

THE MOST WORSHIPFUL GRAND LODGE OF ANCIENT FREE AND ACCEPTED MASONS

OF THE STATE OF CONNECTICUT

POLICY AND PROCEDURES MANUAL

CONSTITUENT LODGE MODEL BYLAWS

Applicability and Responsibility

This document is applicable to all constituent Lodges of the Grand Lodge of Connecticut A.F. & A.M. Responsibility for maintaining this document rests with the Committee on Legal Matters, with the approval of the Grand Master.

References

Section 3003. Bylaws Must Be Approved by Grand Lodge. Every lodge, as a condition of receiving a charter, shall adopt By-laws governing the affairs of the lodge. The By-Laws of every constituent Lodge, and any amendments thereof, except as provided in Section 3004, shall be submitted to the Grand Lodge Committee on Legal Matters for review that the same conform to the regulations of the Grand Lodge, and upon completion of the review, the By-laws as proposed or amended shall be presented to the Lodge at a Stated Communication and entered into the minutes. Lodge approval of amendments to By-laws shall follow the procedure specified in the current By-laws. If not specified, voting on the proposed adoption, amendment(s) or repeal shall be held over to the next stated communication. Upon approval by the members of the Lodge present, the By-laws shall be signed by the Worshipful Master or Secretary of the lodge; certified by the Chairman of the Committee on Legal Matters that the By-laws conform to the regulations of Grand Lodge and, then, upon approval of the Grand Master, signed by the Grand Master or his designee on behalf of Grand Lodge. The adopted, amended or repealed By-laws shall not take effect until signed by the Grand Master or his designee. The Grand Secretary shall include in his annual report to Grand Lodge a listing of Lodges adopting, amending, or revoking their By-laws pursuant to this Section. The signed By-laws shall be retained by the Secretary of the lodge and a signed copy thereof shall be filed by the Secretary of each lodge with the Grand Secretary. By-laws of every lodge shall be subject to review by the Committee on Legal Matters every ten years.

Section 3004. Certain Bylaw Amendments May Be Made Without Grand Lodge Approval. Lodges may amend their By-Laws in respect to the time or date of holding stated communications and the amount of dues and fees without submitting the same to the Grand Lodge Committee on Legal Matters for review, provided such amendments do not conflict with the rules and regulations of the Grand Lodge. Lodges shall provide a copy of the By-laws amended pursuant to Section 3004 to the Committee on Legal Matters within thirty days of approval by the Lodge.

Section 3005. A Lodge cannot suspend Bylaws or be adjourned. No Lodge can suspend its By-laws or either of them. A Lodge cannot be adjourned.

Discussion

The Bylaws of a Constituent Lodge provide those rules of operation specific to the Lodge which is in addition to those included in the Grand Lodge Rules and Regulations. Each Constituent Lodge should review its By-laws on a regular basis to ensure that they reflect the current operations of the Lodge. Lodge by-laws must be approved by Grand Lodge (see references, Section 3003 & 3004). As noted in Section 3004, changes to a Lodge's by-laws with respect to time of holding stated communications and the amount of dues and fees do not require Grand Lodge approval.

Whenever a Lodge wishes to revise its By-laws, reference should first be made to the Generic by-laws prepared by the Committee on Legal Matters. By-laws which incorporate and do not contain significant deviations from the Generic by-laws will naturally obtain Grand Lodge approval in the most expeditious manner. The same is true of by-laws to be prepared for a new Lodge.

Procedure

The Procedure for obtaining approval of by-law changes is straight-forward.

1. In most cases, the process begins with the appointment of a Lodge committee on by-laws:
2. The committee will make their recommendations for changes to the by-laws and present them to the Lodge. To resolve questions and expedite the approval process, the committee may wish to interface directly with the Committee on Legal Matters.
3. When the committee and Lodge are satisfied with the proposed changes, the committee should submit a mark-up of the Lodge by-laws with the proposed changes to the Grand Lodge office for forwarding to the Committee on Legal Matters. The Committee on Legal Matters will review the proposed by-laws to see that they conform to the Grand Lodge Rules and Regulations.
 - a. If the Committee approves the changes, the Committee on Legal Matters will notify the lodge the proposed by-laws are accepted.
 - b. If the Committee on Legal Matters finds that the submitted by-laws need correction, they will be returned to the Lodge with recommendations for correction. The Committee may also make other non-mandatory recommendations concerning language, spelling or other items which in their judgment would improve the by-laws. The process then starts over at Step 2 above.
4. Upon notification from the Committee on Legal Matters the proposed by-laws are approved, the Lodge should proceed to give due notice to the members required by the current bylaws. The Lodge will vote on the by-law changes.

- a. If adopted by the Lodge, the Master or Secretary of the Lodge will sign the by-laws thereby attesting to the approval by the Lodge.
 - b. If the Lodge does not approve the amendments, the by-laws shall be referred back to the committee to be corrected as directed by the Lodge. Return to step 2 above and repeat steps 2, 3 and this step 4 until the changes are approved by the Lodge.
5. The amended and restated by-laws, approved by the Lodge and signed by the Master or Secretary, should be mailed to the Grand Lodge office for transmittal to the Committee on Legal Matters.
- a. If the changes presented in the by-laws conform to those approved by the Committee on Legal Matters, the Chairman will sign the Lodge by-laws certifying the by-laws conform to Grand Lodge Rules and Regulations.
 - b. If the changes presented in the by-laws do not conform to those approved by the Committee on Legal Matters, the by-laws will be returned to the Lodge Secretary with the discrepancies noted. The Lodge will then return to step 2 and start the process over.
6. Once the Chairman of the Committee on Legal Matters has certified the by-laws, the Grand Lodge office will make a copy and forward both the original and copy of the by-laws to the Grand Master for final approval. The Grand Master will review the by-laws and:
- a. If he approves them, he will sign both copies and return them to the Grand Lodge office.
 - b. If he does not concur, he will make his recommendations and return them to the Grand Lodge office.
 - c. The Grand Master may return the by-laws to the Lodge with direction that they bring them to Grand Lodge for final approval.
7. The Grand Lodge office will:
- a. If the by-laws are approved by the Grand Master, and signed; the original copy of the signed by-laws will be returned to the Lodge and one copy of the signed by-laws will be retained for filing at the Grand Lodge office.
 - b. If the Grand Master has not approved the by-laws the Committee on Legal Matters will be sent a copy of his recommendations and the other copy will be sent to the Lodge for changes. The process returns to Step 2.

Note: The Lodge by-laws do not become effective until signed by the Grand Master or his designee.

Generic Lodge Bylaws



_____ Lodge No. _____
Ancient Free & Accepted Masons
 of _____, Connecticut

BYLAWS

ARTICLE I Communications

Section 1. The Stated Communications of _____ Lodge No. _____ shall be held on the _____ (and _____) _____ of each month, at _____ O'clock P.M./A.M.; unless otherwise specified by due notice to brethren 14 days in advance pursuant to a vote of the Lodge. By vote of the Lodge, Stated Communications may be omitted during July and August, upon legal and religious holidays, and upon the week of the Annual Communication of the Grand Lodge. *(GLR&R #3400 through #3404 and #3408)*

Section 2. All Stated Communications shall be held in the Lodge room located at _____, in the Town of _____. *(GLR&R #3400)*

Section 3. Special Communications may be held at any time pursuant to the call of the Worshipful Master. *(GLR&R #3405, #3406, #3407 and #3408)*

Section 4. The Annual Meeting of the Lodge shall be held at a Stated Communication in the month of December. *(GLR&R #3205)*

ARTICLE II Officers and Elections

Section 1. The officers of this Lodge shall be a Worshipful Master, Senior Warden, Junior Warden, Treasurer, Secretary, Senior Deacon, Junior Deacon, Senior Steward, Junior Steward, Chaplain, Marshal, Organist, Tiler and Historian.
(GLR&R #3200) (Note the by-laws may designate additional officers)

Section 2. The Worshipful Master, Wardens, Treasurer and Secretary shall be elected at the Annual Meeting of the Lodge. All other Officers shall be appointed by the Master-Elect, with the exception of the Junior Deacon, who shall be appointed by the Senior Warden-Elect. *(GLR&R #3201, #3202, #3203, #3204 and #3205)*

Section 3. The Officers of the Lodge shall be installed on or before the first Stated Communication in January. *(GLR&R #7200 through #7204)*

Section 4. The duties of the several Officers shall be those prescribed by the Ancient Constitutions, Charges and Usage's of the Order, and by the Constitution, Rules and Regulations of the Grand Lodge of Connecticut. *(GLR&R #3208, #3219, #3221, #3222 and #3224)*

Section 5. It shall be the duty of the Treasurer to prepare or cause to be prepared, all required tax filings including, but not limited to, the annual Form 990; Form 1099; Connecticut Sales & Use Tax and municipality taxable property declaration and provide the Secretary with copies of the filings, as well as proof of their filing, for retention in the lodge records.

Section 6. No officer of this Lodge, elective or appointive, shall be entitled to or paid any compensation or remuneration for services rendered, however, any such Officer shall not be precluded from receiving a gratuity from the Lodge, provided such gratuity is authorized by a majority vote at the Annual or any regular Stated Communication. *(Generally a Treasurer, Secretary or Tiler)* *(GLR&R #3502)*

ARTICLE III Committees

[Section 3215 allows the Lodge by-laws to specify committees and members of a committee. The Model By-laws are drafted to allow the Worshipful Master to select all committee members as provided for in Section 3207]

Section 1. The Worshipful Master shall appoint a Committee on Finance, consisting of three, whose duty it shall be to examine the books and accounts of the Lodge in the custody of the Treasurer, Secretary, Committees and Trustees.

The Treasurer, Secretary, Committee chairman and Trustees shall promptly deliver to the Committee on Finance all financial records in their custody for the purpose of an annual audit covering all financial transactions of the Lodge, for the immediately ended fiscal year. The Committee shall provide a written report to the Lodge at the next Annual Meeting, and as often as may be required by the Lodge.

Section 2. The Worshipful Master shall appoint a Committee on Charity, consisting of three, and said Committee, or a majority of them, may draw at any time from the funds of the Lodge, for the purpose of charity, a sum not exceeding _____ dollars, and shall report their action(s) to the Lodge at the next Stated Communication. *(GLR&R #3001 and 3501)*

Section 3. The Worshipful Master shall appoint a Committee of three upon the application of every candidate; whose duty it shall be to diligently inquire into their internal and external qualifications, and report thereon at the next Stated Communication. *(GLR&R #4104, #4106 and #4115)*

Section 4. Special Committees may be appointed by the Worshipful Master upon any matter, and consist of as many members as the Lodge may direct, or as the Worshipful Master may determine in the absence of such direction by the Lodge. The Worshipful Master shall serve as the ex officio chairman of all committees. *(GLR&R # 3207 and #3215)*

Section 5. The reports of the Finance, Charity and Investigating Committees shall be in writing. Other Committee reports may be written or verbal as directed by the Worshipful Master or requested by the Lodge.

ARTICLE IV Trustees (GLR&R 3205)

[The number of trustees and term of office is at the discretion of the lodge]

Section 1. There shall be three Trustees, one of whom shall be elected at each Annual Meeting of the Lodge for a term of three years, who shall hold in trust for the Lodge all funds entrusted to their care, together with such property of the Lodge as may also be entrusted to them; and shall have the power to invest, collect, disburse and re-invest the same as the Lodge may direct. The funds and other property shall be held in the name of the Lodge.

Section 2. Any vacancy in the office of Trustee may be filled by ballot at any Stated Communication, notice of such election having been given at the preceding Stated Communication.

Section 3. The Trustees shall furnish to the Lodge, at the Annual Meeting, or at such other times as directed by the Lodge, a written report of the income collected and disbursements made since the last report to the Lodge; as well as the monies, investments and other property currently held by the Trustee(s).

ARTICLE IV – (Alternative to Trustees) Investment Committee (GLR&R 3205)

[The number of committee members is at the discretion of the lodge]

Section 1. The Worshipful Master shall appoint an Investment Committee consisting of three, who shall hold in trust for the Lodge all funds entrusted to their care, together with such property of the Lodge as may also be entrusted to them; and shall have the power to invest, collect, disburse and re-invest the same as the Lodge may direct. The funds and other property shall be held in the name of the Lodge.

Section 2. Any vacancy in the Investment Committee shall be filled by appointment made by the Worshipful Master.

Section 3. The Investment Committee shall furnish to the Lodge, at the Annual Meeting, or at such other times as directed by the Lodge, a written report of the income collected and disbursements made since the last report to the Lodge; as well as the monies, investments and other property currently held by the Investment Committee.

ARTICLE V Fees

Section 1. The fees to be paid for the three degrees of Masonry by each candidate shall be at least that minimum fee as prescribed by Grand Lodge Rules and Regulations. In addition to the above, he shall pay any fees or assessments as may be levied by this Lodge and / or the Grand Lodge. *(GLR&R #3500 and #4118)*

Section 2. The fee for Affiliation shall be the amount set by the Lodge, and shall be in addition to such fees and assessments as may be levied by this Lodge and / or the Grand Lodge.

Section 3. The petition fee shall be returned to the petitioner if he is rejected; but if he be accepted, and neglect to present himself for initiation for the time of six months, he shall forfeit his petition fee and his right to initiation.

Section 4. The fees assessed by the Lodge for petition, the three degrees of Masonry, Affiliation, or any other purpose shall be the sum determined by vote of the Lodge at any stated communication. *(GLR&R #3403)*

ARTICLE VI Dues

Section 1. There shall be paid as dues by each member of this Lodge the sum to be determined by vote of the Lodge at a (Stated or Annual) Communication. In addition to the above, each member shall pay such fees, per-capita tax and assessments as levied by the Grand Lodge and / or this Lodge. *(Lodges should select either setting of the dues at any stated communication or only at the Annual meeting) (GLR&R #3500)*

Section 2. The Lodge may levy an assessment upon the members, in addition to the dues, for the relief of a needy Brother, Lodge maintenance, its support and self-preservation, by a vote of the members present at a Stated Communication. *(GLR&R #3501)*

Section 3. Any member of this Lodge neglecting or refusing to pay his dues and assessments for the calendar year may be stricken from the Rolls at the Annual Communication, thirty days previous notice having been served, in accordance with Grand Lodge Rules and Regulations #4700 thru #4706.

Section 4. A member stricken from the Rolls may regain membership upon his written application and payment of the amount in arrears together with the dues and assessments for the current year, by a two-thirds majority vote of the members present at a Stated Communication, notice of intention to take such a vote having been given at a previous Stated Communication. *(GLR&R #4402)*

Section 5. The Lodge may, by a majority vote, excuse any member from the payment of dues and / or assessments for good cause.

Section 6. The payment of all indebtedness to the Lodge shall be a condition preceding the granting of a dimit. *(GLR&R #4600, #4601)*

ARTICLE VII
**Governance of Temple Corporation or Limited Liability Company when Lodge is the
controlling Member**

*(This article should only be used when lodge is sole member of the Temple Corporation or LLC)
(Must be modified to be consistent with corporation or LLC organizational documents)*

Section 1. Directors / Managers

- a. At the Annual Meeting of the lodge, the Directors (if a corporation) / Manager's (if an LLC) of the corporation/LLC will be elected for the term specified within the bylaws (if a corporation) / operating agreement (if an LLC).
- b. Vacancies within the Board of Directors or Managers shall be filled by appointment of the Worshipful Master of the Lodge, or its successor, until the Annual Meeting of the Lodge.

Section 2. Meetings

- a. Lodge members may attend and participate in all regular meetings of the Board, provided that the Lodge members shall not be counted towards quorum nor be entitled to vote on any matters submitted to the Board for its vote.
- b. Meetings of the Board shall occur on the dates specified within the bylaws / LLC operating agreement. Regular meetings may be omitted upon affirmative vote of no less than two-thirds (2/3) of the Lodge members present at a Stated Communication prior to the scheduled meeting being omitted.
- c. A special Board meeting may be called any time as specified within the bylaws or operating agreement. The lodge may call for a special Board meeting upon vote of the lodge, with notice to the Board and lodge members _____ () days in advance of the special Board meeting. No business other than that specified in the notice thereof shall be acted upon at any special meeting of the Board.

Section 3. Operating budget

- a. The Board is required to develop and propose an operating budget for the ensuing fiscal year. The proposed operating budget of the corporation/LLC shall be presented in writing along with the previous fiscal year budget and actual income and expenditures to the lodge, at a Stated Communication of the lodge, prior to the corporation/LLC Annual Meeting for approval by the lodge. In lieu of rent, the lodge may pay the operating expenses of the corporation/LLC directly.
- b. Expenditures exceeding the budget limit specified in the bylaws/operating agreement shall require submission of a revised budget and a vote of approval by the Lodge members present at a Stated Communication of the Lodge.

Section 4. Transfer and withdrawal of assets

- a. If the corporation/LLC Articles of Organization and bylaws permit, the Lodge may direct the transfer of assets to the entity or withdraw of assets from the entity by affirmative vote of the Lodge members present at a Stated Communication of the Lodge, a thirty **(30)** day written notice having been given to all Lodge members thereof, stating the proposed action, date, time and location of the meeting. Such action shall be in accordance with Subpart 36 of the Rules and Regulations of the Grand Lodge.

Section 5. Sale of entity

- a. The lodge's interest in the corporation/LLC shall not be sold / transferred / merged / encumbered without the affirmative vote of the lodge members in a process described in Section 7 below.

Section 6. Sale of entity assets and dissolution of entity

- a. The transfer, sale, mortgage or disposal of the real property or assets of the corporation/LLC exceeding \$10,000 shall require an affirmative vote of the Lodge members in a process described in Section 7 below.

Section 7. Procedures governing sale

- a. Shall require an affirmative vote of the Lodge members present at a Stated Communication of the Lodge, a thirty **(30)** day written notice having been given to all Lodge members thereof, stating the proposed action, date, time and location of the meeting. Such action shall be subject to approval of Grand Lodge and in accord with Section 3602 of the Rules and Regulations of the Grand Lodge.

Section 8. Organizational changes

- a. The Bylaws and Articles of Organization may be amended at a Stated Communication of the Lodge for which notice of the amendment has been given and at which meetings no change shall be made in the Bylaws or Articles of Organization which will affect the tax-exempt status of this lodge and the corporation/LLC under Section 501 of the Internal Revenue Code. Thirty (30) days written notice of the vote must be given to all Lodge members and oral notice of the vote must be provided to the members present at a Stated Communication of the Lodge.

ARTICLE VIII **Miscellaneous**

Section 1. The fiscal year of the Lodge shall be _____. *(Traditional year-end of most lodges has been November 30th. Committee recommends year-end of September 30th in order to allow the Finance Committee sufficient time to complete their review of Lodge finances for the Annual meeting)*

Section 2. All accounts and other assets owned by the Lodge, held in trust by the Trustees, or held for the benefit of a Committee, shall be titled in the name of the Lodge. Except as provided for in Grand Lodge Rules and Regulation no funds, accounts or assets of the Lodge may be transferred to a member of the Lodge.

Section 3. The Lodge may communicate its notices, minutes and other correspondence to all members of the lodge, by electronic means. If a brother cannot receive communications in this manner, a written copy will be mailed. Care shall be exercised to prevent disclosure of the name of a rejected petitioner or candidate. (GLR&R #3414, #4207)

ARTICLE IX **Amendments**

Section 1. These By-laws may be amended or repealed at any Stated Communication of the Lodge, by a vote* of the members present, notice of such proposed amendment or repeal having been given and entered upon the minutes of a preceding Stated Communication, and due notice thereof having been given in writing to each member of the Lodge at least ____ days in advance. (GLR&R #3004, #3403) *(On voting, lodges have the option of inserting a higher threshold for approval, such as "a vote of 2/3rd of members present") (On due notice, Committee recommends 30 days notice)*

Section 2. Such By-Laws shall not take effect until approved by Grand Lodge as per Section #3003 of the Grand Lodge Rules and Regulations.

Approved by _____ Lodge, No. ____, Date _____

Attest _____, Date _____
Lodge Master or Secretary

Certified by Grand Lodge Committee on Legal Matters,

By _____, Date _____
Chairman

Approved by Grand Lodge,

By _____, Date _____
Grand Master (or his designee)