

This form is for a single-member Masonic building corporation intended to qualify for federal tax exemption under Section 501(c)(2) of the Internal Revenue Code. If a multiple-member building corporation is contemplated, the appropriate forms may be obtained from the Grand Lodge office.

Corporation By-laws are maintained by the Corporation and not filed with the Secretary of State.

This form will not be changed or altered without the approval of Grand Lodge. Fill in the blanks or word process.

BYLAWS

OF

The Masonic Temple Association of Cheney, Washington

Name of Corporation

Cheney, Washington

City

A Washington Masonic Building Corporation

BYLAWS

OF

The Masonic Temple Association of Cheney, Washington

Name of Corporation

ARTICLE I Membership

Section 1. Single Member. The single member of the corporation is

Temple Lodge, 42, Free & Accepted Masons of Washington,
Lodge Name Lodge Number

A Washington nonprofit corporation located in Cheney, Washington (the
"Lodge").
City or Town

Section 2. Designation of Member Representative. The Lodge may from time to time designate one or more representatives to exercise its vote, execute proxies on its behalf, and in all other respects act on its behalf as the member of the corporation. The representative(s) so designated shall be certified to the secretary of the corporation by the Worshipful Master of the Lodge. If no representative is so designated, the Worshipful Master of the Lodge shall exercise the vote of the Lodge, execute proxies on its behalf and in all other respects act on its behalf as the member of the corporation.

ARTICLE II Trustees

Section 1. Powers and Authority. The management and control of the business and property of the corporation shall be vested in a board of trustees. The management of the affairs of the corporation shall, in all respects, conform to Masonic Law and to the laws, rules, regulations and authority of The Most Worshipful Grand Lodge of Free and Accepted Masons of Washington (the "Grand Lodge"), to Chapter 24.24 of the Revised Code of Washington, and to Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "IRC").

Section 2. Number and Term. The number of trustees, which shall include the incumbent Worshipful Master, the incumbent Senior Warden, and the incumbent Junior Warden (collectively the "Principal Officers") of the Lodge, shall be not less than Four

[4], selected from the individual members of the Lodge by election.
Number Spell out Number

The term of office of a trustee shall not exceed Three (3) years and shall be
Spell out Number Number

such that each trustee shall hold office until his successor shall have been duly elected or appointed. The Board of Trustees shall be so arranged to prevent the entire Board from being changed in a given year.

Section 3. Qualifications. No person may serve as a trustee unless such person is a Mason and a member in good standing of the Lodge.

Section 4. Removal. If any trustee fails to attend three (3) meetings of the board of trustees without just cause, which just cause shall be determined by the board, such trustee shall be dismissed from the board of trustees and the vacancy shall be filled as herein provided.

Section 5. Vacancies. In the event of the death, resignation, or removal of a member of the board of trustees, the vacancy shall be filled by appointment by the incumbent Worshipful Master of the Lodge, subject to approval by the Lodge. The trustee appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall be selected from the individual members of the Lodge who are Masons in good standing with the Lodge.

Section 6. Committees. The board of trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more trustees and shall have and exercise such authority of the board of trustees in the management of the corporation as may be specified in said resolution; provided, however, that no such committee shall have the authority of the board of trustees to amend, alter or repeal the bylaws; elect, appoint or remove any member of any such committee or any trustee or officer of the corporation; amend the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation; or amend, alter or repeal any resolution of the board of trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of trustees or any individual trustee of any responsibility imposed upon him or her by law. The chairman of the board of trustees and Worshipful Master of the Lodge shall serve *ex-officio* as members of all committees of the board.

Section 7. Compensation of Trustees. No trustee, unless performing services for the corporation outside of his duties as trustee, shall receive any salary or compensation for his services as trustee.

ARTICLE III Meetings of Board of Trustees

Section 1. Annual Meeting. The annual meeting of the board of trustees shall be held each year at the corporation's principal place of business, or at such other location as determined by the board of trustees, on the 1st Thursday of February at, 6:00 p.m. but
Number/Day of Week Name of Month Time (a.m. or p.m.)
in case such date shall be a legal holiday, the meeting shall be held on the 3rd Thurs. at 6:00 p.m.
Identify day and time

Section 2. Regular Meetings. Regular meetings of the board of trustees shall be held at the corporation's principal place of business on the 1st Thursday of each month,
Day (1st Monday, 2nd Wednesday, etc...)
except (if applicable) the months of July and August at the hour of 6:00 p.m.
(list months) Time (a.m./p.m.)
If the day fixed for the regular meeting shall be a legal holiday, such meeting shall be held on the 3rd Thursday at 6:00 p.m.
Identify day and time

Section 3. Special Meetings. Special meetings of the board of trustees shall be held at the place designated for regular meetings, unless otherwise ordered by the chairman of the board, and may be held at any time on the written call of the chairman or a majority of the trustees.

Section 4. Notice of Meetings. Notice of the time, place, and purpose of all special meetings shall be given by the secretary, or by the person or persons calling the meeting, by regular or express mail, facsimile, electronic communication, telegram, or by personal communication over the telephone or otherwise, and at least ten (10) days prior to the special meeting(s). No other business shall be considered at any special meeting other than that so specified in the notice of said meeting.

Section 5. Quorum; Manner of Acting. The presence of a majority of trustees in office shall constitute a quorum for the transaction of any business of the board of trustees. In the absence of a quorum, those present may adjourn the meeting to such time and place as they may determine, but until a quorum is secured, no business may be transacted. Except as otherwise provided herein to the contrary, the act of the majority of trustees present at any meeting at which a quorum is present shall be the act of the board of trustees.

Section 6. Actions Requiring Greater than Majority Vote and Approval of the Lodge. Any of the following actions shall require the affirmative vote of at least three-fourths (3/4) of the trustees present at a meeting at which a quorum is present and **the** approval of the Lodge:

- (a) any sale, transfer or disposition of all or substantially all of the corporation's assets;
- (b) any lease of the corporation's real property for a term in excess of one (1) year;
- (c) any encumbrance of the corporation's real property to secure indebtedness in excess of \$ 25,000 ; and
List amount
- (d) any amendment of the corporation's articles of incorporation or bylaws.

Section 7. Actions Reserved to the Grand Lodge. Any of the following actions shall require the written approval of the Grand Master of the Grand Lodge:

- (a) any incurrence of debt in excess of that amount specified in the Washington Masonic Code.
- (b) amendments to the corporation's articles of incorporation and bylaws.

Section 8. When Trustees May Not Vote. No trustee shall vote or act upon any matter in which he is financially interested, nor shall he participate in any act in which his personal interest is in conflict with that of the corporation.

Section 9. Meetings Held by Telephone or Similar Communications Equipment. Members of the board of trustees or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and

participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1. Officers Enumerated; Election. At each annual meeting of the board of trustees, a chairman, vice chairman, secretary and treasurer shall be elected by the board of trustees to serve for the ensuing year and until their successors are elected and assume office. All of such officers shall be members of the board of trustees. Any two (2) or more offices may be held by the same person, except the offices of chairman and secretary. In no event shall the Principal Officers of the Lodge be eligible to serve as officers of the corporation, but all of such Principal Officers shall serve as trustees of the corporation, pursuant to Article II, Section 2 above. The board of trustees may fill any vacancy occurring in said offices. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of trustees may prescribe.

Section 2. Chairman. It shall be the duty of the chairman to preside at all meetings of the board of trustees, to act as chief executive officer of the corporation, to sign all instruments executed by the corporation and to do all such other things as are incident to the office as chairman. It shall be the duty of the chairman to cause an annual progress and financial report to be prepared by the secretary for presentation to the board of trustees and the Lodge, which report shall reflect the actions and decisions of the board concerning all matters which have come before the board during the preceding fiscal year. Such report shall be rendered at or before the annual meeting of the board of trustees each year.

Section 3. Vice Chairman. In the absence or disability of the chairman, it shall be the duty of the vice chairman to perform the duties of the chairman and to perform all such other duties as are incident to the office of vice chairman.

Section 4. Secretary. It shall be the duty of the secretary to keep correct and full minutes of the meetings of the board of trustees; to issue all calls for meetings and notify all officers and trustees of their election; attest by his signature to such documents as may be required. The secretary shall also keep the usual corporation books. The secretary shall sign, with the chairman, all contracts, deeds, and other instruments when so ordered. He shall make such reports to the board of trustees as they may request, and shall prepare such reports and statements as are required by the laws of the State of Washington, including but not limited to charitable solicitations reports pursuant to RCW 19.09 and charitable trust registrations pursuant to RCW 11.110. The secretary shall attend to such correspondence and perform such other duties as are incident to the office of secretary.

Section 5. Treasurer. The treasurer shall have the custody of and be responsible for all monies and securities of the corporation. The treasurer shall keep full and accurate records and accounts thereof in the books of the corporation and approved by the board of trustees showing the transactions of the corporation and its accounts, liabilities and financial condition, and see that all expenditures are duly authorized and are evidenced by proper receipts and documents. He shall deposit in the name of the corporation, in such bank or banks as the trustees shall by resolution direct, all monies that come into his hands for the corporation's account and shall pay

out of the same as may be necessary for the transactions of the corporation, only on the authorized vouchers and checks of the corporation. The treasurer shall endorse for collection or deposit all bills, notes, checks, and other negotiable instruments of the corporation, and shall, together with the chairman, have supervision of the finances of the corporation. The treasurer shall make a detailed monthly report to the board of trustees of all receipts and disbursements of the preceding month and a complete report of the financial condition of the corporation at the annual meeting of the board of trustees. The treasurer shall make such other reports and statements as may be required of him by the board of trustees, or by the laws of the State of Washington, and shall perform such other duties as are incident to the office of treasurer.

The treasurer's books shall be open at all reasonable times for inspection by the trustees. The books, accounts and papers of the treasurer shall be examined by an auditing committee or by a firm of accountants as may be determined by the board of trustees. The annual audit shall be completed within 30 of the annual meeting of the board.
Number of Days

ARTICLE V

Actions by Written Consent

Any corporate action required or permitted by the articles of incorporation or bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Lodge or the board of trustees (or its committees) of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Lodge or by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VI

Distributions to Member; Dissolution

Section 1. Annual Distributions. All accumulated net income in excess of cash reserves necessary to pay annual expenses of operation, maintenance, repairs, taxes, insurance and other current expenses of the corporation shall be distributed to the Lodge on an annual basis, provided that the Lodge is then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If the Lodge is not then in existence or is not then exempt from federal income taxation under Section 501(a) of the IRC, any distributions that would otherwise have been made to the Lodge shall be made to the Grand Lodge.

Section 2. Dissolution. Dissolution of the corporation shall require the unanimous approval of all trustees and the approval of the Lodge, after thirty (30) days notice of the proposed dissolution. Upon dissolution of the corporation, all net remaining assets, after full payment of corporate debts and obligations, shall be distributed to the Lodge, if the Lodge is then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If the Lodge is not then in existence or is not then exempt from federal income taxation under Section 501(a) of the IRC, the net remaining assets of the corporation shall be distributed to the Grand Lodge, if then in existence and exempt from federal income taxation under Section 501(a) of the IRC. Otherwise, the superior court for the county in which the corporation's principal place of business is then located or the Washington State Attorney General shall distribute the net remaining assets of the corporation to one or more organizations

NOTE: BYLAWS AND SECTIONS AMENDED ON THE ABOVE STATED DATE ARE CHECKED BELOW.

ARTICLE I SEC 1 SEC 2
ARTICLE II SEC 1 SEC 2 SEC 3 SEC 4 SEC 5 SEC 6 SEC 7
ARTICLE III SEC 1 SEC 2 SEC 3 SEC 4 SEC 5 SEC 6 SEC 7
 SEC 8 SEC 9
ARTICLE IV SEC 1 SEC 2 SEC 3 SEC 4 SEC 5
ARTICLE V
ARTICLE VI SEC 1 SEC 2
ARTICLE VII
ARTICLE VIII SEC 1 SEC 2

A complete rewritten set of Bylaws

CERTIFICATE OF ADOPTION
TO THE MOST WORSHIPFUL GRAND MASTER OF FREE AND
ACCEPTED MASONS OF WASHINGTON:

On the _____ of _____, 20____, at a regular meeting after due notice of the
Day Month Year
membership of Temple Lodge #42 were proposed in writing as the
Lodge Name & Number
bylaws of the said The Masonic Temple Association of Cheney, Washington.
Name of Corporation

Thereafter on the _____ of _____, 20____, at a regular meeting of the
Day Month Year
membership of Temple Lodge #42 the said foregoing proposed bylaws
Lodge Name & Number
were duly adopted by a three-fourths vote of the members present and the said bylaws are
herewith submitted to the Grand Master for his approval or disapproval.

Dated this _____ of _____, 20____
Day Month Year

Signature of Worshipful Master
_____, Worshipful Master
Print Worshipful Master's Name

Attest:

Signature of Lodge Secretary
_____, Lodge Secretary
Print Secretary's Name

ACTION BY COMMITTEE ON JURISPRUDENCE
AND THE GRAND MASTER

Committee on Jurisprudence

Chairman

APPROVED _____, 20____

Grand Master

The foregoing corporation bylaws are hereby (dis)approved this ___ day of _____,
20____.

Amendment to ARTICLE II

Trustees

Following the election of officers of the Board of Trustees the President will request the Worthy Matron of Martha Chapter #60, Order of Eastern Star to appoint at her discretion one (1) representative to sit on the Board as an advisory non-voting member of the Board of Trustees for the following year.

Amendment to ARTICLE VIII

Administrative and Financial Provisions

Checks written on corporation accounts, by the corporation for items other than the normal monthly utility bills shall be co-signed by an authorized officer of the Board of Trustees.

Amendment to ARTICLE VIII

Administrative and Financial Provisions

The Trustees of the corporation shall at their discretion employ a person or company to act in the position of "Manager" of the corporation's properties.

- a. If a company is hired as the "Manager" it will be a local professional company with good references. They will provide pricing and services competitive with hiring an individual as indicated below. The company will be chosen from a minimum of three (3) bidders. Each will submit a detailed explanation of their services to the Board for their decision.
- b. If a person is hired to the position, it will be filled by a member in good standing, and with good attendance to Temple Lodge #42. The individual shall be capable of performing general maintenance functions including cleaning and other tasks as may be necessary from time to time. The person will be paid in accordance to State and Federal Laws, including IRS provisions for withholding tax. The "Manager" shall not be a member of the board, either elected, appointed, or as a Principal Officer of the Lodge.

This person or company shall report to the Temple Board, and be responsive to the directives of the board. The position of "Manager" shall be made available to all eligible members of the Lodge at the Stated meeting of the Lodge following the Annual meeting of the Temple Board on even numbered years.