

The Cabiri International Past Potentates Association

Bylaws

July 2008

Organized for Good Fellowship and the Support of
Shriners Hospitals for Children
(A Colorado Corporation)

Article 1

Name

§1.1 Name. The name of this organization is The Cabiri International Past Potentates Association (hereinafter “Cabiri International”).

Article 2

Purposes

§2.1 Purposes. The purposes of Cabiri International shall be to promote communication with and good fellowship among the Past Potentates of all Shrine Temples in North America at Imperial Council Sessions, stimulate interest in all Shrine activities, establish headquarters at annual sessions of the Imperial Council of the Ancient Arabic Order of the Nobles of the Mystic Shrine (hereinafter “Shriners International”) where members of Cabiri International may hold meetings and enjoy the good fellowship of the Shrine, and support Shriners Hospitals for Children (hereinafter “Hospitals”).

Article 3

Membership

§3.1 Eligibility. When a man is elected Potentate of his Shrine Temple he is admitted to probationary membership in Cabiri International, without charge, for his term of office as Potentate. When a man has completed his year of probation as a Potentate, as required by the ritual, has tried his level best, has admitted his shortcomings, if any, and admits he was the best Potentate during his year, he becomes a member in good standing of Cabiri International and enjoys the sacred rites of the Cabiri upon payment of the prescribed life membership fee.

§3.2 Membership Fee. The payment of the life membership fee established, from time to time by the Board of Directors (hereinafter “Board”), shall confer Life Membership in Cabiri International.

§3.3 Limitations. Life Membership in Cabiri International does not confer membership in any local Cabiri Chapter. Separate membership procedures and dues and/or assessments are applicable for membership in a local Cabiri Chapter.

§3.4 Retention of Membership. In order to retain membership in Cabiri International, a past potentate must maintain his membership in Shriners International.

Article 4

Membership Meetings

§4.1 Annual Meeting. The annual meeting of the Cabiri International shall be held during the annual session of Shriners International at a time determined by the International President.

§4.2 Notice. Members shall be notified by mail thirty (30) days in advance of such meeting.

§4.3 Credentials. To gain admission to an annual or other meeting of Cabiri International, Nobles must exhibit an official Shrine card for the current year.

§4.4 Quorum. Fifty members constitute a quorum of the members

§4.5 Vote. Only members of Cabiri International may vote at the annual or any other meeting of Cabiri International.

Article 5

Directors

§5.1 Ex-officio Directors. The following International officers shall be ex-officio members of the Board: President, First Vice- Vice-President, Second Vice-President, Third Vice-President, Treasurer, Secretary, Captain of the Guard and Immediate Past President.

§5.2 Pro Tempore. Past International Presidents who actually attend and participate in the annual meeting of the Board and other meetings of the Board held during, or in conjunction with, an annual Shriners International Session, shall be pro tempore members of the Board with the right to vote. They shall not be members of the Board at other times, including any adjourned meeting which they do not attend.

§5.3 Powers. Except as limited by these bylaws, the business and affairs of Cabiri International shall be managed under the direction of the Board for the benefit of Cabiri International for the purposes set forth in these bylaws.

§5.4 Annual Meeting. The annual meeting of the Board shall be held during, or in conjunction with, the annual session of Shriners International and prior to the annual meeting of members of Cabiri International.

§5.5 Notice of Meetings. Upon the call of the International President or any two directors (excluding pro tempore directors) the International Secretary shall give notice of meetings of the Board. Notice is given to a director when it is personally delivered to him, left at his residence or usual place of business or sent by facsimile or email transmission at least 24 hours before the time of the meeting or, in the alternative, (i) by mail at least 7 days prior to the meeting or (ii) by delivery to a national courier service specifying next day delivery at least 48 hours prior to the meeting to his address as it shall appear on the records of Cabiri International. Written notice of the annual meeting of the Board shall also be given by mail thirty (30) days in advance of the meeting to all Past International Presidents.

§5.6 Quorum. Five directors (including pro tempore directors) constitute a quorum at any meeting of the Board.

§5.7 Action By Unanimous Written Consent and Telephonic Meetings. Any action permitted to be taken at a meeting of the Board may be taken without a meeting (i) by unanimous written consent signed by each member of the Board and filed with the minutes of the Board or (ii) by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time and can participate in the discussions. If action is taken by unanimous written consent, counterpart signatures are permissible.

§5.8 Minutes. The Board shall keep accurate minutes of its meetings and make them available for inspection by all directors (including pro tempore directors) at the annual meeting of the Board.

§5.9 Vacancies. A vacancy in the office of director may be filled by a two-thirds vote of the remaining directors until the next annual meeting of members.

Article 6

Officers & Duties

§6.1 Officers. The officers of Cabiri International shall be: President, First Vice-President, Second Vice-President Third Vice-President, Treasurer, Secretary and Captain of the Guard all of whom shall be elected annually by a majority of members attending and voting at the annual meeting of members of Cabiri International. "International" shall precede their respective titles.

§6.2 International President. He shall be the chief executive officer of Cabiri International. He shall have general management and direction of the business and affairs of Cabiri International. He shall preside over the meetings of the Board and members.

§6.3 International Vice-Presidents. The International First Vice-President shall act in the absence or disability of the International President, the International Second Vice-President shall act in the absence of the International First Vice-President, and the International Third Vice-President shall act in the absence of the International Second Vice-President. They shall perform such duties as the Board may determine.

§6.4 International Treasurer. Unless otherwise directed by the Board, the International Treasurer shall be in charge of the general operating funds of Cabiri International. He shall keep records of the same and shall submit an annual written report to the Board at its annual meeting and at such other times as the Board may direct.

§6.5 International Secretary. The International Secretary shall keep the minutes of all meetings of directors, committees of the Board, Investment Committee and members. He shall maintain complete and accurate records of the membership of Cabiri International. He shall be the custodian of all of the records of Cabiri International and shall facilitate correspondence from the officers to members. He shall cause to be prepared for filing all required Federal and State Income and other tax returns. He shall, under the direction of the International President, International Treasurer, and Board, manage general operating funds placed under his care by the Board, and report all transactions pertaining thereto to the International President, International Treasurer, the Board and the Audit Committee. He shall send copies of all minutes required to be kept to officers who are not members of the Board. He shall have all minutes required to be kept available for inspection at the annual meeting of the Board.

§ 6.6. International Assistant Treasurers and International Assistant Secretaries. The Board may elect one or more International Assistant Treasurers and one or more International Assistant Secretaries to serve at the pleasure of the Board. The International President or the Board may assign any of the duties of the International Treasurer to an International Assistant Treasurer or any of the duties of the International Secretary to an International Assistant Secretary. Each such International Assistant Treasurer or International Assistant Secretary shall have such other authority and perform such other duties as the Board may prescribe. If elected, each such International Assistant Treasurer or International Assistant Secretary shall hold office until the next annual meeting of the Board, unless sooner terminated by the Board.

§ 6.7 International Assistant Secretary. In the absence of the International Secretary, an International Assistant Secretary shall keep the minutes of all meetings of directors, committees of the Board, Investment Committee and members. In the absence of all International Assistant Secretaries, the presiding officer may appoint a person to act as Secretary of the meeting.

§6.8 International Captain of the Guard. The International Captain of the Guard shall be charged with tiling all meetings of Cabiri International.

§ 6.9. Election. The officers enumerated in this Article, other than the International Assistant Treasurers and International Assistant Secretaries, shall be elected at the annual meeting of members.

Article 7

Committees

§7.1 Standing Committees.

(a) Investment. It shall consist of the International President and International Treasurer who shall serve as ex-officio members, and three qualified at large members, all of whom shall be elected by the Board and be knowledgeable and experienced in investments.

(1) Powers and Duties.

(A) Buy, sell, assign, transfer, and invest and reinvest available funds; make investment decisions with respect to and manage generally investments securities and assets and determine investment policies with respect thereto;

(B) Consider and approve depositories and investment counselors for investment funds;

(C) Report annually to the Board and members, and more frequently to the International President upon request, the appreciation, depreciation and income realized on investment assets and the total value thereof.

(2) Minutes. This committee shall cause accurate minutes of its proceedings to be kept. One original shall be forwarded to the International Secretary for inclusion in the minute book.

(3) Action. This committee's action shall be by majority vote; provided however, that any investment advisors, brokers, or other persons or firms holding investment assets of Cabiri International may act upon the instructions of the Chairman of the Investment Committee or International Treasurer, acting singly, without further inquiry as to compliance with the internal requirements and/or procedures of Cabiri International.

(4) Electronic and Facsimile Authority. In view of the need for timely action by the Investment Committee in the making of investment decisions, unsigned emails appearing to have been originated by a member and/or facsimile transmissions bearing a purported facsimile signature of a member is expressly authorized.

(b) Audit. It shall consist of three at large members appointed by the International President with the advice and consent of the Board. It shall review and examine the financial statements of the International Treasurer and International Secretary of Cabiri International for the fiscal year, including the Annual Budget and Comparative Reports for the fiscal year and the previous fiscal year and the Statements of Assets, Liabilities and Net assets. It shall report thereon at the annual meeting of the Members.

(c) Budget. It shall consist of the International First Vice President, as chairman, and International Second Vice President, International Treasurer and International Secretary. It shall receive from the International Treasurer a recommended balanced Operating Budget of anticipated revenues and anticipated expenditures for the ensuing fiscal year, together with a Comparative Report for the fiscal year and the previous fiscal year. The International Treasurer shall submit them to this committee no later than the fifteenth day of June of each year. This committee will then make such revisions to the recommended Operating Budget as it deems fiscally prudent and proper. This committee shall distribute the revised Operating Budget to the Board at their annual meeting for their action thereon.

The adoption of the budget will constitute the authority to expend funds for the purposes, and within amounts, authorized by the budget.

(d) Nominating. It shall consist of the International First Vice President, as chairman, and two at large members appointed by the International President with the advice and consent of the Board. It shall consider and evaluate qualified candidates to serve as officers of Cabiri International and present recommendations therefore at the annual meeting of the directors and, after discussion with the directors, make nominations at the annual meeting of the members.

(e) Membership. It shall consist of the International Captain of the Guard, as chairman, and four at large members appointed by the International President with the advice and consent of the Board. It shall, in consultation with the International Secretary, and cooperation by the Recorders of the several temples, create a list of past potentates who are not yet members of Cabiri International, and institute a procedure to effectively communicate with them and encourage them to become members. It shall set goals for the accomplishment of its duties.

(f) Necrology. It shall consist of one member appointed by the International President with the advice and consent of the Board. This member shall annually memorialize and honor the illustrious dead.

§7.2 Special Committees. The International President, with the advice and consent of the Board, may appoint such special committees as he deems necessary or desirable for the conduct of the business and affairs of Cabiri International and may designate such duties thereto as he deems to be in the best interests of Cabiri International.

§7.3 Notice of Meetings. Committee meetings shall be called by the chairman or any two members. Notice of the meetings may be sent by the International Secretary, an International Assistant Secretary, the committee chairman, or any member thereof.

§7.4 Quorum. A majority of any committee constitutes a quorum.

§7.5 Action By Unanimous Written Consent and Telephonic Meetings. Any action permitted to be taken at a committee of the Board or the Investment Committee may be taken without a meeting by unanimous written consent signed by each member of the committee and filed with the minutes of the committee; or by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time and can participate in the discussions. If action is taken by unanimous written consent, counterpart signatures are permissible.

§7.6 Waiver of Notice. When notice is required, each person entitled to notice waives notice of the time, place and purpose of a meeting if he (i) before or after the meeting signs a waiver of the notice which is filed with the records of the meeting; or (ii) is present at the meeting.

§7.7 Minutes. The Investment Committee, and all other committees, shall keep accurate minutes of their meetings and make them available for inspection by the directors (including pro tempore directors) at the annual meeting of the Board.

Article 8

Fiscal

§8.1 Funds; Two Signatures Required; Electronic Transmissions. All funds received by Cabiri International shall be deposited by the International Treasurer or International Secretary, as the case may be, with such financial institutions as the Board may from time to time designate. Except as delegated to the Investment Committee by these bylaws all moneys and funds shall be disbursed only upon the signatures of any two of the following International officers, acting conjointly: International President, International First Vice-President, International Treasurer and International Secretary, or upon the signature of any one of the forgoing officers conjointly with any other person designated by the Board. The Board may authorize, upon such terms and conditions as it deems appropriate, the use and acceptance of telefax or other electronic transmissions or facsimiles of documents and signatures in situations other than those authorized by these bylaws.

§8.2 Fiscal Year. The books of account, annual report and audit are to conform to the fiscal year commencing on the first day of June and ending on the last day of May.

§8.3 Compensation. International officers and members of the Board shall serve without compensation (other than the International Secretary), unless otherwise authorized by a resolution of the members.

§8.4 Reimbursement of Expenses for Officers and Board. It is anticipated that all actions will be taken by the International Officer(s), Board, Investment Committee and other Committees either by telephone or by unanimous written consent as authorized by these bylaws and not by physical travel. Accordingly, any and all travel and lodging expenses must be approved by the members at the annual meeting of members before any travel or lodging expense may be reimbursed to any international officer, past officer, director or committee member, excluding therefrom a reasonable allowance authorized by a two-thirds vote of the Board for attendance at the annual meeting of members by the International President and International Secretary. Notwithstanding the forgoing: (i) a person who is a Representative to Shriners International who is paid mileage and per diem, shall not be entitled to reimbursement for attendance at any Cabiri International function held during, or reasonably proximate to, a Shriners International Session and (ii) one who receives reimbursement in any amount for travel and/or per diem for attendance at Shriners International sessions from the Hospitals, his Temple, his Shrine Association, or from any other source (other than personal), shall credit the amount received against authorized travel expenses. First class air travel is not authorized under any circumstances. Reimbursement for travel and lodging shall not exceed that authorized by Shriners International for reimbursement to Representatives. International officers and directors are expected to live not only within the letter, but also within the spirit, of this section. Subject

to the foregoing, International officers and directors are entitled to reimbursement for expenses actually incurred in behalf of Cabiri International in the performance of their respective duties, in accordance with the policies and procedures established by the Board. This section does not preclude payment of reasonable expenses for the maintenance of a hospitality suite for members and their guests and the customary family dinner for International officers, past officers, directors, guests of the International President and spouses at a Shriners International Session, which are expressly authorized by the Board.

Article 9

Electioneering Prohibited

§9.1 Prohibition. Cabiri International and local Cabiri Chapters are forbidden to endorse candidates for Shrine Associations or Shriners International offices; and the use of Cabiri stationery, funds, or mailing lists shall not be used by International or local Cabiri officers, directors or members for any political campaigns whatsoever.

Article 10

Cabiri Jewel

§10.1 Procuring and Wearing. The Cabiri Jewel is entitled to be worn only by a member in good standing in Cabiri International and a local Cabiri Chapter, if a local Chapter exists in the Oasis of the Temple where a member is a Past Potentate. The Cabiri Jewel shall be procured by members only from the International Secretary upon (i) payment of the established charge therefore and (ii) proper identification of the Past Potentate - by name, Temple, and year of service as Potentate.

Article 11

Constituent Local Chapters

§11.1 Formation and Charter. A local Chapter of Cabiri International may be formed only upon application to Cabiri International signed by five or more members of Cabiri International. They need not be members of the same Temple. A local Chapter charter shall be issued by Cabiri International upon payment of the prescribed fee. There shall be only one local Cabiri Chapter in the Oasis of a Shrine Temple.

§11.2 Members.

(a) Local Temple. Any past potentate in good standing in Cabiri International is eligible to submit a petition for membership to the local Cabiri Chapter in the Oasis of his Shrine Temple. Notice of the petition and the meeting date at which a vote will be taken on the petition shall be sent to all members of the local Cabiri Chapter. Upon the affirmative majority vote of the members of the local Cabiri Chapter present and voting at the meeting, and payment of the required initiation fee, if any, and the dues, he is admitted as a member.

(b) Other Temple. Any past potentate in good standing in Cabiri International may become a member of a local Cabiri Chapter in the Oasis of a Shrine Temple of which he is not a past potentate, upon petitioning for membership as an affiliated member, an associate member, or as an original member, as the case may be. Notice of the petition and the meeting date at which a vote will be taken on the petition shall be sent to all members of the local Cabiri Chapter. Upon the affirmative majority vote of the members of the local Cabiri Chapter present and voting at the meeting, and payment of the required initiation fee, if any, and the dues, he is admitted as a member.

(c) Cabiri International Membership.

(1) Local Chapter Rejection. The rejection of a petition for membership in a local Cabiri Chapter does not affect the past potentate's life membership in Cabiri International.

(2) Retention. Continued membership in a local Cabiri Chapter is, however, dependent upon continued membership in Cabiri International.

§11.3 Officers. The Officers of a local Chapter of Cabiri International shall be:

President	Grand Cabar
Vice-President	Royal Poohba
Treasurer	Custodian of the Lucre
Secretary	High Cockolorum
Captain of the Guard	Protector of the Chapter

all of whom shall be elected at the annual meeting of the local Chapter each year by a majority vote of the members present and voting. A Director of Ceremony may be appointed by the President.

§11.4 Dues and Assessments. Local Chapters may provide for annual dues and/or assessments, and failure to pay the same may result in suspension from the local Chapter and Cabiri International. Members failing to pay their local annual dues or assessments may be reinstated by paying all back dues and assessments.

§11.5 Election. All local Chapters shall have an election of officers no later than thirty (30) days after the Shrine Temple's yearly election. No President can succeed himself in office more than four consecutive years.

§11.6 Quorum. Five (5) members in good standing in both the local Chapter and Cabiri International constitute a quorum for a meeting of a local Chapter.

§11.7 Depositories. All moneys received by the local Chapter shall be deposited by the Secretary with such bank or banks as the local officers may from time to time designate. Moneys approved for the use of the local Chapter shall be disbursed by instrument drawn on said bank or banks bearing the signatures of any two of the following local officers: President, Vice-President, Treasurer and Secretary.

§11.8 Recorder as Secretary. A local Chapter may, by a two-thirds vote, invite the Recorder of the Shrine Temple in the Oasis where the local Chapter is located to act as Secretary.

§11.9 Local Bylaws. A local Chapter shall adopt the uniform bylaws prescribed by Cabiri International.

Article 12

Discipline

§12.1 Procedure. In the event any member is found guilty of conduct likely to injure or discredit the reputation of Cabiri International, or acting in a manner unbecoming to Cabiri International, he shall be subject to suspension or expulsion by majority vote of the Board, subject to the approval of the majority of members in attendance at the next annual meeting.

Article 13

Amendments

§13.1 General. These bylaws may be amended, altered or repealed, at any annual meeting of the members, by a two-thirds vote of the members present and voting, provided that the proposed amendment has been submitted in writing to (i) the International Secretary or International President prior to the annual meeting of the Board or (ii) the Board at its annual meeting.

§13.2 Effect. When a change is made by Shriners International affecting Shrine law, and the change affects these bylaws, these bylaws are changed, ipso facto, to conform to those of Shriners International.

When a change is made by Cabiri International in its bylaws, and the change affects a local chapter, the local Chapter's bylaws are changed, ipso facto, to conform to those of Cabiri International.

§13.3 Adoption and Approval. These revised bylaws were adopted at the annual meeting of members in St. Louis, Missouri on July 3, 2008 and were approved on the same date by the Imperial Potentate of Shriners International after having been found by the Jurisprudence and Laws Committee to be in proper and legal form and not in violation of any provision of the articles of incorporation or bylaws of Shriners International.