

**By-Laws
Of The
Red Fez Shrine Club**

ARTICLE I

Name

The club shall be known as THE RED FEZ SHRINE CLUB of Charlotte, North Carolina, organized under the by-laws of the Oasis Temple, Shriners International, A.A.O.N.M.S., for the purpose set out in its Charter.

ARTICLE II

Administration

Section 1:

- (a) The governing of the Club shall be vested in a Board of Directors consisting of ten (10) Members who shall be elected as hereinafter set out.**
- (b) The primary purpose of which the Club is organized is to own personal property in Mecklenburg County, North Carolina and to operate as a Shrine Club under the jurisdiction of the Oasis Temple, A.A.O.N.M.S., Charlotte, North Carolina, and such other and further purposes as may be presented by its Charter.**
- (c) The Board of Directors and all officers, must be members of Oasis and all members of the Club must be a Shriner in good standing and subject to the control of the Potentate and Divan of Oasis Temple, Shriners International. A.A.O.N.M.S., Charlotte, North Carolina.**
- (d) The Potentate of the Oasis Temple, Shriners International , A.A.O.N.M.S., Charlotte, North Carolina, shall have the power to remove from office any director, officer or member, for disobedience of his orders or for any violation of the Oasis Temple, Shriners International , A.A.O.N.M.S., Charlotte, North Carolina by-laws with respect to the conduct of the affairs of the Club.**

Section 2:

The Board of Directors shall have the power of majority vote to make membership requirements and house rules, to receive and redress complaints, and to care for and expend the funds of the Club, subject to approval by the membership.

Section 3:

The Board of Directors shall have the power to fix and enforce penalties for violation of by-laws, Rules and Regulations and also have the power to invoke penalties for such violations. Subject to appeal at a stated membership meeting of the general membership. Membership can override the Board by a majority vote at any regularly scheduled meeting.

Section 4:

The Board of Directors shall have full power and authority to execute all powers vested in the Club by its Charters, and to do such acts and things not inconsistent with the Club Charter and by-laws as may be deemed necessary for the welfare of the club.

Section 5:

All vacancies on the Board of Directors shall be filled for the remaining term by the President, with the approval of the Board of Directors, and the Potentate of Oasis Temple, Shriners International, A.A.O.N.M.S., Charlotte , North Carolina.

ARTICLE III

Election of Officers and Board of Directors

Section 1:

The Board of Directors shall consist of six (6) Directors and the Executive committee Officers, to wit: President, Vice President, Secretary and Treasurer. All officers may serve no more than two (2) consecutive terms in a given office. To be eligible to the Executive Board, i.e., President, Vice President, Secretary and Treasurer, a member must have served on the Board of Directors.

Section 2:

The President and Vice President shall be elected to a one (1) year term. The Secretary and Treasurer shall be elected to a two (2) year term. The three (3) Directors shall be elected to a two (2) year term.

Section 3:

Sixty (60) days or more before each annual election, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of a Chairman and four (4) members chosen from the membership at large.

Section 4:

The committee shall immediately advise the membership by notice published in the Club's newsletter and by posting same on the Club bulletin board that (1) It is accepting nominations for President, Vice President, Secretary and Treasurer and three (3) Directors. (2) A list of those persons nominated by the committee is provided. (3) All nominations must be received thirty (30) days or more prior to the election date. (4) Each nomination must be accompanied by the written consent of the nominee. (5) The date on which the election shall be held is indicated. (6) The list of nominees shall be posted on the Club bulletin boards and mailed to each member by special mailing or newsletter fifteen (15) days or more prior to the election.

Section 5:

A Director or Officer who has failed to attend three (3) consecutive regular meetings of the Board of Directors or six (6) regular meetings during any twelve-month period shall be removed from office. This action will be the last item on the agenda at the decisive meeting to allow the maximum time possible for the offending Director or Officer to appear.

ARTICLE IV

Officers and Duties

Section 1:

The President shall be the first in order to preside at all meetings, and shall exercise supervision and control over the affairs of the Club, subject to the approval of the Board of Directors.

Section 2:

The Vice President shall be second in order to preside at all meetings and shall be responsible for the program and good fellowship of the Club. He shall automatically succeed to the office of President if for any reason the office of President becomes vacant.

Section 3:

The Secretary shall have charge of the records of the Club and the keeping of the minutes of all meetings and will be responsible for publishing the By-Laws, and shall inform the Board of any infractions thereof. He shall give notice of all meetings of the Club to all members thereof. He will also serve as Parliamentarian

at all meetings and be responsible for publishing the Club Newsletter (Fezette). He shall preside at all meetings in the absence of the President and Vice President.

Section 4:

The Treasurer shall have charge of all the moneys of the Club and shall keep accounts of the Club and report thereon to the Board of Directors whenever called upon to do so by the Board. He shall pay all bills and accounts against the Club when properly certified by the Board of Directors as hereinafter provided. He shall prepare the annual budget for the Club. He shall be bonded in such an amount as the Board of Directors may decide. All checks for payments of the Club's obligations shall be signed by the Club Treasurer and one (1) other Officer to wit: President, Vice President or Secretary. He shall preside at the meeting in the absence of all other Officers. The Treasurer shall be responsible for the payment and filing of all taxes, licenses, permits and insurance.

Section 5:

The Officers shall constitute an Executive committee of the Club, and when the Board of Directors is not in session, or in the absence of a quorum thereof, this Executive Committee shall be vested with limited powers pertaining to operational functions of the Club only; subject to the scrutiny and approval of the next meeting of the Board of Directors.

ARTICLE V

Meetings

Section 1:

The Board of Directors will determine the time and the date of its regular monthly meeting. Any member wishing to present himself to the Board shall notify the Secretary ten (10) days prior to the meeting and shall state his purpose in writing. Special meetings of the Board may be called by the President at any time; or by any three (3) members of the Board when notice has been mailed to each member of the Board at least seven (7) days prior to the date of the meeting.

Section 2:

A monthly General Membership Meeting shall be held on the first Friday of the month, except if in conflict with any Oasis Temple activity, and then it will be on the next Friday without conflict. Notice of any change of the date by the Board of

Directors shall be stated in the newsletter prior to the new date. Purpose of the monthly meetings is to inform members of the status of the Club and to give every member the opportunity to question, suggest, or to voice their opinion. Special meetings may be called by the President and may be called upon the written request of the Board of Directors or twenty percent (20%) of the members in good standing. Notice of all special meetings and their agenda must be mailed to the General Membership at least ten (10) days in advance and no other business may be transacted at such special meeting.

Section 3:

Only members in good standing shall be entitled to attend and vote at Club meetings. All members may be required to present current dues card at all meetings.

Section 4:

Except where specifically provided for in these By-Laws, the conduct of all meetings will be governed by Roberts Rules of Order.

ARTICLE VI

Quorum

Section 1:

Six (6) Board members, including one (1) Officer shall constitute a quorum and may transact any business of the Board of Directors.

Section 2:

Twenty percent (20%) of the members in good standing shall constitute a quorum at all regular and special meetings of the membership.

ARTICLE VII

Committees

Section 1:

The President, by his Board of Directors meeting, shall submit for approval of the Board of Directors such committees as deemed necessary to carry out the objectives and programs of the Club to serve in the interest of the membership.

Section 2:

The committees shall be governed by written rules and policies approved by the Board of Directors.

Section 3:

All rules, polices and regulations must be posted at some convenient place in the clubhouse as may be designated by the Board from time to time.

ARTICLE VIII

MEMBERSHIP

Section 1:

Membership shall be those members in good standing of a regularly Shrine Temple, Shriners International, A.A.O.N.M.S. and elected at a regular scheduled membership meeting.

Section 2:

Application for membership or reinstatement shall be submitted on printed forms provided for that purpose to the Board of Directors. Each application must be endorsed by at least two (2) members, one of whom is a Director, who will sponsor the applicant at the next Board meeting. Applications are to be accompanied by the fee for initiation or reinstatement fee and regular dues.

Section 3:

Any information furnished to the Directors by members in opposition to the election of any applicants will be treated in strictest confidence.

Section 4:

In reviewing applications for membership or reinstatement, the Board will consider all person qualifications with emphasis on the following:

- a. Length of residence**
- b. Service to the community**
- c. Organizational affiliations**
- d. Personal reputation**
- e. Social and recreational interest of the applicant and/or family unit**
- f. Ability to meet dues and assessments**

Section 5:

All applicants shall be approved by the Board of Directors during a regular General membership meeting. Applicants rejected must wait one (1) year from date of rejection to reapply. The Club Secretary will notify a rejected applicant of such action and will return the dues fee and initiation fee.

Section 6:

Resignations must be addressed to the Board of Directors in writing and dues must be current together with any other account due to the Club, to achieve resignation in good standing.

Section 7:

The Board of Directors may designate certain individuals as non-voting participants with no vested interest in the Club, in the following categories:

- a. Widows – the surviving spouse of any member in good standing in the event of his death, shall retain Club privileges. There will be no dues assessment for the surviving spouse, which she may retain indefinitely unless she remarries.**
- b. Any other non-voting or honorary membership must be approved by the Board of Directors provided he is a Shriner in good standing.**

ARTICLE IX

Payment of Dues and Conduct

Section 1:

- A. The Board of Directors at a meeting in the last quarter – (October, November, December) will determine, for a balanced budget, the next year’s annual dues and fees by considering the following:**
 - 1. The prior twelve (12) operational expenses and income**
 - 2. The annual contributions to the facilities maintenance and improvement fund**
 - 3. The annual contributions to the Shriners Children’s Hospital**
- B. The annual dues and fees are due in full on January 1st of each year, unless otherwise stated by the Board of Directors. If unpaid within thirty (30) days of the due date, the member will be immediately and automatically suspended. He may be reinstated within that calendar year by payment of the full years dues and fees and approval by the Board of Directors.**
- C. A suspended member whose dues are past due by more than twelve (12) months may be reinstated by approval of the Board of Directors and by payment of 150% of the current year’s dues and fees which include the 50% reinstatement fee.**

Section 2:

In case of any infraction of any By-Laws or rules of the Club, or of any conduct on the part of the Member within or without the Club, which in the opinion of the Board of Directors may tend to endanger the good order, character or welfare of the Club or to render such person unfit or undesirable as a Member thereof, the Board of Directors may vote to expel the offending Member from the club, or said offending party may be suspended from all the privileges of the Club for an indefinite period; or such fines or other penalties may be imposed upon him as the Board of Directors may deem fit. Pending such action by the Board of Directors and prior to the next regular meeting date thereof, the President may revoke the privilege of the offending party subject to conformation of the Board of Directors at its next regular meeting. The member subject to discipline may appeal any fine or suspension to the general membership at the next stated meeting, with 2/3 of the voting members present required to overturn the action of the Board of Directors.

Section 3:

Any member who may become liable to suspension or expulsion under the provisions of the previous section shall be given ten (10) days notice, either personally communicated to the member or mailed to the address as recorded on the books of the Club, stating the date of the alleged infraction of the rules or other cause or causes, rendering said person liable to suspension or expulsion and suggesting that he appear before the Board at the next meeting thereof. A failure to so appear would be deemed a waiver of any rights there under, except at the discretion of the Board when it shall appear that such person is unavoidably prevented from being present, he may be given a further opportunity to be heard. Any such penalty may be appealed to the Membership at the next regularly scheduled meeting.

Section 4:

If any member shall enter the Clubhouse or grounds for the purpose of using the facilities of the Club during the period of suspension, he shall be permanently expelled.

Section 5:

Dues paid in advance will not be refunded to a suspended or expelled member.

Section 6:

Request for reinstatement of a suspended or expelled member may be made upon written request of the member addressed to the Board of Directors. A majority of the membership voting shall determine the request for reinstatement of his membership.

Section 7:

If any member shall fail to pay any fine imposed upon him by the Board of Directors within thirty (30) days, he may be denied further privileges of the Club.

ARTICLE X

General Provisions

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Section 1:

The private property of the members and the Board of Directors of the Club shall not be subject to the payment of the Club debts to any extent whatsoever.

Section 2:

In the event of the discontinuance or dissolution of the Club, or the sale of any real estate, and after the payment or satisfaction of all debts of the Club; the remaining assets and funds shall be conveyed or transferred to the “Shriners Hospitals for Children”, a Colorado Corporation, for its Endowment Funds, and no part of said assets or funds shall inure to the benefit of any member of the Club and no funds or property shall be distributed among or reverted to any member, officer, director, governor, trustee, or any employee of the Club.

Section 3:

Section 2 of this Article X, shall not be amended in any way without the two-thirds (2/3) approval of all members in good standing and the written approval of the Potentate of the Oasis Temple, Shriners International, A.A.O.N.M.S., Charlotte, North Carolina.

Section 4:

No Club property may be sold, transferred, conveyed, mortgaged, pledged, or hypothecated in any way without the approval of the membership and the express written consent of the Potentate of Oasis Temple.

Section 5:

The Board of Directors is authorized and empowered to employ such agents, representatives, and attorneys as may from time to time deem necessary and advisable in and about the management of the property. Any single item or contract that exceeds \$2000 shall require 3 sealed bids for contracts or 3 quotes for purchases, excluding items normally required in the normal course of operation of the Club.

Section 6:

All By-Laws, Rules and Regulations of the Club shall be subject to the By-Laws of the Oasis Temple, Shriners International, A.A.O.N.M.S., Charlotte, North Carolina .

Section 7:

The fiscal year of he Club shall be the calendar year unless changed by order of the Potentate of the Oasis Temple, Shriners International, A.A.O.N.M.S., Charlotte, North Carolina.

ARTICLE XI

Amendments to By-Laws

Section 1:

Amendments: The By-Laws shall not be altered nor amended, except upon the submission of such proposed amendments in writing at a regular meeting of the Red Fez Shrine Club, which proposed amendment shall be entered upon the minutes of that session, and at the next regular session called for that purpose, the proposed amendment as sent to all members, shall be taken up for action and shall be adopted only by two-thirds (2/3) affirmative vote of the members of the Red Fez Shrine Club, if a quorum is present.

APPROVAL OF BY-LAWS

The foregoing Amended and Revised By-Laws, consisting of XI Articles, after having been approved by the General Membership of the Club, upon a motion duly made; seconded and approved; were adopted by the Board of Directors of the Club on March 2, 2012, to be effective upon the written approval of the Potentate of Oasis Temple, Shriners International, A.A.O.N.M.S., Charlotte, North Carolina. These By-Laws supersede all other By-Laws.

Leonard Johnson

President

Red Fez Shrine Club

ATTEST:

John Abernethy

Secretary

Red Fez Shrine Club

APPROVAL OF POTENTATE

The foregoing By-Laws of the Red Fez Shrine Club are hereby approved to be effective this _____ day of _____, 2012.

H. Mike Cook

Potentate

Oasis Temple

ATTEST:

James Rorie

Recorder