Masonic Temple Association of Saint Paul
By-Laws

Draft version - April 13, 2026

ARTICLE I - DEFINITIONS

Section 1 Name. The "Corporation" shall mean: Masonic Temple Association of Saint Paul, its successors and assigns.

Section 2 Board. The "Board" shall mean the Board of Directors of the Corporation.

Section 3 Ownership. This Corporation is jointly owned by two (2) owner-bodies. The Scottish Rite, Valley of St. Paul, Orient of Minnesota, Ancient and Accepted Scottish Rite of Freemasonry of the Southern Jurisdiction of the United States of America, hereafter referred to as "Scottish Rite", which holds a 72.3% interest in the Corporation, and by Ancient Landmark Lodge No. 5, A.F. & A.M., hereafter referred to as "AL#5", which holds a 27.7% interest in the Corporation.

ARTICLE II - OFFICES, PURPOSES, AND GOVERNING INSTRUMENTS

Section 1 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.

Section 2 Purposes. This corporation is organized for the exclusive purpose of holding title to property, collecting income there from and turning over the entire amount thereof, less expenses, to AL#5 and Scottish Rite which are exempt under Section 501 (c) (10) of the Internal Revenue Code of 1954 and the amendments thereof, and any other Masonic Lodge or body which has the same or similar exemption under the Internal Revenue Code and who is represented on the Board of Directors of this in oration.

Section 3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

ARTICLE II MEMBERS AND DIRECTORS

Section 1 The members of this corporation shall consist of four members in good standing of, and
selected by, AL#5, and four members of, and selected by, Scottish Rite.

Section 2 Each member of the corporation is designated as a director of the corporation and 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) directors 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.

Section 5 Should any director miss 3 meetings in one year, he will have been deemed "resigned" and no longer a member of the board. The owner body from which the director was appointed, will be notified of the resignation and that body will fill the vacancy as described in Article VIII Section 9.

Section 6 No board member may serve for more than 10 consecutive years.

Section 7 There shall be 2 "ex-officio" members of the Board. One shall be the Personal Representative of the Sovereign Grand Inspector General of the Orient of Minnesota of the Scottish Rite. The other to be the sitting Master of AL#5. Each shall be notified of meetings and may attend. The ex-officio member does not have a vote and does not count for or against a quorum.

ARTICLE III QUORUM FOR MEETINGS

Section 1 A quorum for the transaction of business at meetings of the directors shall consist of not less than five (5) directors, provided however, that if any action requires the affirmative vote of a specified number of directors, the quorum shall consist of not less than the number of directors whose affirmative vote is otherwise required. If a quorum is not present at a meeting, the meeting shall be adjourned and re-noticed.

Section 2 A written proxy shall be permitted at all meetings of directors, and proxies shall be counted in determining the presence of a quorum.

Section 3 In the event of a tie vote of the full board, the Scottish Rite, due its majority of ownership, shall be able to break the tie with an additional vote, cast by the senior member of the Scottish Rite board members.

ARTICLE IV MEETINGS

Section 1 Notices of all meetings of the directors of this corporation shall be given to each 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 director.

Section 2 The annual meeting of the directors shall be held in January, for the purpose of election of officers for the ensuing year, to select future meeting dates, 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 in April, July and October on a date by agreement of the Board.

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 Vice President whenever requested to do so in writing or by electronic communication by two (2) 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 communication 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. Report of Treasurer
E. At the annual meeting in January, Election of Officers
F. Reports of Committees
G. Consideration of communications
H. Unfinished business
I. New business
J. Motion to adjourn

ARTICLE VI EXECUTIVE COMMITTEE

The Board of Directors may, by supermajority, 3/4 vote, of the entire board, designate two (2) or more of its members to constitute an Executive Committee which 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 for cause, which shall include but not be limited to: a failure to attend MTA meetings, no longer a member of the fraternity or the appointing organization, failure to abide by these by-laws, or any conduct which reflects unfavorably upon this organization.

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.

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 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 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 elected 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.

Section 9 If any director position becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or other reason, notification of the vacancy will be submitted to the represented body, and that director position shall be filled by the represented body, at its earliest convenience. Until such time as the director position remains unfilled, the requirements of a quorum as established in Article X are still in force.

ARTICLE IX

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 Any action relating to any voluntary transfer of all or substantially all of the assets of the corporation, merger, consolidation, reorganization, liquidation or dissolution of the corporation shall require the concurrent affirmative vote of not less than three-fourths (3/4) of the directors, provided that notice, by mail or electronic means, of such proposed change in ownership or financing shall have been given to the directors of such meeting at least thirty (30) days prior to said date of such meeting. Once approved by said majority, the Owner bodies (AL#5 and Scottish Rite) will be notified and required to approve the transaction before proceeding.

Section 5 In the event of a potential sale, each owner-body is allowed first right of refusal to purchase the remaining interest of the other owner-body. The first right of refusal will expire after sixty (60) days notice of the intent to sell.

Section 6 The Articles and By-Laws of the Corporation may be amended or altered by vote of 3/4 of the members of the Board of Directors meeting, provided that notice, by mail or electronic means, of such proposed amendment or alteration shall have been given to the directors of such meeting at least thirty (30) days prior to said date of such meeting. Once approved by said majority, the Owner bodies (AL#5 and Scottish Rite) will be notified and required to approve the changes before proceeding.

These By-Laws were adopted on ____________________

By Resolution of the Board of Directors of

MASONIC TEMPLE ASSOCIATION OF SAINT PAUL

President	Vice President
Secretary	Treasurer
Member	Member
Member	Member

Other items to be considered:
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