

CUMBERLAND COUNTY SHRINE CLUB

BY-LAWS

ARTICLE 1 - Authority

The name of this organization shall be the Cumberland County Shrine Club of North Carolina, operating under the jurisdiction of Sudan Temple A. A. O. N. M. S., and shall be located in the city of Fayetteville, North Carolina, County of Cumberland, State of North Carolina.

ARTICLE II - Purposes

The Club is a voluntary unincorporated association formed for social purposes, the promotion of good fellowship among the members of the fraternal order of the Ancient Arabic Order of the Nobles of the Mystic Shrine and the furthering of the interests of said fraternity in the area served. The Club and its members shall be under the direct jurisdiction and control of the Potentate of Sudan Temple and shall adhere to the By-Laws, rules and regulations of the Sudan Temple and to the laws and edicts of the Imperial Council A. A. O. N. M. S.

ARTICLE III - Membership

Section 1. The Club shall be composed of Active and Honorary members.

Section 2. Any Noble in good standing in a legally constituted and chartered Temple of the Imperial Council A. A. O. N. M. S. shall be eligible for active membership in the Club, and, on election and payment of the fee hereinafter provided for, shall be entitled to all rights and privileges of such membership, with the exception of holding elective office. Membership in Sudan Temple shall be required to hold elective office in this Shrine Club.

Section 3. The membership fee for new members shall be \$65.00 and shall accompany the application for membership.

Section 4. Annual dues of \$40.00 shall be due and payable on or before February 1 of each year.

Section 5. Reinstatement after any period of non-payment of dues may be made upon payment of \$40.00 dues for the current year. This method does not reinstate continuous membership rights.

Section 6. Honorary Membership may be conferred by majority vote of the Board of Directors on any member in good standing in the fraternal order of the Shrine. Such honorary member shall have no vote in the affairs or management of the Shrine Club. An honorary member shall not pay dues, nor be liable for any assessment.

ARTICLE IV - Administration and Officers

Section 1. The affairs of the Club shall be managed by the officers and the Board of Directors. The number of officers shall be no less than four nor more than seven. The number of the Board of Directors shall be the elected officers of the Club and no less than nine other members, who shall be active members of the Club in good standing, and who shall be elected by the active members of the Club in good standing, in such manner and for such terms as may be prescribed in this Constitution and By-Laws, provided, however, that for cause shown, the Potentate of Sudan Temple may suspend the authority of the officers and the Board of Directors to manage the affairs of the Club and may appoint temporary officers and directors for such purposes.

Section 2. The officers of the Club shall be no less than four, consisting of a President, First Vice President, Secretary, and Treasurer who shall be elected at the annual meeting of the membership and they shall hold their respective offices for one year, or until their successors are elected and qualified. A Second Vice President, Third Vice President and an Assistant Secretary/Treasurer will be elected at the same time.

Section 3. The President shall designate a Nominations Committee at the September meeting of the Shrine Club, which shall report to the general membership at the October meeting with such recommendations so that the officers and directors can be elected by the membership at the regular November meeting. The first order of business at the November meeting shall be the report of the Nominations Committee with the suggested nominees placed in nomination by the Chairman of the Committee. Nominations from the floor for each position shall be called for by the presiding officer. Election to each position shall be by majority vote. No individual election will be made by acclamation unless only one candidate is nominated. No electioneering of any type, to include oral, written, typed, printed, or other, will be allowed during the nomination or election process. The President will retain his prerogative to nominate the committee, but the committee will be made up of three different individual members each year, with no one member serving two successive years.

Section 4. The officers and newly elected directors, elected at such annual meetings, shall be installed at the regular or called meeting in December. All former and newly elected officers and board members will be requested to attend the next Board of Directors meeting on the first Monday in December.

ARTICLE V - Meetings

Section 1. The November meeting of the Club shall be designated as the annual meeting and used to elect officers and directors, and to conduct such other business as is placed on the agenda for action.

Section 2. The regular monthly meeting of the Cumberland County Shrine Club shall be held on the second Monday of each month. Notice shall be sent by the Secretary to each member by regular bulletin prior to the meeting.

Section 3. Special meetings of the members may be called by the President, any five members of the Board of Directors, or shall be called upon the written request of twenty percent or more of the membership in a letter addressed to the President. Notice of all special meetings must be given at least ten days in advance and shall distinctly state the purpose of the meeting. No business shall be transacted at such special meetings other than business for which the meeting was called.

Section 4. Emergency meetings of the Board of Directors may be called by the President at any time when such specific action is necessary, but no action shall be taken unless a majority of the Board of Directors shall be present. Each officer or member of the Board of Directors not present shall execute a waiver at the next regular meeting of the Club acknowledging receipt of the notice of the meeting and his inability to attend.

Section 5. A quorum of the Club shall consist of at least twenty percent of the active and life members of the Club who are in good standing with the Club and their Temple and personally present. A quorum of the Board of Directors shall consist of a majority of the directors with the President or a Vice President presiding.

ARTICLE VI - By-Laws

All By-Law changes must be approved by a majority vote of the Club membership present at a regular meeting before submission to Sudan Temple for approval. No By-Law changes will alter the original intent of the present By-Laws. No amendment to these By-Laws shall be effective until approved by the Potentate of Sudan Temple, and the Potentate of Sudan Temple may suspend the By-Laws and conduct the affairs of the Club for such time and for such purposes as the nature of the circumstances warrant.

ARTICLE VII - Expulsions

The Board of Directors may expel or suspend any member from the Club whose conduct they may deem endangers the welfare, interest or character of the Club or for any violation of the laws, orders, edicts of the Imperial Council A. A. O. N. M. S. or of Sudan Temple, provided that three-fourths of the Board members concur in such expulsion, and provided further that said member shall first be given thirty days written notice of the contemplated action setting forth a statement of the charges against him and stating the time and place at which he can submit to the Board a written answer to said charges, which time shall not be less than ten days after the mailing of such notice. Any

member expelled or suspended by the Board of Directors may, within fifteen days after such notice thereof has been mailed to him, appeal to the Club, and such appeal shall be acted upon at a special meeting to be held not more than thirty days after such appeal is filed with the President.

ARTICLE VIII - Board of Directors

Section 1. Whenever the term "Board of Directors" occurs in these By-Laws, it shall mean the officers and directors elected at the annual meeting of the membership.

Section 2. The affairs and business of the Club shall be managed and directed by a Board of Directors and duly elected officers, who shall be elected annually by a majority vote of those present and voting at the annual meeting of the membership of the Club. All elections for officer positions will be conducted by secret ballot. Elections for the members of the Board of Directors will be conducted openly by written ballot with the qualified candidates who receive the most votes being elected.

Section 3. Eight directors shall be elected for a term of one year at each annual meeting of the membership.

Section 4. The immediate Past President of the Cumberland County Shrine Club shall, by virtue of his past duties, and as an honor, have the status of being an ex officio member of the Board of Directors the year following his presidency.

Section 5. Should any vacancy occur in the membership of the Board of Directors by death, resignation, or removal from office, the remaining directors shall appoint some qualified Noble for the unexpired term of such member at the next regular Board meeting.

Section 6. Any member of the Board of Directors or Club officer may be removed from office by a resolution duly adopted by a two-thirds vote of Club members present at a duly constituted meeting called for that purpose.

Section 7. Any Board or Club member may withdraw or resign at a duly constituted meeting or by written notice to the President or Secretary of the Club.

Section 8. The Board of Directors shall be responsible for insuring quiet and orderly conduct at any and all business, entertainment, and amusement of the Club and these shall be of such kind and character so as not to violate the Imperial Code of the Ancient Arabic Order of the Nobles of the Mystic Shrine, nor the rules, regulations, requests and/or instructions of the Potentate of Sudan Temple, nor the laws, ordinances or regulations of any constituted legal authority.

Section 9. The President of the Club may call special meetings of the Board upon giving ten days notice to each member of the Board, of the time, place and purpose of such special meeting. In the event of the need for an immediate emergency meeting, the President may waive the ten days notice requirement. Any five Directors may by joint action request the President to call a special meeting for some specific purpose and it shall be mandatory upon the President to call such meeting. The attendance requirement may be waived by each member of the Board certifying receipt of adequate notice of the meeting and inability to attend.

Section 10. The officers and Board of the Club shall have the official custody and control of the business of the Club. The Board shall have the power to authorize the officers of the Club to make contracts, purchases or payments in the orderly administration of the affairs of the Club and not to exceed original commitments without further approval or budgetary controls.

Section 11. It shall be the duty and responsibility of the Directors of the Cumberland County Shrine Club to make such rules and regulations or house rules as may be necessary for the guidance of the House Committee of the Club and to see that no article of any sort is removed from the Club rooms by any person, firm or corporation, society or member of the Club without due record and receipt. Monthly reports may be required.

ARTICLE IX - Officers

Section 1. In the event of death, resignation, or removal of any officer of the Club or Board member, the Board of Directors shall appoint a successor to fill the vacancy until the next annual meeting.

Section 2. The President shall act as the Executive Officer and shall preside at all meetings of the membership and of the Board of Directors of the Club; he shall perform general supervision of all the affairs of the Club and shall have such other powers and duties as may properly belong to his office or as shall be prescribed by the Board of Directors of the Club; he shall appoint all standing and special committees, such appointments to be concurrent with his term of office, and with the approval of the Board of Directors.

Section 3. The First, Second or Third Vice President shall, in the absence of the President, perform the duties of the President as needed and in that order.

Section 4. The Secretary shall keep and maintain a complete and detailed record of the proceedings of the Board, shall issue all notices of meetings, shall be the custodian of the seal, and shall have such other duties as the Board of Directors of the Club shall from time to time prescribe. He shall promptly execute all forms and answer all correspondence received from the Temple affecting the Club or the Temple.

Section 5. The Assistant Secretary/Treasurer shall, in the absence or disability of the Secretary or Treasurer, perform those duties. He will be responsible for notifying members of all Board meetings.

Section 6. The Treasurer shall be the custodian of funds and shall receive and safely keep, and account for, all monies, securities, and financial records of the Club, and shall make payments and disbursements as directed by the Board of Directors. The Treasurer shall deposit the funds of the Club in such banks or trust companies as may from time to time be designated by the Board of Directors. Such deposits of funds shall be made subject to draft only on the signatures of the Secretary or the Treasurer. The securities of the Club shall be deposited in some suitable vault or vaults as may be directed by the Board of Directors. Access to such securities may be had and they may be withdrawn by the Treasurer or the Secretary. The Treasurer shall keep an exact account of the financial standing of all members and shall render a complete financial report at each annual meeting of the Club. Copies of the annual reports of both the Secretary and the Treasurer shall be sent to the Potentate of the Temple. The Treasurer shall have such further powers and duties as the Board of Directors of the Club may prescribe. The Club will furnish and pay for an indemnity bond in an amount to be determined by the Board of Directors. This bond will cover all financial transactions under the control of the Secretary and Treasurer.

Section 7. The President and the Secretary of the Club are individually and collectively specifically charged to submit copies of the annual reports for the year just completed prior to the first day of February in the form and detail required by the laws, rules and regulations of Sudan Temple and the rules, edicts and regulations of the Imperial Shrine of North America. Failure to comply with this regulation shall be cause for reprimand or any other action deemed appropriate by the Potentate of Sudan Temple.

ARTICLE X - Fiscal Year

The fiscal year of the Club shall begin with the first day of January and shall end with December 31.

ARTICLE XI - Committees of the Club

There shall be seven standing committees, namely: Crippled Children's Activities, Finance, House, Legal Procedures, Masonic Relations, Membership, and Sickness and Distress. Additional committees may be appointed by the President of the Club for specific duties and responsibilities for the smoother operation of the Club. All committees are subject to approval by the Board of Directors and shall report to the Board of Directors through their respective Chairmen at legal meetings of the Board. All committees shall be composed of a maximum of five members in good standing. Nothing in this Article shall keep any member from serving on more than one committee.

ARTICLE XII - Duties of Committees

Section 1. The Crippled Children's Activities Committee shall have the duty and responsibility to assist Sudan Temple in every way possible toward carrying out its objectives with regard to the construction, operation and maintenance of Shriners Hospital for Crippled and Burned Children. This committee shall also handle applications for admission to these units and investigate and report cases that come to its attention to see whether or not they qualify for admission to a Shrine Hospital. This committee may be divided into subcommittees for specific responsibilities such as Special Activities Committee, Endowment, Wills and Gifts Committee, and the One Hundred Million Dollar Club Activities.

Section 2. The Finance Committee shall have the responsibility of proposing a budget for the operation of the Club in all its activities for adoption by the Club at its regular annual meeting. This committee shall be chaired by the Treasurer who shall meet with the incoming President and Secretary as well as the other members of his committee to propose such an operating budget. The Finance Committee shall review the expenditures of the Club monthly and shall make such recommendations as to investment, expenditures and operations as it deems expedient and necessary for the financial well being of the Club. The Finance Committee shall see that proper annual reports are prepared and submitted in accordance with the rules and regulations of Sudan Temple and the edicts of the Imperial Council of the Shrine of North America.

Section 3. The House Committee shall be responsible for all equipment and furniture within the Club building, as well as the proper maintenance of the Shrine Club building. All rentals of the Club shall clear through this committee and shall be leased and rented by this committee in accordance with policies, rules and regulations adopted by the Board of Directors. All employees of the Club shall be under the supervision and direction of this committee in accordance with policies, rules and regulations established by the Board of Directors.

Section 4. The Legal Procedures Committee shall be chaired by an attorney when available and shall be composed of members proficient in legal procedures. This committee shall act as advisors to the Club on all legal matters and shall review all transactions to see that the activities of the Club are proper and legal and in accordance with the laws, rules and regulations of Sudan Temple and these By-Laws.

Section 5. The Masonic Relations Committee shall have the duty and responsibility of creating and fostering better communications and relations between this Shrine Club and all prerequisite Masonic bodies, Sudan Temple, and the Imperial Council of the Shrine of North America.

Section 6. The Membership Committee shall have the responsibility of promoting membership in this Club, seeking applications from eligible Masons for membership in Sudan Temple, and working with all Nobles toward continuance of their Masonic and Shrine membership.

Section 7. The Sickness and Distress Committee shall have the duty and responsibility to contact Club members during times of illness and other conditions of distress. This committee should be particularly attentive not to cause embarrassment to any member at anytime regarding matters which may be causing thsi physical, mental or financial distress and shall assist in every way possible to convey concern or relief available to such member under well understood and practiced Shrine and Masonic fellowship.

ARTICLE XIII - Parliamentary Procedures

Parliamentary questions and procedures of the Club shall be governed by the laws, rules and regulations of the Imperial Council of the Shrine of North America, the laws, rules and regulations of Sudan Temple, and Robert's Rules of Order when not in conflict with the Imperial Code or the regulations of Sudan Temple.

ARTICLE XIV - Order of Business in all Meetings

The following shall be the order of business in all regular meetings of the Cumberland County Shrine Club:

1. Roll Call of officers and directors.
2. Reading of the Minutes of previous meeting and their approval.
3. Reports of Boards and Standing Committees.
4. Reports of Special or Select Committees.
5. Unfinished Business and General Orders.
6. New Business.
7. Motions and Resolutions.
8. Adjournment.

ARTICLE XV - Power of Potentate

Nothing herein shall limit the power of the Potentate of Sudan Temple.

ARTICLE XVI - Holding Corporation

No Shrine Club shall be incorporated. A holding corporation composed of the active membership of the Club shall be formed to hold title to real property owned or controlled by the Club. Any legal debt in connection with such membership shall be contracted by the holding corporation. The officers and members of the Board of Directors of the Shrine Club shall be, by reason of office in the Club, the officers and Board of Directors of the holding corporation. The Potentate of Sudan Temple shall have the power and authority to remove any officer or director of the holding corporation as well as any officer or director of the Shrine Club.

ARTICLE XVII - Disposition of Assets on Dissolution

In the event of discontinuance and dissolution of the Club after payment or satisfaction of all debts of the Club, the remaining assets and funds shall be conveyed or transferred to the Shriners Hospital for Crippled Children, a Colorado corporation, and no part of said assets or funds shall inure to benefit of any member, officer or director of the Club.

ARTICLE XVIII - Amendment of By-Laws

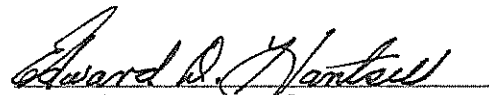
Section 1. These By-Laws may be amended or repealed, or new By-Laws may be made and adopted, as proposed by the Board of Directors and approved by the membership of the Club and Sudan Temple, A.A.O.N.M.S., New Bern, North Carolina.

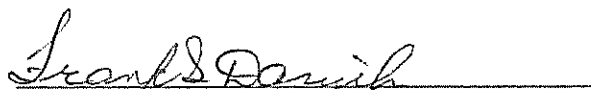
Section 2. Any amendment proposed in these By-Laws shall, in writing, specify the Article and Section to be changed and shall contain the entire Section re-written in such form as to express the intended change.

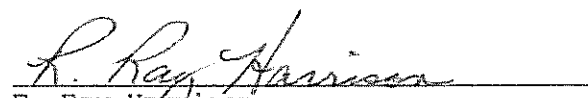
Section 3.

Approval by the membership shall be granted only after the By-Laws change proposed by the Directors has been read at a regular meeting and carried over to at least one subsequent regular monthly meeting. Membership approval shall consist of a majority vote of the members present and attending a regular monthly meeting. No amendment to these By-Laws shall be effective until submitted to and approved by the Potentate of Sudan Temple.

Given under my hand and seal this 14th day of OCTOBER,
19 91.


Edward D. Hartsell
Potentate, Sudan Temple


Frank S. Daniels
President, Cumberland County
Shrine Club, October 14, 1991


R. Ray Harrison
Recorder