

BEN ALI SHRINE UNIT BY-LAWS

BY-LAWS OF BEN ALI WRECKING CREW

As approved February 13, 1941

As amended and approved

July 1948

April 4.1949

March 1.1954

October 4. 1954

January 1. 1958

November 6, 1961

October 3, 1966

October 4, 1971

October 4, 1976

January 7, 1980

April 2, 1984

November 2, 1987

June 6, 1994

September 9, 2013

November 29, 2021

ARTICLE I

NAME AND ALLEGIANCE

Section 1. NAME. The name of this organization is Ben Ali Wrecking Crew.

Section 2. ALLEGIANCE. This organization is an authorized and chartered unit of Ben Ali Shrine, Shriners International. It is a part of and subordinate to Ben Ali Shrine and is subject to supervision and control by the Potentate of said Shrine. It recognizes that this organization and all of its parts exist by authority of the Potentate of Ben Ali Shrine, Shriners International, and are subject to his will and direction, and that said Potentate and all members, units and clubs and parts of said Shrine must abide and conform to the laws, code and authority of the Imperial Council, Shriners International, and the Grand Lodge of California and edicts of the Imperial Potentate and the Grand Master of Masons of California.

ARTICLE II

OBJECT AND PURPOSE

Section 1. PURPOSE. The purpose of this organization shall be to advance and promote the interests of the Wrecking Crew and of Ben Ali Shrine by participating in parades, ceremonials and other activities of said unit and said Shrine, by providing assistance to the officers of said unit and said Shrine, and by providing pleasant activity and good fellowship for members of said unit.

Section 2. OBJECT. The purposes of this organization are to handle the second section of the Shrine initiation and to do such other work as is requested of it by the Potentate of Ben Ali Shrine.

ARTICLE III

MEMBERSHIP

Section 1. ELIGIBILITY. Any person who is a Noble in good standing of Ben Ali Shrine, Shriners International, shall be eligible for membership in this unit.

Section 2. MEMBERSHIP QUALIFICATIONS AND CLASSIFICATIONS. Any eligible person who applies for membership on the form prescribed by the Board of Directors, and who tenders the membership fee, and shall qualify for membership. The membership of Ben Ali Wrecking Crew shall consist of five classifications.

(a) ACTIVE MEMBERS. Those engaged in performing the work done by the Ben Ali Wrecking Crew. Before being eligible for election as Active Members, applicants must have served as Probationary Members for at least one year.

(b) VETERAN MEMBERS.

(1) Those members who have served ten years or more as Active Members of the Ben Ali Wrecking Crew and have requested a transfer to Veteran Member status. For the purpose of this section, Active membership includes the time served as a Probationary Member.

(2) Any Active or Inactive Member of Ben Ali Wrecking Crew who, due to physical disability, is unable to perform the work required of Active Members, may request a transfer from Active or Inactive Membership to Veteran Membership. Such requests shall receive consideration by the Board of Directors and upon favorable vote of the Board, the member may be admitted to Veteran Membership.

(c) HONORARY MEMBERS. The incumbent Potentate, Director, elective officers of the Divan of Ben Ali Shrine, and any individual upon recommendation of the President and with unanimous support of the membership.

(d) PROBATIONARY MEMBERS. Applicants for Active Membership in the Ben Ali Wrecking Crew must first serve as Probationary Members. Applicants must attend three regular meetings before they can be considered for the rank of Probationary Member. Probationary Members are

entitled to attend regular and special meetings of the Crew and are expected to participate in the duties performed by Active Members, and do such other work as is assigned by the President of the Ben Ali Wrecking Crew, by the Director or by the Potentate of the Ben Ali Shrine.

Probationary Members do not vote during their probationary period.

(f) INACTIVE MEMBER. An Active Member may request to become inactive due circumstances beyond his control that will prevent him from meaningfully contributing to the Ben Ali Wrecking Crew. The period of inactivity is limited to one year. Active Members who are serving as Chief Rabban or Potentate may request to become inactive during the length of their terms and are not limited to one year. All requests for Inactive Membership shall receive consideration by the Board of Directors and upon favorable vote of the Board, the Active Member be admitted to Inactive Membership. Probationary Members do not qualify for Inactive Membership.

Honorary Members, Inactive Members, and Probationary Members may not vote nor hold office in the Ben Ali Wrecking Crew.

(I) ELECTION TO MEMBERSHIP

(1) Each application shall state the applicant's name, address, date of initiation in Ben Ali Shrine, age, reasons for wishing to become a member of Ben Ali Wrecking Crew and such other information as the Board of Directors may deem necessary.

(2) Applications for membership may be referred to an investigating committee, if so decided by the President. If the need for a committee arises in the President's sole judgment, he is authorized to appoint a committee. The duties of the committee are to interview the applicant and ascertain his fitness to become a member of the Ben Ali Wrecking Crew. A full report on the findings of this committee must be given to the Board of Directors before voting upon any application for membership.

(3) The Board of Directors is authorized to accept or reject any application for Probationary Membership.

(4) Applicants for Active Membership shall not be in the room or within hearing distance during the election process on his application for Active Membership. The Secretary shall notify the applicant to this effect. The Secretary shall also inform all Active and Veteran members of the Ben All Wrecking Crew of the names of applicants who will be voted upon at any meetings.

(5) Elections to Active Membership will be upon oral vote by Active and Veteran Members. At the request of any Active or Veteran Member, a secret ballot may be held. An applicant will be elected to Active Membership if he receives a simple majority vote by the Active and Veteran Members present. If he does not receive a majority vote, his application for membership will be rejected and the amount of the initiation fee will be returned to him.

(7) During voting upon applications for membership, all guests and Probationary Members shall leave the room. They shall not return until the ballots have been finally disposed of.

Section 3. DUTIES AND RESPONSIBILITIES. Each member shall pay, when due, any dues, assessments, or fines in accordance with these by-laws and the edicts of the President, and shall cooperate with the officers of the unit and the Shrine in the conduct of its affairs.

Section 4. PRIVILEGES. Each member shall be notified of and shall be entitled to attend all meetings of the members and all social functions planned for the unit as a whole. Each Active and Veteran Member shall be entitled to vote at all unit meetings.

Section 5. WITHDRAWAL. Any member may withdraw or resign from the unit at a duly constituted meeting or by notice in writing to the President or Secretary of the unit.

ARTICLE IV

MEETINGS

Section 1. BOARD OF DIRECTOR MEETINGS. The Board of Directors shall meet the last Monday of every month, or at a time convenient to the Board, at a time and place to be designated by the Board of Directors.

Section 2. REGULAR MEETINGS. Regular meetings of the members shall be held on the first Monday of each month, at a time and place to be designated by the Board of Directors.

Section 3. SPECIAL MEETINGS. A special meeting of the members to consider urgent business may be held at any time on call of the President, or upon written request of a majority of the directors or by a majority of the members, submitted to the President, the Secretary, or the Potentate.

Section 4. QUORUM. Eight (8) Active or Veteran Members shall constitute a quorum for the transaction of business and the voting at Regular Meetings.

Section 5. VOTING. At the request of any member, voting on any issue shall be secret ballot. There shall be no voting by proxy. The decision of the President as to the result of any vote taken orally may be challenged by any member, and, upon such challenge, a written vote shall be taken and the votes counted by Secretary or other member appointed by the President.

Section 6. RULES OF ORDER. Except as otherwise provided in these by-laws, meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V

OFFICERS

Section 1. UNIT OFFICERS. The officers of the unit shall consist of a President, Vice-President, a Secretary, a Treasurer, and three (3) or five (5) directors-at-large. Only Active Members in good standing of Ben Ali Shrine, Shriners International, may serve as officers, with the exception of directors-at-large, who may be Active or Veteran Members.

Section 2. TERM OF OFFICE. The President, Vice-President, Secretary and Treasurer shall be elected at regular meeting held in November, and shall be installed in the month of December following their election. The President, Vice President, Secretary, and Treasurer shall serve for a term of (1) year or until their successors are elected and installed.

Section 3. ELECTION. Before or at the regular meeting in October of each year, the President will appoint a nominating committee of three (3) members. This committee shall select candidates for the various offices and shall report at the regular November meeting of the Ben Ali Wrecking Crew. At the November regular meeting, the nominating committee shall present its report nominating one (1) person for each of the offices of the unit. Nominations may also be made from the floor.

(a) Election may proceed by oral unanimous vote conducted by the President if there are no contested officer positions.

(b) If an election is contested, voting will be conducted by written ballot. The President shall appoint an Election Committee of three (3) members whose duty it shall be to supervise the voting and count the ballots and announce the results to the Ben Ali Wrecking Crew. Written ballots shall be provided by the Secretary. The Election Committee shall have a list of all Active and Veteran Members to be provided by the Secretary and shall check off each Active and Veteran member as his vote is cast. When the voting is closed, the appointed Election Committee shall count the ballots. Any irregular ballots shall be discarded at the discretion of the appointed Election Committee. Should a run-off election be necessary on account of less than a majority vote, the Election Committee will supervise this election also, and continuous ballots will be taken upon this same evening until all officers are elected.

(c) Installation of officers will be held at the regular meeting in December with such ceremonies as may be decided upon by the President and the Board of Directors.

(d) Whenever a vacancy occurs in the Board of Directors or other elective office, the vacancy shall be filled by an appointee of the Board of Directors, and the person so appointed shall hold office until the election and qualification of his successor.

Section 5. REMOVAL OF OFFICERS. Any officer may be removed from office by direction of the Potentate, or by resolution to that effect adopted by three-fourths affirmative votes of the Active and Veteran members present at a meeting called to vote on such resolution.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. COMPOSITION AND POWERS. The affairs and business of the unit shall be directed by a Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, and three to five directors-at-Large. Only Active Members shall serve as President, Vice-President, Secretary, Treasurer, while directors-at-large may be either Active or Veteran Members.

Section 2. TERM OF OFFICE. The directors-at-large shall be elected at the annual November meeting of the members, and shall be installed in the month of December following their election. They shall serve for a term of (concurrent or staggered terms for one or more years, not exceeding three years).

Section 3. ELECTION. At the November meeting, the nominating committee shall present its report, nominating one (1) person for each of the then-vacant or to become vacant positions of director-at-large. Nominations may be made from the floor. Voting for uncontested positions shall be by oral vote. Voting for any contested position shall be by secret ballot. A majority vote shall be required to elect any director-at-large, and where necessary, a runoff vote shall be held between the two receiving the highest number of votes for any position of director-at-large.

Section 4. VACANCIES. Should any vacancy occur in the membership of the Board of Directors by death, resignation or removal from office, the members shall elect a qualified member for the unexpired term of such member.

Section 5. REMOVAL. Any member of the Board of Directors may be removed from office by direction of the Potentate, by direction of the President of the unit, or by a resolution to that effect adopted by a three-fourths affirmative vote of the members present at a meeting called to vote on such resolution.

Section 6. MEETINGS. Regular meetings of the Board of Directors shall be held monthly, unless the majority of the Board of Directors agree no new or old business needs to be considered. Special meetings may be held at any time at the call of the President or by five members of the Board of Directors. The President shall fix the time and place of all meetings (unless called by at least five members of the Board of Directors) and give at least ten (10) days' notice thereof. All board meetings shall be held in Sacramento County. The presence of five (5) board members shall constitute a quorum for the transaction of business.

Section 7. DUTIES. The Board of Directors shall be (1) to act as advisors to the President; (2) to have custody of all property of Ben All Wrecking Crew Shrine Unit, except current funds; (3) to review and pass on all bills before they are submitted to the members for approval of payment; (4) to review and pass on the annual budget and audit committee report before they are submitted to the members for approval at the annual November meeting; (5) to investigate the eligibility of all applicants for membership; and, (6) to do and perform such other duties as the President shall from time to time direct.

ARTICLE VII

POWERS AND DUTIES OF OFFICERS

Section 1. POWERS. The affairs and business of the organization shall be managed and directed by the officers, subject to such limitations as are imposed by these by-laws.

Section 2. THE PRESIDENT. The President shall act as the executive officer and shall preside at all meetings of the members and of the Board of Directors of the unit; he shall have general supervision of and responsibility for all of the affairs of the unit and shall also have such other

powers and duties as may properly belong to his office or as shall be prescribed by the Board of Directors of the unit, or the Potentate; he shall appoint all standing and special committees, except as provided herein, such appointments to be concurrent with the term of the President. The President is personally responsible to the Potentate for everything done by the unit. By order of the Potentate or with the consent of the Potentate expressly given in the particular instance, the President may veto or override any decision of the Board of Directors or of the members.

Section 3 VICE-PRESIDENT. The Vice-President shall in the absence or disability of the President perform the duties of the President.

Section 5. THE SECRETARY. The Secretary shall give notice of all meetings and shall attend all meetings of the members of the unit and of the Board of Directors; and shall keep and maintain a complete and detailed record of the proceedings; The Secretary shall be responsible for the safekeeping of all records belonging to the unit, including the Charter, and copies of the by-laws and the amendments thereto. The Secretary shall be custodian of the seal and shall have such other powers and duties as the Board of Directors of the unit shall, from time to time, prescribe.

Section 6. THE TREASURER. The treasurer shall be the custodian of and shall receive and safely keep, and account for, all moneys and other property of the unit, and shall make payments and disbursements as directed by the Board of Directors. He shall collect all dues and fees. He shall issue all notices for dues and assessments and give receipts therefore. The Treasurer shall deposit the funds of the unit in such banks or trust companies as may from time to time be designated by the Board of Directors. Such deposits of funds shall be made subject to draft only on the signatures of the Secretary and the Treasurer, or the joint signatures of not less than two (2) other officers of the unit. The securities of the unit, if any, shall be deposited in some suitable deposit vault or vaults as may be directed by the Board of Directors. Access to such securities may be had and they may be withdrawn by the Treasurer and the Secretary, or by not less than two (2) other officers of the unit. The Treasurer shall keep an exact account of the financial standing of all members and shall render a complete financial report at each annual November meeting of the unit. The Treasurer shall be responsible for the safekeeping of the books of account and financial records of Ben Ali Wrecking Crew Shrine Unit. The Treasurer shall present to the Potentate of Ben Ali Shrine and to the unit an annual report of all moneys received and disbursed and shall also state the balance of the treasury. The Treasurer shall have such further powers and duties as the Board of Directors of the unit may prescribe. At the time of accepting the duties of his office, the Treasurer shall furnish an indemnity bond to the unit in an amount to be determined by the Board of Directors, depending on such bond to be paid by the unit.

Section 7. BOARD OF DIRECTORS. The Board of Directors is empowered to conduct the business of the Ben ALI Wrecking Crew during the times between regular meetings. Meetings may be called at any time by the President or by any three (3) members of the Board of Directors.

Section 8. SERGEANT-AT-ARMS. He shall collect all fines assessed by the President, turning over same to the Treasurer. He shall keep the Ben ALI Wrecking Crew in order at all times and shall do whatever other duties may be imposed upon him by the President.

Section 9. AUTHORITY. No officer or member shall have the authority to obligate Ben ALI Wrecking Crew Shrine Unit or pay out of any of its funds for any purpose whatsoever without the approval of the Board of Directors and the members as provided herein.

ARTICLE VIII

COMMITTEES

Section 1. STANDING COMMITTEES. The following shall be standing committees of this unit.

- (a) Audit Committee
- (b) Nominating Committee
- (c) (Such other committees as are deemed necessary)

Section 2. AUDIT COMMITTEE. The Board of Directors shall annually appoint an Audit Committee consisting of one (1) to three (3) members, to examine and audit the books, papers, and accounts of the Secretary and Treasurer; and any other members or committees of the Board of Directors which may have control over receipts and expenditures of the unit. The Audit Committee shall on or before the first regular meeting of the unit each calendar year, submit a detailed report of the examination and audit of the books, papers and accounts for the fiscal year just ended, to the Board of Directors, which shall cause the audit report to be read to the members at the first regular meeting of the unit each calendar year, and the report shall be made a part of the proceedings thereof and shall be submitted to the Potentate of Ben Ali Shrine.

Section 3. NOMINATING COMMITTEE. At least one (1) month before the annual November meeting, the President shall appoint a Nominating Committee of at least three (3) members. At the annual November meeting the Nominating Committee shall present its report, nominating one (1) person for each of the offices of the unit.

Section 4. OTHER COMMITTEES. The President or the Board of Directors may create such other standing or special committees as are deemed necessary.

Section 5. DUTIES OF COMMITTEES. The President or the Board of Directors shall prescribe the duties and responsibilities, except as herein provided, of all committees of the unit.

ARTICLE IX

FISCAL YEAR

The fiscal year of the unit shall be the calendar year, from January 1 to December 31.

ARTICLE X

CONTRIBUTIONS, DUES AND ASSESSMENTS

Section 1. CONTRIBUTION FOR MEMBERSHIP. The contribution for membership in Ben Ali Wrecking Crew shall be \$50.00, plus the prorated annual dues for the current year, payable with the application for membership.

Section 2. ANNUAL DUES. The annual dues shall be \$50.00 payable in advance on or before January 1st of each year.

Section 3. HONORARY MEMBERS. Honorary members will pay no initiation fee, nor will they pay dues.

Sections. ASSESSMENTS. The Board of Directors may, upon a vote of two-thirds of the members thereof, propose and recommend a special assessment to be imposed in order to meet current operating expenses, said special assessment shall not be due and payable until such time as it is approved by three-fourths of the members present at a meeting specially called to vote on such assessment. Except as provided herein, no assessments for any purpose shall be permitted. That said, this restriction does not apply to fines issued at the discretion of President.

ARTICLE XI

SUSPENSION, TERMINATION OF MEMBERSHIP AND

DISCIPLINE

Section 1. TERMINATION GENERALLY. Membership in the unit shall terminate automatically upon death, termination of Shrine membership, or as herein provided.

Section 2. SUSPENSION. Any member who shall fail to pay within three (3) months from the date due any dues or assessments shall be either suspended or remit his dues or assessments. A member shall be suspended for nonpayment of dues or assessments in the following manner:

- (a) If a member is in arrears, he shall be notified by first-class mail by the Secretary of the amount due and that he is in arrears and that he will be proposed for suspension for nonpayment at the next regularly scheduled Board of Directors meeting;
- (b) If the member in arrears desires to present evidence in mitigation of his arrearages, he must be given an opportunity to be heard at the next regularly scheduled Board of Directors meeting;
- (c) He must be admitted to the next regularly scheduled Board of Directors meeting even though he is in arrears; and
- (d) At the next regularly scheduled Board of Directors meeting, the member will be proposed for suspension for nonpayment, a majority of the members present shall vote to either suspend the member for nonpayment or excuse him from application of the provisions herein;
- (e) Any member who has been suspended for nonpayment of dues or assessments may be restored to membership by payment of all dues and assessments then due. The President shall have discretion to reduce the amount of dues and assessments.

Section 3. EXPULSION OF MEMBERS

(1) Any ACTIVE MEMBER who misses more than two consecutive meetings, either regular or special, in any six-month period, will be called before the Board of Directors, unless he submits to that body a written excuse considered to be a good and sufficient reason. Unexcused absences will be removed from one's record by the performance of work as assigned by the President or Director. It shall be the duty of the Secretary to notify the member that he has missed more than two consecutive meetings, and also to inform him of the date of the next meeting of the Board of Directors.

(2) Any member who conducts himself in a manner unbecoming a member of this organization or a member of the Shrine or Masonic Bodies may be dropped from membership by vote of the Board of Directors. Such member will be notified of the charges against him and will be extended the privilege of appearing before the Board of Directors before such action is taken.

(3) Any member who refuses to do the work assigned him by the President of the Ben Ali Wrecking Crew, by the Director or by the Potentate of Ben Ali Shriner, will be dropped from membership by the Board of Directors, unless he presents a valid excuse for such action.

(4) Any member who uses electricity or fireworks, or intentionally takes part in any activity or conduct that may cause a candidate embarrassment, distress, or injury, during a ceremonial shall be automatically expelled. Such conduct is contrary to the mission of creating a fun environment and building a meaningful fellowship for candidates.

(6) Any Probationary Member may be expelled from membership by the Board of Directors at any time. Such expulsion cancels any rights he may have relative to election as an Active Member

Section 4. DISCIPLINE. A member may be disciplined and his membership may be suspended or terminated for conduct unbecoming a Noble.

ARTICLE XII

ORDER OF BUSINESS

Unless otherwise ordered by a majority of the Board of Directors, the normal order of business at regular meetings shall be as directed by the President or his designee.

ARTICLE XIII

AMENDMENTS

Any proposed amendment to the By-Laws of Ben Ali Wrecking Crew shall be presented in writing and read at any regular meeting, after which the membership shall be notified by e-mail at least five (5) days before the next regular meeting of the proposed amendment(s) and informed that it will be voted upon at the next regular meeting. A two-thirds affirmative vote of the members present at such meeting shall be necessary for adoption of proposed amendment(s). No amendment shall become effective until approved by the Potentate of Ben Ali Shriners.

ARTICLE XIV

Should Ben Ali Wrecking Crew disband or cease to function, all moneys and assets shall be forthwith turned over to Ben Ali Shrine.

CERTIFICATION

I, Adam Dahlberg, Secretary of Ben Ali Wrecking Crew certify that the foregoing By-laws were duly and regularly adopted at a meeting of the members of this unit held.

Date

Secretary

(Submit two fully executed copies. Use this form when By-laws are being completely rewritten).

APPROVAL

I, David Lagala, Potentate of Ben Ali Shrine do hereby approve the foregoing By-laws of (Ben Ali Wrecking Crew) Shrine Unit.

Date

Potentate