

APPROVED 01/30/24



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## Mid-Atlantic Shrine Association Constitution and By-Laws

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## MASA Constitution



### **ARTICLE 1 - Name, Membership, Jurisdiction, Seal, and Object.**

**Section 1 - Name.** This body shall be known by the name, style and title of MID-ATLANTIC SHRINE ASSOCIATION. It may also be known by the acronym, MASA.

**Section 2 - Membership.** The Membership of this organization shall be composed of Shrine Temples located in New York, Pennsylvania, Connecticut, Maryland, District of Columbia, Virginia, West Virginia, New Jersey, Delaware, Germany and such other Shrine Temples as shall apply for membership, subject to a two-thirds (2/3) affirmative vote by the Association at any Annual Meeting.

**Section 3 - Jurisdiction.** The jurisdiction of this corporation shall be as set forth in the articles of incorporation, as amended from time to time.

**Section 4 - Seal.** The seal of this organization consists of 2 concentric circles between the circumferences of which are the words "MID-ATLANTIC SHRINE ASSOCIATION ★ 1940 ★." Within the innermost circle is a Crescent, formed of two nails from a tiger's paw, united at their bases with sphinx head, and with a star between the two nails of the tiger's paw. Above the sphinx head is a sword.

**Section 5 - Object.** The object of the association shall be for purely fraternal purposes and:

- (a) To promote cordiality and friendship among the Temples composing this Association;
- (b) To formulate and execute plans for the overall betterment of all member Shrine Temples to exchange ideas, programs, and so that each Shrine Temples and Shriners International may benefit accordingly, and also to promote friendly competition among the units of the member Shrine Temples; and
- (c) To amicably adjust questions pertaining to uniformity of fees and dues.

The Association shall not by Resolution otherwise, endorse any candidate for any elective office in any Shrine Temple or Shriners International, or adopt any Resolution or take any action

## **MASA Constitution**

suggesting, advocating, proposing, endorsing or opposing any legislation or action by Shriners International.

### **ARTICLE II - Meetings**

**Section 1** - MASA shall meet annually during the month of September at such time and place as shall have been recommended by the Time and Place Committee and approved by a majority vote of the members at any regular meeting of the Association.

**Section 2** - There also shall be held a meeting of the officers and representatives of the Association each and every year during the months of either February, March or April, at time and place of said meeting to be determined by the President. At this meeting, the First Vice-President shall present a budget for approval by the officers and representatives for the ensuing fiscal year.

**Section 3** - Special meetings may be called by the President in any emergency at any time and place in his discretion, or when requested by twenty-four (24) members of this Association, embracing representation from at least eight (8) member Temples, it shall be his duty so to do. Due written notice of any such special meeting shall be given by the MASA Secretary-Treasurer to the Recorder of each member Temple, stating the business to be considered. No other business shall be considered.

**Section 4** - Fifty members representing at least eight (8) Temples shall constitute a quorum for the transaction of business.

**Section 5** - Written notice of every meeting of this Association shall be issued at least thirty (30) days prior thereto by the Secretary-Treasurer of the Association transmitting such notice to the Recorder of each member Temple, the Director General, and all elected officers of the Association.

**Section 6** - The length and substance of the Annual Meeting shall be determined by the Director General with the approval of the President.

**Section 7** - The fiscal year of the Association shall end on August 31 of each year.

### **ARTICLE III - Representatives**

**Section 1** - Representatives to the Association from each member Temple shall be its Potentate, Chief Rabban, Assistant Rabban, High Priest & Prophet, Oriental Guide, Treasurer, Recorder, Past Potentates and Colonel / Director of Units.

**Section 2** - Any Representative whose connection with his member Temple is severed for any reason whatsoever, immediately forfeits his right to serve as Representative to this Association and a vacancy is created.

**Section 3** - If, for any cause a Representative, other than a Past Potentate, cannot attend a meeting, the Potentate of his Temple may appoint a Representative to act in his place, providing the Secretary-Treasurer of the Association is notified no later than five (5) days' prior to any meeting of the appointment by the Recorder of the Temple in which such vacancy occurs. Alternates for Past Potentates may not be appointed.

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**Section 4** - The Recorder of each member Temple shall, by the fifth (5) day of February in each year, give the names and mailing addresses of its Representatives to the Secretary-Treasurer of the Association.

**Section 5** - Each Representative is requested to attend and participate in the meetings and report back to his Temple.

### **ARTICLE IV – Officers, Their Titles, Election, Tenure of Office**

**Section 1** - The officers of MASA shall be as follows: President, First Vice-President, Second Vice-President, Third Vice-President, and Secretary-Treasurer.

**Section 2** - Nomination for Officers may be made only in accordance with Section 3 of this Article. However, each officer elected shall serve a term of one (1) year or until his successor is elected, qualified and installed. No Officer may succeed himself in the same office except the Secretary-Treasurer.

#### **Section 3 –**

- (a) Any candidate for President must have previously served as a Vice President of this Association.
- (b) Any candidate for a Vice President must be a current or past potentate of a member Shrine Temple.
  - 1. A candidate for any office seeking his initial election as a Vice President shall have an endorsement of his Shrine Temple.
  - 2. Once elected, and assuming a noble meets all the other requirements set forth in this Constitution, a sitting Vice President shall presumptively be nominated to the next highest open office each year thereafter. A sitting Vice President otherwise eligible shall not require any further resolution of endorsement from his Shrine Temple for him to presumptively seek election to the next higher office.
- (c) A candidate for Secretary/Treasurer seeking his initial election shall have an endorsement of his Shrine Temple. An incumbent Secretary/Treasurer otherwise eligible shall not require any further resolution of endorsement from his Shrine Temple for him to stand for re-election.
- (d) For the office of a Vice President or Secretary/Treasurer where the nominee is required to obtain a resolution of endorsement from his Shrine Temple, the Recorder of the candidate's Shrine Temple shall notify the President, the Vice Presidents, the Secretary-Treasurer and the Recorder of the member Shrine Temples of the Association of said endorsement at least ninety (90) days prior to the Annual Meeting of the Association.

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### **ARTICLE V – President’s Duties**

**Section 1** – The President is the executive officer. He shall preside over all stated and special meetings.

**Section 2** – When, in his judgment, the good of the Association requires it, he shall have the power to call special meetings of the Association, specifying the business to be laid before it.

**Section 3** – He may do all such other acts and perform all other duties, not insistent with this Constitution, as in his judgment, the interests of the Association require.

### **ARTICLE VI – First, Second and Third Vice-President’s Duties**

**Section 1** - In the event of the death, removal or physical disability of the President, the Vice Presidents shall, with full power, severally and respectively, assume the responsibilities and duties of their superior officers according to rank, until the disqualification is removed. At all other times each shall perform the duties traditionally appropriate to his respective position.

**Section 2** – In the event a vacancy occurs at the level of President, the First Vice-President of MASA shall serve the remainder of the President’s term.

**Section 3** – In the event of a vacancy in the Third, Second or First Vice-President before the Spring Meeting, a special election shall be held at the Spring Meeting from the Floor.

### **ARTICLE VII – Secretary-Treasurer’s Duties**

**Section 1** - The Secretary-Treasurer shall attend all meetings of this Association and keep a true record of all its deliberations and transactions and transcribe the same in a writing for that purpose.

**Section 2** - The Secretary-Treasurer shall have the custody of the official seal and affix it to all official communications, notify members of the Association of the Spring, Annual, and special meetings and perform such other duties appertaining to his office as are usual and customary.

**Section 3** - The Secretary-Treasurer, in cooperation with the Director General, shall prepare and furnish a registration form to the Recorder of the member Shrines in order for the Shrines to properly and accurately register all participants at the Spring, Annual, and Special Meetings. The Secretary-Treasurer shall also examine and report upon the credentials of the Representatives.

**Section 4** - The Secretary-Treasurer shall collect and receive all revenues and shall deposit the same in an interest bearing account in a federally insured banking institution in the name of and subject to the order of “Mid-Atlantic Shrine Association”. He shall pay only those orders authorized by the Executive Committee or by the Constitution and By-Laws of this Association.

**Section 5** - The Secretary-Treasurer shall at each Spring and Annual Meeting render a correct accounting of his receipts and disbursements and at the expiration of his term of office deliver to his successor all funds, books, records and/or other documents and property as are in his possession or under his control as Secretary-Treasurer of this Association.

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**Section 6** - The Secretary-Treasurer, in cooperation with the Director General, shall reserve a sufficient number of rooms needed at the discretion of the Executive Board at the headquarters hotel for the Spring and Fall meetings for the use of the MASA Officers, Official Guests and Representatives who may desire them. The responsibility of the assignment of these rooms is delegated to the Director General.

### **ARTICLE VIII - Dues**

**Section 1** - The annual dues for each member Shrine Temple in the Association shall be Three Hundred and 00/100 Dollars (\$300.00).

**Section 2** - The Secretary-Treasurer of the Association shall advance to the Temple, MASA Convention Corporation or other similar entity hosting the Annual Meeting of MASA, eighty percent (80%) of the projected annual dues to be collected from the member Temples. The remaining twenty percent (20%) may be expended as ordered by the Executive Committee for the benefit of the Association. Any or all the surplus funds of the Association may be spent only upon the approval of the Executive Committee and a three-fourth (3/4th) vote of the Representatives voting at the duly constituted Annual Meeting of the Association.

### **ARTICLE IX - Executive Committee and its Duties**

**Section 1** - The financial affairs of the Association shall be controlled by an Executive Committee. The Executive Committee shall consist of seven (7) members composed of the five (5) elected officers of this Association, and the two (2) immediate Past Presidents. The Executive committee members shall all be in good standing as a noble of a temple of this Association and Shriners International. The Executive Committee by majority vote shall have the power to fill any vacancy caused by the death, resignation, lack of good standing or incapacity of any member of said Committee with a Past President until an election may be held in accordance with the further provisions of this Constitution. A member of the Executive Board shall be deemed incapacitated based upon the entry of an order or judgment of incapacity from a Court of competent jurisdiction over said Noble, or a unanimous vote of the then-remaining Executive Board members and that incapacity shall be binding through the remainder of the term.

**Section 2** - Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business.

#### **Section 3 –**

- (a) The Executive Committee shall meet on call of the President. The President shall call a meeting upon the written request of five (5) members of the committee.
- (b) The Secretary-Treasurer shall give not less than three (3) days' written or electronic notice to each Executive Committee member of the time and place of the meeting.

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**Section 4** - The Executive Committee shall have all the powers usually vested in the directors of a business corporation, except as otherwise provided in the Constitution or By-Laws of this Association.

**Section 5** - The Executive Committee shall have the power and authority to authorize, out of current year income and reserves, the expenditure of funds. Current year income shall be seeded with Ten Thousand and 00/100 Dollars (\$10,000.00) annually from reserves. At the end of the current year, the Executive Committee shall return any unallocated current year funds to reserves.

**Section 6** - The Executive Committee shall endeavor to accumulate and preserve, in addition to the annual budget, a reserve account in an amount of One Hundred and Fifty Thousand Dollars (\$150,000.00). The purpose of the account is to protect the Temples and the Association in the event of a financially unsuccessful convention. These funds shall be derived from excess income from all sources including conventions and unallocated dues excess unallocated funds over and above this reserve account shall be presented annually to the Shriners Hospitals for Children.

### **ARTICLE X - Amendments**

**Section 1** - Proposed amendments to the Constitution shall be in writing and filed with the Secretary-Treasurer at least sixty (60) days prior to any meeting of the Association. The Secretary-Treasurer will transmit notice of the proposed amendments to the Recorder of the member Temples prior to the meeting. Any such amendment may be adopted by a vote of two-thirds (2/3rds) of the members voting: provided, however, that the Association may, without such previous notice, by a vote of three-fourths (3/4<sup>th</sup>) of the members voting at the Annual Meeting, revise, amend or alter this Constitution.

**Section 2** - All proposed amendments to this Constitution shall be in writing. They may be modified in any manner by the Association while the same is under consideration, but such modification must be germane to the subject matter of the proposed amendment. The entire section to be amended must be fully written out as the same will read with the proposed amendment incorporated therein.

**(MASA By-Laws Continue on Next Page.)**

## MASA By-Laws



### ARTICLE I

**Section 1** - At every meeting all questions shall be determined by a majority of votes (excepting alterations of the Constitution, as herein provided), the presiding officer not being entitled to a vote except in case the vote is equally divided, when he shall have the deciding vote.

**Section 2** - At each meeting, when the President shall have called the Association to order, the Secretary-Treasurer shall immediately determine as to the credentials of the Representatives.

### ARTICLE II - Standing Committees

**Section 1** - The President shall appoint committee members and chairmen, unless otherwise provided for in these By-Laws. Except for the Welfare and Advisory Committee and the Time and Place Committee, each committee shall consist of the three (3) Representatives of the Association, who shall first be appointed by virtue of an elected office held and second by the President:

- (a) **Credentials** - The Director General shall chair the Credentials Committee and he shall examine and report on the credentials of the Representatives to the membership. This committee shall meet at both the Spring and Fall meeting and report after the Association is called to order but immediately prior to any business being acted upon.
- (b) **Finance and Audit** - The Second Vice President shall be chairman of the Finance and Audit Committee and two MASA Past Presidents shall further serve as committee members. The Junior Past President shall be specifically excluded from appointment to this Committee. This committee shall examine the books of the Secretary/Treasurer and report at the annual meeting to the Representatives such changes as the Committee may deem to be appropriate and necessary. They shall further meet with the incoming President and Officers of the Association to review the Association's budget as well as the budget for the spring and annual meetings prepared by the incoming President for the approval of the Representatives of the Association. They shall receive from the Director General the complete set of books of the spring and annual meetings within sixty (60) days of the close of the meetings. They shall review same and report their findings at the next meeting of



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the Association to the Representatives. This committee shall meet at both the Spring and Fall meetings prior to the Business Meetings.

- (c) **Necrology** - The Necrology Committee shall be composed of the Third Vice President as Chairman, and he will coordinate the program with the MASA Chaplain and shall provide a fitting memorial service for the deceased Nobles who have entered the unseen Temple since the last annual meeting. This committee shall meet at both the Spring and Fall meetings prior to the Business Meetings.
- (d) **Time and Place** - The Time and Place Committee shall be composed of the First Vice President as Chairman; the Second and Third Vice Presidents and the Secretary/Treasurer will serve as the committee. The Secretary/Treasurer shall serve as Secretary of this Committee. This Committee shall present its report in writing to the membership at the next meeting following its considerations, and the membership shall vote on the recommendation of the Committee. This committee shall meet at both the Spring and Fall meeting prior to the Business Meetings.
- (e) **Welfare and Advisory** - The welfare and Advisory Committee shall be composed of the Elected Officers and all Past Presidents of the Association. The Committee shall meet on an ad hoc basis prior to the spring and annual meetings of the Association. As requested, this Committee shall provide advice and assistance to the Officers of the Association.
- (f) **Jurisprudence** - The Jurisprudence Committee shall be Chaired by a Noble who is an attorney at law, judge or magistrate admitted before the highest court in a MASA jurisdiction. All propositions to alter, amend, or add to the MASA Constitution or By-Laws shall be reviewed by this Committee prior to the Business Meetings and reported upon during a Business Meeting. The MASA President may further call upon the Jurisprudence Committee advice in all matters concerning the MASA Constitution and By-Laws, whose guidance shall be non-binding.

**Section 2** - Except for except the Welfare and Advisory Committee and the Time and Place Committee, no Member Temple shall have more than one (1) representative on any committee, unless by virtue of the office held of an Elected Officer of this Association. The Welfare and Advisory Committee and the Time and Place Committee shall consist of as many nobles, regardless of temple membership, as may be defined in the preceding section.

**Section 3** - The President may appoint any other committee that is not a standing committee and its members.

### ARTICLE III - Uniformed Bodies

**Section 1** - The various Uniform units of the member Temples of the Association may organize associations for the purpose of providing entertainment for their members at the Annual Meetings, and to encourage and promote the principles of Shrinedom.

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**Section 2** - Upon the formations of any associations by any of the Uniformed Bodies, that association shall present a copy of its By-Laws and/or rules and regulations to the President of MASA for his approval of the organization and its formative documents. Upon approval by the President of MASA and the Imperial Potentate, such By-Laws shall remain in continuous effect until subsequently amended or repealed. Any amendments, changes, modifications or alterations to the By-Laws and/or rules and regulations subsequently proposed by a Uniformed Body association shall likewise be submitted to the then - President of MASA and the Imperial Potentate for their approval.

**Section 3** - No association of Uniformed Bodies shall be recognized in any way unless it has met all the conditions of Section 2 of this Article. No Uniformed Bodies associations shall hold any dinner, dance, social affair or any type of meeting or function which may conflict with any MASA By-Laws 8 scheduled MASA event without first requesting in writing, and obtaining, permission of the President of MASA.

### **ARTICLE IV - Director General of Annual Meeting**

**Section 1** - The President of the Association, immediately following his installation, shall appoint a Director General, who shall be a noble in good standing in a member Shrine of MASA. The term of the Director General shall be the duration of the term of the President of the Association.

**Section 2** -The duties of the Director General shall be to oversee the set-up, planning, and tentative budgeting for all MASA meetings and activities, in order to ensure the smooth running of the Association. The Director General shall further prepare any necessary documents required and submit them to the President and/or Executive Committee, as necessary, for their review and approval. The Director General shall further provide all counsel and guidance to the President and Executive Committee to ensure the prudent and efficient operations of the Association

### **ARTICLE V – Housing Reservations – Annual Meetings**

**Section 1** - All member Temples attending the Annual Meetings of the Association must send fifty (\$50.00) dollar deposit for each room reserved to the Convention Housing Committee. The check is to be made out to the hotel you have under contract and will be delivered to the Hotel by the Convention Housing Committee.

### **ARTICLE VI - Amendments**

**Section 1** - Proposed amendments to these By-Laws shall be in writing and filed with the Secretary-Treasurer at least sixty (60) days prior to any meeting of the Association. The Secretary-Treasurer will transmit notice of the proposed amendments to the Recorder of the member Temples prior to the meeting. Any such amendment may be adopted by a vote of two-thirds (2/3rds) of the members voting: provided, however, that the Association may, without such previous notice, by a vote of three-fourths (3/4<sup>th</sup>) of the members voting at the Annual Meeting, revise, amend or alter these By-Laws.

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**Section 2** - All proposed amendments to these By-Laws shall be in writing. They may be modified in any manner by the Association while the same is under consideration, but such modification must be germane to the subject matter of the proposed amendment. The entire section to be amended must be fully written out as the same will read with the proposed amendment incorporated therein.