



MASONIC LIBRARY/MUSEUM FOUNDATION OF LOUISIANA, INC.

AMENDED AND RESTATED BY-LAWS

The Masonic Library/Museum Foundation, Inc. ("Corporation") originally adopted By-Laws at the time of its incorporation in October 2009. The Board of Directors have determined that it is appropriate to amend and restate the By-Laws in order to correct some provisions and to add additional provisions and provide as follows:

ARTICLE I. ORGANIZATION

This organization is and shall be a **NON-PROFIT** Corporation.

Its name is and shall be **MASONIC LIBRARY/MUSEUM FOUNDATION OF LOUISIANA, INC.** (the "Corporation").

ARTICLE II. PURPOSES

This Corporation was organized for charitable, educational, and scientific purposes, including for such purposes the receipt of contributions or donations and the making of distributions to organizations that qualify as exempt organizations under Sections 501(c) (3) of the Internal Revenue Code and particularly for the purpose of establishing, maintaining and operating a library and museum to preserve records, artifacts, and memorabilia concerning the Masonic fraternity and to display and make available all such items to the members of the Masonic fraternity and to members of the general public for use, research, and enjoyment.

ARTICLE III. BOARD OF DIRECTORS

1. This Corporation shall be governed by a Board of Directors consisting of nine (9) members. Five (5) members being the same persons who are elected as members to the Board of Directors of Masonic Library/Museum Foundation of Louisiana, Inc., by the Grand Lodge of Louisiana, F. & A. M., at its Annual Grand Communication. Directors shall serve for staggered five-year terms, one being elected each year. The remaining four (4) members of the Board of Directors shall include the current elected line of officers of the Grand Lodge of Louisiana, F. & A. M., namely the Grand Master, Deputy Grand Master, Grand Senior Warden, and Grand Junior Warden of the Grand Lodge of Louisiana, F. & A. M., during their respective terms of office. All members must be, and remain, a Master Mason in good standing of a Lodge under the jurisdiction of the Grand Lodge of Louisiana, F. & A. M. An individual member may

only hold one (1) Board membership on the Board of Directors.

In the event of a vacancy caused by death, resignation, or cause other than expiration of term, the Grand Master of Masons in Louisiana shall appoint a Director to fill that vacancy until the next Annual Grand Communication at which time the delegates to the Grand Lodge session shall elect a member to complete the unexpired term of the member whose cessation of service created the untimely vacancy.

2. Regular meetings of the Board of Directors shall be held on the third Saturday of the months of January, April, July, and October of each year at a location as set out below. The primary purpose of regular meetings will be to review the performance of the Corporation, to plan and direct the activities of the Corporation, and to transact any other business as may properly come before the meeting.

3. Special meetings of the Board of Directors may be called by the President, upon due and timely notice to the Directors, should the same be necessary. The President shall call a special meeting at the written request of a majority of the Board of Directors. Any special meeting called shall be no earlier than fifteen (15) days nor later than thirty (30) days following the request.

4. All meetings of the Board of Directors shall be at 5746 Masonic Drive, Alexandria, Louisiana, unless due and timely notice of a different location is given to the Directors.

5. A majority of the Directors shall constitute a quorum, and the action of a majority of the Directors present or represented by proxy at a meeting at which a quorum is present shall be the action of the Board of Directors except for an action which is specifically required by statute, Articles of Incorporation or other sections of the By-Laws to be taken by a majority (or higher member) of the Directors then in office.

6. Notice of the regular meeting and any special meeting of the Board of Directors shall be given at least fifteen (15) days previous thereto by written notice to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with proper postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by facsimile or by electronic mail, such notice shall be deemed to be delivered on the date such notice is sent. Notice of the annual meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting.

The attendance of a director at any meeting shall not constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws or dealing with any amendment to these By-Laws. The business to be transacted at and the purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

7. If and when all of the Directors shall consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

8. At all meetings, each Director shall be entitled to vote in person or by proxy appointed by a written instrument subscribed by the member and bearing a date not more than three (3) months prior to the meeting.

ARTICLE IV. OFFICERS AND STAFF

The Board of Directors shall elect, from among its members, a President, Vice-President, Secretary, and Treasurer. These officers shall serve for a term of one (1) year or until their successors are elected. Election and installation of officers shall be held under Article VI, Order of Business, New Business, at the first Board of Directors meeting after the annual Grand Lodge Meeting of the Grand Lodge of Louisiana, F. & A. M.

The Board is specifically authorized to employ sufficient staff to administer and manage the affairs of the corporation.

ARTICLE V. DUTIES OF OFFICERS

1. The **PRESIDENT** shall be the chief executive officer of the corporation and chairman of the Board of Directors. He shall oversee and direct the activities of all officers and employees of the corporation. He shall appoint such committees as are necessary to carry out the objectives of the corporation.

2. The **VICE-PRESIDENT** shall assist the President in the performance of his duties; and in the event of absence or inability of the President, he shall assume the duties of the office. A Vice-President shall have other duties and powers as the President or the Board of Directors may assign.

3. The **SECRETARY** shall have the general powers and duties usually vested in such office of a corporation, including keeping all records, documents, and the corporate seal at the principal office of the corporation, affixing the corporate seal to any instrument requiring it and to attest the same by his or her signature when authorized by the Board or after the instrument has been signed by the President, Vice-President, or other authorized officer or agent. The Secretary shall have the duties of keeping the minutes of the meetings of the Board, to record in one or more books provided for that purpose, with the time and place, how they were called or authorized, the notice given, the names of those present, and the proceedings therein, and issuing proper notices in accordance with the By-Laws. The Secretary shall have such other powers and duties not inconsistent with these By-Laws as may be assigned by the Board of Directors or the President.

4. The **TREASURER** shall be responsible for all funds and securities of the corporation and shall have the general powers and duties usually vested in such office of a corporation, including receiving and documenting all monies due and payable to the corporation, depositing all monies received in the name of the corporation in a depository designated by the Board, disbursing monies of the corporation under the direction or orders of the Board, entering regularly in the books kept by the Treasurer a complete and accurate account of all monies of the corporation to the Board, as requested, exhibiting the books of account in his custody to any Director upon request, and submitting a full financial report to the Board of Directors at the annual meetings.

ARTICLE VI. ORDER OF BUSINESS

Except to the extent that the same may be varied at the discretion of the presiding officer the order of Business for meetings of the Board of Directors shall be as follows:

- a. Roll call;
- b. Reading and approval of the minutes of the previous meeting;
- c. Bills and Communications;
- d. Secretary's Report;
- e. Financial Report;
- f. Reports of committees;
- g. Reports of officers;
- h. Unfinished business;
- i. New business;
- j. Adjournment

Roberts Rules of Order shall govern procedure at meetings of the Board of Directors in all situations not described in the Articles of Incorporation of Masonic Library/Museum Foundation, Inc., or these by-laws.

ARTICLE VII. SALARIES

No officer or director shall, for reason of his office as an officer or director, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation from the corporation for the rendition of services in a capacity other than as an officer or director, provided there is no conflict of interest as defined by the Conflict of Interest Policy adopted by the Board.

The Board of Directors shall hire, prescribe the duties and fix the compensation of all employees which they, in their discretion, may determine to be necessary for the conduct of the business of this corporation.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) because he is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another

corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believe to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, proceedings, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person if fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The indemnification provided herein shall not be deemed exclusive of other rights to which those seeing indemnity may be entitled by contract or as a matter of law, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation may, in the discretion of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall be from October 1 to September 30.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Acts of the state of Louisiana or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. DISPOSITION OF ASSETS

The properties and assets of the corporation are irrevocably dedicated to charitable purposes. No part of the net earning, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person, or any member, director, or officer of the corporation. On liquidation or dissolution, all properties, assets, and obligations will be distributed or paid over to an organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code §501(c)(3), as amended.

ARTICLE XI. AMENDMENTS

Except as otherwise provided in the Articles of Incorporation and subject to the power of the Board of Directors to amend or repeal these By-Laws, the By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by an affirmative vote of a majority of the Board of Directors, provided that written notice is given at least fifteen (15) days prior to the meeting, which notice will set forth in detail the proposed revisions of the By-Laws and give explanations for the change. In the case of an emergency, which must be explained in the notice, a 5-day notice of a proposed amendment may be given to all Directors, and the By-Laws may be amended upon the unanimous vote of all Directors.

Adopted effective the 18 day of October, 2014.

Roy B. Tuck, Jr.
ROY B. TUCK, JR, Secretary
Date: December 9, 2014

Approved by:

William J. Hill, III
WILLIAM J. HILL, III Chairman and President
Date: 9 December 2014