

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

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

**BYLAWS**

**OF**

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Name of Corporation

\_\_\_\_\_, Washington  
City

A Washington Masonic Building Corporation

# BYLAWS

## OF

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Name of Corporation

### ARTICLE I

#### Membership

**Section 1. Membership.** The members of the corporation shall consist of one or more organizations that meet all of the following eligibility requirements:

(a) is a constituent Lodge of The Most Worshipful Grand Lodge of Free and Accepted Masons of Washington (the “Grand Lodge”) or other chartered concordant Masonic body that has Masonic membership in good standing or Masonic relationship with the Grand Lodge;

(b) is an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code (the “IRC”) of 1986, as amended or any successor provision;

(c) makes contributions to the corporation as required by the board of trustees; and

(d) has been approved for membership in the corporation by the Grand Lodge.

**Section 2. Status of Membership.** Each constituent Lodge or Masonic body comprising the membership of the corporation shall be deemed to be a single member, respectively, with rights equal to every other member. An individual person may not be a member of the corporation.

**Section 3. Designation of Member Representatives.** A member shall designate one or more representatives to exercise its vote, execute proxies on its behalf, and in all other respects act on its behalf as a member. The representative(s) so designated shall be certified to the secretary of the corporation by the Worshipful Master or other chief executive officer of the respective member.

**Section 4. Certificates of Membership.** Certificates of membership in the corporation may be issued. If issued, they shall be numbered, and the respective members’ names shall be entered in the membership register of the corporation as the certificates are issued. Certificates shall bear the member’s name, shall evidence the respective equitable interests of the members in the properties held by the corporation, as determined in accordance with these bylaws, and shall be signed by the chairperson or the secretary of the corporation.

**Section 5. Contributions; Maintenance of Contribution Accounts.** Members may from time to time be required to contribute money or property (other than money) to the corporation. A member’s contribution shall be recorded in a “Contribution Account” reflecting each member’s initial contribution to the corporation: (i) increased by any additional contributions made by such member; and (ii) decreased by any distributions made to such member, other than annual distributions made to a member in accordance with Article VII, Section 1 below. Individual Contribution Accounts shall be maintained for each member. No

member shall be entitled to withdraw any part of its Contribution Account or to receive any distribution except as provided in these bylaws and permitted by law. No member shall be entitled to receive any interest on its contributions or with respect to its Contribution Account except as provided in these bylaws and permitted by law.

**Section 6. Liability of Members.** No member shall be liable for any debts or losses of capital or profits of the corporation or be required to contribute or lend funds to the corporation except to the extent provided in these bylaws.

**Section 7. Non-Assignment.** A member shall not sell, assign, transfer or pledge any portion of its membership in the corporation without approval, by majority vote, of the board of trustees. Any sale, assignment, transfer or pledge which does not comply with the provisions of this Article shall be void.

**Section 8. Termination of Membership.** Membership in the corporation may be terminated for the following reasons:

(a) For any action by a member that is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes, or for failure to actively participate in corporate activities. Termination in this case shall require the affirmative vote of three-fourths (3/4) of the board of trustees. In the event that any such termination is contemplated, the board of trustees shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the board of trustees at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the member shall be entitled to respond to the stated reasons, and to be heard in its own defense.

(b) The occurrence of any event that causes a member to lose its exemption from federal income taxation under Section 501(a) of the IRC.

## ARTICLE II

### Meetings of Membership

**Section 1. Meetings.** Meetings of the members may be called at any time by the chairperson of the corporation, by a majority of the board of trustees, or by \_\_\_\_\_ (\_\_\_\_\_) or more members. Calls for meetings shall specify the time, Number spelled out (actual number) place and purpose thereof. No other business than that specified in the call shall be considered at any such meeting.

**Section 2. Notice of Meetings.** Notice of the time, place, and purpose of all 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 meeting(s).

**Section 3. Quorum.** Members holding a majority of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

**Section 4. Proxies.** At any membership meeting, any member entitled to vote at the meeting may vote by proxy executed in writing by such member. A proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote is cast.

**Section 5. Meetings Held by Telephone or Similar Communications Equipment.** Meetings of members may be conducted by 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 III

#### 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 Washington Masonic Code (the "WMC", and to the laws, rules, regulations and authority of the Grand Lodge, to Chapter 24.24 of the Revised Code of Washington (the "RCW"), and to Section 501(c)(2) of the IRC.

**Section 2. Number and Term.** The number of trustees of the corporation shall be not less than (at least seven) \_\_\_\_\_ (\_\_\_\_\_\_). The number of trustees may be increased or decreased by amendment of these bylaws, provided that no decrease in number shall have the effect of shortening the term of any incumbent. The term of office of a trustee shall not exceed three (3) years. The Board of Trustees shall be so arranged to present the entire Board from being changed in a given year.

**Section 3. Election; Qualifications.** Each member of the corporation, as set forth in Article IV of the corporation's Articles of Incorporation, shall have the right to elect, according to that member's corporate or other governing procedures, an equal number of trustees of the corporation. The trustees of the corporation shall be elected to hold office until the expiration of the term of office into which elected, and until his, her or their respective successors are elected and qualified. No person may serve as a trustee unless such person is a Master Mason in good standing of a member Lodge or a member in good standing of another chartered concordant Masonic body that has Masonic membership in good standing or Masonic relationship with the Grand Lodge.

The number of the trustees of the corporation, as set forth below:

1. \_\_\_\_\_ Lodge, No. \_\_\_\_\_ shall have the right to elect \_\_\_\_\_ (\_\_\_\_\_\_) trustees of the corporation.  
Number spelled out (actual number)

2. \_\_\_\_\_ Lodge, No. \_\_\_\_\_ shall have the right to elect \_\_\_\_\_ (\_\_\_\_\_\_) trustees of the corporation.  
Number spelled out (actual number)

3. \_\_\_\_\_ Lodge, No. \_\_\_\_\_ shall have the right to elect \_\_\_\_\_ (\_\_\_\_\_\_) trustees of the corporation.  
Number spelled out (actual number)

4. \_\_\_\_\_, shall have the right  
Name and Number of Chartered Concordant Body  
to elect \_\_\_\_\_ ( \_\_\_\_\_ ) trustees of the corporation.  
Number spell out (actual number)

5. \_\_\_\_\_, shall have the right  
Name and Number of Chartered Concordant Body  
to elect \_\_\_\_\_ ( \_\_\_\_\_ ) trustees of the corporation.  
Number spell out (actual number)

6. \_\_\_\_\_, shall have the right  
Name and Number of Chartered Concordant Body  
to elect \_\_\_\_\_ ( \_\_\_\_\_ ) trustees of the corporation.  
Number spell out (actual number)

7. \_\_\_\_\_, shall have the right  
Name and Number of Chartered Concordant Body  
to elect \_\_\_\_\_ ( \_\_\_\_\_ ) trustees of the corporation.  
Number spell out (actual number)

*<List other Masonic chartered concordant bodies and organizations, as set forth in Article IV of the Articles of Incorporation...>*

**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 said board of trustees and the vacancy shall be filled as herein provided.

**Section 5. Vacancies.** Each member of the corporation shall have the power to fill any vacancy occurring in that member's class of trustee and any trusteeship to be filled by reason of an increase in the number of trustees in that member's class of trustee by amendment of these Bylaws. A trustee so elected to fill a vacancy in a member's class of trustee shall be elected for the unexpired term of his or her predecessor in office, pursuant to this Article.

**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 therefor; adopt a plan for the distribution of the assets of the corporation; or amend, alter or repeal any resolution of the board of trustees unless by its terms provides that such committee may amend, altered or repeal it. 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.

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

## ARTICLE IV

### 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 \_\_\_\_\_ of \_\_\_\_\_ at, \_\_\_\_\_, 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 \_\_\_\_\_.  
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 \_\_\_\_\_ of each month,  
Day (1<sup>st</sup> Monday, 2<sup>nd</sup> Wednesday, etc...)  
except (if applicable) the months of \_\_\_\_\_, at the hour of \_\_\_\_\_. If the day  
(list months)    Time (a.m./p.m.)  
fixed for the regular meeting shall be a legal holiday, such meeting shall be held on the \_\_\_\_\_.  
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 chairperson of the board, and may be held at any time on the written call of the chairperson 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.** 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 those Constituent Lodges who are members of the corporation:

- (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 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/she is financially interested, nor shall he/she participate in any act in which his/her 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 V

### Officers

**Section 1. Officers Enumerated; Election.** At each annual meeting of the board of trustees, a chairperson (corresponding to president), vice chairperson (corresponding to vice-president), 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 chairperson and secretary. In no event shall the incumbent Worshipful Master, Senior Warden or Junior Warden of a lodge that is a member of the corporation or the Principal Officers of any member be eligible to serve as officers of the corporation, but any or all of such Principal Officers may serve as trustees of the corporation. 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. Chairperson.** It shall be the duty of the chairperson to preside at all meetings of the board of trustees and the membership, 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 chairperson. It shall be the duty of the chairperson to cause an annual progress and financial report to be prepared by the secretary for presentation to each member of the corporation, 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.

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

**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; to keep the seal of the corporation and affix the seal

attested by his/her signature to such documents as may be required. The secretary shall also keep the usual corporation books. He/she shall also sign, with the chairperson, all contracts, deeds, and other instruments when so ordered. He/she 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/she 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/her 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 chairperson, 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/her 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 (referred to as the "Annual Audit"). The annual audit shall be completed within \_\_\_\_\_ of the  
Number of Days  
annual meeting of the board.

## ARTICLE VI

### 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 members 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 all of the members or 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 VII

### Distributions to Members; 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 members on an annual basis in accordance with each member's Contribution Percentage. "Contribution Percentage" means, as of the date of calculation, the quotient expressed as a percentage obtained by dividing the Contribution Account of a member by the sum of the Contribution Accounts of all members. The sum of all Contribution Percentages shall at all times equal one hundred percent (100%). Any such annual distributions shall be made only to members that are then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If a member 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 that member shall be made to the Grand Lodge.

**Section 2. Distributions on Termination of Membership.** In the event membership in the corporation is terminated pursuant to Article I, Section 8 above, or a member resigns from membership in the corporation, such member shall be entitled to receive, after full payment of such member's proportionate share of corporate debts and obligations, its share of the corporation's assets according to the terminating member's Contribution Percentage, such distribution to be made at the end of the year in which membership is terminated and in kind, in cash or in such other form as the board of trustees of the corporation determines in its sole discretion. No distributions on termination of membership shall be made unless the terminating member is then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision.

**Section 3. Dissolution.** Dissolution of the corporation shall require the unanimous approval of all trustees. Upon dissolution of the corporation, all net remaining assets, after full payment of corporate debts and obligations, shall be distributed to the members of the corporation according to their Contribution Percentages, if such members are then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If a member of the corporation is not then in existence or is not then exempt from federal income taxation under Section 501(a) of the IRC, that member's share of 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 that member's share of the net remaining assets of the corporation to one or more organizations with purposes that are the same or substantially similar to the purposes of the Grand Lodge and that are exempt under Section 501(a) of the IRC.

## ARTICLE VIII

### Amendment of Articles of Incorporation and Bylaws

The corporation's articles of incorporation may be amended, and the bylaws may be amended, repealed, or altered in whole or in part, only by the affirmative vote of three-fourths (3/4) of the board of trustees at any regular meeting of the board of trustees, or at any special meeting called for that purpose, provided that the time, place and proposed action shall be announced in the call and/or notice thereof given at least thirty (30) days before such regular or special meeting. Amendments shall take effect only upon approval by the Grand Master. In no way may the corporation's articles of incorporation or bylaws conflict with the Washington Masonic Code, or the laws, rules, regulations and authority of the Grand Lodge, or any other provision of Washington law.

**ARTICLE IX**

**Administrative and Financial Provisions**

**Section 1. Fiscal Year.** The last day of the fiscal year of the corporation shall be

\_\_\_\_\_  
Day/Month

**Section 2. Books and Records.** The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current articles and bylaws; correct and adequate records of accounts and finances; a record of officers' and trustees' names and addresses; minutes of the meetings of the board of trustees and any minutes which maybe maintained by committees of the board of trustees. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any trustee, or his/her or her agent or attorney, for any proper purpose at any reasonable time.

I, \_\_\_\_\_, being secretary of \_\_\_\_\_,  
Name of Secretary Name of Corporation  
hereby certifies that the foregoing bylaws were duly adopted by the board of trustees  
on \_\_\_\_\_.  
Date

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_, Secretary  
Print Name of Secretary

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

On the \_\_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_, at a meeting after due notice of the  
Day Month Year  
trustees of \_\_\_\_\_ were proposed in writing as the  
Corporation Name  
bylaws of the said \_\_\_\_\_.

Thereafter on the \_\_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_, at a meeting of the  
Day Month Year  
Trustees of \_\_\_\_\_ the said foregoing proposed bylaws  
Corporation Name  
were duly adopted by a three-fourths vote of the trustees 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 Chairperson

\_\_\_\_\_, Chairperson  
Print Chairperson's Name

Attest:

\_\_\_\_\_  
Signature of Corporation Secretary

\_\_\_\_\_, Corporation Secretary  
Print Secretary's Name

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

CORPORATION NAME

ARTICLE I  SEC 1  SEC 2  SEC 3  SEC 4  SEC 5  SEC 6  SEC 7  SEC 8

ARTICLE II  SEC 1  SEC 2  SEC 3  SEC 4  SEC 5

ARTICLE III  SEC 1  SEC 2  SEC 3  SEC 4  SEC 5  SEC 6  SEC 7

ARTICLE IV  SEC 1  SEC 2  SEC 3  SEC 4  SEC 5  SEC 6  SEC 7   
SEC 8  SEC 9

ARTICLE V  SEC 1  SEC 2  SEC 3  SEC 4  SEC 5

ARTICLE VI

ARTICLE VII  SEC 1  SEC 2  SEC 3

ARTICLE VIII

ARTICLE IX  SEC 1  SEC 2

A complete rewritten set of Bylaws

**ACTION BY COMMITTEE ON JURISPRUDENCE  
AND THE GRAND MASTER**

The foregoing corporation bylaws are hereby disapproved /approved

Committee on Jurisprudence APPROVED \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_ APPROVED \_\_\_\_\_, 20\_\_\_\_.

Grand Master