

# Draft 1

**RESTATED ARTICLES OF ASSOCIATION  
of the  
ELF KHURAFEH TEMPLE ASSOCIATION**

**RESTATED**

ORIGINAL ARTICLES OF INCORPORATION FILED APRIL 12, 1926

Pursuant to the provisions of Public Act 84 of 1921, and Public Act 162 of 1982, of the State of Michigan, the Elf Khurafeh Temple Association executes the following Restated Articles of Association:

## **Article I. Name**

The name of the Association is: Elf Khurafeh Temple Association.

## **Article II. Purpose**

The purposes for which the Elf Khurafeh Temple Association (“Association”) is formed are:

1. To provide a building or buildings to be used for Elf Khurafeh Shriners purposes. In furtherance of this purpose the Association may:

A. Take, receive, purchase, and hold in its corporate capacity, and for its corporate purposes, real and personal property, and demise, sell, convey, use, and dispose of the same, or any part thereof, at its pleasure;

B. Erect and own suitable building or buildings to be used, in whole or in part, for meetings of Elf Khurafeh Shriners bodies, and;

C. Borrow money and for that purpose may mortgage its property.

2. To operate exclusively for the purposes set forth in Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, specifically to hold title to property, collect income therefrom, and turn over the entire amount thereof, less expenses, to the Shareholder Elf Khurafeh Shriners, a fraternal organization exempt from taxation under section 501(c)(10) of the Internal Revenue Code of 1986, as amended.

3. Notwithstanding any other provisions of these Articles, the Association will not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986, as hereafter amended.

4. No part of the net earnings of the Association may inure to the benefit of, or be distributable to, its Trustees, officers or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the corporate purposes.

# Draft 1

## Article III. Formation

1. The Association is organized on a stock basis. The Association has authority to issue a total of One (1) share at One Dollar and no cents (\$1.00) per share. There is one (1) class of shares with relative rights, preferences, and limitations as follows:

A. Shares are not transferable.

B. A Share owner must be a temple chartered or under dispensation by Shriners International.

C. A Share is canceled when the owner of the share is no longer a temple chartered or under dispensation by Shriners International.

D. A Share is canceled when the Charter of the owner of the share is permanently moved to a meeting place that is not being provided by the Association after the final approval of the Dispensations and Charters Committee of Shriners International is granted for the owner of the share to permanently move its meeting place pursuant to Shrine Law.

E. The Association may issue some or all of the shares without certificates.

F. The Association will keep a book, to be known as the stock transfer book of the Association, containing the name of each shareholder of record, together with such shareholder's address and the number of shares held by such shareholder. Shares of stock of the Association are not transferable except as hereinafter provided in the case of loss, destruction, or mutilation of certificates. No transfer of stock can be entered until the previous certificate, if any, has been surrendered and canceled. Transfer of shares of the Association represented by certificates must be made on the stock transfer book of the Association only upon surrender of the certificates for the shares sought to be transferred by the holder of record thereof or by such holder's duly authorized agent, transferee or legal representative, who must furnish proper evidence of authority to transfer with the Secretary of the Association. All certificates surrendered for transfer must be canceled before new certificates for the transferred shares can be issued. Except as otherwise provided by law, no transfer of shares will be valid as against the Association, its shareholders, or creditors, for any purpose, until it has been entered in the stock records of the Association by an entry showing from and to whom transferred.

2. The term of the existence of the Association is perpetual.

3. The identification number assigned by the Department of Licensing and Regulatory Affairs is 800882601.

## Article IV. Resident Agent and Registered Office

1. The name of the resident agent is: Clarence W. Meyer Jr.

2. The street address of its registered office is:      The mailing address of its registered office is:  
4240 W Wilson Rd      P.O. Box 1  
Clio, MI 48420      Clio MI 48420

# Draft 1

## **Article V. Management**

1. The business of the Association will be managed by its Board of Trustees (“Board”), which may exercise all such powers of the Association and do all such lawful acts and things not prohibited by law, the Articles of Association, or the Bylaws.
2. The Board may delegate those functions and authority that it deems necessary or appropriate to Association officers, staff, or others.
3. The officers of the Association are a President, Secretary, Treasurer, and any other officers as prescribed in the Bylaws or determined by the Board. The Potentate of Elf Khurafeh Shriners will serve as President of the Association. The Recorder of Elf Khurafeh Shriners will serve as Secretary of the Association. The Treasurer of Elf Khurafeh Shriners will serve as Treasurer of the Association.

## **Article VI. Number and Qualification of Trustees**

The Board will consist of members as determined by the Shareholder.

## **Article VII. Rules of Qualification and Government of Shareholders**

The following rules are reasonable, germane to the purposes of the Association, and will be equally enforced as to all Shareholders:

1. A Shareholder must be a Temple chartered or under dispensation by Shriners International, an organization exempt from taxation under section 501(c)(10) of the Internal Revenue Code of 1986, as amended.
2. Elf Khurafeh Shriners, in its duly chartered and constituted capacity is the Shareholder, not the individual members of the Elf Khurafeh Shriners. The Shareholder’s Share is voted by its Potentate. Whenever the Potentate of Elf Khurafeh Shriners cannot attend the Annual or Special Meeting of the Association, the Chief Rabban or Assistant Rabban shall, according to rank, be his proxy and the legal representative of Elf Khurafeh Shriners. In anticipation of the possible failure or inability of any of these Temple officers to attend, the Potentate may, at any time prior to the Annual or Special Meeting of the Association, appoint any member in good standing as the representative of Elf Khurafeh Shriners, and he shall receive a certificate of his appointment as proxy, signed by Elf Khurafeh Shriners’ Recorder and under the Seal of Elf Khurafeh Shriners. A Share which is purported to be voted or any proxy purported to be executed in the name of Elf Khurafeh Shriners (signed by the Temple’s Recorder) shall be presumed to be voted or the proxy executed in accordance with the provisions of this subdivision, unless the contrary is shown.

## **Article VIII. Liability and Indemnification**

1. No member of the Board of Trustees of the Association who is a volunteer director, as that term is defined in 1982 PA 162, MCL 450.2101 *et seq.*, (“the Act”), or a volunteer officer shall

# Draft 1

be personally liable to this Association or its Shareholder for money damages for any action taken or any failure to take action as a director or volunteer officer, except liability for the following:

- A. The amount of a financial benefit received by a Trustee or volunteer officer to which he is not entitled.
- B. Intentional infliction of harm on the Association or its shareholder,
- C. A violation of MCL 450.2551. (Liability of Director for certain corporate actions; liability of shareholder or member accepting or receiving distribution contrary to law.).
- D. An intentional criminal act.
- E. A liability imposed under MCL 450.2497(a). (Reasonable expenses and fees for commencing or maintaining a Derivative proceeding in bad faith or without reasonable cause.).

If the Act is amended after the filing of these Articles of Association to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, the liability of members of the board of directors or officers, in addition to that described in these Articles, are eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of Article VIII shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this Association for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

2. The Association assumes liability for all acts or omissions of a volunteer Trustee, volunteer officer, or other volunteer if all of the following are met:

- A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- B. The volunteer was acting in good faith.
- C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- D. The volunteer's conduct was not an intentional tort.
- E. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under MCL 500.3135.

## **Article IX. Bylaws**

1. The power to adopt, amend, or repeal the Bylaws is reserved exclusively to the Elf Khurafeh Shriners Board of Directors.
2. The Bylaws may contain any provision for the regulation and management of the affairs of the Association not inconsistent with law or these Articles of Association.

## **Article X. Reservation of Rights**

1. Elf Khurafeh Shriners reserves to itself the authority to authorize shares that are issued for no consideration as well as all other authority under MCL 450.2314.

# Draft 1

2. The Association may not issue shares pro rata and without consideration to the Association's shareholder or to the shareholder of one (1) or more classes as a share dividend.
3. The board may not designate executive committees.
4. The Association may not lend money to, guarantee an obligation of, or otherwise assist an officer or employee of the Association.
5. Approval by Elf Khurafeh Shriners is required before the Board may take any of the following actions:
  - A. Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the property and assets in the usual and regular course of business.
  - B. Sell, lease, exchange, or otherwise dispose of all, or substantially all, of the property and assets following approval of a dissolution under MCL 450.2804.
  - C. Transfer any or all of the property and assets to another corporation of which the Association owns all of the shares, or to another entity that the Association controls or wholly owns, whether or not in the usual and regular course of business.
  - D. Mortgage or pledge any or all of the property and assets, whether or not in the usual and regular course of business.
6. Elf Khurafeh Shriners reserve to itself the power to abandon a sale, lease, exchange, or other disposition previously authorized.

## **Article XI. Board of Trustees Meetings**

1. The Board will not hold more than one Regular Meeting in any calendar month and will hold not less than four (4) Regular Meetings in any calendar year. A Regular meeting will be held on the second Wednesday of the month in which it is held. The exact hour of all meetings, will be designated by the President.
2. The Bylaws may provide an alternate day for holding a Regular Meeting in case the regular day is a legal or religious holiday or a weather emergency.
3. The President will preside at all meetings of the Board or Shareholders, and has general management authority over all activities of the Association. He will execute all resolutions of the Board, which are not contrary to law or these Articles of Association.
4. Special meetings of the Board may be called by the President or any two (2) Trustees. The time will accommodate the schedules of the Trustees to the extent practicable. Notice of the time and place of special meetings must be given to each Trustee in any manner at least seven (7) days before the meeting. A Trustee's attendance at or participation in a meeting waives any required notice to him of the meeting unless he, at the beginning of the meeting, or when he arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

# Draft 1

5. The business to be transacted at, and the purpose of, any special meeting of the Board must be specified in the notice for that meeting, and no other business may be transacted.
6. A Trustee may participate in a meeting by means of conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this subsection constitutes attendance in person at the meeting.
7. A quorum consists of six members of the Board, one of whom must be the Potentate, Chief Rabban, or Assistant Rabban of Elf Khurafeh Shriners. Actions voted on by a majority of Trustees present at a meeting where a quorum is present constitutes authorized actions of the Board.
8. An action required or permitted to be taken under authorization approved at a meeting of the Board may be taken without a meeting if, before the action, all members of the Board then in office consent to the action in writing or by electronic transmission. The written consents must be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.
9. A member in good standing of Elf Khurafeh Shriners has the right to attend any meeting of the Board and will be given a reasonable amount of time to address the Board on any matter except as provided below:
  - A. The Board may, by two-thirds (2/3) majority vote, close a meeting to Trustees and shareholder representatives only.
  - B. A member described above will not be excluded from a meeting otherwise open to the membership except for a breach of the peace, for conduct unbecoming a Noble of the Order, or unmasonic conduct, actually committed at the meeting.
10. An annual meeting must be held each year on the Second Wednesday in January unless such day falls on or during the New Year's weekend. In such event it must be held on the third Wednesday in January.

## **Article XII. Shareholders Meeting**

1. The Annual Meeting of the Shareholders will be held on the Second Wednesday in January unless such day falls on or during the New Year's weekend. In such event it must be held on the third Wednesday in January.
2. Special meetings of the Shareholders may be called by the Board or by the President.
3. The representative of a Shareholder will be its Potentate, or in his absence, the Chief Rabban, or in their absence, the Assistant Rabban, of Elf Khurafeh Shriners. However, in anticipation of the possible failure or inability of the Potentate, Chief Rabban, or Assistant Rabban to attend the Annual Meeting or special meeting, a Shareholder may send a proxy as appointed by the Shareholder and certified to the Board.

# Draft 1

## Article XIII. Dissolution

In the event of the dissolution of the Association, the Board of Trustees will cause the assets of the Association to be distributed as follows:

A. All liabilities of the Association will be paid or adequate provisions will be made for payment.

B. All of the Association's remaining assets, real and personal, will be distributed to Elf Khurafeh Shriners, if such organization is qualified as tax-exempt as a subordinate Temple of Shriners International, a fraternal association exempt from federal income tax under Section 501(c)(10) of the Internal Revenue Code of 1986.

C. If no Shareholder exist, the Association's remaining assets, real and personal, will be distributed to Shriners Hospitals for Children, an entity qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

D. If no Shareholder or the Shriners Hospitals for Children are so qualified, then all of the Association's remaining assets will be distributed to an entity qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees may determine. Any such assets not so disposed of, for whatever reason, will be disposed of by order of the Circuit Court for the County of Genesee, Michigan to such organization or organizations as said court may determine, which are organized and operated exclusively for charitable purposes.

## Certification

These Restated Articles of Association were duly adopted by the members on the \_\_\_\_\_ day of \_\_\_\_\_ in accordance with the provisions of section 641 of the Act. The necessary number of votes were cast in favor of these Restated Articles of Association.

Elf Khurafeh Temple Association

\_\_\_\_\_  
By: Clarence W. Meyer Jr.  
Its: Secretary

\_\_\_\_\_  
Date