

BY-LAWS OF DeMOLAY INTERNATIONAL

ARTICLE I GENERAL PROVISIONS

Section 1. The name of this corporation is "DEMOLAY INTERNATIONAL".

Section 2. The corporation is organized as a public benefit corporation under the Missouri Nonprofit Corporation Act.

Section 3. The purpose for which the corporation is organized is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), including, without limitation, the following charitable and educational activities:

(a) to impart, promote and encourage morality, charity, education, religion, good citizenship, to perfect a sense of fellowship, to establish order and tranquility, to provide for and promote the general welfare and to serve the best interests of DeMolay International throughout the world; to promote the social and moral welfare of young men between the ages of thirteen and twenty-one years inclusive; to teach duty to God, neighbor and self; to demand clean living, high respect for parents, deference to womanhood and love of country and free institutions; to do any and all things necessary and proper to develop boyhood into intelligent, moral, self-sustaining and law-abiding manhood. In order to accomplish the above results, it is the further purpose of DeMolay International to organize local clubs of boys between the ages of twelve and twenty-one years inclusive, in all parts of the world, using methods which have been proven to be effective.

(b) to provide for and to youthful citizens a full array of meaningful and uplifting educational and character building activities to combat juvenile delinquency and community deterioration.

(c) to provide educational programs for the instruction and training of youths for the purpose of improving and developing capabilities.

(d) to impress upon the youthful participants in the programs described above the benefits of fellowship with other youths and the accomplishments - both individual and group - which can be realized by joining together in a common effort with focused individual and group goals.

Section 4. Definitions. In these bylaws:

(a) "Chapter" means any Chapter Chartered by or working under Letters Temporary of DeMolay

International and is the local club of the Order of DeMolay.

(b) "Order" or "Order of DeMolay" means the fraternal organization operated by or appendant to DeMolay International.

(c) "Suspension" means deprivation of all rights of membership.

(d) "Expulsion" means involuntary termination of membership.

(e) "Jurisdiction" means the area within the geographic limits assigned to one Executive Officer.

(f) "DeMolay Year" means January 1 through December 31.

(g) "Mason" means a Master Mason.

(h) "Supreme Council" means the Class 1, 2, 3 and 4 members of DeMolay International.

(i) "Grand Master" means the President of DeMolay International.

(j) "Grand Senior Councilor" means the First Vice President of DeMolay International.

(k) "Grand Junior Councilor" means the Second Vice President of DeMolay International.

(l) "Grand Treasurer" means the Treasurer of DeMolay International.

(m) "Grand Secretary" means the Secretary of DeMolay International.

(n) "Master Councilor" means the President of a Chapter.

(o) "Senior Councilor" means the first Vice President of a Chapter.

(p) "Junior Councilor" means the Second Vice president of a Chapter.

(q) "Treasurer" means the Treasurer of a Chapter.

(r) "Scribe" means the Secretary of a Chapter.

Section 5. Rules and Regulations and Forms

(a) DeMolay International may adopt rules and regulations for the operation of the Order of DeMolay.

(b) Forms of DeMolay International and other miscellaneous data may be appended to the rules and regulations and shall be used unless changed at an annual meeting.

ARTICLE II OFFICES

The principal office of the corporation in the State of Missouri will be located in the City of Kansas City, County of Platte. The corporation may have such other offices, either within or without the State of

Missouri, as the Board of Directors may determine or as the affairs of the corporation may require from The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III NAME, JURISDICTION AND POWERS

Section 1. Name.

- (a) The use of the name "DeMolay" is reserved to DeMolay International, its Chapters and appendant organizations.
- (b) DeMolay International shall have the right to use the name of the International Supreme Council
- (d) The authority to create or recognize foreign supreme councils is reserved to DeMolay International. (1999)

Section 3. Powers. Excepts as provided in Article VI, DeMolay International is the supreme authority in all matters for the entire Order of DeMolay, and has all powers necessary or appropriate to this authority.

ARTICLE IV MEMBERS

Section 1. Classes of Members. The corporation will have eight classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

- Class 1 members will be named Active Members.
- Class 2 members will be named Emeritus Members.
- (4) May not be a salaried official or employee of DeMolay International or any DeMolay Foundation, organization or extension movement.
- (5) Shall hold membership during good behavior or until he is reclassified, resigns, or no longer meets these qualifications.
- (6) Class 1 and Class 3 members must annually on or before the second day of the annual meeting, sign and file with the Grand Secretary a completed adult worker profile, a certificate of change, or a certificate of no change.
- (b) Class 5 members shall be those registered and enrolled on an Advisory Council or Jurisdictional Staff as required in the rules and regulations.
- (c) Class 6 members shall be active members of the Order as defined in the rules and regulations.
- (d) Class 7 members shall be DeMolays who have passed their twenty-first birthday and who meet

time to time.

of the Order of DeMolay and appropriate abbreviations and variations of the name.

Section 2. Jurisdiction.

- (a) The jurisdiction of DeMolay International includes all territory where the United States exercises powers of government, countries where it has established Chapters over which no regular supreme council has DeMolay jurisdiction, and countries where there are no Chapters.
- (b) DeMolay International may give or receive jurisdiction over a Chapter located outside of the United States to or from a regular supreme council.
- (c) DeMolay International may permit a regular supreme council to act on its behalf outside of the United States, for the time and with the limitations it sets.

Class 3 members will be named Deputy Members.

Class 4 members will be named Honorary Members.

Class 5 members will be registered Adult Leaders.

Class 6 members will be Active DeMolays.

Class 7 members will be Senior DeMolays.

Class 8 members will be members of the DeMolay Alumni Association.

Section 2. Qualifications.

- (a) Class 1, 2, 3 and 4 members:
 - (1) Must be at least thirty years of age unless serving as an Executive Officer. A Class 1 member serving as an Executive Officer must be at least twenty-five years of age.
 - (2) Must be at least twenty-five years of age if a Class 3 member.
 - (3) Must be a Mason in good standing.

the other requirements set out in the rules and regulations.

- (e) Class 8 members shall be those registered and enrolled in the DeMolay Alumni Association as required in the rules and regulations. (2000, 2001)

Section 3. Nomination.

- (a) Class 1, 2, 3 and 4 members of DeMolay International may be nominated by a Class 1 member. Nominations must be made on forms supplied by the Grand Secretary, and must be received with the nominations fee in the Grand Secretary's office at least 120 days prior to the annual meeting. A nomination for Class 1 or Class 3 members must be accompanied by a completed DeMolay adult worker profile for the nominee unless such forms, a certificate of change, or a certificate of no change has been signed by the nominee and filed

with the Grand Secretary within one year prior to the nomination. Prior to consideration by the Nominating Committee, all nominations of Class 1, 2, 3 and 4 members must be submitted for recommendation to the Executive Officer in the jurisdiction where the nominee resides. The Executive Officer's recommendation is to be made a part of the report when the nomination is presented to DeMolay International.

(b) Other classes of members shall be selected as set out in the rules and regulations.

Section 4. Election. Class 1, 2, 3 and 4 members of DeMolay International must be elected by:

(a) Two-thirds of all votes cast by Class 1 members in executive session at the annual meeting; or

(b) A unanimous vote of the Board of Directors, for extraordinary cause, which may only be exercised once in a DeMolay Year.

Section 5. Class 1 Members.

(a) Voting Members. Class 1 members are the voting members of DeMolay International.

(b) Number. There may not be more than 200 Class 1 members unless necessary to elect or appoint a Class 1 member to serve as an Executive Officer.

(c) Eligibility. To be elected a Class 1 member a qualified person must be:

(1) An Executive Officer or;

(2) A Class 3 Member who is attending at least his third annual meeting following the meeting at which he was elected as a Class 3 or 4 member of DeMolay International. At least two periods of attendance must have been in consecutive years.

(d) Honors. A Class 1 member, by virtue of his office, is invested with all honors conferred by DeMolay International.

(e) Mandatory Retirement. Except for a Past Grand Master of the Order, upon attaining the age of seventy-five years, a Class 1 member shall be classified a Class 2 member.

(f) Executive Officer. If a Class 1 member ceases to be an Executive Officer and has not attended three annual meetings since he was elected as a Class 1, 2, 3 or 4 member of DeMolay International, he is reclassified to his previous membership status. (1998) (2000)

Section 6. Class 2 Members. DeMolay International may, upon its own motion, elect a Class 2 member from any of its Class 1 members. Class 2 members may attend all meetings, serve on committees, propose measures, and be heard in debate, but shall not vote. Class 2 members, upon

request, shall be provided administrative services and mailings provided Class 1 and 3 members.

Section 7. Class 3 Members.

(a) DeMolay International may elect as Class 3 members qualified persons who are active in DeMolay work.

(b) Class 3 members may attend meetings except executive sessions dealing with election of Class 1, 2, 3, and 4 members, serve on committees, be heard in debate, and vote in committees but not in the annual meeting. (2000)

Section 8. Class 4 Members.

(a) DeMolay International may elect as Class 4 members distinguished, qualified persons. Any Class 1, 2 or 3 member of DeMolay International may request to have his classification changed to Class 4 member, and DeMolay International may grant the request.

(b) Class 4 members may attend meetings of DeMolay International, except executive sessions, but have no vote or voice.

Section 9. Absence from Annual Meetings. A

Class 1 or Class 3 member who is absent from two successive annual meetings may after the second day of the second meeting, be deemed to have resigned his membership, or at the option of DeMolay International, may be elected a Class 4 member. This action shall not be taken with respect to anyone who is a Past Grand Master of the Order. A member may be excused for cause by action of DeMolay International.

Section 10. Charges, Hearing and Removal.

(a) Charges may be filed by a Class 1 or Class 2 Member against any Class 1, 2, 3, or 4 Member of DeMolay International for conduct unbecoming his position. The charges shall be in writing filed with the Grand Secretary. The charges shall set forth the name of the Member bringing the charges and his address, the name of the Member against whom the charges are made and his last known address and the specific facts giving rise to the alleged unbecoming conduct. The charges shall be dated and signed by the Member bringing the charges.

(b) The Grand Secretary shall promptly notify the Grand Master of the charges. Unless the Grand Master determines that the charges are frivolous, he shall appoint a trial commission to consider the charges.

(c) The trial commission shall consist of five Class 1 Members of DeMolay International, none of whom shall be the Member bringing the charges, the Member against whom charges are brought, a witness to the alleged unbecoming conduct, or any other

Member with a personal interest in the results of the proceedings. The Grand Master shall select a chairman from among the five members. If requested by the chairman, the Grand Master may appoint a Class 1 Member who is an attorney to act as counsel to the trial commission. The counsel shall not be entitled to a vote as a member of the commission.

(d) The Grand Secretary shall send a written copy of the charges as filed to the Member bringing the charges, the Member against whom the charges are made and each member of the trial commission and the trial commission's counsel, if any.

(e) If the Member against whom charges are filed wishes to contest them, the chairman of the trial commission shall schedule a hearing and shall provide written notice of the time and location of the hearing to both the Member bringing the charges and the Member against whom the charges are made no less than thirty days prior to the hearing.

(f) Only Class 1 and Class 2 Members and the Member against whom the charges are made may be present at the hearing. The Member bringing the charges and the Member against whom the charges are made may be represented by one or more of the Class 1 or Class 2 Members, acting as counsel. The chairman shall determine all questions of practice, procedure and admissibility of testimony or other evidence, using general principles of due process. No verbatim transcription of the hearing is required to be made.

(g) Unless the Member bringing the charges and the Member against whom the charges are made have stipulated to a result which is accepted by the trial commission, a vote shall be taken at the conclusion of the hearing. Each member of the trial commission shall be entitled to vote "yes" or "no" on whether for the good of the Order, the Member against whom the charges are made shall be removed as a Member.

(h) Upon a majority "yes" vote of the trial commission, the Member against whom the charges are made shall be removed as a Member, effective on announcement by the chairman, which shall be made immediately upon conclusion of the voting. The results of the vote shall be reported in writing to the Grand Master and Grand Secretary for inclusion in their reports to DeMolay International.

(i) A Member removed under this section may appeal the decision of the trial commission to DeMolay International. The appeal of a decision to remove a Member does not suspend the enforcement of the decision. The notice of appeal must be made in writing by the Member who has been removed and shall be filed with the Grand Secretary. Upon such notice the trial commission shall produce a full written report of its findings and the results of the hearing. At the next annual meeting of DeMolay

International the report of the trial commission shall be considered in executive session as provided in Article V, Section 4 of these Bylaws. Only the written report and the results of the trial commission's actions and the notice of appeal by the Member who was removed shall be considered by DeMolay International. Unless a majority of the Class 1 Members present and voting in the executive session shall vote to reverse the action of the trial commission, the appeal is denied. (1998)

Section 11. Resignation.

(a) A Class 1, 2, 3 or 4 member may resign from DeMolay International by letter to the Grand Secretary. The resignation is effective upon receipt by the Grand Secretary. The Grand Secretary shall notify the Grand Master and record the resignation.

(b) Any Class 1 or 3 member of DeMolay International delinquent in his fees shall be deemed to have resigned his membership in DeMolay International and shall be dropped from the rolls if, after the second day of the annual meeting, he has not paid the annual DeMolay International Class 1 or Class 3 member fee, unless it has been waived by the Grand Master.

Section 12. Other Classes of Members.

Membership in DeMolay International in Classes 5, 6, 7 and 8 shall be set forth in the rules and regulations.

Section 13. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE V MEETINGS

Section 1. Annual Meeting. DeMolay International shall meet annually at the time and place fixed in annual meeting or in an emergency as designated by the Board of Directors. The annual meeting shall open no earlier than 6:00 p.m. on Wednesday and close on the following Saturday.

Section 2. Special Meetings. Special Meetings may be called by the Board of Directors at the time and place named in the call. The Board of Directors shall call a special meeting when requested in writing by a majority of its members or by written request of twenty-five Class 1, 2, 3 or 4 members of DeMolay International at the time and place designated in the request.

Section 3. Quorum. A quorum of DeMolay International is twenty-five Class 1 members.

Section 4. Executive Sessions. Election of Class 1, 2, 3 and 4 members, honors and matters of discipline must be in executive session. At the direction of the Grand Master or a majority of the Class 1 members present, election of Officers and Board of Directors members, and other matters of a confidential nature may be considered in executive session.

Section 5. Voting.

- (a) Each Class 1 member is entitled to vote at all meetings.
- (b) On demand by two Class 1 members, a roll call vote shall be taken.
- (c) A member may not vote by proxy.

Section 6. Notices.

- (a) The Grand Secretary shall give notice of all regular meetings by mailing to each Class 1, 2 and 3 member a call for the meeting, at least thirty days in advance, stating the time, place, and general purposes of the meeting.
- (b) The Grand Secretary shall give notice of a special meeting by mailing to each Class 1, 2 and 3 member a call for the meeting, at least fifteen days in advance, stating the time, place and purpose of the meeting.
- (c) The Grand Secretary shall include with the notice of the regular meeting, a copy of the general budget to be presented at the annual meeting.

Section 7. Voice by Congress Chairmen. The chairman or a designated member of those Congress committees where there is a comparable DeMolay International committee, will be entitled to speak at open meetings during consideration of their respective committee reports.

**ARTICLE VI
BOARD OF DIRECTORS**

(d) Meetings may be held in person, or by any means of communication by which all directors participating may simultaneously hear each other during the meeting. (2000)

Section 5. Notice. The Grand Secretary shall give at least fifteen days notice of any meeting to all members either in writing or by confirmed facsimile transmission or confirmed electronic communication, such as e-mail. (2000)

Section 6. Quorum. Seven voting members of the Board of Directors are a quorum.

Section 7. Powers. The Board of Directors:

Section 1. Members. The Board of Directors consists of the following: one Class 1 member as a representative from each of the eight DeMolay regions, four to be elected each year for a two-year term; and the Grand Master, Grand Senior Councilor, Grand Junior Councilor, Grand Secretary, Grand Treasurer, a representative selected by the Executive Officers' Conference, the International Master Councilor and the International Congress Secretary. The Chairman of the Jurisprudence and Legislation Committee, the Chairman of the Budget and Finance Committee and the General Counsel shall be members without a vote. A member may not serve as a representative of a region for more than four years out of any six year period. (1999)

Section 2. Vacancies. When a vacancy occurs on the Board of Directors, the Grand Master shall appoint a successor to serve until the next annual meeting.

Section 3. Organization. The Grand Master is the Chairman of the Board of Directors. The Grand Senior Councilor is Vice Chairman. If both are absent, the Grand Junior Councilor presides. The Grand Secretary is secretary of the Board of Directors.

Section 4. Meetings.

- (a) The Board of Directors shall meet during the last three months of the calendar year at a time and place selected by the Grand Master.
- (b) Other meetings may be called by the Grand Master, and must be called by him at the written request of three members of the Board of Directors. The purpose of the meeting shall be made known to all members of the Board of Directors.
- (c) The presiding officer may call the Board of Directors into executive session. He must do so upon the oral vote or written request of not less than five voting members of the Board then present.

(a) Shall transact all business of the Order except matters reserved in these bylaws or the rules and regulations.

(b) May amend the rules and regulations except provisions governing:

- (1) honors of DeMolay International;
- (2) eligibility for membership in the Order;
- (3) sponsorship of chapters;
- (4) the ritual of the Order; or,
- (5) procedures for amending the rules and regulations.

All such amendments must be sent to the Grand Secretary in writing and in the form proposed at least sixty days prior to the meeting of the Board of Directors at which they are to be considered and shall

be included in the notice of the meeting which must be sent to the Class 1 members of DeMolay International at least thirty days prior to the meeting. The Board of Directors may not amend the rules and regulations by mail ballot. Amendments must be adopted by the vote of ten or more members of the Board of Directors and become effective upon their adoption.

(c) The voting members of DeMolay International retain the right to amend any section of the rules and regulations.

(d) Any portion of the rules and regulations amended by the voting members of DeMolay International may not be amended by the Board of Directors for a period of eighteen months from the effective date of the amendment made by the voting members of DeMolay International.

Section 8. Review of Salaries and Expenses. The Board of Directors shall review the salary and expense structure for all employees of DeMolay International. The Grand Secretary, with the approval of the Board of Directors, shall employ or terminate the employment of the administrator in charge of the headquarters office. The Board of Directors shall provide for mandatory retirement at age seventy of all salaried employees of DeMolay International, except those who were employees on April 1, 1978.

Section 9. Action by Mail or Written Consent.

(a) The Board of Directors may act by mail ballot or by written consent.

(b) The unanimous written approval of the voting membership is required for any action taken by mail or written consent to be adopted. (2000)

**ARTICLE VII
OFFICERS**

Section 1. Titles. The officers of DeMolay International are:

Elective

Grand Master
Grand Senior Councilor
Grand Junior Councilor
Grand Treasurer
Grand Secretary

Appointive

Grand Senior Deacon
Grand Junior Deacon
Grand Senior Steward
Grand Junior Steward
Grand Chaplain
Grand Almoner
Grand Marshal

Grand Standard Bearer
Grand Orator
Grand First Preceptor
Grand Second Preceptor
Grand Third Preceptor
Grand Fourth Preceptor
Grand Fifth Preceptor
Grand Sixth Preceptor
Grand Seventh Preceptor
Grand Sentinel
Grand Organist

(1998)

Section 2. Qualifications.

(a) Each officer except the Grand Sentinel, Grand Organist and Grand Chaplain must be a Class 1 member of DeMolay International. The Grand Chaplain and the Grand Organist must be either a member of the Order or a Mason in good standing.

(b) The Grand Sentinel must be a Past Master Councilor. (1998)

Section 3. Election. Elective offices shall be filled by a majority vote of those present and voting during the annual meeting. The election shall take place during the final business session of the annual meeting. In an emergency where it is impossible to hold an annual meeting, the Grand Senior Councilor and Grand Junior Councilor automatically advance to the next higher office. Nominations from the floor may be made for each office. If there is more than one nominee for an office, each may designate a Class 1 or Class 2 member to give a nominating speech, not to exceed five minutes in length. (1999)

Section 4. Term of Office. Officers shall hold office for one year or until the close of the annual meeting at which their successors are elected or appointed.

Section 5. Duties.

(a) Grand Master. The Grand Master:

(1) Is the presiding officer of DeMolay International. He shall exercise the duties of his office in accordance with the bylaws, rules and regulations and the usages of DeMolay International. When DeMolay International and the Board of Directors are not in session, he has general supervision of the Order.

(2) Shall perform such other duties as are set forth in the rules and regulations.

(b) Grand Secretary. The Grand Secretary shall:

(1) Control the general offices of DeMolay International, under supervision of the Board of Directors and Grand Master. He is responsible for the general extension and promotion

of the Order. He shall report to the Executive Officer and the Grand Master any departure by Chapters from these bylaws or the rules and regulations or the principles of the Order. In the discharge of these duties, he may follow means not prohibited by these bylaws or the rules and regulations and may designate any person to represent him in the exercise of his authority.

(2) Perform such other duties as are set forth in the rules and regulations

(c) Grand Treasurer. The Grand Treasurer:

(1) Is the chief financial officer of DeMolay International and shall perform such duties as are ordinarily associated with such office.

(2) Shall perform such other duties as are set forth in the rules and regulations.

(d) Other Officers. The other officers of DeMolay International shall perform duties appropriate to their stations or assigned by DeMolay International, the Board of Directors or Grand Master.

Section 6. Vacancies.

(a) Permanent Vacancy. In case of the death, resignation or permanent disability of the Grand Master, the Grand Senior Councilor becomes Grand Master to serve until the next meeting when the vacancy shall be filled by election.

(b) Temporary Vacancy. In case of the temporary disability by absence or otherwise of the Grand Master, the Grand Senior Councilor acts as Grand Master until the Grand Master resumes the discharge of his duties.

(c) Death, Resignation, Permanent or Temporary Disability. If the Grand Master is disabled, the Grand Senior Councilor, or if he is also disabled, the Grand Junior Councilor shall act as Grand Master until the disability is removed or until the next annual meeting when vacancies may be filled by election.

ARTICLE VIII COMMITTEES

Section 1. Establishment. Committees may be established as provided in the rules and regulations.

Section 2. Rules & Regulations. The rules and regulations shall specify the number, composition, appointment of members, titles, duties, tenure, chairmanship, quorum, rules, reports and all other matters relating to the establishment and functioning of committees for DeMolay International.

ARTICLE IX FISCAL AND LEGAL

Section 1. Bonds. Corporate fidelity bonds to protect the Order shall be obtained by DeMolay International in a form and amount approved by the Board of Directors. DeMolay International may assess subordinate bodies for their portion of the bond.

Section 2. Controller. The Controller in DeMolay headquarters reports directly to the Grand Treasurer, who may employ and govern the tenure of the Controller and, in consultation with the Grand Secretary, establish the Controller's salary. The Controller shall perform the duties appropriate to the office, and those assigned by DeMolay International, the bylaws or the rules and regulations or by the Grand Treasurer.

Section 3. Auditor and Audit Report. The Board of Directors shall select a Certified Public Accountant to audit or review the books and financial records of DeMolay International. The auditor shall complete the audit or review and report to the Board of Directors as soon after the close of the DeMolay Year as possible. The report must be available to each Class 1 member before the next meeting.

Section 4. General Counsel. The Grand Master, with the approval of the Board of Directors, may select an attorney as general counsel. He shall advise and consult with the officers and agents of DeMolay International, render legal advice and assistance as requested, and perform other duties delegated to him. He has the right to the floor at any meeting for explanatory purposes. His files, records and documents belong to DeMolay International.

Section 5. Balanced Budget. DeMolay International and the Board of Directors are prohibited from adopting or amending a budget so as to permit expenditures to exceed revenues. No officer or employee may authorize or make expenditures not provided for in the budget.

ARTICLE X SEAL

The Seal of DeMolay International is a circle surrounded by the words, "DeMolay International" and ten stars, within is a replica of the DeMolay emblem with eight stars above and beside it and five stars below and beside it, and beneath the emblem

and just inside the circle the words "Instituted April,

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws or the rules and regulations of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS TO BYLAWS

Section 1. Presentation. A proposed amendment to these bylaws may be submitted by:

- (a) A Class 1 member of DeMolay International; or
- (b) Action of the Board of Directors.

Section 2. Time and Publication. A proposed amendment to these bylaws must be sent to the Grand Secretary, in writing and in the form proposed, at least sixty days before the annual meeting. It shall be included in the call of the meeting published at least thirty days prior to the meeting.

Section 3. Form of Publication. The notice of a proposed amendment must show the entire text as it will read if adopted, with new and deleted language clearly identified.

Section 4. Urgent Amendments. If the Jurisprudence and Legislation Committee deems it to be urgent and necessary, the Committee may present an amendment for consideration at any time during a meeting. If time permits, a copy of the amendment shall be made available to each Class 1 member present.

Section 5. Consideration by Jurisprudence and Legislation Committee. Proposed amendments must be submitted to and reported upon by the Jurisprudence and Legislation Committee.

Section 6. Modification. A proposed amendment may be modified by the voting members of DeMolay International, but the modification must be germane.

Section 7. Adoption. Adoption of an amendment to these bylaws requires:

- (a) the affirmative vote of the Board of Directors, and

1919."

(b) a two-thirds affirmative vote of the Class 1 members present and voting or the affirmative vote of a majority of all of the Class 1 members, whichever is less.

Section 8. Effective Date. Unless otherwise provided for at the time of adoption, an amendment is effective at the close of the annual meeting where adopted.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigation, including any action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the corporation.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XIII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heir, the executors and administrators of such a person.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of this corporation exclusively for the purposes of this corporation in such manner, or to one or more such organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes or similar purposes as shall at the time qualify: (a) as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal revenue law); and (b) as an organization contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the

district court of the county in the State of Missouri in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

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