

**BY-LAWS OF
THE RHODE ISLAND STATE GRANGE, INC.**

ARTICLE I – NAME & MISSION

- 1.1 This organization shall be known and characterized as the Rhode Island State Grange, Inc., Patrons of Husbandry.
- 1.2 The mission of the Rhode Island State Grange is to develop and promote community betterment, the preservation of a strong family unit, abolishment of discrimination in any form, fraternal ties, and a strong voice for agriculture and human concerns.

ARTICLE II – STATE GRANGE BY-LAWS

- 2.1 These by-laws may be amended at the Annual Meeting or a designated special session of this Grange by a two-thirds vote of the delegates present, and it shall be the duty of the Secretary to notify the Secretary of each Pomona, Subordinate and Junior Grange of such amendment or amendments within sixty days of the close of the session.
- 2.2 These by-laws shall take effect from and after their passage and all by-laws, parts of by-laws, resolutions and votes, inconsistent herewith or in violation of the Constitution and By-Laws of the National Grange are repealed.

ARTICLE III – FISCAL YEAR

- 3.1 The business of State, Pomona, Subordinate and Junior Granges shall commence on the 1st day of September and end on the 31st day of August of each year, except that the Executive Committee of the Rhode Island State Grange for causes shown, may establish a fiscal year for any Pomona or Subordinate Grange other than the hereinbefore stated period.

ARTICLE IV - MEETINGS

- 4.1 This Grange shall hold its Annual Meeting commencing on the first Thursday in October that is not in conflict with the "Columbus Day" Holiday weekend, at such place as the Grange from year to year shall determine. Should the Grange fail to select the next place of meeting before closing the session, the Executive Committee shall designate the place of meeting and request the Secretary of the State Grange to notify Masters of Pomona and Subordinate Granges in the State, at least thirty (30) days prior to the date of meeting.
- 4.2 In the event that a change to the date and/or place of Annual Meeting of the Rhode Island State Grange be needed, the Executive Committee shall designate the change in date and/or place of meeting and request the Secretary of the State Grange to notify Masters of Pomona and Subordinate Granges in the State, as soon as possible.

- 4.3 At the request of the Executive Committee, or upon written request of the Masters of ten (10) Pomona or Subordinate Granges, a special meeting with a specific agenda shall be called for by the Master and Secretary within five (5) days of receipt of such request, giving not less than thirty (30), nor more than forty (40) days notice of the time, place and object of the said meeting to the officers and members of the Grange, the day of mailing and the day of meeting to be counted as two (2) days.

ARTICLE V – DELEGATES TO STATE SESSION

- 5.1 Every Pomona and Subordinate Grange whose dues are paid up to the close of the quarter ending June 30th preceding any session of the State Grange shall be entitled to representation at such session.
- 5.2 The Masters of all Pomona and Subordinate Granges shall be regular delegates from that grange to the State Grange Session. The Grange will then elect a second delegate to represent said grange, which must be any member of that grange. If the delegates are unable to be present at the State Grange, they may be represented as voting members by up to two alternates elected by the Grange provided they are members of said Grange. It shall be the duty of either the delegates or the alternates to be present at all business sessions of the State Grange and the said delegates or alternates may be seated as voting members upon approval of their credentials by the State Grange. If any Master is eligible to be a delegate of both a Pomona and a Subordinate Grange, they will choose which Grange they will represent prior to the start of the State Grange Session.

ARTICLE VI – QUORUM OF STATE GRANGE & MAJORITY VOTE

- 6.1 The quorum shall be determined by the mathematical computation of fifty (50) percent of the maximum of delegates entitled to attend; said minimum quorum to be determined from the Secretary's records by September 1st preceding each State Session.
- 6.2 A majority vote shall be defined as one or more votes greater than 50% of the votes cast. Voting shall continue until a majority vote exists.

ARTICLE VII – SIXTH DEGREE

- 7.1 This State Grange shall confer the Sixth Degree. The fee shall be ten dollars (\$10).

ARTICLE VIII – CONFLICT OF INTEREST

- 8.1 For the purpose of Article VIII, Conflict of Interest, Board of Directors shall be defined as the Executive Committee. The Executive Committee shall consist of seven (7) voting members. They are the State Grange Master, Overseer, Secretary and the four (4) members elected by ballot to the Executive Committee. The Steward and Treasurer shall be members ex-officio.
- 8.2 A transaction in which a member of the board of directors of this corporation has a conflict of interest may be approved:

- 8.2.1 By the vote of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors; or
- 8.2.2 By obtaining approval of the:
 - 8.2.2.1 State of Rhode Island Ethics Commission,
 - 8.2.2.2 Attorney General (State of R.I.) regarding any ethics/conflict of interest issues prosecuted by that office,
 - 8.2.2.3 Final decision of a R.I. Court of appropriate jurisdiction concerning any ethics' issue/conflicts of interest matters.
- 8.3 A conflict of interest transaction is a transaction with the corporation in which a member of the board of directors of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved as provided in Section 8.2 of this Article.
- 8.4 For the purpose of this section, a director of the corporation has an indirect interest in a transaction if:
 - 8.4.1 Another entity (excluding the Rhode Island State Grange Foundation, Inc.) in which the director has a material interest or in which the director is a general partner is a party to a transaction, or
 - 8.4.2 Another entity (excluding the Rhode Island State Grange Foundation, Inc.) of which the director is a trustee or officer is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.
- 8.5 For the purpose of Section 8.2 of this Article, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on a committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 8.2.1 if the transaction is otherwise approved as provided in Section 8.2 of this Article.
- 8.6 For the purpose of Section 8.2.2 of this Article, a conflict of interest transaction is authorized, approved or ratified by the members if it received a majority of the votes entitled to be counted under this section. Votes cast by the director who has a direct or indirect interest in the transaction, and votes cast by an entity described in Section 8.4 of this Article may be counted as a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under Section 8.2.2 of this Article. A majority of the members present that are

entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

ARTICLE IX – DESIGNATION OF STATE OFFICERS

- 9.1 The officers of this State Grange shall be the same as those provided in Chapter 4, Article X of the National Grange Digest of Laws.
- 9.2 With the exception of the Executive Committee, the officers of this Grange shall be elected at the annual meeting held in October of every even numbered year. The composition and manner of election/selection of the Executive Committee shall be set forth in Section 3, under this article. The mode and procedure for the election of officers shall be determined by the Executive Committee and shall at all time comply with the National Grange Digest of Laws. The procedure may include an election committee to count the ballot (while other business of the Grange proceeds), except for the election of the Master; eliminating the roll call of Granges and the customary procedure for casting the ballot; providing for the election of another officer while the election committee counts the ballot for a previously cast ballot, or proceeding with other Grange business as the count progresses; providing for a random schedule or order of election of officers, rather than use the historic order and ranking of officers as provided in the Installation Ceremony; using such other time saving procedure in the election of officers as may be appropriate. Provided however, nothing herein shall eliminate the suggestion/nomination for office, and the election to any office shall be by a majority vote of the total vote cast.
- 9.3 The Executive Committee shall consist of seven (7) voting members. They are the Master of the State Grange, Overseer, Secretary and four (4) members elected by ballot. Each expiring term of an executive committee member shall be filled by the election of a member to serve a two year term. The Steward and Treasurer shall be a member ex-officio. A quorum for this committee shall be four (4) voting members.

ARTICLE X – DUTIES OF THE STATE OFFICERS

- 10.1 The duties of the State Officers shall be as defined in the National Grange Digest of Laws, the Installation Ceremony of the Ritual, and job descriptions as outlined by the Rhode Island State Grange.
- 10.2 Master
 - 10.2.1 All state committee chairpersons shall be appointed by the State Master.
 - 10.2.2 There shall be appointed by the Master of the State Grange a sufficient number of Deputies, whose duties shall be to organize new Granges, visit Granges assigned for the purpose of inspection, instructing and overseeing the operation of the Grange, and report said observations to the State Master.
 - 10.2.3 The Master and spouse shall serve as voting delegates to the National Grange session. In the event of an unmarried Master, or a Master with a spouse who is not a member, a second delegate may be elected.

If, at any time, the spouse or second delegate ascertains that he/she is unable to fulfill his/her duty as a delegate, the State Grange Executive Committee is authorized to select an appropriate replacement. The State Grange Executive Committee is also authorized to select two alternates to the National Grange Session in the event that the Master and spouse/second delegate are both unable to attend. It shall be the duty of either the delegates or the alternates to be present at all business sessions of the National Grange.

10.3 Secretary

10.3.1 The State Secretary shall keep an accurate record of all proceedings of the Grange.

10.3.2 The State Secretary shall make out all necessary returns to the National Grange and keep an accounting of members of the Pomona, Subordinate and Junior Granges within this Grange. A report shall be made quarterly to the National Grange and to the Master of this Grange, giving the membership of the state.

10.3.3 The State Secretary shall pay over to the Treasurer all monies received at least monthly.

10.3.4 The State Secretary shall make an Annual Report to this Grange of all monies received during the year, and shall submit all books and papers to the Executive Committee prior to the Annual Meeting, together with a balance sheet showing receipts and disbursements for the year, and shall turn over to a successor in office all books, monies and papers that remain in his/her possession by virtue of said office. The Secretary shall draw orders upon the Treasurer for the payment of all bills.

10.3.5 The State Secretary shall receive the quarterly dues of Pomona and Subordinate Granges. If dues are not received by the State Secretary within thirty (30) days of the end of each quarter, a fine of twenty-five dollars (\$25.00) will be charged to that Grange. If the dues remain unpaid for one quarter, the delinquent Grange shall be reported to the State Master. The State Master will warn the delinquent Grange, and if dues are not forwarded within thirty (30) days, he/she may suspend the charter of such Grange.

10.4 Treasurer

10.4.1 It shall be the duty of the State Treasurer to receive all monies from the State Secretary, giving a receipt for the same; to keep an accurate account thereof and pay them out on the order of the Master, countersigned by the Secretary, unless otherwise ordered by the Grange. The Treasurer shall render a full account of the office at each annual meeting, and deliver to the successor in office all monies, books and papers pertaining to the office. A balance sheet showing the receipts and disbursements of the office shall be submitted to the Executive Committee for their inspection prior to the Annual Meeting of the Grange.

10.4.2 A bond shall be executed in an amount to be determined by the Executive Committee sufficient to secure the monies that may be placed in the hands of the Treasurer, Secretary and all persons authorized to handle funds of the State Grange.

10.5 Executive Committee

- 10.5.1 The Executive Committee shall exercise a general supervision over the affairs of the order during the recess of the Grange, hear and decide all questions and appeals made by officers and members of Pomona, Subordinate and Junior Granges, except as otherwise provided in the Digest. The Executive Committee shall have charge of the business interests of the Grange with full power to make judgments deemed necessary for promoting the interests of the order. A report of the business of the Executive Committee for the year will be presented at the Annual Session.
- 10.5.2 This committee shall hold meetings at least once each quarter at such place as may be designated by them, and prior to the Annual Meeting shall examine the accounts and balance sheets of the Secretary and Treasurer, instruct the Secretary in regard to printing and other disbursements, and perform such other duties as this Grange may from time to time prescribe.
- 10.5.3 The Executive Committee may appoint a member to fill any vacancy of the officers of this Grange, except that of Master, until the next regular session.
- 10.5.4 Any officer of this Grange, except the Master, who neglects or refuses to perform the duties of the office, may be suspended from office by the Executive Committee after a fair and impartial investigation by said committee.
- 10.5.5 The Executive Committee shall serve as the Finance Committee of the State Grange.

ARTICLE XI – REIMBURSEMENTS

- 11.1 Reimbursement of expenses for the Deputies shall be fixed by the Executive Committee or by the State Grange.

ARTICLE XII – WORKING FUNDS

- 12.1 All state committees may be given a working fund by vote of the State Grange. Any officer, state committee, department or individual that receives funds for the benefit of the State Grange shall report at State Session to the delegates with a detailed financial report.

ARTICLE XIII – POMONA AND SUBORDINATE GRANGES

13.1 Quorum for Meetings

- 13.1.1 Seven (7) voting members shall constitute a quorum.

13.2 ByLaws of Granges

- 13.2.1 Each Pomona and Subordinate Grange shall adopt such by-laws for its own governance that are not in conflict with the laws of the National Grange and this State Grange.

13.3 Demits and Reinstatements

13.3.1 A member having a demit may, during the life of such demit, as provided in the latest National Grange Digest, be admitted to membership in any Grange, without fee, upon written application accompanied by such demit, or proof of same, by a majority vote of the Grange, said vote to be by paper ballot and taken at a meeting subsequent to the one at which said application was presented. Members of the Order holding demits, who have failed to affiliate with a Subordinate Grange within the life of the demit, shall be considered former members.

13.3.2 Former members may, upon application accompanied by proof of previous membership and a reinstatement fee of seven dollars and fifty cents (\$7.50) for Subordinate Granges to the Grange to which application is made, be admitted to membership in any Grange, by a majority vote of the Grange.

13.4 Grange Property

13.4.1 For instructions and procedures concerning the possessions of the Grange the Rhode Island State Grange shall follow the procedures set forth by the National Grange Digest of Laws – Chapter 4.

13.5 Trials

13.5.1 All trials in Pomona and Subordinate Granges shall be conducted in accordance with the Code as authorized by the latest National Grange Digest of Laws.

13.6 Dual Officers

13.6.1 The members holding the offices of Master, Treasurer, or Secretary may not hold another of these three offices at the same time. Secretary and Treasurer cannot also hold an Executive Committee office.

13.7 Sale of Grange Halls or Real Property

13.7.1 For instructions and procedures concerning the sale, encumbrance or transfer of Grange Halls or Real Property the Rhode Island State Grange shall follow the procedures set forth by the National Grange Digest of Laws in Chapter 4.

ARTICLE XIV – POMONA GRANGE

14.1 The officers shall be the number and rank prescribed in the Ritual of the Order, and they shall be chosen at a regular meeting held during the month of May or June of each odd numbered year.

14.2 All Fourth Degree members are eligible for Pomona membership upon filing an application in due form, signed by the Master or Secretary of the Grange to which they may belong.

- 14.3 All members shall be received into membership by vote of the Grange. A majority shall elect, in accordance with the latest National Grange Digest of Laws.
- 14.4 The minimum fee for membership shall be one dollar (\$1.00) and shall accompany the application. The minimum annual dues shall be two dollars (\$2.00) payable in advance, and shall commence the first of the quarter subsequent to initiation.
- 14.5 The Secretary of the Pomona Grange shall report to the Secretary of the State Grange quarterly and pay the Secretary of the State Grange ten cents (\$.10) per quarter for each member.
- 14.6 Members of Pomona Granges in good standing are entitled to a demit. Members holding Pomona demits, and in good standing in a Subordinate Grange, may be admitted to membership in a Pomona Grange, but shall be subject to the same form of petition, references and procedure as explained in Article XIII, Section 13.3.1 above.

ARTICLE XV – SUBORDINATE GRANGE

- 15.1 All applications for membership shall be presented at a regular meeting, and must be balloted in accordance with the rules set forth in the Digest.
- 15.2 The minimum application fee for membership in a Subordinate Grange shall be as specified in Article VII, Section 4.8.1 of the National Grange Digest of Laws. The maximum application fee shall be seven dollars and fifty cents (\$7.50) for individual and twelve dollars (\$12.00) for a family. Any Subordinate Grange may admit to membership minors who have graduated from the Junior Grange for a fee of one dollar (\$1.00) for each member.
- 15.3 Dues
 - 15.3.1 The Secretary of every Subordinate Grange shall report to the Secretary of the State Grange quarterly and pay the Secretary of the State Grange effective January 1, 2011, three dollars (\$3.00) per quarter for each member, excluding Golden Sheaf members, plus the National Grange assessment provided for in Section 15.2 above.
 - 15.3.2 The amount of the quarterly dues per member that is assessed by the State Grange may be increased without vote of the Grange when such increase is mandated by the National Grange. The amount of the increase by the State Grange to Subordinate Granges cannot exceed the increase by the National Grange.
 - 15.3.3 Family Membership: The minimum state dues in every Subordinate Grange for family membership as described in the National Digest of Laws, shall be, effective January 1, 2011, six dollars (\$6.00) per quarter for a family, and effective January 1, 2011, six dollars (\$6.00) per quarter for a family, plus the amount required by the National Grange for family membership and Subordinate and Pomona dues as required by Subordinate and Pomona Granges. Such dues shall be payable in advance to the Secretary.
- 15.4 The Secretary of the Subordinate Grange shall report quarterly to the Secretary of the State Grange the number of persons admitted to membership since the last report and also the number

who have ceased to be members within that quarter. The sum of one dollar (\$1.00) will be paid to the Secretary of the State Grange for each member admitted during the quarter.

- 15.5 The officers of a Subordinate Grange shall be the number and rank prescribed in the Ritual of the Order and shall be elected at a regular meeting in May or June and installed at a regular meeting or special meeting in September. Officers may be elected either annually or biannually, as voted by the grange.

ARTICLE XVI – ALCOHOLIC BEVERAGES

- 16.1 All Granges are prohibited from having alcoholic beverages either in the Grange Hall or on any Grange Property, except as provided in Sections 16.2 and 16.3 below. Granges meeting in a building or on property not owned by the Grange will not allow the consumption of alcoholic beverages during any Grange meeting.
- 16.2 The Rhode Island State Grange policy shall permit religious organizations meeting in Grange Halls in Rhode Island to use wine during religious ceremonies such as communion.
- 16.3 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 meetings or activities.

ARTICLE XVII – JUNIOR GRANGE

- 17.1 ByLaws of Granges
- 17.1.1 Each Junior Grange shall be governed by the supporting Granges ByLaws that are not in conflict with the laws of the National Grange and this State Grange.
- 17.2 Quorum for Meetings
- 17.2.1 Seven (7) voting members shall constitute a quorum.
- 17.3 Children at least five (5) and under fourteen (14) years are eligible to join a Junior Grange. Junior Grange membership shall termination at the end of the grange year in which the member reaches age 14.
- 17.4 All members shall be received into the Junior Grange by ballot, according to the procedures for Subordinate Granges.
- 17.5 The minimum application fee for membership in a Junior Grange shall be one dollar (\$1.00) and shall accompany the application.
- 17.6 The officers of a Junior Grange shall be the same number and rank as in a Subordinate Grange with the addition of a Flag Bearer. They shall be elected annually in the same manner as in a Subordinate Grange, and continue in office until their successor is duly installed. Each sponsoring Grange having a Junior Grange shall elect a Junior Leader(s) to supervise the work of

the Junior Grange, such officer(s) to be elected after the election of the sponsoring Grange officers.

- 17.7 The duties of the remaining officers of the Junior Grange shall be as defined in the Manual of the Junior Grange. The duty of the Flag Bearer shall be to present and retire the flag.
- 17.8 The leaders of every Junior Grange shall report to the Secretary of the State Grange quarterly the membership of their Junior Grange.
- 17.9 The Rhode Island State Grange will allow Junior Grange Members to belong to Subordinate Granges as outlined by the National Grange Digest of Laws Section 4.6.2.

ARTICLE XIIIIV – AMENDMENTS

- 18.1 These By-Laws may be amended or revised at any regular meeting of the State Grange by a two-thirds vote of the delegates present and voting. With the exception of dues increases, revisions become effective immediately upon approval unless ordered differently in the resolution for change. Any dues increase approved by the delegates becomes effective the second January first after being passed at the State Session, except for National Grange dues increases.

Adopted by Delegate Body of the
Rhode Island State Grange
September 28, 2019