

BYLAWS

OF

EASTERN UPPER PENINSULA MASONIC CHARITY, INC. (EUPMC)

A Michigan Nonprofit Corporation

Adopted: _____, 2025

Supersedes: All prior bylaws and amendments

ARTICLE 1. NAME, OFFICES, AND PURPOSE REFERENCE

Section 1.1 – Name

The name of the corporation is Eastern Upper Peninsula Masonic Charity, Inc. (EUPMC).

Section 1.2 – Principal Office

The principal office shall be in Sault Sainte Marie, Michigan, at such address as the Board of Directors ("Board") may designate.

Section 1.3 – Other Offices

The Corporation may maintain other offices as the Board determines.

Section 1.4 – Purposes

The charitable, educational, and historical-preservation purposes of the Corporation are as stated in the Articles of Incorporation (the "Articles"). These Bylaws shall be construed consistently with the Articles, the Michigan Nonprofit Corporation Act (the "Act"), and Internal Revenue Code §501(c)(3). The purposes shall be carried out in a manner consistent with the Corporation's tax-exempt status under §501(c)(3).

ARTICLE 2. NO MEMBERS

Section 2.1 – No Voting Members

The Corporation shall have no voting members. All corporate powers are vested in the Board subject to law and the Articles.

Section 2.2 – Non-voting Associates

The Board may establish non-voting categories (e.g., Friends, Volunteers) for engagement and fundraising.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1 – Number and Composition

The Board shall consist of not fewer than five (5) and not more than eleven (11) directors. A majority of directors shall always be Master Masons in good standing or members of affiliated Masonic organizations. This reflects the historic and fraternal origins of the Corporation, while ensuring continuity of its preservation and charitable mission.

Section 3.2 – Public Charitable Purpose

While the governance of the Corporation shall remain in the hands of Master Masons or members of affiliated Masonic organizations, the charitable purposes, activities, and services of the Corporation are expressly and permanently dedicated to the general public without regard to Masonic affiliation. Nothing in these Bylaws shall be construed to limit charitable beneficiaries to Masons or their families.

Section 3.3 – Representation of Building Users

Any organization that regularly uses the building for at least twenty (20) days per calendar year may recommend one (1) individual to the Board for consideration as a director. Such nominees must:

- Meet the eligibility requirements of Section 3.1;
- Demonstrate skills, experience, or qualifications that advance the Corporation's mission (e.g., finance, law, construction, charitable work, administration, community leadership); and
- Be approved by majority vote of the Board.

Section 3.4 – Historic Representation

In recognition of Bethel Lodge's historic role in donating the land and constructing the building, the following directors shall always serve on the Board by right of office:

- The Worshipful Master of Bethel Lodge,
- The Senior Warden of Bethel Lodge, and
- The Junior Warden of Bethel Lodge.

One (1) director may also be drawn from the Order of the Eastern Star Chapter meeting in the building.

All such directors, together with all other directors, shall serve in a fiduciary capacity to the Corporation as a whole, consistent with Section 3.6. Regardless of lodge or chapter affiliation, directors are expected to exercise independent judgment in service of the Corporation's charitable and educational mission, and not act primarily as representatives of any outside organization.

Section 3.5 – Officers as Directors

The principal officers of the Corporation (President, Secretary, Treasurer, and, if applicable, Vice President) shall serve as directors during their terms of office.

Section 3.6 – Independence and Fiduciary Duty

All directors, including those serving by right of office under Section 3.4, shall serve in a fiduciary capacity to the Corporation as a whole. Directors owe duties of care, loyalty, and obedience to the Corporation's charitable and educational mission and may not act primarily as representatives of any outside organization, lodge, or chapter.

Section 3.7 – At-Large Directors

The Board may elect at-large directors, including individuals with professional expertise in finance, law, construction, fundraising, nonprofit management, or other areas that strengthen the Corporation's preservation and charitable mission. At-large directors shall have full voting rights, provided they meet the eligibility requirements of Section 3.1.

ARTICLE 4. BOARD MEETINGS

Section 4.1 – Annual Meeting

Held in January (or by February 15 if necessary) to:

- Elect directors and officers
- Approve the budget
- Receive annual financials
- Set the strategic calendar

Section 4.2 – Regular Meetings

The Board shall meet at least quarterly at dates set by resolution.

Section 4.3 – Special Meetings

Special meetings may be called by the President or any two (2) directors. The notice shall state the purpose(s) of the meeting.

Section 4.4 – Notice

- Seven (7) days' notice for regular meetings
- Three (3) days' notice for special meetings
- Notice delivered by mail or electronic transmission to each director's address of record
- Attendance without objection waives notice

Section 4.5 – Quorum; Voting

- A majority of directors then in office constitutes a quorum.
- Except as otherwise required, actions are by majority vote of directors present.
- Proxy voting by directors is not permitted unless expressly authorized by Michigan law.

Section 4.6 – Remote Participation

Directors may participate by telephone or videoconference where all persons can hear each other. Such participation counts as presence.

Section 4.7 – Action Without Meeting

Any action may be taken without a meeting by unanimous written consent, including electronic signatures, filed with the minutes.

Section 4.8 – Minutes

The Secretary shall maintain minutes recording:

- Attendance
- Motions
- Votes
- Recusals
- Actions

ARTICLE 5. OFFICERS

Section 5.1 – Officers

The Corporation shall have three principal officers: President, Secretary, and Treasurer.

The offices of Secretary and Treasurer may be held by the same person; however, in such cases, the Board shall also elect a Vice President so that at least three principal officers are always serving concurrently.

The Board may create additional officer positions as it deems necessary for effective governance.

Section 5.2 – Election and Term

Officers are elected annually by the Board at the Annual Meeting and serve one-year terms, or until successors are elected.

Section 5.3 – Duties

- **President:** Chief volunteer officer; presides at meetings; ensures Board decisions are implemented; signs instruments authorized by the Board; serves ex-officio on committees (non-voting unless otherwise appointed).
- **Vice President (if any):** Performs duties of the President when absent and other duties as assigned.
- **Secretary:** Keeps minutes and corporate records; issues notices; maintains director/officer roster; keeps the seal (if any); files required state reports; maintains the compliance calendar.
- **Treasurer:** Chief financial officer; oversees banking; ensures internal controls; presents quarterly financial reports; leads budgeting; ensures timely filings (IRS Form 990/990-N); maintains insurance policies; coordinates reviews/audits.

Section 5.4 – Removal; Resignation; Vacancies

Any officer may be removed by majority vote of the Board, with or without cause. Officers may resign by written notice. Vacancies are filled by Board vote for the unexpired term.

Section 5.5 – Multiple Offices

One person may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

ARTICLE 6. COMMITTEES

Section 6.1 – Committees of the Board

The Board may establish standing or special committees as needed to carry out the work of the

Corporation. While the Corporation is currently small and may not require multiple standing committees, the Board may establish them as workload and capacity grow. Standing committees may include Finance, Governance/Nominating, Facilities, and Programs/Community Engagement. Committee members and chairs are appointed by the President with Board approval.

Section 6.2 – Executive Committee (Optional)

If established, the Executive Committee may act between Board meetings within limits set by the Board, but may not:

- Amend the Bylaws
- Approve budgets
- Hire or fire the chief staff officer (if any) without prior authorization
- Dissolve the Corporation
- Fill Board vacancies

Section 6.3 – Procedure and Minutes

Committees shall keep minutes and report to the Board. A majority of committee members constitutes a quorum; actions are by majority of those present.

Section 6.4 – Advisory Groups

The Board may appoint non-voting advisory groups to provide expertise or stakeholder input.

ARTICLE 7. CONFLICT OF INTEREST, ETHICS, AND WHISTLEBLOWER PROTECTIONS

Section 7.1 – Conflict of Interest and Ethics Policy

The Board shall adopt and maintain a written Conflict of Interest and Ethics Policy consistent with IRS guidance. Each director and officer must:

- Annually sign a disclosure statement affirming compliance with the policy, and
- Promptly update disclosures if potential conflicts arise during the year.

Section 7.2 – Recusal and Review Procedures

Any director, officer, or committee member with a financial or personal interest in a matter shall:

- Disclose the interest to the Board before discussion or vote,

- Answer questions solely for clarification, and
- Recuse themselves from further deliberation and voting.

The minutes shall reflect both the disclosure and recusal. All such transactions must be fair, reasonable, and in the best interest of the Corporation.

Section 7.3 – Whistleblower Protection and Anti-Retaliation

The Corporation strictly prohibits retaliation against any individual who, in good faith, reports suspected violations of law, policy, or ethical standards. Reports may be made to the President, Secretary, or Governance Chair. Confidentiality will be preserved to the greatest extent possible, consistent with a thorough and fair investigation.

Section 7.4 – Prohibited Transactions

To protect the Corporation's tax-exempt status and ensure integrity of operations:

- No loans shall be made to directors or officers.
- No "excess benefit transactions" shall occur as defined by the Internal Revenue Code.
- No part of the Corporation's net earnings shall inure to the benefit of any director, officer, or private individual.

ARTICLE 8. FINANCIAL AFFAIRS

Section 8.1 – Fiscal Year

The Corporation's fiscal year shall run from January 1 through December 31.

Section 8.2 – Budget and Reserves

The Board shall adopt an annual budget no later than January 31.

The Corporation shall seek to maintain operating reserves equal to at least three (3) months of expenses, when feasible.

Section 8.3 – Banking and Disbursements

All funds shall be deposited in insured financial institutions.

Two authorized signatures are required for any disbursement over \$1,000.

Authorized signers include:

- The President
- The Treasurer

- One Board-designated director

Section 8.4 – Contracts and Instruments

The Board may authorize officers or agents to execute contracts or instruments on behalf of the Corporation.

Contracts exceeding \$2,500 require prior Board approval, unless they fall within an already approved budget line item.

Section 8.5 – Financial Review and Audit

An independent financial review is required if annual gross receipts exceed \$250,000.

An independent audit is required if annual gross receipts exceed \$500,000, or when required by grantors or law.

Section 8.6 – Gift Acceptance

Unrestricted gifts are preferred.

Restricted gifts must align with the Corporation's mission and restrictions must be honored.

The following gifts require prior Board approval:

- Gifts with conditions
- Gifts valued over \$10,000
- Real estate
- Non-cash gifts that pose material obligations or liabilities

Section 8.7 – Books and Records

Accurate financial books and records shall be maintained in accordance with generally accepted accounting principles (GAAP) or another basis approved by the Board. Records shall be retained in accordance with the Corporation's Recordkeeping & Retention Policy.

Section 8.8 – Public Support and Fundraising

The Corporation shall seek to maintain public-charity status, generally by receiving at least one-third (33 $\frac{1}{3}$ %) of support from the public (or meeting the facts-and-circumstances test).

The Corporation shall comply with all applicable charitable-solicitation laws.

Written acknowledgment letters shall be issued in a timely manner for all gifts of \$250 or more.

ARTICLE 9. FACILITY USE AND PUBLIC-BENEFIT COMPLIANCE

Section 9.1 – Public-Benefit Usage

The Corporation shall dedicate a substantial portion of facility use each year to charitable, cultural, and educational programs open to the public. These include, but are not limited to, community meetings, classes, heritage programs, and other events that support individuals and organizations striving to build a better life for themselves and their neighbors, in order to ensure continued qualification as a charitable and educational organization under §501(c)(3).

Section 9.2 – Fraternal and Private Use

Use of the facility for Masonic or affiliated organizations, member events, or private rentals shall not exceed a majority of total booked hours. The Corporation shall ensure that charitable and educational purposes remain primary, consistent with its mission and tax-exempt status.

Section 9.3 – Priorities and Agreements

Facility scheduling shall prioritize:

1. Charitable, cultural, or educational programs open to the public,
2. Community partner organizations (such as Scouts, 4-H, or civic groups),
3. Masonic and affiliated fraternal bodies, and
4. Private rentals or member events.

Regular users may be required to execute Facility Use Agreements specifying schedule, insurance requirements, contributions or fees, maintenance responsibilities, and expected standards of conduct.

Section 9.4 – Documentation

The Secretary (or designee) shall maintain a Facility Use Log recording:

- Date and hours of use
- Purpose of use
- Group name
- Attendance (estimate acceptable)
- Fee charged or waiver applied
- Public/charitable, community partner, fraternal, or private classification
- Insurance verification, if applicable

Waived fees shall be recorded as in-kind charitable contributions when appropriate.

Section 9.5 – Prohibited Uses and Compliance

The facility may not be used for purposes contrary to law, the Articles of Incorporation, these Bylaws, or the Operations Manual. All events must comply with applicable accessibility standards. Activities involving alcohol, firearms, gambling, or other higher-risk uses require prior written Board approval and proof of adequate insurance coverage.

ARTICLE 10. INDEMNIFICATION, INSURANCE, AND LIMITATION OF LIABILITY

Section 10.1 – Indemnification

To the fullest extent permitted by the Michigan Nonprofit Corporation Act ("the Act"), the Corporation shall indemnify its directors and officers against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with proceedings arising from their service to the Corporation, provided they acted:

- In good faith, and
- In a manner reasonably believed to be in the best interests of the Corporation.

Section 10.2 – Insurance

The Corporation shall maintain appropriate insurance coverage, including but not limited to:

- General Liability Insurance: Minimum coverage of \$1,000,000 per occurrence / \$2,000,000 aggregate.
- Directors & Officers (D&O) Insurance: Minimum coverage of \$500,000.
- Property Insurance: As needed to cover Corporation facilities and assets.

The Board may purchase higher limits when required by law, contract, or grant conditions, or as otherwise deemed prudent.

Section 10.3 – Limitation of Liability

To the extent permitted by the Act and the Articles of Incorporation, no director of the Corporation shall be personally liable for monetary damages for actions taken in the course of their official duties.

ARTICLE 11. RECORDS, TRANSPARENCY, AND PRIVACY

Section 11.1 – Required Records

The Corporation shall maintain the following records in written or electronic form:

- Articles of Incorporation and amendments

- These Bylaws and any amendments
- Board and committee minutes
- Board-adopted policies
- Financial statements and accounting records
- IRS determination letter and annual returns (Form 990, 990-EZ, or 990-N)
- Current roster of directors and officers
- Facility-use logs and related compliance records

Section 11.2 – Inspection by Directors

Each director is entitled to inspect the Corporation's records for a proper purpose, at any reasonable time, upon providing reasonable notice.

Section 11.3 – Public Disclosures

The Corporation shall make available for public inspection, in accordance with applicable federal and state law:

- Its current IRS exemption letter
- Its most recent three (3) annual returns (Form 990, 990-EZ, or 990-N)
- These Bylaws

Section 11.4 – Retention and Security

Records shall be retained and destroyed in accordance with the Board-adopted Recordkeeping & Document Retention Policy.

Electronic records shall be securely backed up.

Cloud accounts shall use multi-factor authentication (MFA).

Administrative passwords shall be rotated no less than twice annually.

ARTICLE 12. NONDISCRIMINATION, SAFETY, AND CONDUCT

Section 12.1 – Nondiscrimination

The Corporation shall not discriminate in its programs, services, employment, or volunteer opportunities on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, national origin, age, disability, veteran status, or any other classification protected by federal, state, or local law.

Section 12.2 – Youth Protection

When programs involve minors, the Corporation shall implement prudent safety measures, including but not limited to:

- The "two-adult rule" (no adult left alone with a minor in program settings)
- Background checks for staff and volunteers with regular youth contact
- Compliance with mandatory reporting requirements for suspected abuse or neglect
- Other practices consistent with applicable law and adopted policies

Section 12.3 – Code of Conduct

Directors, officers, volunteers, and participants are expected to conduct themselves with civility, integrity, and respect. Conduct shall reflect the Corporation's mission and the Masonic values of Love, Relief, and Truth.

ARTICLE 13. NOTICES, ELECTRONIC TRANSACTIONS, AND SEAL

Section 13.1 – Notices

Notices required under these Bylaws or applicable law may be delivered by mail or by electronic transmission to the director's or officer's address or email address on record. Notices shall be deemed effective upon dispatch.

Section 13.2 – Electronic Signatures and Consents

Electronic signatures, electronic transmissions, and electronic consents shall have the same legal effect as original written signatures and consents, to the fullest extent permitted by law.

Section 13.3 – Corporate Seal

The Board may adopt, use, or dispense with a corporate seal at its discretion. The presence or absence of a seal on corporate documents shall not affect their validity.

ARTICLE 14. PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order Newly Revised shall govern Board procedure in all cases where applicable and not inconsistent with law, the Articles of Incorporation, these Bylaws, or Board-adopted policies.

ARTICLE 15. AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the entire Board at any meeting, provided that at least ten (10) days' advance written notice of the proposed amendment has been given.

All amendments must:

- Comply with the Michigan Nonprofit Corporation Act,
- Be consistent with the Articles of Incorporation, and
- Conform to requirements of section 501(c)(3) of the Internal Revenue Code.

Material changes affecting the Corporation's exempt purposes shall be reported to the IRS as required.

ARTICLE 16. TRANSITION AND EFFECTIVE DATE

Upon adoption, these Bylaws supersede all prior bylaws of the Corporation.

Policies referenced herein — including but not limited to Conflict of Interest, Record Retention, Gift Acceptance, Facility Use, and Whistleblower protections — are incorporated by reference and may be amended by Board resolution, provided such amendments remain consistent with law and these Bylaws.

CERTIFICATION

The undersigned Secretary certifies that these Bylaws were adopted by the Board of Directors of Eastern Upper Peninsula Masonic Charity, Inc. on the date below and are in full force and effect.

Date: _____, 2025

Patrick Kelly Davis, Secretary
Eastern Upper Peninsula Masonic Charity, Inc.

Attested: _____
Robert William Linn, President

