

**GOLDEN ARK
MASONIC TEMPLE ASSOCIATION
BY-LAWS
REVISION – 4/6/2026**

PREAMBLE

The Members of Golden Ark Lodge No. 595, Free and Accepted Masons, being desirous of maintaining a secure and honorable home for the Craft, do hereby establish these By-Laws for the Golden Ark Masonic Temple Association, hereinafter referred to as the “Association”.

This Association exists to hold and care for the Lodge’s property, to conduct its affairs with integrity and Brotherly Love, and to ensure that our Masonic heritage is preserved for the generations who follow.

ARTICLE I – MEMBERSHIP

Every Member in good standing of Golden Ark Lodge No. 595 (“the Lodge”) of Taylor, Michigan, shall be a Member-at-Large of this Association. His membership in the Association shall be dependent upon his membership, in good standing in the Lodge and shall terminate when that Lodge membership terminates.

ARTICLE II – ANNUAL MEETING OF THE ASSOCIATION

Section 1 – ANNUAL MEETING

The Annual Meeting of the Association shall be held on the first Monday of November in the Lodge room of the Lodge, during the regular communication of the Lodge, provided the same is not a legal holiday, in which case, the Meeting shall be held on the following Tuesday.

Section 2 – NOMINATION OF DIRECTORS

The Board of Directors (“the Board”) shall be nominated from the floor by Members-at-Large of the Association at the Annual Meeting of the Association.

Section 3 – ELECTION OF DIRECTORS

- A) At all elections of the Board, the voting will be by written ballot of all Members-at-Large of the Association present.
- B) The Nominee receiving a majority of the votes cast shall be elected to the Board.
- C) At all such elections, the President of the Board shall appoint three (3) Tellers who shall take charge of the polls and report. If nominated, the Teller shall be relieved of his duty.

Section 4 – ORDER OF BUSINESS

Order of Business at the Annual Meeting shall be as follows:

- Calling of Roll of the Board
- Annual Report of Officers and Committees
- Election of Directors
- Adjournment

Section 5 – VOTING

All Members-at-Large of the Association present at the Annual Meeting shall be entitled to one (1) vote when electing Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – BOARD OF DIRECTORS DEFINED

- A) The Board of Directors shall consist of nine (9) members, each elected for a term of three (3) years. The terms of office shall be arranged so that the terms of three (3) Members of the Board shall expire each year, thereby providing for staggered terms of office and ensuring continuity of leadership.
- B) The Principal Officers of the Association shall be:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
- C) The remaining five (5) members of the Board shall be designated as Directors-at-Large.

- D) Principal Officers shall be nominated by the Board, and if more than one Director be nominated, an election by written ballot by the Board shall determine which nominee shall hold the position.
- E) The same Director may not hold more than one (1) of the offices listed in Subsection B.
- F) The term of any Principal Officer shall be for one calendar year.

Section 2 – ANNUAL MEETING OF THE BOARD

- A) The Annual Meeting of the Board of Directors shall be held on the first Monday in December of each year following the regular communication of the Lodge, and at such meeting, the Principal Officers of the Association for the ensuing year shall be elected.
- B) If a quorum of the Board (as defined in Article IV, Section 4) is not present on the day appointed for the Annual Meeting, the Meeting shall be adjourned to some convenient day.

Section 3 – QUALIFICATIONS OF DIRECTORS

No person shall be entitled to election, or to hold an office on the Board, unless he is a member in good standing of Golden Ark Lodge. When he ceases to be in good standing, his office as a Director on the Board shall be vacated without further proceedings.

Section 4 – POWERS AND DUTIES OF PRINCIPAL OFFICERS

- A) The President:
 - i. Shall be the Chief Executive Officer of the Association and shall preside at all Regular and Special Meetings of the Board at which he is present;
 - ii. Shall have charge of the business and affairs of the Association;
 - iii. Shall sign or counter sign all contracts, checks, and other instruments of the Association as authorized by the Association and the Board;
 - iv. Shall make necessary report to the Board; and,
 - v. Shall perform all such other duties incident to his office, or that are properly required of him by the Board or the Association.
- B) The Vice President:
 - i. In the disability or absence of the President, the Vice President shall exercise all the functions of the President.

C) The Secretary:

- i. Shall post Notices for all Regular and Special Meetings;
- ii. Shall keep the minutes of such Meetings;
- iii. Shall have charge of the corporate seal;
- iv. Shall keep the books of the Association;
- v. Shall counter sign, with the President, such instruments as required of such signature; and
- vi. Shall make such reports and shall perform such other duties as are incident to his office or that are properly required of him by the Board.

D) The Treasurer:

- i. Shall have custody of all monies and securities of the Association;
- ii. Shall keep regular books of all accounts of the same and balance same each month;
- iii. Shall counter sign such instruments as require his signature;
- iv. Shall perform all duties incident to his office or as may be properly required of him by the Board; and,
- v. Shall, if required, give bond for the faithful performance of his duties, in such sum and with sureties as may be required by the Board.

Section 5 – RESTRICTION OF POWER OF THE BOARD

A) The Board shall have full charge and control of all real and personal property of the Association, by simple majority vote of the Board, except:

- i. The power to sell, mortgage, or in any manner encumber the real property, shall be only at the approval of a two-thirds (2/3) vote of all Members of the Association present at an Annual, Regular, or Special Meeting.

B) The acts of a majority of the Board present at any time of any Regular or Special Meeting at which there is a quorum (unless otherwise provided by law, the Articles of Association, or By-Laws) shall be the acts of the Board.

Section 6 – NON-BOARD COMMITTEES

- A) The Board may, by resolution, create a Committee of one (1) or more members (who need not be Directors-at-Large) to consider and report upon, or to carry out, such matters as may be entrusted to them by the Board.
- B) A majority of any Committee which may be composed of more than two (2) members may determine its own actions and fix the time and place of its meeting.
- C) Non-Board Committees shall make such reports as required by the Board at a frequency determined by the Board.

Section 7 – RULES AND REGULATIONS

- A) The Board may adopt rules and regulations for the calling and conducting of Meetings of the Board and management of the affairs of the Association, designating the manner in which the building shall be used and occupied by the Members-at-Large of the Association, provided such rules and regulations are not inconsistent with law or these By-Laws.
- B) The Board shall adopt, maintain, and review annually, following the Annual Meeting of the Board, a Policy Manual.
 - a. Such Policy Manual shall regulate the rules for the normal operations of the Building, Kenosian Hall, Hall Manager, etc.
 - b. The Policy Manual shall be reviewed and necessary updates made before the Regular Meeting in February of each year.
 - c. Updates and modifications to the Policy Manual shall be approved by a majority vote of the Board.

Section 8 – RESIGNATION OF DIRECTORS

All resignations from the Board shall be in writing addressed to the President.

Section 9 – DISQUALIFICATION OF DIRECTORS

- A) If any Principal Officer or Director-at-Large elected to the Board fails to attend three (3) consecutive meetings, or fails to function as a Director, his office may be declared vacant by a majority vote of the Board at any Regular Meeting.
- B) Any Board member may be removed, with or without cause, at any time by the affirmative vote of a majority of the members of the Board.

Section 10 – BOARD VACANCY

If any Director shall vacate his position, either by lapse of membership, resignation, or by removal prior to the expiration of their term of office, the Board shall appoint a qualified Member-at-Large of the Association to fill that position for the remaining portion of that term.

Section 11 – PRINCIPAL OFFICER VACANCY

If any Principal Officer shall vacate his position, either by lapse of membership, resignation, or by removal prior to the expiration of their term of office, after a qualified Member-at-Large of the Association shall be appointed, the Board shall hold an election to fill that Principal Officer position for the remaining portion of that term.

Section 12 – CONFLICT OF INTEREST

Any Principal Officer or Director-at-Large that knows, or should know, of a personal or financial interest in any matter to be voted on by the Board during an Annual, Regular, or Special Meeting, shall disclose such interest and shall abstain from voting on the matter.

ARTICLE IV – REGULAR AND SPECIAL MEETINGS

Section 1 – REGULAR MEETINGS OF THE BOARD

Regular Meetings of the Board shall be held in the office of the Association, or such other place, and at such time, as the Board may designate, but at least once every two months.

Section 2 – SPECIAL MEETINGS

- A) A Special Meeting of the Board may be held upon call of:
 - i. Majority vote of the Board; or,
 - ii. The President; or,
 - iii. Written demand of any seven (7) Members-at-Large of the Association.
- B) Any Special Meeting called shall be held at such time and place as may be designated by the Board or the President, and shall be stated in the Call and Notice.

Section 3 – NOTICE OF MEETINGS

- A) Notice of Meetings for every Regular or Special Meeting of the Association shall be properly posted within the Taylor Masonic Center not less than seven (7) days before such Regular or Special meeting. Such Notice shall state the object thereof.
- B) Notice may also be delivered by regular postal mail, electronic mail, or other approved electronic means.

Section 4 – QUORUM

- A) A quorum of any Meeting of the Board shall consist of at least five (5) members of the Board in person.
- B) The majority of such quorum shall decide the questions that come before the meeting.
- C) If, at any meeting of the Board, there shall be less than a quorum present, a majority of the Directors present may adjourn the meeting from time to time without Notice other than announcement at the meeting, until a quorum shall have been obtained.

Section 5 – ORDER OF BUSINESS

The Order of Business of all Regular or Special meetings of the Board shall be as follows:

- Calling of Roll
- Reading and Disposing of any Unapproved Minutes
- Treasurer’s Report
- Hall Manager’s Report
- Unfinished Business
- New Business
- Adjournment

Section 6 – ELECTRONIC MEETINGS ALLOWED

Regular and Special Meetings of the Board may be conducted in person or, after proper notice given, by electronic means.

ARTICLE V – FINANCES

The monies of the Association shall be deposited in the name of the Association in such bank or trust company as the Board shall designate, and shall be drawn out only by check signed by the Treasurer and counter signed by the President or Secretary; or by any other Board-approved electronic payment system.

ARTICLE VI - ANNUAL AUDIT

The President shall, within thirty (30) days after the Annual Meeting of the Association, appoint from the Members-at-Large of the Association three (3) qualified auditors, whose duties it shall be to audit all accounts of the Treasurer for the preceding year and make a full and complete report of their findings to the Board provided, however, that audits may be had at such time and by such persons as the Board may designate.

ARTICLE VII – SEAL

The Board of Directors shall provide a suitable seal with the inscription “Golden Ark Masonic Temple Association” organized April 23rd. 1963.

ARTICLE VIII – AMENDMENTS

Section 1 – AMENDMENTS ALLOWED

These By-Laws of the Association may be amended, added to, rescinded, or repealed at any Regular Meeting of the Board by two-thirds (2/3) vote of the members entitled to vote at such Regular Meeting.

Section 2 – AMENDMENT PROCEDURE

- A) Notice of a Proposed Amendment shall be filed with the Secretary thirty (30) days prior to a Regular meeting, stating fully the Proposed Amendment, and all reasons for such Proposed Amendment.
- B) The Secretary shall include Notice of such Proposed Amendment(s) in the Notice to the Members-at-Large.

ARTICLE IX – RULES OF ORDER

The rules contained in Roberts Rules of Order, Revised, shall govern this Association and its Board in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of this Association.

ARTICLE X – FISCAL YEAR

The fiscal year of the association shall correspond to the calendar year.

CERTIFICATION

I hereby certify that the foregoing are the By-Laws of The Golden Ark Masonic Temple Association, and have been adopted by the Board of Directors of the same, duly assembled in a Regular Meeting on:

DATE

President

Vice President

Secretary

Treasurer

Director-at-Large

Director-at-Large

Director-at-Large

Director-at-Large

Director-at-Large