

BY-LAWS of ROCKVILLE MASONIC HALL & LIBRARY ASSOCIATION

ARTICLE I NAME

The name of the corporation shall be “Rockville Masonic Hall & Library Association of Montgomery County, Inc.” hereinafter called "Corporation”.

ARTICLE II PURPOSE

The corporation is organized for the following purposes:

1. To hold title to property, collect income therefrom, and turn over the entire amount thereof, less expenses and security investments, to Montgomery-Cornerstone Lodge No. 195 A.F. & A.M. of Maryland ("Lodge").
2. To promote camaraderie, fellowship, fraternity, harmony, and goodwill of its Members.
3. To foster and promote the interests, objects, and purposes of the Lodge.
4. To promote religious, charitable, scientific, literary, and educational activities, in association with the Lodge.
5. To engage in such legal and lawful activities in association with the Lodge.

ARTICLE III OFFICES

The Corporation shall have and shall continuously maintain in the State of Maryland a registered office and a registered agent, and may have such other offices within or without the State of Maryland as the Board of Trustees, from time to time, may determine.

ARTICLE IV MEMBERS

Section 1. MEMBERS: All Master Masons of the Lodge, in good standing, shall be Members of the Corporation (the “Members”). Honorary Lodge Members, shall not be considered Members of the Corporation.

Section 2. VOTING: Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

ARTICLE V MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING: An annual meeting of the Members shall be held, each year, during the month of October, for the purpose of electing Members to serve on the Board of Trustees of the Corporation and for the transaction of such other business as may properly come before the meeting.

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Section 2. SPECIAL MEETINGS: Special meetings of the Membership may be called either by the Chairman of the Board of Trustees, the President of the Board of Trustees, by a two-thirds (2/3) majority of the Board of Trustees, or upon the written request of ten (10) or more of the Members of the Corporation. Such meetings shall be restricted to the subject for which the same has been called.

Section 3. PLACE OF MEETINGS: The place of a meeting shall be at the Rockville Masonic Temple or such other place as may be convenient to the Members.

Section 4. NOTICE OF MEETINGS: Written or electronic notices stating the place, date, and time of any meeting shall be delivered to each Member not less than fourteen (14) days before any meeting, by or at the direction of the Chairman, President, Secretary or the person/persons calling the meeting. Notice of a Special Meeting shall contain the purpose for which the meeting is being called.

Section 5. VALIDITY OF NOTICE: If notice of a meeting is mailed via USPS, it shall be deemed delivered when deposited in the United States mail, addressed to the Member as his address appears on the records of the Lodge. If such notice is delivered via email, it shall be deemed delivered when the email notice is sent to the email address of the Member as it appears on the records of the Lodge. If a Member is absent from a meeting for which he has been properly notified as defined in this section, it shall be deemed that Member has waived his vote for any topic brought before the Corporation during the meeting identified in the notification. Any meeting shall be deemed to be validly called when all of the Members entitled to vote have been validly notified.

Section 6. QUORUM: The Members present at a meeting of the Membership shall constitute a quorum for all purposes requiring action by the Members or the Corporation under these By-Laws.

Section 7. VOTE: Except as otherwise provided for in these By-Laws, all action taken by the Membership shall be by a majority vote of the Members present and voting. Voting by proxy shall not be allowed.

Section 8. VOTING UPON DISSOLUTION: Any proposal for dissolution of the Corporation, submitted for a vote by the Board of Trustees to the Members, shall be effected only upon the affirmative vote of two-thirds (2/3) of the voting Members.

ARTICLE VI BOARD OF TRUSTEES

Section 1. GENERAL POWERS: The affairs of the Corporation shall be managed by its Board of Trustees. The term "Trustee," when used in these By-Laws, shall be synonymous with the term "Director."

Section 2. NUMBER, TENURE AND QUALIFICATIONS: The Corporation shall have seven (7) Trustees. The Board of Trustees shall be managed by the Chairman of the Board who shall be the current Worshipful Master of the Lodge. The remaining six (6) Members of the Board of Trustees shall have staggered terms of three (3) years each. Trustees must be Members of the Corporation. The term of a Trustee is January 1 to December 31.

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Section 3. INITIAL ELECTION OF TRUSTEES: Commencing with the election to take place at a special meeting of the Membership called at an appropriate time determined by the Lodge following the adoption of these By-Laws, the Members shall elect six (6) Trustees, two for a one-year term (Secretary and Treasurer), two for a two-year term (two At-Large Officers), and the remaining two for a three-year term (President and Vice-President).

Section 4. NOMINATION OF TRUSTEES: Notice inviting nominations shall be given by the Board of Trustees to the Members no later than the 1st day of September in each year. No later than the 30th day of September in each year, any Member of the Corporation may submit in writing to the Chairman of the Board of Trustees, President of the Board of Trustees, or to the Chairman of a special Nominating Committee to be appointed by the Board of Trustees, the name or names of Members proposed for nomination as Trustee to be voted on at the next annual meeting. Nomination(s) shall not be accepted unless the same shall be endorsed, in writing, by no less than four (4) additional Members of the Corporation, and accepted, in writing, by the nominee. The name(s) of all such nominees shall be submitted in writing to the Members, together with the notice of the meeting as required by these By-Laws. There shall be no other nominations submitted or accepted at the annual meeting of the Corporation.

Section 5. ELECTION OF TRUSTEES: Elections of Members of the Board of Trustees shall be held at the Annual Meeting of the Membership except as otherwise defined in these By-Laws, by a secret ballot or by hand count as may be deemed appropriate by the Chairman, President or Chairman of the meeting as determined by the highest ranking officer present. The secret ballot or hand vote shall be counted and evaluated by three (3) volunteers not including any nominees. A simple majority is required for election.

Section 6. OFFICERS OF THE BOARD: The Board of Trustees shall have a Chairman, President, Vice President, Secretary and Treasurer. The Chairman shall be the head of the Board. The President shall be responsible for the day to day affairs of the Corporation and shall report to the Chairman and the Board. The duties of the remaining officers shall be such as are usually attached to such offices, and, in addition thereto, such further duties as may be designated from time to time by the Board.

Section 7. MEETINGS OF THE BOARD OF TRUSTEES: The Board of Trustees of the Corporation shall hold periodic meetings for the conduct of business of the Corporation, which shall include but shall not be limited to, building services, financial matters, use and management of Corporation's real and personal property, and facilities improvements.

Section 8. QUORUM: A majority of the Board of Trustees present at any lawful meeting of the Board shall constitute a quorum for the transaction of business, provided that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 9. VACANCIES: Any vacancy occurring on in the Board of Trustees shall be filled by the Board from the Members of the Corporation by a simple majority vote, either by a secret ballot or by hand count as man be deemed appropriate by the Chairman, President or Chairman of the meeting as determined by the highest ranking officer present. A Member so elected to fill a vacancy in the Board shall be elected to hold office as a Trustee until the next annual meeting of the Membership, at which time the Members shall elect a Trustee to serve for the balance of the term created by the initial vacancy.

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Section 10. COMMITTEES: The Corporation by resolution, may designate and appoint Standing Committees as it may see fit, subject in all respects to the authority and discretion of the Board. Standing Committees shall be advisory in nature, and shall have no power and authority to bind the Corporation or the Board and may consist of persons who are not Members of the Board.

Section 11. REPORTS TO THE MEMBERS: The Board of Trustees, through designated Officers thereof, shall report to the Membership in open Lodge, on dates designated by the Worshipful Master, during the months of March and September, on the operations of the Corporation during the preceding half year; and, at the annual meeting of the Membership of the Corporation, shall submit to the Members an Annual Financial Report. In addition thereto, all such Annual Reports of Operations and Annual Financial Reports shall be published and mailed or emailed to the Members of the Corporation along with the Notice of the Annual Meeting. The Board of Trustees may, from time to time, at its election, submit to the Members such other and further reports as it may deem advisable, to keep the Members informed of the operations and financial condition of the Corporation.

Section 12. REMOVAL OF OFFICERS: Any elected Member of the Board of Trustees may be removed from office at any special or annual meeting of the Board or any meeting called for the purpose of voting on the tenure of such a Trustee by the Membership for which notice has been given pursuant to Article V of these By-Laws.

Section 13. VOTING: Except as otherwise provided in these By-Laws, all action taken by the Board of Trustees shall be taken by a majority vote of the Members of the Board present and voting.

Section 14. INFORMAL ACTION: Any action required or permitted to be taken at a meeting of the Board of Trustees or of a Committee of the Board may be taken without a meeting, by means of telephone or email correspondence or similar communication. Unanimous written consent, which sets forth the action, will be signed by each Member of the Board or Committee and filed with the minutes of proceedings of the Board or Committee.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS

Section 1. CONTRACTS: The Board of Trustees may authorize any two (2) Members thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; provided, however, that no purchase, sale, instrument or contract resulting in the sale, purchase, or encumbrance of the principal fund of the Corporation, as distinguished from the income derived therefrom, shall be valid or binding on the Corporation, nor approved by the Board, unless the same shall have first been approved by the Members of the Corporation by a two-thirds (2/3) majority vote of the Members present and entitled to vote, which vote shall be taken thereon at any meeting of the Membership.

Section 2. CHECKS, DRAFTS, ETC.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, after the same shall have first been authorized by the Board of Trustees, shall be issued and signed by no less than two (2) officers or authorized agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

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Section 3. LIMIT OF INDEBTEDNESS: The Board of Trustees shall not incur any indebtedness, nor authorize any instrument or contract resulting in the incurrence of any indebtedness on the part of the Corporation in excess of the money in the hands of the Treasurer, unless the same shall first be approved by the Members of the Corporation; provided however, that in the event of an emergency that would damage or jeopardize the property of the Corporation, the Board of Trustees, at its discretion, may incur an indebtedness in the name of the Corporation in the amount of, and not exceeding that amount, needed to overcome such emergency.

Section 4. DEPOSITS: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees, or duly constituted Investment Committee may elect. Such funds shall be deposited and held in the account of the Corporation, separate of all other funds.

Section 5. GIFTS: The Board of Trustees may accept on behalf of the Corporation any reimbursements, contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.

Section 6. USE OF FUNDS: The principal fund of the Corporation shall be maintained and invested in securities, federal notes, bonds or in other federally insured savings instruments of deposit, and such funds shall not be used except in furtherance of religious, charitable, scientific, literary, educational, or fraternal purposes as authorized by the certificate of incorporation, these By-Laws and upon a vote of the Members of the Corporation at a meeting called for that purpose. Upon the dissolution of the corporation, assets shall be distributed either to the Lodge and/or to any other organization organized for religious, charitable, scientific, literary, educational, or fraternal purposes which is recognized by the Internal Revenue Service as exempt from taxation under the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 7. BONDS: All persons authorized to contract in the name of the Corporation, or deal with funds of the Corporation, shall be bonded (by a fidelity bond) in an amount no less than the total available principal funds of the Corporation, the cost of which bond shall be paid by the Corporation.

ARTICLE VIII DUES

No initial or annual assessment of dues shall be paid by Members of the Corporation.

ARTICLE IX AMENDMENTS

Amendments or necessary changes to these by-laws must be proposed in writing, signed by three (3) Officers of the Board of Trustees or by ten (10) Members of the Corporation. Amendments will be considered at an Annual Meeting or Special Meeting held for that purpose and called in accordance with Article V. A two-thirds vote of the Members present and voting at such meeting shall be required for adoption of the proposed amendments or changes.