The Complaint shall also contain a statement of facts relating to each charge made. In administering the Complaint, the member bringing the charge shall be called Complainant and the member against whom the charge is brought shall be called Respondent.

12.2.3 The Master of the level where the complaint is filed shall have the authority to offer mediation to the complainant and respondent or make a ruling on the laws of the Order to remedy the complaint. If either the complainant or respondents finds that mediation or ruling by the Master fails to solve the issue, the provisions as set forth in sections 12.2.16 through 12.2.33 will be placed into effect.

STATE PROCEDURES

12.2.4 Upon receipt of a Complaint, the State Master shall appoint a three (3) person Arbitration Panel within 30 days of receipt of the Complaint, naming one member as Chairperson. A copy of the complaint shall be forwarded to the respondent by the chair of the Arbitration Panel at least 15 days prior to a meeting of the Panel.

12.2.5 The Arbitration Panel shall review the Complaint within 30 days of appointment, and may allow comment from Respondent and from Complainant. Thereafter, the Arbitration Panel shall take reasonable steps to resolve the issues between the parties. If the issues are resolved, then Complainant shall withdraw

the Complaint and the State Master shall be so advised. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge does not merit trial, then the State Master shall be so advised, and the State Master shall dismiss the Complaint as to that charge. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge should be heard by a Trial Court, then the State Master shall be so advised and the State Master shall appoint a Trial Court. The decision of the Arbitration Panel shall be final as to whether any charge is, or is not dismissed or referred for trial. The Arbitration panel shall complete its work and advise the State Master of its decision not later than 90 days following the receipt of the complaint by the respondent.

12.2.6 The members of the Arbitration Panel and the Trial Court should, if possible, be comprised of members not belonging to the Subordinate or Pomona Granges where either Complainant or Respondent are members. No member of the Arbitration Panel may be a member of the Trial Court.

12.2.7 If a Complaint is referred by an Arbitration Panel to the State Master for delivery to a Trial Court, the State Master shall appoint a Trial Court composed of three (3) members within 30 days of referral, naming one member as Chairperson.

12.2.8 As part of the process of appointing a Trial Court each Master shall, with the advice and consent of the Executive Committee of said State Grange, make a determination as to the costs of a trial which may be assessed to the parties in controversy. These costs may include, but are not limited to: courtroom rental, expenses of members of the Trial Court, witnesses and public stenographers. The Trial Court, in its sole discretion shall assess the costs of trial to the parties in controversy. Further, the Trial Court in its sole discretion, may require the parties in controversy to deposit with the State Master, funds in an estimated amount sufficient to pay the determined costs. If Complainant shall fail to make the deposit as required, the Trial Court shall dismiss the Complaint. If Respondent shall fail to make the deposit required, the Trial Court may deny Respondent the privilege of presenting evidence at the trial.

12.2.9 Once the Complaint has been referred to the Trial Court, the Trial Court shall transmit to Respondent a complete copy of the Complaint and its attachments, the names of the members of the Trial Court, and a copy of this section of the DIGEST. Respondent shall have twenty (20) days in which to answer the Complaint in writing; a copy of the Answer shall be delivered to the Chairperson of the Trial Court and to Complainant.

12.2.10 The Trial Court shall set the time and place of hearing at which all testimony shall be taken under oath. The Trial Court shall keep a full and accurate record of the proceedings. The hearing shall proceed in the normal courtroom manner of question and answer with first Complainant and then Respondent presenting evidence. The Chairperson of the Trial Court shall rule on the admissibility of evidence.

12.2.11 In case of default by Respondent in failing to timely answer the Complaint and/or in failing to appear at the hearing, the Trial Court may proceed, without Respondent, to accept the evidence as presented by Complainant.

12.2.12 After hearing the evidence and arguments of Complainant and Respondent (if not in Default), the Trial Court by a majority vote shall render a decision of guilty or not guilty as to each charge. In instances where the Complaint contains more than one charge, the Trial Court shall make a separate finding of guilty or not guilty on each charge.

12.2.13

(A) If the Trial Court makes a finding of guilty, then, as to each such finding, it may in addition to assessing costs against Respondent:

- (1) Reprimand Respondent and the reprimand shall be read in the Grange in which the Complaint originated and in the Grange of Respondent at its next regular meeting and made a part of the minutes of that meeting; or
- (2) Suspend for a specified period, Respondent's membership in the various Granges of the Order to which Respondent is a member. During said suspension Respondent shall not be permitted to

attend any meetings, regular or special, of any Grange and shall not be permitted to participate in any Grange function; or

(3) In lieu of and/or in addition to the punishment available under paragraphs (1) or (2) above, remove Respondent from some or all offices held in any division of the Grange for the remainder of the Respondent's term of office and prohibit them from holding that or any office in the Grange for a specific period; or

(4) Terminate Respondent's membership in all Granges. In the event of termination, Respondent shall not be permitted to re-apply for Grange membership without securing the written permission of the State Master, then in office, having jurisdiction over the reapplying terminated member; and

(5) The Trial Court shall determine the form and distribution of notice to be given in instances of suspension or termination.

(B) If the Trial Court makes a finding of not guilty, then the costs shall be assessed against the Complainant. For a finding of guilty, the costs shall be assessed against the Respondent. In cases of multiple charges where the findings include both guilty and not guilty rulings, the Trial Court shall assess both the Respondent and the Complainant.

12.2.14

(A) The Respondent or Complainant may, within fifteen (15) days appeal the finding to the State Master, who in conjunction with the Executive Committee of the State Grange shall constitute a State Review Board for a review of the record, findings, and punishments set by the Trial Court. In the event of a member of the State Board is charged, or has been involved in the case beyond making rulings or performing their prescribed duties, the member will be disqualified from serving in this capacity. If the Board determines there was a procedural error or that the trial court erred in its finding or that the punishment is not equitable in its relation to the charge(s), then the Board may appoint a new Trial Court for a retrial in full form on any or all charges, or the Board may modify the punishment.

(B) The Respondent or Complainant may, within fifteen (15) days of the final State Review Board ruling, appeal the findings of the State Review Board to the National Master for a review of the record, findings, and punishments set by the Trial Court. The National Master shall review the record, findings and punishment set by the State Master and Trial Court. If the National Master determines that there was a procedural error or that the punishment was not equitable in relation to the charge(s), the National Master may appoint a new Trial Court for a retrial in full form on any or all charges, or modify the punishment. The decision of the National Master shall be final.

12.2.15 In no event shall the guilty finding or punishment be reported until Respondent has exhausted the appeal process. No member shall be deprived of any Grange membership until the appeal process has been exhausted.

PROCEDURES AS TO NATIONAL DELEGATE, OFFICER OF NATIONAL GRANGE, AND OFFICER OF ASSEMBLY OF DEMETER

12.2.16 When a Complaint is brought against a Delegate of the National Grange or an Officer of the National Grange, other than the Master or an Officer of the Assembly of Demeter, it shall be filed with the Master of the National Grange. Upon receipt of the Complaint, the Master of the National Grange shall appoint a three (3) person Arbitration Panel within 30 days, naming one member as Chairperson. A copy of the Complaint shall be forwarded to the Respondent by the chair of the Arbitration Panel at least 15 days prior to a meeting of the Panel.

12.2.17 The Arbitration Panel shall review the Complaint within 30 days and may allow comment from Respondent and from Complainant. Thereafter, the Arbitration Panel shall take reasonable steps to resolve the issues between parties. If the issues are resolved, then Complainant shall withdraw the Complaint and the National Master shall be so advised. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge does not merit trial, then the National

Master shall be so advised, and the National Master shall dismiss the Complaint as to that charge. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge should be heard by a Trial Court, then the National Master shall be so advised and the National Master shall appoint a Trial Court with 30 days of referral. The decision of the Arbitration Panel shall be final as to whether any charge is, or is not, dismissed or referred for trial. The Arbitration Panel shall complete its work and advise the National Master of its decision not later than 90 days following the receipt of the complaint by the respondent.

12.2.18 The members of the Arbitration Panel and the Trial Court shall be past voting Delegates of the National Grange and shall be from a State(s) other than that of Complainant and Respondent. No member of the Arbitration Panel may be a member of the Trial Court.

12.2.19 If a Complaint is referred by an Arbitration Panel to the National Master for delivery to a Trial Court, the National Master shall appoint a Trial Court composed of three (3) members, naming one member as Chairperson. As part of the process of appointing a Trial Court, the National Master shall make a determination as to the costs of a trial which may be assessed to the parties in controversy. These costs may include, but are not limited to: courtroom rental, expenses of members of the Trial Court, witnesses and public stenographers. The Trial Court in its sole discretion shall assess the costs of trial to the parties in controversy. Further, the Trial Court in its sole discretion, may require the parties in controversy to deposit with the National Master, funds in an estimated amount sufficient to pay the determined costs. If the Complainant shall fail to make the deposit as required, the Trial Court shall dismiss the Complaint. If the Respondent shall fail to make the deposit required, the Trial Court may deny Respondent the privilege of presenting evidence at the trial.

12.2.20 Once the Complaint has been referred to the Trial Court, the Trial Court shall transmit to Respondent a complete copy of the Complaint and its attachments, the names of the members of the Trial Court, and a copy of this section of the DIGEST.

Respondent shall have twenty (20) days in which to answer the Complaint in writing; a copy of the Answer shall be delivered to the Chairperson of the Trial Court and to Complainant.

12.2.21 The Trial Court shall set the time and place of hearing at which all testimony shall be taken under oath. The Trial Court shall keep a full and accurate record of the proceedings. The hearing shall proceed in the normal courtroom manner of question and answer with first Complainant and then Respondent presenting evidence. The Chairperson of the Trial Court shall rule on the admissibility of evidence.

12.2.22 After hearing the evidence and arguments of Complainant and Respondent (if not in Default), the Trial Court by a majority vote shall render a decision of guilty or not guilty as to each charge. In instances where the Complaint contains more than one charge, the Trial Court shall make a separate finding of guilty or not guilty on each charge.

12.2.23

(A) If the Trial Court makes a finding of guilty, then, as to each such finding, it may in addition to assessing costs against Respondent:

- (1) Reprimand Respondent and the reprimand shall be read in the Grange in which the Complaint originated and in the Grange of Respondent at its next regular meeting and made a part of the minutes of that meeting; or
- (2) Suspend for a specified period Respondent's membership in the various Granges of the Order to which Respondent is a member. During said suspension Respondent shall not be permitted to attend any meetings, regular or special, of any Grange and shall not be permitted to participate in any Grange function; or
- (3) In lieu of and/or in addition to the punishment available under paragraphs (1) or (2) above, remove Respondent from some or all offices held in any division of the Grange for the remainder of the Respondent's term of office and prohibit them from holding that or any office in the Grange for a specific period; or
- (4) Terminate Respondent's membership in all Granges. In the event of termination, Respon-

dent shall not be permitted to re-apply for Grange membership without securing the written permission of the State Master, then in office, having jurisdiction over the reapplying terminated member; and

(5) The Trial Court shall determine the form and distribution of notice to be given in instances of suspension or termination.

(B) If the Trial Court makes a finding of not guilty, then the costs may be assessed against the Complainant.

12.2.24 Once the Trial Court declares a ruling, the Respondent or Complainant may, within fifteen (15) days appeal the decision to the National Master, who in conjunction with the Executive Committee of the National Grange shall constitute a National Review Board for a review of the record, findings and punishment set by the Trial Court. In the event a member of the National Review Board is charged, or has been involved in the case beyond making rulings and performing their prescribed duties, the member will be disqualified from serving in this capacity. If the Board determines there was procedural error or that the Trial Court erred in its ruling or that the punishment is not equitable in its relation to the charge(s), then the Board may appoint a new Trial Court for a retrial in full form on any or all charges, or the Board may modify the punishment and permit Respondent to accept the modified punishment. The decision of this National Review Board shall be final.

PROCEDURES AS TO NATIONAL MASTER

12.2.25 In the event the National Master is charged in a Complaint, the Complaint shall be filed with the High Priest of Demeter. Upon receipt of the Complaint, the High Priest of Demeter shall appoint a three (3) person Arbitration Panel within 30 days of receipt of Complaint, naming one member as Chairperson. A copy of the Complaint shall be forwarded to the Respondent by the chair of the Arbitration Panel at least 15 days prior to a meeting of the Panel.

12.2.26 The Arbitration Panel shall review the Complaint and may allow comment from Respondent and

from Complainant. Thereafter the Arbitration Panel shall take reasonable steps to resolve the issues between the parties. If the issues are resolved, then Complainant shall withdraw the Complaint and the High Priest of Demeter shall be so advised. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge does not merit trial, then the High Priest of Demeter shall be so advised, and the High Priest of Demeter shall dismiss the Complaint as to that charge. If the issues cannot be resolved and the Arbitration Panel by majority vote determines that a charge should be heard by a Trial Court, then the High Priest of Demeter shall be so advised and the High Priest of Demeter shall appoint a Trial Court within 30 days of referral. The decision of the Arbitration Panel shall be final as to whether any charge is, or is not, dismissed or referred for trial. The Arbitration Panel shall complete its work and advise the High Priest of Demeter of its decision not later than 90 days following the receipt of the complaint by the respondent.

12.2.27 The members of the Arbitration Panel and the Trial Court shall be past voting Delegates of the National Grange and shall be from a State(s) other than that of Complainant and Respondent. No member of the Arbitration Panel may be a member of the Trial Court.

12.2.28 If a Complaint is referred by an Arbitration Panel to the High Priest of Demeter for delivery to a Trial Court, the High Priest of Demeter shall appoint a Trial Court composed of three (3) members within 30 days of referral, naming one member as Chairperson. As part of the process of appointing a Trial Court, the High Priest of Demeter shall make a determination as to the costs of a trial which may be assessed to the parties in controversy. These costs may include but are not limited to courtroom rental, expenses of members of the Trial Court, witnesses and public stenographers. The Trial Court in its sole discretion shall assess the costs of trial to the parties in controversy. Further the Trial Court in its sole discretion may require the parties in controversy to deposit with the High Priest of Demeter, funds in an estimated amount sufficient to pay the determined costs. If the Complainant shall fail to make the deposit as required, the Trial Court shall dismiss the

Complaint. If the Respondent shall fail to make the deposit required, the Trial Court may deny Respondent the privilege of presenting evidence at the trial.

12.2.29 Once the Complaint has been referred to the Trial Court, the Trial Court shall transmit to Respondent a complete copy of the Complaint and its attachments, the names of the members of the Trial Court, and a copy of this section of the DIGEST. Respondent shall have twenty (20) days in which to answer the Complaint in writing; a copy of the Answer shall be delivered to the Chairperson of the Trial Court and to Complainant.

12.2.30 The Trial Court shall set the time and place of hearing at which all testimony shall be taken under oath. The Trial Court shall keep a full and accurate record of the proceedings. The hearing shall proceed in the normal courtroom manner of question and answer with first Complainant and then Respondent presenting evidence. The Chairperson of the Trial Court shall rule on the admissibility of evidence.

12.2.31 After hearing the evidence and arguments of Complainant and Respondent (if not in Default), the Trial Court by a majority vote shall render a decision of guilty or not guilty as to each charge. In instances where the Complaint contains more than one charge, the Trial Court shall make a separate finding of guilty or not guilty on each charge.

12.2.32

(A) If the Trial Court makes a finding of guilty, then, as to each such finding, it may in addition to assessing costs against Respondent:

- (1) Reprimand Respondent and the reprimand shall be read in the Grange in which the Complaint originated and in the Grange of Respondent at its next regular meeting and made a part of the minutes of that meeting; or
- (2) Suspend for a specified period Respondent's membership in the various Granges of the Order to which Respondent is a member. During said suspension Respondent shall not be permitted to attend any meetings, regular or special, of any Grange and shall not be permitted to participate

in any Grange function; or

(3) In lieu of and/or in addition to the punishment available under paragraphs (1) or (2) above, remove Respondent from some or all offices held in any division of the Grange for the remainder of the Respondent's term of office and prohibit from holding that or any office in the Grange for a specific period; or

(4) Terminate Respondent's membership in all Granges. In the event of termination, Respondent shall not be permitted to re-apply for Grange membership without securing the written permission of the State Master, then in office, having jurisdiction over the reapplying terminated member; and

(5) The Trial Court shall determine the form and distribution of notice to be given in instances of suspension or termination.

(B) If the Trial Court makes a finding of not guilty, then the costs may be assessed against the Complainant.

12.2.33 Once the Trial Court has declared a ruling, the Respondent or Complainant may, within fifteen (15) days appeal the decision to the elected officers of the Assembly of Demeter (the Assembly) for a review of the record and disposition of the finding, in the same manner as is set forth in Section 12.2.14 above. If the Assembly determines there was a procedural error or that the Trial Court erred in its finding, or that the punishment is not equitable in its relation to the charge(s), then the Assembly may appoint a new Trial Court for a retrial in full form on any or all the charges, or the Assembly may modify the punishment. and permit Respondent to accept the modified punishment. The decision of the Assembly of Demeter shall be final.

PROCEDURAL GUIDE

12.2.34 Hearings of an Arbitration Panel shall be closed. Other than members of the Arbitration Panel, only a public stenographer, Arbitration Panel appointed secretary and counsel representing the Arbitration Panel, may be present during the taking of oral or documentary evidence.

The record of all hearings of an Arbitration Panel shall be sealed and only the findings shall be published.

Trials shall be open and public, provided however, that the Trial Court in its sole discretion may close all or part of a trial to only the parties to the Complaint and their counsel.

A complete transcript shall be made of all trials. All Trials shall be conducted in conformity with accepted judicial procedure with the Chairperson of the Trial Court ruling on the admissibility of evidence, propriety of the questions asked, the recording of objections to evidence and questions allowed to be answered, provided however, that the Master and the Executive Committee of the National Grange are hereby authorized, from time to time, to promulgate such other rules of procedure as may be necessary to carry out the intent of these trial procedures.

12.2.35 If a member of the Order becomes incapacitated or deceased either before or during any sections of this Chapter are invoked, the Master having jurisdiction over the proceedings may dismiss any or all charges brought against the member of the Order. That Master shall then in writing inform both parties (Complainant and Respondent or the immediate family of the incapacitated or deceased member) of the dismissal. In no event shall the guilty finding or punishment be reported until Respondent or Complainant has exhausted the appeal process. No member shall be deprived of any Grange membership until the appeal process has been exhausted.

12.2.36 When a complaint is filed against a Grange member in accordance with this Chapter and the Arbitration panel determines that a charge should be heard by a Trial Court, the Master who appoints the Trial Court will notify in writing the Master of the level of the Grange involved, of the complaint, citing specific reference to the Chapter, Section, and or paragraph allegedly violated by the member. If the Master is the Respondent or Complainant, the next ranking officer will be notified. The notification will make clear that a member is innocent until proven guilty.

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CODE OF PARLIAMENTARY LAW

PREFACE

13.0.0 In all parliamentary matters, the Parliamentary Code shall be regarded as law; and all rulings of Masters of Junior, Subordinate, Pomona, State Granges, and the National Grange must conform thereto.

Roberts Rules of Order (Newly Revised) is considered standard authority in this country, and is adopted as such on points not decided in the Parliamentary Code.

REPORTS OF COMMITTEES

13.1.1 When a committee is called upon for its report, the chairman or some other selected member shall rise in his/her place and read the report. The report of a committee is properly before the Grange for discussion and action without the necessity for a motion to adopt. The Master will announce, "The report of the committee is now properly before you. Are there any remarks?" At the termination of discussion the Master will call for the vote as follows: "All in favor of adopting the report of the committee will manifest it by the voting sign of the Order," etc.

13.1.2 If there is a minority report of the committee, it shall be read before the majority report is acted upon. In order to bring the minority report properly before the Grange, a motion must be made to substitute the minority report for the majority report. If the motion prevails, the minority report become the report of the committee and is then acted upon. If the motion to substitute is lost, the majority report will then be considered.

13.1.3 The report of any committee may be altered or amended, adopted or rejected, as determined by a majority of the Grange. If the report contains simple statements of facts, it may be considered as a whole. If it contains a preamble and resolutions, the resolutions may be considered separately in the same order as introduced by the committee, and the preamble voted upon subsequently, or the entire report may be recommitted to the committee report-

ing the same, or be referred to some other committee, with or without instructions.

MOTIONS

13.2.1 No motion can be made unless the mover rises and address the Chair.

13.2.2 All motions or resolutions shall be reduced to writing, when demanded by two or more members or by the Master. They must be read aloud by the mover or Secretary, seconded, and then repeated by the Master, before they can be debated; and when stated from the Chair they are in possession of the Grange, and cannot be withdrawn except by consent of a majority. At the request of the mover, and the second a motion may be withdrawn before it is in possession of the Grange, or if it is in possession of the Grange, the Master may announce; "Unless there is objection, the motion will be withdrawn." If there is objection, the Grange shall determine by vote. When properly stated, the Master should give the preference of the floor to the mover if he/she rises to speak.

13.2.3 A motion containing more than one subject may be divided when demanded by any members, and a vote shall be taken on each subject.

13.2.4 No dilatory, frivolous or absurd motion shall be entertained by the Master. A dilatory motion is one clearly designed to obstruct business.

TIMES OF SPEAKING

13.3.1 No member shall be allowed to speak more than once to the same question, unless by consent of the Grange, except the members introducing the question, who may speak twice; but this shall not prevent his/her speaking every time the same subject is presented in the form of a different question.

13.3.2 The length of time allowed each speaker shall be determined by the Grange.

DEBATE

13.4.1 A member, while speaking shall refer to the person to whom he/she makes allusions as Brother (or Sister); the Brother (or Sister) on my right or left; or the Brother (or Sister) from (mentioning the state, or county or Subordinate Grange).

13.4.2 No member shall interrupt another while speaking.

13.4.3 When two or more members rise at the same time, the Master shall allow the floor to the one farthest from the Chair; providing however, that the Master shall prevent the abuse of the rule. Every member shall rise from his/her seat to speak, and shall address the Master on rising.

13.4.4 All offensive language, personal allusions, or discourteous conduct must be scrupulously avoided, and any member using exceptional words in debate must be at once called to order, and not permitted to proceed without consent of the Grange.

PRIVILEGED QUESTIONS

13.5.1 While a subject is under consideration, certain motions may be submitted and claim precedence for decision, though themselves not all debatable. These are called privileged questions and are as follows, having precedence in the order in which they are arranged:

- A. Motion to take recess
- B. Raise question of privilege
- C. Call for orders of the day
- D. Motion to lay on the table
- E. Motion for previous question
- F. Motion to postpone to a day certain
- G. Motion to commit
- H. Motion to amend
- I. Motion to postpone indefinitely

13.5.2 A parliamentary inquiry, if pertinent to the pending business, is always in order.

TO ADJOURN

13.6.1 A motion to adjourn is never in order in the Grange. An order of business is prescribed, and when completed, or earlier if necessary, the Worthy Master proceeds to close in due form.

TAKE RECESS

13.7.1 A motion to take recess is privileged if the recess is to take effect immediately, and can be amended only as to length of time of recess. A motion to take a recess at a future time is not privileged by a main motion. If privileged, a two-thirds vote is required; otherwise a majority vote decides.

13.7.2 A Grange is at recess when the program, or order of business, or vote of the Grange provides for an intermission of less than 24 hours, with a definite time to reconvene. A Grange cannot vote to take a recess that will carry the session into the following day. No business can be transacted while a Grange is in recess.

13.7.3 The Master of a Grange may declare the Grange at ease when it becomes desirable to temporarily suspend regular Grange meeting procedure, to admit non-members, to await the report of a Committee, or for any purpose when it is deemed advisable to continue the Grange session. The salutation and voting sign of the Order shall not be used when a Grange is at ease. All officers remain at their stations of duty, unless otherwise directed by the Master.

QUESTION OF PRIVILEGE

13.8.1 A member raising a question of privilege need not wait to be recognized, but upon receiving the Master's attention will say, "Worthy Master, I rise on a question of privilege affecting the Grange." or "I rise on a question of personal privilege." The Master directs him/her to state the question and then decides whether it is one of privilege or not. Two members may appeal this decision. The Master may decide that the question is one of privilege, but not of sufficient importance to interrupt the speaker.

In that event, the Master will assign the floor to the member raising the question immediately upon the conclusion of the speaker.

ORDERS OF THE DAY

13.9.1 A call for the orders of the day requires no second and is a demand that the Grange turn to the consideration of any special orders as outlined in this Code.

LAY ON THE TABLE

13.10.1 A motion to lay on the table may be made to temporarily postpone a pending question— that is to lay on the table until some other question is disposed of— after which the subject may be taken from the table again.

13.10.2 If a motion to lay on the table is decided in the affirmative, the main question, with all the motions pertaining thereto, is removed from before the Grange. To lay an amendment upon the table carries with it the question proposed to be amended. A majority vote decides.

THE PREVIOUS QUESTION

13.11.1 A motion for the previous question shall be put as follows: The Master shall say, “The previous question is called for. As many as favor ordering the previous question will manifest by the voting sign of the Order.” A two-thirds vote is required for its adoption, and, if decided in the affirmative, the vote shall first be taken upon the question under immediate discussion, and then on the main question; if decided in the negative, the main question and pending amendments remain for discussion and action.

13.11.2 No debate should ever be allowed upon the previous Question after it is properly demanded.

POSTPONEMENT TO A DAY CERTAIN

13.12.1 When any subject is postponed to a day certain, it is called the special order for that day. There may be two or more special orders for the same day.

13.12.2 If no hour is fixed, then subjects in the order named take precedence of all other business for every part of that day until disposed of. If an hour is fixed for each subject on the appointed day, each becomes a special order for its hour.

13.12.3 When a special order is called for, the regular business is postponed until the special order is disposed of.

TO COMMIT

13.13.1 A motion to commit may be amended by substituting a new committee; by increasing or reducing the number of members of the committee; or it may be accompanied by instructions to the committee to introduce some particular amendment. If this latter motion be carried in the affirmative, the main question and everything pertaining thereto is placed in the hands of the committee, who will report according to the direction given. In all other cases, the committee may make such report as it judges best.

AMENDMENTS

13.14.1 Amendments must be decided before the questions from which they arise, and may be proposed in three ways:

(A) By inserting or adding a word, phrase, sentence, or section;

(B) By striking out some particular word, phrase, sentence, or section, and

(C) By striking out some particular part and inserting in its place some other word, phrase, sentence, or section.

13.14.2 An amendment once adopted cannot be further amended, except by reconsideration. But it is in order to propose an amendment to an amendment while the first amendment is under consideration. A motion to amend an amendment to an amendment is not in order.

13.14.3 An amendment assumes the form of a substitute when it becomes a new proposition, though relating to the subject under consideration. A substitute may be submitted while an amendment is pending, but cannot be voted on until the original matter is perfected by amendment.

INDEFINITE POSTPONEMENT

13.15.1 A motion to indefinitely postpone cannot be amended. Its passage suppresses a question without coming to a direct vote thereon in a way that it cannot be renewed during the same session of the Grange without reconsideration.

SUSPENSION OF RULES

13.16.1 A Grange may suspend any rules adopted to govern its procedure by a two-thirds vote provided that such suspension does not conflict with its Constitution or By-Laws, or those of the State or National Grange, and provided that such rule is not designed to protect absentees or minorities. A motion to elect by acclamation, or to instruct the Secretary to cast the ballot is not in order because it suspends the rule protecting the minority of one from exposing his/her vote.

DIVISION OF THE GRANGE

13.17.1 Whenever a member doubts the correctness of the decision of the Master upon any question, the member may call for a division.

13.17.2 The result of the vote in this case will be arrived at by those voting in the affirmative rising and standing until they shall be counted by the Assistant

Steward and Lady Assistant Steward as tellers, then resuming their seats, then those voting in the negative will rise to be counted. The tellers will report each count to the Master, who will announce the results.

YEAS AND NAYS

13.18.1 State Granges and the National Grange are delegate bodies. In such bodies, a call for the “Yeas and Nays” is permissible. Should a member call for the “yeas and nays,” the Master will say: “There is a call for the yeas and nays; those in favor of the call will rise.” If five members rise, he/she will say: “The yeas and nays are ordered.” He/she will then state the question and say: “Those voting in the affirmative will say ‘yes’ when their names are called, and those of a contrary opinion ‘no’ when their names are called; the Secretary will call the roll.” The roll having been called, the Secretary reads aloud the names of those voting in the affirmative and then those voting in the negative, that corrections may be made, then adds up the members on either side and hands the result to the Master, who announces it to the Grange.

THE QUESTION

13.19.1 Any subject submitted by any member for the consideration of the Grange is called a motion or resolution, and when it is stated by the Master, it is called the question.

13.19.2 Whenever deliberation upon any question appears to be closed, the Master shall rise and say, “Is the Grange ready for the question?” Unless interrupted, he/she will then proceed to state the question and take the vote upon it.

13.19.3 Whenever the Master can reasonably suppose there will be no objection to his/her decision. He/she may economize time and dispatch business by dispensing with a formal vote, and saying, “If no objection be offered, the report will be received,” “The petition will be granted,” “The Secretary will read the paper,” “The member has leave to withdraw the motion,” etc.

DIVISION OF THE QUESTION

13.20.1 Any member may call for a division of the question when it contains two or more distinct points.

QUESTION OF ORDER

13.21.1 When a question of order arises, it suspends the proceedings and should be decided without debate, after which the proceedings are resumed at the point of suspension.

13.21.2 Such questions are decided by the Master; if, however, the decision is not satisfactory, any member may object to it, and have the question decided by the Grange. This is called appealing from the decision of the Chair, and is placed in the possession of the Grange by the following words, from the Master; "Shall the decision of the Chair stand as the decision of the Grange?" This question is debatable, and may be participated in by the Master.

RECONSIDERATION

13.22.1 When any question has been decided, either affirmatively or negatively, it is permitted for any member who voted with the majority to move a reconsideration at the same meeting. A majority decides. It is debatable only if the question to be reconsidered is debatable. If, however, the subject upon which the vote was taken shall have been announced by authority and gone out of possession of the Grange, a motion to reconsider will not be in order.

RESCINDING AND EXPUNGING

13.23.1 Any action taken by the Grange, except those noted further on in this section, may be rescinded by a majority vote, provided notice has been given at a previous meeting (or in the call if a special meeting), or it may be rescinded without notice by a two-thirds vote, or by a vote of the majority of the entire membership. To rescind is a main motion without any privilege. It cannot be made

if a motion to reconsider is in order. The motion to rescind may be applied to the vote on all motions except that: votes cannot be rescinded after something has been done as a result of that vote that the Grange cannot undo; or when it is in the nature of a contract agreed to by another party; or when it has otherwise passed out of possession of the Grange. The Grange may expunge from the record any action which has been rescinded. This is done by crossing out the expunged portion and noting, "Expunged by order of the Grange" - to be dated and signed by the Secretary. The words must be left legible, otherwise it would be impossible to determine if more was expunged than ordered.

COMMITTEE OF THE WHOLE

13.24.1 In deliberative assemblies, matters of vital moment are usually referred to as a committee of the whole house.

13.24.2 Such a procedure is not applicable to a Grange, and must never be resorted to. No question can arise in a Grange that the Grange may not fully discuss in its organized capacity; and should the Master be required to vacate his/her chair, a successor is already appointed by the ritual.

Chapter 13: Code of Parliamentary Law

	Debatable	Can be Amended	Majority Vote	Two-Thirds Vote	Can be reconsidered	In order when another has floor	Section Reference
Adjourn	N	N	Y	N	N	N	13.6.1
Adopt or Accept Report	Y	Y	Y	N	N	Y	13.1.1 - 13.1.3
Adopt By-Laws	Y	Y	Y	N	N	1	
Amend	Y	Y	Y	N	N	Y	13.14.1 - 13.14.3
Amend Constitution or By-Laws	Y	Y	N	Y	N	1	
Appeal from Decision of the Master	Y	N	Y	N	Y	Y	13.17.1 & 13.21.2
Commit, Refer, or Recommit	Y	Y	Y	N	Y	Y	13.13.1
Division of the Grange	N	N	N	N	Y	N	13.17.1 - 13.17.2
Division of the Question	N	Y	Y	N	Y	N	13.20.1
Lay on the Table	N	N	Y	N	N	N	13.10.1 - 13.10.2
Main Motion or Question	Y	Y	Y	N	N	Y	13.2.1 - 13.2.4 & 13.19.1 - 13.19.3
Order, Question of	N	N	Y	N	Y	N	13.21.1 - 13.21.2
Order, to make a special	Y	Y	N	Y	N	Y	13.12.1 - 13.12.3
Orders of the Day, to call for	N	N	5	5	Y	N	13.9.1
Parliamentary Inquiry	N	N	-	-	Y	N	13.5.2
Postpone to definite time	Y	Y	Y	N	N	Y	13.12.1 - 13.12.3
Postpone indefinitely	Y	N	Y	N	N	3	13.15.1
Previous Questions	N	N	N	Y	N	4	13.11.1 - 13.11.2
Privilege, question of	N	N	-	-	Y	N	13.5.1 & 13.8.1
Recess, to take immediately	6	Y	Y	N	N	1	13.7.1 - 13.7.3
Reconsider	7	N	Y	N	N	N	13.22.1
Rescind or Expunge	Y	Y	Y	N	N	1	13.23.1
Suspend Rules	N	N	N	Y	N	N	13.16.1
Take from Table	N	N	Y	N	N	N	13.10.1
Withdraw a Motion	N	N	Y	N	N	1	13.2.2
Yeas and Nays	N	N	8	-	-	-	13.18.1

1. An affirmative vote on this motion cannot be reconsidered.
2. Cannot be reconsidered, if committee has taken up the subject.
3. A negative vote on this question cannot be reconsidered.
4. Cannot be reconsidered after a vote has been taken under it.
5. Any single member may demand that the order of business be conformed to, no second is required.
6. Undebatable is made when another question is under consideration
7. Undebatable when the motion to be amended or reconsidered is undebatable.
8. In order when five (5) or members rise in support of call for yeas and nays.

N. Rule does not apply.

Y. Rule applies.

EXHIBIT 2

Constitution of the California State Grange

Article I Organization

The California State Grange of the Order of Patrons of Husbandry (hereinafter known as the State Grange) shall consist of the following four divisions:

- 1) Junior Granges (membership Granges) having charge of the Junior Degree
- 2) Subordinate Granges (membership Granges) having charge of the first Four Degrees as follows:
First Degree: Laborer (man), Maid (woman) Second Degree: Cultivator (man), Shepherdess (woman) Third Degree: Harvester (man), Gleaner (woman). Fourth Degree: Husbandman (man), Matron (woman)
- 3) Pomona Granges (district membership Granges) have charge of the Fifth Degree (Pomona)
- 4) State Grange (Delegate body) having charge of the Sixth Degree (Flora).

Article II Regulation and Administration

The State Grange, as a chartered division of the National Grange, shall have the right and power, as the good of the Order requires, to adopt laws for the organization, administration and regulation of the affairs of the various divisions of the State Grange, including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the State Grange, so long as they do not conflict with the laws of the National Grange.

Article III Membership

The qualifications for membership; procedure for attaining membership; membership dues; and the right to vote in each of the Granges of the divisions of the State Grange shall be provided for in the By-Laws of the State Grange. All candidates for membership and elected officers shall be required to agree at the time

of election to membership, or installation in office, that at all times they will faithfully comply with the Constitution, By-Laws, and Codes of the Grange at all levels, as from time to time adopted.

Article IV
Application Fees and Membership Dues

Funds for the operation of each of the various Granges of the divisions of the State Grange shall be collected as application fees for memberships, membership dues and income from Grange sponsored activities.

The By-Laws of the State Grange shall provide for a minimum amount of such application fees and membership dues. The collection of such funds and the apportionment thereof shall be provided for in the By-Laws of the State Grange.

Article V
Officers

The designation, rank, election or appointment, authority and duty of officers in the various Granges of the division of the State Grange shall be provided for in the By-Laws of the State Grange and the By-Laws of the various divisions of the State Grange.

Article VI
***Sale, Encumbrance or Transfer of Real
And/or Personal Property***

When a Grange of any division of the State Grange shall sell, encumber or in any other way transfer real and/or personal property owned by such Grange, for any reason, they shall advise the State Grange and conform to the laws for such sale, encumbrances or transfers as specified in the Constitution and By-Laws of the National Grange.

Article VII
Activities, Earnings

The various Granges of the State Grange shall not conduct any activity not permitted to be carried on by an exempt organization described in Section 501(c) of the Internal Revenue Code of 1954, as now in force or as hereinafter amended.

No part of any net earnings of the various Granges of the State Grange shall inure to the benefit of any officer, director or member of the Grange, except as reasonable compensation for services performed, or be appropriated for any services other than as set forth in the Laws of the Order.

Article VIII
Religious and Political party

Religious or political affiliations shall not be the subject of discussions in the work of the Order, and no religious or political tests for membership shall be applied.

Article IX
Judiciary

The State Grange shall use the procedures as provided for in the Digest of Laws of the National Grange for all trials of members of the Order charged with violation of this Constitution; By-Laws; the Manuals of the Degrees of the Order; or the laws of any division of the Order that may apply.

Article X
Requirements

Reports from Junior, Subordinate and Pomona Granges called for by the State or National Grange must be certified by the Master and Secretary, and under the seal of the Grange.

All correspondence from the State or National Grange shall be made known to the members of the Junior, Subordinate or Pomona Granges without unnecessary delay.

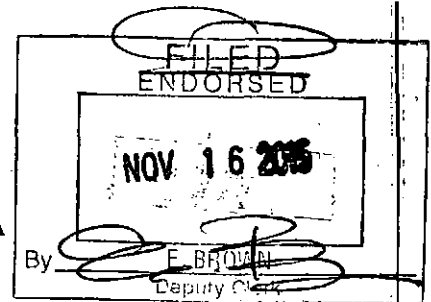
If any Brother or Sister of the Order is sick or in distress, it shall be the duty of the Patrons to visit them and see that they are well provided with all things needful as voted by the Grange.

Any members of the Order found guilty by Grange trial of wanton cruelty to animals shall be expelled from the Grange.

Article XI
Amendments

This Constitution may be amended, provided such amendments in proper form are submitted to the State Grange sixty (60) days prior to the annual session and that the State Grange will thirty (30) days prior to the annual session mail copies of all such proposed amendments to the Subordinate and Pomona Granges. That such amendments to be adopted by two-thirds vote of the Delegates present and voting only at any annual meeting of the State Grange. Said amendment shall be in full force, beginning with the first day of the calendar year following the annual session of the State Grange, unless ordered otherwise.

EXHIBIT 3



SUPERIOR COURT OF CALIFORNIA
COUNTY OF SACRAMENTO

THE NATIONAL GRANGE OF THE ORDER
OF PATRONS OF HUSBANDRY, a
Washington, D.C., non-profit corporation,

Plaintiff,

and

THE CALIFORNIA STATE GRANGE, a
California nonprofit corporation, and ED
KOMSKI,

Plaintiffs-in-Invention.

v.

THE CALIFORNIA STATE GRANGE, a
California nonprofit corporation, and
ROBERT MCFARLAND, JON LUYAAS,
GERALD CHERNOFF, DAMIAN PARR,
TAKASHI YOGI, KATHY BERGERON, and
BILL THOMAS,

Defendants.

AND CONSOLIDATED ACTION.

Case No.: 34-2012-00130439
(Consolidated with Butte County
Superior Court Case #163389)

~~PROPOSED~~ JUDGMENT

Complaint filed: October 1, 2012
Complaint-in-Intervention filed:
November 7, 2014

JUDGMENT is entered in accordance with Plaintiff National Grange's Order Granting Its
Motion for Summary Judgment to Second Amended Complaint, attached as Exhibit A, and the
Request for Dismissal, attached as Exhibit B.

Dated: NOV 16 2015 2015

JUDGE OF THE SUPERIOR COURT

DAVID I. BROWN

Exhibit A

PORTER | SCOTT
350 University Ave., Suite 200
Sacramento, CA 95825
TEL: 916.929.1481
FAX: 916.927.3706

PORTER | SCOTT
A PROFESSIONAL CORPORATION
Martin N. Jensen, SBN 232231
Thomas L. Riordan, SBN 104827
350 University Ave., Suite 200
Sacramento, California 95825
TEL: 916.929.1481
FAX: 916.927.3706

Attorneys for Plaintiff/Cross-Defendants
THE NATIONAL GRANGE OF THE ORDER OF PATRONS OF HUSBANDRY
and **EDWARD L. LUTTRELL**

IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
IN THE COUNTY OF SACRAMENTO

THE NATIONAL GRANGE OF THE
ORDER OF PATRONS OF HUSBANDRY,
a Washington D.C. nonprofit corporation,

Plaintiff,

v.

THE CALIFORNIA STATE GRANGE, a
California nonprofit corporation, and
ROBERT MCFARLAND, JOHN LUVAAS,
GERALD CHERNOFF and DAMIAN
PARR,

Defendants.

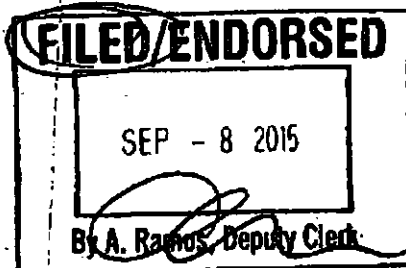
ROBERT MCFARLAND, an individual

Cross-Complainant,

v.

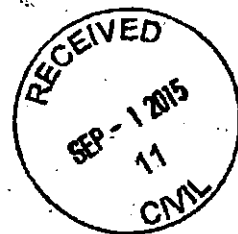
THE NATIONAL GRANGE OF THE
ORDER OF PATRONS OF HUSBANDRY,
a Washington D.C. nonprofit corporation,
and **MARTHA STEFENONI, an individual,**
and **EDWARD L. LUTTRELL, an**
individual, and **SHIRLEY BAKER, an**
individual, **ROES 1 through 10, inclusive,**

Cross-Defendants.



Case No. 34-2012-00130439

PLAINTIFF NATIONAL GRANGE'S
~~PROPOSED~~ ORDER GRANTING ITS
MOTION FOR SUMMARY JUDGMENT TO
SECOND AMENDED COMPLAINT



Original Complaint Filed: October 1, 2012

PORTER | SCOTT
350 University Ave., Suite 200
Sacramento, CA 95825
TEL: 916.929.1481
FAX: 916.927.3706

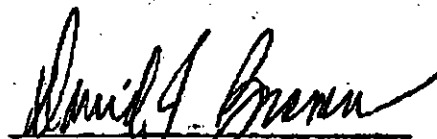
The Motion for Summary Judgment, or in the alternative, Summary Adjudication filed by Plaintiff THE NATIONAL GRANGE OF THE ORDER OF PATRONS OF HUSBANDRY, a Washington, D.C. non-profit corporation ("National Grange") against all Defendants came on for hearing before Honorable David Brown on August 7, 2015 at 2:00 p.m. Attorney Martin N. Jensen appeared for moving party National Grange. The California State Grange, a California non-profit corporation and individual defendants Luvaas, Chernoff, Parr, Yogi, Bergeron and Thomas were represented by attorneys Robert D. Swanson and Daniel S. Stouder. Defendant McFarland was represented by Mark E. Ellis. A tentative ruling granting the motion had been issued on August 6, 2015.

After considering all the evidence, as well as the papers and oral arguments of the parties, the Court took the matter under submission. On August 18, 2015, the Court issued a minute order vacating its tentative ruling, and encompassing a new ruling granting the motion of the National Grange, which is attached hereto as Exhibit A.

Accordingly, the motion for summary judgment is granted in favor of Plaintiff the National Grange as against all Defendants to the Third Amended Complaint.

IT IS SO ORDERED.

Dated: SEP 18 2015


HON. DAVID BROWN
Judge of the Superior Court

APPROVED AS TO FORM:

Dated: Aug. 31, 2015


BOUTIN JONES INC.
Attorneys for the California State Grange

Dated: _____

ELLIS LAW GROUP, LLP
Attorneys for Robert McFarland

**SUPERIOR COURT OF CALIFORNIA
COUNTY OF SACRAMENTO
GORDON D SCHABER COURTHOUSE**

MINUTE ORDER [X] Amended on 08/18/2015

DATE: 08/18/2015

TIME: 02:00:00 PM

DEPT: 53

RECEIVED

JUDICIAL OFFICER PRESIDING: David Brown

CLERK: E. Brown

REPORTER/ERM:

BAILIFF/COURT ATTENDANT:

AUG 20 2015

NOTED 1 2 0 1 1

CASE NO: 34-2012-00130439-CU-MC-GDS **CASE INIT. DATE:** 10/01/2012

CASE TITLE: The National Grange of the Order of Patrons of Husbandry vs. The California State Grange

CASE CATEGORY: Civil - Unlimited

EVENT TYPE: Motion for Summary Judgment and/or Adjudication - Civil Law and Motion - MSA/MSJ/SLAPP

APPEARANCES

Nature of Proceeding: Ruling on Submitted Matter (Motion for Summary Judgment and/or Adjudication (The National Grange) taken under submission on 8/7/2015

TENTATIVE RULING

Plaintiff the National Grange of the Order of Patrons of Husbandry's ("National Grange") motion for summary judgment or, in the alternative, summary adjudication in favor of the Second Amended Complaint ("SAC") is GRANTED.

National Grange has not complied with California Rules of Court, Rule 3.1350, subsections (a) and (d), which provide:

"If summary adjudication is sought, whether separately or as an alternative to the motion for summary judgment, the specific cause of action, affirmative defense, claims for damages, or issues of duty must be stated specifically in the notice of motion and be repeated, verbatim, in the separate statement of undisputed material facts."

"The Separate Statement of Undisputed Material Facts in support of a motion must separately identify each cause of action, claim, issue of duty, or affirmative defense, and each supporting material fact claimed to be without dispute with respect to the cause of action, claim, issue of duty, or affirmative defense."

Failure to comply with the separate statement requirement constitutes grounds for denial of the motion. (Code Civ. Proc. § 437c(b)(1).) Because National Grange has not separately identified each cause of action and its supporting material facts in its separate statement, this Court treats this only as a motion for summary judgment. Nonetheless, the Court grants National Grange's motion for summary judgment as National Grange has met its burden on summary judgment and Defendants have not created a triable issue of material fact.

Procedural History

DATE: 08/18/2015

DEPT: 53

MINUTE ORDER

Page 1
Calendar No.

The procedural history related to this motion is chaotic. National Grange filed this motion on the SAC on February 13, 2015, with a hearing date set for April 30, 2015. At that time, the SAC had not yet been filed or served (nor had this Court granted leave to file a SAC). On February 19, 2015, this court granted National Grange leave to file a SAC. National Grange filed the SAC on February 26, 2015. Defendants filed a demurrer to the third cause of action of the SAC, which was originally set to be heard on April 30 - the same day as the hearing on this motion. On April 30, 2015, this court sustained Defendants' demurrer with leave to amend. National Grange filed the Third Amended Complaint ("TAC") on May 1, 2015. By April 24, 2015, all papers related to this motion had been filed.

Defendants contend that National Grange's motion should be denied based on this procedural history, but they do not contend that they have been prejudiced as a result of National Grange's actions. Accordingly, the court declines to deny the motion on this basis.

Although the TAC is the operative pleading, National Grange has not re-filed or re-noticed this motion. However, because the Court finds that the amendments to the third cause of action to the TAC do not substantively affect the nature of this motion as they essentially removed the few references to the subordinate Granges, the court treats the motion as if made as to the TAC.

Background

In this declaratory relief action, National Grange alleges that it was the parent organization of defendant the California State Grange (the "Now Unchartered State Grange") for which defendant Robert McFarland served as the Master beginning in 2012. In September 2012, McFarland and the Now Unchartered State Grange allegedly rejected National Grange's authority and National Grange suspended its Charter. National Grange alleges that the Now Unchartered State Grange continued to operate as if its Charter was valid.

National Grange revoked the Now Unchartered State Grange's Charter in April 2013 under the Bylaws of the Order of Patrons of Husbandry (the "Order"). The Now Unchartered State Grange did not appeal the revocation and instead purportedly confirmed its disaffiliation in writing. National Grange alleges that pursuant to the Bylaws, all real and personal property in the Now Unchartered State Grange's possession and control was to be delivered to National Grange to be held in trust pending reorganization and restoration of the Charter of the California State Grange to a new chartered entity.

In 2014, National Grange assisted certain Community Granges in good standing to reorganize and restore the Charter and by July 2014 the current duly authorized officers were installed in office. National Grange alleges that upon reorganization and rechartering of this new entity (the "Newly Chartered State Grange"), all Grange property should revert to the Newly Chartered State Grange. National Grange alleges that despite its demands, defendants the Now Unchartered State Grange, Robert McFarland, John Luvaas, Gerald Chernoff, and Damian Parr (collectively, "Defendants") have failed to relinquish Grange property.

In the first cause of action, National Grange seeks a declaration that because the Now Unchartered State Grange's Charter was revoked under the Bylaws of the Order, and Defendants have acknowledged their voluntary disaffiliation from the Order, they have no standing to retain the real and personal property belonging to the Grange.

In the second cause of action, National Grange seeks a declaration that by following its rechartering rules under the Bylaws of the Order, the Newly Chartered State Grange is properly recognized as the sole chartered Grange entity entitled to use and control Grange property in California.

In the third cause of action, National Grange seeks a declaration that the property should revert to possession and/or control of the Newly Chartered State Grange under the Bylaws.

Discussion

In evaluating a motion for summary judgment or summary adjudication the court engages in a three step process. The Court first identifies the issues framed by the pleadings. The pleadings define the scope of the issues on a motion for summary judgment or summary adjudication. (*FPI Dev. Inc. v. Nakashima* (1991) 231 Cal. App. 3d 367, 381-382). Because a motion for summary judgment or summary adjudication is limited to the issues raised by the pleadings (*Lewis v. Chevron* (2004) 119 Cal. App. 4th 690, 694), all evidence submitted in support of or in opposition to the motion must be addressed to the claims and defenses raised in the pleadings. An issue that is "within the general area of issues framed by the pleadings" is properly before the court on a summary judgment or summary adjudication motion. (*Lennar Northeast Partners v. Buice* (1996) 49 Cal. App. 4th 1576, 1582-1583.) The Court cannot consider an unpleaded issue in ruling on motion for summary judgment or adjudication. (*Roth v. Rhodes* (1994) 25 Cal. App. 4th 530, 541.) The papers filed in response to a motion for summary judgment may not create issues outside the pleadings and are not a substitute for an amendment to the pleadings. (*Tsemetzin v. Coast Federal Savings & Loan Assn.* (1997) 57 Cal. App. 4th 1334, 1342.)

Next, the Court is required to determine whether the moving party has met its burden. A plaintiff moving for summary judgment must present prima facie evidence of each element of a cause of action entitling it to summary judgment. Thus, in meeting this initial burden, a moving plaintiff need only prove each element of the cause of action, and is no longer required also to disprove any defense asserted by the defendant. (See, e.g. *Aguilar v. Atlantic Richfield Co.* (2001) 25 Cal. 4th 826, 843.)

If plaintiff succeeds, the burden shifts to defendant, who must set forth specific facts showing a triable issue of material fact exists as to that cause of action. (Code Civ. Proc. § 437c(p)(1).)

Under California law, "[a]ny person ... who desires a declaration of his or her rights or duties with respect to another, or in respect to, in, over or upon property ... may ask for a declaration ... and the court may make a binding declaration of these rights or duties." (Code Civ. Proc. § 1060.)

Standing

Defendants contend that National Grange lacks standing to bring any of the three causes of action because it is not the real party in interest. Defendants brought the same argument in their demurrer to the SAC. As addressed in this court's minute order on Defendants' demurrer to the SAC, the Court disagrees.

First Cause of Action

In the first cause of action, National Grange seeks a declaration that because the Now Unchartered State Grange's Charter was revoked under the Bylaws of the Order, and Defendants have acknowledged their voluntary disaffiliation from the Order, they have no standing to retain the real and personal property belonging to the Grange.

National Grange's evidence includes the following:

- (1) The Grange is a multi-tiered structure and representative form of government that is prescribed by the National Grange's Digest of Laws. (UMF 2.)
- (2) At the highest level, the National Grange is a delegate body that meets annually and is principally comprised of the "Masters" (i.e., the highest officer) of the subordinate units in the next level of the Grange's hierarchy, the State Granges. (UMF 3.)
- (3) A State Grange is a delegate body subordinate to the National Grange that meets annually, and is principally composed of the Masters of the constituent units in the lower levels of the Grange's hierarchy, known as "Community Granges." (UMF 4.)
- (4) The California State Grange's Constitution provides "[t]he State Grange, as a chartered division of the National Grange, shall have the right and power, as the good of the Order requires, to adopt laws for the organization, administration and regulation of the affairs of the various divisions of the State Grange, including laws limiting, defining, and regulating the powers of the various Granges of the division of the State Grange, so long as they do not conflict with the laws of the National Grange." (UMF 5.)
- (5) The National Grange is "the controlling and supreme lawmaking division of the Order from which body all other Granges of the divisions of the Order shall derive their rights and powers." (UMF 6.)
- (6) It "shall have the right and power ... to adopt laws for the organization, administration and regulation of the affairs for the various Granges of the divisions of the Order including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the Order." (UMF 7.)
- (7) All provisions in the National Grange's Digest of Laws are binding upon all constituent units and individual members of the Grange, including the California State Grange. (UMF 9.)
- (8) Each State Grange, including the California State Grange, adopts and from time to time amends its own Constitution and Bylaws, which may not conflict with the Digest of Laws. (UMFs 10, 11.)
- (9) The National Grange has the authority to suspend or revoke the Charters of the State Granges whenever a "State Grange is working in violation of the law and usages of the Order, ... if it is the determination of the Master of the National Grange that the good of the order requires such action." (UMFs 12, 13.)
- (10) A State Grange may appeal any decision suspending or revoking its charter. (UMF 14.)
- (11) Section 1.10.1 of the National Grange's Digest of Laws provides that when a State Grange "has its Charter revoked, the real and personal property of said Grange shall be retained by the Order for use in accordance with the general purposes of the Order." (UMF 19.)
- (12) Section 1.11.4 of the National Grange's Digest of Laws provides that when a State Grange "is dissolved or ceases to function for any reason, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order." (UMF 20.)
- (13) The National Grange's Digest of Laws also sets forth the procedure by which property is to be transferred from a State Grange following revocation of its charter. (UMFs 21, 22.)
- (14) Between 1873 and 2012, the Now Unchartered State Grange participated as a subordinate and constituent part of the Grange, among other ways, by the following:
 - a. Regularly sending representatives to participate in annual meetings of the National Grange, through which the Now Unchartered State Grange participated in the adoption of all amendments to the National Grange's Digest of Laws that have occurred since the Now Unchartered State Grange was founded;
 - b. Regularly submitting annual and quarterly reports to the National Grange, as required by the National Grange's Digest of Laws and the California State Grange's By-Laws;
 - c. Making annual payments to the National Grange, as required by the National Grange's Digest of

Laws;

- d. Taking part in programs sponsored by the National Grange, such as the Youth Fair; and
- e. Enjoying representation in lobbying activities conducted by the National Grange in Washington, D.C.

(UMF 23.)

(15) National Grange suspended the Now Unchartered State Grange's charter pursuant to Section 4.5.7 of the Digest of Laws on September 17, 2012, and the order was not appealed. (UMFs 25, 26.)

(16) On or about April 5, 2013, the Master of the National Grange revoked the Charter of the Now Unchartered State Grange pursuant to section 4.5.11 of the Digest of Laws, which provides that "[t]he remedy of revocation of a [State Grange] is intended to be used when, in the judgment of the [National Master], the deficiencies in the criteria are incapable of being remedied or may not be remedied within a reasonable time." (UMF 28.)

(17) Upon revocation of its Charter, pursuant to Digest of Laws Section 4.12.2, all property of the Now Unchartered State Grange became property of the National Grange to hold in trust until such time as a new California State Grange was reorganized and its Charter was restored. (UMF 29.)

(18) On November 8, 2013, Defendants sent a "Position Statement" to the Executive Committee of the National Grange stating that "by unanimous vote of the delegates at" the unauthorized October 2013 annual meeting, "the California State Grange amended our By-Laws to acknowledge that we are no longer affiliated with the National Grange." (UMF 33.)

(19) Defendants continue to retain control of Grange property. (UMF 34.)

The Now Unchartered State Grange contends that because its Articles of Incorporation and Bylaws do not incorporate by reference the National Grange's Digest of Laws, it is not subject to them. (Pullen Decl., ¶ 4, Ex. S (Tab 3 to Appendix); Keel Decl., ¶¶ 4-5, Exs. B-C (Tab 1 to Appendix).) It also contends that neither its Articles of Incorporation or Bylaws contain any provision that upon revocation of its charter, it must dissolve or transfer its property to National Grange. (Pullen Decl., ¶¶ 4, 7, Exs. S, V (Tab 3 to Appendix); Keel Decl., ¶¶ 4-5, Exs. B-C (Tab 1 to Appendix).) However, this does not create a *factual* dispute as to whether the Now Unchartered State Grange was subject to the National Grange's Digest of Laws. The Articles of Incorporation and Bylaws do not state that the Digest of Laws do not apply and, in fact, reference the "rules and regulations" of the Order and the National Grange's Bylaws in a few places.

The Now Unchartered State Grange also contends that its Constitution, which provides it may adopt laws for the organization, "so long as they do not conflict with the laws of the National Grange[.]" is not a governing document with any authority. However, the Now Unchartered State Grange does not dispute the contents of the Constitution. It contends any authority the Constitution may have ever had ceased once the Now Unchartered State Grange was incorporated in 1946. National Grange asserts the Constitution is not meaningless because it occupies section 1 of the two sections of the Now Unchartered State Grange's Digest of Laws, expressly acknowledges the National Grange's authority, and requires that sales, encumbrances, or transfers conform to the National Grange's Bylaws. Even if the Constitution is not a legally required document to incorporate under California law, it has bearing to this matter as it reflects the intent and relationship of the parties and its contents have not been put in dispute.

The Now Unchartered State Grange has failed to create a triable issue of material fact, making National Grange's material facts undisputed.

The Now Unchartered State Grange then sets forth legal arguments in opposition. First, the Now Unchartered State Grange argues that because it is an *incorporated* non-profit mutual benefit corporation, it is governed by the California Corporations Code, not National Grange's rules.

Although it may be true that the Now Unchartered State Grange is subject to California's Corporation

Code because it is a non-profit mutual benefit corporation, it is also true that the Now Unchartered State Grange was created and became a part of the Order because National Grange issued it a Charter in 1873. (Konski Decl., ¶¶ 3, 29, Ex. R.) The Now Unchartered State Grange was not created in 1873 because it incorporated under California law; it was created when National Grange issued it a charter in 1873. In fact, the Now Unchartered State Grange operated and existed as part of the Order solely under its Charter only for nearly 73 years. The Now Unchartered State Grange did not incorporate until 1946. The Charter, in turn, discusses compliance with National Grange's rules and states "the State Grange hereby constituted, and their successors, shall at all times comply with the Constitution of the National Grange and with the Bylaws of the State Grange, which must be in harmony with, and in conformity to, all National Grange laws and rulings." (Konski Decl., ¶ 29, Ex. R.)

On July 15, 1873, plaintiff chartered the Now Unchartered State Grange as its affiliate state-level chapter. Further, it is undisputed that between 1873 and 2012, even after it incorporated (in 1946), the Now Unchartered State Grange participated as a subordinate and constituent part of the National Grange and Order. (UMF 23.) Between 1873 and 2012, the Now Unchartered State Grange regularly sent representatives to participate in annual meetings of the National Grange and participated in the adoption of all amendments to the National Grange's Digest of Laws that have occurred since the Now Unchartered State Grange was founded. (UMF 23.) It regularly submitted reports and made annual payments to the National Grange as required by the National Grange's Digest of Laws. (UMF 23.) It also enjoyed the benefits of being a part of the Order. (UMF 23.) Defendants do not dispute this fact.

Although the Now Unchartered State Grange contends National Grange's Digest of Laws does not govern them, the Now Unchartered State Grange admits, and it is undisputed, that they voted against revisions to such laws, including the provision that gave National Grange broader discretion to revoke State Grange charters. (AUMFs 47-49.) It would appear contradictory to participate and vote on amendments to the National Grange's Digest of Laws if the Now Unchartered State Grange believed it was not bound by the laws.

Essentially, the Now Unchartered State Grange is arguing that once it incorporated, it was no longer subject to National Grange's rules. Although no California court has considered the Grange's rules, the Washington Court of Appeals summarily rejected the idea that incorporation of a Subordinate Grange permitted it to disregard the rules of the National Grange: "To the contrary, incorporation of a subordinate organization does not change its purpose or status of an extension of the supreme body. Nor does it affect the Charter and oath to obey the constitution and bylaws of the Order. Those laws still control." (*National Grange of Order of Patrons of Husbandry v. O'Sullivan Grange* (1983) 35 Wn. App. 444, 450-451; 667 P.2d 1105.)

Based on its Charter, Constitution, Articles of Incorporation, Bylaws and actions, it is apparent that the Now Unchartered State Grange, whether it was specifically adopted in its governing documents or not, was supposed to and did recognize the National Grange's Digest of Laws as governing them as a subordinate part of the Order.

Further, it is undisputed that National Grange issued a Charter to the Now Unchartered State Grange and then revoked the Charter under the Bylaws of the Order. (UMF 28.) The Now Unchartered State Grange does not create a dispute of fact through its legal arguments as it contends.

It is also undisputed that the Now Unchartered State Grange acknowledged their voluntary disaffiliation from the Order. (UMF 33.) Again, the Now Unchartered State Grange does not create a dispute of fact through its legal arguments.

Finally, for the reasons discussed above, it is undisputed that the Now Unchartered State Grange recognized and was governed by the National Grange's Digest of Laws, the supreme laws of the Order.

Accordingly, based on the undisputed language of the National Grange's Digest of laws, the revocation of the Now Unchartered State Grange's charter, and the Now Unchartered State Grange's clear disaffiliation from the Order, it has no standing to retain the real and personal property belonging to the Grange.

California Law Does Not Forbid the Relief National Grange Seeks

Even if the National Grange's Digest of Laws govern the Now Unchartered State Grange, the Now Unchartered State Grange argues that the California Corporations Code also governs and forbids the relief National Grange seeks. The Court disagrees for the reasons discussed below.

Corporations Code Sections 7120(c) and 7132(a)

First, the Now Unchartered State Grange contends that National Grange's claims fail due to Corporations Code sections 7120(c) and 7132(a). The Court disagrees.

Section 7132 went into effect January 1, 1980. In enacting the law, the California legislature expressly decided that certain provisions would only apply to pre-existing corporations if those corporations elected to make them applicable. Thus, a transition provision, section 9913 of the Corporations Code, was adopted as part of the law and provides:

"The provisions of Sections 7130, 7131, and 7132 of the new Mutual Benefit Corporation Law relating to the contents of articles of incorporation do not apply to subject corporations governed by the Mutual Benefit Corporation Law *unless and until an amendment of the articles of incorporation is filed stating that the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under this part.*" (emphasis added.)

It is undisputed that State Grange's articles of incorporation, which were filed in 1946, have never been amended. (AUMFs 4, 27.) Accordingly, these sections are inapplicable.

Even assuming the sections do apply, they do not preclude the relief National Grange seeks.

Corporations Code section 7120(c) provides "[t]he corporate existence begins upon the filing of the articles and continues perpetually, unless otherwise expressly provided by law or in the articles." The Unchartered State Grange contends that based on this statute, the revocation of its Charter in April 2013 had no effect on its corporate existence. National Grange does not allege, however, that the revocation of the Charter had an effect on the legal existence of the Now Unchartered State Grange's corporation status. Rather, National Grange seeks declaratory judgment as to whether the revocation of the Charter had an effect on the Now Unchartered State Grange's right to possess and control Grange property.

Corporations Code section 7132(a) provides:

"(a) The articles of incorporation may set forth any or all of the following provisions, which shall not be effective unless expressly provided in the articles:

(4) In the case of a subordinate corporation instituted or created under the authority of a head organization, a provision setting forth either or both of the following:

(A) That the subordinate corporation shall dissolve whenever its charter is surrendered to, taken away by, or revoked by the head organization granting it.

(B) That in the event of its dissolution pursuant to an article provision allowed by subparagraph (A) or in the event of its dissolution for any reason, any assets of the corporation after compliance with the applicable provisions of Chapters 15 (commencing with Section 8510), 16 (commencing with Section 8610), and 17 (commencing with Section 8710) shall be distributed to the head organization."

The Now Unchartered State Grange contends that this section "expressly forbids a nonprofit mutual benefit corporation from conferring a head organization [National Grange] the power, following revocation of the corporation's charter, to dissolve the corporation and seize its property[.]" unless "the corporation has willingly conferred those powers in its own articles of incorporation." (Opp. 12:12-16.) National Grange contends section 7132(a) only applies to the automatic dissolution of the subordinate entity upon revocation of its charter, which has not been requested by National Grange. The Court agrees. National Grange does not seek dissolution, but only that the Now Unchartered State Grange return Grange property in their control following revocation of the Charter and disaffiliation from the

Order.

Corporations Code Section 7911

Next, the Now Unchartered State Grange contends Corporations Code section 7911 prohibits it from transferring its property unless the transfer is approved by its board and members. The Now Unchartered State Grange's superficial support for this contention is the language of the statute, which provides:

"(a) Subject to the provisions of Section 7142, a corporation may sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of its assets when the principal terms are:

(1) Approved by the board; and

(2) Unless the transaction is in the usual and regular course of its activities, approved by the members (Section 5034), either before or after approval by the board and before or after the transaction."

However, National Grange is not seeking the disposition of all or substantially all of the Now Unchartered State Grange's property. Rather, it is seeking a declaratory judgment regarding who has the *right* to the Grange property. Accordingly, section 7911 is not applicable.

Evidence Code section 662

The Now Unchartered State Grange next contends Evidence Code section 662 prohibits the transfer of the property. The Now Unchartered State Grange's only support for this contention is the language of the statute and its contention that the only specific property mentioned by National Grange is the State Grange's headquarters building in Sacramento, California, which is owned by the Now Unchartered State Grange corporation.

Section 662 provides "[t]he owner of the legal title to property is presumed to be the owner of the full beneficial title. This presumption may be rebutted only by clear and convincing proof." Thus, the question is whether the facts presented are sufficient to rebut this presumption. The Court concludes they are.

It is undisputed that section 1.3.1 of the National Grange's Digest of Laws states "[t]he National Grange, as the national representative division of the Order, shall be the controlling and supreme law making division of the Order from which body all the other Granges of the divisions of the Order shall derive their equal rights and powers. The National Grange shall have the right and power as the good of the Order requires, to adopt laws for the organization, administration and regulation of the affairs of the various Granges of the divisions of the Order including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the Order." (UMFs 6, 7.)

It is undisputed that between 1873 and 2012, the Now Unchartered State Grange participated as a subordinate and constituent part of the National Grange and Order and recognized certain National Grange rules governing them as a subordinate part of the Order. (UMF 23.)

It is undisputed that section 4.12.12 of National Grange's Bylaws provide:

"4.12.2 Property of State Granges - Whenever a State Grange surrenders its Charter or otherwise becomes inactive, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order, subject to the following terms and conditions:

(A) All right, title and interest as to all real and personal property owned by a State Grange which surrenders its Charter or otherwise becomes inactive shall become the Property of the National Grange. The National Grange shall hold such property in trust for the benefit of the Inactive State Grange until said State Grange is reorganized pursuant to Grange Law. ..." [emphasis added]

Subsection (B) describes the legal and beneficial interest accruing to National Grange if the inactive State Grange is not reorganized within seven years.

Accordingly, there appears to be clear and convincing evidence rebutting the presumption of Evidence Code section 662. (*Episcopal Church Cases* (2009) 45 Cal. 4th 467, 492.)

California Trust Law

The Now Unchartered State Grange also contends California trust law requires a specific grant by the trust settlor to create a trust and that National Grange has not established that the Now Unchartered State Grange ever agreed to hold its property in trust for National Grange or the Order. For the reasons discussed above, the Court disagrees.

Corporations Code section 7231

The Now Unchartered State Grange finally contends that Corporations Code section 7231, which imposes fiduciary duties on directors of non-profit mutual benefit corporations to act in the best interests of the corporation, trumps National Grange's rules. However, Defendants do not cite to any applicable case law supporting this proposition. Accordingly, the Court does not find this argument persuasive.

Conclusion

For the foregoing reasons, National Grange has demonstrated undisputed material facts warrant the declaratory relief it seeks as to the first cause of action. The Now Unchartered State Grange has failed to create a triable issue of material fact through its evidence and the Court disagrees with its legal arguments.

Second Cause of Action

In the second cause of action, National Grange seeks a declaration that by following its rechartering rules under the Bylaws of the Order, the Newly Chartered State Grange is properly recognized as the sole chartered Grange entity entitled to use and control Grange property in California.

The Now Uncharted State Grange contends this cause of action fails because "Grange property" is never defined in the motion and, regardless of the "charters" of any other entity, it is entitled to own and retain its own property under California's Corporation Code. For the reasons discussed above, the Court disagrees with these arguments.

It is undisputed that the National Grange reorganized and issued a Charter to the Newly Chartered State Grange pursuant to section 4.3.8 of the Digest of Laws. (UMFs 36 and 37.) It is also undisputed that section 4.12.2 of the Digest of Laws provides "[i]f the Inactive State Grange is reorganized within a period of seven years ... then all trust property shall revert to the reorganized Grange, and the trust shall terminate." (UMF 22.) Because it is also undisputed that the Now Uncharted State Grange's Charter was revoked and it disaffiliated from the Order (as discussed above), the Newly Chartered State Grange is the only Grange entity entitled to use and control Grange property in California pursuant to the National Grange's Digest of Laws.

Third Cause of Action

In the third cause of action, National Grange seeks a declaration that the property should revert to possession and/or control of the Newly Chartered State Grange under the Bylaws.

As discussed in detail above, based on its Charter, Constitution, Articles of Incorporation, Bylaws and actions, it is apparent that the Now Unchartered State Grange, whether it was specifically adopted in its governing documents or not, was supposed to and did recognize the National Grange's Digest of Laws as governing them as a subordinate part of the Order.

The language of section 4.12.2 of the Digest of Laws, which sets forth a two-step process to transfer Grange property when a State Grange surrenders its charter or otherwise becomes inactive, is undisputed. (UMF 22.) The Grange property is to be held in trust by the National Grange until the Inactive State Grange is reorganized. (UMF 22.)

In *Most Worshipful Sons of Light Grand Lodge, etc. v. Sons of Light Lodge No. 9*, the California Court of Appeal held that the assets of a fraternal association are the property of all the members, not of any number less than all of them. (118 Cal. App. 2d 78, 84-85 (1953).) The Now Uncharted State Grange contends this case is inapplicable because it concerned an unincorporated association and, here, the National Grange and Now Uncharted State Grange are two separate corporations and entities, each of which has the right to own separate property. However, for the reasons discussed above, the Court rejects this argument. While the Now Uncharted State Grange may be a legally separate entity from the National Grange, the undisputed facts establish that the Now Uncharted State Grange was created as a subordinate division of the Order and actively participated in the Order and recognized it was governed by the National Grange's Digest of Laws for many years.

Indeed, it is a "fundamental mistake" ... "to rely solely on California corporations law in a vacuum, without reference to the articles of incorporation and bylaws" of the subordinate corporation, as well as the constitution of the larger entity. (*Huber v. Jackson* (2009) 175 Cal. App. 4th 663, 680; *New v. Kroeger* (2008) 167 Cal. App. 4th 800, 820.) Accordingly, based on the National Grange's Digest of Laws, the Now Uncharted State Grange's Charter, Constitution, Articles of Incorporation, Bylaws, and participation in the Order, the Now Uncharted State Grange has the obligation to transfer to the Newly Chartered State Grange all Grange property in its possession or control.

Defendant McFarland's Arguments

In his separate opposition, Defendant McFarland sets forth many of the same arguments set forth by Defendants. His additional contentions are irrelevant as discussed below.

First, McFarland contends, based on Corporations Code sections 7213 and 7223, that National Grange lacks standing to remove him as President of the California State Grange and, therefore, precludes National Grange's request that this Court declare that he is no longer the President. McFarland's argument is not considered as National Grange has not requested declaratory relief in this form.

Second, McFarland contends his settlement of *The California State Grange v. Agricultural Association of Vista* is protected by the business judgment rule and that his suspension was improper because the California State Grange's Board of Directors found he did not violate Grange law. McFarland claims that this precludes National Grange's request that this Court declare he has been suspended as President and Director of the California State Grange. Again, National Grange has not requested declaratory relief in this form. Thus, McFarland's arguments are irrelevant.

The Now Uncharted State Grange's objections to evidence numbers 1 through 54 are **OVERRULED**.

Robert McFarland's objections to evidence numbers 1 through 41 are **OVERRULED**.

The National Grange's objections to the declarations of Rick Keel, Elizabeth Pullen, Robert D. Swanson, Damian Parr, Takashi Yogi, Kathy Bergeron, Bill Thomas, Jon Luvaas, Robert McFarland, and Larry Kroger are **OVERRULED**.

The National Grange's objections to the declaration of William A. Lapcevic are SUSTAINED.

Robert McFarland's request for judicial notice of the court's February 19, 2015 Minute Order, February 26, 2015 Second Amended Complaint, and March 27, 2015 Notice of Demurrer is GRANTED.

National Grange's requests for judicial notice of the Court's file in this action and the order of the United States District Court, Eastern District of California, is GRANTED.

However, the Court may not take judicial notice of the truth of contents of documents or resolve factual disputes that arise from those documents. (See *Big Valley Band of Pomo Indians v Superior Court* (2005) 133 Cal. App. 4th 1185, 1191-1192; *Garcia v Sterling* (1985) 176 Cal. App. 3d 17, 22.)

National Grange's counsel shall prepare for this Court's signature an order pursuant to CCP § 437c(g) and CRC Rule 3.1312.

COURT RULING

The matter was argued and submitted. The matter was taken under submission.

Having taken the matter under submission on 8/7/2015, the Court now rules as follows:

SUBMITTED MATTER RULING

The Tentative Ruling is vacated, and the Court now rules as follows.

Plaintiff the National Grange of the Order of Patrons of Husbandry's ("National Grange") motion for summary judgment or, in the alternative, summary adjudication in favor of the Second Amended Complaint ("SAC") is GRANTED.

National Grange has not complied with California Rules of Court, Rule 3.1350, subsections (a) and (d), which provide:

"If summary adjudication is sought, whether separately or as an alternative to the motion for summary judgment, the specific cause of action, affirmative defense, claims for damages, or issues of duty must be stated specifically in the notice of motion and be repeated, verbatim, in the separate statement of undisputed material facts."

"The Separate Statement of Undisputed Material Facts in support of a motion must separately identify each cause of action, claim, issue of duty, or affirmative defense, and each supporting material fact claimed to be without dispute with respect to the cause of action, claim, issue of duty, or affirmative defense."

Failure to comply with the separate statement requirement constitutes grounds for denial of the motion. (Code Civ. Proc. § 437c(b)(1).) Because National Grange has not separately identified each cause of action and its supporting material facts in its separate statement, this Court treats this only as a motion for summary judgment. Nonetheless, the Court grants National Grange's motion for summary judgment as National Grange has met its burden on summary judgment and Defendants have not created a triable issue of material fact.

Procedural History

The procedural history related to this motion is chaotic. National Grange filed this motion on the SAC on

February 13, 2015, with a hearing date set for April 30, 2015. At that time, the SAC had not yet been filed or served (nor had this Court granted leave to file a SAC). On February 19, 2015, this court granted National Grange leave to file a SAC. National Grange filed the SAC on February 26, 2015. Defendants filed a demurrer to the third cause of action of the SAC, which was originally set to be heard on April 30 - the same day as the hearing on this motion. On April 30, 2015, this court sustained Defendants' demurrer with leave to amend. National Grange filed the Third Amended Complaint ("TAC") on May 1, 2015. By April 24, 2015, all papers related to this motion had been filed.

Defendants contend that National Grange's motion should be denied based on this procedural history, but they do not contend that they have been prejudiced as a result of National Grange's actions. Accordingly, the court declines to deny the motion on this basis.

Although the TAC is the operative pleading, National Grange has not re-filed or re-noticed this motion. However, because the Court finds that the amendments to the third cause of action to the TAC do not substantively affect the nature of this motion as they essentially removed the few references to the subordinate Granges, the court treats the motion as if made as to the TAC.

Background

In this declaratory relief action, National Grange alleges that it was the parent organization of defendant the California State Grange (the "Now Unchartered State Grange") for which defendant Robert McFarland served as the Master beginning in 2012. In September 2012, McFarland and the Now Unchartered State Grange allegedly rejected National Grange's authority and National Grange suspended its Charter. National Grange alleges that the Now Unchartered State Grange continued to operate as if its Charter was valid.

National Grange revoked the Now Unchartered State Grange's Charter in April 2013 under the Bylaws of the Order of Patrons of Husbandry (the "Order"). The Now Unchartered State Grange did not appeal the revocation and instead purportedly acknowledged it is no longer affiliated with National Grange in writing. National Grange alleges that pursuant to the Bylaws, all real and personal property belonging to National Grange in the Now Unchartered State Grange's possession and control was to be delivered to National Grange to be held in trust pending reorganization and restoration of the Charter of the California State Grange to a new chartered entity.

In 2014, National Grange assisted certain Community Granges in good standing to reorganize and restore the Charter and by July 2014 the current duly authorized officers were installed in office. National Grange alleges that upon reorganization and rechartering of this new entity (the "Newly Chartered State Grange"), all Grange property should revert to the Newly Chartered State Grange. National Grange alleges that despite its demands, defendants the Now Unchartered State Grange, Robert McFarland, John Luvaas, Gerald Chernoff, and Damian Parr (collectively, "Defendants") have failed to relinquish Grange property.

In the first cause of action, National Grange seeks a declaration that because the Now Unchartered State Grange's Charter was revoked under the Bylaws of the Order, and Defendants have acknowledged this disaffiliation from the Order, they have no standing to retain the real and personal property belonging to the Grange.

In the second cause of action, National Grange seeks a declaration that by following its rechartering rules under the Bylaws of the Order, the Newly Chartered State Grange is properly recognized as the sole chartered Grange entity entitled to use and control Grange property in California.

In the third cause of action, National Grange seeks a declaration that the property should revert to possession and/or control of the Newly Chartered State Grange under the Bylaws.

Discussion

In evaluating a motion for summary judgment or summary adjudication the court engages in a three step process. The Court first identifies the issues framed by the pleadings. The pleadings define the scope of the issues on a motion for summary judgment or summary adjudication. (*FPI Dev. Inc. v. Nakashima* (1991) 231 Cal. App. 3d 367, 381-382). Because a motion for summary judgment or summary adjudication is limited to the issues raised by the pleadings (*Lewis v. Chevron* (2004) 119 Cal. App. 4th 690, 694), all evidence submitted in support of or in opposition to the motion must be addressed to the claims and defenses raised in the pleadings. An issue that is "within the general area of issues framed by the pleadings" is properly before the court on a summary judgment or summary adjudication motion. (*Lennar Northeast Partners v. Buice* (1996) 49 Cal. App. 4th 1576, 1582-1583.) The Court cannot consider an unpleaded issue in ruling on motion for summary judgment or adjudication. (*Roth v. Rhodes* (1994) 25 Cal. App. 4th 530, 541.) The papers filed in response to a motion for summary judgment may not create issues outside the pleadings and are not a substitute for an amendment to the pleadings. (*Tsemetzin v. Coast Federal Savings & Loan Assn.* (1997) 57 Cal. App. 4th 1334, 1342.)

Next, the Court is required to determine whether the moving party has met its burden. A plaintiff moving for summary judgment must present prima facie evidence of each element of a cause of action entitling it to summary judgment. Thus, in meeting this initial burden, a moving plaintiff need only prove each element of the cause of action, and is no longer required also to disprove any defense asserted by the defendant. (See, e.g. *Aguilar v. Atlantic Richfield Co.* (2001) 25 Cal. 4th 826, 843.)

If plaintiff succeeds, the burden shifts to defendant, who must set forth specific facts showing a triable issue of material fact exists as to that cause of action. (Code Civ. Proc. § 437c(p)(1).)

Under California law, "[a]ny person ... who desires a declaration of his or her rights or duties with respect to another, or in respect to, in, over or upon property ... may ask for a declaration ... and the court may make a binding declaration of these rights or duties." (Code Civ. Proc. § 1060.)

Standing

Defendants contend that National Grange lacks standing to bring any of the three causes of action because it is not the real party in interest. Defendants brought the same argument in their demurrer to the SAC. As addressed in this court's minute order on Defendants' demurrer to the SAC, the Court

disagrees.

First Cause of Action

In the first cause of action, National Grange seeks a declaration that because the Now Unchartered State Grange's Charter was revoked under the Bylaws of the Order, and Defendants have acknowledged this disaffiliation from the Order, they have no standing to retain the real and personal property belonging to the Grange.

National Grange's evidence includes the following:

- (1) The Grange is a multi-tiered structure and representative form of government that is prescribed by the National Grange's Digest of Laws. (UMF 2.)
- (2) At the highest level, the National Grange is a delegate body that meets annually and is principally comprised of the "Masters" (i.e., the highest officer) of the subordinate units in the next level of the Grange's hierarchy, the State Granges. (UMF 3.)
- (3) A State Grange is a delegate body subordinate to the National Grange that meets annually, and is principally composed of the Masters of the constituent units in the lower levels of the Grange's hierarchy, known as "Community Granges." (UMF 4.)
- (4) The California State Grange's Constitution provides "[t]he State Grange, as a chartered division of the National Grange, shall have the right and power, as the good of the Order requires, to adopt laws for the organization, administration and regulation of the affairs of the various divisions of the State Grange, including laws limiting, defining, and regulating the powers of the various Granges of the division of the State Grange, so long as they do not conflict with the laws of the National Grange." (UMF 5.)
- (5) The National Grange is "the controlling and supreme lawmaking division of the Order from which body all other Granges of the divisions of the Order shall derive their rights and powers." (UMF 6.)
- (6) It "shall have the right and power ... to adopt laws for the organization, administration and regulation of the affairs for the various Granges of the divisions of the Order including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the Order." (UMF 7.)
- (7) All provisions in the National Grange's Digest of Laws are binding upon all constituent units and individual members of the Grange, including the California State Grange. (UMF 9.)
- (8) Each State Grange, including the California State Grange, adopts and from time to time amends its own Constitution and Bylaws, which may not conflict with the Digest of Laws. (UMFs 10, 11.)
- (9) The National Grange has the authority to suspend or revoke the Charters of the State Granges whenever a "State Grange is working in violation of the law and usages of the Order, ... if it is the determination of the Master of the National Grange that the good of the order requires such action." (UMFs 12, 13.)
- (10) A State Grange may appeal any decision suspending or revoking its charter. (UMF 14.)
- (11) A State Grange may not operate as a Grange while its Charter has been suspended or revoked. (UMF 15.)
- (12) Section 1.10.1 of the National Grange's Digest of Laws provides that when a State Grange "has its Charter revoked, the real and personal property of said Grange shall be retained by the Order for use in accordance with the general purposes of the Order." (UMF 19.)
- (13) Section 1.11.4 of the National Grange's Digest of Laws provides that when a State Grange "is dissolved or ceases to function for any reason, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order." (UMF 20.)
- (14) The National Grange's Digest of Laws also sets forth the procedure by which property is to be transferred from a State Grange following revocation of its charter. (UMFs 21, 22.)
- (15) Between 1873 and 2012, the Now Unchartered State Grange participated as a subordinate

and constituent part of the Grange, among other ways, by the following:

- a. Regularly sending representatives to participate in annual meetings of the National Grange, through which the Now Unchartered State Grange participated in the adoption of all amendments to the National Grange's Digest of Laws that have occurred since the Now Unchartered State Grange was founded;
- b. Regularly submitting annual and quarterly reports to the National Grange, as required by the National Grange's Digest of Laws and the California State Grange's By-Laws;
- c. Making annual payments to the National Grange, as required by the National Grange's Digest of Laws;
- d. Taking part in programs sponsored by the National Grange, such as the Youth Fair; and
- e. Enjoying representation in lobbying activities conducted by the National Grange in Washington, D.C. (UMF 23.)

(16) National Grange suspended the Now Unchartered State Grange's charter pursuant to Section 4.5.7 of the Digest of Laws on September 17, 2012, and the order was not appealed. (UMFs 25, 26.)

(17) On or about April 5, 2013, the Master of the National Grange revoked the Charter of the Now Unchartered State Grange pursuant to section 4.5.11 of the Digest of Laws, which provides that "[t]he remedy of revocation of a [State Grange] is intended to be used when, in the judgment of the [National Master], the deficiencies in the criteria are incapable of being remedied or may not be remedied within a reasonable time." (UMF 28.)

(18) Upon revocation of its Charter, pursuant to Digest of Laws Section 4.12.2, all property of the Now Unchartered State Grange became property of the National Grange to hold in trust until such time as a new California State Grange was reorganized and its Charter was restored. (UMF 29.)

(19) On November 8, 2013, Defendants sent a "Position Statement" to the Executive Committee of the National Grange stating that "by unanimous vote of the delegates at" the unauthorized October 2013 annual meeting, "the California State Grange amended our By-Laws to acknowledge that we are no longer affiliated with the National Grange." (UMF 33.)

(20) Defendants continue to retain control of Grange property. (UMF 34.)

The Now Unchartered State Grange contends that because its Articles of Incorporation and Bylaws do not incorporate by reference the National Grange's Digest of Laws, it is not subject to them. (Pullen Decl., ¶ 4, Ex. S (Tab 3 to Appendix); Keel Decl., ¶¶ 4-5, Exs. B-C (Tab 1 to Appendix).) It also contends that neither its Articles of Incorporation nor its Bylaws contain any provision that upon revocation of its charter, it must dissolve or transfer its property to National Grange. (Pullen Decl., ¶¶ 4, 7, Exs. S, V (Tab 3 to Appendix); Keel Decl., ¶¶ 4-5, Exs. B-C (Tab 1 to Appendix).) However, this does not create a *factual* dispute as to whether the Now Unchartered State Grange was subject to the National Grange's Digest of Laws. The Articles of Incorporation and Bylaws do not state that the Digest of Laws do not apply and, in fact, reference the "rules and regulations" of the Order and the National Grange's Bylaws in a few places.

The Now Unchartered State Grange also contends that its Constitution, which provides it may adopt laws for the organization, "so long as they do not conflict with the laws of the National Grange[.]" is not a governing document with any authority. However, the Now Unchartered State Grange does not dispute the contents of the Constitution. It contends any authority the Constitution may have ever had ceased once the Now Unchartered State Grange was incorporated in 1946. National Grange asserts the Constitution is not meaningless because it occupies section 1 of the two sections of the Now Unchartered State Grange's Digest of Laws, expressly acknowledges the National Grange's authority, and requires that sales, encumbrances, or transfers conform to the National Grange's Bylaws. Even if the Constitution is not a legally required document to incorporate under California law, it has bearing to this matter as it reflects the intent and relationship of the parties and its contents have not been put in dispute.

The Now Unchartered State Grange has failed to create a triable issue of material fact, making National

Grange's material facts undisputed.

The Now Unchartered State Grange then sets forth legal arguments in opposition. First, the Now Unchartered State Grange argues that because it is an *incorporated* non-profit mutual benefit corporation, it is governed by the California Corporations Code, not National Grange's rules.

Although it may be true that the Now Unchartered State Grange is subject to California's Corporation Code because it is a non-profit mutual benefit corporation, it is also true that the Now Unchartered State Grange was created and became a part of the Order because National Grange issued it a Charter in 1873. (Konski Decl., ¶¶ 3, 29, Ex. R.) The Now Unchartered State Grange was not created in 1873 because it incorporated under California law; it was created when National Grange issued it a charter in 1873. In fact, the Now Unchartered State Grange operated and existed as part of the Order solely under its Charter for nearly 73 years. The Now Unchartered State Grange did not incorporate until 1946. The Charter, in turn, discusses compliance with National Grange's rules and states "the State Grange hereby constituted, and their successors, shall at all times comply with the Constitution of the National Grange and with the Bylaws of the State Grange, which must be in harmony with, and in conformity to, all National Grange laws and rulings." (Konski Decl., ¶ 29, Ex. R.)

On July 15, 1873, National Grange chartered the Now Unchartered State Grange as its affiliate state-level chapter. Further, it is undisputed that between 1873 and 2012, even after it incorporated (in 1946), the Now Unchartered State Grange participated as a subordinate and constituent part of the National Grange and Order. (UMF 23.) Between 1873 and 2012, the Now Unchartered State Grange regularly sent representatives to participate in annual meetings of the National Grange and participated in the adoption of all amendments to the National Grange's Digest of Laws that have occurred since the Now Unchartered State Grange was founded. (UMF 23.) It regularly submitted reports and made annual payments to the National Grange as required by the National Grange's Digest of Laws. (UMF 23.) It also enjoyed the benefits of being a part of the Order. (UMF 23.) Defendants do not dispute this fact.

Although the Now Unchartered State Grange contends National Grange's Digest of Laws does not govern them, the Now Unchartered State Grange admits, and it is undisputed, that they voted against revisions to such laws, including the provision that gave National Grange broader discretion to revoke State Grange charters. (AUMFs 47-49.) It would appear contradictory to participate and vote on amendments to the National Grange's Digest of Laws if the Now Unchartered State Grange believed it was not bound by the laws.

Essentially, the Now Unchartered State Grange is arguing that once it incorporated, it was no longer subject to National Grange's rules. Although no California court has considered the Grange's rules, the Washington Court of Appeals summarily rejected the idea that incorporation of a Subordinate Grange permitted it to disregard the rules of the National Grange: "To the contrary, incorporation of a subordinate organization does not change its purpose or status of an extension of the supreme body. Nor does it affect the Charter and oath to obey the constitution and bylaws of the Order. Those laws still control." (*National Grange of Order of Patrons of Husbandry v. O'Sullivan Grange* (1983) 35 Wn. App. 444, 450-451; 667 P.2d 1105.)

Based on its Charter, Constitution, Articles of Incorporation, Bylaws and actions for approximately 140 years, it is apparent that the Now Unchartered State Grange, whether it was specifically adopted in its incorporation documents or not, was supposed to and did recognize the National Grange's Digest of Laws as governing them as a subordinate part of the Order.

Further, it is undisputed that National Grange issued a Charter to the Now Unchartered State Grange

and then revoked the Charter under the Bylaws of the Order. (UMF 28.) It is undisputed that when a State Grange has its Charter revoked or suspended, it may not operate as a Grange. (UMF 15.) Essentially, it becomes inactive as a Grange of the Order. The Now Unchartered State Grange does not create a dispute of fact through its legal arguments as it contends.

It is also undisputed that the Now Unchartered State Grange acknowledged that it is "no longer affiliated with" the Order. (UMF 33.) Again, the Now Unchartered State Grange does not create a dispute of fact through its legal arguments.

Finally, for the reasons discussed above, it is undisputed that the Now Unchartered State Grange recognized and was governed by the National Grange's Digest of Laws, the supreme laws of the Order. Accordingly, based on the undisputed language of the National Grange's Digest of laws, the revocation of the Now Unchartered State Grange's charter, the subsequent inability of the Now Unchartered State Grange to operate as a Grange, and the Now Unchartered State Grange's acknowledgment that it is no longer affiliated with the Order, it has no standing to retain any real and personal property belonging to the Grange.

California Law Does Not Forbid the Relief National Grange Seeks

Even if the National Grange's Digest of Laws govern the Now Unchartered State Grange, the Now Unchartered State Grange argues that the California Corporations Code also governs and forbids the relief National Grange seeks. The Court disagrees for the reasons discussed below.

Corporations Code Sections 7120(c) and 7132(a)

First, the Now Unchartered State Grange contends that National Grange's claims fail due to Corporations Code sections 7120(c) and 7132(a). The Court disagrees.

Section 7132 went into effect January 1, 1980. In enacting the law, the California legislature expressly decided that certain provisions would only apply to pre-existing corporations if those corporations elected to make them applicable. Thus, a transition provision, section 9913 of the Corporations Code, was adopted as part of the law and provides:

"The provisions of Sections 7130, 7131, and 7132 of the new Mutual Benefit Corporation Law relating to the contents of articles of incorporation do not apply to subject corporations governed by the Mutual Benefit Corporation Law unless and until an amendment of the articles of incorporation is filed stating that the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under this part." (emphasis added.)

It is undisputed that State Grange's articles of incorporation, which were filed in 1946, have never been amended. (AUMFs 4, 27.) Accordingly, these sections are inapplicable.

Even assuming the sections do apply, they do not preclude the relief National Grange seeks.

Corporations Code section 7120(c) provides "[t]he corporate existence begins upon the filing of the articles and continues perpetually, unless otherwise expressly provided by law or in the articles." The Now Unchartered State Grange contends that based on this statute, the revocation of its Charter in April 2013 had no effect on its corporate existence. National Grange does not allege, however, that the revocation of the Charter had an effect on the legal existence of the Now Unchartered State Grange's corporation status. Rather, National Grange seeks declaratory judgment as to whether the revocation of the Charter had an effect on the Now Unchartered State Grange's right to possess and control Grange property.

Corporations Code section 7132(a) provides:

"(a) The articles of incorporation may set forth any or all of the following provisions, which shall not be effective unless expressly provided in the articles:

...

(4) In the case of a subordinate corporation instituted or created under the authority of a head organization, a provision setting forth either or both of the following:

(A) That the subordinate corporation shall dissolve whenever its charter is surrendered to, taken away by, or revoked by the head organization granting it.

(B) That in the event of its dissolution pursuant to an article provision allowed by subparagraph (A) or in the event of its dissolution for any reason, any assets of the corporation after compliance with the applicable provisions of Chapters 15 (commencing with Section 8510), 16 (commencing with Section 8610), and 17 (commencing with Section 8710) shall be distributed to the head organization."

The Now Unchartered State Grange contends that this section "expressly forbids a nonprofit mutual benefit corporation from conferring a head organization [National Grange] the power, following revocation of the corporation's charter, to dissolve the corporation and seize its property[.]" unless "the corporation has willingly conferred those powers in its own articles of incorporation." (Opp. 12:12-16.) National Grange contends section 7132(a) only applies to the automatic dissolution of the subordinate entity upon revocation of its charter, which has not been requested by National Grange. The Court agrees. National Grange does not seek dissolution, but only that the Now Unchartered State Grange return Grange property in their control following revocation of the Charter, resulting inactivity, and disaffiliation from the Order.

Corporations Code Section 7911

Next, the Now Unchartered State Grange contends Corporations Code section 7911 prohibits it from transferring its property unless the transfer is approved by its board and members. The Now Unchartered State Grange's superficial support for this contention is the language of the statute, which provides:

"(a) Subject to the provisions of Section 7142, a corporation may sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of its assets when the principal terms are:

(1) Approved by the board; and

(2) Unless the transaction is in the usual and regular course of its activities, approved by the members (Section 5034), either before or after approval by the board and before or after the transaction."

However, National Grange is not seeking the disposition of all or substantially all of the Now Unchartered State Grange's property. Rather, it is seeking a declaratory judgment regarding who has the *right* to the Grange property in the Now Unchartered State Grange's possession and control. Accordingly, section 7911 is not applicable.

Evidence Code section 662

The Now Unchartered State Grange next contends Evidence Code section 662 prohibits the transfer of the property. The Now Unchartered State Grange's only support for this contention is the language of the statute and its contention that the only specific property mentioned by National Grange is the State Grange's headquarters building in Sacramento, California, which is owned by the Now Unchartered State Grange corporation.

Section 662 provides "[t]he owner of the legal title to property is presumed to be the owner of the full beneficial title. This presumption may be rebutted only by clear and convincing proof." Thus, the question is whether the facts presented are sufficient to rebut this presumption. The Court concludes they are.

It is undisputed that section 1.3.1 of the National Grange's Digest of Laws states "[t]he National Grange, as the national representative division of the Order, shall be the controlling and supreme law making division of the Order from which body all the other Granges of the divisions of the Order shall derive their equal rights and powers. The National Grange shall have the right and power as the good of the Order

requires, to adopt laws for the organization, administration and regulation of the affairs of the various Granges of the divisions of the Order including laws limiting, defining, and regulating the powers of the various Granges of the divisions of the Order." (UMFs 6, 7.)

It is undisputed that between 1873 and 2012, the Now Unchartered State Grange participated as a subordinate and constituent part of the National Grange and Order and recognized certain National Grange rules governing them as a subordinate part of the Order. (UMF 23.)

It is undisputed that section 4.12.12 of National Grange's Bylaws provide:

"4.12.12 Property of State Granges - Whenever a State Grange surrenders its Charter or otherwise becomes inactive, the net assets of that Grange shall be retained by the Order for use in accordance with the general purposes of the Order, subject to the following terms and conditions:

(A) All right, title and interest as to all real and personal property owned by a State Grange which surrenders its Charter or otherwise becomes inactive shall become the Property of the National Grange. The National Grange shall hold such property in trust for the benefit of the Inactive State Grange until said State Grange is reorganized pursuant to Grange Law. ..." [emphasis added]

Subsection (B) describes the legal and beneficial interest accruing to National Grange if the inactive State Grange is not reorganized within seven years.

Accordingly, the undisputed evidences appears to rebut the presumption of Evidence Code section 662. (*Episcopal Church Cases* (2009) 45 Cal. 4th 467, 492.)

California Trust Law

The Now Unchartered State Grange also contends California trust law requires a specific grant by the trust settlor to create a trust and that National Grange has not established that the Now Unchartered State Grange ever agreed to hold its property in trust for National Grange or the Order. For the reasons discussed above, the Court does not find this argument persuasive.

Corporations Code section 7231

The Now Unchartered State Grange finally contends that Corporations Code section 7231, which imposes fiduciary duties on directors of non-profit mutual benefit corporations to act in the best interests of the corporation, trumps National Grange's rules. However, Defendants do not cite to any applicable case law supporting this proposition. Accordingly, the Court does not find this argument persuasive.

Conclusion

For the foregoing reasons, National Grange has demonstrated undisputed material facts warrant the declaratory relief it seeks as to the first cause of action. The Now Unchartered State Grange has failed to create a triable issue of material fact through its evidence and the Court disagrees with its legal arguments.

Second Cause of Action

In the second cause of action, National Grange seeks a declaration that by following its rechartering rules under the Bylaws of the Order, the Newly Chartered State Grange is properly recognized as the sole chartered Grange entity entitled to use and control Grange property in California.

The Now Uncharted State Grange contends this cause of action fails because "Grange property" is never defined in the motion and, regardless of the "charters" of any other entity, it is entitled to own and retain its own property under California's Corporation Code. For the reasons discussed above, and because the relief National Grange seeks is not to prohibit the Now Unchartered State Grange from retaining its own property, the Court disagrees with these arguments.

It is undisputed that the National Grange reorganized and issued a Charter to the Newly Chartered State Grange pursuant to section 4.3.8 of the Digest of Laws. (UMFs 36 and 37.) It is also undisputed that section 4.12.2 of the Digest of Laws provides "[i]f the Inactive State Grange is reorganized within a period of seven years ... then all trust property shall revert to the reorganized Grange, and the trust shall terminate." (UMF 22.) Because it is also undisputed that the Now Unchartered State Grange's Charter was revoked, it therefore could not operate as a Grange, and it acknowledged it was no longer affiliated with the Order (as discussed above), the Newly Chartered State Grange is the only Grange entity entitled to use and control Grange property in California pursuant to the National Grange's Digest of Laws.

Third Cause of Action

In the third cause of action, National Grange seeks a declaration that the property should revert to possession and/or control of the Newly Chartered State Grange under the Bylaws.

As discussed in detail above, based on its Charter, Constitution, Articles of Incorporation, Bylaws and actions, it is apparent that the Now Unchartered State Grange, whether it was specifically adopted in its incorporating documents or not, was supposed to and did recognize the National Grange's Digest of Laws as governing them as a subordinate part of the Order.

The language of section 4.12.2 of the Digest of Laws, which sets forth a two-step process to transfer Grange property when a State Grange surrenders its charter or otherwise becomes inactive, is undisputed. (UMF 22.) The Grange property is to be held in trust by the National Grange until the Inactive State Grange is reorganized. (UMF 22.)

In *Most Worshipful Sons of Light Grand Lodge, etc. v. Sons of Light Lodge No. 9*, the California Court of Appeal held that the assets of a fraternal association are the property of all the members, not of any number less than all of them. (118 Cal. App. 2d 78, 84-85 (1953).) The Now Unchartered State Grange contends this case is inapplicable because it concerned an unincorporated association and, here, the National Grange and Now Unchartered State Grange are two separate corporations and entities, each of which has the right to own separate property. However, for the reasons discussed above, the Court rejects this argument. While the Now Unchartered State Grange may be a legally separate entity from the National Grange, the undisputed facts establish that the Now Unchartered State Grange was created as a subordinate division of the Order and actively participated in the Order and recognized it was governed by the National Grange's Digest of Laws for many years.

Indeed, it is a "fundamental mistake" ... "to rely solely on California corporations law in a vacuum, without reference to the articles of incorporation and bylaws" of the subordinate corporation, as well as the constitution of the larger entity. (*Huber v. Jackson* (2009) 175 Cal. App. 4th 663, 680; *New v. Kroeger* (2008) 167 Cal. App. 4th 800, 820.)

At oral argument, the Now Unchartered State Grange argued that National Grange's request for declaratory relief cannot be granted because Grange property has not been clearly defined. National Grange responded that it is entitled to all real and personal property of the Grange as of the time the Now Unchartered State Grange's Charter was revoked. The Court noted its concern that all of the Grange property at issue cannot be identified. However, based on the National Grange's Digest of Laws,

the Now Uncharted State Grange's Charter, Constitution, Articles of Incorporation, Bylaws, and participation in the Order, the Court finds that the Now Uncharted State Grange has the obligation to transfer to the Newly Chartered State Grange all Grange property in its possession or control as of the date its Charter was revoked.

Defendant McFarland's Arguments

In his separate opposition, Defendant McFarland sets forth many of the same arguments set forth by Defendants. His additional contentions are irrelevant as discussed below.

First, McFarland contends, based on Corporations Code sections 7213 and 7223, that National Grange lacks standing to remove him as President of the California State Grange and, therefore, precludes National Grange's request that this Court declare that he is no longer the President. McFarland's argument is not considered as National Grange has not requested declaratory relief in this form.

Second, McFarland contends his settlement of The California State Grange v. Agricultural Association of Vista is protected by the business judgment rule and that his suspension was improper because the California State Grange's Board of Directors found he did not violate Grange law. McFarland claims that this precludes National Grange's request that this Court declare he has been suspended as President and Director of the California State Grange. Again, National Grange has not requested declaratory relief in this form. Thus, McFarland's arguments are irrelevant.

The Now Uncharted State Grange's objections to evidence numbers 1 through 54 are OVERRULED.

Robert McFarland's objections to evidence numbers 1 through 41 are OVERRULED.

The National Grange's objections to the declarations of Rick Keel, Elizabeth Pullen, Robert D. Swanson, Damian Parr, Takashi Yogi, Kathy Bergeron, Bill Thomas, Jon Luvaas, Robert McFarland, and Larry Kroger are OVERRULED.

The National Grange's objections to the declaration of William A. Lapcevic are SUSTAINED.

Robert McFarland's request for judicial notice of the court's February 19, 2015 Minute Order, February 26, 2015 Second Amended Complaint, and March 27, 2015 Notice of Demurrer is GRANTED.

National Grange's requests for judicial notice of the Court's file in this action and the order of the United States District Court, Eastern District of California, is GRANTED.

However, the Court may not take judicial notice of the truth of contents of documents or resolve factual disputes that arise from those documents. (See *Big Valley Band of Pomo Indians v Superior Court* (2005) 133 Cal. App. 4th 1185, 1191-1192; *Garcia v Sterling* (1985) 176 Cal. App. 3d 17, 22.)

National Grange's counsel shall prepare for this Court's signature an order pursuant to CCP § 437c(g) and CRC Rule 3.1312.

Declaration of Mailing

I hereby certify that I am not a party to the within action and that I deposited a copy of this document in sealed envelopes with first class postage prepaid, addressed to each party or the attorney of record in the U.S. Mail at 720 Ninth Street, Sacramento, California.

Dated: August 18, 2015

E. Brown, Deputy Clerk s/ E. Brown

MARK E ELLIS
ELLIS LAW GROUP, LLP
740 UNIVERSITY AVE., SUITE 100
SACRAMENTO, CA 95825

DANIEL S STOUDE
ROBERT SWANSON
BOUTIN JONES, INC
555 CAPITOL MALL, SUITE 1500
SACRAMENTO, CA 95814

MARTIN JENSEN
PORTER SCOTT
350 UNIVERSITY AVE., SUITE 200
SACRAMENTO, CA 95825

EXHIBIT 4

EXHIBIT 5

ARTICLES OF INCORPORATION

JUN 27 1950

OF

246566

MARSHALL GRANGE No. 451.

KNOW ALL MEN BY THESE PRESENTS: That MARSHALL Grange No. 451, and existing unincorporated association, does hereby execute these articles for the purpose of incorporating said MARSHALL Grange No. 451, an existing unincorporated association, under Title XII, Article 1, of the "General Non-Profit Corporation Law" of the State of California, and does hereby certify as follows, to-wit:

ARTICLE I.

That the name of this corporation shall be MARSHALL Grange No. 451.

ARTICLE II.

That the purpose for which this corporation is formed are as follows, to-wit:

- (1) To incorporate Marshall Grange No. 451, an existing unincorporated association.
- (2) To elevate, develop and promote the interest and welfare of the American farmer, and particularly of the farmers and their families residing in the vicinity of Garden Valley, Georgetown, & Kelsey, El Dorado County, Calif.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE III.

That the County in the State of California where the principal office for the transaction of the business of this corporation is to be located is EL DORADO County.

ARTICLE IV.

That the

In the office of the Secretary of State
of the State of California

JUN 30 1950

Handwritten signature
Secretary of State

Yes
No

to amend articles
Yes

That the purpose for which this corporation is formed are as follows, to-wit:

(1) To incorporate Marshall Grange No. 451, an existing unincorporated association.

(2) To elevate, develop and promote the interest and welfare of the American farmer, and particularly of the farmers and their families Garden Valley, Georgetown, & residing in the vicinity of Kelsey, El Dorado County, Calif.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE III.

That the County in the State of California where the principal office for the transaction of the business of this corporation is to be located in EL DORADO County.

ARTICLE IV.

That the names and addresses of the persons who are to sit in the capacity of Directors are the present Executive Committeemen until the election of their successors, are as follows:

Name	<u>FRED L. VEERKAMP,</u>	<u>GARDEN VALLEY,</u>	Calif.
	<u>CARL SYMPSON,</u>	<u>KELSEY,</u>	"
	<u>ALLEN LEACH,</u>	<u>GARDEN VALLEY,</u>	"

The number of persons above named shall constitute the number of directors of this corporation, until changed by an amendment to the by-laws as may be desired and as may be in conformity with the laws of the State of California and with the rules and regulations of the California State Grange, of which MARSHALL Grange, No. 451, is a member.

JUN 30 1950
J. A. HARRIS, Secretary of State
J. A. HARRIS

ARTICLE V.

That the authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each and all classes to dues or assessments, and the method of collection thereof, shall be set forth in the by-laws of this incorporation.

ARTICLE VI.

That the name of the existing unincorporated association which is being incorporated, is as follows, to-wit: MARSHALL Grange, No. 451.

ARTICLE VII

That the constitution and by-laws of MARSHALL Grange, No. 451, and existing unincorporated association, shall be adopted by the directors named in these articles of Incorporation as the constitution and by-laws of this corporation, together with such other and further by-laws as may be necessary and proper, and as may be in conformity with the rules and regulations of the California State Grange. That said constitution and by-laws may thereafter be amended or repealed by any means provided therein and as may be in conformity with the rules and regulations of the California State Grange.

IN WITNESS WHEREOF THE UNDERSIGNED, being the presiding officers, to-wit: Master, and the Secretary, respectively, of MARSHALL Grange No. 451, and existing unincorporated association, and being duly authorized to act in its behalf, have caused the name of said MARSHALL Grange No. 451, and existing unincorporated association, to be hereunto subscribed, and have hereunto subscribed their names as officers this day of MAY, 1950.

MARSHALL Grange No. 451.

By Robert C. Kyle Master

By Leah B. Kyle Secretary

this corporation, together with such other and further by-laws as may be necessary and proper, and as may be in conformity with the rules and regulations of the California State Grange. That said constitution and by-laws may thereafter be amended or repealed by any means provided therein and as may be in conformity with the rules and regulations of the California State Grange.

IN WITNESS WHEREOF THE UNDERSIGNED, being the presiding officers, to-wit: Master, and the Secretary, respectively, of MARSHALL Grange No. 451, and existing unincorporated association, and being duly authorized to act in its behalf, have caused the name of said MARSHALL Grange No. 451, and existing unincorporated association, to be hereunto subscribed, and have hereunto subscribed their names as officers this day of MAY, 19 50
MARSHALL Grange No. 451.

By Robert C. Kyle Master
By Leah E. Hurley Secretary

STATE OF CALIFORNIA }
COUNTY OF El Dorado } ss

ON THIS 10th day of MAY, A. D. 19 50, before me, E. C. Buel, a Rotary Public in and for said County and State, personally appeared ROBERT C. KYLE, Master and LEAH E. HURLEY, Secretary, known to me, (or present to me on the oath of _____), to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

My Commission Expires Dec. 28, 1952.

E. C. Buel
Notary Public in and for said County and State.

EXHIBIT 6

BOUTIN JONES INC.

Robert D. Swanson SBN 162816

Daniel S. Stouder SBN 226753

555 Capitol Mall, Suite 1500

Sacramento, CA 95814-4603

Telephone: (916) 321-4444

Facsimile: (916) 441-7597

Attorneys for Defendant and Cross-complainant,

The California State Grange and Defendants

Jon Luvaas, Gerald Chernoff, Damian Parr,

Takashi Yogi, Kathy Bergeron, and Bill Thomas

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SACRAMENTO

THE NATIONAL GRANGE OF THE ORDER)
OF PATRONS OF HUSBANDRY, a)
Washington D.C. nonprofit corporation,)

Plaintiff,

vs.

THE CALIFORNIA STATE GRANGE, a)
California nonprofit corporation, and ROBERT)
McFARLAND, JOHN LUVAAS, GERALD)
CHERNOFF and DAMIAN PARR,)

Defendant.

AND RELATED CROSS-ACTIONS.

Case No.: 34-2012-00130439

**TAKASHI YOGI'S RESPONSE TO
PLAINTIFFS-IN-INTERVENTION'S
REQUESTS FOR ADMISSION, SET
ONE**

PROPOUNDING PARTY: Plaintiffs-in-Intervention

RESPONDING PARTY: Takashi Yogi

SET NUMBER: One

GENERAL OBJECTIONS

Takashi Yogi ("Responding Party") objects to the requests and to each individual request
on the following grounds:

1 1. The Responding Party objects to each request to the extent that it seeks to impose
2 upon the Responding Party an obligation to respond greater than that required by Code of Civil
3 Procedure § 2033.010 et seq.

4 2. Responding Party objects to each request to the extent that it seeks information
5 protected by the attorney-client privilege and/or the attorney work product doctrine, including, but
6 not limited to, the joint defense privilege.

7 3. The Responding Party objects to each request to the extent that it seeks information
8 that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

9 4. Responding Party objects to each request to the extent it is vague, ambiguous,
10 confusing, overbroad, contains subparts, and/or is compound, conjunctive and/or disjunctive.

11 5. Responding Party objects to each request to the extent that responding would be
12 oppressive and/or unduly burdensome.

13 6. These responses are made solely for the purpose of this action. Each response is
14 subject to all appropriate objections that would require the exclusion of any statement contained in
15 any response if the request was made or if the response was given by a witness present and
16 testifying in court. All objections are reserved and may be interposed at the time of trial.

17 7. The Responding Party has not yet completed investigation of the facts relating to
18 this action, discovery in this action, nor preparation for trial in this action. Consequently, the
19 following responses to individual requests are based on information presently available to the
20 Responding Party and are given without prejudice to the right of the Responding Party to produce
21 at the time of trial any and all subsequently discovered evidence relating to the proof of presently
22 known material facts, and to produce all evidence, whenever discovered, relating to the proof of
23 subsequently discovered material facts.

24 8. The fact that the Responding Party has responded to part or all of any specific
25 request is not intended and shall not be construed to be a waiver by the Responding Party of all or
26 any part of any objection to any specific request.

1 **REQUESTS FOR ADMISSION**

2 **REQUEST FOR ADMISSION NO. 1:**

3 Admit that YOU are not a member of the Order of Patrons of Husbandry.

4 For the purposes of these Requests for Admission, the terms "YOU" and "YOUR" shall
5 mean Defendant Takashi Yogi, his attorneys, his present and former agents, and anyone acting on
6 his behalf.

7 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 1:**

8 Responding Party objects that the request is vague and ambiguous as to time period and as
9 to the phrase "member of the Order of Patrons of Husbandry." "YOU" is overbroad, compound,
10 conjunctive, and/or disjunctive as defined.

11 Without waiving any objections, Responding Party responds on behalf of himself only:
12 Admit.

13 **REQUEST FOR ADMISSION NO. 2:**

14 Admit that YOU are not a member of any organization affiliated with the Order of Patrons
15 of Husbandry.

16 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 2:**

17 Responding Party objects that the request is vague and ambiguous as to time period and as
18 to the terms "member" and "affiliated with." "YOU" is overbroad, compound, conjunctive, and/or
19 disjunctive as defined.

20 Without waiving any objections, Responding Party responds on behalf of himself only:
21 Admit.

22 **REQUEST FOR ADMISSION NO. 3:**

23 Admit that YOU are not a member of any organization affiliated with the National Grange
24 of the Order of Patrons of Husbandry.

25 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 3:**

26 Responding Party objects that the request is vague and ambiguous as to time period and as
27 to the terms "member" and "affiliated with." "YOU" is overbroad, compound, conjunctive, and/or
28 disjunctive as defined.

1 Without waiving any objections, Responding Party responds on behalf of himself only:
2 Admit.

3 **REQUEST FOR ADMISSION NO. 4:**

4 Admit that YOU hold yourself out as a member of the Executive Committee of the
5 “California State Grange.”

6 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 4:**

7 Responding Party objects that the request is vague and ambiguous as to the phrase “Hold
8 yourself out as.” “YOU” is overbroad, compound, conjunctive, and/or disjunctive as defined.

9 Without waiving any objections, Responding Party responds on behalf of himself only:
10 Deny.

11 **REQUEST FOR ADMISSION NO. 5:**

12 Admit that the CALIFORNIA STATE GRANGE acquired real property prior to April 5,
13 2013.

14 For the purposes of these Requests for Admission, the term “CALIFORNIA STATE
15 GRANGE” shall refer to the division of the National Grange chartered by the National Grange in
16 1873, including the California non-profit corporation called “California State Grange” incorporated
17 in 1946 and the California non-profit corporation called “California Grange Foundation”
18 incorporated in 1992.

19 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 5:**

20 Responding Party objects that the definition of “CALIFORNIA STATE GRANGE” is
21 vague and ambiguous, in that both the Defendant in this action and the Propounding Party
22 (Plaintiff-in-Intervention) claim to be the “California State Grange,” and Responding Party does
23 not know Propounding Party’s contentions as to its own origins. The term “CALIFORNIA
24 STATE GRANGE” is compound, conjunctive, and/or disjunctive as defined. Responding Party
25 objects that the term “acquired” is vague and ambiguous. Furthermore, the California State
26 Grange, a California corporation, is not and never has been a legal “division” of National Grange.

27 Without waiving any objections, Responding Party responds only as to California State
28 Grange, a California corporation: Admit.

1 **REQUEST FOR ADMISSION NO. 50:**

2 Admit that since April 5, 2013, the activities of the entity YOU purport to be the "California
3 State Grange" have not been in furtherance of the general purposes of the Order of Patrons of
4 Husbandry.

5 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 50:**

6 Responding Party objects that the term "the entity YOU purport to be the 'California State
7 Grange'" is vague, ambiguous, and unintelligible. Responding Party objects that the request is
8 overbroad and vague and ambiguous with respect to the terms "activities" and "in furtherance of
9 the general purposes of the Order of Patrons of Husbandry." Not full and complete in and of
10 itself. Overbroad. "YOU" is overbroad, compound, conjunctive, and/or disjunctive as defined.

11 **REQUEST FOR ADMISSION NO. 51:**

12 Admit that since April 5, 2013, the activities of the entity YOU purport to be the "California
13 State Grange" have not been in furtherance of the general purposes of the National Grange.

14 **RESPONSE TO REQUEST FOR ADMISSIONS NO. 51:**

15 Responding Party objects that the term "the entity YOU purport to be the 'California State
16 Grange'" is vague, ambiguous, and unintelligible. Responding Party objects that the request is
17 overbroad and vague and ambiguous with respect to the terms "activities" and "in furtherance of
18 the general purposes of the National Grange." Not full and complete in and of itself. Overbroad.
19 YOU" is overbroad, compound, conjunctive, and/or disjunctive as defined.

20 DATED: January 23, 2015

BOUTIN JONES INC.

21
22 By:

Gabriel D. Boutin
For
Daniel S. Stouder

Robert D. Swanson
Daniel S. Stouder
Attorneys for Defendant and Cross-complainant,
The California State Grange and Defendants
Jon Luvaas, Gerald Chernoff, Damian Parr,
Takashi Yogi, Kathy Bergeron, and Bill Thomas

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VERIFICATION

I, Takashi Yogi, am a party to the above titled action. I have read the foregoing
TAKASHI YOGI'S RESPONSE TO PLAINTIFFS-IN-INTERVENTION'S REQUESTS
FOR ADMISSION, SET ONE and know its contents. The matters stated in the document
described above are true of my own knowledge and belief except as to those matters stated on
information and belief, and as to those matters I believe them to be true.

I declare under penalty of perjury under the laws of the State of California that the
foregoing is true and correct.

EXECUTED on 22 day January, 2015, at Sacramento, California.



Takashi Yogi

EXHIBIT 7



State of California Secretary of State

Statement of Information

(Domestic Nonprofit, Credit Union and General Cooperative Corporations)

Filing Fee: \$20.00. If this is an amendment, see instructions.

IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

Marshall Grange, No. 451

2. CALIFORNIA CORPORATE NUMBER

C0246566

This Space for Filing Use Only

Complete Principal Office Address (Do not abbreviate the name of the city. Item 3 cannot be a P.O. Box.)

3. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY

4940 Marshall Rd

CITY

Garden Valley

STATE

CA

ZIP CODE

95633

4. MAILING ADDRESS OF THE CORPORATION

PO Box 516

CITY

Garden Valley

STATE

CA

ZIP CODE

95633

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/

ADDRESS

CITY

STATE

ZIP CODE

Linda Chernoff

6340 Mt. Murphy Road

Garden Valley

CA

95633

6. SECRETARY

ADDRESS

CITY

STATE

ZIP CODE

Gerald Chernoff

6340 Mt. Murphy Road

Garden Valley

CA

95633

7. CHIEF FINANCIAL OFFICER/

ADDRESS

CITY

STATE

ZIP CODE

Barbara Avery

6580 Providence Hill Road

Garden Valley

CA

95633

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 9 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 9 must be left blank.

8. NAME OF AGENT FOR SERVICE OF PROCESS

Linda Chernoff

9. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

6340 Mt. Murphy Rd

CITY

Garden Valley

STATE

CA

ZIP CODE

95633

Common Interest Developments

10. ☐ Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act, (California Civil Code section 4000, et seq.) or under the Commercial and Industrial Common Interest Development Act, (California Civil Code section 6500, et seq.). The corporation must file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code sections 5405(a) and 6760(a). Please see instructions on the reverse side of this form.

11. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

3/10/2016

Linda Chernoff

President

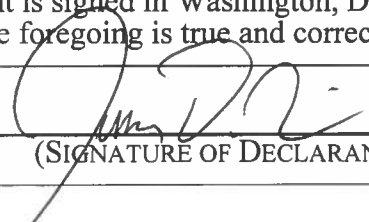
DATE

TYPE/PRINT NAME OF PERSON COMPLETING FORM

TITLE

SIGNATURE

PROOF OF SERVICE			
1.	At the time of service I was at least 18 years of age and not a party to this legal action.		
2.	My business address is Schiff Hardin LLP, 901 K Street NW, Suite 700, Washington, DC 20001.		
3.	I Served Copies Of The Following Documents: (1) DEFENDANT LINDA CHERNOFF'S OPPOSITION TO <i>EX PARTE</i> APPLICATION FOR TEMPORARY RESTRAINING ORDER		
4.	I served the documents listed above in item 3 on the following persons at the addresses listed:		
		Michael Pearson HMS Law Group, LLP 455 Capitol Mall, Suite 605 Sacramento, CA 95814 Tel: (916) 252-0200 Fax: (916) 244-0447 Email: mpearson@hmslawgroup.com Matthew Pearson Pearson & Pearson APC 4120 El Camino Avenue, Suite B Sacramento, CA 95814 Tel: (916) 760-7027 Fax: (916) 560-7394 Email: Matthew@EastSacLaw.com <i>Attorneys for Plaintiff Marshall Grange No. 451</i>	
5.	a. <input type="checkbox"/>	By personal service. I caused the documents to be personally delivered on the date shown below to the persons at the addresses listed above in item 4. (1) For a party represented by an attorney, delivery was made to the attorney or at the attorney's office by leaving the documents in an envelope or package clearly labeled to identify the attorney being served with a receptionist or an individual in charge of the office. (2) For a party delivery was made to the party or by leaving the documents at the party's residence between the hours of eight in the morning and six in the evening with some person not less than 18 years of age.	
	b. <input type="checkbox"/>	By United States mail. I enclosed the documents in a sealed envelope or package addressed to the persons at the addresses in item 4 and (<i>specify one</i>):	
		(1) <input type="checkbox"/>	deposited the sealed envelope with the United States Postal Service, with the postage fully prepaid on the date shown below, or

1		(2) <input type="checkbox"/>	placed the envelope for collection and mailing on the date shown below, following our ordinary business practices. I am readily familiar with this business's practice for collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.
2			I am a resident or employed in the county where the mailing occurred. The envelope or package was placed in the mail at Washington, DC.
3		c. <input type="checkbox"/>	By overnight delivery. I enclosed the documents on the date shown below in an envelope or package provided by an overnight delivery carrier and addressed to the person at the addresses in item 4. I placed the envelope or package for collection and overnight delivery at an office or a regularly utilized drop box of the overnight delivery carrier.
4		d. <input type="checkbox"/>	By messenger service. I served the documents on the date shown below by placing them in an envelope or package addressed to the person on the addresses listed in item 4 and providing them to a professional messenger service for service.
5		e. <input type="checkbox"/>	By fax transmission. Based on an agreement of the parties to accept service by fax transmission, I faxed the documents on the date shown below to the fax numbers of the persons listed in item 4. No error was reported by the fax machine that I used. A copy of the fax transmission, which I printed out, is attached.
6		f. <input checked="" type="checkbox"/>	By e-mail or electronic transmission. Based on an agreement of the parties to accept service by e-mail or electronic transmission, I caused the documents to be sent on the date shown below to the e-mail addresses of the persons listed in item 4. I did not receive within a reasonable time after the transmission any electronic message or other indication that the transmission was unsuccessful.
7	6. I served the documents by the means described in item 5 on: March 16, 2016		
8	I declare under penalty of perjury that this document is signed in Washington, DC under the laws of the State of California and that the foregoing is true and correct.		
9	03/16/16	Jeffrey D. Skinner	
10	DATE	(TYPE OR PRINT NAME)	(SIGNATURE OF DECLARANT)