



Masonic Library/Museum Foundation of Louisiana, Inc.

By-Laws

ARTICLE I. ORGANIZATION

1. This organization is and shall be a NOT-FOR-PROFIT Corporation.
2. Its name shall be MASONIC LIBRARY/MUSEUM FOUNDATION OF LOUISIANA, INC.

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 five (5) members being the same persons who are elected as members of the Board of Trustees of Masonic Library/Museum Foundation by the Grand Lodge of Louisiana, F. & A. M. at its annual grand Communication. Trustees (Directors) shall serve for staggered five-year terms, one being elected each year.

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 Trustee (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 January, April, July, and October of each year.
3. Additional 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.
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. Three (3) Directors shall constitute a majority.

ARTICLE IV. OFFICERS

The Board of Directors shall elect, from among its members, a President, Vice-President and Secretary. These officers shall serve for a term of one (1) year or until their successors are elected.

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 shall assume the duties of the office.
3. The **SECRETARY** shall keep the minutes and records of the organization, shall give and serve all necessary notices, attend to the correspondence of the organization and generally exercise all duties incident to the office of Secretary.

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) Minutes of the preceding meeting;
- (c) Reports of committees;
- (d) Reports of officers;
- (e) Unfinished business;
- (f) New business;
- (g) 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 organization 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 organization.