

**Report of the Philalethes Society Bylaws Committee**  
as appointed in 2005 by the President of the Philalethes Society  
Report submitted January 12, 2006

**Introduction**

In 2004 two formal proposals for changes in the Bylaws of the Philalethes Society were submitted. In general, one said that the officers of the Society should no longer be selected solely by the 8 members of the Society's Executive Board but instead should be elected by a group including the Fellows and representatives of the Chapters of the Society. The other proposal said that the Society's officers should be elected by vote of all the members of the Society.

The President of the Philalethes Society, M.W. Samuel B. Walker, PGM, appointed a five-member Bylaws Committee to study these proposals and make recommendations about them or anything else relating to the Society's Bylaws. That committee consists of:

Chairman: Leon Zeldis, FPS (Fellow of the Philalethes Society), of Israel  
Other members (listed alphabetically):  
Paul M. Bessel, FPS, of Maryland  
Phillip A. Enabnit, FPS, of Iowa  
James May, MPS (Member of the Philalethes Society), of Arizona  
Roger Van Gorden, MPS, of Indiana

The Bylaws Committee sent several emails to the email group of the Philalethes Society inviting comments and recommendations from any member of the Society.

The Bylaws Committee has conducted its work by email using a special email group set up to permit any Philalethes Society member to submit comments and suggestions, but only permitting the members of the Bylaws Committee to see all messages and also to send messages and suggestions to the others on this committee. The committee members exchanged a great number of message and ideas.

During the process of its work, the committee attempted to piece together a history of the Bylaws of the Philalethes Society. This allowed the committee members to have a better perspective on their work and it will also preserve this research for the future since so little of it was preserved in the past.

The Philalethes Society Bylaws Committee is now pleased to submit its *unanimous* report and recommendations as follows.

**History of the Governance and Bylaws of the Philalethes Society**

The Philalethes Society was founded in 1928. The reasons for its formation were described in *The Philalethes* magazine as follows:

“After the financial crash of 1929, while the National Masonic Research Society was wavering in its financial support of Masonic education and instruction, and advocating a Masonic Sanitarium for Tuberculosis — a totally foreign concept from its original purpose, a group of dedicated and devoted Masonic leaders planned means by which Masonic students could become more active in the literary quarries, and by which this work could be extended.”<sup>1</sup>

In the early days, an applicant for membership in the Philalethes Society had to be a Master Mason and no question was raised as to the jurisdiction to which he belonged or whether he was regular, irregular, or clandestine. There was an Executive Committee but, essentially, the organization was a loosely knit group under the direction of one man.<sup>2</sup>

The Philalethes Society functioned from 1928 to 1952 without any Bylaws or any written rules about its governance and operations. It was, according to several sources, run by a small group or even just one man.<sup>3</sup>

As a result, when some of its leaders died at about the same time, the Philalethes Society came to a halt. It didn’t have meetings, didn’t publish the *Philalethes* magazine, and lost members.<sup>4</sup>

In 1952 it was reactivated by several members who decided that it would be useful to have a Constitution and Bylaws of the Philalethes Society. These documents were produced by a committee and adopted by a mail vote that was sent to all members of the Philalethes Society. All the members also received nomination forms for officers of the Society and it was stated, “Upon the adoption of the Constitution and Bylaws it is desirable that officers be selected by the Fellows and Members. . . . [T]he success and continuous functioning of the Society can be assured only by a democratic organization”.<sup>5</sup>

This point was made even clearer. “The present officers assumed their pro-tempore stations with a clear understanding that the Society must no longer have ‘one-man rule’, that it must have definite organization, and that the Fellows and Members must have a voice in the election of officers and the actions of the Society.”<sup>6</sup>

The Society also dealt with the issue of who could be a member. The President stated in

---

<sup>1</sup> *The Philalethes* magazine - June 1978, “Growing Pains,” from *The Philalethes* CD

<sup>2</sup> *The Philalethes* magazine - May 1954, “President’s Message,” from *The Philalethes* CD

<sup>3</sup> *The Philalethes* magazine - February 1954, “The Call to Labor,” from *The Philalethes* CD

<sup>4</sup> *The Philalethes* magazine - June 1978, “Growing Pains,” from *The Philalethes* CD

<sup>5</sup> *The Philalethes* magazine - June 1954, “Notice,” from *The Philalethes* CD

<sup>6</sup> *The Philalethes* magazine - May 1954, “President’s Message,” from *The Philalethes* CD

his magazine column that the Philalethes Society had members in Grand Lodges that prohibited masonic communication with those deemed “irregular” or “clandestine” by a majority of these jurisdictions. The Society’s officers decided that if the old policy of the Society were continued — where any Master Mason could become a member — all of the American Members and Fellows might be criticized by their Grand Lodges. Some who were consulted took the view that the activities of the Society did not constitute having Masonic communication, and therefore the question of “regularity” should not be considered. Still, in the interest of harmony it was decided that Philalethes members would have to be in good standing in a lodge beholden to a Grand Lodge recognized by the majority of the Grand Lodges of the United States, and of England and its Commonwealth, and that all existing members would be reviewed to see if they met this qualification.<sup>7</sup>

Officers’ terms were three years, ending on December 31, so the next election took place in 1957. According to the procedure set out in the Bylaws:

1. Six months prior to the date of the triennial election (October 30 of the year in which all terms of office expired), the President appointed a nominating committee of three members, whose names and addresses were published in the next issue of *The Philalethes* magazine.
2. Any Member of the Society, if qualified for the office to which he was nominated, was entitled to a place on the ballot if he was suggested for an office by not less than ten qualified members. Nominations for each office were limited to ten for each office.
3. In addition, there was a Nominating Committee. The nominating committee made its report within three months after its appointment, and the report was printed in the August issue of *The Philalethes*, together with a sample ballot.
4. At the same time, in August, official ballots were sent to all Members of the Philalethes Society.
5. Three months preceding a triennial election (October 30 of each election year), the President named an Election Committee of three members, which was in charge of conducting the election properly.
6. Ballots were returned in sealed envelopes to the chairman of the Election Committee,

---

<sup>7</sup> Ibid.

not to be opened and counted until October 30.<sup>8</sup>

The President of the Philalethes Society emphasized certain things in his 1957 report:

- The Nominating Committee would be happy to receive nominations from all Fellows and Members of the Society.
- The elected officers — elected by the Fellows and Members — were President, First Vice President, Second Vice President, Executive Secretary, and Treasurer. These five officers were the entire Executive Board.
- Whenever possible one man should hold only one job in the Society.
- Notice would be given of the time and place for the counting of the ballots so that those interested might attend.<sup>9</sup>

The next triennial Society elections were in 1960, and *The Philalethes* magazine quoted the election procedures, which appear to have changed in some relatively minor ways from the previous election in 1957:

- "ELECTIONS: The date of the triennial election shall be October 30 of the year in which the terms of office of the incumbents expire. Six months preceding the date for a triennial election, the President shall appoint a nominating committee of three members. In the next available issue of the Society's magazine, notice of the approaching election shall be given, together with names of members of the nominating committee, and Members of the Society shall be invited to submit to this committee suggestions for nominees . . . three months preceding a triennial election the President shall name an election committee of three members."
- The Nominating Committee was to make its report within three months of appointment, and the next issue of the Society's magazine following the report of the Nominating Committee would contain a published ballot.
- The Election Committee was to make its report to the Executive Secretary of the Society not later than November 20, and he would transmit the results to those who

---

<sup>8</sup> *The Philalethes* magazine - June 1957, "Triennial Election of Officers of Philalethes," from *The Philalethes* CD

<sup>9</sup> *The Philalethes* magazine - August 1957, "A Message from Our President," from *The Philalethes* CD

had been elected.<sup>10</sup>

A report of the first-ever annual meeting of the Philalethes Society, in February 1961 in Washington, gave interesting details about how the Society was governed:

- The Executive Committee reviewed the year's work of the Society, and a budget for the coming year was presented, discussed, and adopted.
- The Executive Committee "carefully studied" the work of the committee that revised the Constitution and Bylaws of the Society, and recommended that the committee's suggestions be submitted to the membership.<sup>11</sup>

### **Philalethes Society Constitution and Bylaws**

The earliest copy of the Philalethes Society's Constitution and Bylaws this committee has been able to obtain is that from 1961. The governance procedures in those documents differed from the present Bylaws in some interesting ways:

- The "Purposes" section said, "The Society shall concern itself with nothing other than its purposes as stated in Section 1 of this Article (which were generally similar to what the Society does today), and particularly shall make not so much as a suggestion concerning the legislative and ritualistic affairs of any Masonic body."
- Officers were President, 1st VP, 2nd VP, Executive Secretary, and Treasurer.
- Committees established in the Constitution included Certificate of Literature Committee, Finance Committee, and Audit Committee.
- Amendments to the Constitution were submitted the same as today, but the Executive Committee reviewed them only to see if they were "properly submitted." If they were, they were printed in the magazine together with a ballot form, with members given 60 days to return their ballots. Ballots were opened on a set day, with arrangements made for "canvassing" the vote. A two-thirds vote was required for adoption.
- Members had to be "Master Masons in good standing under a Grand Lodge of the United States" but, interestingly, "The qualifications of other applicants shall be

---

<sup>10</sup> *The Philalethes* magazine - February 1960, "1960 is Election Year!," from *The Philalethes* CD

<sup>11</sup> *The Philalethes* magazine - April 1961, "Washington - 1961," from *The Philalethes* CD

decided by the Executive Committee."

- New Members had to be sponsored by an existing Member.
- Fellows were elected by a committee of five Fellows named by the President.
- Each new Fellow had to submit, within 6 months, a "Masterpiece" for publication in *The Philalethes* magazine.
- Members were expelled from the Society if they were expelled from their Lodge. Also, Members of the Philalethes Society could bring charges against other Members of the Society.
- Officers served for 3 years.
- The only officers who had to be Fellows were the President and the Executive Secretary.
- Vacancies among the Officers were filled by the Executive Committee, to serve unexpired terms.
- Elections took place on October 30, and new officers took office on January 1.
- The Executive Board was called Executive Committee.
- All Past Presidents of the Philalethes Society, and the Editor of the magazine, were ex officio members of the Executive Committee.
- The Executive Committee had to submit reports showing receipts and disbursements to the Audit Committee for audit.
- The 3 members of the Publications Committee appointed the Editor of the magazine, with the approval of the Executive Committee.
- A Finance Committee prepared an annual budget for the Society, and arranged for an annual audit.
- A Committee of Fellows made selections about who would become a new Fellow of the Philalethes Society.

- The Audit Committee had to consist of Members who were not Officers of the Society.
- The Publications Committee acted as an "editorial board" for the magazine.
- The Bylaws could be amended by  $\frac{2}{3}$  of the Members voting, after information was in the magazine or mailed separately to Members. The procedures were the same as for amendments to the Constitution

Proof of the manner in which these rules were implemented is shown in a 1977 issue of *The Philalethes*, where a report is given on a Bylaws amendment to increase the dues. The date of counting the ballots is given, as is the total number of ballots sent in by the Members of the Society, the number of Members voting for the amendments, and the number voting against.<sup>12</sup>

In 1981 the Bylaws were amended to change the term of office of Officers from three years to one. It was stated that this was so as not to put too great a burden of years of service on officers, and "With this amendment, it will also be possible to involve a greater number of Members in the running of the Society."<sup>13</sup>

The 1988 edition of the Philalethes Society Bylaws is printed in Allen E. Roberts' book, *Seekers of Truth: The Story of the Philalethes Society 1928 - 1988*. It reports that the Bylaws were amended in 1984, to replace the term Board of Directors with Executive Board. It also shows that by 1988 the following provisions that were in the earlier Bylaws had now been eliminated or changed:

- Eliminated the "Purposes" section which had said, "The Society shall concern itself with nothing other than its purposes as stated in Section 1 of this Article (which were generally similar to what the Society does today), and particularly shall make not so much as a suggestion concerning the legislative and ritualistic affairs of any Masonic body."
- Officers were still only the President, 1st VP, 2nd VP, Executive Secretary, and Treasurer, not the Editor or the Librarian
- Eliminated the following Committees: Certificate of Literature, Finance, and Audit

---

<sup>12</sup> *The Philalethes* magazine - February 1977, from *The Philalethes* CD

<sup>13</sup> *The Philalethes* magazine - August 1981, "Proposed Amendments," from *The Philalethes* CD

- Eliminated the provision in the Bylaws that proposed Amendments to the Constitution were reviewed by the Executive Committee only to see if they were "properly submitted" and that if they were, they were printed in the magazine together with a ballot form, with members given 60 days to return their ballots, and that ballots were opened on a set day, with arrangements made for "canvassing" the vote. Now Amendments to the Bylaws could be approved or blocked by the Executive Board
- Changed the provision that said Members had to be "Master Masons in good standing under a Grand Lodge of the United States" and "The qualifications of other applicants shall be decided by the Executive Committee" to now say that membership was available to Masons in a "recognized" Masonic Lodge.
- Eliminated the provision that new Members had to be sponsored by an existing Member.
- Eliminated the provision that Fellows were elected by a committee of five Fellows named by the President, and left it somewhat unclear who would now select Fellows but it appeared to no longer be the existing Fellows
- Eliminated the provision that each new Fellow had to submit, within 6 months, a "Masterpiece" for publication in *The Philalethes* magazine.
- Eliminated the provision that members of the Philalethes Society could bring charges against other Members of the Society.
- Changed Officers' terms from 3 years to 2 years
- Now required that all Officers except the Treasurer had to be Fellows, not just the President and the Executive Secretary as before
- Eliminated the provision that elections took place on October 30, and new officers took office on January 1.
- The Executive Committee was called Executive Board again
- Kept the provision that all Past Presidents of the Philalethes Society, and the Editor of the magazine, were members of the Executive Committee, but changed them from non-voting to voting members of the Executive Board

- Eliminated the provision that the Executive Committee had to submit reports showing receipts and disbursements to the Audit Committee for audit.
- Changed the provision that the 3 members of the Publications Committee appointed the Editor of the magazine, with the approval of the Executive Committee, to having the Executive Board appoint the Editor
- Eliminated the provision the Finance Committee prepared an annual budget for the Society, and arranged for an annual audit.
- Eliminated the provision that the Audit Committee had to consist of Members who were not Officers of the Society.
- Eliminated the provision that the Publications Committee acted as an "editorial board" for the magazine.
- Changed the provision that the Bylaws could be amended by  $\frac{2}{3}$  of the Members voting, to a procedure where the Executive Board could adopt or block amendments

The current Bylaws (as of 2005) differ from the 1988 Bylaws in some ways:

- Officers were changed to include as before the President, 1st VP, 2nd VP, Executive Secretary, and Treasurer, and in addition the Editor and the Business Manager. The Executive Board consists of all these officers, and in addition the Librarian.
- Changed the provision that said membership was available to Masons in a "recognized" Masonic Lodge to membership being available to those in a "regular" Masonic Lodge
- Eliminated the provision that said all Past Presidents of the Philalethes Society were full voting members of the Executive Committee
- Stated that Fellows were to be selected by the Executive Board

### Committee's Proposals

There are several extremely good ideas in the past history of the Philalethes Society and its Constitution and Bylaws, many of which were instituted for very important reasons that exist now just as they did then. As with much in Freemasonry, we can often advance our cause by going back to the principles and procedures Masons used in the past. All of the Committee's recommendations listed below are to return to some of the Society's policies in the past. None of the Bylaws Committee's recommendations are "innovations."

The Bylaws Committee of the Philalethes Society *unanimously* recommends that the following policies of the Philalethes Society in the past be revived and implemented now as part of the current Bylaws and practices of our Society.

1. As stated in 1954 and several times thereafter, the Philalethes Society should never be run by one man, or a small group of men.<sup>14</sup> This hurts the operation, membership, and image of the Society. Even a perception that the Society is run by one or a couple of men is harmful and specific changes in the Bylaws and the procedures of the Society should be implemented to prevent this.
2. As stated when the Philalethes Society was reactivated in 1952 and several times thereafter, "it is desirable that officers be selected by the Fellows and Members. . . . [T]he success and continuous functioning of the Society can be assured only by a democratic organization"<sup>15</sup> Therefore, all Officers of the Philalethes Society should be elected, as they were in the past, by a vote of all the Members of the Society. The procedures used in the past can be a guide to procedures to be used to implement this policy.
3. As stated in 1957 and thereafter, six months prior to the date of each election the Society's President should appoint a Nominating Committee of three members, none of whom should be a current elected or appointed Officer, and whose names, mailing addresses, and email addresses should be published in the next issue of *The Philalethes* magazine. Any Member of the Society, if qualified for an office, should be entitled to a place on the ballot if the Nominating Committee places his name in nomination or if he is suggested for an office in writing by 10 Members. The Nominating Committee should make its report within three months after its

---

<sup>14</sup> *The Philalethes* magazine - May 1954, "President's Message," from *The Philalethes* CD; *The Philalethes* magazine - February 1954, "The Call to Labor," from *The Philalethes* CD; *The Philalethes* magazine - May 1954, "President's Message," from *The Philalethes* CD

<sup>15</sup> *The Philalethes* magazine - June 1954, "Notice," from *The Philalethes* CD

appointment, and the report should be printed in the next issue of *The Philalethes*, at which time a ballot should be mailed to each Member, and a sample of the ballot printed in the magazine, along with a reminder to all Members about how to cast their ballots and the deadline to do so.

4. Also as stated in 1957 and thereafter, three months preceding the election, the Society's President should name an Election Committee of three members, none of whom is a current elected or appointed officer of the Society. Ballots should be returned in sealed envelopes to the Chairman of the Election Committee, not any Society officer. The members of the Election Committee should count the ballots at a time and place announced in advance in the magazine, with any Member allowed to attend and observe the count. The Election Committee should announce the results thirty days before the Society's annual meeting, using email and a written report to the President of the Society. The results of elections should be given via email to all members of the Society's email group simultaneously, with no one receiving advance notice from the Election Committee, not even any of the current Officers.
5. As in 1957 and thereafter, the elected offices of the Society should be only the following: President, First Vice President, Second Vice President, Executive Secretary, and Treasurer, who should serve as the voting members of the Executive Board, together with one of the appointed officers: the Editor of *The Philalethes* magazine. All former Presidents of the Society and all former Executive Secretaries, should be *ex-officio* members of the Executive Board, without a vote. Of course it is not contemplated that most of the Past officers will attend, but they should have the right to do so when they feel there is a serious problem that makes their attendance necessary.
6. As in 1981 and thereafter, to promote the goals of having more Members involved in the running of the Society and that new ideas are presented every year, the terms of office of all elected Officers should be one year. All appointed Officers should serve so long as the Executive Board wishes to keep them in office; the Executive Board could choose to replace any appointed Officer whenever they feel that is in the best interest of the Society, without there necessarily being any implication of failure of that person to do a good job. The Executive Board might simply feel that a change is helpful in order to bring in "new blood" with new ideas or to give the retiring appointed officer a rest from his labors in the position he formerly held.
7. As in 1954 and thereafter, there should be written, detailed reports of all appointed officers at least annually, made available to the Members of the Society on the

Philalethes website and email group.

8. As in 1957 and thereafter, no person should hold more than one job in the Society, including appointed positions such as (a) the Editor and (b) the Moderator of the Philalethes Society's email group.<sup>16</sup>
9. As in 1961 and thereafter, the Philalethes Society should have an Audit Committee and a Publications Committee, with responsibilities similar to those these committees had in the past.
10. As in 1961 and thereafter, Fellows should be selected by current Fellows, based on proven Masonic scholarship, research, and writing as determined by the other Fellows, with the detailed reasons for the election of new Fellows provided in *The Philalethes* magazine so all members can see that the new Fellows meet the standard of proven Masonic scholarship, research, and writing. No one should need to be a Fellow in order to be elected or serve as a Society officer. The Fellows should organize some procedure acceptable to them to nominate and vote on potential new Fellows. If need be, they should have some type of organization, with officers and methods of communication, to facilitate this process.
11. As in 1961 and thereafter, the Philalethes Society should not become the slightest bit involved in advocating or endorsing any policy that is being considered by any Grand Lodge. It should concentrate on Masonic research and only research, and should "make not so much as a suggestion concerning the legislative and ritualistic affairs of any Masonic body." This should be a fundamental policy of the Society.
12. As raised in 1954 and in later years too, there should be careful consideration of the pro's and con's of the current membership qualifications of Philalethes Society members and Fellows, perhaps with the appointment of a committee specifically given this one task. In the past any Master Mason anywhere was allowed to become a member of the Society, but later only those who were members of Lodges under Grand Lodges recognized by a majority of the U.S. Grand Lodges could be Society members. Now the policy is that Masons who belong to Grand Lodges that follow the "ancient charges" can become or remain members with this decision being made by the Executive Board.

### **Committee's Conclusion**

---

<sup>16</sup> *The Philalethes* magazine - August 1957, "A Message from Our President," from *The Philalethes* CD

The Bylaws Committee of the Philalethes Society sincerely believes that these suggested amendments to the Society's Bylaws and management procedures will benefit every Member of the Society and the Society as a whole. We will be going "back to our roots" and reinstating many of the policies that helped bring the Society to the position in which it became respected in the past. This is the position of *every member* of the Bylaws Committee, after its members did as much research on this subject as was possible from existing records.

The exact words of the amendments to institute these policies are given below. Words or letters to be added to the Bylaws are shown in **bold** and words or letters to be deleted are shown with ~~strikeout~~ through them. (In addition to substantive changes, the committee is recommending some style changes such as paragraph headings, to make the Bylaws easier to read and understand by everyone.)

Bylaws of the Philalethes Society  
[with amendments recommended by the Philalethes Bylaws Committee  
on January 10, 2006]

Preamble

The Philalethes Society was founded on October 1, 1928, by a group of Masonic students, for Freemasons desirous of seeking and spreading Masonic light. In 1946, *The Philalethes* magazine was established, to publish articles by its members.

The sole purpose of this Research Society is to act as a clearing house for Masonic knowledge. It exchanges ideas, **publishes** ~~researches~~ **about** ~~problems confronting~~ Freemasonry **without the Society advocating any policy or action**, and passes **research** ~~these~~ along to the Masonic world. Its membership consists of Members and Fellows who are Master Masons in good standing in a ~~recognized~~ Masonic Lodge anywhere in the world, **with exact membership policies determined by its Executive Board**.

Chapters of the Society are encouraged to be formed and remain active. These are composed of Members and Fellows of the Society, to assure fellowship among like-minded Freemasons. The papers presented during Chapter meetings should be sent to the Editor of *The Philalethes* for possible publication in the magazine.

Fellows are chosen from Members of the Society who have shown a dedication to the knowledge of Freemasonry. The number is limited to 40 at any one time.

The Society is governed by an Executive Board, which meets at the call of the President. An annual meeting of Members and Fellows of the Society is held, at a time and place determined by the Executive Board.

The name of the Society is pronounced fill a lay thees with the accent on the third syllable lay. It is derived from two Greek words, phil- and alethes. It means "lover of truth."

#### Article 1. Name

The name of this organization shall be The Philalethes Society.

#### Article 2. Purposes and Policies

A. To provide a bond for Freemasons who desire to pursue the study of Freemasonry.

B. To provide a means of exchanging ideas and to mutually assist each other.

C. To encourage those Freemasons who have Masonic light to spread and those who desire to receive it.

**D. The Philalethes Society is dedicated to Masonic research. It should never adopt any position on any issue that is not clearly related to Masonic research, nor shall the Society involve itself in the legislative or ritualistic deliberations of any Masonic body.**

**E. The Philalethes Society will never be, or allow itself to be perceived to be, an organization run by one person or a small number of people. It should be, and be seen by everyone, as a Masonic research society that is run by its Members in a broadly democratic, representative manner. Those who are elected or appointed to leadership positions in the Society are encouraged not to continue in office for too many years, but instead to honorably end their Officer service after a few years in order to allow other Members to take leadership positions and make their contributions to the work of the Society.**

#### Article 3. Membership

**A. Members.** The membership shall consist of Freemasons who are members in good standing in a regular Masonic Lodge **that meets the policies for membership that are adopted by the Society's Executive Board and published in the Society's magazine.**

**B. Fellows.** Members, not to exceed 40 at any one time, may be chosen as Fellows, ~~for particular service to the Society, its constituent chapters, or its projects~~ **only on the basis of their current and past Masonic research and writing. The existing Fellows shall adopt and implement the qualifications and procedures for selecting new Fellows and shall present in the Society's magazine details about the Masonic research and writing that demonstrate the research and writing accomplishments of each new Fellow. In addition, to remain a Fellow each new Fellow shall, within one year of his selection, be or become a Life Member of the Society and also write a Masonic research paper judged by the other Fellows to be of a quality sufficient to be published in *The Philalethes* magazine.**

**C. Honorary Fellows.** On very rare occasions, for extraordinary reasons, a member may be named as an Honorary Fellow **by vote of the other Fellows and the Executive Board.**

**D. Subscribers.** ~~Non-Masons~~ **Anyone** may become a "subscribers" to receive *The Philalethes* magazine.

**E. Suspension.** Members and Fellows will be automatically suspended if their dues are not current. Members and Fellows will be automatically suspended if suspended by their Lodge.

#### Article 4. Dues and Fees

**A. Annual Dues.** The annual dues, payable on January 1, shall be \$40.

**B. Life Memberships.** Life memberships may be obtained for a fee of \$600.

~~A Fellow-elect must be, or become a Life Member, to be officially designated a Fellow of The Philalethes Society. [this requirement is moved up to the section of the Bylaws concerning qualifications of Fellows, Article 3, Section B, as it is more appropriate there]~~

#### Article 5. Officers

**A. Officer Positions.** The Officers of the Society shall be: President, First Vice President, Second Vice President, Executive Secretary, Treasurer, Editor, and the Business Manager **(if one is selected by the Executive Board).**

**B. Elected Officers.** The following officers shall be elected ~~biennially~~ **annually** by the ~~Executive Board~~ **Members:** President, First Vice President, Second Vice President, Executive Secretary, and Treasurer.

**C. Business Manager.** The Executive Board may, **but is not required to**, by majority ~~vote~~, select and install a Business Manager, who shall serve at the pleasure of the Executive Board. ~~The Business Manager shall be a member of the Executive Board, with full voting rights.~~

**D. Librarian.** The Librarian ~~and the Editor of The Philalethes~~ shall be selected by the Executive Board and serve until replaced by vote of the Executive Board.

**E. Editor.** The Librarian ~~and the Editor of The Philalethes~~ shall be selected by the Executive Board and serve until replaced by vote of the Executive Board. ~~All officers must be Fellows of the Society.~~

**F. Removal of Officer.** An elected Officer may be removed from office for cause by four affirmative votes of the Executive Board.

**G. Reports.** Each elected and appointed Officer of the Society shall write a detailed annual report of his actions and activities, which shall be made available to Members on the Society's website and email group.

**H. No More than One Position.** No person shall simultaneously hold more than one elective of appointed office in the Society.

#### **I. Election Procedures**

1. At least six months prior to the date of each election the President shall appoint a Nominating Committee of three members, none of whom shall be a current elected or appointed Officer, and whose names, mailing addresses, and email addresses shall be announced on the Society's email group and its website, and published in the next issue of *The Philalethes* magazine.

2. Any Member of the Society, if qualified for an office, is entitled to a place on the ballot if the Nominating Committee places his name in nomination or if he is recommended to the Nominating Committee for a specific office in writing or by email by 10 Members.

3. The Nominating Committee shall make its report at least four months prior to the date of the election,, and this report shall be printed on the Society's email group and website, and in the next issue of *The Philalethes*, together with a sample ballot..

**4. Ballots shall be mailed to all Members, along with detailed instructions about how to cast ballots and the deadline to do so. Ballots, to be valid, shall be returned in sealed envelopes to the Chairman of the Election Committee, not any Society officer.**

**5. At least three months prior to the date of the election, the President shall name an Election Committee of three members, none of whom is a current elected or appointed officer of the Society, and whose names shall be announced on the Society's email group and website and in the next issue of the Society's magazine. The Election Committee shall be responsible for supervising the conduct of elections.**

**6. The Election Committee shall count the ballots at a time and place announced in advance on the Society's email group, website, and in the magazine, with any Member allowed to attend and observe the count. The Election Committee shall announce the results thirty days before the Society's annual meeting, using the Society's email group, website, and a written report to the President of the Society. The results of elections shall be given via the Society's email group to all Members of the Society, with no Officer or any other person receiving advance notice of the results.**

#### Article 6. Executive Board

**A. Management of Society.** The administrative affairs of the Society shall be managed by the Executive Board.

**B. The Executive Board shall consist of the President, First Vice President, and Second Vice Presidents, Executive Secretary, Treasurer, Librarian, and the Editor of *The Philalethes* magazine, as voting members. and The Business Manager (if one is selected by the Executive Board), and all Past Presidents and all Past Executive Secretaries of the Society shall be ex-officio members of the Executive Board, without a vote but with the right to attend and speak when they feel that is necessary. The administrative affairs of the Society shall be managed by the Executive Board.** [this sentence is moved up to paragraph A above]

#### Article 7. Duties of Officers and Committees

**A. President.** The President shall be the presiding officer of the Society and the Executive Board. He shall appoint an **Audit Committee** and a **Publications Committee** each year, both consisting of three or more Members who are not current Officers of the

**Society, and any other** the committees he deems advisable.

**B. First Vice President.** The First Vice President shall assume the duties of the President in his absence or disability; he shall perform such other duties as may be assigned by the President.

**C. Second Vice President.** The Second Vice President shall assume the duties of the First Vice President in case of his disability, and those of the President in case of the disability of both; he shall perform such other duties as may be assigned by the President.

**D. Executive Secretary.** The Executive Secretary shall perform such duties as may be assigned by the President. He shall receive a stipend or honorarium, as shall be determined by the Executive Board.

**E. Business Manager.** ~~The~~ **If the Executive Board chooses to select a Business Manager, he** shall attend to all correspondence of the Society; keep the records; receive all moneys due the Society and deposit them promptly in a bank designated by the Executive Board; keep the financial records; pay all bills when approved verbally or in writing by authorized officers; arrange to have his books audited after January 1 each year; and perform such other duties as are required by the Executive Secretary and/or the Executive Board. He shall submit an annual report to the Executive Secretary and the President. He shall receive a stipend or honorarium, as shall be determined by the Executive Board.

**F. Treasurer.** The Treasurer shall collect the annual dues and pay them over to the Business Manager, **if one is selected or else to the Executive Secretary**, or deposit them in the designated bank immediately, sending the deposit receipt to the Business Manager, **if one is selected or else to the Executive Secretary**, and perform such other duties as may be assigned by the President.

**G. Librarian.** The Librarian shall collect and distribute back issues of *The Philalethes*; provide photocopies of articles requested; and perform such other duties as may from time to time be considered appropriate. He is authorized to determine payments and charges for the services he renders.

**H. Editor.** The Editor of *The Philalethes* shall be responsible for its publication; he shall have the power to determine the contents of the magazine, **while complying with the guidelines set by the Publications Committee**; ~~he shall administer the Philalethes e-mail List-Server, and the Philalethes home-page and its subsites on the World Wide Web,~~ and shall perform such other duties as may be assigned by the President. He shall receive a

stipend or honorarium, as shall be determined by the Executive Board.

**I. Webmaster and Email Group Moderator.** The Webmaster and Email Group Moderator shall administer the Philalethes e-mail group whether run as a List-Server or in any other manner, and the Philalethes website home-page and its subsites on the World Wide Web.

**J. Operations.** The day to day operation of The Society shall be the responsibility of the Executive Secretary, ~~Business Manager~~ and **Business Manager if one is selected by the Executive Board**, and Editor. ~~He or t~~They will report ~~his or~~ their activities to the ~~Executive Board Members~~ of the Society at the Annual Meeting.

**K. Audit Committee.** All Officers, Committee Chairmen, or others with any responsibility or control over any of the Society's money shall submit annual reports to the Audit Committee showing all details of money taken in and expended by them or under their control. The Audit Committee shall issue an annual report about the Society's finances which shall be made available to Members on the Society's website and email group.

**L. Publications Committee.** The Publications Committee shall establish guidelines to be followed by all those involved with production of *The Philalethes* magazine and any other Society publications.

#### Article 8. Publications

**A. Magazine.** The Society shall publish *The Philalethes* magazine on a basis to be determined by the ~~Executive Board~~ **Publications Committee**. ~~t~~The Editor shall have ~~the~~ full responsibility ~~of in~~ determining what to publish; ~~it~~ **The magazine** shall be mailed to every Member and Fellow of the Society.

**B. Other Publications.** Other publications may be approved by the ~~Executive Board at its pleasure~~ **Publications Committee**.

#### Article 9. Annual Meeting

**A. Annual Meeting.** The Society shall meet annually at a time and place to be selected by the Executive Board and/or President.

**B. Other Meetings.** Other meetings may be held whenever and wherever the President and/or the Executive Board approve.

## Article 10. Chapters

**A. Dispensation to Form a Chapter.** A dispensation to form a Chapter of The Philalethes may be obtained from the President, provided that:

a. The formation of a Chapter does not conflict with the laws of the Grand Lodge in which the Chapter will reside. A dispensation will be considered by the President provided that:

1. A letter of intent is signed by five Master Masons, one of whom must be a Member or Fellow of the Society, and returned to the Executive Secretary, or President, with a fee of \$10.

2. The letter of intent must include the proposed name of the Chapter, the area of its jurisdiction, and the names of those who will serve as President, Vice President, Secretary/Treasurer.

3. All members of the proposed Chapter must become members of The Philalethes Society, if they are not at the time of signing. This may be accomplished by including an application from the Society along with the proper fees, and included with the request for a dispensation.

**B. Charter.** To obtain a charter, the Chapter must return the dispensation, along with a fee of \$50, a copy of its bylaws which have previously been approved by the Executive Board, and the transactions of its meetings, all of which must be received by the Executive Secretary by January 1. Charters will be presented at the annual meeting.

**C. Annual Reports.** Each Chapter shall make an annual report by January 1 to the Executive Secretary. Failure to do so for two consecutive years shall result in the forfeiture of the charter, and all property of the suspended Chapter shall become the property of The Philalethes Society.

## Article 11. Amendments

**A. Vote for Adoption.** These Bylaws may be amended by a two-thirds vote of the Executive Board Members, when the proposed amendment is submitted in writing and each member of the Board given sufficient notice of the action proposed; or by a two-thirds vote of the entire membership present, if at least five members, one of whom must be a Fellow, has submitted a proposed amendment in writing, which, if approved by the Executive Board, shall be printed in The Philalethes, along with a ballot, which shall be returned to the Executive Secretary; and the ballots counted by arrangements made by the

~~Executive Board.~~

**B. Voting Procedures.** The procedures and policies used to vote on proposed amendments shall be determined by the President, and shall be as similar as possible to the procedures used for the election of Officers. The Officers, collectively or individually, may present their opinions and suggestions regarding each proposed amendment when it is published in the Society's magazine and before ballots are sent to the Members.