

Memphis Knights of Saint Andrew
Valley of Memphis
Orient of Tennessee
Ancient and Accepted Scottish Rite of Freemasonry
For the Southern Jurisdiction of the United States of America

BYLAWS

ARTICLE I - AUTHORITY

Under the authority of the Constitution of the Memphis Knights of Saint Andrew, these Bylaws are hereby established to detail the specifics of membership, meetings, officers, method of operation of the Chapter and such other matters as may be deemed reasonable to place herein. Any portion of these Bylaws found to be in conflict with the said Constitution shall be null and void. In addition, any portion of these Bylaws found to be in conflict with the Constitution and Code of the Most Worshipful Grand Lodge of Free and Accepted Masons of the State of Tennessee or the statutes of the Supreme Council of Ancient and Accepted Scottish Rite of Freemasonry for the Southern Jurisdiction of the United States shall be null and void.

ARTICLE II - MEMBERSHIP

SECTION A. - CLASSES OF MEMBERSHIP

The Chapter shall have several classes of Membership, as follows.

Subsection 1. Active Members

Active Membership, as specified in the Constitution, shall have such additional rights, privileges and duties as stated herein.

Subsection 2. Charter Members

Charter Membership shall consist of those Active and Emeritus Members who are in good standing at the time that the Charter of the Chapter is approved by the Sovereign Grand Inspector General for the Orient of Tennessee and who willingly sign the Charter within a reasonable time of its approval. Charter Members shall have the right to wear a special ribbon or other regalia designating them as such.

Any other provision herein notwithstanding, Charter Members in good standing shall continue to count toward Quorum at any Stated or Called Meetings of the Chapter, whether they are Active or Emeritus Members. Any other provision herein notwithstanding, Charter Members in good standing shall be eligible to vote on all matters at any Stated or Called Meeting of this Chapter, whether they are Active or Emeritus Members.

Subsection 3. Emeritus Members

Emeritus Membership shall consist of those Active Members who have been honored by admission to the ranks of 32nd Degree Knight Commander of the Court of Honor and who are in good standing. Upon admission to the ranks of 32nd Degree Knight Commander of the Court of Honor, the Active Member shall automatically cease to be an Active Member and shall become an Emeritus Member. The dues for Emeritus Membership is hereby set at one-half the then-current rate of dues for Active Membership. Emeritus Members may serve on Project Teams, Committees, or other groups within the Chapter and may be appointed to serve in any of the appointed officer positions. Emeritus members shall not be eligible for election to any elected officer positions and shall not vote in the Stated or Called Meetings of the Chapter, except as specified herein.

Subsection 4. Ex-Officio Members

Ex-Officio Membership shall consist of those men who hold the following Offices within the Valley of Memphis and/or the Orient of Tennessee: the Sovereign Grand Inspector General or the Deputy of the Supreme Council for the Orient of Tennessee; the Personal Representative of the Sovereign Grand Inspector General or the Deputy of the Supreme Council for the Orient of Tennessee to the Valley of Memphis; the General Secretary of the Valley of Memphis; the Venerable Master of the Memphis Lodge of Perfection; the Wise Master of the Memphis Chapter, Knights of Rose Croix; the Commander, Memphis Council, Knights of Kadosh; and the Master of Kadosh of the Memphis Consistory. Ex-Officio Members may serve on Project Teams, Committees, or other groups within the Chapter and may be appointed to serve in any of

the appointed officer positions. Ex-Officio members shall not be eligible for election to any elected officer positions of the Chapter and shall not vote in the Stated or Called Meetings of the Chapter, except as specified herein.

Subsection 5. Honorary Members

Honorary Membership shall consist of those men or women who have rendered extraordinary and valuable aid and assistance to the Chapter and/or the Valley of Memphis and/or the greater Memphis community, and who are not otherwise Members within one of the other classes of membership, and who have been chosen by vote of the Membership at a Stated Meeting. All classes of membership may vote in the matter of choosing to confer an Honorary Membership.

Subsection 6. Associate Members

Associate Membership shall consist of those men who are in good standing in the Valley; and who have been honored by admission into the ranks of 32nd Degree Knight Commander of the Court of Honor; and who have petitioned the Chapter for admission and been approved by vote of the Active members as specified herein; and who have paid the fees and dues set herein for Associate Members. Associate members shall have the same rights, privileges and duties as specified herein for Emeritus Members. The initiation fee and dues for Associate Membership shall be one-half (1/2) of the then-current initiation fee and dues assessed for Active Membership. Associate Membership shall not exceed a number equal to twenty percent (20.0%) of the Active Membership. Any men who petition for Associate Membership once that limit is reached shall be placed on a waiting list for future consideration.

SECTION B. PETITION FOR MEMBERSHIP

Application for Active Membership of the Chapter shall be made by written petition to the Knight Recorder of the Chapter. Upon receipt of written petition, the Knight Recorder shall

present same to the membership at the next Stated or Called Meeting by reading the name of such applicant, together with such other pertinent information as the petition may contain. The Chief Knight shall then call for a secret ballot and the petition shall be voted upon by secret ballot of the active membership, as is customary in the Masonic fraternity. Three black balls or negative votes shall be sufficient to reject the applicant for membership. Such a rejection shall not prevent said applicant from again submitting a petition for membership. Following approval of any such applicant's petition, the applicant shall be initiated into the Chapter as soon as practicable. All initiation fees and subsequent dues must be paid in full prior to initiation and should accompany any petition for membership. Any fees or dues received with a petition that is rejected shall be promptly refunded to the applicant.

ARTICLE III - MEETINGS

Section 1. Stated Meetings

Stated Meetings of the Chapter shall be held on the Fifth (5th) Tuesday or Fifth (5th) Thursday of the month, whichever comes first, beginning at 6:00 p.m. at the Memphis Scottish Rite Building, or at another place and/or time as set by the Chief Knight. In the event that the Stated Meeting shall be held at another place and/or time, notice of the place and/or time shall be given to the membership at least one week in advance if possible, and in no event less than forty-eight hours in advance of said Stated Meeting.

Section 2. Called Meetings

Called Meetings of the Chapter may be set by the Chief Knight as he shall determine to be necessary or prudent, provided that notice of the date, time and place of any such Called Meetings shall be given to the membership at least one week in advance if possible, and in no event less than twenty-four hours in advance of said Called Meeting.

Section 3. Notice of Meetings

For purposes of these Bylaws, notice shall be deemed to have been given once it has been sent in written form via the U.S. Postal Service or other common delivery service, or if given in person by the Chief Knight or any other elected or appointed Officer of the Chapter operating under the instructions and at the request of the Chief Knight, or if given via the telephone by the Chief Knight or any other elected or appointed Officer of the Chapter operating under the instructions and at the request of the Chief Knight. The use of email, fax, or other forms of communication shall not constitute notice for purposes of these Bylaws. Notice may be waived by vote of the Active Membership if at least two-thirds of all the Active Members are present and agree to such a waiver.

Section 4. Annual Meeting.

As stated in the Constitution of the Chapter, the last Stated Meeting of each calendar year shall be deemed the Annual Meeting. At such Annual Meeting, in addition to any matter specified in the Constitution, the agenda shall include nomination and election of the elected Officers of the Chapter for the ensuing year and such other matters as may be specified herein or as may normally come before the Chapter.

Section 5. Quorum

Except as stated elsewhere within the Constitution or Bylaws of the Chapter, a quorum of members shall consist of five (5) or more Active or Charter members in good standing, so long as one of more of those five shall be the Chief Knight, Deputy Chief Knight or Knight Chief of Staff. Any section of the Constitution or Bylaws of the Chapter that requires a larger number for quorum of members or quorum of votes shall supersede this section in the specific situation(s) mentioned in such section, but not otherwise.

ARTICLE IV - ELECTED OFFICERS

SECTION A. RIGHTS, PRIVILEGES AND DUTIES

Subsection 1. Chief Knight

The Chief Knight is the chief executive officer of the Chapter, with powers analogous to those generally held by a Worshipful Master of a Lodge of Free and Accepted Masons in Tennessee. His specific powers and duties include presiding at all meetings, serving as an ex-officio member of all committees, appointing all appointed officers, serving as co-signator on all bank accounts held by the Chapter, and overseeing the general affairs of the Chapter, within the bounds of the Constitution and Bylaws of the Chapter and any other higher authorities.

Subsection 2. Deputy Chief Knight

The Deputy Chief Knight is the second in command of the Chapter, with powers analogous to those generally held by a Senior Warden of a Lodge of Free and Accepted Masons in Tennessee. His specific powers and duties include assisting the Chief Knight, serving as Education and Heritage Chairman of the Chapter, serving as acting Chief Knight in the absence of the Chief Knight, and such other powers and duties as may from time to time be voted upon by the members of the Chapter.

Subsection 3. Knight Chief of Staff

The Knight Chief of Staff is the third in command of the Chapter, with powers analogous to those generally held by a Junior Warden within a Lodge of Free and Accepted Masons in Tennessee. His specific powers and duties include providing for the meals and other hospitality needs of the Chapter, serving as acting Chief Knight in the absence of the Chief Knight and the Deputy Chief Knight, and such other powers and duties as may from time to time be voted upon by the members of the Chapter.

Subsection 4. Knight Bursar

The Knight Bursar is the fourth in command of the Chapter, with powers analogous to those generally held by a Treasurer within a Lodge of Free and Accepted Masons in Tennessee. His specific powers and duties include receiving monies from the Knight Recorder or any other member of the Chapter, keeping a true account of the funds and other assets of the Chapter, providing regular reports of same at the Stated or Called meetings or when requested to do so by the Chief Knight or acting Chief Knight, serving as co-signator on all bank accounts held by the Chapter, and such other powers and duties as may from time to time be voted upon by the members of the Chapter.

Subsection 5. Knight Recorder

The Knight Recorder is the fifth in command of the Chapter, with powers analogous to those generally held by a Secretary within a Lodge of Free and Accepted Masons in Tennessee. His specific duties include keeping a true record of the business of the Chapter as conducted at the Stated or Called meetings, providing notices to the membership of any proposed Amendments to the Constitution or Bylaws of the Chapter as specified elsewhere within the Constitution and Bylaws of the Chapter, keeping a current roster of the various classes of membership of the Chapter and who is in good standing within each class, and such other duties as may from time to time be voted upon by the members of the Chapter.

SECTION B. ELECTION AND TERM OF OFFICE

The Elected Officers of the Chapter shall be elected by the Active Members present and voting at the Annual Meeting, based upon nominations from the floor, beginning with election of the Chief Knight and then the Deputy Chief Knight and so on down to the Knight Recorder. Only Active Members shall be eligible for election. If there are two or more nominees for any position and none of the nominees receive a majority of the votes cast, the nominee receiving the least votes shall be eliminated and the matter re-voted, and so on until it is decided. Those elected shall serve from the end of the Annual Meeting at which they were elected until the end

of the next Annual Meeting. No formal installation of officers shall be required, but if the Chief Knight elects to have such a ceremony, it shall be held before or at the first Stated Meeting of the new year.

SECTION C. VACANCIES

Except as specified elsewhere herein, in the event that there are vacancies, whether due to death, incapacity, resignation or other cause, in any of the Elected Officer positions within the year, the remaining Elected Officers shall fill the vacancies by vote, if at least three Elected Officers remain. If fewer than three Elected Officers remain, those remaining shall set a Called Meeting of the Chapter, as specified elsewhere herein, for the purpose of filling the vacancies. If no Elected Officers remain, the General Secretary of the Valley of Memphis shall set the Called Meeting. Any vacancies thus filled shall be for the remainder of the term of the Elected Officer whose office was vacated.

SECTION D. RESIGNATION

In the event that any Elected Officer determines that he is unable or unwilling to fulfill the duties of his office and chooses to resign, he must provide written notice to the Chief Knight, acting Chief Knight or other presiding officer of the Chapter; turn over to said officer any assets, records, or other materials belonging to the Chapter; and, if possible, serve until a replacement is elected.

SECTION E. INCAPACITY

In the event that the Chief Knight or acting Chief Knight shall determine that any Elected Officer is no longer fit to serve, whether due to mental, physical or other disability, he may request that said Elected Officer resign. If such a request is refused, the matter of such disability shall be submitted to the Higher Authorities described elsewhere herein. If the Deputy Chief Knight shall determine that the Chief Knight is no longer fit to serve, he may request that the

Chief Knight resign. If such a request is refused, the matter of such disability shall be submitted to the Higher Authorities described elsewhere herein.

SECTION F. EMERITUS OFFICERS

While only those who are Active Members as of the beginning of the Annual Meeting are eligible for election as Elected Officers of the Chapter, any Elected Officer who is honored by admission to the rank of 32nd Degree Knight Commander of the Court of Honor during his term of office may serve out their term if they are willing, despite his change of membership status to Emeritus Member. For the sake of continuity of operations, the Chief Knight, Knight Bursar and Knight Recorder shall be especially encouraged to serve out their terms of office under such circumstances.

ARTICLE V - APPOINTED OFFICERS

The Chief Knight shall appoint the Knight Chaplain, the Knight of the Ritual, the Knight Defender and any appointed officers upon consultation with the membership. Any such appointed officers shall have such privileges and duties as may be designated by the Chief Knight.

ARTICLE VI - COMMITTEES OR PROJECT TEAMS

There shall be such Committees or Project Teams as may be set by vote of the Active Membership at any Stated or Called Meeting. Membership within Committees or Project Teams shall be by appointment of the Chief Knight and may include any class of member (Emeritus or Ex-Officio or Associate or Honorary), with the provision that only Active Members shall be eligible for Chairmanship of any Committee or Project Team of the Chapter. Any other provision herein notwithstanding, Charter Members in good standing shall be eligible to serve as Chairmen of Project Teams or Committees, whether they are Active or Emeritus Members. This special exemption for Charter Members shall expire at the Annual Meeting in the year 2010.

ARTICLE VII - PARLIAMENTARY PROCEDURE

All Stated or Called Meetings of the Chapter shall be conducted in accordance with prudent Masonic decorum, as specified within the Constitution and Code of the Most Worshipful Grand Lodge of Free and Accepted Masons of the State of Tennessee and/or the statutes of the Supreme Council of Ancient and Accepted Scottish Rite of Freemasonry for the Southern Jurisdiction of the United States, and Roberts Rules of Order.

ARTICLE VIII - REQUIREMENTS OF GOOD-STANDING MEMBERSHIP

SECTION 1. FEES AND DUES

Each candidate for Active or other class of membership within the Chapter shall pay such initiation fee and dues as shall be set by vote of the Active Members at the Annual Meeting for his class of member, if any. Dues shall be set at no more than one-half (1/2) the annual dues of the Valley.

SECTION 2. PAYMENT OF DUES

On or before the first Stated Meeting of each calendar year, the Knight Recorder shall submit dues statements for the current year to the Active members and the other classes of members. Members who have not paid annual dues by the second stated meeting of the year are subject to suspension for non-payment of dues. After investigation and upon motion and vote of the Active Membership, remission of annual dues may be granted to any deserving member.

SECTION 3. RESIGNATION FROM MEMBERSHIP

Any member of the Chapter may resign by submitting a written resignation to the Knight Recorder. Notwithstanding the foregoing, any appointed or Elected Officer must first comply

with the requirements stated elsewhere herein for resigning from their office before resigning from membership within the Chapter.

ARTICLE IX. REINSTATEMENT

A member who has been suspended for non-payment of dues shall be eligible for reinstatement upon payment of the dues in arrears plus the current year's annual dues. The member seeking such a reinstatement shall present a petition for reinstatement, signed by no less than two Active Members, to the Knight Recorder, who shall process said petition in the same manner as a petition for membership. The Active Membership shall vote on the petition for reinstatement in the same manner as described elsewhere herein for petitions for membership. If the petition for reinstatement is rejected, the current year's annual dues submitted with the petition shall be refunded as soon as practicable.

ARTICLE X. FINANCIAL OBLIGATIONS

The Chapter shall not incur any debt or financial obligation in excess of the amount of unencumbered cash on hand in the custody of the Knight Bursar at the time such debt is contracted.

ARTICLE XI. HIGHER AUTHORITY

The Sovereign Grand Inspector General or the Deputy of the Supreme Council for the Orient of Tennessee or his Personal Representative to the Valley of Memphis, acting solely and/or in conjunction with the Ex-Officio Members of the Chapter; or the Ex-Officio Members of the Chapter, acting under the authority of the Sovereign Grand Inspector General or the Deputy of the Supreme Council for the Orient of Tennessee or his Personal Representative to the Valley of Memphis shall have the authority to remove from office for cause any Elected or Appointed Officer of the Chapter and to declare such office vacant. In the event that such action is taken and it concerns an Elected Officer, the Chief Knight, acting Chief Knight, or other remaining

Elected Officers, if at least three remain, shall set a Called Meeting, as specified elsewhere herein, for the purpose of electing replacement officers from the Active members. If fewer than three Elected Officers remain after such action, the General Secretary of the Valley of Memphis shall set the Called Meeting. Any vacancies thus filled shall be for the remainder of the term of the Elected Officer whose office was vacated. In the event that such action is taken and it concerns an Appointed Officer, the Chief Knight, acting Chief Knight, or other presiding officer at the next Stated or Called Meeting shall fill the vacancy by appointment, upon consultation with the Ex-Officio Members of the Chapter.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended by a vote of two-thirds (2/3s) of the Active Members present and voting at any Stated or Called Meeting, provided that notice in writing of the proposed Amendment shall have been given at a preceding Stated or Called Meeting, and that notice in writing shall have been mailed to the Active Membership at least one month prior to the Stated or Called Meeting at which such proposed Amendment shall be considered. Any proposed Amendment to these Bylaws must be submitted in writing to the Knight Recorder of the Chapter in sufficient time to be placed on the agenda for a Stated or Called Meeting to be held prior to the meeting at which it shall be considered, and in sufficient time to be mailed to the Active Membership as stated herein. No Amendment shall become effective until approved by the Sovereign Grand Inspector General or the Deputy of the Supreme Council for the Orient of Tennessee.

Adopted this 31st day of March, 2005, and amended & ratified as amended in 2007 and 2008.

Timothy A. Gatewood, Past Chief Knight
Knight Recorder