

CONFERENCE OF GRAND SECRETARIES IN NORTH AMERICA BY-LAWS

SECTION 1 – CORPORATION

- a) The name of the Corporation shall be the Conference of Grand Secretaries in North America, hereinafter referred to as the Conference. The fiscal year of the Conference shall begin *August 1 and end July 31. (Amended in 2010 to refer to corporation and change fiscal year from calendar year)*
- b) The headquarters of the Conference shall be situated in the place where the Secretary of the Conference is located. *(Amended in 2010)*
- c) The officers of the Conference shall be President, First Vice-President, Second Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer and Chaplain. They shall be elected at the Annual Meeting and shall continue in office until the next Annual Meeting or until disqualified or incapacitated as hereinafter provided. Only Active Members shall be qualified to serve as officers. *(Amended wording 2010)*
- d) The President, First Vice-President, Second Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer shall be the Directors of the corporation. *(Added 2010 to establish corporate officers.)*
- e) The President of the corporation, with the majority agreement of the Board of Directors, shall have the authority to conduct the business of the corporation during the recess of the conference. *(Added 2010 for corporation management)*
- f) No elected officer of the Conference shall hold more than one office at the same time.

SECTION 2 – OBJECTIVES

The objectives of the Conference shall be to give mutual assistance to all members in problems involving or pertaining to the administration of the office of Grand Secretary; to prepare and present papers and discussions on topics relating to such administration; and generally to promote and maintain social intercourse and cordial relations between all members.

SECTION 3 - MEMBERSHIP

There shall be four classes of members, namely:

- a) **Active Members:** The Grand Secretary of each regular Grand Lodge in North America, duly elected to that office by his respective Grand Lodge or appointed by the Grand Master of the same, actively serving as such, during the time for which he is elected or appointed, charged with performing the administrative functions historically and commonly ascribed to the office of Grand Secretary; and all Past Presidents and Past Secretary - Treasurers of the Conference.

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(Note: This By-Law was amended at the 2001 Conference in Phoenix, Arizona. All Past Officers as of February 22, 2000 will remain Active Members)

- b) **Associate Members:** Those holding office similar to that of Grand Secretary in other affiliated Masonic bodies and their male assistants proposed and elected as Associate Members by the Active Members in Annual Meeting assembled. *(Amended 2010)*
- c) **Members at Large:** Those who have, at any time, held the office of Grand Secretary. To these may be added, by vote of the Active Members, any who have been Associate Members.
- d) **Honorary Members:** Any Mason, who holds or has held an office in a Regular Grand Lodge recognized by this Conference, and has been elected, by unanimous vote of the Active Members present at any Annual Meeting, as an Honorary Member of the Conference. Only Active Members shall have voting rights. *(Amended 2010)*

The membership of Associate Members, Members at Large, and Honorary Members may be terminated for cause by a majority vote of the Active Members present in Annual or Special Meeting assembled. *(Amended 2010)*

SECTION 4 - MEETINGS

The Annual Meeting of the Conference shall be held at such a time and in such place each year as the officers shall decide; subject, however, to any special resolution passed by a majority vote of the Conference, such vote being by open vote, or by polled vote by mail or other written communication.

Special meetings may be convened by the President, or in his absence or incapacity, by the next senior officer. The notice calling the Annual Meeting or any Special Meeting shall be sent by mail, email or fax addressed to the last known address of each member, not less than 14 days before such meeting. The particular business to be transacted at any Special Meeting shall be set out in the notice calling the meeting. *(Amended 2010 to add email or fax)*

At all meetings of the Conference the President shall preside. In his absence or when directed by the President, the First Vice-President shall preside; failing him, the Second Vice-President, and failing him, the meeting shall elect a Chairman. Ten Active Members shall constitute a quorum. There shall be no proxy vote. *(Amended 2010)*

The election of officers and questions arising at any meeting shall be decided by a majority vote of the Active Members. In the case of a tie vote on any question, except the election of officers, the presiding officer, in addition to his original vote, shall have a second or casting vote. *(Amended 2010)*

All other members shall be entitled to present or speak to any matter brought before the Conference, subject always to the permission of the presiding officer of the meeting;

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provided, that in discussions pertaining to subject on the Conference agenda, this courtesy shall not be extended to guests.

SECTION 5 - VACANCIES IN OFFICE

A vacancy in any office by death, resignation, permanent disability or other disqualification of an officer shall be filled by appointment by the other officers until the next Annual Meeting of the Conference. When a Grand Secretary retires or resigns as such while holding office in the Conference that office shall, ipso facto, become vacant forthwith.

SECTION 6 - FEES, DUES AND ASSESSMENTS

The annual dues payable by Active and Associate Members shall be such as are determined from time to time by a majority vote of the Active Members present in Annual Meeting assembled.

The total accumulated funds of the Conference shall not exceed \$40,000.00. At any time the total accumulated funds exceed \$40,000.00 on July 1 of a year, no dues, or fees shall be assessed to any class of members for the next year. *(Added 2009)*

Members at Large and Honorary Members shall not be subject to dues, but may be subject to any special assessment made by officers of the Conference, Such dues and assessments shall be payable in U.S. funds.

SECTION 7 – BANKING

The bank accounts of the Conference shall be kept in a chartered bank, trust company or other recognized depository in the name of the Conference in a place convenient for the Secretary-Treasurer.

SECTION 8 - SIGNING OFFICERS

The Secretary-Treasurer or, during his absence, incapacity or disqualification, the Assistant Secretary-Treasurer, and failing him, the President, First Vice-President, Second Vice-President, or by one of them, in the absence, incapacity or disqualification of the next Senior Officer, shall have power to sign all checks (cheques), contracts, hypothecations, loans and leases made by or on behalf of the Conference.

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SECTION 9 – MANAGEMENT

The management of the Conference shall, generally, be in the hands of the Board of Directors subject to any special resolution duly passed by the Conference at the annual meeting. (*Amended 2010*)

The Assistant Secretary-Treasurer shall, during the absence, incapacity or disqualification of the Secretary-Treasurer, have all powers, duties and responsibilities that the Secretary-Treasurer normally has. He shall assist the Secretary-Treasurer in matters assigned to him by the Secretary-Treasurer and shall be generally, under the control and direction of the Secretary-Treasurer.

SECTION 10 – COMMITTEES

The following committees shall be appointed annually by the newly installed President; or failing him, by the First Vice-President; or failing him, by the Second Vice-President; or failing him, by the Secretary-Treasurer: A Nominating Committee; an Agenda Committee; a Banquet Committee; an Investment Committee; a Committee on Memorials; and an Auditing Committee.

- a) **Nominating Committee** - The Nominating Committee shall be composed of five Active members from five different geographical areas of the Conference (any three of whom are empowered to act), the Chairman being a Past President, or if such shall not be available, a Past Officer of the Conference. The Nominating Committee shall nominate a President, First Vice-President, Second Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer and Chaplain. For the office of Second Vice-President, the Nominating Committee shall determine from the most senior active Grand Secretaries (who have not served as a presiding officer) a qualified nominee for office. Consideration is to be given to those Grand Lodges which have not been honored by having a President of this Conference as well as trying to geographically distribute officers throughout the active membership.

It is provided, however, that notwithstanding the report of the Nominating Committee, nominations for any office may be made at any Annual Meeting or Special Meeting called for the purpose of electing an officer or officers. Voting on nominations for office, other than for the adoption of the Nominating Committees report, shall be by written ballot.

- b) **Agenda Committee** - The members of the Agenda Committee shall, as far as is reasonably possible, consist of three Grand Secretaries from neighboring or adjoining Grand Lodges, that they may meet conveniently to complete their duties. The Agenda Committee shall prepare and present the

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agenda for each meeting of the Conference, including the business session, followed by the presentation and discussion of topics which should relate to the particular administration of the office of Grand Secretary, it being the aim and intent of the Conference to assist all Active Members in an advisory capacity only, in the problems which may be met in such administration. To this end, all general topics and topics of a political or religious nature, or regarding other affiliated or quasi-Masonic bodies should be avoided. All topics and prepared discussions thereon shall be typed in duplicate, one copy to be delivered to the Secretary.

- c) **Banquet Committee** - The Banquet Committee shall consist of three members who, in collaboration with the President and Secretary, shall complete all arrangements for the annual banquet, including the selection of a guest speaker, at all times assuring the avoidance of political or religious topics but encouraging Masonic topics.
- d) **Investment Committee** - The Investment Committee shall consist of three members. They shall make recommendations to the President, First Vice President, Second Vice President, Secretary-Treasurer and Assistant Secretary-Treasurer, regarding the investment of all funds of the Conference.
- e) **Committee on Memorials** - The Committee on Memorials shall consist of three members. They shall report at each Annual Meeting the death of each member of the Conference occurring since the preceding Annual Meeting, with a suitable memorial for each.
- f) **Auditing Committee** - The Auditing Committee shall consist of two members who shall audit the books and accounts of the Secretary-Treasurer and shall submit a report, in writing, to the Annual Meeting and at any other times the officers of the Conference may require.
- g) **Budget Committee** - The Budget Committee shall consist of seven members whose sole purpose will be to prepare a budget that will serve as a guideline for expenditures for the ensuing year. *(Added 2009)*
- h) **Special Committees** - Special Committees for the discharge of any special assignments may be appointed by the officers or by resolution of the Conference. In each case the terms of reference shall be defined by the officers or by resolution respectively.

SECTION 11 – EXPENSES

All expenses directly connected with the administration and meetings of the Conference shall be paid by the Conference. The Secretary-Treasurer shall be empowered to pay all accounts promptly and generally to administer the affairs of the Conference.

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Whenever, in the opinion of the President, the Conference should be represented at any place on any occasion, he is authorized to appoint such a representative, and the expenses of such representative shall be paid by the Conference. The Secretary-Treasurer shall also be empowered to employ such additional help, at the expense of the Conference, as he deems necessary or advisable.

SECTION 12 – AMENDMENTS

Proposed additions, amendments and other alterations to these by-laws shall be submitted in writing and shall be sent to the Secretary-Treasurer not less than one month prior to the meeting at which they will be considered. The Secretary-Treasurer shall, not less than 14 days prior to the said meeting, send, by first class mail, email or fax to the last known address of each member, a copy of the proposed additions, amendments and alterations. *(Amended 2010 to allow email & fax)*

These by-laws and all amendments thereto, and all subsequent additions, amendments and alterations thereto, when adopted by the Conference by a two-thirds vote of the Active members present, shall be printed as an appendix to each annual Proceedings of the Conference.

SECTION 13

No officer or member of this Conference of Grand Secretaries shall give approval to any commercial enterprise to open rooms, or to circularize Grand Secretaries for the purpose of selling services, subscriptions or merchandise in any form for financial gain unless the request shall be made in writing and filed with the Secretary-Treasurer or President of the Conference. The written request, if received, may be placed before the Conference in Annual Meeting convened for a vote to decide granting or denying the request. A two-thirds majority vote shall be necessary for granting approval. Nothing, however, shall prevent offerings to our members from those who have had tacit permission in past years.

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SECTION 14 - INSTALLATION OF OFFICERS

The installation of Officers for the ensuing year will be the last order of business of the Annual Meeting. The President or a Past President, Marshal and Chaplain from within the Conference may be selected by the President-elect and will be the Installing Team. (Hereafter the Installing President will be identified as I.P.; Marshal as I.M.; Chaplain as I.C.) The Installing Officers will position themselves as space and circumstance will permit in front or behind the podium.

I.P.: Brother Marshal, please assemble and introduce the officers elect for installation (The President-elect will be in front and the other officers immediately behind, from left to right facing the audience, in this order; the First Vice-president, Second Vice-President, President, Secretary-Treasurer, Assistant Secretary-Treasurer, and Chaplain).

I.M. (When officers are assembled): Brother President, it is my great pleasure and honor to introduce these worthy Brothers who have been elected or appointed to serve the Conference of Grand Secretaries in North America for the ensuing year of _____.

Brother _____ for President,
for First Vice-President _____
for Second Vice-President _____
for Secretary-Treasurer _____
for Assistant Secretary-Treasurer _____ and
_____ for Chaplain

They are all regular Freemasons and members of the Conference in good standing. Further, as they are all highly skilled in the Ancient Art and are devoted members of our Conference and Freemasonry in general, I heartily recommend them for installation into their respective officers.

I.P.: Brother Chaplain, please offer prayer *** (All stand).

C.: May we pray. O Thou Great Grand Architect of heaven and earth, we humbly pray for Your guidance and strength for those we have elected and appointed to guide us during the ensuing year. Cause them to be ever mindful of their first duty to You and in so doing to fulfill our highest hopes for their service and the well being of our beloved Fraternity. May they be guided in an upright and sincere path of truth, justice, mercy and peace, leading us ever forward for the betterment of all mankind. These things we pray in Your Holy and Precious Name. Amen (Be seated).

P.: Brother President-elect will you to the best of your ability promise and vow to stand to and abide by the Conference By-laws and always keep the peace and harmony and

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best interests of said Conference foremost in your thoughts, actions, and deeds? And do you agree to return any properties of the Conference entrusted to you to your duly elected successor upon his election?

I.P.: Do you, the other elected and appointed officers, agree to the aforesaid in fulfillment of the duties of your office and in support of our President and the Conference? If you do, please say, I do and I will.

I.P.: Brother Marshal, please make the proclamation.

M.: In the name of the Conference of Grand Secretaries in North America, I declare the officers for the year duly installed.

LP.: Brother Chaplain. Please lead our petitions and thanks to the Throne of Grace *** (All stand).

C.: To the Grand Architect of heaven and earth and of all things, we give thanks for this day in our lives, and we pray that our newly installed officers may find strength and wisdom through the intercession of prayers to You in the conduct of their offices. Forgive us for what we may have done in error. And now may we depart in peace and harmony and travel in safety to the places of our respective abodes, there to find our loved ones in safety and happiness. And finally, cause us to say as oft times repeated: "happy to meet, sorry to part, until we shall be happy to meet again". Amen and Amen.

I.P.: On behalf of the members of the installing team, we say thank you for this opportunity and we wish you God-speed and herewith present you with the gavel of authority.