

Chapter 63

Fraternal Orders

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CROSS REFERENCES

Crimes with respect to organizations, orders and societies, 165.305 to 165.340

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Stock transfers, Ch. 58

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63.010 Incorporation for holding of property; articles; filing. Any 10 or more residents of this state who are members of any chartered body or of different chartered bodies of any fraternal order or society who desire to incorporate for the purpose of owning real or personal property or both real and personal property for the purpose and for the benefit of such bodies, may make and execute articles of incorporation. No lodge shall be incorporated contrary to the provisions of the laws and regulations of the order or society of which it is a constituent part. The articles shall be executed in triplicate, subscribed by each of the persons associating themselves together, and acknowledged before some officer authorized to take the acknowledgment of deeds. The articles, at the election of the incorporators, may either provide for the issuing of capital stock or for incorporation as a society or corporation without shares of stock. One copy of such articles shall be filed in the office of the Corporation Commissioner, accompanied by a filing fee of \$5; another shall be filed and recorded in the office of the county clerk of the county where the organization is located, and the third shall be preserved in the records of the corporation.

63.020 Contents of articles of incorporation. The articles of incorporation shall set forth:

(1) The names of the persons so associating themselves, their residences and the name and location of the lodge, chapter or society to which they severally belong.

(2) The corporate name assumed by the corporation and its duration, if limited.

(3) The purpose of the association, which shall be to provide, maintain and operate a building or buildings to be used for fraternal and social purposes and for the benefit of the several bodies represented in the association.

(4) The place where the corporation proposes to have its principal place of business.

(5) The amount of capital stock and the par value per share, if the association is organized as a joint stock company.

63.030 Corporate body; powers. Upon making and filing the articles of incorporation, the persons subscribing them and their successors in office and associates, by the name assumed in the articles, shall there-

after be deemed a body corporate, and may:

(1) Acquire and possess real and personal property.

(2) Erect and own suitable building or buildings to be used, in whole or in part, for meetings of fraternal bodies, and for all social and fraternal purposes of the several bodies represented in the membership of the corporation.

(3) Exercise all other powers that may lawfully be exercised by other corporations organized under the general incorporation laws of Oregon.

(4) Borrow money, and for that purpose issue its bonds and mortgage its property to secure their payment.

63.040 Membership certificates evidencing interests. If the corporation is not a joint stock company, it may provide in its bylaws for issuing to the several bodies represented in its membership certificates of participation, which shall evidence the respective equitable interests of such bodies in the properties held by the corporation.

63.050 Qualifications and rights of holders of certificates. The corporation may provide in its bylaws the manner in which the certificates of participation of its certificates or shares of stock shall be held and represented. It may also in like manner provide that its shares of stock shall not be transferred to, or be held or owned by, any person, or by any corporation other than a chartered body of the order or society represented in its membership.

63.060 Members; trustees or directors; term of office. The corporation may provide in its bylaws for succession to its original membership and for new membership. It may also provide for the election from its members of a board of trustees, or a board of directors, and fix their number and term of office. However, there shall always be upon the board at least one representative from each of the several bodies represented in the membership of the association; and the term of office of a trustee shall not exceed three years.

63.070 Management; election of officers. The management and control of the business and property of the corporation shall be fixed in the board of trustees or board of directors. The trustees or directors shall elect from their own number at each annual meeting of the corporation a presi-

dent, vice-president, secretary and treasurer, who shall perform the duties of their respective offices in accordance with the by-laws of the corporation and the rules and regulations prescribed by the board.

63.080 to 63.100 [Reserved for expansion]

63.110 Removal of limitations on property held by lodges chartered by special Act; change of name. (1) No lodges chartered by special Act of the Legislative Assembly of the Territory of Oregon, prior to the adoption of the Constitution of 1859, shall be limited as to the value of the real or personal property which they may hold for their use or benefit.

(2) Any of such lodges may change the name given it by the special Act by adopting a resolution at any regular meeting and by filing a certified copy thereof, signed by the highest officer and secretary under the seal of the lodge, with the Corporation Commissioner, accompanied by a fee of \$10, and by filing a like certified copy with the county clerk of the county within which such lodge is located.

(3) The lodges which accept and ratify this section shall do so by resolution passed at any regular meeting and shall file a certified copy thereof with the Corporation Commissioner, accompanied by a fee of \$10, and another such copy with the county clerk of the county within which such lodge is located.