

BY-LAWS
of
SUDAN SHRINERS
A.A.O.N.M.S.

Preamble

This Temple shall be governed, first, by the Constitution, By-laws, Code, Regulations and edicts of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America; and second, by the following By-laws when approved by the Imperial Potentate or Imperial Council.

Article I

Name

This Temple shall be known and designated as Sudan Shriners of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America, situated in the city of New Bern, North Carolina, as provided by the Charter granted by the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America, on the twenty-sixth day of June, 1917, from which it derives all its powers and privileges.

Article II

Meetings

Section 1: Sudan Shriners shall hold at least four Stated Meetings during the year.

Section 2: The Four Stated Meetings of the Sudan Shriners shall be held on the fourth Saturday in January, the third Saturday in May, the second Saturday in September, and the third Saturday in November of each year.

Section 3: The Annual Stated Meeting held on the fourth Saturday in January, shall be for the nomination and election of Elective Officers, Representatives to the Imperial Council, Board of Trustees, and for the transaction of such other business as may properly come before the meeting.

Section 4: Special meetings may be called by the Potentate at any time, but notice must be given to each member stating the business to be considered and no other business than that specified in the call may be transacted. At least seven (7) days notice must be given of the time and place of all meetings and Ceremonial Sessions. Whenever a notice is required to be given to the members, the mailing of such notice to the last known address shall be deemed and held proper and sufficient notice. The Red Fez Magazine, the official publication of Sudan Shriners, may be used for such notice.

Section 5: A quorum consists of seven (7) members of the Temple entitled to vote, one of whom must be the Potentate, the Chief Rabban, the Assistant Rabban, or a Past Potentate of the Temple.

Article III

Officers: Their Election or Appointment

Section 1: The officers of the Temple shall be as follows:

- | | | |
|----|--------------------------|---------|
| 1. | Illustrious Potentate | Shayk |
| 2. | Chief Rabban | Emeer |
| 3. | Assistant Rabban | Sahib |
| 4. | High Priest and Prophet | Iman |
| 5. | Oriental Guide | Ayn |
| 6. | Treasurer | Chayxin |
| 7. | Recorder | Katib |
| 8. | First Ceremonial Master | Wakil |
| 9. | Second Ceremonial Master | Alam |

10.	Director	Malab
11.	Marshall	Amal
12.	Captain of the Guard	Rays
13.	Outer Guard	Hafiz

Section 2. The first seven (7) officers shall be elected annually by ballot, and by a majority vote of the members of the Temple in good standing and present at said meeting and they will constitute the official Divan and Board of Directors. The other officers named in Section one (1) shall be appointed by the Potentate.

Section 3. The installation of officers shall take place immediately after election or at the first succeeding session, whether special or stated of the Temple.

Section 4. Every officer shall perform the duties of his office until his successor is duly elected or appointed and installed.

Section 5: All officers of the Divan shall be members of Sudan Shriners.

Article IV

Duties of Officers

Section 1: The duties of the officers shall be such as are traditionally appropriate to their several stations, or may be assigned them by the Illustrious Potentate of the Temple. Every officer shall be held personally responsible to the Illustrious Potentate and through him to the Temple, that his office can be filled with dignity and honor.

Section 2: *Potentate*: The Illustrious Potentate has it in special charge to see that these By-laws are fully observed, as well as the Constitution, Statutes, Edicts and Regulations of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine for North America; that accurate records are kept, and just accounts are rendered and that regular returns are made to the Imperial Council. He shall at all times require the observance and propriety, and suppress any exhibition of levity and unbecoming conduct among the members, and use every effort to perfect the happiness and promote the welfare of the Temple and its members. Ex-officio, he shall be considered a member of all committees, boards, and subordinate organizations of the Temple and shall be sent notices of all meetings.

Section 3: *Chief Rabban*: In the absence of the Illustrious Potentate the Chief Rabban shall preside. In the absence of both the Potentate and Chief Rabban, the Assistant Rabban shall preside. In the absence of all three said officers, a Past Potentate of the Temple shall preside. In addition to his other duties, in conjunction with the Board of Directors, the Chief Rabban must prepare and complete the Temple budget for the ensuing year in time for submission at the Temple Annual Meeting at which the budget is approved.

Section 3(a): *Treasurer*: In addition to other duties assigned to him, shall act as custodian of all funds; examine as often as necessary the financial records and books of account of the Temple and render a just and faithful account when required. He shall promptly deliver to his successor in office all the monies, securities and any other property and funds of the Temple he may have in his possession or control.

Section 4: *Recorder*: It is the duty of the Recorder to:

1. Keep accurate minutes of the proceedings of the Temple.
2. Issue notice to the members of each meeting.
3. Keep a just and true account with each member of the Temple.
4. Present his books and papers to the auditor whenever required.
5. Keep a register of the members of the Temple showing the name, age, occupations, date of creation and address of each member, and any withdrawal, death, suspension or expulsion, as the case may be.
6. Furnish his facsimile signature to the Imperial Recorder.
7. At the Annual Meeting, render a complete report of the finances, investments, membership and other matters of interest in which his office is concerned.
8. Before January 15 of each year, transmit to the Imperial Recorder in the form prescribed, the Annual Returns for the Temple.
9. Arrange to remit to the Imperial Recorder the per capita tax as set and assessed by the Shrine Law.
10. Issue official Shrine cards to members entitled to the same.
11. Affix the official seal of the Temple to and attest official documents.

Business Manager: It is the duty of the Business Manager to:

12. Receive all funds accruing to the Temple and promptly deposit them to the credit of the Temple in approved depositories.
13. Keep the books of account and records of the Temple.
14. Carefully preserve and file his memoranda of payment of obligations of the Temple.
15. Draw checks, vouchers or order for the payment of obligations of the Temple, any sums due to the Imperial Council, or other authorized disbursements.
16. Report the amount of all funds received and disbursements thereof as often as the Temple or the Potentate may require.
17. Submit to the members of the Temple at each Annual Meeting a complete report of the receipts and disbursements for the preceding year.
18. Keep the budget control records.
19. He may, with the consent of the Elective Divan (Board of Directors), hire employees or independent contractors for the Temple.

Section 5: The *Recorder* shall, before entering upon the duties of his office, give a bond to the Temple in such penal sum and with such surety company, duly authorized to transact business in the State of North Carolina, as may be fixed by the Board of Directors, the cost of which shall be paid by the Temple.

Section 6: The *Business Manager* shall receive for the faithful discharge of the duties of his office such compensation as shall be fixed by the Board of Directors, and which shall be included in the annual budget.

Section 7: *Director:* The duties of the Director and the staff of assistants under his control, shall be to have charge of the decorations, paraphernalia of the Temple, keep same in good order, make necessary preparations for Ceremonials and meetings of the Temple, control all matters entrusted to him for preparation and performance by the Illustrious Potentate. He shall have direction of the work at the Ceremonial Sessions of the Temple and provide for the proper reception and entertainment of novices and members and perform such other duties as may be assigned to him from time to time by the Illustrious Potentate. The Director shall also be in full charge of the Uniformed Units of the Temple, and subject only to the direction of the Illustrious Potentate. Said Uniformed Units shall be organized at the discretion of the Illustrious Potentate, and not inconsistent with the Imperial Council Shrine Law. The duties of the Director, in no wise, modifies the Potentate's responsibilities as Uniformed Units are under the control of the Potentate.

Section 8: Board of Directors: The board of directors consists of the Temple official Divan officers.

- (a) *Quorum.* Three directors constitute a quorum of the board.
- (b) *Meetings.* The Board of Directors shall meet on the call of the Potentate, who shall be its chairman. He must call the meeting when requested by three directors. Meetings may be conducted in person or by telephone or other means of communication by which all parties may be connected and all comments and conclusions as well as the vote on any resolution may be heard and / or observed by all members present.
- (c) *Notice.* The Recorder shall give not less than three days' written notice to each director of the time and place of the meeting. Notice may be waived in writing prior to or subsequent to such meeting.
- (d) The Chief Rabban shall, in conjunction with the board of directors:
 - (1) Prepare and complete the proposed temple budgets for the ensuing year;
 - (2) Report or cause to be reported to the appropriate stated meeting of the temple any proposals for amendments to or departures from the budget and the reasons therefore;
 - (3) Cause copies of the complete budget for the succeeding year to be made available upon request to each member at least seven days prior to the meeting at which is to be considered. The proposed budget shall be in detail and in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council together with the amount budgeted for the preceding year.
- (e) *Multiple Budgets:* additional conditions.

A temple may by its By-laws:

 - (1) Provide for both operating budget and capital budget, and
 - (2) Impose other conditions for the management of its financial affairs not inconsistent with §327.5
- (f) *Unauthorized Acts.* Except as specifically provided by the By-laws of the Imperial Council, or the temple, or resolution of the board of directors ratified by the temple, no unit, shrine club, group of persons or person has the authority expressed or implied, to act as the agent of, to act on behalf of, or by its act or omission to obligate or bind the temple.

Article V

Board of Trustees

Section 1: The Board of Trustees shall consist of five (5) members of Sudan Shriners. These five members shall not be the Potentate, members of the Divan, or a Past Potentate. They shall be elected for a term of not more than five (5) years and their terms shall be staggered so that one Trustee is elected at each Annual Meeting of the Temple. A Trustee may be elected for an additional (5) year term, but serve no more than two consecutive terms. Each member of the Board of Trustees shall serve until his successor is elected. Vacancies shall be filled in the same manner as in the case of other elective officers of the Temple. The Board of Trustees may act as advisors to the Illustrious Potentate and / or the Board of Directors and / or the Divan.

Section 2: The Potentate shall serve as Chairman of the Board of Trustees and the Chief Rabban shall serve as Vice-Chairman. The Recorder shall serve as Secretary to the Board of Trustees.

Article VI

Title to Property and Conveyance

Section 1: The title to all the real and personal property shall be vested in the name of Sudan Shriners.

Section 2: Conveyance of Property: All Deeds, Bills of Sale, Deeds of Trust, Chattel Mortgages, and other instruments of conveyance of any of the properties owned by Sudan Shriners, shall be executed in the name of Sudan Shriners, A.A.O.N.M.S. and shall be signed by the Illustrious Potentate and shall be attested by the Recorder of Sudan Shriners.

Section 3: No real property of Sudan Shriners may be conveyed and no instruments of conveyance may be executed by Sudan Shriners, without first being approved by two-thirds of the Board of Directors, and also without being approved by two-thirds of the members of Sudan Shriners who are in good standing and are present at a Session of the Temple.

Article VII

Budget

Section 1: The budget shall be presented at the Annual Meeting, and the approval thereof at such meeting shall constitute an appropriation or appropriations therefore.

Section 2: Funds of the Temple, or over which it or its officers have control or the right to control, shall be deposited in appropriate bank accounts. All checks, vouchers or orders for the payment of obligations of this temple, any sums due The Imperial Council, and any other authorized disbursements, shall be signed by one or more officers and countersigned by one of more officers as determined by resolution duly adopted by the temple. All checks shall be supported by voucher or requisition

Article VIII

Order of Business

Section 1: The order of business at Stated Meetings shall be as follows:

1. Reading of Minutes
2. Receiving of Petitions
3. Balloting on Petitions
4. Reports of committees
5. Miscellaneous business
6. Conferring the Order
7. Election of officers
8. Installation of officers

Section 2. The order of business, may, however, be changed or suspended whenever it is for the interest or benefit of the Temple to do so, and in compliance with Shrine Law.

Section 3. All questions before the Temple, except such as provided for in the By-laws or the Shrine Law of the Imperial Council, shall be determined by a majority of votes; and it is the duty of every member present to vote thereon. Should there be a tie, the presiding officer may cast the deciding vote.

Article IX

Membership

Section 1: (a) *Prerequisite.* A Temple may not accept a petition from a candidate unless he is in good standing as a Master Mason of a lodge recognized by or in amity with the conference of Grand Masters of North America. (b) *Single Prerequisite.* A Temple may not add to or take from the qualifications for membership in temples as fixed by these By-laws.

Section 2. This Temple shall observe all matters of jurisdiction and balloting pertaining to a petitioner as set out in the Shrine Law.

Section 3. Candidates may not be initiated or obligated except at a Stated Meeting or Ceremonial Session, unless a special dispensation is granted by the Imperial Potentate.

Section 4: In order to retain membership in this Temple, a Noble must maintain the requirements set out in the Shrine Law. If a Noble loses his membership in his Blue Lodge for any reason other than non-payment of dues, the loss of membership in this Temple is effective when it becomes final in the Blue Lodge. The Temple must honor an official written notice from a Blue Lodge concerning the loss of Membership in that Blue Lodge by a member of the Temple.

Section 5: The application to become a member of this Temple, from a Noble regularly demitted from the membership of this or any other Temple, shall be in form prescribed by the Imperial Council and be accompanied by a certificate of demit.

Section 6: A demit specifies that at the time of its issue the Noble named therein was (1) in good standing; (2) free from charges, and (3) free from indebtedness, assessments and voluntary obligations to the Temple. This Temple shall not withhold a demit from a Noble applying and who qualifies for it under the above. A duplicate demit may be issued. A demit may be issued by the Potentate and Recorder of this Temple between Stated Meetings. A record of a demit so issued must be made and reported to the Temple at its next succeeding stated meeting.

Section 7: Honorary Memberships may be conferred by this Temple upon any Noble as a compliment, by a majority vote, but this membership confers no rights or privileges. The issuance of annual membership cards to Honorary Members is prohibited.

Article X

Fees and Dues

Section 1: The fee for conferring the Order in this Temple shall be One Hundred Dollars (\$100.00), which sum must accompany the petition when it is presented.

Section 2: There shall be no fee for affiliation, but members who affiliate with the Temple on demits shall pay the said dues as set forth in Section 3 of this Article unless said affiliated members have already paid this annual dues for the current year to the Temple from which he was demitted.

Section 3: The annual dues of this Temple, commencing with the year 1999 shall be thirty-nine dollars (\$39.00), plus the Imperial Council hospital assessment for Shriners Hospitals for Children, plus Imperial Council per capita tax, unless by vote of Temple membership to absorb any part, or all, of the Imperial Council per capita tax, payable in advance on or before January 1. Of each member's annual dues of \$39.00, \$4.00 shall be for a subscription to the publication, *Red Fez publication*.

Section 4: This Temple may not carry a member on the books who is more than one year (1) in arrears. The Temple must either suspend him or remit his dues.

A Noble may be suspended for non-payment of dues in the following manner: (1) He shall be notified by first class mail at his last known address that he is in arrears: (2) He shall be given an opportunity to be heard, (3) He shall be admitted to the Temple for this purpose even though he is in arrears, and (4) a majority of members present at a Stated Meeting must vote to suspend him.

One who has been suspended for non-payment of dues may be restored in any of the following manner. (1) Written application must be accompanied by payment of any dues owed along with written evidence that he is in good standing in his prerequisite body, (2) Without a vote of the Temple (3) The restoration shall be reported to the Temple at its next Stated Meeting and recorded in the minutes.

Section 5: Any member upon payment of twenty (20) times his annual dues, including Imperial Council Hospital Assessments, in advance, shall be a "Perpetual Member", and be exempt from further payment of dues and be entitled to the full privileges of membership. All monies received from purchase of Perpetual Memberships shall be deposited in a separate bank account or invested and only the income therefrom shall be withdrawn and paid over to the general fund.

Section 6: Life membership can be granted for meritorious service and same shall be approved by a majority vote of the membership at a Stated Meeting.

Section 7: Notwithstanding any other provisions contained in these By-laws, this temple may levy an assessment on it's members, including Perpetual and Life members if specifically provided, for purposes general to the membership, by the following procedure. The proposed assessment shall first be submitted to the Imperial Potentate requesting his approval. Upon receipt of the Imperial Potentate's approval, Sudan may levy the assessment on it's members, including Perpetual and Life members, if specifically provided, for purposes general to the membership by resolution adopted at a stated meeting of the temple, if it is approved by two thirds (2/3) of the members present and voting in the following manner: (1) One weeks notice in writing must be given, stating the amount of the proposed assessment and the time and place when the action will be taken; (2) Upon the adoption of the resolution, there must be sent to the Imperial Recorder (i) three copies thereof together with a certificate of its adoption signed by the Potentate, attested by the Recorder with the seal of the temple affixed, (ii) a copy of the notice, and (iii) a copy of the temple's By-laws.

Upon approval, and report of proper adoption by the Imperial Committee on Jurisprudence and Laws, the assessment is binding on all temple members as of the date of passage of the temple resolution levying the assessment and must be paid as dues are paid or as provided in the resolution.

Article XI

Shrine Clubs and Units

Section 1: All Uniformed Units and Shrine organizations within the jurisdiction of the Temple shall be under the control and authority of the Illustrious Potentate at all times.

Article XII

Seal

Section 1: The Seal of the Temple shall be in a circular form with the Jewel of the Order thereon, and the words, "Sudan Shriners, A.A.O.N.M.S." and the design now contained in the impression thereof deposited with the Imperial Recorder.

Article XIII

Committees

Section 1: The Illustrious Potentate may appoint such committees for the Temple as he may deem advisable or necessary.

Article XIV

Amendments

Section 1: No part of these By-laws shall be altered or repealed, nor any addition made thereto, unless the proposed amendment be offered in writing at a Stated Meeting of the Temple, and receive the sanction of two-thirds (2/3) of the members present and voting at a subsequent meeting, due notice having been given to every member of the Temple and then confirmed by the Imperial Council; but proposed amendments may be modified by the Temple while same are under consideration, if such amendment be germane to the subject matter of the proposed amendment.

Section 2: All former By-laws of this Temple and Resolutions or parts of Resolutions regarding the same are hereby repealed.

Note:

- ◆ *These By-laws adopted January 24, 1976 and approved by Imperial Council Shrine of North America, March 25, 1976.*
- ◆ *These By-laws amended and revised November 19, 1999, by Sudan Shrine Temple and adopted on January 22, 2000. Imperial Shrine Council approved February 14, 2000.*
- ◆ *These By-laws revised October 19th, 2000 to reflect the changes made through Imperial Council's action in Boston, MA in July of same year.*
- ◆ *These By-laws revised May 2, 2002 to correctly reflect former Imperial By-law changes made in Boston, MA July /2000*
- ◆ *These By-laws revised July 29, 2002 to correct reflect former Imperial By-law changes made in Vancouver, BC, Canada*
- ◆ *These By-laws revised and approved by Imperial on April 18, 2003*
- ◆ *These By-laws revised ipso facto by Sudan Recorder on 27 February 2006.*

Signed _____ Potentate

Attested _____ Recorder

APPROVED 3/31/06
Date

Larry W. Dunwoody
IMPERIAL POTENTATE

APPROVED 4/18/03
DATE

H. H. H.
CHAIRMAN

JURISPRUDENCE & LAWS COMMITTEE
Charles A. Boyd
IMPERIAL POTENTATE