

# **Bylaws of "The Harrisonville Masonic Temple, Incorporated"**

## **I. Name**

The name of the corporation shall be "The Harrisonville Masonic Temple, Incorporated".

## **II. Membership**

All members of Cass Lodge No. 147, Ancient, Free and Accepted Masons, and Bayard Chapter No. 179, Order of Eastern Star, both of Harrisonville, Missouri, who shall be in good standing in said bodies or any of them shall by virtue of such membership be member of this company and no other person shall be a member. Any person ceasing to meet the above conditions shall automatically cease to be a member of the corporation.

## **III. Board of Directors**

The governing body of the corporation shall be a Board of Directors, consisting of eight (8) members. Five (5) of the members of said Board of Directors shall be elected by said Cass Lodge No. 147, Ancient, Free and Accepted Masons, who shall be members of said body. Three (3) of the members of said Board of Directors shall be elected by said Order of the Eastern Star of Missouri 179 Bayard Chapter, who shall be members of said body. All Directors shall serve for their term of office or until their successors are elected and qualified.

The regular annual meeting of the Directors shall be held on the fourth Monday of January of each year at the building of the corporation, 405 North Independence Street, Harrisonville, Missouri at the hour of 6:30 P.M. Special meetings of the Board may be called by the President on one (1) day's notice to each director, either personally or by mail or telegraph and special meetings shall be called by the President or Secretary in like manner and on like notice at the written request of two (2) or more Directors; provided that the provisions of notice may be waived in writing by the Directors.

At all meetings of the Board the presence of five (5) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. A smaller number may adjourn from time to time to another day and hour. A majority vote of the quorum present shall be sufficient to determine any action of the Board.

If a vacancy shall occur in the directorate, such vacancy shall be filled immediately by the Masonic body in whose quota of Directors such vacancy shall occur, at its next regular meeting thereafter and any Director so elected shall serve for the unexpired term of his or her predecessor and until his or her successor is duly elected and qualified.

## **IV. Officers and Their Duties**

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors at their annual meeting shall elect such officers from their own number, who shall serve for one (1) year or until their successors may be duly elected and qualified but any of said officers may be removed by a majority vote of all of the Directors at any regular or special meeting of the Board.

If a vacancy shall occur in any office it shall be immediately filled by the Board of Directors at its next regular or special meeting, and such officer shall serve for the unexpired term of his or her predecessor and until such time as his or her successor may be elected and qualified.

The President shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Directors. He or she shall have general and active management of the business of the corporation. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect, subject to the right, however, of the Directors to delegate any specific duties and powers to any other officer or Director of the corporation. He or she shall execute deeds, bonds, mortgages, and other instruments when specifically directed to do so by the Board of Directors.

The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President and be subject to all the restriction imposed upon the President.

The Secretary shall attend all sessions of the Board and act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose. He or she shall cause notice to be given of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President and under whose supervision he or she shall be.

The Treasurer shall have the custody of the corporate securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular annual meeting of the Board or whenever required, an account of all his or her transactions as Treasurer, and of the financial condition of the corporation.

## **V. Management**

The entire management of the affairs of the corporation, including the building, erection, management and maintenance of any building or buildings owned or constructed by the corporation shall be vested exclusively in the Board of Directors and the Board of Directors shall have authority to require any organization using any building or buildings of the corporation to pay a sum of money toward the maintenance and upkeep of the properties of the corporation as the Board shall seem fair, just and equitable.

## **VI. Amendments**

The Board of Directors by the affirmative vote of a majority of all its members may at any regular or special meeting called for that purpose, alter, change or amend these bylaws, provided, however, at least five (5) days notice, in writing, stating the purpose of said meeting shall be mailed to each Director at his or her last known address.

## **VII. Checks and Obligations**

All checks, demands and orders for money of the corporation shall be signed by the Treasurer and counter-signed by the President or Secretary and all evidences of debt and all deeds, mortgages, deeds of trust or other instruments conveying the property of the corporation or binding the corporation shall be executed in the name of the corporation by the President and attested by the Secretary.

## **VIII. Dissolution**

In the event of the dissolution of the corporation and sale and liquidation of all the assets thereof, all bills, obligation, liabilities, and accounts of every kind and description shall be paid and all expenses of liquidation and the net assets after payment of all such matters shall be distributed as follows: There shall be refunded to the two (2) societies herein named the amount of money that they have paid for the construction of the buildings of the corporation and if sufficient funds are not available for such purpose, then the same shall be pro-rated in proportion to the amount each has paid and in event funds are available to make such repayment and such repayments are made then any remaining assets shall be divided proportionately among said two (2) societies as herein mentioned.

The above bylaws were unanimously approved at a meeting of the Board of Directors held this 28th day of February, 2011.

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President

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Secretary