

Legal Notes...

written by Grand Lodge

General Counsel, Larry Brenner

This month I have received several letters from members of the board of directors of local boards



asking me to describe for them some of the duties and obligations of board members. This question of the nature of corporate responsibility is quite timely, coming as it does after a series of high profile Wall Street corporate scandals and heightened attention on the appropriate standards of non-profit and for-profit corporate governance.

Directors of non-profit corporations owe important duties to the organizations they serve. Those duties include both a duty of care, and a duty of loyalty. In general, the duty of care requires that directors take adequate steps to assure that they are informed when making decisions in the best interests of the organizations they represent. This also requires that each director act as an ordinary, prudent person would act in the same circumstances. The duty of loyalty, on the other hand, requires that the directors at all times place the interests of the corporate entity above any personal self interest and that all times act in what they reasonable believe is the best interest of the organization.

This is particularly important for directors of non-profit corporations, as those directors can be held accountable not only to the organization they represent, but also to a number of groups outside the organization. For example, in California, a broad of a non-profit organization must, in addition to properly representing the members of its organization, also comply with and answer to the requirements of the Attorney General of California, who is deemed to speak for the beneficiaries of all non-profit

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Questions and Answers...

as reported by Alan Thomas, Morse Lodge #257
In response to actual questions raised in his lodge, Alan composed the following questions and answer sheet which he sent to lodge members...

Why do we make contributions to groups within Odd Fellowship and outside the lodge?

Odd Fellowship is a fraternal and benevolent society. "Fraternal" means pertaining to brotherhood (now sisterhood too), and benevolent is defined in the dictionary as "doing or inclined to good, kindly, charitable." Most lodges, if they can, give some donations to charitable agencies, anything helps. Our lodge has sufficient funds to be charitable and we have made strides in helping agencies within Odd Fellowship and outside too such as the Girl Scouts, St. Anthony Foundation and the Salvation Army Harbor Lights.

Why to we have social events? Our Grand Master, Ted Parker, wrote in a recent letter that he strongly encourages lodges to have social events. It has been shown that lodges, which have ONLY meetings, do not fare well or even survive. Morse Lodge currently has a very dedicated and yet socially minded membership, the best possible mix for a healthy lodge.

Why is there so much attention paid to gaining members?

Without members, there cannot be churches, organizations or fraternities. We tend to ask people to join who are like ourselves and whom we feel would enjoy lodge affiliation. Inevitably, when lodge members get up in years and there are no replacements with younger members, this situation can quickly lead to declines in membership. We welcome people of all ages.. When you do get new members, make sure you put them to work right away and make them feel welcome and needed.

Do You Qualify as an At-Large Director for the Odd Fellows Home?

The Interviewing Committee for the Odd Fellows Home is seeking candidates for the home board following the resignation of Ralph Agnello as an "At-Large" board member.

The "At-Large" directors must be from the professional sector, i.e. (legal, accounting, medical, financial). While applicants need not be a member of the Order, the Board of Directors is hoping to have a qualified member serve in this position.

Grand Lodge is accepting resumes' from qualified individuals regardless of gender. Indicate professional and/or business background when submitting your resume. Deadline for submission is 1/24/04. Resume may be sent to: Grand Lodge of California, P.O. Box 2669, Saratoga, CA 95070.

Personal interviews will be conducted, for those seeking the "At-Large Director position following the deadline. The person selected will serve until Grand Lodge and Rebekah Assembly Sessions in May of 2004, at which time four at-large directors will be elected for various terms.