

Bylaws of the Midwest Historic Masonic Lodge Association Incorporated

As adopted by the majority of attendees to the Initial Association Meeting 19 November 2011, no comments being received by 23 November 2011.

As updated per electronic election June/July 2013. Change Individual Membership to \$50 per year and optional membership with Cowtown Museum. Change Executive Director compensation to start at \$3000 of funds in bank account. Remove compensation for Executive Director.

I. Organization

The Midwest Historic Masonic Lodge Association Incorporated (the "Association") is a corporation registered in the state of Kansas as a Not-for-profit corporation and will be registered with and managed per the regulations of the United States Internal Revenue Service as an Federal Tax Exempt Organization under Section 501(c)(3) of the Tax Code.

II. Purpose

The purpose and assets of the Association will only be used to identify, fund, archive, preserve, develop, publish, publicize and present the history of Freemasonry on the Midwest Region of the United States through public historic education. Therefore the Association is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The results expected are the furthering of the understanding of Freemasonry among the general public through the active presentation of historic education in museums, historic parks and publications.

III. Membership

The Association is a formal organization of Freemasons; members of Masonic organizations; Masonic organizations (to include other Grand Lodges and organizations outside the jurisdiction of the Grand Lodge of Kansas, AF&AM and the Grand Lodge of Kansas, Prince Hall) recognized by the Grand Lodge of Kansas, AF&AM and/or the Grand Lodge of Kansas, Prince Hall; and organizations supporting the goals of Freemasonry. Due to the large population eligible, the Association is a Public Charity. Individual Memberships will only be available to Freemasons and members of Masonic Organizations recognized by the Grand Lodge of Kansas, AF&AM and by the Grand Lodge of Kansas, Prince Hall based on annual dues paid.

IV. Goals

The Association goals include:

- The primary goal of the Association is to publically present Freemasonry in educational environments to increase public awareness of the contributions of Freemasonry, resulting in an increased membership in Masonic organizations.

- Supporting goals are:
 - Identification and preservation of historic records and artifacts related to Freemasonry.
 - Support research and publication of historic studies of Freemasonry.
 - Develop and support a historically accurate (within physical and legal requirements) lodge building for the use of Association members.
 - Coordinate with local, area, state, regional, national and international organizations to present historically accurate information to the public in public venues.
 - Support and fund the development of local historical and preservation efforts in communities within the Midwest Region. The Midwest Region is initially defined as Kansas, Colorado, Oklahoma, Utah, Nebraska, Wyoming and Montana.

V. Restrictions

The Association will not:

- Participate in the political campaigns for candidates for local, state, or federal office.
- Use its assets and earnings to unjustly enrich board members, officers, key management employees, or other insiders. This does not preclude these individuals from receiving a fair compensation from the Association for their efforts.
- Further non-exempt purposes (i.e. private interests) more than insubstantially.
- Operate for the primary purpose of conducting a trade or business not related to the purpose stated above.
- Engage in illegal activities or violate fundamental public policy.
- Engage in legislative activities outside the normal focus of the purpose stated above.

The Association will:

- Comply with the Constitution of the Grand Lodge of Kansas AF&AM and of the Grand Lodge of Kansas, Prince Hall.
- Accept individual membership only from Freemasons belonging to lodges recognized by the Grand Lodge of Kansas, AF&AM and/or the Grand Lodge of Kansas, Prince Hall
- Accept group membership only from Associated or Affiliated Masonic organizations recognized by the Grand Lodge of Kansas, AF&AM and the Grand Lodge of Kansas, Prince Hall.
- Accept Grand Lodge membership only from state, national and international organizations recognized by the Grand Lodge of Kansas, AF&AM and the Grand Lodge of Kansas, Prince Hall.

VI. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code by the recommendation of the Board of Directors as approved by majority decision of the members.

VII. Officers

The minimum number of officers will be the Executive Director, Senior Director and Director. The number and composition of the Board of Directors will be per the Policies and Guidelines of the

Association. The Executive Director will serve at the pleasure of the majority of the association members. Directors will serve alternating two-year terms at the pleasure of the majority of the members of the association. The Charter Senior Director will serve a two-year term. The Charter Director will serve a one-year term. The officers will be elected by the members present at the annual meeting in December starting in 2012. The positions will be elected by majority vote.

VIII. Succession

If the Executive Director is not able to fulfill the requirements of the office succession will be to the Senior Director, or if the Senior Director is not available the Director.

IX. Meetings

Special Board of Director Meetings may be held by email or teleconferencing, with all members being contacted.

There will be an Annual Association Meeting scheduled for December.

X. Quorum

Two members present in attendance shall constitute a quorum for Board action.

XI. Power of the Directors

The Board of Directors shall have power to call meetings of the Association when it deems necessary to conduct, manage and control the affairs, relations and businesses of the Association. The Board of Directors shall not incur indebtedness for the Association until the terms and amount of said indebtedness is presented to the membership, and voted on and approved by a two-thirds majority of the members in attendance, or two-thirds vote of the total membership by a mail ballot.

XII. Fees and Compensation

The Executive Director [added July 2013], Senior Director and Director shall not receive any compensation, fee or salary for their services as Directors. ~~The Executive Director may receive up to 15% of the Association Membership Dues paid directly to the Association and \$100 per week so long as there is a remaining balance of \$2000.00 or more on the books of the Association.~~[deleted July 2013] The directors may be allowed compensation for expenses incurred for the benefit of the membership.

XIII. Reporting Year

The Association Annual Year will end 31 December.

XIV. Policies and Guidelines

Independent Contractor(s) (may be a Director or Member of the Association) will research, apply for and manage grants applied for by the Association. The Independent Contractor(s) may only receive income and expenses from the Association that are comparable to industry standards established and researched within the operating area of the Association.

XV. Dues

Dues will be paid annually by members. Membership will lapse twelve (12) calendar months after membership was paid.

Only initial annual membership may include membership fees to Old Cowtown, Inc. Inclusion of these fees will be evaluated periodically and reported at the Annual Meeting. Membership will not be required for membership [added July 2013].

Initial Annual dues (~~2012~~) are set as:

- Initial Individual Membership (~~Includes \$45 Membership to Old Cowtown~~) - \$125 \$50 [July 2013]
- Renewal Individual Membership (does NOT include Old Cowtown membership) - ~~\$80~~ \$50 [July 2013]
- Organizational Membership - \$50

XVI. Amendments to By-Laws

Amendments to the by-laws will be approved by two-third majority vote of the members present at the Annual Meeting.

XVII. Changes to By-Laws

Changes to Association By-Laws – 2012

Added “Grand Lodge of Kansas, Prince Hall” to articles specifying only the “Grand Lodge of Kansas, AF&AM”. This is in keeping with our concepts to include all regular masons, regular masonic organizations, and corrects the oversight.

Changes to Association By-Laws – July 2013

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