

# CONSTITUTION

## PREAMBLE

We, the police officers of the various law enforcement agencies within the communities under our jurisdiction are of the opinion that it is to the best interests of the members of our profession, do hereby unite under the name of Owensboro Lodge No. 16, Fraternal Order of Police; at Owensboro, Kentucky, this 27<sup>th</sup> day of February, 1956; and do hereby associate ourselves together with other subordinate lodges throughout the nation for the following purposes:

To support and defend the Constitution of the United States; to inculcate loyalty and allegiance to the United States of America; to promote and foster the enforcement of law and order; to improve the individual proficiency of our members in the performance of their duties; to encourage social, charitable and educational activities among policemen; to advocate and strive for uniform application of the Civil Service Merit System for appointment and promotion; to create a tradition of esprit de corps insuring fidelity to duty under all conditions and circumstances; to cultivate a spirit of fraternalism and mutual helpfulness among our members and the people we serve; to increase the efficiency of the police profession and thus more firmly to establish the confidence of the public in the service dedicated to the protection of life and property.

Adopted February 27, 1956

Daviess County, Kentucky

Revised April, 1987

Revised October, 2001

Revised October, 2011

## **ARTICLE I**

### **NAME**

This organization shall be know as; Owensboro Lodge No. 16, Fraternal Order of Police; of the National and State Organization of the Fraternal Order of Police and shall be located in Daviess County, Kentucky.

## **ARTICLE II**

### **CHARACTER**

**SECTION 1.** Owensboro Lodge No. 16, Fraternal Order of Police is an organization consisting of Law Enforcement officers as may be set forth in the By-Laws of this Constitution and in conformance with the State and Grand Lodge, Fraternal Order of Police.

**SECTION 2.** This Constitution shall be the fundamental law of the Lodge and together with the By-Laws enacted; and in conformance with the Constitution and By-Laws of the Grand and State Lodges therewith shall govern the conduct of this Lodge.

## **ARTICLE III**

### **MEMBERSHIP**

**SECTION 1.** Any regularly appointed or elected and full-time ( 40 hours ) employed law enforcement officer of the United States, any state or political subdivision thereof, or any agency may be eligible for membership in the Fraternal Order of Police, subject to the provisions of this Constitution. No person shall be denied membership on account of race, religion, color, creed, sex, age or national origin.

**SECTION 2.** Subject only to the provisions of this Constitution, each state and subordinate lodge shall be the judge of its membership. Each state and subordinate lodge shall establish requirements for membership in good standing of its respective membership, which requirements shall not be inconsistent herewith.

**SECTION 3.** There shall be three (3) classes of membership: Active, Retired, and Honorary.

#### **A. Active Membership**

1. Shall include regularly appointed or elected full-time law enforcement officers.
2. May include retired regularly appointed or elected law enforcement officers.
3. May include, subject to the approval the state and subordinate lodges, regularly appointed or elected law enforcement officers who have resigned from their law

enforcement duties and who have remained in good standing with their state and subordinate lodges.

4. Only active members, as herein defined, shall have voice and vote.

B. **Retired Membership** shall be comprised of retired regularly appointed or elected law enforcement officers who withdraw from active membership upon or after retirement from their law enforcement agency.

C. **Honorary Membership** shall be comprised of individuals recognized by the Grand Lodge, state lodge or subordinate lodges for exceptional service or contribution to the nation, the state political subdivision, the law enforcement community or the Fraternal Order of Police.

**SECTION 4.** No person shall be a member of more than one state or subordinate lodge at the same time nor shall any member who is delinquent, or who has been suspended by a state or subordinate lodge for any reason, be eligible for membership in any other state or subordinate lodge for any reason, be eligible for membership in any other state or subordinate lodge until such suspension has been lifted.

**SECTION 5.** Petitions for membership shall be filed upon a regular form furnished by the lodge, same shall indicate the name, age, address and profession: employer's name and type of business with which the applicant is connected with; all additional information necessary to facilitate the investigation by the investigating committee. Petition shall bear the signature of an active member of the lodge, same to be present and in good standing, at first and second reading.

**SECTION 6.** Petition for membership shall be voted on the floor, The floor shall be open for discussion on all petitions before they are voted upon. A majority vote of approval or denied membership will be voted on by members in attendance. A visual count by raising hand or standing vote shall be made.

**SECTION 7.** All petitions submitted to the Lodge for membership therein shall be referred to the Secretary. It shall be the duty of the Secretary to investigate the character of the applicant and report the same to the Lodge. No petition shall be balloted upon until after the secretary has submitted his/her report on the applicant; nor shall any petition be given the benefit of a ballot at the same session at which the said petition is received.

**SECTION 8.** It shall be the duty of the Secretary to advise the applicant of the Lodges disposition of his/her petition.

## **ARTICLE IV**

### **OFFICERS**

**SECTION 1.** The officers of Owensboro Lodge No. 16 shall consist of President, Immediate Past President, Vice President, Secretary, Treasurer, 2<sup>nd</sup> Vice President, Chaplain, Sgt of Arms, three Trustees, and a State Lodge Trustee.

**SECTION 2.** All officers shall be elected biennially with the exception of local trustees. Owensboro Lodge No. 16 trustees shall be elected one (1) per year with each term running for a period of three (3) years.

**SECTION 3.** Any member shall be eligible for the same of any other office, with the exception of a Trustee who has served a three (3) year term and he cannot succeed himself, conditioned that a member must be qualified as set for the in the By-Laws of the Constitution.

**SECTION 4.** A Trustee shall be eligible to hold office concurrently in the Lodge with the exception of Secretary or Treasurer.

## **ARTICLE V**

### **DUTIES OF THE PRESIDENT**

He shall have general supervision of the Lodge. To preside at all sessions of the Lodge when present. To open and close all sessions of the Lodge. To appoint all officers pro tem, in case of absentees. To preserve order and insist upon proper decorum when the Lodge is in session. To communicate the password to all members of the Lodge entitled to receive the same. To notify the Grand and State Lodge in any change of Secretary, either at the time of election or between elections, giving the name, address and the signature of the new secretary. To call all special sessions of the Lodge as prescribed in Article I, Section 1, of these By-Laws. The President shall be "ex Officio" member of the Board of Trustees and all committees. The President shall attach his signature to all orders, vouchers and documents of an official character issued from the Lodge; conditioned that it not be necessary for him to sign the general correspondence transacted by the Secretary. The President shall appoint the majority of all committees; also he shall designate the chairman of such committees. The President shall execute such other duties as prescribed in the official ritual.

## **ARTICLE VI**

### **DUTIES OF THE VICE PRESIDENT**

He shall assist the President in the discharge of his duties while the Lodge is assembled, and assume the responsibilities and duties of the President in his absence.

## **ARTICLE VII**

### **DUTIES OF THE SECRETARY**

**SECTION 1.** He shall record the proceedings and minutes of all meetings of the Lodge. The secretary shall record therein all amendments to the Constitution and By-Laws, said book to be known as the Amendment Book, which is to be given to the proper committee for reference when revising the Constitution of By-Laws. The above material to be provided by the Lodge for that purpose.

**SECTION 2.** The Secretary or designee is to attend sessions of the Lodge, At the request of the President, to attend with the Board of Trustees on any official business of the Lodge. To make preserve a classified list of all members of the Lodge, both Active, Retired, Honorary and Associate. To receive, duly file and safely keep all papers and documents of the Lodge and within ten (10) days after the expiration of his term of office, to deliver the same to his successor in office. He shall be custodian of the official “seal” of the Lodge and certify all instruments under seal when the same shall be necessary. He shall maintain a record of standing committees and report to the President unfinished business or the Lodge or any committee. The Secretary shall answer such correspondence as directed to or received by him, maintaining a record of same, properly filed for immediate reference. To collect all fees and dues an issue all dues cards. To make a report in writing to the Lodge at the annual session, stating the record of the year as to the number of petitions received for membership and disposition of the same. He shall notify the Grand and State Lodge of the suspension or expulsion of any member and obtain, if possible, the membership card of such suspended or expelled member.

## **ARTICLE VIII**

### **DUTIES OF THE TREASURER**

The Treasurer shall receive and take charge of all monies belonging to the Order from the Secretary and pay all orders drawn on him that are signed by the President and Secretary. Keep accurate records of all monies received and expended. Credit each special fund with all sums as occur. He shall give the Board of Trustees a correct amount of all monies in his possession together with the books, papers and receipts belonging to his office. At any time when ordered, he shall deliver all monies, books and papers to the President and Trustees. All monies shall be deposited in the bank to the credit of the Lodge. At the expiration of his term of office, he shall give a correct report of the business of his office to the Lodge and deliver to his successor in office all books and other properties belonging to the Order that are in his possession at the time. The Treasurer shall prepare a complete financial report to present to the Lodge at the annual session, for his past term.

## **ARTICLE IX**

### **DUTIES OF THE 2<sup>nd</sup> VICE PRESEDENT**

The 2<sup>nd</sup> V.P. to examine all receipts, take up the password and see that all present are entitled to remain and report same to the President.

## **ARTICLE X**

### **DUTIES OF THE SGT. OF ARMS**

The President shall assign the duties of the Sgt. Of Arms

## **ARTICLE XI**

### **DUTIES OF THE TRUSTEES**

The Trustees shall have charge of all properties of the Lodge. They shall take inventory of all Lodge property and audit the books of the Secretary and Treasurer at the direction of the President.

## **ARTICLE XII**

### **DUTIES OF THE STATE LODGE TRUSTEE**

The State Lodge Trustee shall attend all meetings of the State Lodge and report to the Lodge at the next regular session of the Lodge following his return on all matters which are or may be of concern to this Lodge.

## **ARTICLE XIII**

### **DUTIES OF THE CHAPLAIN**

To give the invocation and benediction at all meetings, assist the President in conducting all funeral services and memorial ceremonies. To render all assistance possible to members in sickness and distress.

## **ARTICLE XIV**

### **AUXILIARY**

**SECTION 1.** This Lodge recognizes, acknowledges and validates the Auxiliary of the Owensboro Lodge No. 16. This Auxiliary shall be subject to the control and supervision of this Lodge. They shall conform to and be governed by a Constitution and By-Laws that they shall adopt and which at all times shall be subject to the approval of the Board of Directors of the Grand Lodge, State Lodge and Owensboro Lodge No. 16.

**SECTION 2.** Membership shall consist of and be restricted to spouses and immediate family of members in good standing of the Active members of the Fraternal Order of Police of Kentucky.

## **ARTICLE XV**

### **AMENDMENTS**

Proposed amendments to the Constitution and By-Laws shall be submitted in writing the Secretary with the signature of two members of the Lodge that a proposed amendment is to be presented at the next regular session of the Lodge. After the proposed amendment is introduced on the floor at a regular session, it shall be laid over until the following regular session, then the proposed amendment may be handled as any other Lodge business with the majority vote of acceptance of all members present shall be required before the proposed amendment can be adopted.

## **ARTICLE XVI**

### **PARLIAMENTARY PROCEDURE**

Except as provided in the Constitution and By-Laws, "Roberts Rules of Order, Current Edition", shall govern the conduct and deliberations of all sessions of this Lodge, and all committee and board meetings of the Lodge.

**ARTICLE XVII**

**OFFICIAL RITUAL**

**SECTION 1.** There shall be an official Ritual of the Order which shall be know as the Fraternal Order of Police Ritual.

**SECTION 2.** The Ritual of the Owensboro Lodge No. 16, Fraternal Order of Police shall be that specified in the Constitution of the Kentucky State Lodge, Fraternal Order of Police.

**BY-LAWS**

**ARTICLE I**

**SESSIONS**

**SECTION 1.** Owensboro Lodge No. 16 shall meet in the regular session semi-monthly.

The President may call a special meeting of the Lodge when he deems it necessary, and he or she shall call a special session when requested by five (5) members of the Lodge, in good standing, when such request is made in writing and signed by such members conditioned that a notice of any special session Forty-Eight (48) hours in advance of said session.

**SECTION 2.** No business other than that for which the session has been called can be transacted at any special session unless voted yea by the majority of attending members.

**SECTION 3.** The President may at his discretion move a Lodge meeting or post-pone a meeting with proper notice with at least forty-eight hours notice (48 hours)

**ARTICLE II**

**NOMINATIONS AND QUALIFICATIONS**

**SECTION 1.** Before any member shall be eligible for any office, such member must have been in good standing in the Lodge for the most recent twenty-four (24) months preceding any election.

**SECTION 2.** Any member having served one or more terms in office and having been qualified as a candidate, may succeed to the same or any other Lodge office with the exception of Lodge Trustees, whose elective term is three (3) years and he shall not

succeed to the same or any other Lodge office with the exception of Lodge Trustees, whose elective term is three (3) years and he shall not succeed himself to the same office.

**SECTION 3.** Nominations for Local Trustee shall occur on the first regular session in the month of December each year. The Local Trustee shall be elected for a term of three (3) years, with one Lodge Trustee elected per year.

**SECTION 4.** Any officer elected to an office whose term of office covers more than one year shall be eligible for election to that office in all subsequent years of his term in office at election time. If this requirement is not met, such officer shall automatically be removed from office by the By- Laws Committee and an election held concurrently with the annual/biennial election to fill this office for the remaining year or years of the term for which the original election was held.

**SECTION 5.** Biennial nominations for all Lodge officers who will serve in the succeeding year, shall occur on the first regular session in the month of December. At the close of nomination, the President and Vice President shall appoint an election committee to consist of not less than three (3) members in good standing and who are not candidates for any office.

**SECTION 6.** Any elective officer absent from six (6) regular meetings during a twelve (12) month period without excused absence by the President shall be removed from office. His / Her office shall be filled by appointment by the President of the Lodge.

### **ARTICLE III**

#### **ELECTION AND INSTALLATION OF OFFICERS**

**SECTION 1.** Biennial election of Lodge officers shall occur on the second session of December. It shall be the duty of the election committee to prepare a ballot with all nominees names and the office they are nominated for. These ballots shall be prepared before the date of election. The candidate receiving the majority of votes cast shall be considered elected.

**SECTION 2.** Immediately upon certification of the election committee, all newly elected Lodge officers shall be duly installed and take the oath of office the first session in January.

**SECTION 3.** Installation of officers and acceptance by oath of office may be conducted by the immediate past President or he may bestow the honor upon any past President, or any state or national officer present.

## **ARTICLE IV**

### **OFFICIAL ORDER OF BUSINESS**

1. Roll Call of Officers.
2. Reading of the minutes of the last regular meeting and any special meetings.
3. Acceptance of new applications for membership.
4. Initiation of Applicants for membership.
5. Membership Committee Report on previous applications for membership.
6. Officers' Reports.
7. Reports of Committees.
8. Bills
9. Communications.
10. Reports on members sick or in distress.
11. Unfinished business.
12. New business.
13. Good of the Order.
14. Election of Officers.
15. Installation of Officers.
16. Adjournment.

## **ARTICLE V**

### **DUES AND ASSESSMENTS**

All dues shall become due the first day of August with the expiration date therefore being the 31<sup>th</sup> of July. The Secretary will mail a statement of such dues in the month prior to date of expiration. Annual dues will set at 72.00 yearly for Active, 20.00 for Retired and Associates.

## **ARTICLE VI**

### **SUSPENSION AND PENALTIES**

**SECTION 1.** Any Candidate having been notified of his election to membership in the Lodge and shall fail to present themselves for admittance to membership within Three (3) months from the date of said election, through no fault of the Lodge, shall forfeit all rights under said election together with the petition fee, unless reasons satisfactory to the Lodge are given and the time limit is then extended by the Lodge.

**SECTION 2.** Any member showing personal conduct as such that reflects discredit upon the Lodge can be suspended and/or expelled from membership in the Lodge. However, before his name is removed from membership in the Lodge, charges must be preferred in writing, signed and submitted to the Lodge, at a regular session of the Lodge by members who are in good standing in the Lodge at the time the charges are preferred, at which time the Secretary will automatically be instructed to notify such member or members charged, in writing, of the charges preferred against him or them, charges that have been preferred against a member of the Lodge and said charges will be heard by the Ethics Committee. The committee will meet before the next regular meeting to give a recommendation to the body of the lodge at the next regular bi monthly session. The member so charged, will be allowed to present his defense, if a member charged does not present themselves they will automatically lose their chance to a defense. A vote will be taken, and only a majority vote of members present can a member so charged be suspended or expelled from the Lodge. In no event shall a vote be taken suspending or expelling a member of the Lodge at the regular business session of the Lodge on the date in which the charges are preferred.

**SECTION 3.** Any Active member in good standing of this Lodge who has resigned for personal reasons or for reasons not bringing discredit upon the Lodge and for suspension of expulsion from the Lodge, may apply for reinstatement in the Lodge, provided that his application for reinstatement in the Lodge is accompanied by current dues. Provided however that this section of the By-Laws shall in no manner conflict with Section 2 or Section 6 of this Article.

**SECTION 4.** Any member of this Lodge who has lost their membership into the Lodge for reasons of conduct unbecoming a member shall not be privileged to again petition this Lodge for membership until the expiration of Twelve (12) months from the date of the said member's membership was discontinued, and which petition must be accompanied with the dues as set out in Article V of the By-Laws of this Lodge. His petition for membership shall be then voted upon in the manner as set out in Section 8 of Article III of the Constitution of this Lodge.

**SECTION 5.** Any member in arrears of dues or assessments more than thirty (30) days and less than ninety (90) days shall be deemed delinquent and not in good standing.

**SECTION 6.** Any member in arrears of dues or assessments ninety (90) days or more shall be automatically suspended.

**SECTION 7.** Any member who is suspended by Section 5 or 6 above shall re-apply for membership as defined in Article III (Membership) and sections 1,2 and 3 of the constitution

**SECTION 8.** Any applicant who has petitioned this Lodge for Active membership and their petition was rejected, cannot again petition this Lodge for Active membership until the expiration of Twelve (12) months from the date of rejection.

**SECTION 9.** No member of this Lodge shall be entitled to vote on any business of this Lodge if charges have been preferred against him or if he is under suspension from this Lodge.

## **ARTICLE VII**

### **LEGAL AID**

**SECTION 1.** Except as provided in Article XV, in order to protect the financial integrity of FOP lodge #16 and to ensure to the extent possible that all members receive equal benefit from their members, the lodge shall not pay and shall not be responsible to pay any attorney fees or costs incurred or which may in the future be incurred by any member of the lodge for any reason, including without limitation, for civil or criminal complaints arising out of or by reason of alleged acts or omissions of a member as a peace officer, whether within or without the scope of his/her employment.

**SECTION 2.** Notwithstanding the provisions of Section 1 of this Article, if funds exist in the FOP lodge #16 Special Account created in March, 2001 (the "Special Account"), the lodge may pay or reimburse certain expenses in certain amounts only as the membership may specifically authorize, which an active member may incur or may have incurred by reason of formerly or currently being a party or 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 lodge), which such action or proceeding is or will be based upon an alleged act or omission of a member as a peace officer, whether within or without the scope of his/her employment, upon the following conditions:

- A. An active member must petition the lodge in writing for financial assistance from the Special Account, and provide whatever information the lodge officers deem appropriate to properly consider the request;
- B. The applicant must be an active member who has attended a minimum of three (3) meetings during the twelve (12) months immediately preceding the date of the alleged act or omission upon which the action or proceeding was or is expected to be based, provided however, that if a member has been an active member for less than twelve (12) months, his/her eligibility for the receipt of legal aid must be approved on an individual basis by a majority of the members in attendance at a regular membership meeting of the lodge at which a quorum is present;
- C. The request must be approved by a majority of members in attendance at a regular membership meeting of the lodge at which a quorum is present;
- D. Only the specific expense(s) in specific amount(s) as approved by the membership may be paid from the Special Account and only to the extent there are funds available from the Special Account;
- E. No authorization shall be made for an amount exceeding the balance of the Special Account; however, a petition seeking financial assistance greater than

- the balance of the Special Account may continue to be considered by the membership from month to month as and when the Special Account increases in value from contributions, fund-raising events, or other sources; and
- F. The lodge shall not be responsible for the payment or reimbursement of any expenses under this Section 2 except from the Special Account.

## **ARTICLE VIII**

### **CONDUCT OF BUSINESS**

**SECTION 1.** To hold a regular or special session of the Lodge, not less than three (3) elected officials of the Lodge must be present.

**SECTION 2.** At any regular or special session of the Lodge, ten or more Active members, which must include at least three (3) elected officers of the Lodge, will constitute a Quorum.

**SECTION 3.** Proposes amendments to this Constitution and By-Laws shall be submitted in writing to the Secretary with the signature of two members of the Lodge that a proposed amendment is to be presented at the next regular session of the Lodge. After the proposed amendment is introduced on the floor at a regular session, it shall be laid over until the following regular session, then the proposed amendment may be handled as any other Lodge business.

**SECTION 4.** A majority vote shall govern in all matters pertaining to the business of the Lodge, except in the balloting of petitions for membership as set out in Section 8 of Article III of this Constitution, the suspension or expulsion of a member of this Lodge as set out in Section 2 of Article VI of these By-Laws, or an amendment to the Constitution and By-Laws of this Lodge.

**SECTION 5.** No proposed amendment to the Constitution and By-Laws of this Lodge can be adopted unless the proposed amendment to the Constitution and By-Laws of this Lodge, received favorable vote by those members present at a regular stated meeting of the Lodge and the manner of proposing such amendment to the Constitution and By-Laws is adhered to as set out in Section 3 of this Article.

**SECTION 6.** The President shall appoint majority and the Vice President shall appoint the minority of each committee.

**SECTION 7.** The sessions and business transactions of this Lodge shall be governed in all cases and circumstances by the Constitution and By-Laws, except where the Constitution and By-Laws are silent, same shall be governed by "Roberts' Rules of Order current edition". However, in no case shall anything be done in conflict with the

Constitution and By-Laws of the National or State of Kentucky Lodges, Fraternal Order of Police.

## **ARTICLE IX**

### **DUTIES OF THE DELEGATES**

**SECTION 1.** All Delegates to the National Biennial Conference and State Biennial Convention: The number of delegates to such Conference and/or Convention as prescribed in the Constitution and By-Laws of the National Lodge and the State Lodge of Kentucky of the Fraternal Order of Police, shall be expected to attend all business sessions of the Conference and/or Convention, to cast their votes on all matters before the Conference and/or Convention, as they have been directed by their Lodge and to report to this Lodge upon their return from said Conference or Convention any and all matter pertaining to the welfare of the Lodge.

**SECTION 2.** A report on the National and State Biennial convention will be expected in typewritten form discussing briefly what action had taken place and what meetings were and were not attended.

## **ARTICLE X**

### **BURIAL RITUAL**

The Presidents designee shall officiate at the burial of a departed member upon the request of a member of their immediate family.

## **ARTICLE XI**

### **DUTIES OF ANY SPECIAL COMMITTEES**

It shall be the duty of any special committee to promote the growth of this Lodge through the fulfillment of the tasks assigned by the President and vice President at the time of their appointment.

## **ARTICLE XII**

### **BENEFITS**

Upon the death of any Active member of the Lodge, the sum of Five Hundred Dollars (500.00) shall be paid to the surviving spouse or estate of said deceased member.

## **ARTICLE XIII**

### **GRIEVANCE PROCEDURE**

**SECTION 1.** The President and Vice President shall appoint a grievance committee to assist any member in good standing with their grievance pertaining to a member of the Order.

**SECTION 2.** The grievance must be filed in the following manner:

- A. The grievance must be filed in writing or typewritten and must include all Details and signed.
- B. Each grievance must be addressed to the Lodge Secretary and must bear his/her signature and Lodge Seal.
- C. The grievance committee will review the grievance and report its findings to the Lodge at the next regular meeting.
- D. In the event that the grievance cannot be solved by the President and/or the grievance committee to the satisfaction of all parties concerned, other steps may be taken in accordance with the State Constitution and By-Laws.

## **ARTICLE XIV**

### **PARLIAMENTARY PROCEDURE**

Except as provided in the Constitution and By-Laws, the current edition of "Roberts' Rules of Order" shall govern the conduct and deliberations of this lodge, meetings of the Executive Board, and Committees of the Order.

## **ARTICLE XV**

### **INDEMNIFICATION OF OFFICERS AND TRUSTEES**

**SECTION 1.** The lodge shall indemnify each of the officers and trustees described in Section 1 of Article IV 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 lodge) by reason of being or having been an officer or trustee of the lodge, or serving at the request of the lodge as an officer, director, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonable incurred in connection with the defense thereof, except in relation to matters as to which officers and trustees shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties to the lodge.

**SECTION 2.** Except as hereinafter otherwise provided, any such indemnification shall be made by the lodge only as authorized in the specific case upon a determination that indemnification of the officer or trustee is proper in the circumstances because he/she has met the applicable standard of conduct set forth for corporate officers and directors in Section 273.215 of the Kentucky Revised Statutes, as amended from time to time.

**SECTION 3.** Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the lodge in advance of the final disposition of such action or proceeding, if authorized by the membership and upon receipt of an undertaking by or on behalf of the officer or trustee to repay such amount unless it shall ultimately be determined that indemnification is appropriate.

**SECTION 4.** To the extent that an officer or trustee has been successful on the merits or otherwise succeeded in defense of any aforesaid action, suit, or proceeding, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith, without any further determination that the applicable standard of conduct set forth above has been met.