THE ORDER OF
UNITED COMMERCIAL TRAVELERS
OF AMERICA

Instituted Jan. 16, 1888

CONSTITUTION,
BYLAWS AND
STANDING ORDERS

GOVERNING
INTERNATIONAL, REGIONAL and
LOCAL COUNCILS

UCT
United Commercial Travelers

EFFECTIVE SEPT. 1, 2021

RICHARD F. REDMAN
UCT SECRETARY-TREASURER
COLUMBUS, OHIO
THE ORDER OF
UNITED COMMERCIAL TRAVELERS
OF AMERICA

Instituted Jan. 16, 1888

CONSTITUTION,
BYLAWS AND
STANDING ORDERS

GOVERNING
INTERNATIONAL, REGIONAL and
LOCAL COUNCILS

UCT
United Commercial Travelers

EFFECTIVE SEPT. 1, 2021

RICHARD F. REDMAN
UCT SECRETARY-TREASURER
COLUMBUS, OHIO
ARTICLES OF INCORPORATION

of

THE ORDER OF UNITED COMMERCIAL TRAVELERS OF AMERICA


WITNESSETH: That we, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation not for profit, under the general corporation laws of said State, do hereby certify:

FIRST. The name of said corporation shall be THE ORDER OF UNITED COMMERCIAL TRAVELERS OF AMERICA.

SECOND. Said corporation shall be located, and its principal business transacted at Columbus, Franklin County, Ohio.

THIRD. The purpose for which said corporation is formed is:
1st. To unite fraternally all persons of good moral character as are now or may hereafter become eligible to membership under the provisions of the Constitution of the Order.
2nd. To give all moral and material aid in its power to its members and those dependent upon them. Also to assist the widows, widowers and orphans of deceased members.
3rd. To establish indemnity funds and issue insurance and other benefits permissible under the laws governing fraternal benefit societies.
4th. To secure just and equitable consideration for all members.
5th. To elevate the moral and social standing of its members.

IN WITNESS WHEREOF, We have hereunto set our hands this 25th day of September, A.D. 1890.

s

JOHN C. FENIMORE
LEVI C. PEASE
S. H. STRAYER
W. E. CARPENTER
JOHN DICKEY
C. S. AMMEL
F. A. SELLS
CHARLES B. FLAGG
CONSTITUTION

ARTICLE I.

Article I, Section 1. This society shall be known as The Order of United Commercial Travelers of America.

Objects of the Order

Article I, Section 2. The objectives of the Order are to assist regional councils to maintain continuity and consistency through such methods as training and meetings, so they in turn can assist local councils in their good work holding charitable fund raising activities and making charitable donations to people in need in their respective communities. The members share a common commitment to good citizenship and are further committed to engaging in fraternal and community service activities that benefit the communities in which members live, work and visit. The fraternal objectives are presented under the articles of incorporation.

Councils

Article I, Section 3. There shall be established and maintained local councils, regional councils and an International Council, as hereinafter provided.

ARTICLE II.

LOCAL COUNCILS

Article II, Section 1. Each local council shall exist by virtue of a charter duly granted by the International Council on an application signed by not less than ten (10) eligible persons who are not members of an existing council.

Officers and Elections

Article II, Section 2. The officers of each local council shall be:

1. Local President.
2. Local Vice President.
3. Local Past President.
4. Local Secretary-Treasurer.
5. 1st Local Director. (optional)
6. 2nd Local Director. (optional)
7. 3rd Local Director. (optional)
8. Local Chaplain. (optional)
9. Up to Four Elected Members of Local Executive Committee.
At the first annual election held by a local council, all officers shall be elected to serve until the second annual election, except that half of the elected members of the executive committee shall be elected to serve until the third annual election.

Commencing with the third annual election, the provisions herein relating to election of officers shall apply to newly organized local councils.

All officers of local councils shall be elected annually for a term of one year except elected members of the executive committee, who are elected for two-year terms.

The presiding officer, before the balloting begins for any election, shall appoint three members to act as tellers, one of whom shall act as clerk of said election.

The officers of local councils shall be elected at the first regular March meeting of each council and may be installed on the day of their election. If a council defers their installation to their next regular meeting, all officers shall commence their duties on that date, with the exception of the secretary-treasurer whose duties shall begin April 1.

All elective officers shall be chosen by secret ballot, provided, however, that if there shall be but one nominee for any office, by motion from the floor the election may be by voice vote. The member receiving a majority of votes cast for any office shall be declared elected. Lacking a majority, at the conclusion of each ballot, the person having the smallest number of votes shall be dropped and the balloting shall then proceed until a conclusion is reached.

The installation of officers and representatives to the regional council of a local council may be conducted publicly.

The title of past local president shall be conferred on: any local past president who shall have served for a term of one full year; any secretary-treasurer who shall have served for three full years; and any member of the executive committee or chaplain who shall have served for four full years. Also, anyone who has served as a line officer, chaplain and/or a member of the executive committee for a total of four years in the member’s own or another council, as long as they are a council member, may receive, by a majority vote of the members present and voting at a meeting of the council, the title of past local president.
Any local officer as defined in this section shall receive the title of past local president if the officer, after being duly elected, is prevented by death or physical disability from completing the required years of service as set out in the previous paragraph.

No one shall be eligible to the office of local past president who has not served one year as local president; nor to the office of local president who has not as local vice president served at a majority of the regular meetings held by the council while the member was acting in that capacity; provided, however, that the foregoing provisions shall not apply to members on whom the title of past local president has been conferred, nor to a newly organized local council until its third annual election. Nor shall the foregoing provisions apply to a council whose offices have been declared vacant, necessitating a reorganization, by the UCT president or regional president.

**Duties of Officers**

*Article II, Section 3. Local President.* The local president is the presiding executive officer of the council. It is the local president’s responsibility to preside at all council meetings, to serve on the council’s executive committee, to maintain supervision of all ritualistic work of the council, to operate the council in accordance with the Constitution, Bylaws and Standing Orders of the Order and to give the charge of the office at the initiation of candidates.

The local president appoints all council committees, except the executive committee.

At the council’s regular February session, the local president shall appoint a member to serve on the examining finance committee for a term of three years.

It is further the local president’s responsibility to perform such other duties as prescribed by the *Local Council Guidelines* or as may be assigned by the regional president or UCT president.

*Article II, Section 4. Local Vice President.* It is the local vice president’s responsibility to give the charge of the office at the initiation of candidates, to assist the local president in the discharge of the local president’s duties and, in the absence of the local president, to exercise all powers and perform all duties of the local president.
It is the duty of the local vice president to visit the sick, needy and distressed members of the Order residing within the jurisdiction of the council, except the members of other councils having concurrent jurisdiction, and to report thereon at each council meeting.

It is further the local vice president’s responsibility to perform such other duties as prescribed by the Local Council Guidelines or as may be assigned by the local president.

Article II, Section 5. Local Past President. It is the local past president’s responsibility to give the charge of the office at the initiation of candidates, to assist in preserving decorum of the council, to preside in the absence of both the local president and local vice president and perform such other duties as prescribed by the Local Council Guidelines.

Article II, Section 6. Secretary-Treasurer. The secretary-treasurer of a local council shall keep a record of the proceedings of the council, have custody of the council’s funds and perform such other duties as may be prescribed by the Local Council Guidelines or as may be assigned by the local president, executive committee, regional president, UCT president or Board of Governors.

Article II, Section 7. 1st Local Director. (Optional) The 1st local director of a local council shall have charge of the ballot while the council is voting on applicants, have charge of the paraphernalia and arrangements of the council chamber for initiation, give the charge of the office to such candidates and perform such other duties as prescribed by the Local Council Guidelines or as may be assigned by the local president. If there is no one serving as 1st local director, then the local president shall, from time to time, appoint someone to perform these duties.

Article II, Section 8. 2nd Local Director. (Optional) The 2nd local director of a local council shall give the charge of office at the initiation of candidates, have charge of the inner door of the council chamber, receive and introduce visitors and perform such other duties as prescribed by the Local Council Guidelines or as may be assigned by the local president. If the local council elects not to have a 2nd local director, then the local president shall, from time to time, appoint someone to perform these duties.

Article II, Section 9. 3rd Local Director. (Optional) The 3rd local director of a local council shall give the charge of the office at the initiation of candidates and have charge of the doors of
the council chamber and ante-room. It is the 3rd local director’s
duty to see that none pass or repass but such as are entitled to
that privilege and to have charge of the property of the council
rooms. It is further the 3rd local director’s responsibility to perform
such other duties as prescribed by the Local Council Guidelines
or as may be assigned by the local president. If the local council
elects not to have a 3rd local director, the local president shall,
from time to time, appoint someone to perform these duties.

Article II, Section 10. Executive Committee. The executive
committee of a local council shall consist of the following
members: the local president, the local vice president, the
secretary-treasurer and a minimum of two other members of
said local council, with one-half of these members elected
annually to serve for a term of two years each. Each council
may elect to have its local past president serve as a member
of the executive committee. The executive committee shall
choose its own chairman.

It is the responsibility of the executive committee to examine
all accounts and approve such as are valid against its council.
The committee shall examine quarterly, or whenever it deems
it advisable, the books, papers and property of the secretary-
treasurer and all funds and property in the secretary-treasurer’s
possession. The committee may require reports and accounts
from the secretary-treasurer as often as deemed advisable, so
as to maintain an oversight over the books, papers, accounts,
funds, property and business of its council.”

The executive committee shall designate one member of
the executive committee (other than the secretary-treasurer)
to countersign all checks or vouchers issued by the secretary-
treasurer.

The executive committee shall perform such other duties as
prescribed by the Local Council Guidelines or as may be assigned
by the regional president, regional executive committee or the
Board of Governors.

Article II, Section 11. Chaplain. (Optional) The chaplain of a
local council shall conduct devotional exercises at the opening
and closing of the council session, give the charge of the office
at the initiation of candidates and perform such other duties as
prescribed by the Local Council Guidelines or as may be required
by the local president. If there is no one serving as chaplain, then
the local president shall, from time to time, appoint someone
to perform these duties.
Vacancies in Office

Article II, Section 12. If any officer of a local council shall be absent for three consecutive months from the regular sessions of the council, the member’s position may, before the close of such third monthly meeting, be declared vacant by the local president unless an excuse is furnished which is satisfactory to a majority of the members present.

If a vacancy occurs, from any cause, in any office in a local council, the executive committee shall fill such vacancy by the appointment of some eligible person thereto until the next annual election.

If the executive committee fails to appoint a person eligible to fill a vacancy in any office, such vacancy shall be filled by the council at its next session.

Meetings and Quorum

Article II, Section 13. All local councils shall hold regular meetings at least once each month upon a stated date fixed by the council. The council meeting may be held in-person or may use the latest technology (audio conference, teleconference, or videoconference) as described in the Standing Orders.

The failure of a local council for three successive months to hold a meeting shall be sufficient cause for its suspension and the arrest of its charter.

Seven members of a local council shall constitute a quorum for the transaction of business. If a council cannot obtain a quorum after 2 successive meetings then the number of members present at those meetings shall be the established quorum. The minimum number of members required for a quorum shall be three.

The annual session shall be the first regular March session of each year.

Special Sessions

Article II, Section 14. Special meetings shall be called by the local president upon written requests of an established quorum of members in good standing. A notice of such meetings shall be mailed or delivered by the use of authorized communications equipment which may include electronically via email, text, etc., as deemed appropriate by the council members. Delivery must be to each member’s last known physical address, email
address, or phone number at least 8 (eight) days prior to the date thereof.

Special meetings solely for the purpose of conferring the degree of the Order upon previously elected candidates may be called by the local president on the local president’s own motion, notice to be given to the members of the council in such manner as the council may determine.

At special meetings, no business shall be transacted by any local council, excepting such as is stated in the notice thereof; excepting Order of Business No. 3.

Council Finances

Article II, Section 15. The fiscal year of all local councils shall commence upon the first day of April of each year.

Article II, Section 16. Each local council shall have the exclusive right to regulate its own financial affairs, insofar as its General Fund is concerned. The annual council dues shall be a minimum of twelve dollars per member. The amount of annual council dues shall not be changed other than to comply with this requirement unless each member shall have been given 30 days written notice by mail of such intent, and the motion to make such change receives two-thirds of the votes of those present who are entitled to vote.

Article II, Section 17. Examining Finance Committee. The examining finance committee shall consist of three members. At the regular February session of the council, the local president shall appoint a member to serve on this committee for a term of three years. Such appointee shall serve as chairman of the committee during the member’s third year. None of the members of this committee shall be members of the executive committee.

It shall be the duty of the examining finance committee to audit the books and vouchers of the secretary-treasurer and report thereon at the next regular April session of the council. Copies of this report shall be forwarded immediately to UCT Headquarters and the regional secretary.

Representation to the Regional Council

Article II, Section 18. Each local council shall be entitled to one representative in the regional council having jurisdiction over it and as many more as such regional council may determine, provided that the total representatives shall be apportioned
among the local councils in proportion to their membership at
the end of the local council’s fiscal year.

No local council shall be allowed representation at its regional
council session unless said local council shall have paid all monies
due its regional council and the International Council.

The representatives to which a local council may be entitled
in the regional council shall be elected at the first regular
March session of each council. Alternates shall be elected to
fill vacancies as they occur in the regular representation and
shall serve in the order of their election.

If, by reason of the inability of representatives and alternates to
attend any meeting of the regional council, the representatives
of any local council shall fall below the number to which it is
entitled, the local president may appoint from among the
council’s members such a number of representatives for the
council as will secure to it full representation at said session.

Each local council shall be responsible for the requirements
necessary for election of representatives to a regional council
session.

It shall be duty of each representative to the regional council
to attend the annual meeting of the regional council next
following the representative’s election and all special meetings
held during the year following the election, to participate in the
proceedings thereof, and to make a report on the proceedings
to the local councils at such time as the council may designate.

ARTICLE III.
REGIONAL COUNCILS

Article III, Section 1. Each regional council shall exist by virtue
of a charter duly granted by the International Council, and shall
exercise such jurisdiction as is herein conferred over all local
councils within its prescribed territory. It shall be composed of its
past regional presidents, officers, standing committee members
and the past local presidents and representatives from its local
councils.

Each member of a regional council in attendance at a
regional council session shall be entitled to one vote, except
when the number of past regional presidents or past local
presidents not sitting as representatives or alternates at any
session, exceeds fifty percent (50%) of the duly accredited
representatives, alternates (sitting as representatives), elective
officers and standing committee members, they each shall be entitled to one-half vote.

Any member of a regional council who transfers residence and membership to another regional jurisdiction shall by virtue of such transfer of membership and residence become a member of the regional council to whose jurisdiction the member transfers.

Charters

Article III, Section 2. A charter for a local council may be granted by the International Council upon the recommendation of the regional council having jurisdiction over the territory within which such proposed council is to be located, on an application signed by not less than ten (10) eligible persons who are not members of an existing council.

Article III, Section 3. Every application for the establishment of a new local council in any city, town or village in which one or more local councils exists, shall be made to the regional president within whose jurisdiction said new local council will, if established, be located. On receipt of said application, a copy thereof shall be given by the regional president to the regional secretary, who shall immediately forward to the secretary-treasurers of all local councils a copy of said application for approval.

Said local council or councils shall act on the application at the next meeting.

Within ten days after the acceptance or rejection of said application by each council, the council’s secretary-treasurer shall notify the regional secretary of the action of the local council.

In case of the rejection of an application for a new council, under conditions enumerated in this section, the petitioners may appeal to the regional executive committee within 60 days for a final decision.

A local council contemplating surrendering its charter must give a written notice to UCT Headquarters and the regional secretary and each member in good standing in said council of a meeting to be held not less than 30 days from the date of such notice, at which meeting the question shall be put, “Shall this council surrender its charter?” If a majority of those present vote in the affirmative, the secretary-treasurer shall at once forward all money belonging to the Order together with all records, books and the charter of the council to UCT Headquarters and at the same time notify the regional secretary of the action taken.
UCT Headquarters or its designee shall at once audit the books and accounts. If after the payment of all just debts, there shall be a balance remaining in the general fund of the council, such balance and all properties shall be turned over to the secretary of the regional council which held jurisdiction over the local council, who shall credit such funds to the general fund of the regional council. Where there is a consolidation of two or more councils, all monies to the credit of the general fund held by the councils whose charters are discontinued shall be transferred to the council continuing."

Any properties, other than money, of a council surrendering its charter, shall be kept intact until the time a receipt from UCT Headquarters for all money due the Order has been received by the secretary-treasurer, when such properties shall be sold immediately by the executive committee of the council to the best advantage possible, and the proceeds therefrom shall be remitted to the secretary of the regional council which held jurisdiction over the local council and by the regional secretary credited to the general expense fund of the regional council.

Where there is a consolidation of two or more councils, all monies to the credit of the assessment fund and Widows’ and Orphans’ Fund held by the councils whose charters are discontinued shall be transferred to the council continuing and all monies in the general expense fund of such council shall become the property of the council continuing.

If any local council surrenders its charter or its charter is arrested or revoked or the council suspended, UCT Headquarters shall, within 60 days, issue a transfer to each member in good standing of said council to a council within whose jurisdiction the member resides. Should a council receiving a transfer refuse to accept the member, UCT Headquarters shall notify said member and the member shall be given the privilege of transferring to the council of the member’s choice.

Where there is a consolidation of two or more councils, UCT Headquarters may transfer the entire membership of the council discontinuing to the continuing council.

The charter may be reissued in the case of surrender, arrest or revocation, in the same manner and upon the same terms as provided in Sections 2 and 3 of this Article, and in case of such reissue, the name and number of such defunct council may be assigned to the new council, if such name and number are still available.
The number assigned for a charter cannot be transferred from its original location, except that a council name and number may be used anywhere in the metropolitan area of the city to which it was originally assigned.

**Officers and Elections**

**Article III, Section 4.** The officers of each regional council shall be:

1. Regional President.
2. Regional Vice President.
3. Regional Past President.
4. Regional Secretary.*
5. Regional Treasurer.*
6. 1st Regional Director.
7. 2nd Regional Director. (optional)
8. 3rd Regional Director. (optional)
9. Up to Four Elected Members of Regional Executive Committee.

* The offices of Secretary and Treasurer may be combined as: Regional Secretary/Treasurer

At the first annual election held by a regional council, all officers shall be elected to serve until the second annual election, except that one half of the elected members of the executive committee shall be elected to serve until the third annual election.

Commencing with the third annual election, the provisions herein relating to the election of officers shall apply to newly organized regional councils.

No member shall be elected to any office who is not in good standing in the member’s local council.

The presiding officer of each council, before the balloting begins at any election, shall appoint three members to act as tellers, one of whom shall act as clerk of such election.

All elective officers shall be chosen by secret ballot, provided, however, that if there shall be but one nominee for any office, by motion from the floor, the election may be by voice vote. The member receiving a majority of votes cast for any office shall be declared elected. Lacking a majority, at the conclusion of each ballot, the member having the smallest number of votes shall be dropped and the balloting shall then proceed until a conclusion is reached.

Election of officers shall take place at such time during the
annual session as may be decided by each regional council. The
installation of said officers shall take place on the last day of the
annual session.

Each regional council shall determine the term of office of the
regional secretary and regional treasurer. Each regional council
may also elect to combine the offices of regional secretary and
regional treasurer.

The installation of regional council officers and elected
representatives to the International Council may be conducted
publicly.

The title of past regional president shall be conferred on:

- Any regional past president who shall have served as
  such for a term of one full year;
- Any regional secretary or regional secretary/treasurer
  who shall have served as such for three years;
- Any regional treasurer and any member of the regional
  executive committee who shall have served as such for
  four full years;
- And anyone who shall have served as a line officer and
  a member of the regional executive committee for four
  years.

Any regional officer as defined in this section, if after being
duly elected, is prevented by death or physical disability from
completing the required years of service as set out in the previous
paragraph, shall receive the title of past regional president.

All officers of regional councils shall be elected annually for
a term of one year except as otherwise provided in this section.

No one shall be eligible to the office of regional past president
who has not served one term as regional president, nor to the
office of regional president who has not served as regional vice
president, nor to the office of regional vice president who has
not served as either 1st regional director or 2nd regional director;
provided, however, that none of the foregoing provisions shall
apply to persons on whom the title of past regional president
has been conferred; nor to a newly organized regional council
until its third annual election.

No representative shall be eligible to election to office in the
regional council unless the member be a past local president.
Duties of Officers

Article III, Section 5. Regional President. The regional president is the presiding executive officer of the regional council. It is the regional president’s responsibility to preside at all regional council meetings, to serve on the regional executive committee and to operate the regional council in accordance with the Constitution, Bylaws and Standing Orders of the Order.

The regional president shall appoint a regional chaplain and all committees of the regional council, except the regional executive committee.

The regional president shall give instructions to local councils, when requested or when deemed proper by the regional president, regarding the ritualistic work of the Order.

The regional president shall call special meetings of the regional executive committee, either upon the regional president’s own initiative or upon the written request of a majority of the regional executive committee.

The regional president shall report to the UCT president any neglect or refusal on the part of any local council, or any officers, within the regional president’s jurisdiction to obey the Constitution, Bylaws and Standing Orders of the Order and to submit to the UCT president all such facts as may come to the regional president’s knowledge in regard thereto, and when authorized by the UCT president, to suspend any such local council or any of its officers, and also to arrest the charter of such offending council.

It is further the regional president’s responsibility to perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional executive committee, Board of Governors or UCT president.

Article III, Section 6. Regional Vice President. It is the regional vice president’s responsibility to assist the regional president in the discharge of the regional president’s duties and, in the absence of the regional president, to exercise all powers and perform all duties of the regional president.

It is further the regional vice president’s responsibility to perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional president.

Article III, Section 7. Regional Past President. It is the regional past president’s responsibility to assist in preserving
Article III, Section 8. Regional Secretary. The regional secretary shall keep a record of the proceedings of the regional council and preserve all papers and documents relating to its business.

The regional secretary shall attest all orders drawn on the regional treasurer for money appropriated by the regional council or the regional executive committee. The regional secretary shall collect all money due the regional council, giving receipt for same, keep a correct account thereof, pay the same to the regional treasurer, taking the regional treasurer’s receipt therefor, and also to keep the accounts between the regional council and the International Council, and also between the regional council and the local councils within its jurisdiction. The regional secretary shall report all delinquent councils to the regional president.

The regional secretary shall submit, at each annual session of the regional council, a report giving a statement of the transactions of the office, the money received and disbursed, and from/to what sources the same was received/disbursed, the state of the Order within the jurisdiction of the regional council and an abstract of all matters reported by the local councils for the year.

Within 30 days following adjournment of the regional council, the regional secretary shall mail to UCT Headquarters a copy of the reports of the regional examining finance committee, regional treasurer and regional secretary.

The regional secretary shall give notice of all meetings of the regional council when so directed by the regional president or regional executive committee and shall notify the members of the regional executive committee of its meetings when so directed by the regional president or regional executive committee chairman. The regional secretary shall keep minutes of all meetings of the regional executive committee.

The regional secretary shall attend any committee meeting of the regional council when so notified and furnish such official papers as may be required.

Prior to each session of the regional council, the regional secretary shall send to each secretary-treasurer blank forms for the credentials of representatives and alternates.
The regional secretary shall report to UCT Headquarters the names of all persons on whom the regional council has conferred the title of past regional president.

The regional secretary shall have custody of the regional council seal.

The regional secretary shall further perform such other duties as may be prescribed by the Regional Council Guidelines or as may be assigned by the regional president, regional executive committee, UCT president or Board of Governors.

Article III, Section 9. Regional Treasurer. The regional treasurer shall take charge of all funds of the regional council and receipt to the regional secretary or other proper persons for all money received. The regional treasurer shall keep a correct account of such funds and also keep a correct account of and pay all orders, bills, claims and demands, if attested by the regional secretary and approved by the regional president or regional executive committee, subject to compliance with regional council bylaws, where they do not conflict with the International Constitution and Bylaws.

At each annual session of the regional council, the regional treasurer shall submit a correct report showing the receipts and disbursements of the several funds belonging to the regional council.

The regional treasurer shall attend any committee meeting of the regional council when so notified and furnish such official papers as may be required.

The regional treasurer shall further perform such other duties as may be prescribed by the Regional Council Guidelines or as may be assigned by the regional president, regional executive committee, UCT president or Board of Governors.

Article III, Section 10. 1st Regional Director. The 1st regional director shall perform such duties as may be prescribed by the Regional Council Guidelines or as may be assigned by the regional president or regional executive committee.

Article III, Section 11. 2nd Regional Director. (Optional) The 2nd regional director shall have charge of the inner door of the regional council chamber, receive and introduce visitors and perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional president or regional executive committee. If the regional council elects not
to have a 2nd regional director, the 1st regional director shall assume these duties.

Article III, Section 12. 3rd Regional Director. (Optional) The 3rd regional director shall have charge of the doors of the regional council chamber and ante-room. It is the 3rd regional director’s duty to see that none pass or repass but such as are entitled to that privilege, and to have charge of the property of the regional council rooms. It is further the 3rd regional director’s responsibility to perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional president or regional executive committee. If the regional council elects not to have a 3rd regional director, the 2nd regional director shall assume these duties.

Article III, Section 13. Regional Executive Committee. The regional executive committee shall consist of the following members: the regional president, the regional secretary, the regional treasurer and a minimum of two other members of said regional council, with one-half of these members elected annually to serve for a term of two years each. Each regional council may elect to have its regional past president and regional vice president serve as members of the regional executive committee. The regional executive committee shall choose its own chairman.

It is the responsibility of the regional executive committee to maintain supervision over the books, papers, accounts, funds and property of its regional council, with the right at all times of examination and audit.

The regional executive committee shall perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional council, UCT president or Board of Governors.

Article III, Section 14. Regional Chaplain. The regional chaplain shall conduct devotional exercises at the opening and closing of each regional council session and perform such other duties as prescribed by the Regional Council Guidelines or as may be assigned by the regional president.

Vacancies in Office

Article III, Section 15. If a vacancy occurs from any cause in any office in a regional council, the executive committee of said council shall fill such vacancy by the appointment of some eligible person thereto until the next annual election.
If the executive committee of a regional council fails to appoint a person eligible to fill a vacancy in any office in said council, such vacancy shall be filled by the regional council at its next session.

**Annual Sessions**

*Article III, Section 16.* The annual session of each regional council shall be held at such time and place as shall be decided upon at the previous annual session. In case of emergency, the regional executive committee may change the time and place of the meeting as deemed appropriate. This may include but not limited to teleconferencing, videoconferencing, email, text, in-person, etc.

Fifteen duly qualified members of a regional council, at least five of whom shall be duly elected representatives or alternates, shall constitute a legal quorum.

**Special Sessions**

*Article III, Section 17.* Special sessions of the regional council shall be called by order of the regional president upon the request of the regional executive committee and in such other manner as each regional council may prescribe.

Notice of such call for a special session shall be mailed or delivered by the use of authorized communications equipment (i.e., email, text, or other electronic communication means) to all regional council officers, standing committee members, past local presidents, accredited representatives of the preceding regional council session and local council secretaries upon the date of such notice. The time for holding said special session shall be fixed not earlier than ten days from the date of such notice of such call. No special session shall be called within ten days of the regular meeting of a regional council.

At special sessions, no business shall be transacted except such as is stated in the notice thereof.

**Regional Council Finances**

*Article III, Section 18.* The fiscal year of all regional councils shall commence on the first day of May of each year.

*Article III, Section 19.* Each regional council shall have the right to regulate its own financial affairs insofar as its general fund is concerned.
Article III, Section 20. Regional Examining Finance Committee. The regional examining finance committee shall be appointed by the regional president and shall consist of three members, none of whom shall be members of the regional executive committee.

It shall be the duty of the regional examining finance committee to audit the books and vouchers of the regional secretary and regional treasurer and report thereon at the next regional council session. A copy of this report shall be forwarded immediately to UCT Headquarters.

Representation to the International Council

Article III, Section 21. Each regional council shall be entitled to one representative in the International Council for every 750 members or a fractional part thereof, in good standing at the close of the year of the local councils under the regional council’s jurisdiction.

No member shall be elected a representative or alternate to a UCT Annual Session who has not either attended a majority of the meetings of a local council during the twelve months preceding the election or not attended the most recent regional council session.

Each regional council may elect as many alternates as it is entitled to representatives. Alternates shall be elected to fill vacancies as they occur in the order of their election.

All representatives and alternates shall be elected by the regional council at its annual session.

If, by reason of the inability of representatives and alternates to attend any meeting of the International Council, the representation of any regional council shall fall below the number to which it is entitled, the regional president may appoint from among the regional council’s members such a number of representatives for the regional council as will secure to it full representation at such session.

Regional council representatives to special UCT sessions shall comprise those elected by the regional council at its regular preceding session, subject to Constitutional provisions for filling vacancies.

It shall be the duty of each representative to the International Council to attend the annual meeting of the International Council next following the member’s election and all special meetings
held during the year following the election and to participate
in the proceedings thereof. Each delegation shall be required
to make a report on the proceedings to the regional council at
such time as the regional council may designate.”

Credentials

Article III, Section 22. No representative to a regional council
shall be entitled to a seat therein unless the member is a member
in good standing and presents acceptable credentials from the
council which the member represents.

ARTICLE IV.
INTERNATIONAL COUNCIL

Article IV, Section 1. The International Council shall be
composed of the representatives from regional councils, the
officers of the International Council, standing committee
members, past international presidents and past regional
presidents not sitting as representatives.

The aggregate voting power of past regional presidents not
sitting as representatives or alternates shall not exceed one half
the number of votes cast by duly accredited representatives
and alternates.

Article IV, Section 2. The International Council shall have and
exercise the power to make and modify a Constitution, laws,
rules and regulations for the government of itself, of all regional
and local councils, and of members of the Order.

Article IV, Section 3. The International Council may organize
from time to time such regional councils as it may deem
advisable and, at any time prior to and in contemplation of
the organization of a regional council, determine over what
territory said proposed regional council shall have jurisdiction.

The International Council may, when petitioned by a majority
of the local councils in any regional jurisdiction, divide the
territory embraced within the original jurisdiction, transfer territory
from one regional jurisdiction to another, or consolidate two or
more regional jurisdictions; provided, however, that no regional
jurisdiction shall consist of less territory than one state or province.

No regional council shall be organized in any territory unless
there be within it five local councils, or continue to exist with less
than three such local councils.
Article IV, Section 4. A charter for a regional council may be granted by the International Council on an application duly signed by not less than five local presidents, past local presidents or local past presidents, representing five active local councils within the territory of the proposed new regional council.

Article IV, Section 5. A charter for a local council may be granted by the International Council on an application signed by not less than 10 eligible persons who are not members of an existing council of the Order.

Article IV, Section 6. The Board of Governors may suspend any regional or local council or any officer or officers of either, for neglect or refusal to obey the Constitution, Bylaws and Standing Orders of the Order, and may arrest the charter of any such council. The Board of Governors may also arrest the charter of any local council which has been organized for more than three years and which has a membership of fewer than 25.

All records and monies of any such council shall be surrendered by its secretary and treasurer or secretary-treasurer as the case may be, to UCT Headquarters. Records and monies may be seized by any officer or officers authorized or designated by the UCT president. A like disposition shall be made of the records, funds and charter of any council which may be suspended or whose charter may be arrested or revoked under any provision contained in this constitution.

Officers and Elections

Article IV, Section 7. The elected officers of the International Council shall be:

1. UCT President.
2. UCT Vice President.
3. UCT Chairman of the Board.
4. UCT Secretary-Treasurer.
5. 1st UCT Director.
6. 2nd UCT Director.
7. 3rd UCT Director.
8. Two Elected Members of the Board of Governors.

The title of past international president shall be conferred on: any UCT Chairman of the Board who shall have served as such for a term of one full year and any UCT secretary-treasurer, or a member of the Board of Governors who shall have served as such for six full years.
Any UCT officer as defined in this section, if after being
duly elected is prevented by death or physical disability from
completing the required years of service as set out in the previous
paragraph, shall receive the title of past international president.

No one shall be eligible to the office of UCT Chairman of the
Board who has not served as the regular official incumbent as
UCT president; nor to the office of UCT president who has not
served as the regular official incumbent as UCT Vice President;
nor to the office of UCT Vice President who has not served as
the regular official incumbent in the office of either 1st UCT
Director or 2nd UCT Director; provided, however, that none of
the foregoing provisions shall apply to members on whom the
title of past international president has been conferred.

No member shall be eligible to an elective office in the
International Council until the member be a past regional
president.

No member shall be elected to any office who is not in good
standing in the member’s local council.

The presiding officer, before the balloting begins at any
election, shall appoint three members to act as tellers, one of
whom shall act as clerk of such election.

All elective officers shall be chosen by secret ballots provided,
however, that if there shall be but one nominee for any office,
by motion from the floor, the election may be by voice vote. The
member receiving a majority of votes cast for any office shall
be declared elected. Lacking a majority at the conclusion of
each ballot, the member having the smallest number of votes
shall be dropped and the balloting shall then proceed until a
conclusion is reached.

All elective officers, except elective members of the Board
of Governors shall be elected for a term of one year. The terms
of office of all International Council officers shall commence on
the date of their installation, which shall be on the final day of
the UCT Annual Session.

The board of governors shall consist of the UCT president, UCT
Chairman of the Board, UCT Vice President, 1st UCT Director, 2nd
UCT Director, 3rd UCT Director, UCT secretary-treasurer, and two
elective board members who shall serve a term of three years. The
board of governors may appoint its own executive committee.
Duties of Officers

Article IV, Section 8. UCT President. The UCT president is the presiding executive officer of the International Council. It is the UCT president’s responsibility to preside at all International Council meetings, to serve on the Board of Governors and to operate the International Council in accordance with the Constitution, Bylaws and Standing Orders of the Order.

The UCT president appoints a UCT chaplain, a parliamentarian and all committees of the International Council, except such committees as may be appointed by the Board of Governors.

The UCT president shall call special meetings of the International Council, when requested in accordance with this Constitution.

The UCT president shall construe the meaning of the Constitution, Bylaws and Standing Orders of the Order, where the language is conflicting or ambiguous.

The UCT president shall issue from time to time such edicts as in the UCT president’s judgment are required for the good of the Order. Such edicts shall first be sanctioned by the Board of Governors and shall be of binding force until disapproved by the International Council.

The UCT president may suspend any regional or local council or any officer or officers of either, for neglect or refusal to obey the Constitution, laws, rules or edicts of the Order and to arrest the charter of any such council. The UCT president may, however, authorize any regional president to suspend any local council within such regional president’s jurisdiction. The UCT president may, further, arrest the charter of any local council which has been organized for more than three years and which has a membership of fewer than 25.

Article IV, Section 9. UCT Vice President. It is the UCT Vice President’s responsibility to serve on the Board of Governors, to assist the UCT president in the discharge of the UCT president’s duties and, in the absence of the UCT president, to exercise all powers and perform all duties of the UCT president. The UCT Vice President shall further perform such other duties as may be assigned by the UCT president.

Article IV, Section 10. UCT Chairman of the Board. It shall be the UCT Chairman of the Board’s responsibility to serve as chairman of the Board of Governors, to assist in preserving decorum of the
International Council, and to preside in the absence of both the UCT president and UCT Vice President.

**Article IV, Section 11. UCT Secretary-Treasurer.** The UCT secretary-treasurer shall perform such duties as the International Council and/or the Board of Governors may prescribe. It is the UCT secretary-treasurer's responsibility to serve on the Board of Governors.

**Article IV, Section 12. 1st UCT Director.** The 1st UCT Director shall perform such duties as may be assigned by the UCT president. It is the 1st UCT Director's responsibility to serve on the Board of Governors.

**Article IV, Section 13. 2nd UCT Director.** The 2nd UCT Director shall receive and introduce visitors, have charge of the inner door of the council chamber and perform such other duties as may be assigned by the UCT president. It is the 2nd UCT Director's responsibility to serve on the Board of Governors.

**Article IV, Section 14. 3rd UCT Director.** The 3rd UCT Director shall have charge of the doors of the council chamber and ante-rooms, see that none pass or repass except those entitled to that privilege, have charge of the property of the council rooms, and perform such other duties as may be assigned by the UCT president. It is the 3rd UCT Director's responsibility to serve on the Board of Governors.

**Article IV, Section 15. Board of Governors.** Subject to the Constitution, Bylaws, and Standing Orders of the International Council, the board of governors shall be responsible for operating the business of the Order in the best interest of its members when the International Council is not in session.

The Board of Governors shall render at each meeting of the International Council a report regarding its work and the state of the order.

If the Board of Governors shall become aware of any malfeasance or nonfeasance on the part of any officer of the International Council, it shall have the authority to suspend such officer from office.

The following provisions shall apply to meetings of the Board of Governors:

Meetings of the Board of Governors may be called by the UCT president, Chairman of the Board of Governors, or any two members of the Board of Governors.
Meetings of the Board of Governors may be held at any place within or without the state of Ohio, and may be held through the means of any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this division shall constitute presence at such meeting:

Notice of the time and place of each meeting of the Board of Governors shall be given to each member of the Board of Governors either by personal delivery or by mail, by fax, by personal telephone call or by computer e-mail at least seven days before the meeting.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

**Article IV, Section 16. UCT Chaplain.** The UCT chaplain shall conduct devotional exercises at the opening and closing of each UCT Annual Session, and perform other duties as may be assigned by the UCT president.

**Compensation**

**Article IV, Section 17.** The International Council, upon recommendation of the board of governors in its annual report, shall fix the compensation of all International Council officers.

Past international presidents, representatives and standing committees in attendance at UCT conventions shall be paid such travel allowance as determined by the board of governors."

**Vacancies in Office**

**Article IV, Section 18.** If a vacancy occurs from any cause, in any office of the International Council, the Board of Governors shall fill such vacancy by the appointment thereto of some eligible person until the next annual election. If the Board of Governors fails to appoint a person eligible to fill a vacancy in any office, such vacancy shall be filled by the International Council at its next session.

**Annual Sessions**

**Article IV, Section 19.** The International Council shall meet annually at such time and at such places as may be selected by the Board of Governors; provided, that all such meeting places shall be within the International Domain. The International Council may also use the latest technology (audio conference,
teleconference, or videoconference) to conduct this meeting as described in the Standing Orders.

Twenty-five duly qualified members of the International Council shall constitute a quorum for the transaction of business.

**Special Sessions**

**Article IV, Section 20.** Special sessions of the International Council shall be called by order of the UCT president upon the written request of two-thirds of the members of the International Council who were in attendance and entitled to vote at the UCT Convention last held.

At least three weeks prior to the said special session, a notice thereof shall be mailed to the last known address of each member of the International Council and all others accepted as legal representatives at the regular preceding session. The International Council may also use the latest technology (audio conference, teleconference, or videoconference) to conduct this meeting as described in the Standing Orders.

At special sessions, no business shall be transacted except such as is stated in the notice thereof.

**Reports**

**Article IV, Section 21.** The fiscal year of the International Council shall commence on the first day of January of each year, and all annual financial reports of said council shall be compiled to said date.

**Credentials**

**Article IV, Section 22.** No representative to the International Council shall be entitled to a seat therein unless the member presents acceptable credentials from the regional council which the member represents.

**ARTICLE V.**

**PER CAPITA TAX**

**Article V, Section 1.** Each regional council shall have the right to levy an annual per capita tax on the local councils under its control and jurisdiction, payable at such times and in such amounts as each regional council may determine at its regional council session.
No local council, while in default for the payment of any tax or fine in this article provided for, shall be entitled to representation in its regional council.

If a local council fails to timely pay a regional council the per capita tax levied hereunder, then upon notice from the regional council to the Order, the Order shall deduct the unpaid amount of the per capita tax from any amount due and payable to such local council and shall remit such amount to the regional council, provided that any such local council in arrears shall be given the right to a hearing by the regional council to explain the reasons for failing to pay the per capita tax due the regional council.

**Article V, Section 2.** On or before October 31 of each year, each local council shall remit to the UCT headquarters from its general fund, an amount equal to fifty cents (50¢) for each member in good standing on September 30 preceding, which amount shall be placed to the credit of the Fraternal Fund.

**ARTICLE VI.**

**FRATERNAL FUND**

**Article VI, Section 1.** The Fraternal Fund shall be created and maintained as follows:

(a) By donations.
(b) By legacies and bequests.
(c) By per capita tax as provided in Article V, Section 2
(d) By other means determined by the Board of Governors.

Disbursements from the Fraternal Fund may be made for the following purposes which shall not be of a contractual nature:

(a) For the relief or assistance of the widow or widower of a deceased member and children and stepchildren of a deceased member.
(b) For the relief or assistance to members, who are physically or mentally incapacitated and by reason thereof are totally disabled from carrying on any and every kind of business pertaining to any occupation, and the dependent spouse of any such member.
(c) For such fraternal, charitable, or educational purposes as the Board of Governors may direct.

An accounting shall be made and kept individually for each of the above stated purposes.
The Board of Governors shall be responsible for providing for the administration of the Fraternal Fund for the aforesaid purposes. The rendering of such assistance shall at all times depend upon the needs, resources and worthiness of the applicant or recipient, as the case may be, and the resources of the fund.

All monies and other assets of the Fraternal Fund shall constitute a trust fund and shall be used only for the purposes now or hereafter set forth in this article.

**Article VI, Section 2.** The UCT Charities Trust Fund will be created in accordance with U.S. Internal Revenue Code Section 501(c)(3) guidelines for a charitable nonprofit organization. Said fund will be maintained as follows:

(a) By donations.
(b) By legacies and bequests.
(c) By the per capita tax as provided in Article V, Section 2.
(d) By other means as determined by the Board of Governors.
(e) Such trust fund shall be administered by a committee appointed by the UCT Board of Governors.
(f) Said fund shall initially retain all donations, per capita tax and bequests to endow a fund for persons with intellectual disabilities. The investment income shall be used to fund programs for persons with intellectual disabilities as approved by the Trustees of the UCT Charities Trust Fund.
(g) Said fund shall also be permitted to accept donations, legacies and bequests earmarked for charitable purposes other than programs for persons with intellectual disabilities so long as the funds from such donations, legacies and bequests are maintained and managed separately to achieve the earmarked charitable purpose.

**ARTICLE VII. PROHIBITION**

Article VII, Section 1. The use of intoxicating liquors is prohibited during any business meeting of a council.

**ARTICLE VIII. AMENDMENTS**

Article IX, Section 1. Proposed amendments to this Constitution, Bylaws and Articles of Incorporation shall be submitted in writing and filed at UCT Headquarters at least six months before the convening of the annual sessions of the International Council.
The UCT Headquarters, at least four months before the convening of said annual session, shall forward to all regional and local councils a copy of the proposed amendments.

All amendments submitted, printed and distributed as provided in this section shall be acted upon at the annual session of the International Council.

The jurisprudence committee shall examine all proposed amendments to the Constitution, and all questions and answers affecting the Constitution, all standing orders and all decisions rendered by the UCT president during his term of office, and submit a report of its recommendations thereon at the annual UCT Convention.

**Article IX, Section 2.** No amendment to the Constitution, Bylaws or Articles of Incorporation shall be adopted unless it receives the affirmative vote of at least two-thirds of the members of the International Council present, entitled to vote, at the session when such amendment is voted upon.

**Article IX, Section 3.** All amendments to this Constitution, Bylaws and Articles of Incorporation shall take effect on the first day of September following the session of the International Council at which they were adopted, unless the date for becoming effective is otherwise specified by the International Council.

**Article IX, Section 4.** All recommendations or resolutions adopted by the International Council which add to or conflict with this Constitution, Bylaws and Articles of Incorporation, shall be presented to the International Council at its next annual session as an amendment to the Constitution, Bylaws and Articles of Incorporation and such recommendations or resolutions shall not become effective until such amendments have been approved by two-thirds vote of the members present and entitled to vote.

**ARTICLE IX.**
**MEMBERSHIP**

**Article X, Section 1.** Any person of good moral character, not under eighteen years of age, may become a member of this Order, provided such person meets all requirements of the insurance contract for which the applicant is applying. A person must be protected under at least one life, health or accident insurance program of the Order to be a member in good standing, except as provided in Article X, Sections 6 and 7.
Article X, Section 2. When a local council receives notice of an application for membership - either directly from an applicant or through UCT Headquarters - a vote shall be taken with a simple majority needed to accept the applicant.

If an applicant is referred to a local council by UCT Headquarters and is rejected by the local council, the council secretary-treasurer shall immediately notify UCT Headquarters. If UCT Headquarters is not notified within 45 days of the date it refers an application to a local council, UCT Headquarters will automatically notify the applicant that such applicant has been elected to membership in the council to which the applicant was referred.

Article X, Section 3. All members of the Order shall be considered in good standing only so long as they pay, when and as the same becomes due and payable, all fees, fines costs, dues and assessments charged and levied against them and support the principles of the Order and faithfully observe its Constitution, Bylaws, rules and edicts approved by the Board of Governors of the International Council, as such Constitution, Bylaws, rules and edicts now exist, or as they may hereafter be added to, revised or amended.

Article X, Section 4. Any member in good standing, and against whom no charge is pending, desiring to transfer membership from one local council to another may do so upon written application to the secretary-treasurer of the member’s council.

Any member in good standing may sign a charter application for the establishment of a new local council, without formal election thereto, and if the application be approved, the member shall be automatically transferred to such new council.

Article X, Section 5. The Board of Governors shall have the authority to expel a member if such member shall violate the principles of the Order and/or violate its Constitution, Bylaws, rules and edicts.

Anyone who has been expelled from the Order may ask for a hearing before the UCT Board of Governors to give testimony as to why he or she should be re-admitted, provided such request is in writing to the UCT secretary-treasurer. The decision of the UCT Board of Governors will be final.
Fraternal Membership

Article X, Section 6. Any person of good moral character, not under 16 years of age, who is interested in the work of this Order from a fraternal or business promotion standpoint, may be a fraternal member. A fraternal member shall have full rights and shall be considered a member in good standing. A fraternal member shall be required to pay a minimum amount annually of thirty dollars ($30.00) for dues and member benefits.

Uninsured Membership

Article X, Section 7. Any member whose insurance certificate has been terminated, either voluntarily or by the Order, may retain membership as a fraternal member in accordance with Article X, Section 6.

ARTICLE X.
INSURANCE

Article XI, Section 1. The Board of Governors may prescribe the kind and classes of insurance contracts to be offered by the Order. The Board of Governors shall prescribe the terms, including the rates to be charged, and the conditions under which any and all such contracts shall be issued and, from time to time, modify such terms and conditions as may be necessary and feasible.

Article XI, Section 2. If no claim under any certificate is received by the Order from one qualified to submit a claim within four years from the date it is established from the records of the Order that monies became due and payable, or if the proper claimant cannot be located within said period of time, the benefits provided in the insured’s certificates shall be paid into the Fraternal Fund. This provision shall not apply in any jurisdiction in which it is not permitted by law.

Article XI, Section 3. In the event that the Order’s reserves as to all or any class of contracts of insurance issued by the Order become impaired, the Board of Governors may require that there shall be paid by each owner of such contract of insurance to the Order, an amount equal to such owners equitable proportions of such deficiency as ascertained by the Board of Governors.

If payment of the amount required to be paid is not made by such owner, then either or both of the following, at the election of the owner, shall apply:
1) the amount shall stand as an indebtedness against the contract of insurance and shall bear interest at a rate not to exceed ten percent (10%) per annum, or

2) the owner shall accept a proportionate reduction in benefits paid pursuant to the contract of insurance.

The owner shall make such election by notifying the Board of Governors of his or her election on a form prescribed to each owner. Failure to make such election shall result in a presumption that the owner elects to accept a proportionate reduction in benefits paid pursuant to the contract of insurance.

In accordance with the insurance laws of the State of New York, the foregoing provisions of this Article XI, Section 4, shall be modified with respect to certificates issued to residents of the State of New York. The applicable rate of interest shall be at a rate not to exceed five percent (5%) per annum instead of ten percent (10%) per annum. Additionally, if the owner fails to make the election set forth above, then the amount shall stand as indebtedness against the contract of insurance and shall bear interest at a rate not to exceed five percent (5%) per annum.

If the laws of a state which governs a particular policy are in conflict with or are inconsistent with the provisions of this Article XI, Section 4, then such laws shall govern and shall supersede only such conflicting or inconsistent provisions.

**ARTICLE XI. GENDER**

**Article XII, Section 1.** Throughout the Constitution, Bylaws and Articles of Incorporation, wherever words of any gender appear, they should be construed as including both genders to the extent the context permits.
BYLAWS FOR THE
GOVERNMENT OF COUNCILS
OF THE ORDER OF
UNITED COMMERCIAL TRAVELERS
OF AMERICA

1. All questions to be determined by a vote of a council shall
be determined by a vote of the members present at legally
constituted sessions of the council.

2. Committees appointed at an annual session of the
International Council, to serve at such session, shall be appointed
from the duly accredited representatives and alternates.

3. Should an appeal be taken from a decision of the presiding
officer, this question shall be put to the council before voting on
the appeal: “Will the council sustain the decision of the chair?”

4. Order must be maintained in all councils during their
sessions. Officers and members must remain in their seats unless
compelled to leave them; no one shall leave the council chamber
while the chair is putting a question or addressing the council,
or while another member is speaking, or without permission of
the presiding officer.

5. Should a member be called to order by the presiding
officer, the member shall immediately obey such call and, if
standing, be seated.

6. No member shall disturb or interrupt another in speech,
except to call the speaker to order, or as provided in Robert’s
Rules of Order Revised.

7. A member desiring to speak shall rise and respectfully
address the chair, and when through speaking, shall sit down.
Members, while speaking, shall confine their remarks to the
question under consideration and shall avoid all personalities
and indecorous language. The consequences of a measure may
be condemned, but to impugn the motives of those who favor
it shall be deemed a personality and out of order.

8. If more than one member rises to speak at the same time,
the presiding officer shall decide which is entitled to the floor.
No member shall speak until recognized by the chair.
9. No member shall speak more than once on the same subject or question, until all members wishing to speak shall have had an opportunity to do so, nor more than twice without permission of the council; if called to order by the chair while speaking, the member shall cease speaking and be seated until the question of order is decided and permission given to proceed.

10. A member desiring to make a motion must rise and address the chair. No motion shall be made by one member while another is speaking, unless allowable by Robert’s Rules of Order Revised. No motion shall be entertained until seconded and stated by the chair, unless such second be not required by Robert’s Rules of Order Revised, and shall be reduced to writing, if a request therefor be made by any member.

11. On call, the previous question shall be put. Whenever the previous question has been ordered, further amendments and debates shall be precluded and amendments previously offered shall be voted upon in their order before a vote is taken on the main question.

12. A call may be made for a division of a council and for a count of the affirmative and negative vote by the chair or any member doubting the decisions of the question voted on, or a call for a vote by yea and nay may be had by a majority vote of the council.

13. Every member has the right of protest, and to have the protest spread upon the records of the council.

14. All games for money or its equivalent are hereby prohibited in any council chamber or ante-room of this Order, or in any club room conducted in the name of or under the auspices of a council of this Order. Any council permitting a violation of this law shall be subject to suspension and its charter may be arrested.

**Order of Business**

15. The suggested order of business in all traditional local councils shall be as follows:

1. Call roll of officers.
2. Read minutes of previous meeting.
3. Does any councilor know of a councilor who is entitled to our aid or sympathy, out of employment or needing the services of a councilor?
4. Secretary reports suspended members if any.
5. New applications received and referred to investigating committee.
6. Balloting upon petitions previously referred.
7. Initiation of candidates.
8. Communications.
9. Bills received and referred.
10. Reports of committees.
11. Unfinished business.
13. Has any councilor anything to offer personally, for the good of this council in particular, or the fraternity in general?
14. Secretary, have the proper reports and remittances been made to the UCT secretary-treasurer and regional secretaries?
15. Closing.

The International Council and regional councils may determine their own order of business. Councils may refer to the Ritual Manual for suggested rituals in council meetings.

16. All questions not provided for in these Bylaws shall be determined by the rules of parliamentary usage, as laid down in Robert’s Rules of Order Revised.

17. No region or local council of the Order, without consent of the Board of Governors, shall endorse or sponsor any business, enterprise or project, as being officially favored, endorsed or sponsored by its members under penalty of arrest of the charter of the council.

18. Each traditional local council may publish a roster of its membership, but such roster shall not be furnished to anyone outside of the Order or used to advance any business not connected with the Order.

19. The Order or its International Council shall not be held liable or bound for any debts or obligations contracted by a local council, a regional council or any of the officers, unless such debt or obligation was duly authorized by a resolution of the Board of Governors, which resolution must bear the seal of the International Council.

20. The method of amending these Bylaws shall be the same as that for amending the Constitution of the Order.
1. The emblem of the Order shall be a gold crescent with a sample case thereon and within the points of the crescent. The design of the emblem of the Order surrounded by a wreath of gold shall be the official ladies’ pin.

2. The colors blue, gold and white, respectively signifying fidelity, stability and purity, shall be the official colors of the Order.

3. The scarf, combining the official colors and the emblem, shall be used at council meetings, and shall be supplied, without cost, to each council by the International Council as part of its supplies at institution.

4. All regional and local councils are requested to display the American and Canadian flags at all sessions.

5. Local councils shall have their charters framed and hung in the council chamber, and regional councils shall have their charters in the room in which their annual sessions are held.

6. The sale of tickets for all social functions, raffles, etc., shall be confined to the territorial jurisdiction of the council under whose auspices such affairs are held.

7. As a mark of distinction and appreciation of faithful and valued service rendered the Order, each past international president made at each session of the International Council shall be presented with a distinctive emblem of the Order to be known and designated as the past international president jewel, or ring, along with a suitable past international lapel pin.

8. Each region and local council is urged to incorporate as a non-profit corporation in accordance with the laws of their respective states or provinces and report such action to the UCT Headquarters.

9. A copy of all proposed amendments shall be sent to all regional officers and international standing committee members, as well as to all those to whom the Constitution directs.
10. Membership of the International Council committees, where an expense is involved, shall not exceed four in number unless specifically ordered by the International Council.

11. The names of the UCT Secretary/Treasurer, Chief Executive Officer (CEO), and Chief Financial Officer (CFO) shall be registered at financial institutions approved by the Board of Governors for custodianship of our securities and commercial accounts. Transactions regarding the securities or activities in financial accounts shall require the signature of two of the above-mentioned officers or employees.

12. All fraternal visits to any local or regional council, at the expense of the Order shall be made only upon written authorization of the UCT President, if in the UCT President’s judgment such visit is in the best interest of the Order, and the UCT President is unable to attend.

13. When the UCT President designates a member of the Order to act as the UCT President’s official representative, such representative shall render a written report to the UCT President, with a copy to the general manager.

14. The UCT President shall be permitted to take the UCT President’s spouse on all official trips at the expense of the Order. UCT President representatives, appointed to represent the UCT President at annual meetings of the regional councils, shall be requested to take their spouses to such regional council meetings at the expense of the Order.

At functions where it is impossible for the UCT President to attend, the UCT President may appoint, in writing, a member of the Order as a representative and may authorize such representative’s spouse to attend such function at the expense of the Order.

15. Each local president shall be notified in the month of January of the Constitutional requirement to appoint an examining finance committee member to serve for a term of three years to complete the three-member committee of the examining finance committee.

Upon failure to remit the examining finance committee report promptly, the books and records of the local council shall, upon order of the Board of Governors, be audited by an accountant selected by the Board of Governors, at the expense of the local council, if such local council has failed to file with the UCT Headquarters and regional secretary an examining finance
committees report after having been notified twice by first-class mail and once by certified mail, over a period of three months.

16. All past international presidents shall constitute an advisory committee from whose number at each annual session the UCT President shall select five as a grievance committee, who shall weigh the evidence and questions involved in all grievances and complaints received, and determine whether or not such grievances are of sufficient import to bring to the attention of the International Council.

17. A certified public accountant to audit the books of the Order shall be procured by the Board of Governors, with the rate of compensation to be approved by the Board.

18. The Order may have membership in the United States and Canadian Chambers of Commerce.

19. At the opening of each UCT Annual Session, patriotic songs of both countries shall be sung.

20. The president of the International Secretary-Treasurers’ Association, the president of the Grand Counselors’ Association, and the Imperial Ruler of the Ancient Mystic Order of Bagmen of Baghdad, if in attendance at the annual meeting of the Order, shall be allowed the same per diem and travel allowance as set forth by the International Board of Governors for a regularly elected representative from their jurisdiction, provided they are neither delegates or on a standing committee.

21. No funds of the Order shall be provided to any regional or local council for the purpose of purchasing real estate or personal property.

22. It shall be a part of the regular order of business of each UCT Annual Session to include therein a “Roses for the Living” service similar to that originated by E. E. McCormick, of Ohio. The UCT President shall appoint a committee comprised wholly of members from the Regional Jurisdiction of Ohio as selected by members of the Ohio Regional Council. This committee will determine the members to whom this special recognition shall be given.

23. The UCT President shall appoint the following standing committees: State of the Order, Jurisprudence, Examining Finance, Membership and Retention, and Memorial. All standing committee members shall be appointed for a term of one year, as vacancies occur.
24. To the fullest extent not prohibited by applicable law, the Order shall indemnify each person against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person was named or otherwise became or was threatened to be made a party by reason of being or at any time having been a member of the Board of Governors or an officer of the International Council.

The Order shall indemnify any other person to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of having been successful on the merits or otherwise in defense of an action to which such person was named a party by reason of being an employee or other agent of the Order, and the Order may further indemnify any such person if it is determined on a case by case basis by the Board of Governors that indemnification is proper in the specific case.

Notwithstanding anything to the contrary in this Constitution, no person shall be indemnified to the extent, if any, it is determined by the Board of Governors or by written opinion of legal counsel designated by the Board of Governors for such purpose that indemnification is contrary to applicable law.

25. Any member in good standing who has requested transfer of membership from one local council to another may request the UCT Headquarters to issue a certificate(s) of insurance issued in that state, provided the member has changed residence to the state in which the local council is located. For the purpose of requesting an insurance certificate(s) issued in the state of a member’s newly acquired residence the “residence” is defined as living within a state for a period of at least seven (7) continuous months within a calendar year.

26. The Ann Marshall Scholarship Program will be administered by a committee comprised of the UCT Secretary-Treasurer (Chairman), the UCT Public Relations Director (Co-Chairman), the UCT 2nd Director, the UCT 3rd Director, the UCT Vice President, Fraternal Department, the UCT Special Projects Coordinator, and the UCT Chief Executive Officer (Advisor).

The committee members located at the UCT Headquarters will be responsible for reviewing the applications, selecting the
recipients, and disbursing the scholarship funds with full scholarship committee approval and Board of Governors oversight.

Students applying for the scholarship program must be members or children or grandchildren of members and must meet the requirements outlined in the scholarship program guidelines.

The Ann Marshall Scholarship Program shall be part of the order of business at the annual International Session, at which time the committee may present their annual report.

27. In addition to the local council dues established pursuant to Article II, Section 16, of the Constitution, members shall pay International Council dues for fraternal purposes of eighteen ($18) per year.

28. The UCT President shall appoint up to ten (10) Delegates-at-Large who shall be assigned duties by the UCT President at the annual session of the International Council. These Delegates-at-Large shall be paid the same travel allowance and per diem as persons serving as a member of a standing committee.

29. All resolutions submitted for consideration of the International Council shall be typed and signed by the presenter(s). All resolutions must be presented to a member of the resolutions committee by the close of business on the first day of the annual International Council session. Upon receipt of the resolution, the chairman of the resolutions committee shall have copies made of the proposed resolution and distribute the resolution to the chairman of each delegation. Resolutions must be submitted to the regional jurisdiction's chairman before the close of the business session the day prior to the International Council's voting on the resolutions. In the event that the International session is held via electronic means, all resolutions must be submitted to UCT Headquarters no later than seven (7) days prior to the scheduled session so that UCT Headquarters can distribute the resolution to regional delegations prior to the session.

30. Electronic meetings to be held must include in the notice an adequate description of how to participate in the meeting. Additionally, to properly conduct the meeting the following rules must be adhered to:
   - The equipment and/or software used to conduct the meeting must provide contingencies for technical difficulties or malfunctions
   - There must be a method provided to identify duly accredited participants to establish a quorum
• There must be conditions set for which a member may raise a point of order doubting the presence of a quorum.

• There must be conditions set under which the continued presence of a quorum is presumed if no such point of order is raised.

• There must be a method for seeking recognition and obtaining the floor.

• There must be a means by which motions may be submitted in writing during the meeting.

• There must be methods for taking and verifying votes.

Additionally, there must be provisions taken to ensure that non-members cannot participate in the meeting(s) unless properly invited to do so.

31. The method of amending standing orders shall be by resolution. A majority vote is required for passage.
INDEX

A
Addressing the Chair ............................................................. 36
Aggregate Voting Power ..................................................... 23
Aid to People With Intellectual Disabilities,
  See Intellectual Disabilities
Alternative means for
  conducting meetings ................................................. 10, 21, 28, 29, 43
Amending ........................................................................... 38, 44
Amendments ..................................................................... 31, 37, 39
AMOB, See Imperial Guild, A.M.O.B.
Ann Marshall Scholarship Program .............................. 42
Annual Session
  International ................................................................. 28, 31, 36, 41, 43
  Local ........................................................................ 10, 39
  Regional ................................................................. 16, 18, 19, 21, 22, 39
Appeal .............................................................................. 13, 36, 42
Articles of Incorporation ................................................ 4, 31, 32
Assessments ...................................................................... 33
  Reserves ...................................................................... 34
Audits
  International Council ................................................... 41
  Local Council ............................................................ 11, 14, 40
  Regional Council ........................................................ 20, 22

B
Balloting ........................................................................... 6, 15, 25
Board of Governors ........................................................ 24, 25, 28
  Duties of .................................................................. 27, 31, 33, 35
Bylaws ............................................................................. 36

C
Call to Order ................................................................. 36, 37
Chamber of Commerce .................................................. 41
Charities Trust, See UCT Charities Trust Fund
Charters
Arrest of ........................................... 10, 14, 17, 24, 26, 37, 38
Display ........................................................................ 39
Local............................................................................. 13, 24, 33
Regional ............................................................................. 12, 24
Surrender ........................................................................... 13, 14, 24
Transfer of ........................................................................ 15
Colors of the Order ......................................................... 39
Committees
International ...................................................................... 26, 36, 40,
See also Standing Committees
Local............................................................................. 7
Regional ............................................................................. 17
Compensation ..................................................................... 28, 41
Consolidation of Councils .................................................. 14
Council Chamber ................................................................ 19, 27
Credentials
Regional Council Session ................................................. 18, 23
UCT Convention .............................................................. 29

D
Debts ............................................................................. 14, 38
Delegates at Large ................................................................ 43
Delinquent Councils ............................................................. 30
Dues ............................................................................. 11, 33, 34, 43
Duties of Officers
International ........................................................................ 26, 28
Local............................................................................. 6, 7, 8, 9
Regional ............................................................................. 17, 18, 19

E
Edicts ............................................................................. 26, 33
Elections
International ....................................................................... 24
Local............................................................................. 5
Regional ............................................................................. 15
Electronic Meetings ............................................................. 10, 21, 43
<table>
<thead>
<tr>
<th>Eligibility</th>
<th>Page(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>International</td>
<td>25, 28</td>
</tr>
<tr>
<td>Local</td>
<td>7, 10</td>
</tr>
<tr>
<td>Regional</td>
<td>16, 20</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Emblem of the Order</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Endorsement of Business</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Examining Finance</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>International</td>
<td>41</td>
</tr>
<tr>
<td>Local</td>
<td>7, 11, 40</td>
</tr>
<tr>
<td>Regional</td>
<td>18, 22</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Executive Committee</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>International</td>
<td>25</td>
</tr>
<tr>
<td>Local</td>
<td>6, 10</td>
</tr>
<tr>
<td>Duties of</td>
<td>9</td>
</tr>
<tr>
<td>Regional</td>
<td>15, 21</td>
</tr>
<tr>
<td>Duties of</td>
<td>20, 22</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Expulsion</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Finances</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>International</td>
<td>29, 40</td>
</tr>
<tr>
<td>Local</td>
<td>11</td>
</tr>
<tr>
<td>Regional</td>
<td>21</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>International</td>
<td>29</td>
</tr>
<tr>
<td>Local</td>
<td>11, 12</td>
</tr>
<tr>
<td>Regional</td>
<td>21</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Flags</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Fraternal Fund</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Fraternal Membership</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Games for Money</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Gender</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>General Expense Fund</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Local</td>
<td>11, 14, 30</td>
</tr>
<tr>
<td>Regional</td>
<td>14, 21</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Grand Counselors’ Association</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Grievance Committee</th>
<th></th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Grievances</th>
<th></th>
</tr>
</thead>
</table>
I
Imperial Guild, A.M.O.B. ............................................... 41
Incorporation of Local and Regional Councils ........... 39
Indemnification ............................................................. 42
Insurance .................................................................... 4, 32, 34
Insured Membership ..................................................... 32
Intellectual Disabilities .................................................. 31
International Council .................................................... 23
International Sec’y.-Treas.’ Association ....................... 41

J
Jurisprudence Committee .............................................. 32, 41

L
Local Councils ................................................................ 5

M
Meetings, See also Special Sessions
  Board of Governors .................................................. 28
  International .......................................................... 26, 27
  Local ..................................................................... 7, 10
  Regional ............................................................... 18, 22, 40
Membership
  Application for membership .................................... 33
  Fraternal .................................................................. 34
  Insured .................................................................... 32
  Transfer of, See Transfer of Membership
  Uninsured .................................................................. 34

N
Name of Society ............................................................. 5
New Councils
  Local ..................................................................... 14
  Regional ............................................................... 24
  Transfer Membership ............................................ 33

O
Objects of the Order ..................................................... 5
Officers and Elections
  International .............................................................. 24
  Local............................................................................. 5
  Regional ..................................................................... 15
Order in Council Sessions ............................................. 36
Order of Business ..................................................... 11, 37

P
Per Capita Tax ............................................................... 29, 31
Per Diem ........................................................................... 41, 43
Prohibition ........................................................................ 31
Property of the Council ............................................. 14, 20, 27

Q
Questions Determined by Vote .................................... 36, 41
Quorum
  International .............................................................. 29
  Local.............................................................................. 10
  Regional ..................................................................... 21

R
Raffles ............................................................................. 39
Real Estate ........................................................................ 41
Regional Councils ..................................................... 12, 15, 23
Representation
  To International Council ........................................... 22
  To Regional Council .................................................. 11, 12, 30
Resolutions ..................................................................... 32, 38
  Submission of ............................................................ 43
Ritualistic work ............................................................. 7, 17
Ritual Manual ................................................................. 38
Robert’s Rules of Order ............................................... 36, 37, 38
Roses for the Living ......................................................... 41
Roster .............................................................................. 38

S
Salaries, See also Compensation
Scarf ................................................................................ 39
Songs, Patriotic .............................................................. 41
Special Sessions/Meetings
  International .................................................. 22, 26, 29
  Local........................................................................... 10
  Regional ....................................................................... 17, 21
Standing Committees
  International ..................................................... 23, 28, 39, 41, 43
  Regional ....................................................................... 12, 21
Standing Orders............................................................. 39
  Ammending............................................................... 44
Suspension
  Of Councils .................................................. 10, 14, 17, 24, 26, 37
  Of Members............................................................... 37
  Of Officers............................................................ 17, 27

T
Titles, Confering of
  International .............................................................. 24
  Local......................................................................... 6, 7
  Regional .................................................................... 16, 19
Transfer of Membership .................................................. 13, 14, 33, 42
Transfer Territory ............................................................. 23
Travel Allowance............................................................ 28, 41, 43

U
UCT Charities Trust Fund.................................................. 31
Unclaimed Funds........................................................... 34
Uninsured Membership.................................................. 34

V
Vacancies in Office
  International ............................................................. 28
  Regional Council...................................................... 20, 22
  Standing Committees.............................................. 41
  Traditional Local Councils ..................................... 10, 12
Videoconferencing ................................................... 10, 21, 34
Visitations, Fraternal ................................................. 8, 40

W
Widows’ and Orphans’ Fund................................. 4, 14