

BY-LAWS
OF
THE GRAND COUNCIL OF CRYPTIC MASON OF THE STATE OF NEW YORK
CHARITY FUND CORPORATION

ARTICLE I

Membership

Section 1. Members. The membership of The Grand Council of Cryptic Mason of the State of New York Charity Fund Corporation (hereinafter called the "Corporation") shall consist of all persons elected to membership as hereinafter provided. Each shall remain a member until his membership terminates by death, resignation, expulsion or otherwise. Non-transferable certificates of membership may be issued to the members. The Corporation shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (a) **Donation Level** designates members that have contributed between \$1.00 and \$49.00.
- (b) **Sponsor Level** designates members that have contributed between \$50.00 and \$99.00.
- (c) **Patron Level** designates members that have contributed between \$100.00 and \$499.00.
- (d) **Grand Master Level** designates members that have contributed \$500.00 or more.

Section 2. Eligibility. Any member of the Grand Council of Cryptic Masons of the State of New York which is interested in the purposes of the Corporation may become a member of the Corporation.

Section 3. Suspension and Expulsion. Any member of the corporation may be suspended or expelled from membership for cause by a majority vote of the entire board of

directors of the Corporation, but no member shall be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

Section 4. Withdrawal. Any member may withdraw from the Corporation at any time by notice in writing to the president or the secretary. The consent of the Corporation to a withdrawal shall not be necessary.

Section 5. Dues. No dues shall be required of any member of the Corporation.

Section 6. Compensation. Members shall not receive compensation for their services to the Corporation, but they may be reimbursed for any reasonable expenses incurred on behalf of the Corporation. A member may, however, serve the Corporation in another capacity and may receive compensation therefor.

ARTICLE II

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members of the Corporation, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be simultaneously with the Annual Assembly of the Grand Council of Cryptic Masons of the State of New York.

Section 2. Special Meetings. Special meetings of the members, except as otherwise provided by law, may be called to be held at the principal office of the Corporation or elsewhere at any time by the board of directors or the president, and shall be called by the president or the secretary at the request in writing of one-third or more of the directors then in office or at the request in writing of ten percent (10%) or more of the members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Business transacted at a special meeting shall be confined to the objects stated in the call and matters germane thereto.

Section 3. Notice of Meetings and Members. Written notice of the place, date and hour of each meeting of the members shall be given, personally or by mail, to each member entitled to vote at such meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If the notice is mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the list of members, or, if he shall have filed with the secretary of the corporation a written request that notices to him be mailed to some other address, then directed to him at such other address. An affidavit of the secretary or other person giving the notice or of a transfer agent of the corporation that the notice required by this Section has been given shall be prima facie evidence of the facts therein stated. Notice of any meeting of members need not be given to any members who submit a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him. The meeting shall be duly called and held if notice is given to, or is waived by, all absent members.

Section 4. Procedure. The order of business and all other matters of procedure at every meeting of members may be determined by the presiding officer.

Section 5. Quorum. At every meeting of members, except as otherwise provided by law or these by-laws, a quorum must be present for the transaction of any business and a quorum shall consist of not less than a majority of the entire membership present either in person or by proxy.

Section 6. Adjournments. Members entitled to vote who are present in person or by proxy at any meeting of members, whether or not they constitute a quorum, shall have power by a majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

Section 7. Voting - Proxies. Except as otherwise provided in the certificate of incorporation or by law, each member shall be entitled at every meeting of the members to one vote. Except as otherwise provided by law or these by-laws, all questions that shall come before a meeting shall be decided by a majority of votes cast. A member may vote either in person or by written proxy signed by him or his attorney-in-fact and delivered to the secretary of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it or his personal representatives, unless it is entitled "irrevocable proxy" in which event its revocability shall be determined by the law of the State of New York in effect at the time.

Section 8. Inspectors of Election. Three inspectors of election, none of whom shall be a candidate for the office of director if directors are to be elected at such meeting, may be appointed by the board of directors in advance of any meeting of members or by the person presiding at such meeting, and shall be appointed by the person presiding if such appointment is

requested by a member present at such meeting and entitled to vote thereat. Such inspectors shall serve at such meeting and any adjournments thereof. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 9. List of Members. A list of members entitled to vote, certified by the corporate officer responsible for its preparation or by the transfer agent, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or person presiding thereat, shall require such list of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

Section 10. Action Without A Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

ARTICLE III

Directors

Section 1. Number and Qualifications. The board of directors shall initially be composed of six (6) directors. The number of directors may be increased to a maximum of twelve (12) directors or decreased to such number, not less than three, by the board of directors at any time by a majority vote of the entire board. No decrease in the number of directors shall shorten the term of any incumbent director. Any vacancy created by an increase in the number

of directors shall be filled as provided in Section 5 hereof. Directors must be at least twenty one years of age.

Section 2. Election and Tenure. The directors of the Corporation, except as otherwise provided by law or these by-laws, shall be elected by a plurality of the votes cast at the annual meeting of members or at any meeting held in lieu of such annual meeting (which meeting, for the purposes of these by-laws, shall be deemed the annual meeting) and shall each serve a three-year term and hold office until the expiration of their terms and until their successors are elected and have qualified. The terms shall be staggered so that each year two (2) Directors shall be up for re-election. There shall be no limit on the number of terms which can be served by a Director.

Section 3. Resignation. Any director of the Corporation may resign at any time by giving his resignation to any officer of the Corporation. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 4. Removal. Any or all of the directors may be removed, either with or without cause, at any meeting of members, notice of which shall have referred to the proposed action. Any director may be removed for cause by a vote of a majority of the entire board of directors.

Section 5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the board for any reason may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall be elected to hold office until the next annual meeting at which the election of directors is in the regular order of business, and until a successor is elected or appointed and qualified.

Section 6. Compensation. No director as such shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his expenses, except pursuant to authorization of the board of directors. This section shall not preclude any director from serving the Corporation in any other capacity or from receiving compensation for such services and reimbursement for his related expenses.

Section 7. First Meeting of Each New Board of Directors. The first meeting of a newly elected board of directors may be held without notice immediately after the annual meeting of members if a quorum of the board is present, and no notice of such meeting shall be necessary. In the event the first meeting of a newly elected board of directors is not held at said time, this meeting shall be held as provided in Section 8 hereof.

Section 8. Meetings of Directors. Meetings of the board of directors shall be held at such times and at such places as may be determined by action of the board of directors or in the absence of such action by any two directors or the president pursuant to such notice as is required by Section 9 hereof.

Section 9. Notice of Meetings of Board of Directors. Notice of the time and place of each meeting of the board of directors shall be given by the president or the secretary, or by the two members of the board calling the same to each member of the board not less than three (3) days before the meeting by mailing the notice, postage prepaid, addressed, to each member of the board at his residence or usual place of business, or not less than one (1) day before the meeting by delivering the notice to each member of the board personally, or by telephone. Notice of a meeting of the board of directors or a committee thereof need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. The attendance of any director at a meeting of the board or a committee thereof without

protesting prior thereto or at its commencement the lack of notice to him shall constitute a waiver of notice by him. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

Section 10. Quorum. At all meetings of the board of directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 11. Procedure. The order of business and all other matters of procedure at every meeting of directors may be determined by the presiding officer.

Section 12. Committees of the Board. The board of directors may, by resolution or resolutions adopted by a majority of the entire board, designate from among its members one or more committees, each consisting of three or more directors, and each of which, to the extent provided by the applicable resolution, shall have all of the authority of the board of directors, except insofar as its exercise of authority may be inconsistent with any provision of law, the certificate of incorporation or these by-laws. The board may designate one or more directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee. The committees shall keep regular minutes of their proceedings and make the same available to the board upon request.

Section 13. Annual Report. The board of directors shall keep a fair record of all of the transactions of the Corporation, a report of which, prepared in accordance with the provisions of the Not-For-Profit Corporation Law, shall be presented at each annual meeting of the

members of the Corporation. The report shall be filed in the Corporation's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of members.

Section 14. Action Without A Meeting. Any action required or permitted to be taken by the board of directors or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the board or the committee.

Section 15. Meetings by Conference Telephone. Any one or more members of the board of directors or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be elected by the board of directors and may include: a president, one or more vice presidents, a secretary, a treasurer, and such additional officers as the board may deem desirable. Such additional officers shall exercise such powers and perform such duties as usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the board of directors.

Section 2. Term of Office. The officers of the Corporation, unless otherwise determined by the directors, shall hold office until their successors are elected and have qualified. Any officer may be removed at any time with or without cause by the board of directors. Vacancies in any office shall be filled by the board of directors.

Section 3. The President. The president shall be the chief administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation. The president shall preside at meetings of members and of the board of directors, and perform all such other duties as usually pertain to his office or are properly required by the board of directors.

Section 4. The Vice Presidents. In case of the death or absence of the president, or of his inability from any cause to act and perform his duties, one of the vice presidents, in order of his seniority, shall perform the duties of the office.

Section 5. The Secretary and Assistant Secretaries. The secretary shall issue notices of all meetings of members and directors where notices of such meetings are required by law or these by-laws. The secretary shall attend all meetings of the members and of the board of directors and keep the minutes thereof. The secretary shall affix the corporate seal to and sign such instruments as require the seal or his signature and shall perform such other duties as usually pertain to the office or as are properly required by the board of directors.

The assistant secretaries, if any, may, in the absence or disability of the secretary, or at his request, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors shall prescribe.

Section 6. The Treasurer and Assistant Treasurers. The treasurer shall have the care and custody of all moneys and securities of the Corporation. The treasurer shall keep full and accurate accounts of all the moneys received and paid by him on account of the Corporation. The treasurer shall make and sign such reports, statements and instruments as may be required of him by the board of directors or by the laws of the United States or of the State of New York,

and shall perform such other duties as usually pertain to the office or as are properly required of him by the board of directors.

The assistant treasurers, if any, may, in the absence or disability of the treasurer, or at his request, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors shall prescribe.

Section 7. Officers Holding Two or More Offices. Any two or more of the above-mentioned offices, except those of president and secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 8. Temporary Transfer of Powers and Duties. In case of the absence or illness of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director.

Section 9. Compensation. The compensation of all officers shall be fixed by the board of directors or a committee thereof. The compensation of other employees shall be fixed by the president or other officers or employees, subject to any limitations prescribed by the board of directors or a committee thereof.

ARTICLE V

Indemnification

The Corporation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, trustee or officer of the Corporation, or, while a director, trustee or officer, serves or served, at the request of the

Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall advance or promptly reimburse upon request any director, trustee or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

ARTICLE VI

Miscellaneous

Section 1. Form of Seal. The seal of the Corporation shall be in such form as the directors shall determine.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence August 1 in each calendar year and end on July 31, unless otherwise provided by the board of directors.

Section 3. Amendment. These by-laws may be added to, amended or repealed either by the members or by the board of directors. The board of directors by vote of a majority of the entire board or the members may amend the by-laws to increase or decrease the number of directors. Any by-laws adopted by the board may be amended or repealed by the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

