CONSTITUTION AND BY-LAWS OF
THE MID- ATLANTIC SHRINE ASSOCIATION, INC.

CONSTITUTION

ARTICLE I

Name, Objects and Membership

Section 1 – This body shall be known by the name, style and title of MID- ATLANTIC SHRINE ASSOCIATION, and also known by its initial letters, MASA, and shall be composed of the Shrine Temples located in Maryland, Virginia, West Virginia, New Jersey, Pennsylvania, Delaware, District of Columbia and such other Shrine Temples as shall apply for membership, subject to a two-thirds (2/3) affirmative vote by the Association at any Annual Meeting.

Section 2 – Its object shall be for purely fraternal purposes and to promote cordiality and friendship among the Temples composing this Association.

(a) To formulate and execute plans for the overall betterment of all member Temples and to exchange ideas, programs, problems stunts, etc. so that each Temple and the Imperial Council may benefit accordingly, and also to promote friendly competition among the units of the member Temples

(b) To amicably adjust questions pertaining to uniformity of fees and dues.

(c) The Association shall not by Resolution of otherwise, endorse any candidate for any elective office in any Temple or the Imperial Council, or adopt any Resolution of take any action suggesting, advocating, proposing, endorsing or opposing any legislation or action by the Imperial Council.
ARTICLE II
Meetings

Section 1 – The Mid-Atlantic Shrine Association (MASA) shall meet annually at such time and place as shall have been recommended by the Time and Place Committee and approved by a majority vote of the members at any regular meeting of the Association.

Section 2 – There also shall be held a meeting of the officers and representatives of the Association each and every year during the months of either February, March or April, at time and place of said meeting to be determined by the President.

Section 3 – Special meetings may be called by the President in any emergency at any time and place in his discretion, or when requested by twenty-four (24) members of this Association, embracing representation from at least eight (8) member Temples, it shall be his duty so to do. Due written notice of any such special meeting shall be given by the Recorder of each member Temple, stating the business to be considered. No other business shall be considered.

Section 4 – Fifty members representing at least eight (8) Temples shall constitute a quorum for the transaction of business.

Section 5 – Written notice of every meeting of this Association shall be issued at least thirty (30) days prior thereto by the Secretary of the Association mailing such notice to the Recorder of each member Temple and all elected officers of the Association and all Representatives of record in the office of the Secretary. (Add. 2015)

Section 6 – The length of the Annual Meeting shall be determined by the Director General with the approval of the President.

ARTICLE III
Representatives

Section 1 – Representatives to the Association from each member Temple shall be its Potentate, Chief Rabban, Assistant Rabban, High Priest & Prophet, Oriental Guide, Treasurer, Recorder, Past Potentates and Colonel / Director of Units. (Add. 2015)

Section 2 – Any Representative whose connection with his member Temple is severed for any reason whatsoever, immediately forfeits his right to serve as Representative to this Association and a vacancy is created.

Section 3 – If, for any cause a Representative, other than a Past Potentate, cannot attend a meeting, the Potentate of his Temple may appoint an alternative Representative to act in his place, the Secretary of the Association shall be notified no later than five (5) days prior to any meeting of the appointment by the Recorder of the Temple in which such vacancy occurs. Alternates for Past Potentates may not be appointed.
Section 4 – The Recorder of each member Temple shall, by the fifth (5) day of February in each year, give the names and mailing addresses of its Representatives to the Secretary of the Association. Should the Secretary not receive them by that date, he shall advise the Recorder and Potentate of such Temple by February 12th that unless such information is received by the 19th day of February, their Temple will not be entitled to the four additional Representatives at either Midyear or Annual Meetings.

(Add. 2015)

Section 5 – Each Representative is requested to attend and participate in the meetings and report back to his Temple.

ARTICLE IV
Officers, Their Titles, Election, Tenure of Office

Section 1 – The officers of the Mid-Atlantic Shrine Association shall be as follows.

1- President
2- First Vice-President
3- Second Vice-President
4- Third Vice-President
5- Secretary-Treasurer

All of whom shall be members of this body

Section 2 – Nomination for Officers may be made only in accordance with Section 3 of this Article. However, each officer elected shall serve a term of one (1) year or until his successor is elected, qualified and installed. No Officer may succeed himself in the same office except the Secretary-Treasurer.

Section 3- Any candidate for an office of this Association, other than incumbent officers, must be a past potentate of a member Temple and have the endorsement of his Temple. The Recorder of the candidate’s Temple shall notify the President, the Vice Presidents, the Secretary-Treasurer and the Recorder of the member Temples of the Association of said endorsement at least ninety (90) days prior to the Annual Meeting of the Association.

ARTICLE V
President’s Duties

Section 1- The President is the executive officer. He shall preside over all stated and special meetings.

Section 2- When, in his judgment, the good of the Association requires it, he shall have the power to call special meetings of the Association, specifying the business to be laid before it.
Section 3 – He may do all such other acts and perform all such other duties, not inconsistent with this Constitution, as, in his judgment, the interests of the Association require.

ARTICLE VI
First, Second and Third Vice-President’s Duties

Section 1- In the event of the death, removal or physical disability of the President, the Vice-Presidents shall, with full power, severally and respectively, assume the responsibilities and discharge the duties of their superior officers according to rank, until the disqualification is removed. At all other times each shall perform the duties traditionally appropriate to his respective position.

Section 2- In the event a vacancy occurs at the level of President, the First Vice-President of MASA shall serve the remainder of the President’s term.

Section 3- In the event of a vacancy in the Third, Second, or First Vice-President before the Spring Meeting, a special election shall be held at the Spring Meeting from the floor.

ARTICLE VII
Secretary-Treasurer’s Duties

Section 1- The Secretary-Treasurer shall attend all meetings of this Association and keep a true record of all its deliberations and transactions, and transcribe the same in a book for that purpose.

Section 2- He shall have the custody of the official seal and affix it to all official communications, notify members of the Association of regular and special meetings and perform such other duties appertaining to his office as are usual and customary.

Section 3- The Secretary-Treasurer shall prepare uniform credential blanks and mail them to the several Temples in ample time for Representatives to fill out and present at the Annual and Special Meetings of the Association. The Secretary-Treasurer shall prepare and furnish a proper register for the signing by each member attending the Annual and Special Meetings.
Section 4 - The Secretary-Treasurer shall collect and receive all revenues and shall deposit the same in an interest-bearing account in a Federally Insured Banking Institution in the name of and subject to the order of Mid-Atlantic Shrine Association. He shall pay only those orders authorized by the Executive Committee or by the Constitution and By-Laws of this Association.

Section 5 - The Secretary-Treasurer shall at each Annual Meeting render a correct accounting of his receipts and disbursements and at the expiration of his term of office deliver to his successor all funds, books, records and/or other documents and property as are in his possession or under his control as Secretary-Treasurer of this Association.

Section 6 - The Secretary-Treasurer in cooperation with the Director General of the Annual Meeting, shall reserve at least one hundred (100) rooms at the headquarters hotel for the use of Representatives who may desire them. The responsibility for the assignment of these rooms is delegated to the Secretary-Treasurer however, any of these rooms not assigned by the Secretary-Treasurer forty-five (45) days prior to the official opening of the Annual Meeting shall revert back to the Director General.

ARTICLE VIII
Dues

Section 1 - The annual dues for each member Temple in the Association shall be as follows: All Temples with a membership of twenty-five hundred (2,500) or less shall be One Hundred Dollars ($100.00). All Temples with a membership of twenty-five hundred and one (2,501) to five thousand (5,000) shall be One Hundred Fifty Dollars ($150.00). All Temples with a membership of five thousand and one (5,001) and over shall be Two Hundred Dollars ($200.00).

Section 2 - The Secretary-Treasurer of the Association shall advance to the Temple, MASA Convention Corporation or other similar entity hosting the Annual Meeting of the Mid-Atlantic Shrine Association, eighty percent (80%) of the projected annual dues to be collected from the member Temples. The remaining twenty percent (20%) may be expended as ordered by the Executive Committee for the benefit of the Association. Any or all the surplus funds of the Association may be spent only upon the approval of the Executive Committee and a three-fourth (3/4th) vote of the Representatives voting at the duly constituted Annual Meeting of the Association.

ARTICLE IX
Executive Committee and its Duties

Section 1 - The financial affairs of the Association shall be controlled by an Executive Committee. The Executive Committee shall consist of seven (7) members composed of the five (5) elected officers of this
Association, and the two (2) immediate Past Presidents. The Executive Committee shall have the power to fill any vacancy caused by the death, resignation or otherwise of any member of said Committee, which replacement shall serve until the next regular Annual Meeting of the Association.

Section 2 - Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3 -

(a) The Executive Committee shall meet on call of the President. The President shall call a meeting upon the request of five (5) members of the committee.

(b) The Secretary-Treasurer shall give not less than three (3) days written or telegraphic electronic notice to each Executive Committee member of the time and place of the meeting. Notice may be waived in writing.

Section 4 - The Executive Committee shall have all the powers usually vested in the directors of a business corporation, except as otherwise provided in the Constitution or By-Laws of this Association.
Section 5- The Executive Committee shall have the authority and duty to prepare and present to the Annual Meeting of the association a detailed budget of estimated income and expenditures for the ensuing year for the approval of the majority of the Representatives voting. The Executive Committee shall also have the power and authority to authorize, out of current income, the expenditure of unallocated funds. Provided however that no such expenditure shall exceed the sum of Four Thousand Dollars ($4,000). (Add. 2015) Except as provided herein, no other funds of the Association shall be spent unless recommended by the Executive Committee and approved by three-fourth (3/4) vote of the Representatives voting at a duly constituted Meeting of the Association.

Section 6- The Executive Committee shall endeavor to accumulate and preserve, in addition to the annual budget, a reserve account in an amount of One Hundred and Fifty Thousand Dollars ($150,000.00). The purpose of the account is to protect the Temples and the Association in the event of a financially unsuccessful convention. These funds shall be derived from excess income from all sources including conventions and unallocated dues. Expenditure of these funds must be recommended by the Executive Committee and approved by the Representatives as prescribed in Section 5 of this Article. Excess unallocated funds over and above this reserve account shall be presented annually to the Shriners Hospitals for Children.

ARTICLE X
Seal

Section 1- The seal shall be round, two (2) inches in diameter, with a Shrine emblem in the center, and around the edges, between two (2) concentric circles, the words: “Mid-Atlantic Shrine Association, 1940.”

ARTICLE XI
Amendments

Section 1- Proposed amendments to the Constitution shall be in writing, and filed with the Secretary-Treasurer at least sixty (60) days prior to any meeting of the Association, and notice of said proposed amendments shall be inserted by him in the summons to the Recorder of the member Temples for the meeting. Any such amendment may be adopted by a vote of two-thirds (2/3rds) of the members voting: provided, however, that the Association may, without such previous notice, by a vote of three-fourths (3/4ths) of the members voting at the Annual Meeting, revise, amend or alter this Constitution.

Section 2- All proposed amendments to this Constitution shall be in writing. They may be modified in any manner by the Association while the same is under consideration, but such modification must be germane to the subject matter of the proposed amendment. The entire section to be amended must be fully written out as the same will read with the proposed amendment incorporate therein.
BY-LAWS

ARTICLE I

Section 1 - At every meeting all questions shall be determined by a majority of votes (excepting alterations of the Constitution, as herein provided), the presiding officer not being entitled to a vote except in case the vote is equally divided, when he shall have the deciding vote.

Section 2 - At each meeting, when the President shall have called the Association to order, the Committee on Credentials shall immediately determine as to the credentials of the Representatives.

ARTICLE II

Standing Committees

Section 1 - The following Standing Committees, each consisting of not less than five (5) Representatives from Member Temples shall be appointed by the President-elect. All Committees shall examine into and report to the Association upon the several matters referred to them. No member Temple shall have more than one (1) Representative on any one Committee.

(a) CREDENTIALS – Whose duty shall be to examine and report upon the credentials of the Representatives.

(b) FINANCE AND ACCOUNTS – Whose duty shall be to examine annually the books and vouchers of the Secretary-Treasurer and report at the Annual Meeting.

(c) NECROLOGY – To it shall be referred the names of the deceased Representatives in order that a fitting memorial may be made in the proceedings of the Annual Meeting.

(d) TIME AND PLACE – To it shall be referred all requests respecting locality and date for the holding of the Annual Meetings. The First Vice-President shall be the Chairman of this Committee and the Second and Third Vice-Presidents shall also be members thereof.

(e) WELFARE – To it shall be referred all matters pertaining to the betterment of Shrinedom, its charities and membership deportment.

(f) JURISPRUDENCE AND LAWS – Whose duty shall be to consider all matters referred to it normally consistent with the duties of such Committee
ARTICLE III
Uniformed Bodies

Section 1- The various Uniform units of the member Temples of the Association may organize associations for the purpose of providing entertainment for their members at the Annual Meetings, and to encourage and promote the principles of Shrinedom.

Section 2- Upon the formations of any associations by any of the Uniformed Bodies, that association shall present a copy of its By-Laws and/or rules and regulations to the President of MASA for his approval of the organization and its formative documents. Upon approval by the President of MASA and the Imperial Potentate, such By-Laws shall remain in continuous effect and all future Director Generals of MASA shall be bound by the competitive rules and regulations therein. Any amendments, changes, modifications or alterations to the By-Laws and/or rules and regulations subsequently proposed by a Uniformed Body association shall likewise be submitted to the then President of MASA and the Imperial Potentate for their approval.

Section 3- No association of Uniformed Bodies shall be recognized in any way unless it has met all the conditions of Section 2 of this Article. No Uniformed Bodies associations shall hold any dinner, dance, social affair or any type of meeting or function which may conflict with any scheduled MASA event without first requesting in writing, and obtaining, permission of the President of MASA.

ARTICLE IV
Director General of Annual Meeting

Section 1- The President of the Association shall appoint a Director General for the Annual Meeting, which appointment shall be made with the approval of the Divan of the Host Temple. The President shall notify the Secretary of the appointment not later than sixty (60) days after the election.

Section 2- Each year at the Mid-Year Meeting, the Director General shall submit to the Executive Committee a tentative budget for the Annual Meeting showing in detail anticipated receipts and disbursements. Before any budget for the Annual Meeting is put into effect, it must be approved by the Executive Committee.

ARTICLE V
Housing Reservations – Annual Meeting
Section 1- All member Temples attending the Annual Meeting of the Association and requiring hotel or housing accommodations must make such reservations through the Convention Housing Committee.

Section 2- Failure of any member Temple to comply with Section 1 of this Article shall result in the Uniformed Bodies of said Temple becoming ineligible for parade competition conducted at the Annual Meeting.

ARTICLE VI
Amendments

Section 1- A proposed amendment to these By-Laws may be submitted to this Association at any time during the Annual Meeting and may be adopted by a vote of two-thirds (2/3rds) of the members present at the meeting.

Section 2- All proposed amendments to the By-Laws shall be offered in writing. They may be modified in any manner by the Association while the same are under consideration but such modification must be germane to the subject matter of the proposed amendment. The entire section to be amended must be fully written out as the same will read with the proposed amendment incorporated therein. Due and timely notice shall be made to all Representatives thirty (30) days prior.