

# **Lodges Considering Consolidation Information and Checklist**

2016

Chapter 24 of the Washington Masonic Code contains three Sections. Issues concerning the Lodge Name, Assets and Charter are clearly defined in the Code and it is recommended that before any consolidation both Lodges meet and discuss each aspect of consolidation and how it applies to the Code. Read the Code and make sure all parties agree on the specific meaning and/or intent.

Consolidation is a sensitive issue and the process should not be discounted in any way. Remember this is a consolidation of two Lodges and not a coup de grace. Leave the weapons at home. Dispute resolution is a complicated matter. It is essential that people are not addressed in the problem. Separate the people from the issue(s), then address the issue(s).

The single most important step in any consolidation is the formation of an Ad Hoc committee composed of members from both Lodges. You will not find this in the Code, it comes from personal experience. This committee should be tasked to explore various details as each relates to consolidation. Several items are:

1. Develop a timeline and sequence of events. This process does not happen over night.
2. The Name of the new Lodge; this can be very personal and remember this is not “your” Lodge.
3. Transfer of Assets; The Code is very specific the assets transfer to the new Lodge. What is unclear is how to do it.  
Property from one Lodge (Building Corporation) needs to be transferred before consolidation. A Lodge that gives up its Charter has no standing as a Lodge or Corporation.
4. Who are the new Lodge Officers? The Code requires election be conducted during the period June to December 14, of a given year. So, if a new Lodge is formed during this period one of the issues is election of officers. However, if new officers are to be elected and consolidation is completed outside the June to December window, the new Lodge will have to request special dispensation to hold an election and possibly Installation.

5. Building Associations and/or Corporations. These are membership bodies and all Masons are subject to the Code. The corporation exists to serve the Lodge, not run the Lodge. If two corporations exist one will more than likely become defunct. It no longer has a purpose because the new Lodge now owns the asset. The Lodge that is no longer operational, of which the corporation was directly related by Articles of Incorporation and By-Laws, has no existence.
6. What about By-Laws? Each set of By-Laws has some value. Why not task the ad hoc committee to propose a set of By-Laws that encompass both sets.
7. What about Lodge Charter and number? It is possible to form a new Lodge with name and number and is addressed in Chapter 14 WMC. This has a greater degree of difficulty, but is possible. An alternative is to use one of the existing Charters and possibly a combination of both Lodge names.

Reference: Chapter 24 – Consolidation, of the Washington Masonic Code,

1. A Resolution is presented at each of the consolidating Lodges, at a Stated Communication.
2. Each Lodge will not act upon the Resolution until a subsequent Stated Communication and after due notice is given to the members
3. The Resolution requires a three-fourths affirmative vote of the members present in each Lodge when the Resolution is acted upon.

The Resolution to Consolidate (Enclosure 1, available from Grand Lodge) must contain the following information:

- The date on which the Resolution was proposed.
- The date on which the Resolution was adopted.
- The name of the Lodge after consolidation.
- The number of the Lodge after consolidation.
- The By-Laws of which Lodge to be used by the consolidated Lodge. (New By-Laws may be developed and approved at a later date).
- The effective date on which the consolidation will take place.
- The Grand Lodge office and the Grand Master shall be notified officially of all consolidations along with the new Lodge Name, Number and Names of Officers.
- Notify the Grand Lodge office of the EIN the consolidated Lodge will use.

4. Grand Lodge or the Grand Master shall be officially informed of all consolidations along with the new Lodge Name, Number and Names of Officers.

Consolidation is a very sensitive issue. One of the single most important elements is communication. Try to provide informational sessions for the members and by all means keep the Masters and Secretaries apprised.

The issues concerning Lodge Name, Assets and Charter are clearly defined in the Code and I recommend that before any consolidation both Lodges meet and discuss each aspect of consolidation and how it applies to the Code. Read the Code and make sure all parties agree on the specific meaning and/or intent.

Also review the Lodge Consolidation Checklist (Enclosure 2) for items that need to be specifically addressed.

Note: Ensure that Lodge By-Laws and other Masonic Corporations (Building Associations etc...) are in compliance with the newly-formed Lodge.

RESOLUTION TO CONSOLIDATE

Be It Resolved, that \_\_\_\_\_ Lodge, No. \_\_\_\_\_,  
and \_\_\_\_\_ Lodge, No. \_\_\_\_\_, do hereby  
agree to Consolidate as one Lodge under the name of \_\_\_\_\_  
and the number \_\_\_\_\_, effective \_\_\_\_\_, 20\_\_\_\_\_.

Be It Further Resolved, that the By-Laws of \_\_\_\_\_ Lodge,  
No. \_\_\_\_\_, be adopted for the management and operation of the  
Consolidated Lodge until such time as a new set of By-Laws is adopted after  
the date of Consolidation.

The EIN that will be continued \_\_\_\_\_

This Resolution was presented to \_\_\_\_\_  
Lodge, No. \_\_\_\_\_, on \_\_\_\_\_, 20\_\_\_\_\_, and adopted by a  
three-fourths vote of the Lodge on \_\_\_\_\_ 20\_\_\_\_\_

\_\_\_\_\_ Worshipful Master

\_\_\_\_\_ Secretary

## **Lodge Consolidation Checklist**

Check off Each Item when completed

- A motion is made in each Lodge to Consolidate with the other Lodge.
- Both Lodges vote at a subsequent Stated Meeting on the question of Consolidation after due notice to all the members.
- Each Lodge prepares the Resolution with the required information concerning the notice and vote by the Lodge. (obtain a copy of blank Resolution from Grand Lodge)
- Each Lodge requests copy of the Lodge membership, life members, and permanently waived member lists from Grand Lodge. Both Secretaries verify lists.
- All Real Estate papers to transfer Title to the new Lodge are prepared and made effective the day of the Consolidation or Constitution. The Consolidated/New Lodge prepares paperwork to transfer the Real Property to an existing or current Fraternal Building Society.
- Change (s) to Lodge By-Laws are prepared and forwarded to Grand Lodge for approval.
- Submit all documents to Grand Lodge for **each** Lodge for verification:
  - Resolution from each Lodge
  - Membership List
  - Life Membership List
  - Permanently Waived List
  - By-Laws
- New Secretary returns all the confirmed membership, life member and waived member lists along with old Charter to Grand Lodge.

Grand Lodge will:

Verify all documents are completed and merge the two Lodges into one and produce new lists for members, life and waived.

Grand Lodge mails new lists to the Secretary of the Consolidated Lodge.

Grand Lodge prepares addendum to the Lodge Charter and the Old Charter is returned to the Grand Lodge or noted as no longer a valid Charter.

Grand Lodge updates the data base.

The billing from the Lodge that went away is included with the annual bill for the Consolidated Lodge. No free rides.