

BY-LAWS
OF
Philae Temple

Ancient Arabic Order of
Nobles of the Mystic Shrine



Chartered May 13th, 1913
HALIFAX, NS

**BYLAWS OF
PHILAE SHRINERS**

Preamble

Philae Shriners is governed by the articles of incorporation and bylaws of Shriners International, an Iowa corporation, and the following bylaws not inconsistent therewith.

ARTICLE 1

Name, Seal & Jurisdiction

§1.1 Name Philae Shriners was granted a Charter on May 14, 1913 by The Imperial Council now known as Shriners International.

§1.2 Location. It shall be located in the community designated in its charter.

§1.3 Seal. The seal of Philae Shriners shall consist of two concentric circles between the circumferences of which are the words *Philae Shriners, Halifax*. An impression and facsimile shall be deposited with the Imperial Recorder.

§1.4 Flag. The official flag of this Temple shall be as described by the bylaws of Shriners International.

§1.5 Jurisdiction. The territorial jurisdiction of Philae Shriners is governed by the provisions of the bylaws of Shriners International.

ARTICLE 2

Temple Membership

§2.1 Prerequisites. Membership in Philae Shriners, including a Candidate's petition and balloting thereon, is governed by the bylaws Shriners International.

§2.2 Affiliation. Affiliation into Philae Shriners is governed by the bylaws of Shriners International.

§2.3 Associate Membership. Associate membership in Philae Shriners is governed by the bylaws of Shriners International.

§2.4 Retention of Membership. Retention of membership in this Temple is governed by the bylaws of Shriners International.

§2.5 Demit. The procedure for a demit is governed by the bylaws of Shriners International.

§2.6 Suspension or Termination of Membership. Suspension and termination of membership in Philae Shriners are governed by the bylaws of Shriners International.

§2.7 Perpetual and Life Memberships. Perpetual and life memberships in Philae Shriners are governed by the bylaws of Shriners International.

§2.8 Honorary Membership. Honorary membership in Philae Shriners is governed by the bylaws of Shriners International.

dence and Laws Committee, who confirm that they are not in violation of the law of the land and that they are in proper and legal form and will not conflict with the articles of incorporation or bylaws of Shriners International or Philae Shriners.

General Council

Chairman- Jurisprudence & Laws Committee

I hereby grant my approval to the temple bylaws.

Dated this _____ day of _____, 20

Imperial Potentate

§2.9 Discipline. The discipline of a member of Philae Shriners, for any cause other than nonpayment of dues, is governed by the bylaws of Shriners International.

§2.10 Complaints to Imperial Potentate. Complaints or correspondence to the Imperial Potentate are governed by the bylaws of Shriners International.

§2.11 Copies of Temple Bylaws and Imperial Bylaws. Each member of Philae Shriners shall receive a copy of these Bylaws; and the Recorder of Philae Shriners shall allow each member access to a copy of the Shriners International bylaws so that they may be read and understood.

ARTICLE 3

Temple Meetings & Ceremonials

§3.1 Stated Meetings. A stated meeting shall be held at the Call of the Potentate. The exact hour of all meetings, including the Annual meeting, shall be designated by the Potentate.

(a) **December Meeting.** At the December Stated meeting, the Officers and Representatives for the ensuing year shall be elected.

(b) **Annual Meeting.** The annual meeting shall be held in January.

§3.2 Ceremonial Sessions. Ceremonial sessions may be called by the Potentate at any time.

§3.3 Special Meetings. Special meetings may be called by the potentate at any time, but notice must be given to each member stating the business to be considered and no other business than that specified in the call may be transacted.

§3.4 Sunday Meetings. No business meeting or ceremonial session shall be held on Sunday, except upon special dispensation of the Imperial Potentate for good and sufficient cause.

§3.5 Place of Meetings. The place of all meetings shall be determined by the Potentate except as may be otherwise required or restricted by the bylaws of Shriners International.

§3.6 Notice of Meetings. At least one week's notice must be given of the time and place of all meetings and ceremonial sessions. The notice may be given in the official Philae Shriners publication or by letter.

§3.7 Rules of Order. Unless otherwise provided by the bylaws of Shriners International the Philae Shriners bylaws or resolution, parliamentary procedures shall be governed by *Robert's Rules of Order*.

§3.8 Admission. A Noble may not be admitted to Philae Shriners unless he exhibits to Philae Shriners an official Shrine card for the current year.

§3.9 Quorum. A quorum consists of seven members of Philae Shriners entitled to vote, one of whom must be the Potentate, Chief Rabban, Assistant Rabban or a Past Potentate of Philae Shriners.

§3.10 Order of Business. The order of business shall be as follows:

- (a) Opening ceremony
- (b) Reading of minutes of previous session
- (c) Reading of communications
- (d) Reading financial statements
- (e) Reading of petitions for membership
- (f) Balloting on candidates
- (g) Reports of standing and special committees
- (h) Unfinished business
- (i) New business
- (j) Conferring the ceremonial
- (k) Closing ceremony

The order of business may be changed or suspended whenever it is in the best interest of Philae Shriners.

ARTICLE 4

Officers

§4.1 Officers. The officers of Philae Shriners are those listed in the bylaws of Shriners International. No person may hold more than one of the offices at the same time.

§4.2 Nomination. Candidates for Elective Office and Representative must be placed in nomination from the floor. There shall not be more than one nomination speech for a candidate and the speech may not exceed three (3) minutes. Seconding speeches are not required or permitted.

§4.3 Election and Appointment. The election and appointment of officers are governed by the bylaws of Shriners International.

§4.4 Duties. The Potentate or Philae Shriners bylaws assign the duties of officers not governed by the bylaws of Shriners International.

§4.5 Enthronement and Installation. The enthronement and installation of Philae Shrine Officers are governed by the bylaws of Shriners International.

§4.6 Vacancies. The existence of a vacancy and filling a vacancy are governed by the provisions of the bylaws of Shriners International.

§4.7 Delivery of Records. Each officer shall deliver all books, papers and other property of the Temple in his hands to his successor in office, or to such person and at such time as the Temple may direct.

§4.8 Board of Directors. The composition and duties of the Board of Directors are enumerated in the bylaws of Shriners International. The Board of Directors has these additional duties.

(a) **Temple Holding Corporation.** The Board of Directors and the immediate Past Potentate shall be the Board of Directors of any Philae Shrine Holding Corporation.

I, Wendell E. Dawson, Potentate of Philae Shriners, certify that the attached resolution relating to amendments to bylaws was submitted in writing at a Stated meeting on September 14, 2013.

The resolution was laid over to the next Stated meeting called for action thereon.

On December 3, 2013, a notice of meeting to be held on December 14, 2013 was sent to every member of the Temple and it recited the text or substance of the proposed amendments. There were 40 members of the Temple present at this duly warned meeting and 40 voted in the affirmative and none voted in the negative to adopt the proposed amendments. They were approved by at least two-thirds of the members present and voting.

A copy of the duly warned meeting and three copies of the amendments are attached.

I certify that the amendments to bylaws were adopted.

Dated this 6th day of January, 2014.

Wendell E. Dawson, Potentate.

David O. Fraser, Recorder.

APPROVAL

The application of the Philae Shriners for approval of the foregoing bylaws was presented for review and consideration.

I have received the advice of General Counsel and chairman of the Imperial Jurispru-

§8.3 Shrine Law. A Noble may not violate Shrine law. The provisions of Shrine law are found in the articles of incorporation and bylaws of Shriners International and any general or special orders at the time in effect.

§8.3 Alcoholic Beverages. The consumption of alcoholic beverages during parades and ceremonials is forbidden by those Nobles participating therein.

ARTICLE 9

Philae Shrine Units and Shrine Clubs

§9.1 Government. Philae Shrine Units and Shrine Clubs are governed by the provisions of the bylaws of Shriners International.

ARTICLE 10

Philae Shrine Publication

§10.1 Official Publication. Unless otherwise provided in Shriners International bylaws or these bylaws, a magazine or newsletter may be established as the official publication of Philae Shriners. It shall be proper to publish all official calls and notices therein.

§10.2 Advertising. All advertising accepted for the official publication shall be non-offensive and in compliance with the bylaws of Philae Shriners and Shriners International.

§10.3 Staff. The Potentate shall appoint the Editor and approve the appointment of staff members by the Editor. The Editor and staff members may be known as the "Press Corps."

ARTICLE 11

Amendments

§11.1 Amendments. These bylaws may be amended as provided by the bylaws of Shriners International.

§11.2 Inconsistencies. In the event of an inconsistency between these bylaws and the bylaws of Shriners International, the bylaws of Shriners International supersede Philae Shriners bylaws.

CERTIFICATION

ARTICLE 5

Initiation Fees, Dues, Per Capita, Hospital Levy

§5.1 Initiation Fee. The initiation fee shall be determined at a Stated or Special meeting of Philae Shriners after notice has been given to each member stating the proposed amount of the initiation fee. The initiation fee shall not be less than prescribed by the bylaws of Shriners International. It must be paid in full prior to initiation.

§5.2 Dues. The annual dues shall be determined at a Stated or Special meeting of Philae Shriners after notice has been given to each member stating the proposed amount of the annual dues. The annual dues shall not be less than prescribed by the bylaws of Shriners International. The annual dues do not include the hospital levy or the annual per capita tax required by the bylaws of Shriners International, each of which shall be added to the annual dues. Philae Shriners may, by affirmative vote, remit dues of a member for good cause shown either Philae Shriners or a Committee selected for that purpose.

§5.3 Perpetual and Life Memberships. A member may be granted a perpetual or life membership in Philae Shriners as prescribed by the bylaws of Shriners International.

§5.4 Per Capita Tax. Each member of Philae Shriners other than life per capita members and associate members, shall pay Shriners International per capita tax as prescribed by the bylaws of Shriners International.

§5.5 Life Per Capita. A member may pay the sum prescribed by the bylaws of Shriners International and, thereafter, be exempt from the annual per capita tax.

§5.6 Hospital Levy. Each member of Philae Shriners, other than Permanent Contributing Membership purchasers, shall pay the hospital levy as prescribed by the bylaws of Shriners International. Philae Shriners may remit the hospital levy of a member whose dues have been remitted because of hardship and so advise the Imperial Treasurer.

§5.7 Permanent Contributing Membership. A member may purchase a Permanent Contributing Membership in the Hospitals as prescribed by the bylaws of Shriners International and, thereafter, be exempt from the hospital levy.

§5.8 Assessment. The Temple may levy an assessment on its members as prescribed by the bylaws of Shriners International.

ARTICLE 6

Fiscal

§6.1 Budget. The procedures governing the budget of Philae Shriners, including its requirement, preparation, inspection, presentation, adoption, appropriations, amendment, Philae Shriners reports and Imperial Recorder filing are governed by the bylaws of Shriners International.

§6.2 Payment of Obligations. All checks, vouchers or orders for the payment of obligations of Philae Shriners, any sums due Shriners International, and any other authorized disbursements, shall be signed by one or more officers and countersigned by one

or more officers as determined by resolution duly adopted by Philae Shriners. All checks shall be supported by voucher or requisitions.

§6.3 Monthly Reports. Each Noble, committee, unit or other organization of Philae Shriners that is authorized to incur indebtedness or to disburse or collect funds, shall make a detailed financial report, accompanied by receipts or vouchers to the Recorder monthly or at such other times as may be required.

§6.4 Construction Program and Secured or Long Term Obligations. Prior to commencing a construction program or incurring a secured or long-term debt, as defined by the bylaws of Shriners International, Philae Shriners must follow the bylaws of Shriners International.

§6.5 Sale of Temple Assets. Prior to Philae Shriners, or any of its affiliates, selling, leasing, exchanging, mortgaging, pledging or otherwise disposing of all or substantially all of its property or assets, it must follow the bylaws of Shriners International.

§6.6 Fidelity Bond. Philae Shriners must procure a corporate fidelity bond as prescribed by the bylaws of Shriners International.

§6.7 Insurance. Philae Shriners must procure insurance policies, and the Potentate must appoint an Insurance Advisory Committee, as prescribed by the bylaws of Shriners International.

§6.8 Fiscal Year. Philae Shriners must arrange its books of account, annual report and audit to conform to the calendar year.

§6.9 Indemnification. The Official Divan, Committee members, officers and employees shall be indemnified by Philae Shriners for all expenses reasonably incurred by them in defending themselves from any proceedings instituted or threatened against them provided Philae Shriners votes that they have acted within the scope of their authority and are not guilty of misfeasance or malfeasance.

§6.10 Audit. The financial accounts must be audited or reviewed, and reported on, as prescribed by the bylaws of Shriners International.

ARTICLE 7

Committees

§7.1 Leadership Search Committee. Philae Shriners shall have a Leadership Search Committee. Its appointment and duties are governed by the bylaws of Shriners International.

§7.2 Insurance Advisory Committee. Philae Shriners shall have an Insurance Advisory Committee. Its appointment and duties are governed by the bylaws of Shriners International.

§7.3 Finance Advisory Committee. Philae Shriners shall have a Finance Advisory Committee.

- (a) **Composition.** It shall consist of the Potentate, Chief Rabban, Treasurer, Recorder and the Finance Committee Chairman. The

Committee Chairman shall be elected for a period of three years.

- (b) **Duties.** It shall:
 - (1) Analyze and make recommendations as to the financial affairs of the Temple.
 - (2) Examine the proposed major financial obligations and expenditures before such obligations or expenditures are incurred or made.
 - (3) Review all necessary current expenses.
 - (4) Examine whether any officer, department, committee, organization, unit or individual having authority incurs expenditures that exceed the appropriations set out in the budget.
 - (5) Examine the system under which the financial affairs of, Philae Shriners and every subordinate body thereof, are administered and make such recommendations from time to time as may be deemed for the good of Philae Shriners or any subordinate body thereof.
 - (6) Review any bill for travel, hotel or entertainment expense of any officer or representative to determine if it is reasonable and necessary and within the budget.
 - (7) Have access to all financial books, papers and accounts of the officers and review them on a periodic basis, and recommend certified public accountants for examination and audit.
 - (8) Review the financial institutions in which the funds of Philae Shriners are to be, or already are, deposited.
 - (9) Investigate suitable investments and investment institutions for the funds of Philae Shriners.
 - (10) Evaluate the proper coverage and limits of the bonds for the Treasurer and Recorder, and any other officers required to be bonded.
- (c) **Reports.** This committee shall issue its findings, recommendations and reports to the Board of Directors of Philae Shriners.
- (d) **Quorum.** Three members of this committee shall constitute a quorum for the transaction of business.

§7.4 Other Committees. The Potentate shall appoint such other committees as may be required for the operation of Philae Shriners' affairs. Their duties and responsibilities shall not conflict with any provisions of the bylaws of Philae Shriners or Shriners International

7.5 Executive Committee. There shall be an Executive Committee which shall consist of the seven (7) elected Divan Officers, the Junior Past Potentate and three members in good standing elected by the members at the December Stated Meeting by ballot from the floor to serve until the next December Stated Meeting, or until their successors are elected and installed.

ARTICLE 8

Prohibited Practices

§8.1 Unlawful Activities. It is unlawful for Philae Shriners, or any Unit or Club under its control, or any group of its members, or any member acting for or on behalf of Philae Shriners, to promote or take part in any engagement or enterprise prohibited by the law of the land.