

**BY-LAWS
CONFERENCE OF GRAND MASTER'S
OF MASONS IN NORTH AMERICA, INC.**



Revised: February 20, 2018

**Conference of Grand Master's of Masons in
North America. Inc.**

**Grand Masonic Center
36275 Sunset Drive
Dousman, WI 53118
USA**

BY-LAWS OF
CONFERENCE OF GRAND MASTERS OF MASONS IN NORTH AMERICA, INC.

ARTICLE I
Purposes of the Corporation

Section 1. Purposes. The corporate purposes are set forth in the Articles of Incorporation.

ARTICLE II
Members of the Corporation

Section 1. Members. The Members of the corporation shall consist of the fifty (50) Masonic Grand Lodges of the United States, the Grand Lodge of the District of Columbia, the Grand Lodge of Puerto Rico, the ten (10) Grand Lodges of Canada, the York Grand Lodge of Mexico and the American-Canadian Grand Lodge. Additional North American Masonic Grand Lodges applying for membership shall first have been recognized by the majority of Members prior to application and membership acceptance shall require a two-thirds (2/3) majority vote at the Annual Meeting when membership is proposed.

Section 2. Voting Privileges. The privilege of voting in behalf of any Member of the corporation shall be vested in the Grand Master who shall be serving from time to time pursuant to the lawful succession procedures in effect in each Grand Lodge or by either a Senior elected officer or a Past Grand Master of a Grand Lodge who shall be designated by the Grand Master thereof to sit as a Representative in his place and stead at any meeting of the Board of Directors of the corporation.

ARTICLE III
Board of Directors

Section 1. Members. The corporation shall be governed by a Board of Directors consisting of the Grand Masters of the Member Grand Lodges who shall be serving from time to time pursuant to the lawful succession procedures in effect in each Grand Lodge or by a Senior elected officer of a Grand Lodge who shall be designated by the Grand Master thereof to sit as a Representative in his place and stead at any meeting of the Board of Directors of the corporation. For the purposes of this Section the certification by the Grand Secretary of any Member Grand Lodge as to the identification of the current Grand Master of that jurisdiction or the designation of any Senior elected officer of a Grand Lodge by the Grand Master thereof to serve as a Representative in his place and stead shall be accepted as conclusive evidence of such person's qualification to attend any meeting of the Board of Directors of the corporation.

Section 2. Limitation of Powers. In all events the powers of the Board of Directors shall be subject to all limitations imposed upon the corporation by the Articles of Incorporation and by the laws of both the State of Missouri and the United States of America.

ARTICLE IV
Meetings of the Board of Directors

Section 1. Annual Meetings. Annual Meetings of the Board of Directors shall normally be held beginning on the third (3d) Sunday in February of each year at a time and place to be designated by vote of the Board of Directors at its annual meeting which shall have been held in February of the fourth (4th) year prior thereto, so that, by way of example, the annual meeting to be held in 2013 shall be held at the time and place designated by vote of the Board of Directors at the annual meeting held in 2009. The annual meetings to be held in 2009 to 2012, inclusive, shall be held at the times and places which shall have been designated by vote of Conferences at annual meetings which shall have been held prior to the incorporation of this corporation.

If at any annual meeting a Board shall have failed to designate the time and place for an annual meeting to be held four (4) years thereafter or in the event of an emergency requiring a change in the time and place of an annual meeting previously designated by a vote of a Conference held prior to incorporation or at a prior annual meeting of the Board of Directors, the Planning Committee which shall be serving at the time of the discovery of such circumstance shall be authorized to designate the time and place of the annual meeting in question.

Section 2. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be held at any time upon the call of the Chairman or, in the event of his absence or disability, the Vice-Chairman, or upon the written request of not less than one-third (1/3) of the Members of the corporation.

Section 3. Description of Meetings. Consistent with the history of the organization any meeting of the Board of Directors shall be known as a Conference of Grand Masters of Masons in North America. The year and date or dates of any such Conference may be used for further identification purposes in describing any such Conference.

Section 4. Notice of Meetings. At least thirty (30) days prior to the date fixed for the annual meeting or for a special meeting of the Board of Directors written notice of the time and place of the meeting shall be mailed by first class United States mail, postage prepaid, addressed to each member of the corporation to the attention of the Grand Secretary thereof.

Section 5. Quorum. A quorum of the Board of Directors for the purpose of any meeting shall consist of not less than a majority of the Grand Masters and other authorized Representatives of the Member Grand Lodges described hereinabove in ARTICLE III, Section 1.

Section 6. Agenda for Meetings. The agenda for the annual meeting of the Board shall be established by the Planning Committee, subject to approval by the Board.

Section 7. Additions to Agenda. Any items of business not placed on the agenda for the annual meeting by the Planning Committee may be added, if approved by a three-fourths

(3/4) majority vote of the Grand Masters and other authorized Representatives of Member Grand Lodges described hereinabove in ARTICLE III, Section 1, in attendance at the meeting.

Section 8. Minimum Voting Requirements. Except as otherwise provided in these By-Laws any item of business brought to the floor for vote by the Board of Directors shall be decided by a two-thirds (2/3) majority vote of the Grand Masters and other authorized Representatives of Member Grand Lodges having seating privileges at the meeting.

Section 9. Seating Privileges. All Grand Masters of Member Grand Lodges and all other Representatives of the Member Grand Lodges described hereinabove in ARTICLE III, Section 1, shall be accorded seating privileges at any meeting of the Board of Directors.

Section 10. Other Attendees. In addition to Grand Masters and duly authorized Representatives designated by Grand Masters, Deputy Grand Masters, Senior Grand Wardens and Junior Grand Wardens of Member Grand Lodges identified as such by the Grand Masters or by the duly designated Representatives of Member Grand Lodges described hereinabove in ARTICLE III, Section 1, shall be authorized to attend business sessions of the Board of Directors. Attendance by any other persons at a meeting of the Board of Directors or at any meeting of a Committee thereof shall be subject to approval of the Board and on such terms and conditions as it shall direct.

Section 11. Speaking Privileges. Only Grand Masters or duly authorized Representatives of Member Grand Lodges described hereinabove in ARTICLE III, Section 1, shall be authorized to speak at any session of the Board of Directors. Other persons desiring to speak at any meeting of the Board must first obtain permission from their respective Grand Masters or the said authorized Representatives of the Member Grand Lodge.

ARTICLE V Officers and Their Duties

Section 1. Officers. The Officers of the corporation shall be the Chairman, Vice-Chairman, Host Grand Master, Executive Secretary and Treasurer. The said officers other than the Host Grand Master shall be elected by the Board of Directors on the first day of each annual meeting of the Board and they shall serve for a term of one (1) year, commencing at the conclusion of the annual meeting. All officers, except the Executive Secretary, Treasurer, Assistant Executive Secretary, and Assistant Treasurer, shall be serving in the position of Grand Master of their respective Grand Lodge jurisdictions at the time of the annual meeting. In the event of a vacancy in one or more of the offices of Chairman, Vice-Chairman, Executive Secretary and Treasurer a person may be appointed to fill such office for the balance of the unexpired term by the Planning Committee which shall have been appointed at the preceding annual meeting of the Board of Directors.

Section 2. Chairman. The Chairman, if present, shall preside at all meetings of the Board of Directors. Also, he shall appoint the members of the Nominating Committee, and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or as authorized by these By-Laws.

Section 3. Vice-Chairman. The Vice-Chairman shall assist the Chairman, if present, at all meetings of the Board of Directors and in the absence of the Chairman he shall preside at all meetings of the Board of Directors. Also, he shall preside as Chairman of the Nominating Committee and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors or as authorized by these By-Laws.

Section 4. Host Grand Master. The Host Grand Master shall be the Grand Master who shall then be serving in that office in the Grand Lodge jurisdiction in which any Conference of Grand Masters of Masons in North America shall be held. He shall assist the Chairman and other officers in planning and holding any such meeting.

Section 5. Executive Secretary. The Executive Secretary shall attend the meeting of the Board of Directors and record the proceedings thereof as approved in a book prepared for that purpose. Also, he shall attend the meetings of the Planning Committee, Time and Place Committee, and Nominating Committee and assist the other officers and committees in carrying out the business of the corporation and he shall be the custodian of the books and records of the corporation.

Section 6. Treasurer. The Treasurer shall have custody of all money and other property belonging to the corporation as to which the Board of Directors shall not have directed other custody. Also, he shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Directors.

Section 7. Nothing hereinabove shall be deemed to preclude the naming of one person to fill the offices of Executive Secretary and Treasurer.

Section 8. Upon resolution adopted by the Board of Directors an Assistant Executive Secretary and an Assistant Treasurer, both of which offices may be filled by one person, may be elected to serve in the event of the absence or disability of the Executive Secretary and the Treasurer.

ARTICLE VI Committees

Section 1. Standing Committees. The Board of Directors is authorized to approve the designation of persons to serve on the following Standing Committees:

1. Planning Committee.
2. Time and Place Committee.

Section 2. Special Committees. The Board of Directors is authorized to create such additional Committees as it shall deem reasonable and proper. All of the powers and duties of

such Committees shall be assigned by the Board. Special Committees may be created from time to time to facilitate an effective working relationship with other Masonic organizations, including, but not limited to, the Commission on Information for Recognition, the Masonic Service Association of North America, the George Washington National Masonic Memorial Association, MasoniChip International, Inc., and the Masonic Renewal Committee. Members of the Commission on Information for Recognition shall be current or past Grand Masters of members of the Corporation.

Section 3. Planning Committee. The Planning Committee, consisting of the Conference Chairman, Conference Vice-Chairman, Host Grand Master, Chairman of Planning Committee and four (4) members shall be authorized to prepare plans for the conduct of each meeting of the Board of Directors, including the agenda for each such meeting.

Section 4. Time and Place Committee. The Time and Place Committee, consisting of the Conference Chairman, Conference Vice-Chairman, Chairman of Time and Place Committee and four (4) members, shall be authorized to receive and consider applications from Member Grand Lodges for the holding of succeeding Conferences of Grand Masters of Masons in North America and to make a recommendation at each annual meeting of the Board of Directors as to the designation of the time and place of the annual meeting of the Board of Directors to be held in the fourth (4th) year thereafter.

Section 5. Nominating Committee. The Nominating Committee, consisting of the Conference Vice-Chairman as Chairman and five (5) members, shall be authorized to recommend to the Board of Directors for its approval the persons to serve on any other Standing Committees of the corporation, as well as the officers of the corporation and the Chairmen of the Standing Committees.

ARTICLE VII Funds

Section 1. The monies and other assets of the corporation may be deposited in such funds as the Board of Directors shall direct, subject to any restrictions or conditions which may be imposed by action of the Board of Directors.

ARTICLE VIII Fiscal Year

Section 1. The fiscal year shall end on the 31st day of March of each year.

ARTICLE IX Corporate Seal

Section 1. The corporate seal shall be circular in form and have inscribed around the edge thereof the name of the corporation and in the center thereof the word "Seal."

ARTICLE X
Registered Office

Section 1. The registered office of the corporation may be designated or changed from time to time by vote of the Board of Directors at an annual meeting of the Board. Any change which shall be made subsequent to any annual meeting of the Board shall be subject to approval of the Planning Committee and such approval shall be subject to ratification by the Board of Directors at its next annual meeting. Notice of any change of the registered office shall be furnished to the Secretary of State of the State of Wisconsin as may be required by law.

ARTICLE XI
Registered Agent

Section 1. The registered agent of the corporation may be designated or changed from time to time by vote of the Board of Directors at an annual meeting of the Board. Any change of agent which shall be made subsequent to any annual meeting of the Board shall be subject to approval of the Planning Committee and such approval shall be subject to ratification by the Board of Directors at its next annual meeting. Notice of any change of the registered agent shall be furnished to the Secretary of State of the State of Wisconsin as may be required by law.

ARTICLE XII
Amendments

Section 1. These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Directors in attendance at any annual meeting of the Board, provided that a written statement of any proposed modification of the By-Laws, together with a statement of purpose, shall accompany the notice of any such meeting at which such proposed modification is to be voted upon.

Section 2. The Articles of Incorporation may be altered or amended as authorized by law, provided that a written statement of any proposed modification of the Articles of Incorporation, together with a statement of purpose, shall accompany the notice of any meeting of the Board of Directors of the corporation at which such proposed modification is to be voted upon.

APPROVED: By unanimous vote February 17, 2009 at the 2009 Conference of the Conference of Grand Masters of Masons in North America, Inc.

AMENDED: By unanimous vote February 19, 2013 at the 2013 Conference of the Conference of Grand Masters of Masons in North America, Inc.; Correction of name of Commission on Information for Recognition and addition of last sentence of Article VI, Section 2.

AMENDED: By unanimous vote February 29, 2018 at the 2018 Conference of the Conference of Grand Masters of Masons in North America, Inc.: to amend Article X and XI to change Missouri to Wisconsin to reflect the change in Executive Secretaries.

JURISDICTIONAL CONSENSUS STATEMENT

Whereas, the Planning Committee has received several requests for discussion on various problems relating to the treatment of suspended or expelled Freemasons; and

Whereas, while the Committee appreciates and understands the desire for a wide-ranging discussion of these problems, it also must be cognizant of certain limitations both practical and jurisdictional, to wit:

1) that the Committee lacked sufficient time to conduct a meaningful investigation into the veracity of statements being made, and to sort through the conflicting accusations, innuendo and suppositions, in an effort to arrive at the true facts; and

2) that even if a meaningful investigation by the Committee were possible, it ultimately is not within the purview or authority of the *Conference of Grand Masters of Masons in North America* to issue any edicts, impose any requirements, or demand any of its sovereign member Masonic Grand Lodges to take or refrain from taking any action, with respect to the suspension or expulsion of Freemasons within the member Grand Lodges' respective jurisdictions:

Now, therefore be it resolved that the members of the *Conference* adopt, and memorialize by publication in the *Proceedings*, the following jurisdictional consensus statement:

“The *Conference of Grand Masters of Masons in North America* reaffirms the sovereignty and autonomy of each of its member Masonic Grand Lodges and their exclusive authority over Freemasons within their respective jurisdictions. Each member Masonic Grand Lodge has within its Code or By-Laws certain provisions prohibiting Masonic Communication in a tiled meeting with clandestine, suspended, or expelled Freemasons. The application and enforcement of these provisions remain exclusively within the sole discretion and jurisdiction of the respective member Masonic Grand Lodge.”

ADOPTED: By unanimous vote, February 19, 2013 at the 2013 Conference of the Conference of Grand Masters of Masons in North America, Inc.

RESOLUTION

Be it resolved that the Nominating Committee as described in Article VI, Committees; Section 5. Nominating Committee, of the Corporation By-Laws in presenting their recommendations for Officers and Committee Members, with the exception of; 1) the position of Executive Secretary; 2) special committees where members are elected for multi-year terms; and 3) Host Grand Master, shall, if at all possible, try to recommend persons who have not held an office or a committee member position the previous year.

Statement of Purpose:

Article V, Officers and Their Duties; Section 1. Officers states that “.....they shall serve for a term of one (1) year, commencing at the conclusion of the annual meeting....”. the unstated intent was not to re-elect a member serving as an Officer or a member of a Committee to a second term of office or to a different office or committee. This resolution clarifies that intent.