

CONSTITUTION AND BYLAWS
OF THE
WESTERN SHRINE ASSOCIATION

Preamble

The undersigned being the duly authorized and elected officers and representatives of their respective Shrine ~~Centers~~ **Temples**, whose principal offices are situated in the States of California, Arizona, Nevada, Utah, New Mexico, Hawaii, Colorado, Oregon, and the Republic of Mexico, and being in good standing and authorized in accordance with the Articles of Incorporation and By-Laws of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine of North America do hereby, pursuant to the authority first had and obtained, adopt this Amended Constitution and By-Laws.

ARTICLE I
Name

This association shall be known as the WESTERN SHRINE ASSOCIATION

ARTICLE II
Principal Office

The principal office of this association shall be located at the office of the ~~Center~~ **Temple** to which the President of the Association is a member.

ARTICLE III
Purpose

The purpose of this Association shall be

- (a) **Primarily to** promote good fellowship among the members of the Shrine ~~Centers~~ **Temples** of this Association through unit and club participation in performances and/or competition;
- (b) To cooperate in the exchange of information and policies pertaining to increasing membership in the Shrine;
- (c) To cooperate in the support of local Shrine Hospitals in the jurisdiction of the Association;
- (d) In general promote the welfare and continued growth of the Ancient Arabic Order of the Nobles of the Mystic Shrine by assisting the members of the Association in implementing the Imperial Shrine programs including but not limited to the Strategic Plan, Mentor and Membership programs.

ARTICLE IV
Membership

Section 1. Membership in this Association shall be composed of the following Shrine ~~Centers~~ **Temples**: Asiya (15), Al Malaikah (40), Ballut Abyad (44), Al Kader (46), El Kalah (56), El Zaribah

(72), Aloha (83), Anezeh (101), Kerak (102), Hillah (110), Aahmes (121), Al Bahr (129), Ben Ali (154), Tehran (160), El Bekal (164), Sabbar (168), and Zelzah (177).

Section 3. Any member Shrine ~~Center~~ Temple, subject to the approval of the Imperial Council, may withdraw from this Association at anytime by vote of such Shrine ~~Center~~ Temple and written notice to the Secretary of the Association.

Section 4. Membership of any Shrine ~~Center~~ Temple in this Association may, at any regular or special meeting be revoked, terminated or suspended upon such terms and conditions as may, with the approval of a majority of the representatives, be in the best interest of the Association provided 30 days Written notice is given to said Shrine ~~Center~~ Temple of the intention of the Association to take said action; the reasons therefore; and the opportunity is given to said Shrine ~~Center~~ Temple to be heard on the matter.

ARTICLE V Association Representatives

Section 1. Each member Shrine ~~Center~~ Temple of this Association shall have eight (8) representatives to the Association who shall be empowered and authorized to represent their Shrine ~~Center~~ Temple and its membership in connection with the affairs of the Association and eligible to vote on all business matters of the Association. The representatives from each member Shrine ~~Center~~ Temple shall be the following Officers: Potentate, Chief Rabban, Assistant Rabban, High Priest & Prophet, Oriental Guide, Treasurer, Recorder and Junior Past Potentate. The Shrine ~~Center~~ Temple may be represented either in person or by proxy at any business session when duly authorized in writing.

Section 2. All Past Presidents of the Association shall be considered representatives to this Association and shall have all the privileges of a regular representative, including the right to vote.

ARTICLE VI Officers of the Association

Section 1. The Officers of the Western Shrine Association shall be the following:

- (A) President
- (B) First Vice President
- (C) Second Vice President
- (D) Third Vice President
- ~~(E) Fourth Vice President~~
- (F) Secretary
- (G) Treasurer, and
- (H) Such other officers as may be approved from time to time by the representatives of this Association.

Section 2. All officers of this Association must be in good standing of their respective Shrine ~~Centers~~ Temples, and their Shrine ~~Centers~~ Temples are members in good Standing of this Association.

Section 3. The President, First Vice President, Second Vice President, and Third Vice President, shall be a progressive line elected at the annual business meeting of this Association and shall hold office until a successor is elected at the next annual business meeting of this Association. The Secretary will also be an elected position but not part of the progressive line. An individual serving as Secretary may serve multiple years in that position at the will of the Association. The Treasurer shall be appointed from the membership of the Shrine ~~Center~~ Temple to which the President of the Association is a member and shall hold office until a succeeding President is elected. Election to every office of this Association, except Treasurer shall be by majority vote.

Section 4. Upon election, the Noble elected to the President will designate the location for the Annual WSA Convention for the following year, the First Vice President will designate the location two years from election, the Second Vice President will designate the location three years from election, and the Third Vice President will designate the location four years from election.

~~Section 5. In that the Temple nominee of the fourth Vice President must be a representative of the Association the year he is proposed for election, that Temple is authorized to have (1) one additional noble as representative of the association for the year.~~

Section 5. In the event a vacancy occurs in any elective office of this Association the balance of the Term shall be filled by an appointment of the Executive Committee.

ARTICLE VII

Powers, Duties and Parliamentary Procedures

Section 1. The powers, duties and parliamentary procedures of this Association shall be conducted pursuant to the latest edition of Roberts Rules of Order. The respective powers and duties of the Officers of this Association shall be governed by Roberts Rules of Order when not specifically provided for in these By-Laws or otherwise promulgated by the Representatives of this Association.

ARTICLE VIII

Meetings

Section 1. The Annual Meeting is to be held during the Annual Convention. The Annual Convention must be held not less than 60 days prior to the annual Imperial Shrine Session unless prior permission is granted by the Imperial Potentate to hold such convention less than 60 days prior to the Imperial Session. On all other occasions the dates of the annual convention shall be selected by the President of the Association for the year in which the convention is to be held, subject to the approval by the majority vote of the representatives. The days and times for the Business meeting, Unit and Club competition and performances shall be at the discretion of the President, but must be held each year. The annual convention will conclude with the Presidents Banquet at which time the new officers and the Association will be installed along with the presentation of awards.

Section 2. Special meetings of the Association may be held upon the call of the majority of the elected officers of the Association with the approval of the majority of the Potentates of the Shrine ~~Centers~~ Temples that are members of this Association. Such call shall specify the reason for the special meeting and the business to be conducted. No other matters shall be considered. All special meetings shall require 30 day written notice to all representatives and officers of the Association. The

vote to call a special meeting shall be by written ballot of the Potentate of each Shrine ~~Center~~ **Temple** submitted to the Secretary of the Association within fifteen (15) days of the request for the special meeting.

Section 3. A quorum for the conduct of business at any Association meeting shall be at least a majority of the regular voting representatives of the Association.

Section 4. Notice of all business to be conducted by the Association at the annual or any special meeting of the Association shall be given in a written agenda to the Potentate of each Shrine ~~Center~~ **Temple** 30 days prior to the annual business session or special meeting, All business matters set forth in the agenda shall be brought to the floor by motion duly made and seconded before discussion. The presiding officer may set a time limit for debate of each agenda item with the approval by a majority of the representatives. Any new business not on the agenda must be brought to the floor by a two thirds (2/3) vote of the representatives constituting a quorum.

Section 5. Each elected representative as defined in ARTICLE V, Section 1&2 and any noble holding a proxy of such regular representative shall have one (1) vote on any matter coming before an annual or special meeting of the Association. Upon the direction of the President or at the request of any five (5) representatives, voting on any issue shall be by secret ballot.

Section 6. The order of business at the annual business meeting shall be as follows:

- (A) Call to order by the Presiding Officer
- (B) Invocation by the Host Temple Chaplain.**
- (C) Presentation of the Colors and the Shrine Pledge of Allegiance.**
- (D) Presidents Welcome and introduction of Civic Dignitaries.
 - (1) Short welcome speech by a Civic Leader.
- (E) Introductions:
 - (2) Past Presidents
 - (3) Current WSA officers
 - (4) Potentates
 - (5) Imperial Officers
 - (6) Other Distinguished Masonic Guests.
- (I) Role Call of Shrine ~~Center~~ **Temple** Representatives
- (J) Report of the Credentials Committee
- (K) Minutes of previous session and any special meetings
- (L) Report of the Secretary
- (M) Report of the Treasurer
- (N) Report of Standing Committees
- (O) Presidents Report (Executive Committee)
- (P) Old Business (Report of Special Committees)
- (Q) New Business
- (R) Election of Officers and selection of convention site in 4 years
- (S) Presentation of Resolutions
- (T) Announcements
- (U) Adjournment.

~~Section 7. A certified court reporter will be used to take and transcribe the minutes of each business session.~~

ARTICLE IX Dues and Assessments

Section 1. Each Shrine ~~Center~~ Temple of the Association shall pay to the Secretary/Treasurer of the Association one hundred and twenty (120) days prior to the annual convention of the Association the sum of One hundred (\$100) dollars (US) as annual membership dues in the Association. The Representatives of the Association may by simple Majority vote to increase said annual dues by a maximum ten (10) % per annum. Any additional increase in dues shall require a Sixty six (66) % majority vote of the representatives.

Section 2. The host Shrine ~~Center~~ Temple shall announce the registration fee for every Noble attending the annual WSA convention at the annual business meeting preceding the year in which said Shrine ~~Center~~ Temple will be the host.

Section 3. All dues and assessments shall be paid to the Secretary of the Association who shall deposit said funds into a Bank Account in the name of the Association. The use of said funds is restricted to the direct benefit of the Western Shrine Associations annual convention. No funds may be withdrawn without a budget submitted by the host Shrine ~~Center~~ Temple to the Appropriations and Finance Committee and the approval of the Executive Committee.

Section 4. The Host Shrine ~~Center~~ Temple shall provide an accounting of all funds expended in the operation of the Association's annual convention.

Section 5. The Financial Report of the host Shrine ~~Center~~ Temple shall be submitted to the Audit Committee not later than one hundred and twenty (120) days following the adjournment of the business meeting of the Association. At the request of the Audit Committee the host Shrine ~~Center~~ Temple shall provide the Audit Committee with all supporting financial documents upon which the host Shrine ~~Center~~ Temple relied in the preparation of the accounting. The Audit committee shall file a written report of their audit with the Executive Committee within Ninety (90) days of receipt of the host Shrine ~~Centers~~ Temple's accounting. A copy of the accounting and audit report shall be provided to each member's Shrine ~~Center~~ Temple of the Association 60 days before the next annual business meeting.

ARTICLE X Standing Committees

Section 1. There shall be the following six (6) standing committees of the Western Shrine Association:

- (A) Executive Committee
- (B) Audit Committee
- (C) By-Laws and Resolutions Committee

- (D) Appropriations and Finance Committee
- (E) Credentials Committee
- (F) Unit Competition, Parade and Ceremonial Committee

Section 2. The Executive Committee shall consist of the Six (6) elected officers of the Association and the Treasurer.

- (A) Duties: The Committee has the power and duty to manage the business affairs of the Association when the Association is not in a business session.
- (B) Reports: The Committee shall report all of its activities and decisions to the constituent Shrine ~~Centers~~ **Temples** at the annual business meeting.
- (C) Meetings: The President or any two (2) members of the Committee may call a meeting of the Executive Committee which may be held in person or by electronic conferencing.
- (D) Quorum: Three members of the Committee shall constitute a quorum.

Section 3. The Audit Committee shall consist of three (3) Representatives to the Association who are currently Potentates of their respective Shrine ~~Centers~~ **Temples**. The President of the Association within 30 days of the installation appoints them.

- (A) Duties: The Audit Committee shall audit all of the financial books and records of the Association for the year preceding their appointment and submit their written report to the Executive Committee within ninety (90) days of receipt of the host Shrine ~~Centers~~ **Temple's** accounting of the WSA convention, as provided in Article IX.
- (B) All reports shall be in writing signed by each member of the Committee and submitted in a timely manner as herein provided.
- (C) Meetings: The Audit Committee shall hold such meetings as may be necessary to perform their duties. Such meetings may either be in person or electronic conferencing.

Section 4. By-Laws and Resolutions Committee shall consist of five (5) or more members appointed by the President of the Association within thirty (30) days following the annual business meeting of this Association. The committee shall consist of two (2) Chief Rabbans, two (2) Assistant Rabbans and one (1) High Priest and Prophet. All members of this Committee shall be representative from their respective Shrine ~~Centers~~ **Temples** to the Association.

- (A) Duties: The By-Laws and Resolutions Committee shall prepare in proper resolution form all legislation submitted to the Association which is proposed by the representatives for adoption at the next annual business meeting of the Association. The Committee may hold hearings on any or all items of proposed legislation. The committee may make recommendations concerning any proposed legislation. All proposed legislation to be presented at the annual business meeting of the Association shall be delivered to the Executive Committee sixty (60) days prior to the annual business meeting and to the constituent Shrine ~~Centers~~ **Temples** forty five (45) days prior to the annual business meeting of the Association. The Committee shall report on each item of proposed legislation at the annual business session prior to it being submitted to the representatives for discussion.

Section 5. Appropriation and Finance Committee shall consist of five (5) members three of whom shall be Representatives to the Association from their respective Shrine ~~Centers~~ **Temples**; the fourth

(4) member shall be the immediate Past President and the fifth (5) the first Vice President of the Association. Any additional appointees shall be representatives to the Association. The members to this Committee shall be appointed by the President of the Association within thirty (30) days following the business meeting of the Association.

(A) Duties: The Appropriations and Finance Committee shall review all fiscal policies and requests for funds by the Association. It shall recommend and propose legislation in writing with respect to any increase in dues or assessments to be levied on the constituent Shrine ~~Centers~~ **Temples** of the Association. All proposed legislation shall be submitted to the By-Laws and Resolutions Committee and the Executive Committee ninety (90) days prior to the annual business Meeting. The Committee shall report to the constituent members of the Association at the annual business meeting,

Section 6. Credential Committee shall consist of ten (10) members one of which shall be the Secretary and Treasurer of the Association. The Members of the committee shall be appointed by the President within 90 days following the annual business meeting of the Association.

(A) Duties: The Credentials Committee shall be to report to the representatives attending the business meeting of the Association the names of the representatives of the constituent Shrine ~~Centers~~ **Temples** present and entitled to vote at the annual business meeting of the Association. The committee shall submit a final report prior to the election of Officers for the ensuing year.

Section 7. Unit Competition, Parade and Ceremonials Committee shall consist of three (3) representatives (a chairman, assistant chairman and a secretary) each from a different constituent Shrine ~~Center~~ **Temple** appointed by the President of the Association within thirty days following the annual business meeting. From each Shrine ~~Center~~ **Temple** the Potentate shall appoint a noble in good standing to said committee. This Committee may through its chairman create three (3) sub-committees.

- 1) Competition
- 2) Parades, and
- 3) Ceremonials.

The purpose of the committee shall be to encourage, promote, and assist constituent Shrine ~~Centers~~ **Temples**, their Units and clubs in participating in competition, parades, and ceremonials at the annual WSA convention. The Committee shall develop criteria and rules for competition between units; promote Shrine participation in community events and parades.

ARTICLE XI

Special Committees

Section 1. The president of this Association may from time to time create and appoint special committees to promote the purposes and objectives of this Association and the Philanthropy of Shriners Hospitals for Children. Said Special Committees shall report to the President of the Association in the manner and form he designates.

Section 2. All special Committees shall terminate at the expiration of the term of Office of the President creating and appointing it.

ARTICLE XII

Notices

All notices pertaining to the affairs of this Association and its constituent Shrine ~~Centers~~ **Temples** shall be sent in writing to each member Shrine ~~Center~~ **Temple** at their last known address by first class postage prepaid in a timely manner

ARTICLE XIII

Amendments

All amendments to these By-laws shall be by two thirds (2/3) vote of the Representatives of the constituent Shrine ~~Centers~~ **Temples** at an annual business meeting subject to approval of the Imperial Council of the Shrine of North America.

Adopted on the ___ Day of May 2008, by the Representatives of the constituent Shrine Centers of the Western Shrine Association.

, Secretary/Treasurer WSA, 2008

Ken Short, President WSA, 2008