

THE BYLAWS OF  
THE THEOSOPHICAL SOCIETY  
IN AMERICA

Revised as authorized by Referendum, November 1999

Preamble

THE THEOSOPHICAL SOCIETY, while reserving for each member full freedom to interpret those teachings known as theosophy, is dedicated to preserving and realizing the ageless wisdom, which embodies both a world view and a vision of human self-transformation.

This tradition is founded upon certain fundamental propositions:

1. The universe and all that exists within it are one interrelated and interdependent whole.
2. Every sentient being from atom to galaxy is rooted in the same universal, life-creating Reality. This Reality is all pervasive, but it can never be summed up in its parts, since it transcends all its expressions. It reveals itself in the purposeful, ordered, and meaningful processes of nature as well as in the deepest recesses of the mind and spirit.
3. Recognition of the unique value of every living being expresses itself in reverence for life, compassion for all, sympathy with the need of all individuals to find truth for themselves, and respect for all religious traditions. The ways in which these ideals become realities in individual life are both the privileged choice and the responsible act of every human being.

To promote the welfare of the Theosophical Society in America, we, its members, do adopt the following bylaws:

Bylaw 1: *Name*

The name is "The Theosophical Society in America."

Bylaw 2: *Objects*

The objects of the Theosophical Society in America are the objects of the international Society, stated in language appropriate to our place and time without altering their intent.

1. To form a nucleus of the universal brotherhood of humanity, without distinction of race, creed, sex, caste, or color.
2. To encourage the comparative study of religion, philosophy, and science.
3. To investigate unexplained laws of nature and the powers latent in humanity.

In the furtherance of these objects, the Theosophical Society in America is authorized to purchase and sell, own and control, real, personal, and mixed property of all kinds wherever situated, and howsoever procured or received, directly or indirectly, for its own use; to exercise all powers and authority conferred by law; and to do all things and perform all such acts as are incidental, necessary, or appropriate thereto.

Bylaw 3: *Organization*

Section 1. *International Affiliation.* The Theosophical Society in America is an integral and indivisible part of the Theosophical Society, founded in New York, United States of America, on November 17, 1875, by Henry Steel Olcott, Helena Petrovna Blavatsky, William Quan Judge, and others, incorporated at Madras, India, on April 3, 1905, and having its international headquarters at Adyar, Madras, India (herein referred to as the international Society). Its national headquarters are at Olcott, Wheaton, Illinois, and it is the national society in the United States of America of the international Society.

Section 2. *Autonomy.* The Theosophical Society in America is an autonomous body composed of its members. It is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois. It has the power to make its own rules, which should not be incompatible with the Rules of the Theosophical Society. Any amendment to the bylaws shall be submitted to the international President.

Section 3. *Reports.* An annual report of the Theosophical Society in America, an audited statement of accounts, and a statistical report of lodges and members shall be sent every year, not later than the first day of November, to the international President, and 15 percent of the applicable fees shall be remitted to the international Treasurer.

Section 4. *Disposition of Assets.* In the event of the cancellation of the charter of the Theosophical Society in America under Rule 36 of the Rules of the international Theosophical Society, or on the dissolution of the Theosophical Society in America as a corporate entity, the Charter granted by the international President of the Theosophical Society shall become forfeited or lapsed, and all its assets, all property, movable and immovable, including charters, diplomas (certificates), seal, records, and other papers belonging to or in its custody shall be distributed to the Theosophical Investment Trust, an Illinois trust having its principal offices at 1926 North Main Street, Wheaton, Illinois; *provided, however*, that if, at the time of dissolution of the Theosophical Society in America, the Theosophical Investment Trust is not qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), is not in existence, or is unwilling to accept the assets of the Theosophical Society in America described above, then such assets shall be distributed to the Theosophical Society, incorporated at Madras, India, on April 3, 1905, and having its international headquarters at Adyar, Madras (Chennai), India; *provided further, however*, that if, at the time of dissolution of the Theosophical Society in America, the Theosophical Society, incorporated at Madras, India, on April 3, 1905, and having its international headquarters at Adyar, Madras (Chennai), India, is not qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), is not in existence, or is unwilling to accept the assets of the Theosophical Society in America described above, then such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to a federal, state, or local government for a public purpose.

Section 5. *Net Earnings.* The net earnings of the Theosophical Society in America are devoted exclusively to religious, charitable, scientific, literary, and educational purposes. No part of the net earnings of the Theosophical Society in America shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Theosophical Society in America may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### Bylaw 4: *Membership*

Section 1. *Eligibility for Membership.* Any person who is in sympathy with the objects of the Society, is willing to abide by its rules, and has reached the age of ten years is eligible for membership in the Society. Those under the age of eighteen years shall be admitted to membership only with the written consent of a parent or guardian.

##### Section 2. *Types of Membership.*

(a) The membership of the Theosophical Society in America shall consist of (1) lodge members (also called branch members, the terms "lodge" and "branch" being synonymous and substitutable for each other throughout these bylaws), (2) study center members, and (3) members-at-large. Lodge members are those who join the Society and are also affiliated with one of its lodges. Study center members are those who join the Society and are also affiliated with one of its study centers. Members-at-large are those who join the Society but are not affiliated with a lodge or study center.

(b) A member must hold primary membership in one of the membership categories in (a) above and in no more than one lodge or study center. The member's national dues will be determined by that primary membership. However, a member of any category may hold affiliate membership in any lodges and study centers whose bylaws do not prohibit such membership. An affiliate member's right to vote and hold office within a lodge or study center is determined by the bylaws of that body. A founding member of a new lodge or study center must be a primary member of that body.

##### Section 3. *Application for Membership.*

(a) Any person who is eligible for membership as set forth in section 1 of this bylaw may make application on the form provided by the Board of Directors and obtainable from the National Secretary, lodge officials, or the secretary of a study center. This shall be signed by the applicant and accompanied by the appropriate dues for a full year.

(b) An application for membership in a lodge or study center shall be presented to either the lodge president or the study center secretary, to be acted upon in accordance with the bylaws of the lodge or study center. If accepted, the application together with the required dues shall be forwarded to the National Secretary.

(c) An application for membership-at-large together with the required dues shall be forwarded to the National Secretary by the applicant or by an officer of a lodge or study center.

(d) The National Secretary is empowered to accept or reject any application subject to the approval of the National President. Upon acceptance of an application, the National Secretary shall issue to the applicant a certificate of membership bearing the signatures of both the international President and the National President of the Society, the latter signing as General Secretary, and bearing the seal of the Society.

(e) Membership rolls are private and confidential and shall be used only for the business of the Theosophical Society in America.

##### Section 4. *Demitted Membership.*

(a) A member may change membership from one lodge or study center to another or from membership-at-large to lodge or study center membership, or vice versa, by obtaining a demit

from the secretary of the current lodge or study center or from the National Secretary for members-at-large. The member thus demitted must then become either a member-at-large or a member of another lodge or study center. A member who wishes to become a member-at-large shall send the demit to the National Secretary, together with any difference in dues, with a request to be made a member-at-large. A member who wishes to demit to a lodge or study center must be duly elected to membership in that lodge or study center, and its secretary shall forward to the National Secretary the signed demit.

(b) If the lodge or study center to which a member belonged has been dissolved or has become inactive or surrendered its charter, or if the secretary of the lodge or study center fails to issue a demit after having been requested to do so by the National Secretary, all dues of the member having been paid, then the National Secretary may issue a demit on behalf of the lodge or study center.

*Section 5. Affiliation of Members from other National Theosophical Societies.* A member or fellow of any other national society of the international Society upon submitting current credentials, is eligible for membership in the Theosophical Society in America but shall not be admitted as a member-at-large or lodge or study center member without having first obtained a demit from the national society of current membership or having complied with Rules 30 and 31 of the Rules and Regulations of the international Society.

*Section 6. Annual Dues.*

(a) The annual dues of members shall be established by the Board of Directors.

(b) The National Secretary may remit the national dues of any member without that member forfeiting any rights or privileges of membership

(1) for one year at a time at the discretion of the National President or

(2) for a longer period of time by action of the Board of Directors on recommendation of the National President.

(c) Endowment membership, relieving a member of the levy of annual national dues for the lifetime of the member, shall be by deposit in the Membership Endowment Fund of an amount to be determined by the Board of Directors.

*Section 7. Active and Inactive Membership.* A member whose dues are current is active and in good standing. A member whose dues are delinquent beyond a grace period determined by the Board of Directors shall be considered inactive and shall not be entitled to vote or hold office in the Society. Inactive members shall be removed from the rolls of active membership. They may at any time reactivate their membership by payment of the current year's dues.

*Section 8. Voting.* In accordance with the Rules of the international Society, only members in good standing for twenty-four consecutive months or more shall have the right to vote. Under appropriate circumstances, the National President may waive this restriction in local votes.

*Section 9. Termination of Membership.*

(a) A member may resign by giving notice in writing to the National Secretary.

(b) Membership may be rescinded for due cause by a two-thirds or greater vote of the Board of Directors on recommendation of the National President. In that case, any portion of the ex-member's dues not already expended for membership benefits shall be returned. A person whose membership is rescinded has the right of written appeal to the National Board and/or the international President within three months from the date of receipt of the order of rescission

under international rule 36.

*Bylaw 5: Administrative Structure of the Society*

Section 1. *Administration.* The Administration of the Society is vested in its members and in a Board of Directors, subject to the rights of the members to veto or legislate directly by means of the Referendum and Recall in the manner hereinafter provided.

Section 2. *Fiscal Year.* The fiscal year of the Society shall be set by the Board of Directors.

Section 3. *National Officers.* There shall be the following national officers:

- (a) The National President, who shall be the General Secretary in terms of the International Rules elective.
- (b) The National Vice-President elective.
- (c) The National Secretary appointive.
- (d) The National Treasurer appointive.

Section 4. *Board of Directors.* There shall be a Board of Directors consisting of eight (8) members of the Society: the National President (who shall chair the Board), the National Vice-President, and six other Directors, two elected from each of three districts.

Section 5. *Districts.* The membership of the Society shall be divided into three districts for electoral purposes, as follows:

*Central District:* The states of Arkansas, Illinois, Indiana, Iowa, Kansas, Louisiana, Michigan, Minnesota, Missouri, Ohio, Oklahoma, Texas, and Wisconsin.

*Eastern District:* The states of Alabama, Connecticut, Delaware, District of Columbia, Florida, Georgia, Kentucky, Maine, Maryland, Massachusetts, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, and West Virginia.

*Western District:* The states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming.

Section 6. *National Secretary and Treasurer.* The National Secretary and National Treasurer shall be appointed by the Board of Directors, subject to the right of removal by the Board.

Section 7. *Judiciary Committee.* There shall be a Judiciary Committee consisting of three (3) members, whose terms of office shall be for three (3) years. Each year the Board of Directors shall appoint or re-appoint one member of the committee to serve for a three (3) year term. The members of this Committee shall have a legal background or have knowledge of the operations and structure of the Society. The members of this committee shall not be removed from office by the Board of Directors, except for dereliction in the performance of the duties of their office.

Section 8. *Vacancy in the Office of National President.* A vacancy in the office of National President shall be filled by the National Vice-President for the remainder of the unexpired term or until a successor shall be elected as provided for in section 7 of bylaw 7, "Duties of the National Vice-President."

If the National Vice-President shall for any reason fail within seven (7) days of notification by the National Secretary to assume the duties of National President, then at the call of the National Secretary within thirty (30) days of the vacancy, the Board of Directors shall

convene in special meeting and shall elect an Acting National President to hold office and to cause elections to be held in accordance with the provisions of section 7 of bylaw 7.

Section 9. *Other Vacancies.* The Board of Directors shall have power to fill all vacancies in any office or Director's position between general elections except that of National President (subject to the provisions of section 8 of this bylaw).

#### *Bylaw 6: Elections*

##### *A. President and Vice-Presidents*

Section 1. *Election of National President and National Vice-President.* The term of office of the National President and National Vice-President shall be three (3) years or until their successors are elected and have taken office, as provided in section 11 below. Neither of them shall serve more than three consecutive terms in an office. These officers shall be elected by direct vote of the members of the Society, which vote shall be taken by ballot, and the nomination and election shall be as hereinafter set forth.

Section 2. *Qualifications for National President and National Vice-President.* To be eligible for either of these offices, one must:

(a) have been a member of the international Society for at least ten (10) consecutive years immediately preceding the date of election and have been a member of the Theosophical Society in America for one (1) year immediately preceding the date of nomination.

(b) be at least thirty-five (35) years of age by the date of election.

In addition to the above qualifications, the National President must have served at least one (1) term on the Board of Directors or for at least one year as either National Secretary or National Treasurer.

Section 3. *Nomination Procedures for National President and National Vice-Presidents.* Any five (5) members of the Society in good standing may nominate one candidate for the office of National President by first obtaining fifty (50) signatures of members in good standing in addition to their own to a nominating petition and also the written consent of the person nominated. In no case shall an individual accept nomination for more than one national office in any given election, including the offices of National President, National Vice-President, and District Directors. The original of the nominating petition (no facsimiles being accepted), together with the written acceptance of the person nominated, shall be forwarded to reach the National Secretary not later than January 15 of the year in which the election is to be held. The National President or the National Secretary shall publish in an issue of the official members' magazine, mailed to the membership by March 1, a certificate containing the names of all persons so nominated, together with the names of the five (5) members making the nomination. The same procedures shall be followed in the nomination of a candidate for the office of National Vice-President.

##### *B. District Directors*

Section 4. *Nomination and Election of District Directors.* The six remaining Directors shall be elected at the same time as the National President and National Vice-President. Their terms of office shall be for three (3) years or until their successors are elected and have taken office, as provided in section 11 below. They shall be ineligible to serve more than two (2)

consecutive terms. The manner of nomination and of election shall be as hereinafter provided.

Members of the Society may vote for two candidates from the electoral district in which they are resident according to the membership records of the Society at the time the ballots are mailed to the membership. Members resident outside the United States shall be entitled to vote only for National President and for National Vice-President.

Section 5. *Qualifications for District Directors.* It shall be required of candidates for nomination or election in any electoral district that they be resident members within the electoral district from which they are nominated and elected. A change of permanent residence from the District of election after they have assumed office shall disqualify them and cause the office to be vacant. They must also have been members in good standing of the Society (Adyar) for three (3) successive years immediately prior to their nomination.

Section 6. *Nomination of District Directors.* Any three (3) members of the Society who are qualified to vote in an electoral district may nominate one candidate for the office of Director for that District by first obtaining twenty-two (22) signatures of qualified members residing within the District in addition to their own to a nominating petition and also the written consent of the person nominated. The original of the nominating petition (no facsimiles being accepted), together with the written acceptance of the person nominated, shall be forwarded to reach the National Secretary not later than January 15 of the year in which the election is to be held. The National President or the National Secretary shall publish in an issue of the official members' magazine mailed not later than March 1 the names of all persons so nominated, together with the names of the three members making the nomination and showing the electoral district from which each nomination was made.

### *C. General*

Section 7. *Notice of Election.* The National Secretary shall publish in the issue of the official members' magazine of the Society, mailed no later than November 1 preceding the expiration of the terms of the National President, National Vice-President, and District Directors, a notice that an election is to be held for those offices, said notice to specify the date of the election, the qualifications for candidacy, the manner of nominating and announcing candidates, the qualifications of electors, and the manner of conducting the election.

Section 8. *Ballots.* Wherever the term "ballot" shall appear in these bylaws (except in the expression "sample ballot") it shall be deemed as designating only a ballot printed separately by the National Secretary and mailed via first class postage to the members of the Society qualified to vote. In addition to this ballot, there shall be a "sample ballot" (so marked) incorporating all candidates for office published in the official members' magazine on which the names of all persons so nominated for each of the offices of National President, National Vice-President, and District Directors shall be presented. The names of the persons nominated shall be printed in alphabetical order, and underneath each name shall be printed in smaller type the words "Nominated by" and the names of the qualified members making the nomination. In the event any person is nominated on more than one petition, the names printed on the ballot as nominators shall be the ones heading the list first received in the office of the National Secretary.

Section 9. *The Election.* In the month of May, prior to the expiration of the term of the officers and other directors, an election for these positions shall be held. Each member entitled to vote shall vote for one candidate for National President, one candidate for National Vice-President, and two candidates for Director from the district in which the member resides. The

ballot shall be mailed by April 16 via first class postage to all members entitled to vote. The returned ballot shall be unsigned and sealed in a special envelope with the word "ballot" thereon. This ballot envelope shall be placed in a larger envelope and mailed to the National Secretary. The voter's signature, printed name, and address shall be placed upon the outer envelope. No ballot shall be counted which does not reach the office of the National Secretary on or before 6:00 p.m. (Central Time) May 10.

Section 10. *Counting of Election Votes.* On May 11, or if May 11 falls on a weekend day, the following Monday, the National Secretary shall supervise tellers, appointed by the Board of Directors at its immediately preceding meeting, in the counting of votes cast for each candidate. The results of the election shall be certified by the National President and the National Secretary, whose certificate shall be published in the next issue of the official members' magazine. The candidates having the highest number of votes for the offices of National President, National Vice-President, and District Directors shall be elected.

Section 11. *Term Beginnings and Durations.* The National President and Vice-President and the District Directors shall serve in their offices for a term of three (3) years or until their successors shall have been elected and shall have taken office. The term of office of each shall commence at the convening of the annual meeting of the Board of Directors next succeeding the election.

Notwithstanding any provision in the above paragraph, the National President may assume office at any time after the election, mutually agreeable to the incoming and outgoing National Presidents, but no later than the convening of the meeting of the Board of Directors next succeeding the election.

Section 12. *Contingencies.* If no one is nominated or elected as National President, National Vice-President, or Director from any district, as provided in this bylaw, then these positions shall be filled by appointment of the majority vote of the Board of Directors in office at the time of the election and individuals so appointed shall serve until their successors are chosen through the next general election. In the event of a tie for any Board position, one of the tying candidates shall be so elected. However, should any sitting Board member be a candidate in such a tie, that member shall be excluded from voting on the appointment.

#### *Bylaw 7: Powers and Duties*

Section 1. *Duties of the Board of Directors.* The Board of Directors shall be charged with the execution of the Laws of the Society and the policies determined by the members of the Society. The Board is responsible for the welfare and progress of the Society and the proper administration of all of its business and affairs; and shall require the faithful observance of the objects, the bylaws, and the rules of the Society by all its members; and shall require efficient service and observance of the bylaws and rules of the Society in the conduct of its business by all officials and employees of the Society.

The Board is empowered to appoint all committees and ad hoc groups as deemed necessary to conduct and manage the affairs of the Society. In the year of the General Election, the Board shall appoint Tellers to count the ballots cast in the upcoming election.

The Board shall provide for the publication of an official magazine.

The Board shall have exclusive control of all funds of the Society, the disbursements of

which have not been specifically provided for by the direct vote of the members of the Society. At the conclusion of each fiscal year, the Board shall cause the accounts of the Society to be audited by a practicing public accountant, who shall report in writing to the Board in respect thereof, in such detail that each member shall reasonably be able to understand the same, which report shall be vouched for as accurate by said auditor.

Section 2. *Investments.* The Board of Directors in its sole discretion may hold funds of the Society on deposit and uninvested; and it may, at any time and from time to time, invest or reinvest such funds, or any part thereof, in any kind of real or personal property as to them shall seem wise, including bonds, stocks, and securities listed and actively traded on one of the recognized and established stock exchanges and markets, or in real estate mortgages that in the best judgment of the Board are for the benefit of the Theosophical Society in America, or for the furtherance of any of its purposes.

The Board of Directors may also, at any time and from time to time, sell and dispose of any such lands, stocks, bonds or other securities held by the Board whenever, in its sole discretion, it is deemed necessary or advisable to have such funds available for the uses and purposes of the Society. Notwithstanding the Board's responsibilities herein stated, any change in the location of the Headquarters of the Society or the ownership of the contiguous land on which it is located must be submitted to the membership for referendum vote.

The Society having adopted the Theosophical Investment Trust as one of its instruments at the Annual Meeting of 1956, the Board of Directors may likewise, in its sole discretion, place funds of the Society, or any part thereof, with the Theosophical Investment Trust for investment in securities as above described, provided that such funds shall be subject to the stipulation that the same shall be returned to the control of the Board at any time upon request, of which sixty days' notice shall be given, and provided that the Trust shall have the right at its discretion to return such funds in cash or by transfer to the Society of the securities, except mortgages or mortgage notes, in which the funds are concurrently invested.

Section 3. *Meetings of the Board of Directors.* The Board of Directors shall meet just prior to the Annual Meeting of the Society and immediately after its close, and shall have a mid-fiscal-year meeting at such time as the National President and the Board determine. Five members of the Board, three of whom shall be District Directors, shall constitute a quorum. The National President may and, at the request of five (5) other Directors, shall call a special meeting of the Board. Notice of the time and place of any special meeting shall be given by telephone two weeks in advance and confirmed by certified mail, return receipt requested. The Board shall publish its resolutions in the official members' magazine. The Board may hold its meetings in any state or territory where there are lodges or study centers of the Society. Should any member of the Board fail to attend two (2) consecutive regular meetings of the Board, that member's position may be declared vacant by the Board.

Section 4. *Presiding Officer at Meetings.* The National President shall chair meetings of the Society or delegate that function on a temporary basis to another officer.

Section 5. *Duties of the National President.* The National President shall be the general executive officer of the Society and shall possess the powers and discharge the duties required of presidents of corporate societies. The National President shall (a) sign and execute such documents as may be required and first authorized by the Society or the Board; (b) require of all officials, boards, and committees such reports as are deemed proper to be made and shall

annually make a full report to the Society of its affairs; (c) be the proper medium of communication between the various officials and the Board; (d) as often as possible attend the meetings of the General Council of the international Society, and shall be the medium of exchange of information with the international Society and its other national societies. There shall be set aside for the National President's official use space in the official members' magazine, for such communications to the members as the National President may deem proper. A suitable appropriation of funds for the use of the National President may be made by the Board of Directors.

Section 6. *Duties of "General Secretary" under the Rules and Regulations of the International Society.* In addition to the powers, privileges, and duties defined by these bylaws, the National President shall possess and exercise, ex officio, all of the powers, privileges, and duties devolving upon the official now designated as "General Secretary" in the Rules and Regulations of the international Society, that is to say, the National President shall (a) sit on the General Council as a member thereof, (b) be the medium of official communication between the General Council and the Theosophical Society in America; (c) in the event of an international presidential election, consult with the Board of Directors of the Theosophical Society in America and make nominations in the prescribed manner, take the votes of the individual members of the national society in good standing and communicate the results to the international Secretary; (d) admit members to the Theosophical Society and countersign their certificates as General Secretary; (e) forward to the international President at Adyar annually not later than the first day of November a report of the year's work of the Theosophical Society in America, and at any time furnish any information the international President of the Theosophical Society or the General Council may desire.

Section 7. *Duties of the National Vice-President.* The National Vice-President shall perform all such duties as are generally required of that office by corporate societies, together with such other duties and services as may be prescribed by the National President or the Board of Directors from time to time. When at any time during the term, the office of National President becomes vacant for any cause, the National Vice-President shall assume and perform all the duties of that office until it is filled by election.

Section 8. *Duties of the National Secretary.* The National Secretary shall be the general clerical officer of the Society and shall perform all such duties and services as may be prescribed by the National President or the Board of Directors from time to time.

Section 9. *Duties of the National Treasurer.* The National Treasurer of the Society shall perform the duties usually devolving upon treasurers of corporate bodies, including such written reports respecting finance as may be required by the National President or the Board of Directors, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 10. *Authorization for Signing Checks.* All checks drawn upon the funds of the Society shall bear two signatures, one being that of the National President, the National Secretary, or the National Treasurer, and the countersignature being that of one of these or of some other member duly authorized for the purpose by the Board of Directors.

Section 11. *Duties of the Judiciary Committee.* The Judiciary Committee shall act as a legal advisory body, but shall have no powers except those conferred upon it by these bylaws or which may be delegated to it by the Board of Directors.

### Bylaw 8: *Meetings*

Section 1. *Annual Meetings*. The Annual Meeting known as the Convention shall be composed of members of the Society, plus qualified members of other national societies of the international Society who attend. In addition, qualified members of other Theosophical Societies to whom a previously written invitation has been extended by the National President may attend and participate in the Annual Meeting, but only qualified members of the Theosophical Society in America shall have the right to vote on any business conducted at the Annual Meeting.

The Annual Meeting shall customarily be held during the months of July or August at Olcott, the national headquarters of the Society, Wheaton, Illinois. The Board of Directors, for cause, may, however, anticipate or postpone the date of the Annual Meeting or may fix the place of any Annual Meeting in any state where one or more lodges may exist, provided, however, that in an election year there shall be an interval of no less than forty-five (45) days between the counting of the ballots and the date of the Annual Meeting as set by the Board.

Section 2. *Special Meetings*. Upon the written request of two-thirds (2/3) of the Board of Directors or of twenty-five (25) percent of the members of the Society, calculated on the basis of the last annual report of the National Secretary, individually or collectively made, and forwarded to the National Secretary, the National President (if not the National President, then the National Secretary) shall call a special meeting of members, notice of which must be mailed to each member of the Society at least forty-five (45) days previous to the date of the meeting. The call shall clearly state the questions to be considered and shall include the questions presented in the request for the call, and these questions and no others shall be there considered. It shall meet at the same place as the Annual Meeting next preceding it, unless the Board of Directors shall otherwise duly determine and the same is stated in the call.

Section 3. *Quorum*. Three (3) percent of the members of the Society, calculated on the basis of the annual report of the National Secretary covering the previous fiscal year, shall constitute a quorum for the transaction of business at any meeting except as the rules of procedure may prescribe a larger number.

Section 4. *Notice of Annual Meeting*. It shall be the duty of the National Secretary to print in the official members' magazine a notice of the time and place of the Annual Meeting at least forty-five (45) days prior to the Annual Meeting. The Board of Directors, with such assistance from officials and others as it may need, shall prepare a suitable program or agenda and order of procedure for the Annual Meeting.

Section 5. *Proxies*. It shall be lawful for members of the Society entitled to vote at any Annual or Special Meeting of the membership to entrust their personal vote to any other member of the Society by written proxy on the official form provided by the National Secretary at least forty-five (45) days in advance of the meeting or published in the official members' magazine mailed not later than forty-five (45) days prior to the meeting. All proxies shall be filed with the National Secretary, who shall, upon receipt thereof, document and record the proxies as part of the official records of the meeting; and the vote cast by those proxies shall be lawful and effective for all purposes of the meeting. For this purpose, all proxies must be received by the National Secretary no later than midnight fourteen (14) days prior to the meeting for which the proxy is being filed.

*Bylaw 9: Lodges, Study Centers, and Federations*

*A. Lodges*

Section 1. *Application for a Lodge Charter.* Seven or more members, or applicants for membership, may make application to the National Secretary for a lodge charter. This application must be in writing on the form provided by the Board of Directors. In the event that it is made by nonmembers, it must be accompanied by their individual applications for membership, together with the proper dues. If made by active members, it must be accompanied by demits or demit requests from members-at-large. Each charter shall be issued by the National Secretary, with the written assent of the Board of Directors, and shall bear the seal of the Society and shall be signed by the international President and Secretary of the Society, countersigned by the National President as General Secretary.

Section 2. *Designation of Lodges.* Each newly chartered lodge shall have as its designation "The Theosophical Society in . . . [location]," and no other designation shall be recognized by the Board of Directors. When a lodge to be chartered is the only group in a given locality, it shall bear the name of the locality in which it has been organized. When another lodge in the same locality is chartered, the name adopted for it shall be "The Theosophical Society in . . . [location], ( . . . Lodge or Branch)." The lodge's name shall be approved by the Board of Directors before the charter is issued.

Section 3. *Lodge Organization.* Each lodge shall adopt bylaws for transaction of its business and shall elect its own officers in accordance therewith. The bylaws of each lodge shall state that it is an integral part of the Theosophical Society in America, chartered under Rule 36 of the international Society. Bylaws of a lodge and any subsequent amendments thereto shall be sent to the National Secretary for approval or recommendation for revision by the Judiciary Committee.

Each lodge shall be a fully autonomous body, provided however, that no lodge may take any action which is contrary to the purposes of the Theosophical Society in America or to these bylaws. If any bylaw of a lodge is or for any reason becomes incompatible with any bylaw of the Theosophical Society in America, that bylaw of the lodge shall be amended so as to be consonant with the bylaws of the Theosophical Society in America.

Each lodge shall include the following provisions (a) □ (g) verbatim as an article in its bylaws, and if a Lodge is incorporated or incorporates or if a Trust exists or is created to manage the assets of the Lodge, these provisions must be included verbatim in the Articles of Incorporation or the Trust document.

(a) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding section of any future federal tax code, the Internal Revenue Code), and, in furtherance of these purposes, the corporation's objectives are (1) to form a nucleus of the universal brotherhood of humanity without distinction of race, creed, sex, caste, or color; (2) to encourage the comparative study of religion, philosophy, and science; and (3) to investigate unexplained laws of nature and the powers latent in humanity.

(b) The net earnings of the Theosophical Society in \_\_\_\_\_ are devoted exclusively to religious, charitable, scientific, literary, and educational purposes. No part of the net earnings of the Theosophical Society in \_\_\_\_\_ shall inure to the benefit of, or be distributable to, its

members, directors, officers, or other private persons, except that the Theosophical Society in \_\_\_\_\_ may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) In the event of the dissolution of the Theosophical Society in \_\_\_\_\_, or its ceasing to be an active Lodge of the Theosophical Society in America, for whatever reason, or its failure to remain a tax-exempt organization for federal purposes (such tax exemption having been once attained), then all of its property and assets shall be distributed to the Theosophical Society in America, an Illinois not-for-profit corporation having its principal offices at 1926 North Main Street, P. O. Box 270, Wheaton, Illinois 60189-0270, for the sole purpose of promoting Theosophy in \_\_\_\_\_; *provided, however*, that if, at the time of dissolution of the Theosophical Society in \_\_\_\_\_, the Theosophical Society in America is not qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), is not in existence, or is unwilling to accept the assets of the Theosophical Society in \_\_\_\_\_, then such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to a federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine which are organized and operated exclusively for such purposes.

(d) Real property belonging to the Theosophical Society in \_\_\_\_\_ may not be sold, mortgaged, transferred, or encumbered in any respect without the express written consent of the Theosophical Society in America, such consent not to be unreasonably withheld.

(e) Assets of \$5,000 or more in value belonging to the Theosophical Society in \_\_\_\_\_ other than real property may not be sold or transferred or any interest therein sold or transferred out of the control of the Theosophical Society in \_\_\_\_\_ without the express written consent of the Theosophical Society in America, such consent not to be unreasonably withheld. This provision shall not apply to the normal management of investments.

(f) The Theosophical Society in America may apply to any court of competent jurisdiction for enforcement of these restrictions.

(g) This article shall not be amended in any way without the express written consent of the Theosophical Society in America, such consent not to be unreasonably withheld.

Section 4. *Lodge Dues*. Each lodge shall fix its own lodge dues in addition to the national dues. A lodge may absolve a member from payment of lodge dues.

Section 5. *Lodge Annual Reports*. Each lodge shall prepare an annual report which shall be mailed to the National Secretary no later than June 15. A notice of the due date of the report

shall be sent to each lodge by the National Secretary.

Section 6. *Cancellation of a Charter.* Whenever in the opinion of the Board of Directors a lodge has ceased to perform the function for which it was chartered, or shall have engaged in activities contrary to the best interests of the Society, or shall have failed to abide by its own bylaws or those of the national Society, or shall cease to have at least seven active members in good standing, the Board shall by resolution declare that lodge to be inactive. The National Secretary shall notify the lodge of the passage of that resolution by mailing a copy of it to the last president or secretary known to have been elected by the lodge, at the last known address of that officer.

If the condition of a lodge that has been declared inactive does not change within ninety (90) days after the mailing of the notice, the National President shall have authority to recall and cancel the charter of the lodge. The members of a lodge whose charter has been canceled shall be demitted to membership-at-large or, upon their initiative, to some other lodge. The Theosophical Society in America shall have the legal right to require the delivery to it of all records and property of a lodge whose charter has been canceled and to hold or dispose of the same in such manner as the Board of Directors may consider to be for the best interests of the Society. The cancellation of a charter may be appealed in writing to the National Board and/or the international President within three months from the date of receipt of the order of cancellation under international rule 36.

### *B. Study Centers*

Section 7. *Application to Become a Study Center.* Three or more members in good standing of the Theosophical Society in America may make application to the National Secretary to form a study center. This application must be in writing on the form provided by the Board of Directors.

The application shall state:

- (a) The name and address of the proposed secretary.
- (b) The geographical area in which it is proposed that the study center shall work.
- (c) The nature of the work the study center proposes to do.

Permission to form a study center is in the discretion of the National President, subject to the approval of the Board of Directors, which may establish conditions and procedures for the certification of study centers.

Section 8. *Designation of Study Centers.* Each newly approved study center shall have as its designation "The . . . [location] Study Center of the Theosophical Society," and no other designation shall be recognized by the Board of Directors. When a study center is the only group in a given locality, it shall bear the name of the locality in which it has been organized. When another study center in the same locality is organized, the name adopted for it shall be "The . . . [location] (. . . [distinguishing name]) Study Center of the Theosophical Society." The study center's name shall be approved by the Board of Directors before it is certified.

Section 9. *Study Center Organization.* Study centers shall conduct their own affairs. The chief and only necessary officer of a study center is its secretary. The secretary shall be the contact between the study center and the National Headquarters, but the study center may appoint others of its members without official title to various responsibilities in the conduct of its work.

Study centers shall pattern their bylaws after the standard bylaws for such centers prescribed by the Board of Directors and, before receiving their certificates, shall send a copy of their proposed bylaws to the National Secretary for comment or approval by the Judiciary Committee. The bylaws of each study center shall state that it is an integral part of the Theosophical Society in America.

Section 10. *Study Center Annual Reports.* No later than June 15 of each year, the Secretary of the study center shall make a written report of the past year's work, in sufficient detail to afford completeness and accuracy, to the National President, who, upon receipt thereof, shall review with the Board of Directors the desirability of continuing the center.

Section 11. *Cancellation of a Certificate.* Study centers may dissolve themselves, and if in the opinion of the Board of Directors a study center has ceased to serve the purpose for which it was formed, it may be dissolved by the Board of Directors. Certificates of dissolved centers must be returned to the National Secretary. All property and records of study centers which are dissolved shall automatically become the property of the Theosophical Society in America, to whom those property and records must be sent by the secretary of the center last in office.

#### *C. Federations*

Section 12. *Purpose of Federations.* Voluntary associations of lodges, study centers, and members-at-large may be established within specified geographical areas of the Theosophical Society in America, which have as their principal purpose:

To promote, create, and maintain a solidarity of lodges, study centers, and members-at-large within the specified area, through which those lodges, study centers, and members-at-large can unite their cooperative and coordinated efforts for the fulfillment of the objects and purposes of the Theosophical Society.

Federations shall be considered as functional units within the Theosophical Society in America for the promotion and carrying forward of the objects and purposes of the Society, serving whenever feasible as liaison between National Headquarters and the lodges and study centers within the Federation, without in any way infringing upon the autonomy of the lodges and study centers and their direct relationship with National Headquarters.

Section 13. *Federation Organization.* Federations shall adopt bylaws for the transaction of their business, which bylaws shall be sent to the National Secretary for the approval and advice of the Judiciary Committee.

### *Bylaw 10: Referendum and Recall*

#### *A. Referendum*

Section 1. *Initiated by Petition.* A referendum may be initiated by a petition, signed by 5 percent of the members in each district of the Theosophical Society in America who are in good standing at the time the petition is received, presented to the National Secretary not less than ninety (90) days prior to the Annual Meeting. The National President shall appoint a committee on the question, of no less than five (5) members of the Society, who with the advice of the Judiciary Committee or any member thereof shall state the question clearly so as to permit a real yes or no vote thereon. The question shall be presented as a resolution to the members in Annual Meeting who, by majority vote taken in open session, shall adopt or reject the same. If adopted by the Annual Meeting, the resolution shall be submitted to the total membership for vote

thereon, as provided in section 3 of this bylaw.

Section 2. *Initiated by the Board.* The Board of Directors at any time by two-thirds (2/3) vote, may refer any question, including a recall as provided in this bylaw, to the full membership of the Society for their vote thereon, which question must be clearly stated as to permit a real yes or no vote.

Section 3. *Conducting a Referendum.* Any question requiring a referendum vote by the membership of the Society shall be included by the National Secretary in the official members' magazine within sixty (60) days following the date of the vote for a referendum, in the form of a "sample ballot."

Official ballots on the referendum shall be mailed to the members. The ballot shall quote the approved resolution, provide spaces for a member to vote yes or no, and state the final date by which the ballot must reach the National Secretary to be valid, which date shall not be less than thirty (30) days following the date of mailing the issue of the magazine containing the sample ballot. The ballot shall include a specific reference to the issue of the official members' magazine in which the proposed referendum is described and discussed.

Members entitled to vote shall vote on the question submitted for vote and return their ballots to the National Secretary as follows: The ballot shall be unsigned and shall be placed in and sealed separately in a special envelope provided simultaneously with the mailing of the ballot, and marked with the word "ballot." This "ballot" envelope shall be placed in a larger envelope and mailed to the National Secretary. The signature and address of the member shall be placed upon the outer envelope. No ballot shall be counted, however, which does not reach the office of the National Secretary on or before 6:00 p.m. Central Time of the date fixed and published by the National Secretary as the date of the final return of ballots.

Section 4. *Counting the Referendum Ballots.* On the day following the date fixed in the official publication for the return of ballots, in the presence of Tellers appointed by the Board of Directors or by the National President for the purpose, the National Secretary shall count the ballots and determine the number of votes cast "for" or "against" the resolution. If approved by a majority of the votes so cast, the resolution shall become legally effective at the completion and final tabulation of the count. The result of the voting shall be certified by the National President and the National Secretary, whose certificates shall be published in the official members' magazine within sixty (60) days following the date of the counting of the ballots.

#### *B. Recall of Elected Officials*

Section 5. *Recall Provisions.* Any elected officer of the Theosophical Society in America or member of the National Board of Directors may be removed from office by the members authorized to elect that officer or member of the Board of Directors, provided that a petition to recall is proposed and signed by not less than twenty-five percent (25 percent) of those members in good standing at the date of the petition who are authorized to recall the said official, and provided that the vote on such a petition is passed by not less than sixty percent (60 percent) of those authorized to vote on such an action. Not less than sixty (60) days notice of such a recall action shall be given by circulation to the membership authorized to vote.

Section 6. *Recall Procedure.* A typewritten or printed recall petition shall be filed with the National Secretary. It shall specify the official to be recalled and shall include a statement of cause not to exceed one thousand (1,000) words. The petition shall legibly state the name and

post office address of each petitioner and the name of each petitioner's respective lodge or study center or the words "member-at-large," and bear the original and usual personal signature of each petitioner. The recall petition shall be accompanied by a sum of money sufficient to pay the costs to the Society for the printing and postage involved in submitting a recall petition to the membership of the Society, which sum shall be fixed by the National Secretary, but shall not be less than \$500.00. Upon receipt of a recall petition, the National Secretary shall ascertain if the names of the petitioners thereon are in compliance with the provisions of section 5 of this bylaw, as members duly authorized to recall the official named in the petition. In event of any questions as to the form or content of the recall petition, the National Secretary may submit the said petition to the Judiciary Committee, for a decision thereon, which decision shall be binding and final.

When the National Secretary shall have determined that the recall petition is in order, it shall be the duty of the National Secretary to send official notification of the recall petition to the official whose recall is sought, who may present a response not to exceed one thousand (1,000) words to be included with the mailing of the petition. That response must be received by the National Secretary within twenty-one (21) days from the date of mailing of the notification. The National Secretary shall proceed with the distribution of the ballot on the recall petition, with attachments, as provided for in section 7 of this bylaw, not less than thirty (30) days from the date of sending the official notification to the said official.

Section 7. *Distribution of Recall Petition.* In accordance with provisions of section 6 of this bylaw, the National Secretary shall have printed an official recall petition, with attachments, together with a printed ballot entitled "Ballot on the Recall of . . . [name of the official] as . . . [name of the office]," providing spaces for a member to vote "yes" or "no," and stating the date and time by which the ballot must reach the National Secretary. The recall material shall be mailed by the National Secretary to each member of the Society in good standing and authorized to vote on the recall petition, within the time limits specified in section 6 of this bylaw. An envelope marked with the printed word "Ballot" and an appropriate larger envelope to receive the ballot envelope bearing on the face thereof some distinguishing mark or symbol and the name and address of the National Secretary shall be included with the recall mailing. The members shall mark their ballots, seal them in the ballot envelope, and place the ballot envelope in the larger envelope, on which larger envelope shall be written the signature and address of the member, the name of the lodge or study center to which the member belongs or the words "member-at-large," and mailed to the National Secretary, who shall preserve the envelopes unopened until the date set for their counting.

Section 8. *Counting the Votes.* The valid ballot returns shall be opened on the day following the final day for returning ballots by a committee of three, consisting of the National Secretary or a representative of the National Secretary and two other members appointed by the National Secretary, one of whom shall be for and the other against the recall proceeding.

Section 9. *Announcement of Result.* Immediately after the ballots have been counted, the result shall be publicly announced by the National Secretary and shall be published in the next issue of the official members' magazine. All returned recall ballots shall be preserved until after the next Annual Meeting, in order that a recount may be made if called for at that Annual Meeting.

Section 10. *Temporary Replacements in a Vacated Office.* In the event of a recall of an

elected official, occupancy of the office by that official shall forthwith cease, and the National President shall appoint a temporary incumbent, not the recalled official, until the office is filled by the regular procedure by which the person recalled was elected. If the person recalled should be the National President, then the procedures set forth in section 8 of bylaw 5, "Vacancy in the Office of National President," shall be followed.

*Bylaw 11: Amendments*

These bylaws may be altered, amended, added to, or subtracted from only by following the procedures set forth in division A of bylaw 10.

Any changes proposed by the Board of Directors between Annual Meetings shall be submitted to the membership in accordance with sections 2, 3, and 4 of bylaw 10.

Any proposed change or changes in the bylaws shall be examined by the Judiciary Committee for prompt revision, if necessary, of form but not substance.

*Bylaw 12: Effective Date of These Bylaws*

These bylaws shall become legally effective and supersede all previous bylaws of the Theosophical Society in America upon the date of their adoption by referendum.