



Masonic Temple Association OF BREMERTON, WASHINGTON

address all communications to the secretary at:

MASONIC TEMPLE 7 FIFTH AT WARREN 7 BREMERTON, WASHINGTON



BY-LAWS
MASONIC TEMPLE ASSOCIATION
of
Bremerton, Washington

REVISED AND APPROVED

21 JANUARY 1985

(AMENDED OCTOBER 27, 2001)



Masonic Temple Association, Inc.

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Bremerton, Washington 98337-1431

SPECIAL MEETING OF STOCKHOLDERS MASONIC TEMPLE ASSOCIATION, 27 OCTOBER 2001

The meeting was called to order at 9:30 A.M. by President Mike Pursey.

The President stated that the purpose of the meeting was to vote on a change to Article 1, Section 3 of the Masonic Temple Assn. Bylaws. It would change the time for the Annual meeting from the 4th Monday of January to the 3rd Friday of February.

A tabulation of the Stockholders present disclosed that 16327 shares were represented.

A motion was made and seconded to approve the change. Motion carried unanimously.

Their being no further business, the meeting was adjourned at 9:40 A.M.

Fraternally submitted,

Herb Farman, Sec'y./Treas.

BY-LAWS
MASONIC TEMPLE ASSOCIATION
JANUARY 1985

ARTICLE ONE

Stockholders

Section 1 The Stockholders of the Masonic Temple Association of Bremerton, Washington, shall be those Masonic and Masonic affiliated bodies that appear on the books of the Association as owners of one (1) or more shares of Capital Stock of the Masonic Temple Association.

Section 2 Meetings of Stockholders shall be composed of one (1) authorized member of each stockholding body as chosen by said stockholding body to represent it at all such meetings. Such representatives shall be designated in writing to the Secretary/Treasurer of the Board one (1) week prior to the annual meeting. Written proxies are acceptable when presented at the meeting. The representatives of each of such bodies holding stock shall have one (1) vote for each share of stock owned by that body.

Section 3 The annual meeting of the representatives of the Stockholders shall be held on the ^{3RD FRIDAY OF FEBRUARY} ~~fourth (4th) Monday of January~~ each year, at the Masonic Temple, for the purpose of electing Trustees and to transact such other business as may properly come before said meeting.

Section 4 The fiscal year of the Association, shall begin on the first day of January and end on the thirty-first day of December of each year.

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Section 5 All meetings of the Stockholders shall be presided over by the President of the Board of Trustees. Such meetings shall be attended by the Secretary/Treasurer of the Board who shall be (exofficio) Secretary of the Stockholders meeting and the proceedings of such meeting shall be verified by the signature of the President.

Section 6 Special meetings of the representatives of the Stockholders will be held at the call of the President or by order of the Board of Trustees, and it shall be the duty of the President to call such meeting, whenever requested to do so, by the owner or owners of at least twenty-five (25) per cent of the capital stock of the Association.

Written notice of the annual meeting and all special meetings shall be mailed to each body holding stock, at least ten (10) days prior to the meeting, stating the purpose for which the meeting is to be held.

Section 7 A majority of the stock of the Association must be represented at any meeting to constitute a quorum; if a quorum fails to attend said meeting, those that do attend may adjourn until such time as the meeting can be duly constituted.

Section 8 At such meetings all questions, unless otherwise provided for in the By-Laws, shall be determined by a majority vote of the stock represented at such meeting.

ARTICLE TWO

Trustees

Section 1 The affairs of this Association shall be managed by a Board of Trustees and such other officers and agents as said Board may elect or employ.

Section 2 The Board of Trustees shall be composed of nine (9) persons. Each shall be a member of one of the Masonic or Masonic affiliated bodies holding stock in the Association and shall be elected by duly authorized representatives of such bodies.

Three (3) Trustees shall be elected for a term of three (3) years each at each annual meeting. All Trustees shall hold office until the election of their successor.

Vacancies on the Board that occur from time to time due to resignation or death shall be filled by the Board of Trustees. The person or persons elected by such Board shall hold office until the next annual meeting of the Stockholders when such vacancies shall be filled by election and the person or persons so elected shall fill out the unexpired term or terms.

Each member of the Board of Trustees shall have one (1) vote.

Section 3 The Board of Trustees shall, as soon after the annual Stockholders meeting as convenient, elect from their membership a President, Vice President, and a Secretary/Treasurer. All shall hold office for one (1) year, subject to removal at any time by the Board, with or without cause.

Section 4 Regular meetings of the Board of Trustees shall be held on the fourth Monday of each month in the Masonic Temple, at 7:30 PM o'clock or at such other time and place as the Board may designate.

A special meeting may be called at any time by the President or any two (2) Trustees. Notice of such special meeting shall be given to each Trustee by mail, telephone or in person three (3) days before said meeting.

Section 5 A majority of Trustees in office shall be in attendance to constitute a quorum for the transaction of Board business. Any question coming before the Board shall be determined by a majority of those present.

Section 6 The Board of Trustees shall have power to purchase and control real estate, negotiate loans, execute and deliver all proper conveyances, mortgages and liens thereon as may become necessary in the carrying out the benefits and purposes of the Association, and to do all other things necessary as provided in the Articles of Incorporation.

The Board of Trustees shall call a meeting of the Stockholders and obtain approval of such Stockholders for any single project or transaction that equals or exceeds Twenty-Five Thousand Dollars (\$25,000).

ARTICLE THREE

Duties and Powers of Officers

Section 1 The President of the Board shall preside at all meetings of the Board of Trustees, shall be a member (exofficio) of all committees and shall employ and dismiss all employees and agents. The Board shall have the right to direct by majority vote, the employment or dismissal of any employee or agent.

The President shall sign all certificates of stock and conveyances of real estate and any other instrument requiring a signature and perform such other duties as may be required of him by the Trustees, from time to time.

Section 2 In the absence of the President or his inability to act, his duties shall be performed by the Vice President, who in that event will exercise all the above duties of the President.

Section 3 The Secretary/Treasurer shall attend all meetings of the Stockholders and Trustees and keep a full and accurate account of the proceedings, in a book to be kept for that purpose. He shall be the transfer agent of the Association for the transfer of all certificates of stock. He shall record all transfers of stock, cancel and preserve all certificates and stock transferred, as well as the address of each Stockholder. He shall keep the seal of the Association and affix the same to all certificates of stock, conveyances of real estate, and such other instruments requiring the seal, as may be directed by the board.

He shall keep a full and accurate account of receipts and disbursements belonging to the Association and shall deposit all monies and other valuable objects in the name of the Association in such depositories or safety vaults as may be designated by the board.

A report of the finances of the Association shall be made by the Secretary/Treasurer whenever requested by the President and a report of like character shall be furnished by him at each annual meeting.

He shall be required by the Trustees to give bond such as the Trustees may designate.

He will prepare a monthly statement of monies due from the various Lodge bodies or other organizations as shown or posted in the log book and in conformity with the schedule of rentals and collect from all bodies such monies as may be due the Association each month.

Section 4 The President shall, at the regular Trustee meeting in January of each year, appoint the following committees consisting of three (3) or more members each, one of which shall be designated chairman.

A - House Committee

It shall be the duty of the House Committee to exercise general supervision over the maintenance, upkeep and minor repairs to the Temple Building, its furnishings, equipment and grounds, make periodic inspections of the same and submit a report of major repairs or alterations contemplated, to the Board of Trustees for action. To supervise the renting of all the various apartments of the Temple and see that the custodian keeps an accurate record of all meetings held in the Lodge Rooms and other apartments of the Temple and post the same in a log book furnished by the Secretary/Treasurer for that purpose. He shall record the date, name of the body meeting, room in which meeting is held, nature of meeting (if dinner or lunch, state number of plates) and number of hours consumed by the meeting.

B - Finance Committee

It shall be the duty of the Finance Committee to exercise general control of the routine financial affairs of the Association.

The duties of this committee shall be to prepare a yearly budget itemizing contemplated expenditures for the calendar year, to prepare a schedule of rental charges for the use of the various rooms in the Temple by Lodge bodies, affiliated bodies and non-affiliated bodies and to recommend such changes from time to time as may be necessary, to meet budget expenditures.

ARTICLE FOUR

Capital Stock

Section 1 All certificates of stock shall be signed by the President and Secretary/Treasurer and be attested to by the Corporate Seal.

Section 2 The ownership of stock in this Association shall be limited to Masonic and Masonic affiliated organizations meeting in this Temple.

Section 3 Certificates of stock may be transferred, sold, pledged or assigned, by an endorsement to the proper effect, in writing on the back of the certificate and delivery of such certificate by the transferrer to the transferee. However, until notice is given of the transfer, to the Secretary/Treasurer of the Association, and the surrender of the certificate for cancellation and the issuance of a new certificate in lieu of that surrendered, this Association may regard and treat the transferrer as being still owner of the stock.

Section 4 All surrendered certificates shall be "CANCELLED" with the date of cancellation, by the Secretary/Treasurer and be immediately posted in the stock book, opposite the memorandum of issue.

Section 5 A duplicate certificate of stock may be issued for such as have been lost or destroyed, upon applicant furnishing an affidavit that he is the owner of said stock certificate and that the same has been lost or destroyed.

ARTICLE FIVE

Miscellaneous

Section 1 All Masonic and Masonic affiliated bodies meeting in the Temple Lodge Rooms, shall be required to pay in the form of rents for the general upkeep, maintenance and new equipment, an amount sufficient to equal the annual budget of expense. Upon recommendation of the Finance Committee and Board approval, surplus funds which may accumulate shall be returned to the Stockholders in the form of a dividend.

Section 2 These By-Laws may be altered, modified, or added to by a vote of the Stockholders holding a majority of the stock of the Association, present in person or by proxy, at any regular or special meeting (called for that purpose) by a two-thirds (2/3) vote of those present.

Section 3 The seal of the Association shall be circular in form with "Masonic Temple Association" on the circumference.

Section 4 The management of the affairs of the corporation shall conform to the Roberts Rules of Order and the By-Laws of this Corporation.