



OFFICE OF
JOHN C. PILAND
EXECUTIVE VICE PRESIDENT/COO
813-281-0300

MEMBER
ANSAR SHRINERS
SPRINGFIELD, ILLINOIS

MEMORANDUM

TO: Shrine Leaders

FROM: John C. Piland, Executive Vice President

DATE: May 20, 2020

RE: General Order No. 3

Due to the ongoing worldwide pandemic and the uncertainty of when the restrictions will be completely lifted, General Order #3 has been issued to extend General Order #2 and will be effective throughout Imperial Sir Jeff Sowder's term as Imperial Potentate.

Due to the restrictions still in place that prevent large meetings in many parts of the world, you will not be required to comply with §324.1 of the bylaws of Shriners International by holding a stated meeting at least once each calendar quarter if you can't lawfully or safely hold one. The doctrine of "impossibility" provides you with the ability to avoid application of this bylaw requirement if you cannot conduct the meeting.

General Order #3 (which is an extension of GO #2), relating to conducting electronic meetings, is intended to permit you to conduct a meeting electronically, but is not intended to require you to do so.

Therefore, if the meeting restrictions continue until your next scheduled stated meeting, you have the option of utilizing the relaxed set of rules for conducting an electronic meeting as outlined in General Order #2 or you can request dispensation from the Imperial Potentate to postpone the scheduled stated meeting.

Once again, we acknowledge and thank the outstanding temple Divan members throughout the world who have accepted the challenge of protecting our Nobility, while also working to keep them engaged.

Thank you for all you do for our great fraternity.

JCP:alc

Enclosures: General Order #3
General Order #2 (with Letter from Imperial Sir Jeff Sowder)

SHRINERS INTERNATIONAL

**General Order No. 03
Series 2019-2020**

**Office of the Imperial Potentate
May 20, 2020**

To the Representatives of Shriners International, Potentates, Elected Officers of the Subordinate Temples and the Nobility of the Order, fraternal greetings:

On March 27, 2020, General Order No. 02, Series 2019-2020, was issued with the expressed purpose of assisting the subordinate temples in the orderly continuation of the necessary business of our beloved Fraternity given the world-wide pandemic caused by COVID-19.

When General Order No. 02, Series 2019-2020, was issued, it was unknown how long the affairs of the subordinate temples would be impacted by the pandemic. As a result, General Order No. 02, Series 2019-2020, was issued with an expiration of 12:01am on June 1, 2020.


In my opinion, as your Imperial Potentate, it is now obvious that General Order No. 02, Series 2019-2020, should be extended for the remainder of my term in office as Imperial Potentate.

As a result of the above, the following is my General Order No. 03, Series 2019-2020:

ORDER

- It is hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4) of the bylaws of Shriners International, that General Order No. 02, Series 2019-2020, is extended in its entirety for the remainder of my term in office as Imperial Potentate.

Dated this 20th day of May, 2020



Jeffrey L. Sowder, Imperial Potentate

ATTESTED:



Jim Cain, Imperial Recorder

Copies to: Jim Cain, Imperial Recorder
 John C. Piland, Executive Vice President/COO, Shriners International
 Robert O. Kuehn, General Counsel
 Jon A. Hanson, Chairman, Jurisprudence and Laws Committee
 Anita L. Coant, Shriners International



SHRINERS

INTERNATIONAL

OFFICE OF
JEFFREY L. SOWDER, PGM
IMPERIAL POTENTATE

P. O. Box 177
TORONTO, KANSAS 66777
jsowder@minmixminerals.com

MEMBER
MIDIAN SHRINERS
WICHITA, KANSAS

MEMORANDUM

TO: Shrine Leaders

FROM: Jeffrey L. Sowder, Imperial Potentate

DATE: March 31, 2020

SUBJECT: General Order #2 – Electronic Meetings

We are facing unprecedented times which significantly limit the ability of Shrine Temples to operate. Many temples have temporarily closed their doors in response to governmentally imposed requirements that they do so.

In spite of these restrictions, there is still the need for temples to make business decisions. While a temple Divan may meet through a conference call, many decisions which must be made are currently required to be made by the Nobility at a temple meeting, which is prohibited by many state and local governments.

Your Imperial Divan understands these grave concerns and is working hard to assist temples in being able to operate.

This General Order #2 provides the temples with needed flexibility to conduct temple meetings electronically without requiring face-to-face participation. This expanded definition of electronic meeting fully complies with existing requirements of the bylaws, but authorizes a relaxation of rules found in the existing protocol for conducting electronic meetings.

We realize that this substantial change in conducting electronic meetings will not solve all of the temples' operational problems or be easy to implement. However, it will provide many temples with needed flexibility so that they can conduct temple meetings that authorize remote participation of the Nobility.

These are difficult and unprecedented times, which are likely to get worse before they get better. However be assured that they will get better. In the meantime, we are taught that as Masonic and Shrine Brothers we support each other during difficult times. Let's work together on the issues that are before us.

We acknowledge and thank the outstanding temple Divan members throughout the world who have accepted the challenge of protecting our Nobility, while also working to keep them engaged.

JLS:ma

SHRINERS INTERNATIONAL

**General Order No. 02
Series 2019-2020**

**Office of the Imperial Potentate
March 31, 2020**

To the Representatives of Shriners International, Potentates, Elected Officers of the Subordinate Temples and the Nobility of the Order, fraternal greetings:

As a result of the current world-wide pandemic caused by COVID-19, not only have our personal lives been impacted beyond anticipation, but our fraternal affairs' have also been altered in ways that could not have been foreseen.

As a result, the conduct of the essential business of the subordinate temples is being limited by restrictions on personal movement, limitations of face to face meeting sizes and social distancing.

In my opinion, as your Imperial Potentate, it is essential for the health and well-being of the Officers and the Nobility of the Order, as well as the orderly continuation of the necessary business of our beloved Fraternity, that adjustments, within the limitations of the bylaws of Shriners International, be made on the methods of communicating and conducting the necessary business of the subordinate temples.

In 2015, the bylaws of Shriners International were amended [*see §324.1(d)*] to allow the Imperial Potentate to grant Special Dispensations for a temple to allow participation in any stated, special or annual meeting of a temple electronically.

Following the amendment of the bylaws to allow electronic participation in a meeting, a PROTOCOL for REQUEST to IMPERIAL POTENTATE for DISPENSATION to ALLOW ELECTRONIC PARTICIPATION in ANNUAL, SPECIAL or STATED TEMPLE MEETINGS was proposed by the Jurisprudence & Laws Committee and implemented by Shriners International.

A copy of the Protocol is attached hereto for reference.

However, that Protocol specifically provided in the opening paragraph that the terms could be changed at any time by Shriners International.

In my opinion, as Imperial Potentate, now is such a time.

Accordingly, the Protocol referenced above, is hereby temporarily amended effective immediately through 12:01am on June 1, 2020 as follows:

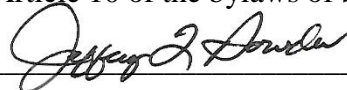
- With the approval of a majority of the Board of Directors of a temple, any Officer or member Noble of the temple can participate in a stated or special meeting electronically.
- At the discretion of the Chair, a procedure must be taken at the beginning of a meeting to confirm that only Officers and member Nobles of the temple are participating in the meeting electronically.
- Participants must state their name and request to be recognized by the Chair before speaking.
- At the discretion of the Chair, discussion shall take place on a rotating basis.
- At the discretion of the Chair, votes shall be taken by roll call or general consent.

As a result of the above, the following is my General Order No. 02, Series 2019-2020:

ORDER


- It is hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4), and §324.1(d) of the bylaws of Shriners International, that all subordinate temples are hereby granted special dispensation that with the approval of a majority of the Board of Directors of a temple, any Officer or member Noble of the temple can participate in a stated or special meeting electronically.
- It is further hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4), and §324.1(d) of the bylaws of Shriners International, that unless a longer time is specified in the bylaws of Shriners International for the transaction of a certain type of business, not less than one-week's notice must be given stating the time, date and business to be considered at the meeting, together with all necessary details for electronic participation in the meeting.
- It is further hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4), and §324.1(d) of the bylaws of Shriners International, at the discretion of the Chair, a procedure must be taken at the beginning of a meeting to confirm that only Officers and member Nobles of the temple are participating in the meeting electronically.
- It is further hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4), and §324.1(d) of the bylaws of Shriners International, participants must state their name and request to be recognized before speaking at any meeting conducted under this special dispensation, that, at the discretion of the Chair, discussion shall take place on a rotating basis, and that votes shall be taken by roll call or general consent
- It is further hereby ORDERED by the authority vested in me by §§206.5(a)(1) and (4), and §324.1(d) of the bylaws of Shriners International, that the officers of any temple conducted a meeting under this special dispensation are to take all necessary precautions to protect the rights of absentee member Nobles in accordance with Article 10 of the bylaws of Shriners International.

Dated this 31 day of March 2020



Jeffrey L. Sowder, Imperial Potentate

ATTESTED:



Jim Cain, Imperial Recorder

Copies to: Jim Cain, Imperial Recorder
 John C. Piland, Executive Vice President/COO, Shriners International
 Robert O. Kuehn, General Counsel
 Jon A. Hanson, Chairman, Jurisprudence and Laws Committee
 Anita L. Coant, Shriners International

PROTOCOL for REQUEST to IMPERIAL POTENTATE
for DISPENSATION to ALLOW ELECTRONIC PARTICIPATION in
ANNUAL, SPECIAL or STATED TEMPLE MEETINGS

The following is the Protocol AS OF SEPTEMBER 1, 2015 WITH THE EXPRESS RESERVATION THAT THIS PROTOCOL CAN BE CHANGED AT ANY TIME BY SHRINERS INTERNATIONAL and NOTHING IN THIS PROTOCOL SUPERSEDES THE PROVISIONS OF THE BYLAWS OF SHRINERS INTERNATIONAL, INCLUDING BUT NOT LIMITED TO, THE BYLAW PROVISIONS REGARDING MEETINGS AND NOTICES RELATING TO MEETINGS:

1. The request for the dispensation must be with the approval of a majority of the Board of Directors of the temple.
2. The request can be for a single meeting or for a series of meetings provided the request does not go beyond the next annual meeting of the temple.
3. The request for dispensation must specifically identify the location of each meeting room in which Nobles will gather to participate in the meeting.
4. If the request is granted, a Noble must be designated as the moderator of the meeting, he must be in attendance at the location of the meeting and he must agree to be personally responsible to assure that the meeting is conducted in accordance with this protocol.
5. Notices for the meeting must identify the location of each meeting room in which Nobles will gather to participate in the meeting and the meeting room must be tiled with only Nobles present.
6. The meeting cannot be recorded or retransmitted.
7. Any votes conducted during the meeting must be on paper ballots and the paper ballots must be sent to the temple Recorder within 10 days.
8. The meeting must be conducted in a business like atmosphere.
9. Although any electronic communication is subject to being "hacked", efforts need to be taken to ensure that the method of the communication is recognized as currently acceptable technology.
10. A majority of the Board of Directors of the temple can add any additional restrictions on the meeting that it deems appropriate.