

BENEVOLENT ORDERS LAW

Laws 1909, Chap. 11

AN ACT relating to benevolent orders, constituting chapter three of the consolidated laws.

Became a law, February 17, 1909, with the approval of the Governor.
Passed, three-fifths being present.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

CHAPTER 3 OF THE CONSOLIDATED LAWS

BENEVOLENT ORDERS LAW

- Article 1. Short title (§§ 1--1-b).
2. General provisions (§§ 2-14).
 3. Laws repealed; when to take effect (§§ 20, 21).

ARTICLE 1

Short Title

Section 1. Short title.

- 1-a. Applicability of not-for-profit corporation law to benevolent orders.
- 1-b. Definition.

§ 1. Short title. This chapter shall be known as the "Benevolent Orders Law."

§ 1-a. Applicability of not-for-profit corporation law to benevolent orders. 1. The not-for-profit corporation law applies to every corporation heretofore or hereafter formed under this chapter, or under any other statute or special act of this state, or under laws other than the statutes of this state, which has as its purpose or among its purposes a purpose for which a corporation may be formed under this chapter, provided that:

(a) If any provision of the not-for-profit corporation law conflicts with any provision of this chapter, the provision of this chapter shall prevail and the conflicting provision of the not-for-profit corporation

law shall not apply in such case. If any provision of this chapter relates to a matter embraced in the not-for-profit corporation law but is not in conflict therewith, both provisions shall apply.

(b) A corporation to which the not-for-profit corporation law is made applicable by this section shall be treated as a "corporation", "domestic corporation", or "foreign corporation", as such terms are used in the not-for-profit corporation law, except that the purposes for which any such corporation has been or may be formed under this chapter shall not thereby be extended.

(c) The following provisions of the not-for-profit corporation law shall not apply to benevolent orders: section two hundred one, article four, paragraphs (a), (b), and (c) of section eight hundred four, section nine hundred seven, section nine hundred eight, section nine hundred nine, section ten hundred twelve, and article fourteen.

(d) Section six hundred eight of the not-for-profit corporation law shall not apply to any corporation to which this chapter applies to the extent that the provisions of such section conflict with any provision of the certificate of incorporation or of the by-laws, heretofore or hereafter adopted, of such corporation. Action to amend the certificate of incorporation or by-laws in relation to quorum requirements may be taken at a special meeting of members at which the quorum requirements applicable to the corporation as of August thirty-first, nineteen hundred seventy-one are fulfilled, but action may be taken only once under this sentence.

(e) For the purposes of this section and elsewhere in this chapter, the effective date of the not-for-profit corporation law as to corporations to which the not-for-profit corporation law is made applicable by this section shall be September first, nineteen hundred seventy-one.

2. From and after the effective date of this section the general corporation law shall not apply to any corporation to which this chapter applies.

§ 1-b. Definition. The term "minor", as used in this chapter, means a person who has not attained the age of eighteen years.

ARTICLE 2
General Provisions

- Section 2. Organization.
- 3. Powers.
 - 3-a. (enacted without section heading).
 - 4. Terms of trustees.
 - 5. Powers of trustees.
 - 6. Reorganization.
 - 7. Joint corporations.
 - 7-a. Consolidation.
 - 8. Trustees.
 - 9. Powers of joint corporations.
 - 10. Mortgaging property.
 - 11. Reincorporation of joint corporations.
 - 12. Placing minors by adoption.
 - 13. (enacted without section heading).
 - 14. Changes of purposes and powers of corporations incorporated or reincorporated hereunder.

§ 2. Organization. Either of the following orders:

- 1. A lodge of Free and Accepted Masons duly chartered by and installed according to the general rules and regulations of the Grand Lodge of Free and Accepted Masons of the State of New York;
- 2. A chapter of Royal Arch Masons duly chartered by and installed according to the general rules and regulations of the Grand Chapter of Royal Arch Masons of the state of New York;
- 3. A council of Royal and Select Masons duly chartered by and installed according to the general rules and regulations of the Grand Council of Royal and Select Masters of the state of New York;
- 4. A commandery of Knights Templar duly chartered by and instituted

according to the general rules and regulations of the Grand Commandery of the state of New York;

5. A consistory, chapter, council or lodge duly chartered by and instituted according to the general rules and regulations of the Supreme Council of the Ancient and Accepted Scottish Rite for the Northern jurisdiction of the United States;

6. A lodge of Odd Fellows, duly chartered by and installed according to the general rules and regulations of the Grand Lodge of the Independent Order of Odd Fellows of the state of New York;

7. A Temple of Nobles of the Mystic Shrine duly chartered by and instituted according to the general rules and regulations of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America;

8. A lodge of the Knights of Pythias, duly chartered by and installed according to the general rules and regulations of the Grand Lodge of the Knights of Pythias of the state of New York;

9. A post of the Grand Army of the Republic, chartered and installed according to the regulations of that organization;

10. Any lodge of the Benevolent and Protective Order of Elks duly chartered by and installed according to the regulations of that organization;

11. Any subordinate lodge, tribe or other body of any benevolent or fraternal order or society incorporated under and pursuant to the laws of this state;

12. A council of the Knights of Columbus chartered and instituted by the National Council of the Knights of Columbus, pursuant to the constitution and laws of said order;

13. Any high court, subordinate court, or companion court of the

Independent Order of Foresters chartered and instituted by the Supreme Court of the Independent Order of Foresters pursuant to the constitution and laws of said order;

14. A tribe of the Improved Order of Red Men, duly chartered by and instituted according to the general rules and regulations of the Great Council of the Improved Order of Red Men of the state of New York;

15. The Supreme Council of the Mystic Order of Veiled Prophets of the Enchanted Realm, or a subordinate grotto duly chartered by and instituted according to the general rules and regulations of said supreme council;

16. Any subordinate lodge of the Order of American True Ivorites chartered and instituted in accordance with the regulations of the Grand lodge of the Order of American True Ivorites;

17. Any subordinate aerie of the Fraternal Order of Eagles chartered and instituted in accordance with the regulations of the grand aerie of the Fraternal Order of Eagles;

18. Any subordinate council of the Junior Order of United American Mechanics under the jurisdiction of the national council of such order.

19. Any local camp of the Modern Woodmen of America chartered and instituted in accordance with the regulations of the head camp of the Modern Woodmen of America.

20. The Supreme or Cosmopolitan Council of the Brotherhood of the Commonwealth.

21. A tent of the Knights of the Maccabees of the World, duly chartered and instituted according to the general rules and regulations of the supreme tent of the Knights of the Maccabees of the World:

22. Any subordinate lodge of the Loyal Order of Moose, duly chartered and instituted in accordance with the constitution and laws of the

supreme lodge of the world, Loyal Order of Moose.

23. The Catholic Daughters of America, or any subordinate court thereof, which is duly chartered and instituted in accordance with the constitution and laws of said Catholic Daughters of America.

24. The Home Nest or any subordinate nest of the Order of Owls duly chartered by and instituted according to the general rules and regulations of the Home Nest of the Order of Owls;

25. An encampment of the Independent Order of Odd Fellows, duly chartered by and installed according to the general rules and regulations of the grand encampment of the Independent Order of Odd Fellows;

26. A canton of patriarchs militant, duly chartered by and installed according to the general rules and regulations of the sovereign grand lodge of the Independent Order of Odd Fellows;

27. A commandery of the Knights of Malta, chartered by and instituted according to the general rules and regulations of the Supreme Grand Commandery of the Ancient and Illustrious Order of Knights of Malta;

28. A sisterhood of the Dames of Malta, Ladies of the Order of Saint John, Ancient and Illustrious Order, Knights of Malta, Continent of America, chartered by and instituted according to the general rules and regulations of the Zenodacia of the Dames of Malta;

29. A council of the Degree of Pocahontas of the Improved Order of Red Men, duly chartered by and instituted according to the general rules and regulations of The Great Council of New York State, Degree of Pocahontas of the Improved Order of Red Men.

30. A chapter of American Legion, chartered and installed according to the regulations of that organization. A post, county committee, or department organization of the American Legion, duly chartered according to the regulations of that organization.

30-a. A unit, county committee or department organization of the American Legion Auxiliary, duly chartered according to the regulations of that organization.

30-b. A county or department organization of Le Boutique des Huit Chapeaux et Quarante Femmes, duly chartered according to the regulations of that organization.

31. The State Camp of New York of the Patriotic Order Sons of America, or any subordinate camp thereof duly chartered by and instituted according to the rules and regulations of such State Camp.

32. A chapter of the order of the Eastern Star duly chartered by and instituted according to the general rules and regulations of the Grand Chapter of the Order of the Eastern Star of the State of New York.

33. Any subordinate lodge of the Independent Order Brith Abraham of the United States of America, chartered by and installed according to the general rules and regulations of the United States Grand Lodge, Independent Order Brith Abraham.

34. A department or county La Societe des Quarante Hommes et Huit Chevaux, chartered and installed according to the regulations of the American Legion.

35. A court of the order of the Amaranth duly chartered by and instituted according to the general rules and regulations of the Grand Court of the Order of the Amaranth of the State of New York.

36. Order of the Alhambra.

37. A post or detachment of the marine corps league.

37. Ancient Order of Hibernians.

38. A post of Jewish War Veterans of the United States, Inc.

38-a. A post of Catholic War Veterans, Inc.

38-b. A post or counties council of the Veterans of Foreign Wars of the United States, Incorporated.

39. A chapter of the Army and Navy Union of the United States of America, chartered and installed according to the regulations of that organization; a garrison, county or district council or department organization of the Army and Navy Union of the United States of America, duly chartered according to the regulations of that organization.

40. A post, county, committee or department organization of the Regular Veterans' Association, duly chartered and installed according to the regulations of that organization.

41. A chapter, county, committee or department organization of the Disabled American Veterans, duly chartered and installed according to the regulations of that organization.

42. Veterans of National Guard and Naval Militia, or any subordinate post or council, which is duly chartered and instituted according to the general rules and regulations of the Veterans of National Guard and Naval Militia.

43. A post, county, district or departmental organization of AMVETS (American Veterans of World War II), duly chartered and installed according to the regulations of that organization.

44. A post, county district or department organization of the Air Force Association, duly chartered and installed, according to the regulations of that organization.

45. A post, county, district or departmental organization of Italian American War Veterans of the United States, Incorporated, duly chartered and installed according to the regulations of that organization.

45-a. A post, county, district or departmental organization of Ladies' Auxiliary, Italian American War Veterans of the United States, Incorporated, duly chartered and installed according to the regulations of that organization.

46. A lodge of the Improved Benevolent and Protective Order of Elks of the World duly chartered by and installed according to the regulations of that organization.

47. The Masonic War Veterans of the State of New York, Incorporated, or any subordinate post thereof which is duly chartered and installed according to the general rules and regulations of that organization.

48. A lodge of Free and Accepted Masons duly chartered by and installed according to the general rules and regulations of the Prince Hall Grand Lodge of Free and Accepted Masons of the State of New York.

49. A temple of Nobles of the Mystic Shrine, duly chartered by and installed according to the general rules and regulations of the Imperial Council of the Ancient Egyptian Arabic Order Nobles Mystic Shrine of North and South America and its Jurisdictions, Inc.

50. A Forest duly chartered by and installed according to the general rules and regulations of the Supreme Forest, Tall Cedars of Lebanon, of the United States of America.

51. Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated, and any subordinate lodge of the Grand Lodge of the State of New York, Order Sons of Italy in America, duly chartered by and installed according to the general rules and regulations of the Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated.

51-a. A post, county, district or departmental organization of Ladies' Lodges, Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated, duly chartered and installed according to the regulations of that organization.

52. A chapter of the order of the American Hellenic Educational Progressive Association, Incorporated, duly chartered and installed according to the constitution and laws of the supreme lodge of said order.

53. The Department of New York, Polish Legion of American Veterans, or any subordinate post thereof, which is duly chartered and instituted in accordance with the constitution and by-laws of the Polish Legion of American Veterans, U. S. A. , and the Ladies Auxiliary, Department of New York, Polish Legion of American Veterans or any subordinate chapter thereof, which is duly chartered and installed according to the regulations of the Polish Legion of American Veterans.

54. Blinded Veterans Association New York, Inc.

55. A clan of the United Scottish Clans of New York and New Jersey duly chartered and installed according to the regulations of that organization.

56. A subordinate of the King of Tyre Affiliation A.F. and A.M. of the State of New York.

57. The International Veterans Boxers Association.

58. St. Paul's Conclave No. 12, Red Cross of Constantine of New York city.

59. The Vietnam Veterans of America, or any subordinate chapter thereof, which is duly chartered by and instituted according to the constitution and laws of that organization.

May elect at any regular communication, convocation, encampment or other regular meeting thereof, by whatever name known, held in accordance with the constitution and general rules and regulations of such grand lodge, chapter, commandery or council, or other governing body to which it belongs, or with which it is connected, and in

conformity to its own by-laws, if it has any, not less than three nor more than five trustees or an executive committee of not more than five members for such lodge, chapter, commandery, consistory, council, temple, post, court, tribe, grotto, aerie, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, who shall be members thereof in full membership and in good and regular standing therein; and may file in the office of the secretary of state, a certificate of such election, signed and acknowledged by the first three elective officers of such lodge, chapter, commandery, consistory, council, temple, post, court, tribe, grotto, aerie, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, stating the time and place of such election and that same was regular, the names of such trustees or executive committee, and the term, severally, for which they are elected to serve, and the name of the lodge, chapter, commandery, consistory, council, temple, post, court, tribe, grotto, aerie, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, for which they are elected.

Notwithstanding the foregoing provisions of this section, any such order may determine, at any regular communication, convocation, encampment or other regular meeting thereof, by whatever name known, held in accordance with the constitution and general regulations of the grand lodge, chapter, commandery, council or other governing body to which it belongs or with which it is connected, and is in conformity with its own by-laws, if there be any, to increase or decrease the number of trustees or executive committee members elected under the provisions of this section; provided, that the number of such trustees or members shall in no event be less than three; and provided, that the foregoing provisions of this section shall, to the extent not inconsistent with this paragraph, be applicable to any order making the determination authorized by this paragraph.

§ 3. Powers. Such trustees or executive committee may take, hold and convey by and under the direction of such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, aerie, camp, tent, nest, encampment or canton, or Degree of Pocahontas council all the

temporalities and property belonging thereto, whether real or personal, and whether given, granted or devised directly to it or to any person or persons for it, or in trust for its use and benefit, and may sue for and recover, hold and enjoy all the debts, demands, rights and privileges, and all buildings and places of assemblage, with the appurtenances, and all other estate and property belonging to it in whatsoever manner the same may have been acquired, or in whose name soever the same may be held, as fully as if the right and title thereto had been originally vested in them; and may purchase and hold for the purpose of the lodge, chapter, commandery, consistory, council, temple, grotto, aerie, post, tribe, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, other real and personal property, and demise, lease and improve the same. Such trustees or executive committee may also issue their bonds or other evidences of indebtedness in such amounts and for such time and in such form as they shall determine either for the purpose of raising money to pay for any real estate purchased and held by them, and for the improvement of the same, as hereinbefore provided, or for any other past indebtedness, and may mortgage such real estate for the purpose of securing the bonds or other evidences of indebtedness so issued by them. Bonds and mortgages for other than moneys to pay for such real estate and the improvement thereof as above, shall only be issued after an order of the supreme court permitting and allowing same upon petition of all the trustees of the property of such executive committee of the lodge, chapter, commandery, consistory, council, temple, grotto, aerie, post, camp, tent, nest, encampment or canton. The petition shall briefly state the purposes and reason for same and shall state that the petition is made by and under the direction duly had or given at a regular or state communication, convocation, encampment or meeting thereof according to its constitution and general regulations. The court may permit and allow the issuance of said bonds and mortgages by the trustees or executive committee if it deems the same proper and for the best interests of the said lodge, chapter, commandery, consistory, council, temple, grotto, aerie, post, camp, tent, nest, encampment or canton. The order shall provide that the moneys shall be applied and expended for the same purposes set forth in the petition. The proceeds of such bonds or other evidences of indebtedness shall be applied exclusively to the purpose for which the same was borrowed

either to pay for such real estate and the improvement thereof or any other past indebtedness. Every such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, aerie, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, may make rules and regulations, not inconsistent with the laws of this state, or with the constitution or general rules or laws of the grand lodge or other governing body to which it is subordinate, for managing the temporal affairs thereof, and for the disposition of its property and other temporal concerns and revenue belonging to it, and the secretary and treasurer thereof, duly elected and installed according to its constitution and general regulations and law, shall, for the time being be ex-officio its secretary and treasurer. No board of trustees or executive committee for any lodge, chapter, commandery, consistory, council, temple, grotto, aerie, post, tribe, camp, tent, nest, encampment or canton or Degree of Pocahontas council, filing the certificate aforesaid, shall be deemed to be dissolved for any neglect or omission to elect a trustee or member of such executive committee, annually, or fill any vacancy or vacancies that may occur or exist at any time in said board or committee, but it shall and may be lawful for said lodge, chapter, commandery, consistory, council, temple, grotto, aerie, post, tribe, camp, tent, nest, encampment or canton, or Degree of Pocahontas council, to fill such vacancy or vacancies at any regular communication thereafter to be held, and till a vacancy arising from the expiration of the term of office of a trustee or member of such executive committee is filled, as aforesaid, he shall continue to hold the said office and perform the duties thereof.

§ 3-a. (enacted without section heading). A subordinate lodge, chapter, post, council, commandery, temple, court or other organization entitled to file a certificate of election of trustees under section two of the benevolent orders law shall, while the warrant or charter for said lodge, chapter, post, council, commandery, temple, court or other organization, is in force so as to entitle it to operate as a subordinate body of the grand lodge or other grand body under whose jurisdiction it operates, be deemed to be a corporate entity for the purpose of making contracts, incurring liabilities, and acquiring

rights, and of suing and being sued in the courts of this state in its own name, but may not take, hold, lease, mortgage, convey or otherwise dispose of real property unless it shall have filed the certificate required by section two of the benevolent orders law. In the absence of fraud or bad faith, the members, officers and trustees of a lodge, chapter, post, council, commandery, temple, court or other organization, enumerated in section two of the benevolent orders law, shall not be personally liable for its debts, obligations or liabilities.

§ 4. Terms of trustees. 1. The persons first elected trustees of such lodge, chapter, commandery, consistory, council, temple or post, if a lodge of Free and Accepted Masons, or a chapter of Royal Arch Masons, shall be divided by lot by the officer making the certificate of election, so that the term of one shall expire on the day of the festival of Saint John the Evangelist, next thereafter, and another in one year, and the third in two years thereafter. If other than a lodge or chapter of Free and Accepted Masons, the trustees first elected shall be divided by lot by the officers making the certificate of election, so that the term of one will expire in one year, one in two years, and one in three years thereafter. One trustee shall annually thereafter be elected by such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council, by ballot, in the same manner and at the same time as the first three officers thereof severally are or shall be elected according to its constitution, by-laws and regulations; and a certificate of such election under the hands of such officers and the seal of the lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council, if it has any, shall be made, and shall be evidence of such election and entitle the person so elected to act as trustee. If any trustee dies, resigns, demits, is suspended or expelled, removes from the state, or becomes incapacitated for performing the duties of his office, his office shall be deemed vacant. Such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council, may, at any regular communication, convocation, encampment or other

regular meeting, by whatever name known, fill any vacancy in the office of trustee, by ballot, which election shall be certified in like manner and with like effect as an annual election, and the person so elected shall hold his office during the unexpired term of the trustee, whose place he was elected to fill.

2. In the event that any such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or degree of Pocahontas council shall, in accordance with the constitution and general rules and regulations of its grand lodge, chapter, commandery, council or other governing body to which it belongs or with which it is connected, and in conformity to its own by-laws, if it has any, determines to increase the number of its trustees from three to five, the two additional trustees shall be first elected at the same time as the trustee elected to succeed whichever of the previously elected trustees whose term first expires. At such election each of the three trustees elected shall, by lot, be assigned a term of one, two or three years, as the case may be. Thereafter all trustees shall be elected for terms of three years.

3. In the event that any such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or degree of Pocahontas council shall, in accordance with the constitution and general rules and regulations of its grand lodge, chapter, commandery, council or other governing body to which it belongs or with which it is connected, and in conformity to its own by-laws, if it has any, determines to increase the terms of its trustees from three to five years, the trustees hereafter elected shall be elected for terms of five years each.

4. Notwithstanding the provisions of subdivision one of this section, trustees of lodges of Free and Accepted Masons shall be elected and their terms commence at the first stated lodge communication next following the Grand Lodge Annual Communication.

§ 5. Powers of trustees. 1. Such trustees shall have the care,

management and control of all the temporalities and property of the lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council, and they shall not sell, convey, mortgage or dispose of any property except by and under its direction, duly had or given at a regular or stated communication, convocation, encampment or meeting thereof, according to its constitution and general regulations. They shall at all times obey and abide by the directions, orders and resolutions of such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council, duly passed at any regular or stated communication, convocation, encampment or meeting thereof not in conflict with the constitution and laws of this state or of the grand body to which it shall be subordinate, or of such lodge, chapter, commandery, consistory, council, temple, grotto, post, tribe, tent, nest, camp, encampment or canton, or Degree of Pocahontas council.

2. If a lodge of Free and Accepted Masons or a chapter of Royal Arch Masons, surrender its warrant to the grand body to which it is subordinate or is expelled or becomes extinct, according to the general rules or regulations of such body, the trustees then in office shall, out of the property belonging to such lodge or chapter, satisfy all just debts due from it and transfer the residue of its property to the "trustees of the masonic hall and asylum fund," a corporation created by chapter two hundred seventy-two of the laws of eighteen hundred sixty-four, entitled "An act to incorporate the trustees of the masonic hall and asylum fund," and unless reclaimed by such lodge or chapter within three years from such transfer, in accordance with the constitution and general regulations of such grand body, the same, with the avails or increase thereof, shall be applied by the "trustees of the masonic hall and asylum fund" to the benevolent purposes for which such trustees were created in and by such act.

3. If a lodge of Odd Fellows, duly chartered by and installed according to the general rules and regulations of the Grand Lodge of the Independent Order of Odd Fellows of the state of New York, surrender its charter to the grand lodge to which it is subordinate or is expelled or

becomes extinct, according to the general rules or regulations of such grand lodge, trustees appointed by the Grand Master shall, out of the property belonging to such lodge, satisfy all just debts due from it and transfer the residue of its property to the Grand Lodge of the Independent Order of Odd Fellows of the state of New York, and unless reclaimed by such lodge within three years from such transfer, in accordance with the constitution, by-laws, rules and regulations of such grand lodge, the same, with the avails or increase thereof shall become the property of the grand lodge.

4. If a lodge of Knights of Pythias, duly chartered according to the constitution, statutes and rules and regulations of the Grand Lodge Knights of Pythias, of the state of New York, surrenders its charter to said Grand Lodge to which it is subordinate, or whose charter is vacated by said Grand Lodge, or if such lodge becomes extinct, according to the constitution, statutes and rules and regulations of said Grand Lodge, one or more trustees appointed by the Grand Chancellor shall, out of the real, personal or mixed property belonging to such lodge, satisfy all just debts due from it, and transfer the residue of its property to the Grand Lodge Knights of Pythias, of the state of New York, and, unless reclaimed by such lodge within five years from the time when its charter was or is surrendered or vacated, or from the time when it became or becomes extinct, and in accordance with the constitution, statutes, rules and regulations of said Grand Lodge, the same, with the avails or increase thereof, shall automatically, and without further action being required, become the property of said Grand Lodge, whenever such surrender, vacating or extinction occurred, even if prior to the date when this subdivision became effective; and the provisions hereof as to the transfer of said property to said Grand Lodge shall apply to such surrender or vacating of the charter of such lodge, or its becoming extinct, prior to the effective date of this subdivision, if the property thereof has not been reclaimed.

5. If a lodge of the Benevolent and Protective Order of Elks, duly chartered according to the constitution, statutes, rules and regulations of the Grand Lodge of the Benevolent and Protective Order of Elks, surrenders its charter to said Grand Lodge to which it is subordinate,

or whose charter is vacated by said Grand Lodge, or if such lodge becomes extinct, according to the constitution, statutes, rules and regulations of said Grand Lodge, trustees appointed by the Grand Exalted Ruler shall receive, hold, conserve, manage or sell the lodge property, both real and personal, satisfy all just debts of the lodge, and retain and invest the net proceeds therefrom, in trust, until such time as said lodge may be reinstated or a new charter be granted in the same jurisdiction, except that the Grand Exalted Ruler shall direct that the remaining trust assets be conveyed to a tax exempt charitable organization of the State Association or, if there is no such tax exempt charitable organization, to the Grand Lodge Emergency Charity Fund if he shall determine, after ten years from the creation of the trust, that the lodge in question is not going to be reinstated or a new charter be granted in the same jurisdiction.

6. If a lodge of Moose International, Inc., duly chartered according to the constitution and bylaws of Moose International, Inc., surrenders or suffers revocation of its charter to Moose International, Inc., to which it is subordinate, or if such lodge becomes extinct, according to the constitution and bylaws of Moose International, Inc., the paraphernalia, supplies, property, cash and other assets remaining after payment of all indebtedness of the lodge shall be transferred to Moose International, which shall hold, conserve, manage or sell the property of lodge, both real and personal, and invest the net proceeds therefrom in a defunct lodge account, in the name of Moose International, Inc.

§ 6. Reorganization. Any such lodge, chapter, commandery, consistory, council, temple or post heretofore incorporated by the laws of this state, or thereby heretofore enabled to take and hold real or personal property, or both, may surrender its act of incorporation, charter or privilege so conferred upon it, and may become enabled to take and hold real or personal property, or both, under the provisions of this chapter, on making and filing a certificate in the manner specified in this chapter, and stating therein, in addition to what is required in such a certificate, the surrender of such act of incorporation, charter or privilege, specifying the same. The property theretofore held and

possessed by it shall be fully vested in its trustees, who shall have all the rights, powers and privileges, and be subject to all the provisions of this chapter.

§ 7. Joint corporations. 1. Any number of masonic bodies within the state, chartered by the Grand Lodge of Free and Accepted Masons of the State of New York, the Grand Chapter of Royal Arch Masons of the State of New York, the Grand Council of Royal and Select Masters of the State of New York, the Grand Commandery of Knights Templar of the State of New York, the Supreme Council of the Ancient and Accepted Scottish Rite for the Northern Masonic jurisdiction, United States of America, the Imperial Council of the Ancient Arabic Order of Nobles of the Mystic Shrine for North America, or the Supreme Council of the Mystic Order of Veiled Prophets of the Enchanted Realm of the United States of America, any number of chapters of the Order of the Eastern Star chartered by the Grand Chapter of the Order of the Eastern Star of the State of New York and any number of masonic clubs duly chartered by or affiliated with the National League of Masonic Clubs, and any number of courts of the Order of the Amaranth chartered by the Grand Court of the Order of the Amaranth of the State of New York;

2. Any subordinate courts or other bodies of the Foresters of America, instituted, established or authorized by the supreme or a grand court thereof;

3. Any lodges, encampments and cantons within the state chartered by the Grand Lodge of the Independent Order of Odd Fellows, the Grand Encampment or by the Sovereign Grand Lodge of the Independent Order of Odd Fellows, pursuant and subject to the constitution, general rules or laws of said order.

4. Any Rebekah lodges under the control and direction of the General Assembly of Rebekah lodges of the State of New York, chartered by the Grand Lodge of the Independent Order of Odd Fellows of the State of New York, pursuant and subject to the constitution, general rules or laws of said order or by the Sovereign Grand Lodge of the Independent Order of

Odd Fellows;

5. Any lodges or other bodies of the Knights of Pythias duly chartered by and installed according to the general rules and regulations of the grand lodge of Knights of Pythias of the State of New York;

6. Any post of the Grand Army of the Republic chartered and installed according to the regulations of that organization;

7. Any lodges or other bodies of the Benevolent and Protective Order of Elks duly chartered by and installed according to the regulations of that organization;

8. Any lodges or other bodies of the Deutcher Orden der Harugari, duly chartered and installed according to the general rules and regulations of the grand lodges of the Deutcher Orden der Harugari of the state of New York, or of the Sovereign Grand Lodge of the Deutcher Orden der Harugari of the United States;

9. Any councils or other bodies of the Knights of Columbus chartered and instituted by the National Council of the Knights of Columbus pursuant to the charter, constitution and laws of said order;

10. Any tribes or other bodies of the Improved Order of Red Men chartered and instituted according to the constitution, general rules and regulations of the Improved Order of Red Men of the State of New York;

11. Any councils of the Degree of Pocahontas of the state of New York;

12. Any councils of the Degree of Pocahontas of the Improved Order of Red Men, duly chartered and instituted according to the rules and regulations of The Great Council of New York State, Degree of Pocahontas of the Improved Order of Red Men;

13. The State Camp of New York of The Patriotic Order Sons of America and any subordinate camps of the Patriotic Order Sons of America duly

chartered and instituted according to the rules and regulations of the State Camp of New York of the Patriotic Order Sons of America;

14. Any commanderies of the Knights of Malta, chartered by and instituted according to the general rules and regulations of the Supreme Grand Commandery of the Ancient and Illustrious Order of Knights of Malta;

15. Any sisterhoods of the Dames of Malta, Ladies of the Order of Saint John, Ancient and Illustrious Order, Knights of Malta, Continent of America, chartered by and instituted according to the general rules and regulations of the Zenodacia of the Dames of Malta;

16. Any number of posts of the American Legion chartered and installed according to the regulations of that organization;

16-a. Any number of posts of Jewish War Veterans of the United States, Inc., chartered and installed according to the regulations of that organization;

16-b. Any number of posts of Catholic War Veterans, Inc., chartered and installed according to the regulations of that organization;

16-c. Any number of garrisons of the Army and Navy Union of the United States of America, chartered and installed according to the regulations of that organization;

16-d. Any member of posts or councils of the Veterans of National Guard and Naval Militia, chartered and instituted according to the general rules and regulations of that organization:

16-e. Any number of posts of the Masonic War Veterans of the State of New York, Incorporated, chartered and installed according to the regulations of that organization;

16-f. Any number of posts of Italian American War Veterans of the United States, Incorporated, chartered and installed according to the

regulations of that organization.

16-g. Any number of units of the American Legion Auxiliary and Le Boutique des Huit Chapeaux et Quarante Femmes, chartered and installed according to the regulations of those organizations;

16-h. Any number of units of Ladies' Auxiliary, Italian American War Veterans of the United States, Incorporated, chartered and installed according to the regulations of that organization.

16-i. Any number of charters of the Vietnam Veterans of America, chartered and installed according to the regulations of that organization;

17. Any number of trades unions, trades assemblies, trades associations or labor organizations;

18. Any number of subordinate lodges, tribes or other bodies of any benevolent or fraternal order or society incorporated under and pursuant to the laws of this state;

18-a. Any subordinate lodge of the Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated, duly chartered by and installed according to the general rules and regulations of the Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated.

18-b. Any number of units of Ladies' Lodges, Grand Lodge of the State of New York, Order Sons of Italy in America, Incorporated, duly chartered and installed according to the regulations of that organization.

19. Any subordinate lodges within the state, chartered by and installed according to the general rules and regulations of the United States Grand Lodge, Independent Order Brith Abraham of the United States of America;

19-a. Any number of chapters of the order of the American Hellenic Educational Progressive Association, Incorporated, duly chartered and installed according to the constitution and laws of the supreme lodge of said order.

19-b. Any member of posts or units of the Department of New York, Polish Legion of American Veterans, or any subordinate post thereof, which is duly chartered and instituted in accordance with the constitution and by-laws of the Polish Legion of American Veterans, U. S. A. , and the Ladies Auxiliary, Department of New York, Polish Legion of American Veterans or any subordinate chapter thereof, which is duly chartered and installed according to the regulations of the Polish Legion of American Veterans.

19-c. Any number of clans of the United Scottish Clans of New York and New Jersey, duly chartered and installed according to the regulations of that organization;

20. A subordinate of the King of Tyre Affiliation A.F. and A.M. of the State of New York.

21. Any of the benevolent or fraternal orders or societies, or their subordinate bodies, enumerated in this section;

22. The International Veterans Boxers Association.

May unite in forming a corporation, providing they do not hold membership in a similar organization, for the purpose of acquiring, constructing, maintaining and managing a hall, temple or other building, or a home for the aged and indigent members of such order and their dependent surviving spouses and orphans, of acquiring, constructing, maintaining and managing an asylum, home or school for the free education of the orphans and children of the worthy, aged and indigent members of the bodies so uniting and of creating, collecting and maintaining a library for the use of the bodies uniting to form such corporation, or for any of such purposes, but the membership of any such lodge, chapter, commandery, consistory, council, temple, grotto, post,

tent, nest, camp, encampment, or canton will be dependent upon its continued allegiance to the governing body by whom it was chartered, installed, and under whose general rules and regulations it exists, and such governing body, if its consent to such incorporation is necessary, and it is a domestic corporation, shall have the right of visitation to such home, asylum or school for the aged and indigent members of such order or society, and their dependent surviving spouses and orphans, for the purpose of controlling and arresting abuses, and to enforce a due observance of the general laws, rules and regulations of such order or society, governing its care, control and maintenance of aged and indigent members, their dependent surviving spouses and orphans, in so far as the same shall not be contrary to any law or statute.

Each body hereafter uniting to form such corporation shall at a regular meeting thereof, held in accordance with its constitution and general rules and regulations or by-laws, elect one or more members thereof for a term of either one, two or three years, as the rules, regulations and by-laws of the body may prescribe, to represent it in such corporation. If the bodies uniting to form such corporation, do not exceed thirty in number, then each representative so elected shall be a trustee of said corporation, and shall make and file in the office of the clerk of the county where such building is, or is to be located, a certificate of such election signed and acknowledged by the highest two officers of the body electing him, stating the time and place of the election, its regularity, the name of the trustee, and the name of the body from which he was elected. If the bodies uniting to form such corporation shall exceed thirty in number then the representatives elected as hereinbefore provided, shall assemble annually at a time and place fixed by the constitution, by-laws, rules and regulations of the corporation, and shall elect from amongst themselves a president, vice-president, secretary and treasurer, each of whom shall be ex-officio trustees of the corporation, and not less than nine nor more than twenty-four other trustees. Each of the bodies uniting to form such corporation shall elect not more than three representatives, who shall be elected in the manner above prescribed and whose certificate of election shall be made and filed in the manner and form above prescribed. The trustees so elected shall make, acknowledge and file

with the secretary of state a certificate stating the name of the corporation to be formed, and indorsed thereon the written consent of the grand body to which it is subordinate, if so required by the general rules and regulations of such superior body, its purposes and objects, the names and places of residence of the trustees, the names of the bodies which they respectively represent, the names of the bodies uniting to form the corporation and their location, and the name of the town, village or city and the county where such building is, or is to be located; and there upon the several bodies so uniting shall be a corporation for the purposes specified in such certificate.

§ 7-a. Consolidation. Any two or more of the bodies enumerated in the preceding section, having the same parent governing body, organized under section two of this chapter may consolidate by taking such action at any regular communication, convocation, encampment or other regular meeting thereof, by whatever name known, held in accordance with the constitution and general rules and regulations of the governing body to which it is subordinate, and in conformity to its own by-laws, and shall thereupon proceed to effect such organization in the manner provided for in section two, as if neither body had heretofore been organized under its provisions. When the certificate required to be filed by such body in the office of the secretary of state under the provisions of this article shall be so filed such separate bodies shall thereupon become one body, and all the temporalities, and property, whether real or personal, now vested in the trustees of each of the bodies so consolidated, in accordance with the provisions of section three of this chapter shall be vested in the trustees of the body formed by the consolidation, which shall be subject to all the liabilities of the former bodies to the same extent as if such liabilities had been contracted or incurred by it.

§ 8. Trustees. The persons executing such certificate and named therein, shall be the board of trustees of such corporation. If but two bodies unite to form such corporation, its by-laws may prescribe the terms of office of the trustees. If more than two bodies so unite, the

trustees shall divide themselves by lot into three classes, not including, however, the president, vice-president, secretary and treasurer, if such officer shall have been elected as provided in section seven hereof, who shall be one year trustees, so that the term of office of the first class shall expire in one year; the term of office of the second class, in two years; and the term of office of the third class, in three years; provided, however, that no trustee shall continue as such after he has ceased to be a representative.

On a vacancy occurring in the office of a trustee of such corporation, the body which he represented shall fill such vacancy, provided the bodies uniting to form such corporation do not exceed thirty in number, and the person so chosen shall hold office for three years, if chosen on the expiration of the term of his predecessor, and otherwise, until the expiration of the original term.

But if the bodies uniting to form such corporation exceed thirty in number, then any vacancy occurring by reason of the expiration of a term or by failure of any trustee to be re-elected as a representative, shall be filled for three years or for the balance of the unexpired term, as the case may be, by the representatives in annual session; and any vacancy occurring otherwise than as above specified, shall be filled until the next annual meeting of the representatives by the body that has lost representation by reason of the vacancy, when it shall be filled by said representatives for the remainder of the unexpired term. If the bodies uniting to form such corporation exceed thirty in number, then the representatives, but if less than thirty in number then the board of trustees, may admit or prescribe rules and regulations for the admission as members of such corporation of other bodies chartered or instituted by the same general governing body as any of the bodies named in such certificate, or by any superior or higher jurisdiction or governing body of the order to which any of such bodies belong, and may prescribe rules and regulations for the withdrawal, expulsion or suspension of any body or bodies having membership in such corporation.

Where the bodies uniting to form such corporation do not exceed thirty in number, the board of trustees shall fix the term of office of such

trustees elected to represent new members of such corporation at one, two or three years, and shall so apportion such new trustees that as nearly as possible the terms of office of one-third of the trustees of such corporation shall expire annually.

Where the organizations so united are trades unions, trades assemblies, trades associations or labor organizations, the board of trustees may, from time to time, admit as members of such corporation and of such board of trustees the representatives of any other labor or trade organization or association whether or not the same be chartered or instituted by the same general governing body as any of the bodies named in such certificate, or by any superior or higher jurisdiction or governing body of the order to which such bodies belong. The board of trustees admitting such members shall file in the county clerk's office a certificate showing such action, and the terms of the representatives so admitted shall be fixed as above provided in the case of other organizations.

Every corporation formed under this chapter must file annually immediately after its annual meeting, in the clerk's office of the county where such building is or is to be located, a certificate giving the names and addresses of the principal officers of the corporation and the names and addresses of the members of the board of trustees, and the names and location of all bodies admitted to or withdrawn or expelled from membership since the filing of the last preceding certificate. And the several bodies comprising such corporation may by a two-thirds vote of all the members present at any regular or special meeting, notice whereof has been duly given according to the constitution, rules and regulations of such body, adopt by-laws, rules and regulations for the management and government of such hall, temple, or other building not inconsistent with the laws of the state or the constitution, general rules or laws of the grand lodge or other governing body to which it is subordinate and may therein provide for the disposition of the revenues arising therefrom and may in such by-laws, rules and regulations limit and define the purposes and uses to which the net revenue from said hall, temple or other building shall be applied, and when the same shall be concurred in by all of said bodies, they shall be binding on said

corporation and thereafter said net income shall not be devoted or applied to any other purpose.

§ 9. Powers of joint corporations. Such corporation may acquire real property in the town, village or city in which such hall, home, temple or building is or is to be located, and erect such building or buildings thereupon for the uses and purposes of the corporation, as the trustees may deem necessary, or repair, rebuild or reconstruct any building or buildings that may be thereupon and furnish and complete such rooms therein as may appear necessary for the use of such bodies or for any other purpose for which the corporation is formed; and may rent to other persons any portion of such building or real property for business or other purposes. Until such real property shall be acquired or such building erected or made ready for use, the corporation may rent and sublet such rooms or apartments in such town, village or city as may be suitable or convenient for the use of the bodies mentioned in such certificate, or of such other bodies as may desire to use them, and the board of trustees may determine the terms and conditions on which rooms and apartments in such building or buildings, when erected, or which may be leased, shall be used and occupied. Before such corporation composed of not more than thirty bodies shall purchase or sell any real property, or erect or repair any building or buildings thereupon, and before it shall purchase any building or part of a building for the use of a corporation, it shall submit to the bodies constituting the corporation, the proposition to make such sale or purchase, or to erect or repair any such building or buildings, or to rent any building or part thereof, for the use of the corporation; and unless such proposition receives the approval of two-thirds of the bodies constituting the corporation, such proposition shall not be carried into effect. The evidence of the approval of such proposition by any such body shall be a certificate to that effect signed by the presiding officer and secretary of the body, or the officers discharging duties corresponding to those of the presiding officer and secretary, under the seal of such body. But where land is purchased for the purpose of erecting a hall, home or temple thereon, the buildings upon such land at the time of such purchase may be sold by the trustees without such consent. The powers of the board of

trustees of every corporation created hereunder and composed of more than thirty bodies, respecting sales, purchases and repairs, shall be fixed by the by-laws adopted by the representatives of the various bodies composing such corporation, or shall be determined by such representatives when assembled in annual session. Every corporation created hereunder shall have power to enforce, at law or in equity, any legal contract which it may make with any of the bodies composing it respecting the care and maintenance of members or other dependents of such body, the same as if such body or bodies were not members of the corporation. Any corporation created hereunder shall have power to take and hold real and personal estate by purchase, gift, devise or bequest subject to the provisions of law relating to devises and bequests by last will and testament or otherwise.

§ 10. Mortgaging property. If the funds of the corporation shall not be sufficient to pay for any real property purchased by the board of trustees in pursuance of law, or for the construction, repair or rebuilding of a suitable building or buildings, and the finishing or furnishing of apartments therefor, the corporation may issue its bonds bearing interest, semi-annually, for such additional sum as may be required therefor, and may execute to any such trustee or trustees, as the board may select, a mortgage upon its real property as security for the payment of such bonds or the corporation may borrow such additional sum as may be required therefor of any person or corporation and execute and deliver its bond for the moneys so borrowed and secure the payment thereof by mortgage upon its real property as collateral thereto. The proceeds of such bonds or such bond and mortgage shall be applied to the payment of debts of the corporation incurred by the purchase of such real property, or the construction and repair of a building or buildings thereupon or the finishing or furnishing of apartments therein. Any of the bodies specified in section seven may invest its funds in the bonds authorized by this section to be issued. Such corporation shall have authority also to borrow of any person or corporation such sum as in the judgment of its board of trustees may be required to pay the cost of the construction, repair, rebuilding or reconstruction of any such building or buildings, and the finishing or furnishing of apartments therein, and

to secure the payment of any moneys so borrowed, and to execute and deliver its bond for the sum so borrowed, and to secure the payment of the same by mortgage upon its real property as collateral thereto.

§ 11. Reincorporation of joint corporations. A corporation heretofore organized, the members whereof represent lodges or bodies in any of the benevolent or fraternal orders mentioned or described in section seven hereof, may by a two-thirds vote of all its members present and voting at a regular or regularly called meeting thereof, proceed to reincorporate under this chapter with the same name and for the same purposes for which it was originally organized. In thus proceeding to reincorporate, the board of trustees or directors may be increased or diminished within the limits prescribed by section seven hereof, but any decrease in such membership shall not take effect so as to affect the term of office of any trustee or director of the old corporation. Such trustees or directors and the other officers of the old corporation shall continue to serve as such under the reorganized corporation for the term for which they were originally elected or appointed. Such reorganization shall not effect a dissolution of the corporation, but shall be deemed a continuation of its corporate existence without affecting its property rights, or its liabilities, or the liabilities of its members or officers as such; but thereafter it shall have only such other rights, powers and privileges and be subject only to such other duties and liabilities as a corporation created for the same purpose under this chapter.

§ 12. Placing minors by adoption. Any corporation created under section seven of this act or reorganized under section eleven thereof, for the purpose of acquiring and maintaining a home for the aged and indigent members of such order and their dependent surviving spouses and orphans, may place by adoption, according to law, minors placed in their custody; provided authority so to do is given such corporation by the parent, guardian or other person or persons having the lawful custody of such minor or minors, if any such person or persons can be found, or, if not, by the person or persons having the actual custody of such minor or

minors.

§ 13. (enacted without section heading). Any corporation such as is described in the last preceding section, now having or which may hereafter have in its custody, a minor whose parents are both deceased and who has no general guardian or relative capable of furnishing such minor with a good home who will assume that responsibility, may place such minor by adoption without obtaining anyone's consent except that of the court or judge to whom the application for adoption is made and the consent of such minor if over twelve years of age.

§ 14. Changes of purposes and powers of corporations incorporated or reincorporated hereunder. 1. Any corporation incorporated or reincorporated under this chapter may, within the authority conferred and the limitations imposed by sections seven and eight, extend, limit or otherwise change the purposes, objects or powers, or the use or disposition of the revenues of the corporation, by filing a certificate in the office of the secretary of state which shall be entitled and endorsed "Certificate of (stating the nature of the change to be accomplished) of (name of corporation) pursuant to section fourteen of the benevolent orders law" and shall state:

(a) The name of the corporation and the names of the several bodies comprising such corporation;

(b) The date of filing of the certificate of incorporation or certificate of reincorporation in each state office where filed;

(c) The purposes, powers or provisions to be amended or eliminated; the purposes, powers or provisions to be added or substituted, and the use or disposition to be made of the revenues of the corporation.

2. The certificate shall be executed and acknowledged by the trustees of such corporation who shall make and annex thereto an affidavit stating that they have been authorized to execute and file such certificate by a two-thirds vote of all the members of each of the several bodies comprising such corporation present at any regular or special meeting of such body, and that notice thereof was duly given

according to the constitution and by-laws, rules and regulations of such body.

ARTICLE 3

Laws Repealed; When to Take Effect

Section 20. Laws repealed.

21. When to take effect.

§ 20. Laws repealed. Of the laws enumerated in the schedule hereto annexed, that portion specified in the last column is hereby repealed.

§ 21. When to take effect. This chapter shall take effect immediately.