

**MASONIC TEMPLE ASSOCIATION
OF IDAHO FALLS, IDAHO, INC.**

BY-LAWS

ARTICLE I

Name and Purpose

- Section 1. The name of the organization shall be, "Masonic Temple Association of Idaho Falls, Idaho, Inc.", hereinafter referred to as the "Association."
- Section 2. The purpose of the organization shall be:
- A. To promote and further the fraternal, social, and benevolent interests of Ancient, Free, and Accepted Masons and other Masonic organizations in the City of Idaho Falls, Idaho and elsewhere.
 - B. To provide a Masonic Temple facility in or near the City of Idaho Falls, Idaho in accordance with the requirements of the Grand Lodge, AF&AM, of Idaho.
 - C. To maintain the Masonic Temple facility in an acceptable manner consistent with overall appearance, maintenance, and good housekeeping practices, and to establish rules and regulations for all such use of the facility by tenant bodies.

ARTICLE II

Membership

- Section 1. The association shall have but one class of members and each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. All who are members in good standing of Eagle Rock Lodge #19, AF&AM, or adult members in good standing of any concordant or appendent body which pays rent to the Association shall, by virtue of such membership, be members of this Association.
- Section 2. Each concordant body utilizing the facility shall appoint one adult to represent that organization, with all the rights and privileges, except the authority to vote. They shall participate in all discussions pertaining to Association business. In the exercise of these privileges they shall maintain liaison between their body and the Board of Directors of the Association. Each shall assure that their body shall adhere to the rules and regulations established by the Association. Individuals appointed to represent each concordant body shall have full authority to speak and act on behalf of that body.

Section 3. No member of the Association will be personally liable for any debts, or other liabilities of the Association, or of any other member.

ARTICLE III
Directors

Section 1. The affairs of the Association shall be managed by a board of directors. The Board of Directors shall consist of seven (7) members in good standing of Eagle Rock Lodge #19, AF&AM or an adult member of a concordant or appendent organization. Directors shall be elected at the annual meeting by and from the membership in numbers as follows:

January 1985 -	Three (3) Directors for one (1) year terms. Two (2) Directors for two (2) year terms. Two (2) Directors for three (3) year terms.
January 2007 -	Three (3) Directors for three (3) year terms.
January 2008 -	Two (2) Directors for three (3) year terms.
January 2009 -	Two (2) Directors for three (3) year terms.
January 2010 -	Three (3) Directors for three (3) year terms.

Subsequent annual elections shall follow the pattern set forth above.

Section 2. Each member in good standing is entitled to one (1) vote for each Director to be elected.

Section 3. Special Meetings of the Board of Directors may be called by the President or any two (2) Directors on 24-hour notice given personally or by telephone, or seven (7) days notice by mail. Special Meetings shall be held at a place fixed by the Board of Directors for that purpose, or if no such place has been fixed, then at the Masonic Temple.

Section 4. A quorum of the Board of Directors shall consist of four (4). No business shall be conducted unless a quorum is present.

Section 5. The Board of Directors and Officers shall serve without compensation, which shall not preclude the Association from paying expenses incurred by a Director or Officer in furtherance of the Association's operation.

Section 6. In the event of a vacancy on the Board, the President, with the concurrence of the Board shall appoint a qualified member to fill the remaining unexpired portion of the term.

Section 7. Any Director shall be subject to removal at any time by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE IV
Officers

Section 1. The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected annually at the regular meeting of the Board of Directors held within one (1) week following the Annual Meeting of the Association. Directors shall hold office only at the pleasure of the majority vote of the entire Board of Directors.

Section 2. The President shall put into effect the decisions of the Board. Subject to Board decisions, he shall supervise and control the business and affairs of the Association. He shall preside at meetings of Directors and Members. He shall, with concurrence of the Board, appoint such committees and chairmen as are required for specialized assistance in the conduct of Association business and activities. All such appointments will have defined time limits.

(Note for clarification: This document is written in the masculine vernacular to easily signify a singular person and is not intended to preclude females from serving in those positions.)

Section 3. The Vice President shall perform all the duties of the President in his absence or his inability to act.

Section 4. The Secretary shall be subject to the decisions of the Board; to the direction of the President; and will prepare and keep minutes of the meetings of the Association and the Board of Directors; conduct all correspondence for the Association and give written notice of all meetings as required.

ARTICLE V
Meetings

Section 1. All Association meetings shall be held at the Masonic Temple, located in Idaho Falls, Idaho at 225 South Capital Avenue, unless otherwise notified.

Section 2. The Annual Meeting of the Association shall be held on the fourth Wednesday in January of each year, at which time the Annual Report shall be presented and Directors elected in accordance with Article 3, Section 1. Written or printed notice stating the place and time of such meeting will be delivered to members and representatives not less than ten (10) nor more than fifty (50) days prior to the date of the meeting, personally or by mail.

Section 3. Special Meetings of the Association may be convened by the President or by a majority of the Board of Directors. Written or printed notice stating the place and time of such meeting will be delivered to members and representatives not less than ten (10), nor more than fifty (50) days, before

the date of the meeting, personally or by mail, except in cases requiring emergency action or decision, when meetings may be called immediately by the President.

- Section 4. The number of votes represented at an Association meeting in person shall constitute a quorum.
- Section 5. Each member of the Association in good standing is entitled to vote in person, no proxy votes are allowed.

ARTICLE VI
Corporate Seal

- Section 1. The Board of Directors shall provide a suitable seal with the words, "Masonic Temple Association of Idaho Falls, Idaho, Inc." in circular form about the outer edge, and the words, "Corporate Seal," in the center thereof, so mounted as to be capable of impressing said words on paper in raiser letters, and such seal shall be in charge of the Secretary.

ARTICLE VII
Miscellaneous

- Section 1. All checks, drafts, warrants, or other orders for the direct payment of money shall be signed by the Treasurer of this Association or by the President or the Vice President.
- Section 2. The Board of Directors will, by February of each year, determine the amount of annual rent to be paid by tenant bodies, based upon anticipated budget requirements for operation and maintenance of the facility. Annual budget considerations shall include reasonable amounts dedicated to reserves for contingencies, replacement, and new improvements.
- Section 3. The Board of Directors shall cause an inventory of all Association property to be made at least once every five (5) years, at which time the property shall be evaluated at current rates and depreciation made accordingly.
- Section 4. The Association property shall be, at all times, adequately covered by broad form insurance to include liability, and loss or damage, exclusive of tenant body property. Said coverage shall be determined by appraisal of the property at the time of inventory.
- Section 5. The Board of Directors shall prescribe and post rules and regulations, as necessary, regarding all use of the facility and the Association property therein contained.

- Section 6. Any and all requests for improvements, additions, or modifications of any form shall be submitted to the Board of Directors for approval. No such improvements, additions or modifications to the facility will be undertaken by anyone or any tenant body without such specific approval in advance.
- Section 7. The Board of Directors shall have the power to contract with such persons as necessary for the performance of maintenance and custodial work, in order to maintain the facility.
- Section 8. These by-laws may be amended by a two-thirds affirmative vote of the Members of this Association present at an Annual Meeting, or at a Special Meeting called for the purpose, provided that at least thirty (30) days written notice shall have been given by the Secretary of such proposed amendment.
- Section 9. Financial books of the Association shall be audited annually in January by a committee appointed by the President from the membership at large.
- Section 10. At the time this Association is dissolved all of its property will become the property of Eagle Rock Lodge #19, located in the city of Idaho Falls, Idaho. The following Section from the Idaho Masonic Code and Digest applies to this Association.

Section 914, Paragraph 6: A Lodge may unite with another Masonic body in the joint lease or ownership of a hall or building upon approval of the Grand Master, which shall be granted only after investigations as provided in paragraph No. 1 of this section, and provided further that control of the property shall at all times be vested in the Lodge.

Section 11. The Association shall not have the power to sell, transfer or dispose of any of the real property under its control. That power is vested only in Eagle Rock Lodge #19 Ancient, Free and Accepted Masons of Idaho.

(Note for clarification: Generally, the term real property refers to land, as distinguished from *personal property*. Land, in its general usage, includes not only the face of the earth but everything of a permanent nature over or under it. This includes structures, landscaping and minerals.)