

BYLAWS OF BENI KEDEM SHRINERS

Preamble

This temple is governed by the articles of incorporation and bylaws of The Imperial Council, A.A.O.N.M.S. for North America, an Iowa corporation, and the following bylaws not inconsistent therewith.

ARTICLE 1

Name, Seal & Jurisdiction

§1.1 Name. This temple shall be known as Beni Kedem Shriners. It was granted a charter on June 9, 1897 by The Imperial Council.

§1.2 Location. It shall be located in the community designated in its charter.

§1.3 Seal. The seal of Beni Kedem Shriners shall consist of two concentric circles between the circumferences of which are the words *Beni Kedem Shriners, A.A.O.N.M.S.* An impression and facsimile shall be deposited with the Imperial Recorder.

§1.4 Flag. The official flag of this temple shall be as described by the bylaws of The Imperial Council.

§1.5 Jurisdiction. The territorial jurisdiction of this temple is governed by the provisions of the bylaws of The Imperial Council.

ARTICLE 2

Temple Membership

§2.1 Prerequisites. Membership in this temple, including a candidate's petition and balloting thereon, is governed by the bylaws of The Imperial Council.

§2.2 Affiliation. Affiliation into this temple is governed by the bylaws of The Imperial Council.

§2.3 Associate Membership. Associate membership in this temple is governed by the bylaws of The Imperial Council.

§2.4 Retention of Membership. Retention of membership in this temple is governed by the bylaws of The Imperial Council.

§2.5 Demit. The procedure for a demit is governed by the bylaws of The Imperial Council.

§2.6 Suspension or Termination of Membership. Suspension and termination of membership in this temple are governed by the bylaws of The Imperial Council.

§2.7 Life Memberships. Life memberships in this temple are governed by the bylaws of The Imperial Council.

§2.8 Honorary Membership. Honorary membership in this temple is governed by the bylaws of The Imperial Council.

§2.9 Discipline. The discipline of a member of this temple, for any cause other than nonpayment of dues, is governed by the bylaws of The Imperial Council.

§2.10 Complaints to Imperial Potentate. Complaints or correspondence to the Imperial Potentate are governed by the bylaws of The Imperial Council.

§2.11 Copies of Temple Bylaws and Imperial Bylaws. Each member of this temple shall receive a copy of these temple bylaws if requested; and the recorder of the temple shall allow each member access to a copy of the Imperial bylaws so that they may be read and understood.

ARTICLE 3

Temple Meetings & Ceremonials

§3.1 Stated Meetings. A stated meeting shall be held on each month (except the Potentate may suspend the stated meetings in June, July and August each year by announcing such suspension at the stated session in May). The exact date and hour of all meetings, including the annual meeting, shall be designated by the potentate.

(a) **December Meeting.** At the December stated meeting, the officers and representatives for the ensuing year shall be elected.

(b) **Annual Meeting.** The annual meeting shall be held in January.

§3.2 Ceremonial Sessions. Ceremonial sessions may be called by the potentate at any time.

§3.3 Special Meetings. Special meetings may be called by the potentate at any time, but notice must be given to each member stating the business to be considered and no other business than that specified in the call may be transacted.

§3.4 Sunday Meetings. No business meeting or ceremonial session shall be held on Sunday, except upon special dispensation of the Imperial Potentate for good and sufficient cause.

§3.5 Place of Meetings. The place of all meetings shall be determined by the potentate except as may be otherwise required or restricted by the bylaws of The Imperial Council.

§3.6 Notice of Meetings. At least one week's notice must be given of the time and place of all meetings and ceremonial sessions. The notice may be given in the official temple publication or by letter.

§3.7 Rules of Order. Unless otherwise provided by the bylaws of The Imperial Council, the temple bylaws or resolution, parliamentary procedures shall be governed by *Robert's Rules of Order*.

§3.8 Admission. A Noble may not be admitted to this temple unless he exhibits to the temple an official Shrine card for the current year.

§3.9 Quorum. A quorum consists of seven members of the temple entitled to vote, one of whom must be the potentate, chief rabban, assistant rabban or a past potentate of the temple.

§3.10 Order of Business. The order of business shall be as follows:

- (a) Opening ceremony
- (b) Reading of minutes of previous session
- (c) Reading of communications
- (d) Reading financial statements
- (e) Reading of petitions for membership
- (f) Balloting on candidates
- (g) Reports of standing and special committees
- (h) Unfinished business
- (i) New business
- (j) Conferring the ceremonial
- (k) Closing ceremony

The order of business may be changed or suspended whenever it is in the best interest of the temple.

ARTICLE 4

Officers

§4.1 Officers. The officers of this temple are those listed in the bylaws of The Imperial Council. No person may hold more than one of the offices at the same time.

§4.2 Nomination. Candidates for elective office and Representative must be placed in nomination from the floor. There shall not be more than one nomination speech for a candidate and the speech may not exceed three minutes. Seconding speeches are not required or permitted.

§4.3 Election and Appointment. The election and appointment of officers are governed by the bylaws of The Imperial Council.

§4.4 Duties. The potentate or these temple bylaws assign the duties of officers not governed by the bylaws of The Imperial Council. Additional duties for some of the temple officers are as follows:

(a) Potentate: The Potentate, as the Chief Executive Officer of Beni Kedem Shriners, has it in special charge to see that these bylaws are duly observed, as well as the bylaws of The Imperial Council; that accurate records are kept and just accounts rendered; that regular returns are made to The Imperial Council; that no fewer than four stated sessions are held annually, of which one shall be held in January,

He shall at all times require the observance of decorum and propriety, suppress all exhibitions of levity and unbecoming conduct among the members; and use every effort to preserve harmony among the members and promote the welfare of the temple. He may make such rulings or determinations, consistent with these bylaws or the bylaws of The Imperial Council applicable State and Federal law, and the interests of the fraternity as are necessary to benefit the membership of Beni Kedem Shriners.

(b) Treasurer: The treasurer shall receive in charge all the revenue of the temple; pay all orders drawn on the treasury when duly authorized by the temple; render a just and faithful account at the annual assembly, and also when required by vote of the temple. He shall promptly deliver to his successor in office all the property and funds of the temple he may have in his possession. The treasurer and trustees are prohibited from making loans to or borrowing money from Beni Kedem Shriners,

The treasurer of Beni Kedem Shriners, as the chief financial officer, shall have the authority to invest and reinvest the funds held by the treasurer and the trustees of Beni Kedem Shriners to the same extent that fiduciaries may invest trust funds under West Virginia Code § 44-6-2,

The Board of Directors, in consultation with the treasurer, shall establish investment objectives in respect to the investment and reinvestment of temple funds. The treasurer, in carrying out his duties as the chief financial officer may contract with

independent investment advisers, investment counselors, or managers, banks or trust companies to accomplish the investment objectives.

The treasurer shall exercise ordinary business care and prudence under the facts and circumstances prevailing at the time of the action or decision in the administration of the investment objectives of the temple and in that regard he shall consider the long and short term needs of the temple in carrying out its eleemosynary purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends and general economic conditions.

The treasurer shall report to the membership, at least annually at the annual meeting, the nature and extent of all deposits and investments of the temple.

(c) Recorder: The Recorder shall have in charge the business office of the temple the custody of the charter, seal, books, records, files, documents, archives and chronicles, with a consecutive file of the Proceedings and bylaws of The Imperial Council, and see that the same are safely and securely kept. He shall promptly deliver to his successor all the property of the temple in his possession.

He shall faithfully and correctly record the transactions of the temple in substantially bound books, keep the books and accounts, collect the dues, fees and all revenues, pay them over promptly to the treasurer and take the treasurer's receipt therefor. He shall promptly issue all notices, calls, summonses, and make the required reports to The Imperial Council and annual reports to the temple, and other reports and returns as may be ordered or requested from time to time. He shall perform the other routine, traditional ritualistic, and constitutional duties of the office.

For such service, faithfully and promptly performed, he shall receive from the temple a salary to be fixed by action of the temple, payable in equal amounts each month on the last day of the month, for such time as he shall have performed the duties of the office. Any additional expense for help in connection with the recorder's office must be duly authorized by the temple in regular session.

(d) Trustees: The members of the temple shall elect three trustees whose sole duty and authority shall be to hold titled to real estate owned by Beni Kedem Shriners as authorized by West Virginia Code § 35-2-6. The terms of the trustees elected following adoption of these bylaws shall be for one, two, and three years, respectively, each such year to commence and end at the annual meeting, and their successors shall serve for terms of three years each. The recorder shall file annually a certification of the election of the trustees in the office of the Clerk of the County Commission of each county in which Beni Kedem Shriners owns real estate. Acquisition, other than by devise, and disposition of all real property of Beni Kedem Shriners, its clubs and units, shall be only upon two-thirds majority vote of the members present at a stated session after notice given at the preceding stated session. Management of all real estate shall be by and through the potentate and board of directors, provided, however, that management of

specific parcels or parts of such real estate may be delegated by the potentate to a club or unit as necessary to further the purposes of that club or unit.

§4.5 Enthronement and Installation. The enthronement and installation of the temple officers are governed by the bylaws of The Imperial Council.

§4.6 Vacancies. The existence of a vacancy and filling a vacancy are governed by the provisions of the bylaws of The Imperial Council.

§4.7 Delivery of Records. Each officer shall deliver all books, papers and other property of the temple in his hands to his successor in office, or to such person and at such time as the temple may direct.

§4.8 Board of Directors. The composition and duties of the board of directors are enumerated in the bylaws of The Imperial Council. The board of directors has these additional duties.

(a) **Leadership Search Committee.** The board of directors may appoint a Leadership Search Committee as allowed by the provisions of the bylaws of The Imperial Council.

(b) **Temple Holding Corporation.** The board of directors and the immediate past potentate shall be the board of directors of any temple holding corporation.

ARTICLE 5

Initiation Fees, Dues, Per Capita, Hospital Levy

§5.1 Initiation Fee. The initiation fee shall be determined at a stated or special meeting of the temple after notice has been given to each member stating the proposed amount of the initiation fee. The initiation fee shall not be less than prescribed by the bylaws of The Imperial Council. It must be paid in full prior to initiation.

§5.2 Dues. The annual dues shall be determined at a stated or special meeting of the temple after notice has been given to each member stating the proposed amount of the annual dues. The annual dues shall not be less than prescribed by the bylaws of The Imperial Council. The annual dues do not include the hospital levy or the annual per capita tax required by the bylaws of The Imperial Council, each of which shall be added to the annual dues. This temple may, by affirmative vote, remit dues of a member for good cause shown either to the temple or a committee selected for that purpose.

§5.3 Life Memberships. A member may be granted a life membership in this temple as prescribed by the bylaws of The Imperial Council.

§5.4 Per Capita Tax. Each member of this temple, other than life per capita members and associate members, shall pay The Imperial Council per capita tax as prescribed by the bylaws of The Imperial Council.

§5.5 Life Per Capita. A member may pay the sum prescribed by the bylaws of The Imperial Council and, thereafter, be exempt from the annual per capita tax.

§5.6 Hospital Levy. Each member of this temple, other than Permanent Contributing Membership purchasers, shall pay the hospital levy as prescribed by the bylaws of The Imperial Council. This temple may remit the hospital levy of a member whose dues have been remitted because of hardship and so advise the Imperial Treasurer.

§5.7 Permanent Contributing Membership. A member may purchase a Permanent Contributing Membership in the Hospitals as prescribed by the bylaws of The Imperial Council and, thereafter, be exempt from the hospital levy.

§5.8 Assessment. The temple may levy an assessment on its members as prescribed by the bylaws of The Imperial Council.

ARTICLE 6

Fiscal

§6.1 Budget. The procedures governing the budget of this temple, including its requirement, preparation, inspection, presentation, adoption, appropriations, amendment, temple reports and Imperial Recorder filing are governed by the bylaws of The Imperial Council. In addition, the following shall apply:

(a) Budget Limitations:

1. In preparing the budget for the year 2004 and all subsequent years, no assets of the temple including, but not limited to, interest earned on temple assets, unrealized gains on temple assets or the appreciated value of temple assets may be used to fund expenses of the temple unless approved by a majority vote of the members present and voting at a regularly scheduled meeting or a special meeting called for action thereon. Due notice of such meeting and the purpose thereof must be given to all members at least ten days prior to the meeting. The income side of the budget must be funded only with member's dues, initiation fees and other funds received during the calendar year for which the budget is prepared.

2. All rental income previously received and not used, and all future rental income, investment income, and the appreciated value of those monies obtained as a result of the Fifth Quarter Lease, or any subsequent lease of the same property, shall be retained in a special account to be designated the Building Fund Account. The funds in this account shall be used only for significant repairs or additions to the temple building and grounds and then only after the same has been recommended by the board of directors and approved by a majority vote of the members present and voting at a regularly scheduled meeting or a special meeting called for action thereon.

(b) Motions in Respect to Unbudgeted Expenditures:

All motions, except those originating in the board of directors, involving the expenditure of unbudgeted amounts exceeding one thousand dollars (\$1,000) shall be in writing, signed by the Noble making such motion and filed with the recorder. Said motion shall be referred to the board of directors who shall make a recommendation in respect to such motion at the next stated session.

§6.2 Payment of Obligations. All checks, vouchers or orders for the payment of obligations of this temple, any sums due The Imperial Council, and any other authorized disbursements, shall be signed by one or more elected officers and countersigned by one or more elected officers as determined by resolution duly adopted by the temple. All checks shall be supported by voucher or requisitions.

§6.3 Monthly Reports. Each Noble, committee, unit or other organization of this temple that is authorized to incur indebtedness or to disburse or collect funds, shall make a detailed financial report, accompanied by receipts or vouchers to the recorder monthly or at such other times as may be required.

Every unit and club shall furnish a statement of all financial assets managed by the unit or club at the annual meeting. The books and accounts of all units and club shall be audited at the end of each calendar year by a certified public accountant or by three members of the unit or club appointed by the potentate, and a copy of the audit must be filed with the potentate before February 1st of the year following the year being audited.

§6.4 Construction Program and Secured or Long Term Obligations. Prior to commencing a construction program or incurring a secured or long-term debt, as defined by the bylaws of The Imperial Council, the temple must follow the bylaws of The Imperial Council.

§6.5 Sale of Temple Assets. Prior to this temple, or any of its affiliates, selling, leasing, exchanging, mortgaging, pledging or otherwise disposing of all or substantially all of its property or assets, it must follow the bylaws of The Imperial Council.

§6.6 Fidelity Bond. The temple must procure a corporate fidelity bond as prescribed by the bylaws of The Imperial Council.

§6.7 Insurance. The temple must procure insurance policies, and the potentate must appoint an insurance advisory committee, as prescribed by the bylaws of The Imperial Council.

§6.8 Fiscal Year. This temple must arrange its books of account, annual report and audit to conform to the calendar year.

§6.9 Indemnification. The official divan, committee members, officers and employees shall be indemnified by the temple for all expenses reasonably incurred by them in

defending themselves from any proceedings instituted or threatened against them provided the temple votes that they have acted within the scope of their authority and are not guilty of misfeasance or malfeasance.

§6.10 Audit. The financial accounts must be audited or reviewed, and reported on, as prescribed by the bylaws of The Imperial Council.

ARTICLE 7

Committees

§7.1 Leadership Search Committee. This temple may have a Leadership Search Committee. Its appointment and duties are governed by the bylaws of The Imperial Council.

§7.2 Insurance Advisory Committee. This temple shall have an Insurance Advisory Committee. Its appointment and duties are governed by the bylaws of The Imperial Council.

§7.3 Finance Advisory Committee. This temple shall have a Finance Advisory Committee.

(a) Composition. It shall consist of four at-large members of this temple. Two of the four at-large members are to be elected each year at the annual meeting for a term of two years.

(b) Duties. It shall:

1. Analyze and make recommendations as to the financial affairs of the temple.
2. Examine the proposed major financial obligations and expenditures before such obligations or expenditures are incurred or made.
3. Review all necessary current expenses.
4. Examine whether any officer, department, committee, organization, unit or individual having authority incurs expenditures that exceed the appropriations set out in the budget.
5. Examine the system under which the financial affairs of the temple, and every subordinate body thereof, are administered and make such recommendations from time to time as may be deemed for the good of the temple or any subordinate body thereof.

6. Review any bill for travel, hotel or entertainment expense of any officer or representative to determine if it is reasonable and necessary and within the budget.

7. Have access to all financial books, papers and accounts of the officers and review them on a periodic basis, and recommend certified public accountants for examination and audit.

8. Review the financial institutions in which the funds of the temple are to be, or already are, deposited.

9. Investigate suitable investments and investment institutions for the funds of the temple.

10. Evaluate the proper coverage and limits of the bonds for the treasurer and recorder, and any other officers required to be bonded.

(c) Reports. This committee shall issue its findings, recommendations and reports to the board of directors of this temple.

(d) Quorum. Three members of this committee shall constitute a quorum for the transaction of business.

§7.4 Other Committees. The potentate shall appoint such other committees as may be required for the operation of the temple's affairs. Their duties and responsibilities shall not conflict with any provisions of the bylaws of The Imperial Council or these bylaws.

ARTICLE 8

Prohibited Practices

§8.1 Unlawful Activities. It is unlawful for this temple, or any unit or club under its control, or any group of its members, or any member acting for or on behalf of the temple, to promote or take part in any engagement or enterprise prohibited by the law of the land.

§8.3 Shrine Law. A Noble may not violate Shrine law. The provisions of Shrine law are found in the articles of incorporation and bylaws of The Imperial Council and any general or special orders at the time in effect.

§8.3 Alcoholic Beverages. The consumption of alcoholic beverages during parades and ceremonials is forbidden by those Nobles participating therein.

ARTICLE 9

Temple Units and Shrine Clubs

§9.1 Government. Shrine temple units and shrine clubs are governed by the provisions of the bylaws of the Imperial Council.

ARTICLE 10

Temple Publication

§10.1 Official Publication. Unless otherwise provided in Imperial Council bylaws or these bylaws, a magazine or newsletter may be established as the official publication of this temple. It shall be proper to publish all official calls and notices therein.

§10.2 Advertising. All advertising accepted for the official publication shall be non-offensive and in compliance with the bylaws of The Imperial Council and these bylaws.

§10.3 Staff. The potentate shall appoint the editor and approve the appointment of staff members by the editor. The editor and staff members may be known as the "Press Corps."

ARTICLE 11

§11.1 Units:

The Units currently consist of a Patrol, Gold Band, Oriental Band, Motor Corps, Legion of Honor, Clowns, Bluefield Patrol, Flying Fezzes, Ceremonial Cast, Highlanders, and the Director's Staff.

(a) New Units: The potentate may establish new Units, from time to time.

(b) Unit Bylaws: Each unit shall enact its bylaws, elect or appoint its officers and select its own members, which shall become effective when approved by the potentate. The bylaws of all units shall be presented to the newly-elected potentate within three days of his installation each year and shall not be in force until approved by him.

(c) Membership: No Noble shall be a member and have the right to vote in more than one unit, but any Noble who is a member of one unit may be a non-voting member of one or more other units.

(d) Unit Functions: Units shall not appear in any parade or participate in any other public activity other than functions of the temple with out the approval of the potentate in writing, which writing must be filed in the recorder's office.

(d) Parades: In any parade of the temple wherein any of the unites participate, no one shall be permitted to participate other than Nobles. The commanding officer of the units shall be a major appointed by the potentate, who shall be in active charge of the units, clubs, and all Nobles participating during parades and shall perform such other duties as may be assigned him by the potentate.

(e) Directors Staff: The potentate shall appoint a ceremonial director whose duties shall be to organize and direct the director's staff and have active charge of the initiation of candidates and shall perform such other duties as may be assigned him by the potentate. He shall serve at the will and pleasure of the potentate.

(f) Hospital Vans: All vehicles, including those presently in the possession of the temple, acquired for the purpose of transporting children and their families to medical facilities, shall be used only for that purpose, provided, however, that the potentate may, in writing, approve the use of said vehicles in parades for the purpose of promoting Shriners Hospitals for Children.

All of said vehicles shall be under the supervision and control of the potentate, who shall designate one or more specific members whose duty it shall be to maintain detailed records accounting for the use of said vehicles.

The potentate may appoint a noble, committee of nobles club, or unit to take custody of said vehicles, and the potentate may delegate to the same noble, committee of nobles, club, or unit the duties assigned to him in the preceding paragraph, but the potentate shall at all times remain responsible for fulfilling his obligations under this Section.

§11.2 Clubs:

The potentate may, in his discretion, recognize as a club any group of members of Beni Kedem Shriners who present to him a petition to form a new shrine club, signed by all the potential members, along with the proposed bylaws of the new shrine club. The potentate of the temple shall have absolute control of all shrine clubs operating in this jurisdiction, with authority to disband any club at any time. Clubs shall have no entitlement to funding for their operations or to use of segregated areas or other assets of the temple but may apply to use a segregated area or other assets of the temple on a yearly basis.

ARTICLE 12

Amendments

§12.1 Amendments. These bylaws may be amended as provided by the bylaws of The Imperial Council.

§12.2 Inconsistencies. In the event of an inconsistency between these bylaws and the bylaws of The Imperial Council, the bylaws of The Imperial Council supersede these bylaws.

CERTIFICATION

I, _____, potentate of _____ Shriners, certify that the attached resolution relating to bylaws (amendments to bylaws) was submitted in writing at a stated meeting on _____, 20____. The resolution was laid over to the next stated meeting (a special meeting called for action thereon).

On _____, 20____, a notice of meeting to be held on _____, 20____, was sent to every member of the temple and it recited the text or substance of the proposed bylaws (amendments to bylaws). There were _____ members of the temple present at this duly warned meeting and _____voted in the affirmative and _____voted in the negative to adopt the proposed bylaws amendments to bylaws). They were approved by at least two-thirds of the members present and voting.

A copy of the notice of the duly warned meeting and three copies of the bylaws (amendments to bylaws) are attached.

A copy of the temple's current bylaws are enclosed.

I certify that the bylaws (amendments to bylaws) were adopted.

Dated this _____day of _____, 20____.

- Potentate

Attest: _____
- Recorder