

BY-LAWS OF
THE SALEM MASONIC TEMPLE ASSOCIATION

Article I. Name.

Section 1. NAME. The name of this association shall be The Salem Masonic Temple Association. (hereafter "S. M. T. A." or the "Association")

Article II. Corporation and Purpose.

Section 1. INCORPORATION. The S. M. T. A. is incorporated under the Oregon Non-Profit Corporation Law of the State of Oregon and is registered as a tax exempt holding organization under rules of the Internal Revenue Service of the United States. The Articles of Incorporation of the Association shall be consistent with these Bylaws, and these Bylaws shall constitute the Bylaws of the incorporated Association.

Section 2. COMPOSITION OF THE S.M.T.A. The S.M.T.A. shall be composed only of Salem Lodge No. 4, A.F. and A.M. and Pacific Lodge 50, A.F. and A.M. These two Lodges shall jointly own and possess all undivided shares of the Association.

Section 3. PRINCIPAL PLACE OF BUSINESS. The principle place of business of the S. M. T. A. shall be 1625 Brush College Road NW, Salem, Oregon, 97304, or such other place that the Board of Directors and Salem Lodge No. 4, A.F. and A.M. and Pacific Lodge No. 50, A.F. and A.M. shall determine.

Section 4. PURPOSE. The purpose of the S.M.T.A. is to manage and administer the real property, personal property, funds, and other assets of the S. M. T. A.; to own, buy, sell, rent, lease, and otherwise operate said property and assets for the benefit of Salem Lodge 4, A. F. and A. M. and Pacific Lodge 50, A. F. and A. M. Nothing in these Bylaws shall prevent the S.M.T.A. from hiring an outside management company to undertake the day to day management and administration of the S.M.T.A. assets.

Section 5. PURCHASE AND SALE OF PROPERTY. The S. M. T. A. may purchase or sell real property only after a resolution detailing said proposed purchase or sale having been read at the next following Stated Communication of both of Salem Lodge 4, A. F. and A. M. and Pacific Lodge 50, A. F. and A. M, with written notice given to all members of both of Salem Lodge 4, A. F. and A. M. and Pacific Lodge 50, A. F. and A. M., and carried over until the next Stated Communication of both Salem Lodge 4, A. F. and A. M. and Pacific Lodge 50, A. F. and A. M, and after an affirmative vote by two-thirds of the votes cast by the members in each of Salem Lodge 4, A. F. and A. M. and Pacific Lodge 50, A. F. and A. M.

Section 6. DEFINITIONS. As used in these Bylaws, the term "Lodge" shall refer to either Salem Lodge No. 4, A.F. and A.M. and/or Pacific Lodge No. 50, A.F. and A.M. individual, and the term "Lodges" shall refer to both Salem Lodge No. 4, A.F. and A.M. and Pacific Lodge No. 50, A.F. and A.M. collectively.

Section 6.1 Emergency expedeture any failure of structure or mechanical plumbing systems electrical or security.

Article III. Board of Directors.

Section 1. BOARD OF DIRECTORS. ~~The S. M. T. A. shall have a Board of Directors which shall be composed of seven Directors (the "Board"). Three Directors of the Board shall be elected by the membership of Salem Lodge 4, A. F. and A. M. and three Directors of the Board shall be elected by the membership of Pacific Lodge 50, A. F. and A. M. The Board of Directors shall include an Advisor as referenced in Article V below, who shall be the seventh Director on the Board.~~

The S. M. T. A. shall have a Board of Directors which shall be composed of Six Directors (the "Board"). Three Directors of the Board shall be elected by the membership of Salem Lodge 4, A. F. and A. M. and three Directors of the Board shall be elected by the membership of Pacific Lodge 50, A. F. and A. M. ~~The Board of Directors shall include an Advisor as referenced in Article V below, who shall be the seventh Director on the Board.~~

Section 2. MEMBERSHIP OF THE BOARD. ~~During the Stated Communications of each of the Lodges in November 2006, the membership of each Lodge shall elect three members from that Lodge to represent them on the Board of Directors of the S. M. T. A. In each Lodge, one member shall be elected to serve a three year term as Director, one member shall be elected to serve a two year term as Director, and one member shall be elected to serve a one year term as Director. Thereafter, the membership of each Lodge shall elect one member to serve as a Director for a three year term.~~

During the Stated Communications of each of the Lodges starting November 2018, the membership of each Lodge shall elect three members from that Lodge to represent them on the Board of Directors of the S. M. T. A. In each Lodge, one member shall be elected to serve a three year term as Director, one member shall be elected to serve a two year term as Director, and one member shall be elected to serve a one year term as Director. Thereafter, the membership of each Lodge shall elect one member to serve as a Director for a three year term.

At the end of the one year term the Lodge will be elected to the term which that membership should be a three year

2

We will elect a member to serve a three year term in 2018

Section 3. TERM OF SERVICE. ~~The term of service of each Director shall be three years and shall begin on the date of each annual meeting of the S.M.T.A in January. No Director shall be permitted to serve eonsecutive terms. At the conclusion of one (1) term in office, a Director must wait an additional three (3) years before he may be elected to serve an additional term as Director, or one (1) year before he may elected to serve as an Advisor. Any person who served as member or Director of the Board during 2006 may not be elected to serve as Director for a period of nine (9) years, except that WB Jerry~~

~~Marshall, Bro. Hyrum Jensen, and Bro. Ronald Orlebeke may serve as a Director on the Board prior to the passage of nine (9) years.~~

~~Rev 1-1-13 approved by GS on 10-10-13~~

The term of service of each Director shall be three years and shall begin on (DATE) After such date it will be Triennial starting in January. Members would be allowed to serve another three years when elected.

Section 4. QUORUM. ~~Four (4) Directors of the Board of Directors, and no less than two (2) members from each Lodge, shall constitute a quorum and, as such, shall be authorized to conduct the business of the Association.~~

Three (3) Directors of the Board of Directors, and no less than one (1) members from each Lodge, shall constitute a quorum and, as such, shall be authorized to conduct the business of the Association.

Section 5. REMOVAL. Any Director may be removed from the Board, with or without cause, by a majority vote at a Stated Communication of the members of the Lodge of which such Director is a member and representative.

Section 6. VACANCIES. Vacancies on the Board of Directors caused by any reason other than the removal of a Director as provided in Section 5 above must be filled for the balance of the term of said Director by a majority vote at a Stated Communication of the members of the Lodge of which such Director is a member and representative.; and each person so elected must be a Director until his successor is elected or upon expiration of the term for which the person was elected by the other Directors to serve.

Section 7. LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, MANAGER OR MANAGING AGENT. To the fullest extent authorized by law and the Articles, the personal liability of each Director to the Association or its Owners for monetary damages for conduct as a Director shall be eliminated. Each Director and officer and the manager or managing agent, if any, shall be indemnified and held harmless by the Association, to the fullest extent permitted by law, from and against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon such person in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of being having been a director, officer, manager or managing agent and shall be indemnified upon any reasonable settlement thereof. The foregoing rights of indemnification shall be in addition to and not exclusive of any and all other rights conferred on such persons under any agreement, vote of the Lodges, or otherwise.

Article IV. – Officers.

Section 1. The Board of Directors shall elect the officers of the Association during its annual meeting. All officers of the Association shall be current members of the Board of Directors. The officers of the Association shall consist of:

Section 2. PRESIDENT. The duties of the President shall be to preside over all meetings of the Board of Directors and appoint members to committees as may be required. It shall be his duty to find a proxy when not able to attend a meeting. Anybody on the board of directors can serve as President except the Secretary or Treasurer.

~~**Section 3. VICE PRESIDENT.** The duties of the Vice President shall be to preside over all meetings of the Board of Directors in the absence of the President.~~

Section 4. SECRETARY. The duties of the Secretary shall be to keep a faithful and accurate record of the proceedings of all meetings of the Board of Directors. The Secretary shall keep such other books and records, and perform such other duties as the Board of Directors may direct. Upon approval of the Minutes, a written copy shall be submitted to the Secretaries of each Lodge for their records.

Section 5. TREASURER. The duties of the Treasurer shall be to take charge and have custody of all funds and securities of the Association, keeping them in a bank or trust company, making deposits to, transfers and withdrawals, and signing checks in payment of bills as the Board of Directors may direct or authorize. The Treasurer shall also keep accurate records of all funds and financial assets and make reports thereof as the Board of Directors or the membership may direct or require.

Section 6. LIMITATION. The same person may not hold more than one office at one time.

~~**Section 7. ALTERNATION.** The President and Vice President shall be elected from among the Board members of the separate Lodges and shall alternate between the Lodges each year. Beginning January 2007, the President will be a member of Salem Lodge 4, A. F. and A. M.~~

~~**Article V. Advisor**~~

~~**Section 1.** A seventh Director shall be elected to serve on the Board of Directors as the Advisor.~~

~~**Section 2.** Article V. Advisor~~

~~The Advisor shall server for a term of one (1) year and shall alternate each year between the two Lodges. The Advisor may not be a principle elected officer of either Lodge. At the conclusion of one (1) year in office, an Advisor must wait an additional one (1) year before he may elected to serve an additional term as Director or as an Advisor.~~

~~Rev 1-1-13 approved by GS 10-10-13~~

Section 6. Building Manager: The duties of the Building Manager shall be to preside over all the facility renters and point of contact for the Janitor. The responsibilities will be overseen by the Directors of the Board. The Building Manager must attend S.m>t>a. Meeting and report out. The building Manager may have a salary not to exceed \$500 yearly. This is an elected position by the Board of Directors.

Section 3. ~~Pacific Lodge 50, A. F. & A. M. shall elect the first Advisor for the term beginning January 2007. Thereafter, election of the Advisor shall alternate between the two lodges. The Advisor may not be a member of the same Lodge as the Board member elected to serve as President.~~

Section 4. ~~The Advisor shall be authorized to offer guidance and advice to the Board but shall have no vote on Board matters unless the Board is deadlocked; in which case, the Advisor shall be required to cast a tie-breaking vote on such issues.~~

Section 5. ~~Persons who served as members of the Board during 2006 may not be elected to serve as an Advisor for a period of nine years except WB Jerry Marshall, Bro. Hyrum Jensen, and Bro. Ronald Orlebeke.~~

Article VI. Meetings.

Section 1. MEETINGS. Any meeting of the Board of Directors provided for in this Article may be by telephonic communication or by other means of communication that allows all members of the Board to hear each other simultaneously or otherwise to be able to communicate during the meeting. The meeting and notice requirements of this Article may not be circumvented by chance or social meetings of by any other means.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly, or more frequently as the Board shall, in its sole discretion, determine, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of such meetings shall be posted as provided in Section 6 below.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors (provided that both Lodges are represented by a Director requesting such meeting), after not less than three days' notice to each Director. Notice of such special meeting shall be as provided in Section 6 below. It shall be the responsibility of the person or persons calling a special meeting to comply with the notice requirements.

Section 4. EMERGENCY MEETINGS. Whenever the President of the Association or any three (3) Directors (provided that both Lodges are represented by a Director requesting such meeting), in their sole discretion, determine that an emergency meeting of the Directors is necessary, such persons may call an emergency meeting with only such notice as is reasonable under the circumstances. The minutes of any emergency meeting shall state the reason for the emergency.

Section 5. Annual Meetings. ~~The S. M. T. A. regular meeting in January shall be the annual meeting.~~

Annual Meeting: The S.M.T.A meeting in March shall be the Annual Meeting.

Section 5.1 ~~The purpose of the annual meeting shall be to elect officers of the Board and present to both Lodges written progress reports of the previous year together with proposed plans for the ensuing year.~~

The purpose of the annual meeting shall be to present to both Lodges written progress reports of the previous year together with proposed plans for the ensuing year.

Section 5.2 The S. M. T. A. shall publish in December of each year, and ask both Lodges to approve at the annual meeting, the proposed written Annual Operating Budget, Repair and Maintenance Plan, Investment Plan, and any adjustments or revisions to other planned actions, goals, or objectives.

Section 6. NOTICE OF MEETINGS. Notice of each Board of Directors' meeting shall be posted at the Principal Place of Business of the S.M.T.A at least ~~fourteen (14) days~~ prior to the meeting, notice shall be provided by a method otherwise reasonably calculated to inform the members of the Lodges of such meeting, including, but not limited to publication in any Lodge's Trestle board or email notice to the members of the Lodges. A Director participating in a meeting by this method is deemed to be present at the meeting and to have waived any objection as to the adequacy of notice. A Director who is present at a meeting of the Board of Directors at which action is taken on any Association matter is presumed to have assented to such action unless the Director votes against such action or abstains from voting on such action because the Director claims a conflict of interest. When action is taken on any matter at a meeting of the Board of Directors, the vote or abstention of each Director present must be recorded in the minutes of the meeting.

- SEVEN (7) DAYS PRIOR AT THE STATED COMMUNICATION OF EACH LODGE

Section 7. PROXIES. Directors may vote by proxy, provided that such proxy shall be in writing, with the date of the proxy affixed, and that such written proxy shall be provided to the Secretary of the Association prior to such meeting or vote. Unless otherwise provided in the proxy, such proxy shall be effective for one (1) year from the date of the proxy. Under no circumstances shall a proxy be valid for more than one (1) year. The Director shall only appoint a Master Mason in good standing in the same Lodge as the Director as the Director's proxy.

Section 8. WAIVER OF NOTICE. Any Director may, at any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute waiver of notice by such Director, except where the Director attends the meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If all of the Directors are present at any meeting of the Board, no notice to Directors shall be required and any business may be transacted at such meeting.

Article VII. Business Plans

Section 1. The Board of Directors shall develop a written annual and long-range business plan to govern and guide their operations. Such plan shall include but not necessarily be limited to: an annual operating budget; a repair and maintenance plan, an investment plan, and a long range financial plan.

Section 2. Any business plan to exceed the dollar amount of \$1500. The Board shall purpose such plan to the members of both Salem Lodge 4 A. F. & A. M. and Pacific Lodge 50 A. F. & A. M. and such plan shall be voted upon by both Lodges after the proposal being read at the Stated Communication. It will then be voted on by both Lodges at their stated meeting. The Lodges will have two months to make a decision. If a decision is not met. The Purposal may be re written until an agreement is made by both Lodges.

Any non emergency plan not to exceed 1500 Andy emergency shall be put on by the Bpard of Directors

Article VIII. Dissolution

Section 1. VOLUNTARY DISSOLUTION. Voluntary dissolution of the S. M. T. A. may be achieved by:

Section 1.1 A Lodge may, by a two-thirds ($\frac{2}{3}$) majority of all the votes cast at a Stated Communication or Special Communication called for such purpose, issue a directive to initiate the dissolution process.

Section 1.2 Upon receipt of a directive to initiate the dissolution process by a Lodge, the Board shall refer the directive to the members of both Salem Lodge 4 A. F. & A. M. and Pacific Lodge 50 A. F. & A. M. and such directive shall be voted upon by both Lodges after being read at the following Stated Communication, with written notice given to all members and carried over until the next Stated Communication.

Section 1.3 If approved by two-thirds ($\frac{2}{3}$) of the votes cast in each Lodge, dissolution of the S. M. T. A. will be affected in accordance with the provisions of Chapter 60, Oregon Revised Statutes.

Section 1.4 After all liabilities are satisfied, the remaining assets of the Association shall be equally divided and distributed to Salem Lodge 4 A. F. & A. M. and Pacific Lodge 50 A. F. & A. M.

Section 2. ADMINISTRATIVE DISSOLUTION. Administrative dissolution of the S. M. T. A. may be achieved:

Section 2.1 If either of the two (2) Lodges shall voluntarily surrender their Charter to the Grand Lodge of Oregon, or have their charter revoked. (Section 266, Oregon Masonic Code).

Section 2.2 The share of assets in the Association owned by said Lodge shall be relinquished to and administered by the Grand Lodge of Oregon as required by Sections 213.28(b), and 266.4, Oregon Masonic Code.

Section 3. INVOLUNTARY DISSOLUTION. Involuntary dissolution of the S. M. T. A. may occur:

Section 3.1 If both Lodges voluntarily surrender their charters to the Grand Lodge of Oregon; have their charters revoked; or become dormant and cease to exist as active Masonic Lodges. (Section 266, Oregon Masonic Code).

Section 3.2 In which case, all assets of the S. M. T. A. shall be relinquished to and administered by the Grand Lodge of Oregon as required by Sections 213.28(b), and 266.4, Oregon Masonic Code.

Article IX. Amendments.

Section 1. The Board of Directors, by two-thirds vote, may propose amendments to these By-Laws. All amendments shall be adopted only after being read at the following Stated Communication, with written notice given to all members and carried over until the next Stated Communication, and after an affirmative vote by two-thirds of the votes cast in each Lodge.

Approved and adopted on (Date) _____

These By-Laws supercede all previous By-Laws of this Association as of _____ 2018.

Approved

President _____
Board of Director (4) _____
Board of Director (4) _____
Board of Director(50) _____
Board of Director (50) _____
Board of Director(50) _____

Attest

Secretary _____