

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

Corporation By-laws are maintained by the Corporation and not filed with the Secretary of State.

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**

\_\_\_\_\_  
Name of Corporation

**ARTICLE I**

**Membership**

**Section 1. Single Member.** The single member of the corporation is \_\_\_\_\_, Free & Accepted Masons of Washington,  
Lodge Name , Lodge Number  
a Washington nonprofit corporation located in \_\_\_\_\_, Washington (the  
City or Town  
“Lodge”).

**Section 2. Designation of Member Representative.** The Lodge may from time to time designate one or more representatives to exercise its vote, execute proxies on its behalf, and in all other respects act on its behalf as the member of the corporation. The representative(s) so designated shall be certified to the secretary of the corporation by the Worshipful Master of the Lodge. If no representative is so designated, the Worshipful Master of the Lodge shall exercise the vote of the Lodge, execute proxies on its behalf and in all other respects act on its behalf as the member of the corporation.

**ARTICLE II**

**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 Masonic Law and to the laws, rules, regulations and authority of The Most Worshipful Grand Lodge of Free and Accepted Masons of Washington (the “Grand Lodge”), to Chapter 24.24 of the Revised Code of Washington, and to Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the “IRC”).

**Section 2. Number and Term.** The number of trustees, which shall include the incumbent Worshipful Master, the incumbent Senior Warden, and the incumbent Junior Warden (collectively the “Principal Officers”) of the Lodge, shall be not less than (at least seven) \_\_\_\_\_ [\_\_\_\_\_] , selected from the individual members of the Lodge by election.  
Number Spell out Number

The term of office of a trustee shall not exceed three years. The Board of Trustees shall be so arranged to prevent the entire Board from being changed in a given year.

**Section 3. Qualifications.** No person may serve as a trustee unless such person is a Mason and a member in good standing of the Lodge.

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



**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 and Approval of the Lodge.** 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 the Lodge:

- (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 encumbrance of the corporation's real property to secure indebtedness in excess of \$ \_\_\_\_\_; and  
List amount
- (d) 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 is financially interested, nor shall he participate in any act in which his 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 IV Officers

**Section 1. Officers Enumerated; Election.** At each annual meeting of the board of trustees, a chairman, vice chairman, 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 chairman and secretary. In no event shall the Principal Officers of the Lodge be eligible to serve as officers of the corporation, but all of such Principal Officers shall serve as trustees of the corporation, pursuant to Article II, Section 2 above. 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. Chairman.** It shall be the duty of the chairman to preside at all meetings of the board of trustees, 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 chairman. It shall be the duty of the chairman to cause an annual progress and financial report to be prepared by the secretary for presentation to the board of trustees and the Lodge, 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. Such report shall be rendered at or before the annual meeting of the board of trustees each year.

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

**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; attest by his signature to such documents as may be required. The secretary shall also keep the usual corporation books. The secretary shall sign, with the chairman, all contracts, deeds, and other instruments when so ordered. He 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 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 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 chairman, 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 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. The annual audit shall be completed within \_\_\_\_\_ of the annual meeting of the board.

Number of Days

## **ARTICLE V**

### **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 Lodge 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 the Lodge or by all of the 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 VI**

### **Distributions to Member; 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 Lodge on an annual basis, provided that the Lodge is then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If the Lodge 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 the Lodge shall be made to the Grand Lodge.

**Section 2. Dissolution.** Dissolution of the corporation shall require the unanimous approval of all trustees and the approval of the Lodge, after thirty (30) days notice of the proposed dissolution. Upon dissolution of the corporation, all net remaining assets, after full payment of corporate debts and obligations, shall be distributed to the Lodge, if the Lodge is then in existence and exempt from federal income taxation under Section 501(a) of the IRC, or any successor provision. If the Lodge is not then in existence or is not then exempt from federal income taxation under Section 501(a) of the IRC, 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 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 VII**

### **Amendment of Articles of Incorporation and Bylaws**

The corporation's articles of incorporation may be amended, and its 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. Any amendments to the corporation's articles of incorporation, or amendments to or alterations or repeal of the corporation's bylaws shall take effect only upon the written approval of the Lodge and 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 VIII**  
**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 of incorporation 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 or her agent or attorney, for any proper purpose at any reasonable time.

\_\_\_\_\_, being secretary of \_\_\_\_\_,  
Name of Corporation Secretary Name of Corporation

hereby certifies that the foregoing bylaws were duly adopted by the board of trustees

on \_\_\_\_\_.  
Date

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

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

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

ARTICLE I <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/>
ARTICLE II <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/> _SEC 3 <input type="checkbox"/> _SEC 4 <input type="checkbox"/> _SEC 5 <input type="checkbox"/> _SEC 6 <input type="checkbox"/> _SEC 7 <input type="checkbox"/>
ARTICLE III <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/> _SEC 3 <input type="checkbox"/> _SEC 4 <input type="checkbox"/> _SEC 5 <input type="checkbox"/> _SEC 6 <input type="checkbox"/> SEC 7 <input type="checkbox"/> SEC 8 <input type="checkbox"/> _SEC 9 <input type="checkbox"/>
ARTICLE IV <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/> _SEC 3 <input type="checkbox"/> _SEC 4 <input type="checkbox"/> _SEC 5 <input type="checkbox"/>
ARTICLE V <input type="checkbox"/>	
ARTICLE VI <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/>
ARTICLE VII <input type="checkbox"/>	
ARTICLE VIII <input type="checkbox"/>	SEC 1 <input type="checkbox"/> _SEC 2 <input type="checkbox"/>

A complete rewritten set of Bylaws



**CERTIFICATE OF ADOPTION**

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

On the \_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_, at a Stated meeting after due notice (at least ten days before such Stated meeting) membership of \_\_\_\_\_  
Day Month Year Lodge Name & Number

were proposed in writing as the bylaws of the said \_\_\_\_\_  
Name of Corporation

Thereafter on the \_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_, at a Stated meeting of the membership of \_\_\_\_\_ the said foregoing proposed bylaws were duly adopted by a three-fourths vote of the members present and the said bylaws are herewith submitted to the Grand Master for his approval or disapproval.  
Day Month Year Lodge Name & Number

Dated this \_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_.  
Day Month Year

\_\_\_\_\_  
Signature of Worshipful Master  
\_\_\_\_\_, Worshipful Master  
Print Worshipful Master's Name

Attest:

\_\_\_\_\_  
Signature of Lodge Secretary  
\_\_\_\_\_, Lodge Secretary  
Print Secretary's Name

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

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

\_\_\_\_\_  
Grand Master

The foregoing corporation bylaws are hereby (dis)approved this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.