

Preface

This document is provided to help the members review the proposed bylaws. The texts of the current bylaws are in the left column and the texts of the proposed bylaws are in the right column. As much as possible, the articles and sections are aligned.

Where articles or sections have been moved, eliminated or added, the adjacent column will include commentary and may include reference to the corresponding articles or sections. Referencing commentary will be in larger, bolded, text enclosed with brackets []. The article or section identified after the commentary "Moved from" refers to the current bylaws. And "Moved to" refer to the article or section in the proposed bylaws. The commentary does not exist in the respective documents.

This document does not contain strike through [~~strike through~~] or underlining [underlining] to identify changed text. This document contains no analysis as to the legal or substantive effect of the changes. Each member will have the opportunity to ask questions or propose changes prior to the vote for or against adoption of the proposed bylaws.

Although care was taken to ensure the text is accurate, members should reference the actual current and proposed bylaws.

CUMBERLAND COUNTY SHRINE CLUB
BY-LAWS

Cumberland County Shrine Club
Bylaws

ARTICLE I - 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 I AUTHORITY

The name of this organization shall be the Cumberland County Shrine Club, operating under the jurisdiction of Sudan Shriners and shall be located in the City of Fayetteville, 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 II PURPOSES

The club is a voluntary unincorporated association formed for social purposes, the promotion of good fellowship among the members 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 Shriners and shall adhere to the bylaws, rules and regulations of Sudan Shriners and to the laws, codes and edicts of Shriners International.

ARTICLE III - Membership

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

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 2. Any Nobles in good standing in a legally constituted and chartered temple of Shriners International 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.

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

Section 3. Every Candidate shall complete and sign an application form made available for such purpose by the Club, the applicant to be proposed by one active member and seconded by another.

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

Section 4. The annual dues shall be determined by the Board of Directors which shall be due and payable on or before January 1 of each year. The change of dues will not be effective until at least ninety days have elapsed.

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.

[Eliminated]

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.

Section 5. Honorary membership may be conferred by majority vote of the Club on any member in good standing in the Fraternal Order of the Shrine International. Such honorary member shall have no voice or vote in the affairs or management of the Shrine Club.

[Added]

Section 6. Discontinuance of active membership in the Fraternal Order of the Shrine International for any reason shall automatically terminate membership in the Club.

[Moved from ARTICLE VII Expulsions]

Section 7. The Board of Directors may suspend or expel any member whose conduct they may deem endangers the welfare, interest or character of the Club or for any violation of the laws, orders, edicts of Shriners International or Sudan Shriners, provided that three-fourths of the Board members concur in such expulsion and provided further that said member shall first be given 30 days written notice of the contemplated action setting forth a statement of the charges against him and stating the time and place where he can submit to the Board a written answer to said charges which time shall not be less than 10 days after the mailing of such notice. Any member expelled or suspended by the Board of Directors, may within 15 days after notice thereof has been mailed to him, appeal to the Club and such appeal shall be acted upon at a stated or special meeting to be held not more than 30 days after such appeal is filed with the President.

ARTICLE IV Administration and Officers Elections

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.

The Club shall be under the management of The President, a Board of Directors to consist of four members, the elected officers of the Club, and the Past President, who shall be elected by the active members of the Club in good standing, in such manner and for such term as may be prescribed in the Bylaws of the Club, provided however, that for cause shown the Potentate of Sudan Shriners 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 purpose. The Shrine Club shall have a President, Vice President, Secretary and Treasurer who shall be elected by the members for one year and until their successors are duly elected. The Secretary and Treasurer may not be one and the same person.

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.

[Eliminated]

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 means, 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.

[Moved to ARTICLE VII Board of Directors Section 6]

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.

[Moved to ARTICLE VII Board of Directors Section 6]

ARTICLE V MEETINGS

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 1. The annual meeting of the Club shall be held on the 2nd Monday of November.

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 2. The regular meetings of the Club shall be held on the 2nd Monday of each month.

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 3. Special meetings may be requested in writing by fifty percent of the members of the Club over their own signatures. distinctly stating the objects and purposes. The President must call for the meeting after providing ten days written notices of special meetings. The notice will state the date and time of the meeting and its purposes. No business other than that for which it has been called shall be transacted there at.

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 4. Special meetings of the Board of Directors may be requested by five Directors distinctly stating the objects and purposes. The President or Vice President must call for the meeting after providing notice. The notice will state the location, date and time of the meeting and its purposes. No business other than that for which it has been called shall be transacted there at.

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.

[Moved to Article VI]

ARTICLE VI - By-Laws

[Moved to ARTICLE XI Amendment and Suspension of Bylaws]

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.

[Moved to ARTICLE XI Amendment and Suspension of Bylaws]

[Moved from ARTICLE V Meetings Section 5]

ARTICLE VI QUORUMS

[Moved from ARTICLE V Meetings Section 5]

A quorum of the Club shall consist of Twenty percent members present to include the President or Vice President. A quorum of the Board of Directors shall consist of a majority of the Directors to include the President or Vice President.

ARTICLE VII Expulsions

[Moved to Article III Membership]

Section 1. 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 nailed 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.

[Moved to Article III Membership Section 7]

ARTICLE VIII Board of Directors

ARTICLE VII 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.

[Definition Eliminated]

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 when more than one candidate has been nominated for any one position. 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 1. The affairs and business of the Club shall be managed and directed by a Board of Directors. This Board will be comprised of the duly elected officers of the Club, the Past President, and four Directors who shall be elected annually by a majority vote of those present and voting at the annual meeting of the Club, such Directors to serve for a term of one year or for a term length determined by the membership of the Club. Directors who serves more than one-year terms must be installed annually at the pleasure of the Potentate.

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

[Moved to previous section]

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

[Moved to previous section]

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 2. Should any vacancy occur in the membership of the Board of Directors by death, resignation or removal from office, the remaining Directors shall elect some qualified person for the unexpired term of such member.

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 3. Any member of the Board of Directors may be removed from office by a resolution to the effect duly adopted by a two-thirds affirmative vote of the members of the Club present and voting in a duly constituted meeting of the Club 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 4. Any member may withdraw or resign from the club by notice in writing 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 5. The Board of Directors shall be responsible for the conduct in a quiet and orderly manner of all business of the Club and that same shall be of such kind and character as not to violate the laws, ordinances, or regulations of any constituted legal authority.

[Moved from ARTICLE IV Administration and Officer Sections 2-4]

Section 6. Officers and Directors shall be elected at the regular meeting in November and installed at the regular meeting in December of each year. The President will appoint a nominating committee in October of each year to present a list of names of the various officers to be acted on in the November meeting. Nominations may be made from the floor.

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 7. The President of the Club may call special meetings of the Board by oral or written means, to each member of the Board, of the time, place and purpose of such special meeting. The majority of the Board of Directors may by joint action request the President of the Club to call a special meeting for some specific purpose and it shall be mandatory upon the President to call such meeting.

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.

[Eliminated]

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, corporation, society or member of the Club without due record and receipt. Monthly reports may be required.

[Eliminated]

ARTICLE IX Officers

ARTICLE VIII OFFICERS

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

[Eliminated]

[Added]

Section 1. The President, The Vice President, The Secretary, The Treasurer and The Board of Directors Shall serve in their capacity as present Trustees of The Cumberland County Shrine Club Inc, and The Cumberland County Shrine Club Holding Company to manage and care for the property as evident by deed recorded in The Public Record in Cumberland County, North Carolina.

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 2. The President shall act as the executive officer and shall preside at all meetings of the members and of the Board of Directors of the Club, he shall have general supervision of all the affairs of the Club and shall also 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 the term of the President.

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 3. The Vice-President shall in the absence or disability of the President perform the duties of the President.

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 4. The Secretary shall keep and maintain a complete and detailed record of the proceedings, he shall collect all dues and fees and deliver same to the Treasurer in exchange for the Treasurer's receipt, he shall issue all notices for dues and assessments and give receipts therefor. The Secretary shall be responsible for the safekeeping of all records belonging to the Club, including the books of account and financial records. The Secretary shall be the custodian of the seal and shall have such other powers and duties as the Board of Directors of the Club shall, from time to time prescribe.

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.

[Eliminated]

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 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.

Section 5. The Treasurer shall be the custodian of and shall receive and safely keep, and account for, all moneys and other property 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 federally insured 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 President and Treasurer, or the joint signatures of not less than two other Directors designated by the Board. 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. The Treasurer shall have such further powers and duties as the Board of Directors of the Club may prescribe, and at the time of accepting the duties of his office the Treasurer shall furnish an Indemnity Bond to the club in the amount to be determined by the Board of Directors, the premium on such bond to be paid by the Club.

Copies of the annual reports of both the Secretary and the Treasurer shall be sent to the Potentate of the temple. The Board of Directors shall annually appoint an Accountant to examine and audit the books, papers and accounts of the Treasurer, and any other members or committees of the Board of Directors which may have the control and expenditure of funds of the Club. Such accountant shall, on or before the fiscal year of the said Club, submit a detailed report of such examination and audit to the Board of Directors, which shall cause such audit and examination to be read at the annual meeting of the Club and made a part of its proceedings

ARTICLE X Fiscal Year

ARTICLE IX FISCAL YEAR

Section 1. The fiscal year of the Club shall begin with the first day of January and shall end with December 31 of any activity year.

The fiscal year of the Club shall end on the 31st day of December.

ARTICLE XI Committees of the Club

[Eliminated]

Section 1. 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 scheduled 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.

[Eliminated]

ARTICLE XII Duties of Committees

[Eliminated]

Section 1. The Crippled Children's Activities Committee shall have the duty and responsibility to assist Sudan Temple in every way possible in dealing with applications for admission to Shrine Hospital Units. They will investigate and report cases that come to their attention to see whether or not they qualify for admission to a Shrine Hospital. This committee may be divided into subcommittees or specific responsibilities such as Special Activities Committee, Endowment, Wills and Gifts Committee, and the One Hundred Million Dollar Club Activities.

[Eliminated]

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 first meeting after the annual election. 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.

[Eliminated]

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.

[Eliminated]

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.

[Eliminated]

Section 5. The Masonic Relations Committee shall have the 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.

[Eliminated]

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.

[Eliminated]

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 them 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.

[Eliminated]

ARTICLE XIII Parliamentary Procedures

[Eliminated]

Section 1. Parliamentary questions and procedures of the Club shall be governed by the rules, regulations and edicts of the Imperial Council of the Shrine of North America; the 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.

[Eliminated]

ARTICLE XIV Order of Business in all Meetings

[Eliminated]

Section 1. 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 the 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.

[Eliminated]

ARTICLE XV Power of Potentate

[Moved to Article XII
Power of Potentate]

Section 1. Nothing herein shall limit the power of the Potentate of Sudan Temple.

[Moved to Article XII
Power of Potentate]

ARTICLE XVI Holding Corporation

[Eliminated]

Section 1. No Shrine Club shall be incorporated individually. 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.

[Eliminated]

ARTICLE XVII Disposition of Assets on Dissolution

ARTICLES X DISPOSITION OF ASSETS ON DISSOLUTION

Section 1 In 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 Hospitals for 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.

In the event of discontinuance and dissolution of the Club, after the payment or satisfaction of all debts of the Club, the remaining assets and funds shall be conveyed or transferred to the Shriners Hospitals for Children, a Colorado Corporation, or to Sudan Shriners with no part of said assets or funds to insure to the benefit of any member of the Club and no funds or property to be distributed among or revert to any member, officer or director of the Club.

ARTICLE XVIII Amendment of By-Laws

ARTICLE XI AMENDMENT AND SUSPENSION OF BYLAWS

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.

The Bylaws may be amended or repealed, or new Bylaws may be made and adopted as proposed by the Board of Directors and read at a regular meeting and carried over to at least one subsequent regular meeting. Membership approval shall consist of a majority vote of the Members present attending a regular monthly meeting of the Club provided that no changes shall change the nature of the Club nor be effective until approved by the Potentate of Sudan Shriners.

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.

[Eliminated]

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.

[Combined and modified in previous section]

[Moved from Article XV]

ARTICLE XII POWER OF POTENTATE

[Moved from Article XV]

The Potentate of Sudan Shriners may suspend the Bylaw and conduct the affairs for such time and for such purposes as the nature of the circumstances warrant. Nothing herein contained shall affect the power of the Potentate of Sudan Shriners.
