

CONSTITUTION  
OF  
THE SUPREME GRAND LODGE  
OF THE  
ANCIENT AND MYSTICAL ORDER ROSAE CRUCIS  
(As Amended October 1, 2018)

CONSTITUTION  
OF  
THE SUPREME GRAND LODGE  
OF THE  
ANCIENT AND MYSTICAL ORDER ROSAE CRUCIS

PREAMBLE

To teach, foster, and perpetuate the traditional principles, laws, and initiatory system of the Ancient Rosicrucians as they may be applied to present day conditions and needs; to enhance the understanding and spiritual development of students of Rosicrucian principles; to foster the spirit of brotherhood and understanding; to foster international good will, understanding, and cooperation by retaining and maintaining fraternal, intellectual, and spiritual contact with the duly constituted Ancient and Mystical Order Rosae Crucis (AMORC) throughout the world; to cooperate with all other agencies whose objects are in accord with the foregoing aims of this Order, or for the benefit of humanity generally; to establish and maintain educational institutions and other facilities in pursuit of the foregoing objects; to enhance the happiness and welfare of humanity through understanding of Rosicrucian principles; and to provide for its government, the Supreme Grand Lodge of the Ancient and Mystical Order Rosae Crucis ordains this Constitution.

## ARTICLE I GOVERNING PRINCIPLES

Section 1. Law of the Order. The Articles of Incorporation granted to the Supreme Grand Lodge by civil authority; this Constitution; governing documents enacted by or with the affirmative approval of the Supreme Grand Lodge for its affiliated Grand Lodges not in conflict therewith; and the doctrinal and ritualistic regulations of the Imperator with the instructions therein contained, shall be the supreme law of the Order.

Section 2. Inner Congregation. The Imperator and the officers and directors of the Supreme Grand Lodge constitute the inner congregation of the Ancient and Mystical Order Rosae Crucis (AMORC) of this jurisdiction in accordance with the Ancient Landmarks of the Order in other lands, and other periods of time, and this Supreme Grand Lodge with its board of directors and officers shall constitute a separate legal group directly controlling, conserving, and maintaining the perpetuity of the Rosicrucian traditions and landmarks, teachings and principles in this jurisdiction, and dividing its legal responsibilities and obligations with no other members of the Order in any other section, division, Lodge or group of the Order, or in any other country or jurisdiction in the world, and retaining its powers and authorities exclusively as an incorporated body having no general membership.

Section 3. Affiliated Grand Lodges. The Supreme Grand Lodge of the Ancient and Mystical Order Rosae Crucis (AMORC) may establish and/or sponsor Grand Lodges in accordance with the provisions of Article VIII of this Constitution.

Section 4. Departments of Government. The power of government shall be divided into two independent co-ordinate departments: Administrative and Doctrinal Ritualistic. The Administrative Department shall embrace all legislative, executive, and judicial powers and shall be vested in and exercised by the board of directors in the manner set forth in this Constitution and as prescribed by civil authority. The Doctrinal Ritualistic Department shall embrace all powers involving lessons, instruction, research, editing, rituals, and doctrines, and these powers shall be vested in the office of Imperator. Subject to any applicable civil or criminal law, the authority of the Imperator in matters of doctrine and ritual shall be limited only by the Ancient Landmarks of this Order as recognized by this Order.

## ARTICLE II MEMBERSHIP

This corporation shall have no voting members, but the board of directors may, by resolution, establish classes of nonvoting members and provide for eligibility and rights and duties, including the obligation to pay dues.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law, including (but not limited to) the power to assess Grand Lodges for royal support; the power to accept gifts and bequests; and the power to engage in income-producing activities to the extent that such activities are consistent with this corporation's tax-exempt charitable status under law. All powers and activities of this corporation shall be exercised and managed by the board directly or, if delegated, under the ultimate direction of the board.

Section 2. Classes, Number and Qualifications of Directors.

(a) Classes of Directors. There shall be two classes of directors: the directors elected in accordance with Section 3 below (the "Elected Directors") and the individuals who are directors by virtue of holding the position of Immediate Past Imperator (the "Immediate Past Imperator Directors").

(b) Number of Directors. The number of Elected Directors shall be not less than ten (10) nor more than twenty-five (25) with the exact number of authorized Elected Directors to be fixed by resolution of the board of directors; provided, however, that at all times a majority of the Elected Directors shall be the then-serving Grand Masters of their respective language jurisdictions, who shall be directors of this corporation by virtue of their office. All directors are, by virtue of their directorship, members in good standing of the Ancient and Mystical Order Rosae Crucis (AMORC). As a qualification for joining and continuing to serve on the Board of Directors, no candidate for a director position, and no current director (including, without limitation, Grand Masters), shall contemporaneously be a member of any other esoteric organization (as defined in the reasonable discretion of the Imperator), other than the Traditional Martinist Order or an organization that is part of A.M.O.R.C. The number of Immediate Past Imperator Directors at any time shall be equal to the number of individuals holding the position of Immediate Past Imperator.

Section 3. Election and Term of Office of Elected Directors. Each Elected Director shall be elected for a term of five (5) years, which may be renewed indefinitely in the sole discretion of the board of directors. Each Elected Director shall hold office until a successor has been elected. Notwithstanding the foregoing, however, no person may be elected or re-elected as an Elected Director if such person has already attained the age of 70.

Section 4. Immediate Past Imperator. Each individual holding the position of Immediate Past Imperator shall have a seat on the board as an Immediate Past Imperator Director, as referenced in Section 2(b) above.

Section 5. Vacancies. A vacancy among the Elected Directors shall be deemed to exist in the event that the actual number of Elected Directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice

by the secretary. A majority of the directors then in office may remove any Elected Director at any time, with or without cause. Vacancies among the Elected Directors may be filled by the remaining directors for the unexpired portion of the term, except that a vacancy in the office of a director who serves by virtue of being the Grand Master of a language jurisdiction shall be filled by that director's duly chosen successor in the office of Grand Master of that language jurisdiction.

Section 6. Annual Meetings. A meeting of the board of directors shall be held at least once a year. Annual meetings shall be called and noticed in the same manner as special meetings.

Section 7. Special Meetings. Special meetings of the board of directors may be called by the Imperator or by any two directors. Special meetings shall be held at the date, place, and time stated in the written notice.

Section 8. Notice. Notice of the annual meeting and any special meetings of the board of directors shall state the date, place, and time of the meeting and shall be given to each director at least seven (7) days before any such meeting if given by first-class mail or forty-eight (48) hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article VII, Section 6 of this Constitution.

Section 9. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and either before or after the meeting, each of the directors not present provides a written waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except as provided in Article III, Sections 5 (removing directors and filling board vacancies), 11 (taking action without a meeting), 14C (approving self-dealing transactions), and 19 (approval of Grand Lodge transactions); Article IV, Section 1 (appointing board committees); Article VI, Section 2 (approving indemnification); and Article VII, Section 7 (amending Constitution), of this Constitution or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Action without a Meeting. Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article VII, Section 6 of this Constitution so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 13. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any committee of the board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations

as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, or acquiring, exchanging, selling, and managing this corporation's investments, the board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

#### Section 14. Prohibited Transactions.

A. Loans. This corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transaction. Except as provided in Subsection C below, the board shall not approve or engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the corporation is a party and in which one or more of the directors has a material financial interest.

C. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the board determines, before the transaction, that (1) the corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to the corporation at the time; and (3) after reasonable investigation, the board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the board before entering into a self-dealing transaction, a board committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full board determines in good faith that the board committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval

by the full board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation, directly or indirectly, for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 17. Reimbursement. The board of directors may authorize, by resolution, the reimbursement of reasonable receipted expenses incurred by a director in connection with attending meetings of the board and its committees or other authorized travel on behalf of this corporation.

Section 18. Executive Compensation Review. The board of directors (or a board committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and such other officers as may be required by law or which shall be so designated by resolution of the board of directors from time to time, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

Section 19. Approval of Actions in which a Grand Lodge Has an Interest. If a Grand Lodge which is described in Article VIII of this Constitution has an interest -- whether direct or indirect, and whether financial or otherwise -- in an action or transaction of this corporation which is materially different from those of the other Grand Lodges generally, such action or transaction shall require the approval of a majority of the directors present at a meeting at which a quorum is present, without counting the vote of any director who is then a citizen of a country in which such Grand Lodge is located or any director who is also a director of such Grand Lodge.

## ARTICLE IV COMMITTEES

Section 1. Board Committees. The board of directors may, by resolution adopted by a majority of the directors then in office, create any number of board committees, consisting of two or more directors, and only of directors, to serve at the pleasure of the board. Appointments to the board committee shall be by majority vote of the directors then in office. Board committees may be given all the authority of the board, except for the powers to:

- (a) Set the number of directors within a range specified in this Constitution;
- (b) Elect directors or remove directors without cause;
- (c) Fill vacancies on the board of directors or on any board committee;
- (d) Fix compensation of directors for serving on the board or any board committee;
- (e) Amend or repeal this Constitution or adopt a new Constitution;
- (f) Adopt amendments to the Articles of Incorporation of this corporation;
- (g) Amend or repeal any resolution of the board of directors which by its express terms is not so amenable or repealable;
- (h) Create any other board committees or appoint the members of any board committees;
- (i) Approve the merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.
- (j) Spend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Section 2. Advisory Committees. The board of directors may establish one or more advisory committees to the board. The members of any advisory committee may consist of directors or non-directors and may be appointed as the board determines. Advisory committees may not exercise the authority of the board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the board or board committees, and implementing board or board committee decisions and policies under the supervision and control of the board or board committee.

Section 3. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an audit committee whose

members shall be appointed by the board of directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the audit committee may not consist of members of the finance committee, if any; (b) the chair of the audit committee may not be a member of the finance committee, if any; (c) the audit committee may not include any member of the staff or the President or Treasurer; (d) the audit committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) audit committee members who are not directors may not receive compensation greater than the compensation paid to directors for their board service.

If the audit committee is composed and appointed as required by Section 1 above (concerning board committees), it shall be deemed a board committee on which the other directors are entitled to rely as provided in Article III, Section 13 of this Constitution; otherwise, the board of directors shall remain responsible for oversight and supervision of the audit committee as an advisory committee.

The audit committee shall: (1) recommend to the board of directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the board, (3) confer with the auditor to satisfy the audit committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

#### Section 4. Meetings.

A. Of Board Committees. Meetings and actions of board committees shall be governed by and held and taken in accordance with the provisions of Article III of this Constitution concerning meetings and actions of the board of directors, with such changes in the content of the Constitution as are necessary to substitute the board committee and its members for the board of directors and its members. Minutes shall be kept of each meeting of any board committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the board of directors, advisory committees may determine their own meeting rules and whether minutes shall be kept.

The board of directors may adopt rules for the governance of any board or advisory committee not inconsistent with the provisions of this Constitution.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be Imperator, Immediate Past Imperator (when applicable), vice president, secretary, and treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be elected by the directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the Imperator. At any one time there may be more than one Immediate Past Imperator.

Section 2. Election. The officers of this corporation, including the Imperator but excluding any Immediate Past Imperator (who shall hold such position pursuant to Section 7 below), shall be elected by the directors for a term of five (5) years which may be renewed indefinitely in the sole discretion of the board. Each officer, including the Imperator but excluding any Immediate Past Imperator (who may be removed only pursuant to Section 3 below), shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment. Notwithstanding the foregoing, however, no person may be elected or re-elected as an officer, including without limitation the Imperator but excluding any Immediate Past Imperator, if such person has already attained the age of 70.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer (including an Immediate Past Imperator) may be removed, with or without cause, by the board of directors.

Section 4. Resignation. Any officer, including an Immediate Past Imperator, may resign at any time by giving written notice to the secretary of this corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as this Constitution provides for election to that office.

Section 6. Imperator. In addition to the doctrinal and ritualistic responsibilities granted to the Imperator under Article I, Section 4, the Imperator shall be the chief executive officer of the corporation and shall, subject to control of the board, generally supervise, direct and control the business and the officers of the corporation. The Imperator shall be a member of all committees and shall have the general powers and duties of management usually vested in the office of president and chief executive officer of the corporation and shall have such other powers and duties as may be prescribed by the board or by this Constitution. The Imperator is the Sovereign Grand Master of the Traditional Martinist Order and the

Generalissimo of the Militia Crucifera Evangelica, which are constituent parts of this corporation.

Section 7. Immediate Past Imperator. Each person who has served as Imperator shall upon leaving such office (unless removed as Imperator by the board) automatically become an Immediate Past Imperator for a non-renewable term of three (3) years from such person's last day in office as Imperator. An Immediate Past Imperator shall have such duties as the board may determine from time to time. The office of Immediate Past Imperator shall exist whenever, and only whenever, one or more persons are qualified under this Section 7 to hold it. The office of Immediate Past Imperator shall be separate and distinct from the honorific title of "Imperator Emeritus."

Section 8. Vice President. The vice president shall, in the absence of the Imperator, carry out the duties of the Imperator and shall have such other powers and duties as may be prescribed by the board or by this Constitution.

Section 9. Secretary. The secretary shall supervise the keeping of a full and complete record of the proceedings of the directors, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the books of the corporation, and shall have such other powers and duties as may be prescribed by the board or by this Constitution.

Section 10. Treasurer. The treasurer shall supervise the charge and custody of all funds of the corporation, shall supervise the deposit of such funds in the manner required by the directors, shall supervise the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the board or by this Constitution.

## ARTICLE VI INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the board of directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the board shall promptly authorize indemnification in

accordance with Section 5238(d). Otherwise, the board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The board of directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the board finds that:

(a) the requested advances are reasonable in amount under the circumstances;  
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The board of directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Principal Office. The principal office of this corporation shall be located in the County of Santa Clara, California.

Section 3. Contracts; Execution of Checks. All contracts and agreements of any nature entered into on behalf of this corporation shall be authorized by the board of directors. Such contracts and, except as otherwise provided by law, every check, draft, promissory note, money order or other evidence of indebtedness of the corporation, shall be signed by such person or persons as may be authorized by the board of directors, from time to time, by resolution.

Section 4. Reports to Directors. The Emperor shall furnish a written report annually to all directors of this corporation. The report shall be prepared with the assistance of

the treasurer and the accounting professionals retained by this corporation. The report shall contain the following information:

- (1) The assets and liabilities, including the trust funds of this corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (4) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year;
- (5) Any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article VII, Section 6 of this Constitution.

Section 5. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 6. Electronic Transmissions. Unless otherwise provided in this Constitution, and subject to any guidelines and procedures that the board of directors may adopt from time to time, the terms “written” and “in writing” as used in this Constitution include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 7. Amendments. Proposed amendments to this Constitution shall be submitted in writing to the directors at least one (1) week in advance of the board meeting at which they will be considered for adoption. The vote of a majority of the directors present at any meeting shall be required to adopt a Constitutional amendment.

Section 8. Use of Trademarked and Copyrighted Materials. No organization or individual may use materials bearing the names, symbols, logos, or letterheads of, or other materials trademarked or copyrighted by or otherwise belonging to, the Supreme Grand Lodge except as specifically authorized in writing by the Supreme Grand Lodge.

## ARTICLE VIII GRAND LODGES AND AFFILIATED BODIES

Section 1. Language Jurisdictions; Grand Lodges. In order to provide educational, cultural, and scientific services to people of diverse languages around the world, the Supreme Grand Lodge of the Ancient and Mystical Order Rosae Crucis (AMORC) may establish and/or sponsor language jurisdictions known as Grand Lodges of the Ancient and Mystical Order Rosae Crucis (AMORC).

Section 2. Legal Status of Grand Lodges. The board of directors of the Supreme Grand Lodge shall determine the country in which each Grand Lodge’s principal office shall be located. A Grand Lodge shall be organized under the laws of its country of principal location as a nonprofit organization, with such governing documents as may be required by the laws of that country; provided, however, that these governing documents and any subsequent amendments to them must be approved in advance by the Supreme Grand Lodge. A Grand Lodge shall meet the following requirements, which shall, if local law permits, be stated in the Grand Lodge’s governing documents:

A. Purpose. The purpose of a Grand Lodge shall be to carry out the charitable, educational, cultural, and scientific purposes of the Supreme Grand Lodge of the Ancient and Mystical Order Rosae Crucis by advancing the world’s knowledge of the history,

principles, and teachings of the Ancient and Mystical Order Rosae Crucis through educational and cultural activities conducted in the language of that jurisdiction. All assets of a Grand Lodge shall be irrevocably dedicated to this purpose.

B. Activities. The activities of a Grand Lodge are legally limited to the purpose above stated. A Grand Lodge shall not support or oppose any candidate for political office.

C. No Private Benefit. A Grand Lodge shall not permit any person or non-charitable organization to benefit economically from its income or assets, other than as payment of reasonable compensation for services rendered or payment representing the fair market value of property which the Grand Lodge has purchased.

D. Distribution upon Dissolution. Upon the dissolution of any affiliated body, all remaining assets shall be distributed to the Grand Lodge with which that body is affiliated, in trust for Rosicrucian purposes within the language jurisdiction served by that Grand Lodge. Upon the dissolution of any Grand Lodge, all remaining assets shall be distributed to the Supreme Grand Lodge in trust for Rosicrucian purposes within the language jurisdiction served by the Grand Lodge; provided, however, that if the laws of the country where the dissolving Grand Lodge is located prohibit distribution to a foreign charity, the Supreme Grand Lodge shall have the discretion to vary this provision as described in Section 3 of this Article VIII.

Section 3. Effect of Local Law. If the laws of the country in which the principal office of a particular Grand Lodge is located conflict with the requirements of this Article VIII or any other provision of this Constitution, the Supreme Grand Lodge shall have the discretion to vary the requirements in question so that the Grand Lodge may comply with local law, provided, however, that in considering any such variance the Supreme Grand Lodge shall first review the written advice of (1) an attorney licensed to practice in the country where the principal office of the Grand Lodge is located and retained for this purpose by the Grand Lodge, specifying the nature of the conflict and suggesting possible solutions, and (2) counsel for the Supreme Grand Lodge.

Section 4. Grand Lodge Directors and Officers.

A. Officers and Directors. The position of President and the position of Grand Master of a Grand Lodge shall be elected by the Supreme Grand Lodge for a term of five years, which may be renewed indefinitely in the sole discretion of the Supreme Grand Lodge. The Grand Master may be the President. No Grand Master or President of a Grand Lodge may contemporaneously be a member of any other esoteric organization (as defined in the reasonable discretion of the Imperator), other than the Traditional Martinist Order or an organization that is part of A.M.O.R.C.; the foregoing proscription shall be a qualification for service as Grand Master or President of a Grand Lodge, and a violation of this proscription shall be grounds for removing an individual as Grand Master or President. All other officers and directors shall be nominated by the President of the Grand Lodge or designated by Assemblies of the Grand Lodge

and elected or approved by the directors of the Supreme Grand Lodge. These other officers and directors shall serve for a term of two years or such other term duration as may be set by the bylaws of the Grand Lodge. Notwithstanding the foregoing but only as permitted by local law, each individual serving as Grand Master of a Grand Lodge as of January 1, 2018, shall, upon leaving such office (except if removed), automatically become an Immediate Past Grand Master of that Grand Lodge for a non-renewable term of three (3) years from such person's last day in office as Grand Master, and as such shall *ex officio* hold a seat on the Grand Lodge's governing body. (The size of the Grand Lodge's governing body shall be increased, as necessary, to ensure an odd number of members overall. The office of Immediate Past Grand Master shall be separate and distinct from the honorific title of "Grand Master Emeritus.") The Supreme Grand Lodge may remove any director or officer of a Grand Lodge, including the President and Grand Master and any Immediate Past Grand Master, in its sole discretion at any time. Supreme Grand Lodge directors who are citizens of the country within which a Grand Lodge is located or who are officers or directors of a Grand Lodge shall not participate in a vote to elect or remove any officer or director of that Grand Lodge board including the President and Grand Master. The Supreme Grand Lodge may waive a specific provision of Part A of this Section 4 in its sole discretion with respect to a particular Grand Lodge by adopting a resolution so indicating. Notwithstanding the foregoing, however, no person may be elected or re-elected as to the position of President or of Grand Master of a Grand Lodge if such person has already attained the age of 70.

B. Standard of Care. Directors and officers of a Grand Lodge shall comply with the standard of care set forth in Section 13 of Article III of this Constitution. They shall refrain from the prohibited transactions discussed in Section 14 of Article III; provided, however, that directors of a Grand Lodge may engage in a self-dealing transaction which is disclosed and approved as set forth in Part C of Section 14 of Article III.

Section 5. Grand Lodge Reporting Obligations. Each Grand Lodge shall submit an audited financial report, prepared by a certified public accounting firm or its equivalent, to the Supreme Grand Lodge by May 31 of each year with regard to the preceding year. The report shall contain a balance sheet, a statement of receipts and expenditures, and a management letter stating the accountants' recommendations with regard to the management of Grand Lodge assets. The board of directors of the Supreme Grand Lodge shall review the report and, if it is satisfactory, shall approve it.

Section 6. Educational, Cultural, and Scientific Publications of Grand Lodges. One of the purposes of a Grand Lodge is to prepare and distribute Rosicrucian educational, cultural, and scientific materials in the language or languages of the jurisdiction governed by that Grand Lodge. Grand Lodges shall promptly provide the Archives of the Supreme Grand Lodge with a copy of each educational, cultural, or scientific publication produced or distributed by them. Grand Lodges shall not adapt or otherwise modify monographs or other publications produced by the Supreme Grand Lodge, other than by translating them, without the prior written consent of the Supreme Grand Lodge, which shall not be unreasonably withheld.

Section 7. Funds Held in Trust. The board of directors of the Supreme Grand Lodge, in its sole discretion, may determine that it is in the best interests of the Supreme Grand Lodge and of a Grand Lodge for the Supreme Grand Lodge to hold assets in trust for that Grand Lodge. Any such assets shall be shown on the books of the Supreme Grand Lodge as trust accounts and shall be spent only for Rosicrucian programs and activities within the language jurisdiction of the Grand Lodge. The Supreme Grand Lodge shall obtain, and shall provide to such Grand Lodge, an accounting of such funds at regular intervals to be specified by resolution of the board of directors of the Supreme Grand Lodge. No one shall open an account, or hold title to any property, in the name of the Supreme Grand Lodge without the prior written permission of the Supreme Grand Lodge.

Section 8. Other Affiliated Organizations. Subject to the overall authority of the Supreme Grand Lodge, a Grand Lodge may sponsor and/or authorize the formation of affiliated bodies such as Lodges, Chapters, and Pronaoi, in accordance with AMORC traditions and practices; with this Constitution; and with the governing documents and local law of the Grand Lodge. The Supreme Grand Lodge may authorize a Grand Lodge to establish a Grand Heptad of the Traditional Martinist Order in its language jurisdiction. A Grand Lodge may also establish any other cultural, educational, or scientific organization in order to advance the purposes stated in this Constitution; provided, however, that the Grand Lodge must first obtain the written authorization of the Supreme Grand Lodge before forming any such organization.

Section 9. Royal Support. A Grand Lodge shall pay royal support to the Supreme Grand Lodge in the amount which may be assessed from time to time by the Supreme Grand Lodge.

CERTIFICATE OF SECRETARY

I, Julie Scott, certify that I am presently the duly elected and acting Secretary of The Supreme Grand Lodge of the Ancient and Mystical Order Rosae Crucis, a California nonprofit public benefit corporation, and that the above Constitution, consisting of 17 pages, is the Constitution of this corporation as adopted by the Board of Directors, effective October 1, 2018.

DATED: October 1, 2018

  
\_\_\_\_\_  
Julie Scott, Secretary