

Articles of Organization and By-Laws of the Midwest Conference on Masonic Education

ARTICLE I Name and Purpose

Section 1.

This organization shall be known as the Midwest Conference on Masonic Education and its purpose shall be the ways and means of Masonic education.

Section 2.

The mission of the Midwest Conference on Masonic Education shall be as follows:

The Midwest Conference on Masonic Education is comprised of Canadian and United States Masonic jurisdictions located in the upper central Midwest region of the United States of America as well as organizational and individual members interested in Masonic Education. It is the mission of the Conference, as a non-profit entity to provide (a) a communications and support network for its members jurisdictions, (b) an annual forum whereby Masons in the member jurisdictions and other parties who have a vital interest in Masonic Education can come together to share experiences, knowledge, and insights related to the continuing development of the Masons in their jurisdictions, and (c) publication of occasional newsletters and the proceedings of its Annual Meetings, making copies available to its members and others interested parties.

This mission will be accomplished by appropriate communication links, the presentation of scholarly Masonic papers, topical roundtable discussions, jurisdictional reports, as well as opportunities for fellowship which foster inter-jurisdictional acquaintances and supportive relationships.

ARTICLE II Membership and Meetings

Section 1.

Jurisdictional Conference Membership consists of such Recognized Masonic Jurisdictions as have paid dues and are in good standing with the conference for the current year.

- A. A list of jurisdictions that are in good standing will be made available on request to the Conference Treasurer and is attached hereto as Appendix Exhibit A

Each Jurisdictional Member may appoint up to 7 official representatives to attend the annual conference and vote in its behalf. Any Recognized Masonic Jurisdiction may apply to join the Conference at any time prior to the Annual Meeting by application to the Executive Secretary accompanied by current year's dues. Acceptance or rejection of an application shall be decided by vote of the Board of Directors. Current membership shall be announced at the start of each annual meeting.

Section 2

Individual Conference Membership consists of Master Masons belonging to Recognized Masonic Jurisdictions who are in good standing in all lodges to which they belong and have paid dues and are in good standing with the conference for the current year. Each Individual Member has one vote in their own behalf. Any eligible Mason may apply to join the Conference at any time prior to the Annual Meeting by application to the Executive Secretary accompanied by current year's dues. Acceptance or rejection of an application shall be decided by vote of the Board of Directors. Current membership shall be announced at the start of each annual meeting.

Section 3.

Organizational Conference Membership consists of Masonic-affiliated organizations approved by the Board of Directors (including Masonic Lodges, appendant bodies, clubs, interest groups, etc.) paid dues and are in good standing with the conference for the current year. Each Organizational Member may appoint up to 3 official representatives to attend the annual conference and vote in its behalf. Any Organization may apply to join the Conference at any time prior to the Annual Meeting by application to the Executive Secretary accompanied by current year's dues. Acceptance or rejection of an application shall be decided by vote of the Board of Directors. Current membership shall be announced at the start of each annual meeting.

Section 4.

The Annual Meeting of this Conference shall be held once each year at such time and in such manner as the President deems appropriate, including determining if the meeting will be in person or held through electronic means. The President shall also recommend the conference theme. Annual Meetings are typically held in the spring and meeting locations will typically rotate among member jurisdictions in an orderly fashion; however, specific meeting dates, city locations, and program activities will be left to the individual discretion of the selected jurisdiction. The cost per participant for non-member or additional jurisdictional attendees will be announced in advance. All required registration fees must be paid before the conference begins. All members shall be entitled to a \$25 discount in their registration fees for attendance at the Annual Meeting.

Section 5

The conference may also hold Special Meetings at other times throughout the year as the President deems appropriate.

ARTICLE III **Officers and Board of Directors**

Section 1.

The officers shall consist of the Immediate Past President, President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, and Fifth Vice President, Executive Secretary and Treasurer who shall be elected for a one-year term by show of hands at the Annual Meeting.

Section 2.

The Officers thus elected shall be installed near the close of the Annual Meeting and shall serve until their successors are elected and installed.

Section 3.

- A. The resignation of any elected officer may be accepted by the Conference. The vacancy shall be filled as soon as convenient, by special election held under authority of the Board of Directors.
- B. Ballots for special election will be distributed and collected by the Secretary or such proxy as designated and appointed by the President in the absence of an installed Secretary.
- C. Ballots for special election will be distributed and collected in hard copy form using USPS mail or by digital communication such as "email" or appropriate equivalent. Verbal ballots will not be counted

Section 4.

- A. As required by the Articles of Incorporation, attached hereto as Appendix Exhibit B, the 5 principal officers of the Conference shall constitute the Board of Directors. The 5 Principal Officers shall be defined as Immediate Past President, President, First Vice President, Executive Secretary and Treasurer.
- B. The Board of Directors serves as the organization's Finance Committee.
- C. The duties of the Board of Directors will include but are not limited to the review and approval of all vouchers and receipts, implementation of all tax and corporate filings, approval of all key contracts and business agreements, and public relations oversight.
- D. The Immediate Past President shall be designated as the Chairman of the Board and when voting, the Chairman of the Board only votes to make or break a tie.
- E. The Board of Directors shall meet, including via telephone or electronic conference at least (3) times per year at a date and time arranged by the Executive Secretary.
- F. The list of assigned members of the Board of Directors and Officers shall be updated each year in the organization's By-Laws Appendices as Appendix Exhibit C.
- G. Directors shall maintain and/or update current copies of the organization's By-Laws and its Policies and Procedures Manual.

ARTICLE IV
Duties of Officers

Section 1.

Immediate Past President

The duties of the Immediate Past President shall be to assist the President and other officers to carry out the planning business of the Conference by facilitating exit surveys from the previous year's Annual Meeting and providing feedback and guidance for the upcoming Annual Meeting. He shall also serve as Chairman of the Board of Directors and have the casting vote in the event of a tie.

Section 2.

President

The duties of the President shall be to facilitate planning and preparations for the Annual Meeting of his term and to assist in maintaining necessary communication between member jurisdictions. He shall preside at this meeting, conducting its business, and the election of officers for the subsequent annual term. The Annual Meeting shall take place within the jurisdiction of the President unless otherwise requested by him.

The President shall further determine the order of business, shall regulate all debate and conduct of members and visitors at the Annual Meeting, shall advise, instruct and reprove the members as shall appear necessary and proper, and shall use all proper means to perfect the officers and members in work related to Masonic education and other aspects of the Conference's mission.

Should there be work required between the time of election of the President and the Annual Meeting approximately one year later, the President is responsible to ensure its timely dispatch whether the assignments are his or that of a committee(s). This shall particularly be the case with the Nominating Committee.

Section 3.

First, Second, Third, Fourth, and Fifth Vice Presidents

The positions of First, Second, Third, Fourth, and Fifth Vice Presidents, are advancing officer positions of the Conference, are provided for the purpose of acquainting the incumbent officers with the history, philosophy, and administrative operation of the Conference during the five years prior to the assumption of the Presidency. The duties of these positions are to (a) render assistance to the President and Secretary when necessary, (b) to assist in the programming considerations for the Annual Meeting, and (c) when possible, to prepare and deliver a presentation at the Annual Meeting.

Section 4.

Executive Secretary

- A. The Executive Secretary is an unpaid, non-advancing position in the officer ranks for the Conference. The incumbent in this position continues each year to serve at the will and satisfaction of the membership, ~~or until he chooses to retire from the position.~~ And as such he holds an office of broad authority and fiscal responsibility.
- B. The Executive Secretary shall maintain an accurate written account in digital form of the proceedings of the Annual Meeting and other significant events during the year. He shall maintain an accurate record of all monies or any other funds received and in turn, give said funds to the Treasurer for proper payment when properly certified. The books and recordkeeping will dovetail with the Treasurer for safekeeping. Regular and reasonable disbursements shall be made throughout the year at his discretion, but special disbursements of any funds from these accounts must be made with the consent of the Conference at the Annual Meeting.
- C. Throughout the year, the Secretary is responsible for maintaining communication with all members, and especially with those jurisdictions which have not hosted an Annual Meeting in recent years, inviting them to recommend a name of a new Fifth Vice President and as such securing their agreement to become a host. The Secretary must then inform the President of this agreement.
- D. The Executive Secretary shall act as **or appoint** the designated “Registered Agent of Record” or “Power of Attorney” for the organization.
- E. Appropriate expenses incurred by the Secretary and or the Treasurer in the year between Annual Meetings must be borne by the Conference’s treasury.

Section 5.

Treasurer

- A. The Treasurer is an unpaid, non-advancing position in the officer ranks for the Conference. The incumbent in this position continues each year to serve at the will and satisfaction of the membership, ~~or until he chooses to resign from the position.~~
- B. The duties of the Treasurer are to manage, maintain, and receive member annual dues and any other funds collected for the express use of the Midwest Conference on Masonic Education. A bank account will be maintained for the purposes of conducting Conference business. For amounts drawn from this account for \$3,000.00 or more, signatures from two authorized signers shall be required. A list of authorized signers shall be attached hereto as Appendix Exhibit D.
- C. The treasurer shall present an annual audited financial report, in written and digital form, to the conference during the Annual Meeting.

ARTICLE V Committees

Section 1.

There shall be five permanent committees functioning at the Annual Meeting of the Conference: Nominations, Planning, Resolutions, Memorial, and Audit.

Section 2.

The Nominations Committee is responsible for the review and suggestion of eligible candidates for the advancing officer positions. This will entail identifying a nominee for the position of Fifth Vice President since this position becomes vacant each year. In the event a vacancy occurs in any of the other officer positions including the Secretary or Treasurer, the Nominating Committee shall be responsible for identifying the replacement candidates.

Section 3.

The Planning Committee is required to review the location of previous Annual Meetings, preferably over the past decade, determine which jurisdiction is next in line for hosting the Conference's Annual Meeting, and then make a recommendation to the members present. This committee also has the responsibility for shaping the agenda for the subsequent year's Annual Meeting. The composition of this committee must have representation of fifty percent or more of the member jurisdictions.

Section 4.

The Resolutions Committee is responsible for drafting a Statement of Resolutions that primarily identifies Conference individuals and groups who should be appropriately recognized and commended for exceptional efforts.

Section 5.

The Memorial Committee shall poll the member jurisdictions in order to identify the passing of significant members during the past year, especially those involved in Masonic Education or holding Grand Lodge rank. At least one month prior to the Annual Meeting, the committee should solicit this information from the Grand Secretary's Office of each member jurisdiction.

Section 6.

The Audit Committee is responsible for carefully examining the Conference's books, making a determination of both their accuracy and proper handling, and then reporting their findings at the Annual Meeting. At that time, every effort should be made to correct any inaccuracies or irregularities.

- A. The audit committee shall be appointed, by the President, each year. The Audit committee shall include the President, the Treasurer, the Secretary, and two additional regular members of the conference, as named by the President.
- B. All documents pertaining to the annual audit may be distributed, received and/or collected by electronic communication, in digital form.
- C. The Treasurer's annual financial report and the corresponding Audit Report, attesting to the accuracy of the Treasurer's report and books, shall be signed off by the members of the Audit Committee on the first day prior to the opening session of the Annual Meeting

Section 7.

From time to time, it may become necessary for certain projects to be undertaken during the course of the year, and between any two Annual Meetings. In such case(s), it is the responsibility of the President to appoint an ad hoc committee(s) to carry out such endeavors and to follow up, with the committees, to ensure proper and timely completion of their assignments.

ARTICLE VI Annual Dues and Funding

Section 1.

The annual dues for members are as follows:

- A. Jurisdictional Members - \$350
- B. Organizational Members - \$150
- C. Individual Members - \$50

Section 2.

The Midwest Conference may solicit grants and support from non-member sources as may be deemed appropriate by the Board of Directors. All special contributors, during a single conference year, will be recognized in the minutes of the conference for the year it is received.

Section 3.

Any member which has not paid current year's dues and is not in good standing at the time of the Annual Meeting shall automatically be removed from membership and shall not be entitled to have any vote cast in its behalf at that annual meeting. Good standing may be restored at any time by payment of current year's dues.

ARTICLE VII Procedures and Finances

Section 1.

Eligibility for voting at the Annual Meeting is limited to those in attendance, who are in good standing

Section 2.

The purpose of the Annual Meeting is to provide a forum for those interested in Masonic education to share their ideas and experiences. Therefore, a number of formal papers and other presentations will be delivered at each annual gathering. Those planning an Annual Meeting program should make a good faith effort to have a shared conference by having at least half of the Jurisdictional Members making presentations.

Section 3.

A record of each Annual Meeting's presentations, jurisdictional reports, and general discussions will be recorded and made available in digital form. The Executive Secretary shall distribute these proceedings in appropriate quantities to each member jurisdiction. A copy of such proceedings shall be made available to each living past officer of the Midwest Conference.

Section 4.

In the course of administering an Annual Meeting, it must be the intention of the host jurisdiction to make every attempt to accurately anticipate the level of expenses and to cover the same in the setting of registration fees. The objective is to sustain neither a financial loss nor significant gain, but to cover expenses. As such, it is not possible for a jurisdiction to financially benefit directly from operating an Annual Meeting, but it is feasible to achieve a modest excess of funds for the Conference treasury.

Those expenses incurred during the administration of an Annual Meeting not covered by the sum of participant fees shall be borne by the host jurisdiction. However, the Conference is empowered to provide up to \$1,000.00 in advance funds to any host jurisdiction needing the same. Such funds might be required for block reservations for guest and meeting rooms, advances for entertainment, and promotional materials. This advance is repayable to the Conference out of the funds received from individual participants, should income exceed expenses.

ARTICLE VIII
Amendments

Section 1.

Amendments to these By-Laws must be presented in writing, at least 60 days in advance of the proposed change with the time of action thereon being the next Annual Meeting following the date of the proposed amendments. All registered attendees will be notified by appropriate communication of the proposed amendment(s) at least 30 days prior to the ballot on the amendment(s). All proposed amendments shall state the section or sections proposed to be amended, repealed, or annulled.

Section 2.

Ratification of proposed amendments shall require a two-thirds affirmative vote by show of hands of the members present, for adoption. When ratified, all member jurisdictions shall be notified within 45 days following the date of ballot and adoption.

Section 3.

These By-Laws shall be in effect and full force from and after their adoption.

ARTICLE IX
Indemnification

As a limited liability organization (company) operating in multiple Masonic jurisdictions, the members shall have no direct liability for any debt, obligation, or liability of the Midwest Conference on Masonic Education.

ARTICLE X
Choice of Law

In the event of a dispute arising under these Articles, the laws of the State of Iowa shall apply.

IN WITNESS WHEREOF, the undersigned member has hereunto executed these Articles of Organization and By-Laws, as revised.

APPENDICES

Appendix Exhibit A: List of jurisdictions in good standing

Appendix Exhibit B: Articles of Incorporation

Appendix Exhibit C: List of current Board of Directors and Officers

Appendix Exhibit D: Authorized Signers for all accounts

Appendix Exhibit A

List of Jurisdictions in Good Standing

- Most Worshipful Grand Lodge AF & AM of the State of Illinois
- Grand Lodge of Iowa AF & AM
- Grand Lodge of Missouri
- The Grand Lodge of AF & AM of Minnesota
- The Grand Lodge of AF & AM of Nebraska
- North Dakota Masonic Grand Lodge AF & AM
- Grand Lodge of Ohio F & AM
- Grand Lodge of AF & AM of South Dakota

Appendix Exhibit B
Articles of Incorporation

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ARTICLES OF INCORPORATION
OF
MIDWEST CONFERENCE ON MASONIC EDUCATION

TO THE SECRETARY OF THE STATE OF IOWA:

We, the undersigned, acting as incorporators of a corporation under the Revised Iowa Nonprofit Corporation Act, Iowa Code Chapter 504 of the Code of the State of Iowa, as amended, adopt the following Articles of Incorporation for such corporation.

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ARTICLE I

NAME

The name of this corporation shall be "Midwest Conference on Masonic Education".

ARTICLE II

DURATION

The corporation shall have perpetual duration.

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ARTICLE III

PURPOSE

The purposes for which the corporation is organized are fraternal and educational, specifically the dissemination of methods and topics for teaching about Freemasonry to Freemasons.

In the furtherance of its purposes, the corporation shall have power and authority to engage in any and all lawful activities that may be reasonably necessary or convenient for the accomplishment of any of its purposes, and to exercise all power and authority now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Iowa.

ARTICLE IV

RESTRICTION ON EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

38962

ARTICLE V
REGISTERED AGENT

The address of the initial registered office of the corporation is 4541 Coventry Lane NE, Cedar Rapids, Iowa, and the name of its initial registered agent at such address is Donald E. Mosier.

ARTICLE VI
MEMBERSHIP

The membership of the corporation shall be the following Grand Masonic Lodges:

- The Grand Lodge of Iowa, A.F. & A.M.
- The Grand Lodge of Minnesota, A.F.&A.M.
- The Grand Lodge of Missouri, A.F.&A.M.
- The Grand Lodge F.&A.M. of Wisconsin
- The Grand Lodge of Illinois, A.F.&A.M.
- The Grand Lodge F.&A.M. of Ohio
- The Grand Lodge F.&A.M. of Michigan
- The Grand Lodge of Manitoba, A.F.&A.M.
- The Grand Lodge of North Dakota, A.F.&A.M.
- The Grand Lodge of South Dakota, A.F.&A.M.
- The Grand Lodge A.F.&A.M. of Nebraska
- The Grand Lodge of Kansas, A.F.&A.M.

Additional Grand Lodges may be accepted as members upon their request and a majority vote of the delegates at a subsequent annual meeting of the corporation.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of the five principal officers, elected by the attendees at the corporations annual meeting. Said officers shall all be selected for one year terms from the general membership of the member Grand Lodges. The names, addresses, the date of expiration of their term of office for the persons who are to serve as the initial directors of the corporation are:

NAMES, OFFICE AND ADDRESSES	TERM EXPIRES
Larry Reynolds, President 443 Wildwood Dr. Rogersville MO 65742	May 08, 2010

38963

Robert I. Murphy, 1st Vice President
PO Box 1014
Novi MI 48376

May 08, 2010

Charles R. Murphy, 2nd Vice President
PO Box 158
Rossford OH 43460-0158

May 08, 2010

Constante Uson, 3rd Vice President
88 Mallard Way
Winnipeg MB R2R 1Y1

May 08, 2010

Donald E. Mosier, Executive Secretary/Treasurer
4541 Coventry Lane NE
Cedar Rapids IA 52402

May 08, 2010

ARTICLE VIII

LIABILITY

Directors, officers, employees and members of the corporation and their private properties shall not be liable in any manner for corporate debts, obligations, undertakings or liabilities. No director, officer, employee or member shall be personally or individually liable for any claims based upon an act or omission of such person performed in the reasonable discharge of his lawful corporate duties.

ARTICLE IX

DISSOLUTION

Upon 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 of the assets of the corporation equally to the several member Grand Lodges. Any such assets not so disposed of shall be disposed of by the District Court of Iowa of the county in which the registered agent of the corporation is then located, exclusively for such educational or charitable purposes or to such educational or charitable organization or organizations as said Court shall determine.

ARTICLE X

BYLAWS

The corporation shall adopt suitable bylaws, which shall contain all provisions for the regulation and management of the affairs of the corporation not inconsistent with the law and these Articles of Incorporation

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ARTICLE XI
AMENDMENTS

The corporation reserves the right, from time to time, to amend, alter or to add any provision to its Articles of Incorporation in the manner now or hereafter prescribed by law.

ARTICLE XII
INCORPORATORS

The names and addresses of the Incorporators are:

Donald E. Mosier
4541 Coventry Lane NE
Cedar Rapids IA 52402-7028

Donald E Mosier

Jack L. Butler
2910 Olde Country Lane
Dubuque IA 52001-1068

Jack L Butler

Tim S. Anderson
PO Box 279
Cedar Rapids IA 52406-0279

Tim S. Anderson

IN WITNESS WHEREOF, the aforesaid Incorporators have caused the execution of the foregoing Articles of Incorporation on this 14th day of May, 2009.

William R. Crawford
Name

Karen J. Davies
Name

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Appendix Exhibit C

List of current Board of Directors and Officers

- **Immediate Past President/Chairman, BOD:** Scott Dueball (IL)
- **President/Member, BOD:** Joshua Thompson (MO)
- **Treasurer/Member, BOD:** Joshua Thompson (MO)
- **Executive Secretary/Member, BOD:** Thomas Hauder (NE)
- **First Vice President/Member BOD:** Chad Kopenski (IL)
- **Second Vice President:** Andrew Niemeyer (MN)
- **Third Vice President:** James Buckhorn (IN)
- **Fourth Vice President:** Vacant
- **Fifth Vice President:** Vacant

Appendix Exhibit D

Authorized Signers for all accounts

Current signers on Conference accounts per properly executed forms on file with Collins Community Credit Union as of 9/13/2021 are as follows:

- Joshua Thompson, Treasurer
- Thomas Hauder, Executive Secretary