

Masonic Temple Association of Saint Paul

By-Laws

ARTICLE I

OFFICES

The registered office of the corporation shall be at 200 East Plato Boulevard in the City of Saint Paul, County of Ramsey, and State of Minnesota. The corporation may also have offices at such other locations as the Board of Directors may from time to time designate or the business of the corporation may require.

ARTICLE II

MEMBERS AND DIRECTORS

Section 1. The members of this corporation shall consist of four members of and selected by Ancient Landmark Lodge and four members of and selected by St. Paul Scottish Rite.

Section 2. Each member-director shall have one (1) vote on all matters.

Section 3. The business and affairs of this corporation shall be managed by its Board of Directors which shall be eight (8) in number, four from each owner-body.

Section 4. The terms of office of each of four (4) representatives from each Masonic owner-body shall be four (4) year staggered terms. Any vacancy on the Board of Directors shall be filled by the Masonic body which elected the director who failed to complete his term of office, and such replacement shall serve for the unexpired term.

ARTICLE III

QUORUM FOR MEETINGS

A quorum for the transaction of business at meetings of the member-directors shall consist of not less than five (5) members, provided however, that if any action requires the affirmative vote of a specified number of member-directors, the quorum shall consist of not less than the number of member-directors whose affirmative vote is otherwise required. If a quorum is not present at a meeting, the meeting shall be adjourned and re-noticed.

A written proxy shall be permitted at all meetings of member-directors, and proxies shall be counted in determining the presence of a quorum.

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ARTICLE IV MEETINGS

Section 1. Notices of all meetings of the member-directors of this corporation shall be given to each member-director personally or by electronic and/or postal mailing, specifying the time and place of such meeting, addressed to him at his last known post office electronic address at least three (3) days before such meeting. This notice may be waived in writing by any member-director.

Section 2. The annual meeting of the member-directors shall be held during the 2nd Monday in January, or if that date shall fall upon a holiday, then on the next succeeding business day for the purpose of election of officers for the ensuing year and to transact such other business as may properly come before it.

Section 3. There shall be at least four (4) meetings per year of the Board of Directors including the annual meeting. In addition to the annual meeting, there shall be regular meetings on the 2nd Monday in April, July and October of each year, or if that date shall fall upon a holiday, then on the next succeeding business day.

Section 4. Special meetings of the Board of Directors may be called at any time by the President and shall be called by the President or by the Secretary whenever requested to do so in writing by two (2) member-directors.

Section 5. Any action which is ordinarily undertaken at a Board of Directors meeting may be taken without a formal meeting if authorized in writing or by electronic mail by all of the directors.

ARTICLE V ORDER OF BUSINESS

The Board of Directors may from time to time change the order of business at its meetings. The usual order of business, however, shall be as follows:

- A. The meeting is called to order by the President.
- B. Roll Call - quorum being present, the meeting proceeds with business.
- C. Reading by the Secretary of the minutes of the previous meeting and their consideration and approval.
- D. Reports of officers.
- E. Reports of Committees.
- F. Consideration of communications.

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- G. Unfinished business.
- H. New business.
- I. Motion to adjourn.

ARTICLE VI

EXECUTIVE COMMITTEE

The Board of Directors may, by unanimous, affirmative action of the entire board, designate two (2) or more of its member to constitute an Executive Committee which, to the extent determined by unanimous, affirmative action of the entire Board of Directors, shall have and exercise all of the authority of the Board of Directors in the management of the business of the corporation. Any such Executive Committee shall act only in the interval between the meetings of the Board of Directors, and shall be subject at all times to the control and direction of the Board of Directors.

ARTICLE VII

GENERAL AUTHORITY OF BOARD OF DIRECTORS

In addition to the powers and authorities conferred upon them by these By-Laws, the Board of Directors shall have the power to perform all acts necessary and expedient to the conduct of the business of this corporation.

ARTICLE VIII

OFFICERS

Section 1. The Board of Directors at its annual meeting shall elect from its own number a President, a Vice President, a Secretary and a Treasurer.

Section 2. The officers of the corporation shall hold office for one (1) year or until their successors are chosen and qualified in their stead. Any officer, elected or appointed by the Board of Directors, may be removed by an affirmative vote of a majority of the whole Board of Directors with or without cause.

Section 3. No member of the board shall receive remuneration directly or indirectly. An exception may be made, however, by the Board to employ a board member in his usual occupation, provided at least one competitive bid is taken from a person not serving on the Board. Board members are under obligation to disclose any potential conflicts of interest.

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Section 4. The President shall be the chief executive officer of the corporation, and shall direct the affairs of the corporation. He shall preside at all meetings of the Board of Directors. He shall actively manage the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all contracts, mortgages and other instruments of the corporation and may appoint and discharge agents and employees. He shall be an "ex officio" member of any executive committee which may be constituted hereunder, as well as all other standing committees, and shall perform all such other duties as are incident to his office, or properly required of him by the Board of Directors.

Section 5. The Vice President shall perform the duties and exercise the powers of the President in his absence or incapacity. The Vice President shall perform such other duties as the Board of Directors shall from time to time prescribe. In the absence of the President and Vice President, an officer or member-director of the corporation may be chosen by the Board of Directors to preside.

Section 6. The Secretary shall attend all sessions of the Board of Directors and record all votes and minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be.

Section 7. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts, disbursements and books belonging to the corporation. He shall cause to be deposited all monies and other effects in the name and to the credit of the corporation in such depositories only as may be designated by the Board of Directors. He shall cause the funds of the corporation to be disbursed in the discharge of corporate liabilities and obligations as ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever they may require, an account of all of his transactions as Treasurer and of the financial condition of the corporation.

Section 8. If an office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or other reason, the directors, then in office, may by majority vote choose a successor or successors who shall hold office for the remaining term.

ARTICLE IX

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Section 1. This corporation shall have no corporate seal.

Section 2. All checks or demands for money and notes of the corporation and all other instruments, documents and deeds of every kind, nature and description, required to be executed in the name and in behalf of the corporation, shall be signed by such officers or agents of the corporation as the Board of Directors may from time to time by resolution designate and determine.

Section 3. For tax purposes, the fiscal year of this corporation is designated as the calendar year.

Section 4. The Articles and By-Laws of the Masonic Temple Association of Saint Paul may be amended or altered by vote of $\frac{3}{4}$ of the members of the Board of Directors at any meeting, provided that notice of such proposed amendment or alteration shall have been given to the directors of such meeting at least forty (40) days prior to said date of such meeting.

These By-Laws were adopted on

March 26, 2007

By Resolution of the Board of Directors of

MASONIC TEMPLE ASSOCIATION OF SAINT PAUL

President

Vice President

Secretary

Treasurer

Member

Member

Member

Member