

CHAPTER 312

LODGES, FRATERNAL ORDERS, AND SIMILAR ORGANIZATIONS

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312.01 INCORPORATION. Any subordinate lodge or encampment of Odd Fellows, any subordinate lodge of the Ancient Order of the United Workmen, any subordinate lodge of Free and Accepted Masons, Grand Chapter of Royal Arch Masons, or Commandery of Knights Templar, any lodge of Ancient and Accepted Scottish Rites Masons of the Southern Jurisdiction, any subordinate lodge of Knights of Pythias, any state or county board of the Ancient Order of Hibernians, any subordinate lodge of the Scandinavian Aid and Fellowship Society, any subordinate or branch lodge of the I. Katolicka Slovenska Kednota v Spojenych Statoch Severenej Ameriky, and any subordinate lodge of any similar body now existing or hereafter organized, installed under the authority of the grand bodies of such orders, respectively, or any other supreme body authorized to institute such subordinate bodies, any post of the Grand Army of the Republic, United Spanish War Veterans, Veterans of Foreign Wars of the United States, the American Legion, the American Legion Auxiliary, Sons of the American Legion, Lasociete Des 40 Hommes Et 8 Chevaux, the Disabled American Veterans of the World War, World War Veterans, and U. S. Navy Veterans, and any unit and any county, district, state, grand and national subdivisions of any such bodies or organizations, or any subordinate unit of any such subdivision thereof, may become incorporated in the manner hereafter specified, and any body or organization hereinbefore incorporated under any general or special law of the state, or which shall hereafter become incorporated under the laws of the state, shall have the power to acquire or receive, in its corporate name, by purchase, gift, grant, or bequest, any property, real, personal, or mixed, and to hold, transfer, sell, mortgage, convey, loan, let or otherwise use the same, but not contrary to the laws or usages of the society, order, or organization of which it is a part.

[R. L. s. 3129; 1909 c. 42 s. 1; 1921 c. 364 s. 1; 1937 c. 160 s. 1] (7937)

312.02 CERTIFICATE; CONTENTS; RECORD. Such commandery, chapter, lodge, encampment, post, division, section, board, unit, or such county, district, state, grand or national subdivision of such bodies or organizations, or any such subordinate unit of any such subdivision thereof, shall cause to be prepared, executed, and acknowledged, by its presiding officer and recording officer, a certificate of incorporation, which shall contain:

- (1) The charter name and number, if it has a number, of such commandery, chapter, lodge, encampment, post, division, section, board, unit, or county, district, state, grand or national subdivision of such body or organization, or any subordinate unit of any such subdivision thereof;
- (2) The time when and the authority by which the same was instituted;
- (3) The names of the charter members thereof, if any, and its location; and
- (4) The names of the elective officers of such body for the current term.

Such certificate shall be recorded in the office of the register of deeds of the county in which such body is located, or, if a grand body, in the office of the secretary of state, and thereupon such body shall become a corporation under its charter name, with power in such name to sue and be sued, and to receive, acquire, hold, manage, and dispose of property of every kind.

[R. L. s. 3130; 1907 c. 369 s. 1; 1937 c. 160 s. 2] (7938)

312.03 CORPORATE SEAL. The seal of any such lodge, branch, commandery, encampment, chapter, post, division, section, board, unit, or any such county, district, state, grand or national subdivision of such body or organization, or subordinate unit of such subdivisions thereof, shall be its corporate seal.

[R. L. s. 3131; 1937 c. 160 s. 3] (7939)

312.04 SURRENDER OF CHARTER; DISPOSITION OF PROPERTY. Whenever the charter of any such subordinate body shall be surrendered or taken away by the supreme body granting it, its corporate powers shall cease, except that it may sell and dispose of such of its property as is not designed for and used exclusively by such order, and collect debts, and all such property and debts shall be delivered up to such grand body, and be disposed of in accordance with its laws.

[R. L. s. 3132; 1937 c. 160 s. 4] (7940)

312.05 DEGREE OF HONOR; A.O.U.W.; INCORPORATION. Any grand lodge of the Degree of Honor, Ancient Order of United Workmen, instituted and authorized in this state under the authority of the supreme lodge, Ancient Order of United Workmen, or of the superior lodge of the Degree of Honor, Ancient Order of United Workmen, and any subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, existing under the authority of such a grand lodge of the Degree of Honor, Ancient Order of United Workmen, or the superior lodge of the Degree of Honor, Ancient Order of United Workmen, and located in this state, may incorporate, whether the same has heretofore incorporated or attempted to incorporate or not, in the manner provided in sections 312.05 to 312.15.

[1905 c. 4 s. 1] (7941)

312.06 INCORPORATION, HOW EFFECTED; CERTIFICATE. Such a grand lodge of the Degree of Honor, Ancient Order of United Workmen, or such a subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, located in this state, desiring to become a body incorporate, shall so determine, by a two-thirds vote of all its members present and voting thereon, at a regular meeting thereof, and to that end, by the same vote at the same meeting, adopt and cause to be prepared a certificate, which shall contain:

(1) In the case of such a grand lodge of the Degree of Honor, Ancient Order of United Workmen, the name under which it was instituted and chartered by the supreme lodge, Ancient Order of United Workmen, or by the superior lodge of the Degree of Honor, Ancient Order of United Workmen, as the case may be; in the case of any such subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, the name and number under and authority by which it was instituted and chartered;

(2) The date of the institution and the date of the charter issued to such grand lodge of the Degree of Honor, Ancient Order of United Workmen, or such a subordinate lodge of the Degree of Honor, Ancient Order of United Workmen;

(3) The names of the first or charter officers of such incorporating body;

(4) If a subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, the place where it is located;

(5) The names and places of residence of the officers of such incorporating body who hold such offices at the time such certificate is filed;

(6) The objects or purposes of the society or order of which the incorporating body is a part, together with the powers and limitations upon the powers, if any, of the incorporating body to effect such objects or purposes; and

(7) The length of time such corporation shall continue, which shall not exceed 50 years from its beginning.

[1905 c. 4 s. 2] (7942)

312.07 CERTIFICATE, HOW EXECUTED. Such certificate shall be under the seal of the body so incorporating, if it have a seal, and the same shall be signed by the chief executive, or presiding officer, and the secretary or recording officer of the body so incorporating, and by them verified by their affidavit to the effect that the body so incorporating adopted the contents of the same by a two-thirds

vote of all its members present and voting thereon at a regular meeting of the same; and that the body, by the same vote at the same meeting, authorized and directed them to sign and record the same, as provided by law.

[1905 c. 4 s. 3] (7943)

312.08 WHERE RECORDED. In the case of the incorporation of such a grand lodge of the Degree of Honor, Ancient Order of United Workmen, such certificates shall be recorded in the office of the secretary of state, and in the case of the incorporation of any such subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, such certificate shall be recorded in the office of the register of deeds of the county where such subordinate lodge is located; or, if it is located in a place which is situated in more than one county, then it shall be recorded in the office of the register of deeds of each of the counties in which such place is situated.

[1905 c. 4 s. 4] (7944)

312.09 POWERS. Upon the filing for record of such certificate, the body so adopting and filing the same shall be and constitute a body corporate under the name, or the name and number, as the case may be, under which it was instituted and chartered, or by which it is known and authorized to exist, as is set forth in the certificate hereinbefore provided, and the same shall, unless sooner dissolved, as provided by law, continue as such body corporate for the time mentioned in the certificate for the same to continue, not exceeding, however, the period of 50 years from its beginning. Such corporation shall have power to sue and be sued by its corporate name and in such name to carry out the objects and carry on the business and execute the powers under the limitations and as may be provided and set forth in the certificate, which certificate shall be and constitute its corporate charter or articles of association; and, in such name such corporation shall have power to acquire or receive, by purchase, gift, grant, or bequest, any property, real, personal, or mixed, and to hold, transfer, sell, mortgage, convey, loan, let, or otherwise use the same in accordance with the laws or usages of the society or order of which it is a part and the laws of this state.

[1905 c. 4 s. 5] (7945)

312.10 SOCIETIES MAY HOLD PROPERTY. The grand lodge or grand body, by whatever name known, of any fraternal society incorporated by or under any law of this state, is hereby granted the power and authority to receive, by gift, devise, bequest, or in any other lawful way, property of any kind in addition to the amount now limited by its charter or articles of incorporation, and to sell and dispose of such property and to invest and reinvest the same in accordance with the provisions of such gift, devise, or bequest and in all other instances as the grand lodge or grand body may deem for the best interests of the fraternal society, and each grand body may also purchase and hold any property it may deem necessary and beneficial in connection with the work of the fraternity.

[1929 c. 71 s. 1] (7945-1)

312.11 CORPORATE SEAL. The seal of the body so incorporating shall be its corporate seal, and the same may be changed in the manner it may determine. If it have no seal, it may adopt one and alter the same as it may determine. Such seal shall be attached by such corporation to all conveyances of real property, and all such conveyances shall be signed by the chief executive or presiding officer and by the secretary or recording officer of the corporation.

[1905 c. 4 s. 6] (7946)

312.12 AMENDMENT OF ARTICLES. Such corporation may amend, alter, or repeal, any portion of its corporate charter or articles of association by adopting such amendment, alteration, or repealing clause, at a regular meeting of the same, by a two-thirds vote of all its members present and voting thereon, and by the same vote at the same meeting adopting and causing a certificate thereof to be prepared, which certificate shall fully set forth the amended, altered, or repealed portion thereof as so amended, altered, or repealed, and which certificate shall be signed by the chief executive or presiding officer and the secretary or recording officer of the corporation, and be by them verified by their affidavit to the effect that the corporation adopted the contents of the same by a two-thirds vote of all its members present and voting thereon, at a regular meeting thereof, and that the corporation, by the same vote at the same meeting, authorized and directed them to sign and record the same, as provided by law. The certificate shall be

recorded in the same offices that the original certificates of incorporation of the corporation were recorded, and from the date when the same is filed for such record the amendment, alteration, or repealing clause shall take effect and be in force.

[1905 c. 4 s. 7] (7947)

312.13 OFFICERS, TERMS. The officers of any body organized and incorporated under the provisions of sections 312.05 to 312.15 shall continue to hold their respective offices in such corporation until they are succeeded therein, as provided in the constitution or by-laws, or the rules and regulations of such body.

[1905 c. 4 s. 8] (7948)

312.14 CONSTITUTION; BY-LAWS. Any corporation organized and incorporated under the provisions of sections 312.05 to 312.15 shall have power, in such manner as it may determine, to adopt a constitution, by-laws, rules, and regulations providing for its government and to carry on its business, and to determine who shall be members of the same, and what officers it shall have and how they shall be selected; and it may, in the manner by it determined, alter, amend, or repeal the same. The constitution, by-laws, rules, and regulations of any body incorporating under the provisions of sections 312.05 to 312.15 that are in force at the time the incorporation is effected shall continue in full force as the constitution, by-laws, rules, and regulations of the corporation until changes in the same, theretofore or thereafter adopted by it in the manner by it provided, go into effect as by it provided.

[1905 c. 4 s. 9] (7949)

312.15 REVOCATION OF CHARTER. Whenever the charter or warrant of authority of any such grand lodge or subordinate lodge of the Degree of Honor, Ancient Order of United Workmen, incorporated under the provisions of sections 312.05 to 312.15 is taken away, revoked, or surrendered, or such grand lodge or subordinate lodge becomes defunct, pursuant to the provisions of the constitution, by-laws, or the rules and regulations of the governing body of the Degree of Honor, Ancient Order of United Workmen, having under the rules and laws thereof jurisdiction so to take away, revoke, or receive the surrender of such charter or warrant of authority, the corporate powers of such grand lodge or subordinate lodge, as the case may be, shall cease and determine, except that such corporation, as such, shall have power to sell, convey, and dispose of its property and wind up its business affairs.

[1905 c. 4 s. 10] (7950)

312.16 FRATERNAL ORDER OF EAGLES; INCORPORATION. Any subordinate aerie of the Fraternal Order of Eagles instituted under the authority of the grand aerie of that order in the United States may become incorporated in the manner provided in sections 312.16 to 312.20.

[1907 c. 364 s. 1] (7951)

312.17 CERTIFICATE. Subdivision 1. **Contents.** Such subordinate aerie shall cause to be prepared a certificate which shall contain:

- (1) The character, name and number of such aerie;
- (2) The time when and the authority by which such aerie was instituted;
- (3) The names of the charter members of such aerie;
- (4) The location of such aerie;

(5) The names of its officers: worthy president, worthy vice-president, worthy chaplain, junior past worthy president, worthy physician, worthy conductor, inside guard, outside guard, and three trustees.

Subd. 2. Where filed. The certificate shall be under the seal of such aerie and signed by the officers of the aerie, and shall be recorded in the office of the register of deeds in the county where the aerie is located and in the office of the secretary of state.

[1907 c. 364 s. 2] (7952)

312.18 POWERS; SEAL. Upon filing such certificate in the offices of the register of deeds and the secretary of state such aerie shall become a body corporate under its charter name and number, and shall have power to sue and be sued by its corporate name, and in such name to acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and to hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the same in accordance

with the laws and usages of the aerie, but the corporation has no power to divert any gift, grant, or bequest from the special purpose designated by the donor.

The seal of the aerie shall be its corporate seal.

[1907 c. 364 ss. 3, 4] (7953, 7954)

312.19 SURRENDER OF CHARTER. When the charter of any such subordinate aerie shall be surrendered or taken away by the grand aerie or when, by the laws or usages of the order, such subordinate aerie shall become defunct, such corporation, as such, shall have power to sell, convey, and dispose of its property and to collect debts due it, and all such property and debts shall be disposed of in accordance with the laws of the order.

[1907 c. 364 s. 5] (7955)

312.20 CHARTER AMENDMENTS AUTHORIZED. This charter may be amended so as to change its corporate name, or in respect to any other matter which an original certificate of incorporation of the same kind might lawfully have contained, by the adoption of a resolution specifying the proposed amendment at a regular meeting or at a special meeting called for that expressly stated purpose, by a two-thirds vote of the members of the aerie present at the meeting in person or by proxy, and by causing such resolution to be embraced in a certificate duly executed by its worthy president and worthy secretary under its corporate seal and recorded in the manner provided for the recording of a like original certificate. The amendment need not be published.

[1907 c. 364 s. 6; 1923 c. 42 s. 1] (7956)

312.21 SCOTTISH CLANS; INCORPORATION. Any subordinate clans of the Order of Scottish Clans, instituted under the authority of the Royal Clans of the order, in the United States, may become incorporated in the manner provided by sections 312.21 to 312.25.

[1909 c. 152 s. 1] (7957)

312.22 CERTIFICATE. Any such subordinate clan located in this state, desiring to become a body incorporated, shall so determine by a two-thirds vote of all its members present and voting thereon, at the regular meeting thereof; and to that end, by the same vote at the same meeting, shall adopt and cause to be prepared a certificate which shall contain:

- (1) The name and number of such subordinate clan;
- (2) The time when and the authority by which such clan was instituted;
- (3) The names of the charter members of such clan;
- (4) The location of such clan;

(5) The names of the officers duly elected and qualified at the execution of such certificate, holding the following offices: chief, past chief, tanist, financial secretary, secretary, treasurer, and trustees; and

(6) The length of time the corporation shall continue, which shall not exceed 50 years from the date of the execution of the certificate.

[1909 c. 152 s. 2] (7958)

312.23 CERTIFICATE, HOW EXECUTED. Such certificate shall be under the seal of the body so incorporated, if it has a seal, and the same shall be signed by the chief and secretary of the clan and shall be verified by an affidavit to the effect that the clan adopted the contents of the same by a two-thirds vote of the members present and voting thereon at the regular meeting of the clan; and that the clan, by the same vote at the same meeting, authorized and directed them to sign and record the same, as provided by law.

[1909 c. 152 s. 3] (7959)

312.24 CERTIFICATE FILED; POWERS OF CORPORATION; SEAL. Upon filing such certificate in the office of the register of deeds such clan shall become a body incorporate under its charter name and number and shall have the power to sue and be sued by its corporate name; and, under such name, to acquire or receive, by purchase, gift, grant, devise, or bequest, any property, real, personal, or mixed, and to hold, sell, transfer, mortgage, convey, loan, let, or otherwise use the property in accordance with the laws and usages of the clan.

The seal of the clan shall be its corporate seal, and such seal shall be attached by the corporation to all conveyances of real property and the conveyances shall be signed by the chief and the secretary of the clan.

[1909 c. 152 ss. 4, 5] (7960 7961)

312.25 AMENDMENT OF CHARTER. Such corporation may amend, alter, or repeal any portion of its corporate charter by adopting the amendments, alterations, or repeal resolutions at a regular meeting of the same by a two-thirds vote of all its members present and voting thereon, and may cause a certificate, setting forth such amendments, alterations, or repeal resolutions, to be executed in the manner hereinbefore provided with reference to the original certificate.

[1909 c. 152 s. 6] (7962)

312.26 GRAND LODGE OF A.O.U.W. MAY INCORPORATE. Any grand lodge of the Ancient Order of United Workmen may incorporate, whether the same has heretofore incorporated or attempted to incorporate or not, in the manner provided in sections 312.26 to 312.32.

[1935 c. 102 s. 1] (7962-1)

312.27 CERTIFICATE OF INCORPORATION. Such a grand lodge of the Ancient Order of United Workmen, desiring to become a body corporate, shall so determine by a two-thirds vote of all its members present and voting thereon, at a regular meeting thereof, and to that end, by the same vote at the same meeting, adopt and cause to be prepared a certificate which shall contain:

- (1) Its name and the name under which it was instituted;
- (2) The date of its institution and the date of any charter issued to it;
- (3) The names of the first or charter officers of such incorporating body;
- (4) The names and places of residence of the officers of such incorporating body who hold such offices at the time such certificate is filed;
- (5) The objects or purposes of the society or order of which the incorporating body is a part, together with the powers and limitations upon the powers, if any, of the incorporating body, to effect such objects or purposes; and
- (6) The length of time such corporation shall continue, which shall not exceed 50 years from its beginning.

Such certificate shall be under the seal of the body so incorporating, if it have a seal, and the same shall be signed by the chief executive, or presiding officer, and the secretary or recording officer of the body so incorporating, and by them verified by their affidavit to the effect that the body so incorporating adopted the contents of the same by a two-thirds vote of all its members present and voting thereon at a regular meeting of the same; and that the body, by the same vote at the same meeting, authorized and directed them to sign and record the same, as provided by law.

Such certificate shall be recorded in the office of the secretary of state.

[1935 c. 102 ss. 2, 3, 4] (7962-2, 7962-3, 7962-4)

312.28 POWERS AND PRIVILEGES; SEAL. Upon the filing for record of such certificate the body so adopting and filing the same shall be and constitute a body corporate under the name, or the name and number, as the case may be, under which it was instituted and chartered, or by which it is known and authorized to exist, as is set forth in the certificate, and the same shall, unless sooner dissolved, as provided by law, continue as such body corporate for the time mentioned in the certificate for it to continue, not exceeding, however, the period of 50 years from its beginning. Such corporation shall have the power to sue and be sued by its corporate name and, in such name, to carry out its objects and carry on its business in such places and in such states as the certificate of incorporation shall provide, and execute the powers under the limitations as may be provided and set forth in the certificate, which certificate shall be and constitute its corporate charter or articles of association; and, in such name, the corporation shall have power to acquire or receive, by purchase, gift, grant, or bequest, any property, real, personal, or mixed, and to hold, transfer, sell, mortgage, convey, loan, let, or otherwise use the same in accordance with the laws or usages of the society or order of which it is a part and the laws of this state.

The seal of the body so incorporating shall be its corporate seal and the same may be changed in the manner it may determine. If it have no seal, it may adopt one and alter the same as it may determine. The seal shall be attached by such corporation to all conveyances of real property, and all such conveyances shall be signed by the chief executive or presiding officer and by the secretary or recording officer of the corporation.

[1935 c. 102 ss. 5, 6] (7962-5, 7962-6)

312.29 MAY AMEND CHARTER. Such corporation may amend, alter, or repeal any portion of its corporate charter or articles of association and may embody therein any provision which an original certificate of incorporation might have contained by adopting such amendment, alteration, or repealing clause, at a regular meeting of the same, by a two-thirds vote of all its members present and voting thereon and, by the same vote at the same meeting, adopting and causing a certificate thereof to be prepared, which certificate shall fully set forth the amended, altered, or repealed portion thereof as so amended, altered, or repealed, and which certificate shall be signed by the chief executive or presiding officer and the secretary or recording officer of the corporation, and be by them verified by their affidavit to the effect that the corporation adopted the contents of the same, by a two-thirds vote of all its members present and voting thereon, at a regular meeting thereof, and that the corporation, by the same vote at the same meeting, authorized and directed them to sign and record the same, as provided by law. The certificate shall be recorded in the same offices that the original certificate of incorporation of the corporation was recorded; and, from the date when the same is filed for such record, the amendment, alteration, or repealing clause shall take effect and be in force.

[1935 c. 102 s. 7] (7962-7)

312.30 TERMS OF OFFICERS. The officers of any body organized and incorporated under the provisions of sections 312.26 to 312.32 shall continue to hold their respective offices in such corporation until they are succeeded therein, as provided in the constitution, by-laws, or the rules and regulations of such body.

[1935 c. 102 s. 8] (7962-8)

312.31 MAY ADOPT CONSTITUTION AND BY-LAWS. Any corporation organized and incorporated under the provisions of sections 312.26 to 312.32 shall have power, in such manner as it may determine, to adopt a constitution, by-laws, rules, and regulations providing for its government and to carry on its business and to determine who shall be members of the same and what officers it shall have and how they shall be selected; and it may, in the manner by it determined, alter and amend or repeal the same. The constitution, by-laws, rules, and regulations of any body incorporating under the provisions of sections 312.26 to 312.32 that are in force at the time such incorporation is effected shall continue in full force as the constitution, by-laws, rules, and regulations of such corporation until changes in the same, adopted by it in the manner by it provided, go into effect as by it provided.

[1935 c. 102 s. 9] (7962-9)

312.32 APPLICATION. Sections 312.26 to 312.32 shall be applicable to any grand lodge of the Ancient Order of United Workmen incorporated under and by virtue of Laws 1901, Chapter 2, and any such grand lodge so incorporated shall be governed by, and shall be entitled to the rights and privileges given by, sections 312.26 to 312.32.

[1935 c. 102 s. 10] (7962-10)

312.33 DISSOLUTION OF CERTAIN CORPORATIONS. Any corporation organized under Revised Laws 1905, Chapter 58, and all acts amendatory thereto, relating to corporations for the purpose of aiding sick or distressed members of the Royal League, or any fraternal insurance organization, may be dissolved by complying with the provisions of Minnesota Statutes 1945, Sections 301.45 to 301.56. Such corporations having no shareholders, the directors thereof shall act in the place and stead of shareholders for all purposes of such dissolution.

[1947 c 351 s 1]