

# SHRINERS

## INTERNATIONAL

OFFICE OF  
**JACK H. JONES**  
PAST IMPERIAL POTENTATE  
IMPERIAL RECORDER  
EXECUTIVE VICE PRESIDENT/COO

April 9, 2013

MEMBER  
EGYPT SHRINERS  
TAMPA, FLORIDA

James C. "Jim" Stahl, P.P., Recorder  
Tehran Shriners  
5407 E. Olive Avenue  
Fresno, CA 93727-2500

RE: Tehran Shriners  
Bylaws Approved Series 2012 – 2013 - #15  
Submitted: March 6, 2013; Approved: March 26, 2013

Dear Illustrious Sir Stahl:

I am pleased to enclose a copy of the approval of Tehran Shriners' amended bylaws which have been reviewed and duly approved for recertification by the Chairman of the Jurisprudence and Laws Committee and the Imperial Potentate.

This is for your information.

Fraternally yours,

  
JACK H. JONES

JHJ:alc

Enclosures (2)

cc: Illustrious Sir W. Warren Upton, Chairman, Jurisprudence and Laws Committee

**TEHRAN SHRINERS**

**Amendment to By Laws Resolution**

**Whereas, it has come to the attention of the members of Tehran Shriners that its By Laws are not in compliance with the By Laws of Shriners International; and**

**Whereas, said members wish to conform the By Laws of Tehran Shriners to the By Laws of Shriners International;**

**Now, Therefore, be it Resolved, that the following amendment which deletes in its entirety the current By Laws of Tehran Shriners and substitutes therefore a complete restatement of Tehran By Laws in conformance with the Shriners International suggested model By Laws and establishes 5 member Boards of Advisors for property management and for financial management is adopted:**



APPROVED 3/26/13  
DATE

[Signature]  
CHAIRMAN

JURISPRUDENCE & LAWS [Signature]  
IMPERIAL POTENTATE

## BYLAWS OF TEHRAN SHRINERS

### Preamble

This temple 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.** This temple shall be known as Tehran Shriners. It was granted a charter on July 21, 1949, by Shriners International.

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

**§1.3 Seal.** The seal of Tehran Shriners shall consist of two concentric circles between the circumferences of which are the words *Tehran Shriners, International*. 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 this temple is governed by the provisions of the bylaws of Shriners International.

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## ARTICLE 2

### Temple Membership

**§2.1 Prerequisites.** Membership in this temple, including a candidate's petition and balloting thereon, is governed by the bylaws of Shriners International.

**§2.2 Affiliation.** Affiliation into this temple is governed by the bylaws of Shriners International.

**§2.3 Associate Membership.** Associate membership in this temple 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 this temple are governed by the bylaws of Shriners International.

**§2.7 Life Memberships.** Life memberships in this temple are governed by the bylaws of Shriners International.

**§2.8 Honorary Membership.** Honorary membership in this temple is governed by the bylaws of Shriners International.

**§2.9 Discipline.** The discipline of a member of this temple, 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 Shriners International Bylaws.** The recorder of the temple shall allow each member of this temple access to a copy of these temple bylaws and access to a copy of the Shriners International bylaws so that they may be read and understood.

Upon request the temple recorder shall provide any member a copy of these temple bylaws and/or a copy of the Shriners International bylaws.

## ARTICLE 3

### Temple Meetings & Ceremonials

**§3.1 Stated Meetings.** Stated meetings shall be held on any regular business day during the first week of January, April, September, and December. 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 at the January stated meeting.

**§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 temple publication or by letter.

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

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

**§3.9 Quorum.** A quorum consists of seven members of the temple entitled to vote, one of whom must be the potentate, chief rabban, assistant rabban or a past potentate of the temple.

**§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 the temple.

## **ARTICLE 4**

### **Officers**

**§4.1 Officers.** The officers of this temple are those listed in the bylaws of Shriners International.

**§4.2 Additional Officers.** One Noble shall be elected for a term of five years to the five member Property Management Advisory Board. The Potentate shall serve as the Chairman but shall not be a voting member of the Property Management Advisory Board. One Noble shall be elected for a term of five years to the five member Financial Management Advisory Board. The Chief Rabban shall serve as the Chairman but shall not be a voting member of the Financial Management Advisory Board. Such board members serve as advisors and have no direct authority over temple property or funds. In addition to duties assigned by the Potentate the Board members shall have these additional duties:

- (a) **Property Management Advisory Board (Property Board).** The Property Board shall inspect the temple real and personal property regularly and meet as necessary to form recommendations for its maintenance and repair. The Property Board members shall select one of its members other than the Potentate to report to the Board of Directors at all regular meetings and to the Nobility at all stated meetings as to the condition of the temple property, its regular maintenance and any issues and needs for reserves to fund repairs and capital improvements.
- (b) **Financial Management Advisory Board (Financial Board).** The Financial Board shall have responsibility for the regular review of all temple funds and investments. The Potentate, Treasurer, and Recorder shall take all necessary steps to arrange for prompt distribution, electronically or otherwise, of all account statements to all Financial Board members. The Financial Board shall meet, review and evaluate all such statements and report to the Board of Directors at all regular meetings and to the nobility at all stated meetings on the status of all funds, changes in valuations since their last report, and the propriety of all expenditures and the prudence of all investments of all temple funds and investments. It shall be the policy of the Financial Board that no expenditures of temple funds be made to defray the personal expenses, including but not limited

to, meals, lodging, travel, clothing and gifts of any person except as may be specifically provided in the temple's annual budget approved by the nobility.

**§4.3 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 minutes. Seconding speeches are not required or permitted.

**§4.4 Election and Appointment.** The election and appointment of officers are governed by the bylaws of Shriners International. No person may hold more than one of the offices at the same time.

**§4.5 Duties.** The potentate or these temple bylaws assign the duties of officers not governed by the bylaws of Shriners International.

**§4.6 Enthronement and Installation.** The enthronement and installation of the temple officers are governed by the bylaws of Shriners International.

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

**§4.8 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.

**§4.9 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) **Leadership Search Committee.** The board of directors *shall* appoint a Leadership Search Committee as allowed by the provisions of the bylaws of Shriners International.
- (b) **Review Advisory Board Recommendations.** The board of directors shall review the reports and recommendations of the Property Management Advisory Board and the Financial Management Advisory Board as stated and shall direct such additional investigations and reports by such Boards as the board of directors deems necessary and shall make all decisions with respect to temple property and funds except as limited by the bylaws of Shriners International.



## 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 the temple after notice has been given to each member stating the proposed amount of the initiation fee. 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 the temple 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. This temple may, by affirmative vote, remit dues of a member for good cause shown either to the temple or a committee selected for that purpose.

(a) **Suspension for nonpayment.** A member who is two years in arrears on his dues is suspended, pursuant to the procedure recited in the bylaws of Shriners International, unless this temple votes to remit his dues.

(b) **Restoration.** A member who has been suspended for nonpayment of dues may be restored to membership pursuant to the procedure prescribed by the bylaws of Shriners International.

**§5.3 Life Memberships.** A member may be granted a life membership in this temple as prescribed by the bylaws of Shriners International.

**§5.4 Per Capita Tax.** Each member of this temple, 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 this temple, other than Permanent Contributing Membership purchasers, shall pay the hospital levy as prescribed by the bylaws of Shriners International. This temple 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 Fiscal Year.** This temple must arrange its books of account, annual report and audit to conform to the calendar year.

**§ 6.2 Budget.** This temple must adopt an annual budget, which must be in accordance with the Uniform Charts of Accounts prescribed by Shriners International. Its preparation, inspection, presentation, adoption, appropriations, amendments, temple reports and Imperial Recorder filing are governed by the bylaws of Shriners International. There shall be no expenditure of funds except as authorized by the budget.

**§6.3 Review.** This temple is required to have its financial statements and those of its affiliated and appendant corporations, including Shrine club holding companies, reviewed, unless an audit is required pursuant to Shrine law, by a certified or chartered public accountant, or the equivalent in the state in which the temple is located, selected by the temple at the close of each year. A copy of the accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

**§6.4 Personal Benefit.** No part of the assets or funds may inure to the benefit of individuals personally except in payment for services actually received or performed.

**§6.5 Checks and Payment or Transfer of Funds.** Transfers of funds and payment of obligations of this temple shall be made into and from depositories approved by the board of directors, pursuant to procedures adopted by the board of directors, and as otherwise governed by the bylaws of Shriners International.

**§ 6.6 Required Signatures.** Signatures are required to transfer funds and pay obligations of this temple, in accordance with a resolution adopted by the board of directors, and as otherwise governed by the bylaws of Shriners International. One of the authorized signatures must be the treasurer. All checks and payments must be supported by vouchers or requisitions.

**§ 6.7 Monthly Reports.** Each Noble, committee, unit or other organization of this temple 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 board of directors monthly and at such other times as may be required.

**§ 6.8 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, this temple must follow the bylaws of Shriners International.

**§6.9 Sale of Temple Assets.** Prior to this temple, 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.

**§6.10 Fidelity Bond.** The temple must procure a corporate fidelity bond as prescribed by the bylaws of Shriners International.

**§6.11 Insurance.** The temple must procure insurance policies, and the potentate must appoint an insurance advisory committee, as prescribed by the bylaws of Shriners International.

**§6.12 Indemnification.** The official divan, committee members, officers and employees shall be indemnified by the temple for all expenses reasonably incurred by them in defending themselves from any proceedings instituted or threatened against them provided the temple votes that they have acted within the scope of their authority and are not guilty of misfeasance or malfeasance.

## **ARTICLE 7**

### **Committees**

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

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

**§7.3 Other Committees.** The potentate shall appoint such other committees as may be required for the operation of the temple's affairs. Their duties and responsibilities shall not conflict with any provisions of the bylaws of Shriners International or these bylaws.

## **ARTICLE 8**

### **Prohibited Practices**

**§8.1 Unlawful Activities.** It is unlawful for this temple, or any unit or club under its control, or any group of its members, or any member acting for or on behalf of the temple, to promote or take part in any engagement or enterprise prohibited by the law of the land.

**§8.2 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

### Temple Units & Shrine Clubs

**§9.1 Approval.** No temple unit or shrine club may be organized, or continue to exist, without the express written approval of the potentate.

**§9.2 Bylaws.** No temple unit or shrine club may be organized until its bylaws have been approved in writing by the potentate. No amendments to such bylaws are effective until approved in writing by the potentate. The potentate may direct such modifications of the bylaws as he deems appropriate.

#### **§9.3 Membership.**

(a) **Units.** Temple units must be composed solely of members of this temple. The fez of the temple must be worn at all appropriate times except for such units which do not normally wear fezzes.

(b) **Clubs.** Temple shrine clubs may include Nobles of other temples. All members of the shrine club who are regular or associate members of Tehran Shriners are eligible to hold office.

(c) **Election of Officers.** The temple units and shrine clubs shall elect their officers for the ensuing year no later than December. The list of the elected officers is to be presented to the recorder of the temple by the last day of December for approval by the incoming temple potentate.

**§ 9.4 Records.** The temple units and shrine clubs shall keep such financial records and inventories as directed by the potentate.

**§ 9.5 Funds.** The assets of shrine clubs and temple units belong to this temple. However, in the discretion of the potentate, he may allow assets to be in the custody of shrine clubs and the temple units. Moneys in the custody of shrine clubs and temple units shall be deposited into accounts in the names of the shrine clubs and temple units.

**§ 9.6 Financial Reports.** The shrine clubs and temple units must prepare and submit to the board of directors all financial reports required by Shrine law. The financial reports shall bear a certification that they are true and correct and that no money or property is held for the benefit of the reporting organization. Funds being accumulated for any shrine authorized purpose shall be identified as being reserved for that purpose in the financial reports.

**§ 9.7 Government.** The temple units and shrine clubs are governed by the provisions of the bylaws of Shriners International and these bylaws not inconsistent therewith.

**§ 9.8 Organization of Nobles.** An organization of Nobles meeting as such, as defined in the bylaws of Shriners International, are governed by such bylaws.

## **ARTICLE 10**

### **Temple 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 this temple. 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 Shriners International and these bylaws.

**§10.3 Staff.** The potentate shall appoint the editor and approve the appointment of staff members by the editor.

## **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 these bylaws.

## **CERTIFICATION**

I, Clinton T. Cantrell, Potentate of Tehran Shriners, certify that the attached resolution relating to amendments to bylaws was submitted in writing at a stated meeting on September 4, 2012.

The resolution was laid over to a special meeting.

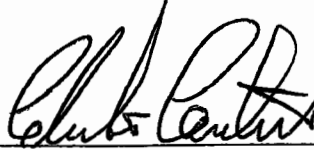
On December 18, 2012, a notice of meeting to be held on January 2, 2013, was sent to every member of the temple and it recited the text or substance of the proposed amendments to bylaws. There were 12 members of the temple present at this duly warned meeting and 12 voted in the affirmative and 0 voted in the negative to adopt the proposed amendments to bylaws. They were approved by at least two-thirds of the members present and voting.

A copy of the notice of the duly warned meeting and three copies of the amended bylaws are attached.

A copy of the temple's current bylaws are enclosed.

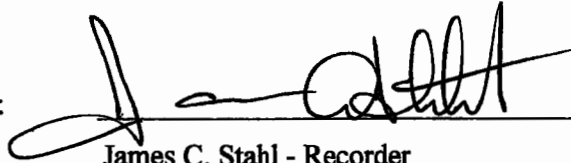
I certify that the amendments to bylaws were adopted.

Dated this 2 day of January, 2013



Clinton T. Cantrell - Potentate

Attest:



James C. Stahl - Recorder