

BY-LAWS OF
THE MICHIGAN MOOSE ASSOCIATION

ARTICLE I
Name

The name of the Association shall be the "Michigan Moose Association, Inc." hereafter, referred to as the Association, a Michigan non-profit corporation.

ARTICLE II
Objectives

The objectives of the Association are to bring together in closer fraternal cooperation of the Fraternal Units of the Moose and the Membership of such Lodges and Chapters in the State of Michigan; to aid and promote the purposes of the Loyal Order of Moose and the Women of the Moose; to build the membership strength of the Order; to exchange ideas and ideals which may be of benefit to the various Lodges and Chapters and their members; to promote interest in the work of Ritual Staffs and similar units; to encourage a broader interest in Lodge and/or Chapter sports, activities, and family activities; to stimulate participation in the Heart of the Community Service programs; to adopt programs and projects for the betterment of Mooseheart and Moosehaven to include the building of the Endowment Fund for the support of these institutions; to foster closer relationships between Lodges and/or Chapters in Michigan and lodges and chapters in neighboring states and provinces, and to coordinate the programs and directives of Moose International, Inc., and the Supreme Lodge.

In addition, the Association, and by extension the members Lodges and/or Chapters of the Association, shall promote and support all authorized programs of Moose International, including, but not limited to, those regarding membership, ritual, activities, Heart of the Community, membership recognition programs, and fund raising activities.

ARTICLE III Authority

The Association at all times shall be amendable to and under the supervision of Moose International, Inc. and the Supreme Lodge, its Officers, its Executive Committee, the Supreme Council and be bound and governed by the Constitution of Moose International and the Supreme Lodge and General Laws of the Supreme Lodge and the By-Laws of Moose International. The By-Laws, or amendments hereto, shall be subject to approval of the General Governor, Supreme Lodge, and the Loyal Order of Moose.

ARTICLE IV Membership

Membership in the Association shall consist of all member lodges and chapters of the Loyal Order of Moose and the Women of the Moose in the State of Michigan that are in good standing in the Supreme Lodge, Loyal Order of the Moose and the Women of the Moose and the Michigan Moose Association.

ARTICLE V Composition

Section 1: For convenience in carrying out the functions of the Association, the Association shall establish districts comprised of geographically related Members Lodges and Chapters, the composition shall be established by the Elected Board of Officers of the Association (aka State Executive Board).

Section 2: The Members Lodges and Chapters to be included in the various Districts may be altered from time to time and new Districts established as determined by the Elected Board of Officers of the Association (aka State Executive Board).

Section 3: The current composition of the Association is as follows:

- DISTRICT #2: Taylor Twp., Woodhaven, Lincoln Park, Monroe
- DISTRICT #3: Dearborn Heights, Wayne/Westland, Garden City, Livonia, Northville, Redford Twp., South Lyon
- DISTRICT #4: Hamtramck, St Clair Shores, Richmond, Avon/Rochester, Mt Clemens, Port Huron
- DISTRICT #6: Adrian, Ann Arbor, Belleville, Ypsilanti, Jackson, Brooklyn
- DISTRICT #7: Albion, Coldwater, Hillsdale, Marshall
- DISTRICT #9: Benton Harbor, Buchanan, Dowagiac, Niles, Otsego, Three Rivers, South Haven, Celery City
- DISTRICT #10: Dorr, Grand Rapids/Sparta, Greenville, Holland, Fremont, Wyoming, Manistee
- DISTRICT #11: Charlotte, Dewitt, Ionia, Lowell, Delton
- DISTRICT #12: Birch Run, Durand, Fenton, Flushing, Grand Blanc, Holly, Highland, Lapeer, Pontiac
- DISTRICT #13: Bay City, Caro, Midland, Saginaw
- DISTRICT #14: Alpena, Houghton Lake, Mio, Skidway Lake, West Branch
- DISTRICT #16: Drummond Island, Manistique, Munising, Sault Sainte Marie, St. Ignace
- DISTRICT #17: Cheboygan, Grayling, Kalkaska, Lewiston, Mancelona
- DISTRICT #18: Cadillac, Clare, Estey, Gladwin, Harrison, Reed City, St. Louis, Sanford, Ewart

Section 4: Each District within the Association shall hold a minimum of ten (10) monthly meetings per calendar year. The meetings of the Districts shall be conducted in accordance with an agenda furnished by the Association. Any deviation from this will be at the discretion of the duly authorized Representative of Moose International with the approval of the Executive Board.

Section 5: The Elected Officers of the District and the Governors, Senior Regents, Administrators, and Recorders of the Members Lodges and Members Chapters within the District shall be members of the District Executive Committee. The District Executive Committee shall meet prior to District Meeting to conduct district business presided by the District President.

Section 6: When Districts are voting on candidates and/or expenditure of funds it is one (1) vote per Lodge and one (1) vote per Chapter. It shall be the Governor or the Lodge Representative and the Senior Regent or the Chapter Representative that votes.

ARTICLE VI Delegates

Section 1: Each Member Lodge and Chapter in good standing with the Association shall be entitled to be represented in the meetings of the Association by voting delegates which shall consist of the Governor and Administrator and the Senior Regent and Recorder consisting of one (1) delegate for each fifty (50) members on the rolls, or a majority fraction thereof; provided that no one Member Lodge or Member Chapter shall be entitled to a representation exceeding fifteen (15) delegates nor cast more than fifteen (15) votes. The fifteen (15) delegates shall be comprised of the Elected Officers of the Member Lodges and Member Chapters plus eligible Past Governors and Past Regents of the Member Lodge and Member Chapter. No delegate shall represent more than one Member Lodge and/or Member Chapter. In addition to voting "delegates" each Member Lodge and Member Chapter may have in attendance non-voting "attendees."

Section 2: Each delegate elected to represent their Member Lodge or Member Chapter at a meeting of the Association shall receive from his Member Lodge or Member Chapter a certificate of his or her election prepared by the Secretary of the Association. This certificate shall be signed by the Governor or Senior Regent and attested to by the Administrator or Recorder, under the seal of the Lodge or Chapter. Each delegate present for a vote of the Association shall be entitled to one vote, providing the total number of votes does not exceed the number entitled the Member Lodge or Member Chapter, based upon the dues which have been assessed by the Association and subject to the limitations contained in Section 1 of this Article.

Section 3: All Past Presidents and Past Deputy Grand Regents of the Association and all members of the Board of Officers of the Association, who are members of Lodges and Chapters in good standing within the Association shall be entitled to all rights and privileges of a Delegate, and shall not be counted as part of the Member Lodge or Member Chapter entitlement referred to in Section 1 of this Article.

Section 4: Any duly authorized Representative of Moose International and any Special Representatives of the Membership Department, appointed to serve the Association, shall be entitled to all the rights and privileges of a Delegate, and shall not be counted as a part of the Member Lodge or Member Chapter entitlement referred to in Section 1 of this Article.

Section 5: The Nominating Committee shall report to the annual meeting of the Association on Friday, if the election is to be held on Saturday. There must be 24 hours between the report of the Nominating Committee and the election of officers.

ARTICLE VII Quorum

Section 1: Any number of duly accredited Delegates, representatives at least a majority of the Member Lodges and Member Chapters in good standing, shall constitute a quorum for the transaction of business at any duly authorized session of the Association: provided, that the President and Vice-President, Prelate, or Junior Past President (in that order) be present to preside.

Section 2: A majority of all votes cast shall decide all questions except those which involve amendment, alteration, or addition to these By-Laws, or an appeal from the decision of the Chair, either which shall require a two-thirds (2/3) vote of the duly accredited Delegates in attendance.

ARTICLE VIII Elected Officers

The elected officers of the Association shall consist of President, Vic-President, Prelate, Secretary, Treasurer, and one (1) District President from each District within the Association.

ARTICLE IX Board of Officers

Section 1: The Board of Officers of this Association shall be composed of the elected and appointed officers, and the Junior Past President who are members of the Lodges and/ or Chapters in good standing within the Association, and who are themselves in good standing within their respective Lodges and/or Chapters. The duly authorized Representatives of Moose International, Supreme Lodge Representative(s) and appointees, who are in good standing with their respective Member Lodge or Member Chapter, and whose Lodge or Chapter – if a Member Lodge or Member Chapter of the Association – is in good standing with the Association, shall serve on the Board of Officers of the Association as a non-voting Members of the Board of Officers of the Association. Only the elected Officers and the Junior Past President are permitted to make motions and seconds and vote during the Executive Board of Officers Meeting.

Supreme Lodge Representative and Appointees shall include the following: Supreme Lodge Officers (including but not limited to: Supreme Council Members, Executive Committee Members, Past Supreme Governors, Supreme Inner Guard, Supreme Outer Guard and Supreme Sergeant-At-Arms, Justices of the Supreme Forum, Deputy Supreme Governors, Moose Legion Ambassadors, members of the following Boards or Committees: Mooseheart Board of Governors, Moosehaven Board of Governors, Endowment Fund Board, Community Service Board, Judiciary Committee, International Sports Committee, Membership Activities Committee, Moose Legion Council, Government Relations Committee and such other Boards

or committees created by the Supreme Lodge and so notified in writing to the Association by the General Governor.

Section 2: The Executive Board of Officers, during the times that the Association is not in session, shall take general charge and supervision of the affairs of the Association and perform duties as may be necessary and proper to the interests, promote the welfare and accomplish the objectives of the Association. It shall carefully and judiciously control the finances of the Association and prepare a budget for the disbursement of Association funds. It shall have the authority to fix the salary of the Secretary and have the right to authorize reimbursement to all reasonable expenses incurred on behalf of the Association including reimbursement to Officers or any other member or person doing authorized business on behalf of the Association. It shall submit to the Association at each annual meeting a report, in writing, of all its accounts since the last annual meeting. It shall perform such duties as may be imposed upon it by these By-Laws or by the Association.

Section 3: A majority shall constitute a quorum of the Board of Officers, and the President and Secretary of the Association shall be respectively, the President (Chairman) and Secretary of the Board of Officers.

Section 4: Except where prohibited by these By-Laws, the State Board of Officers between meetings of said Board, shall have the right by recorded action, to delegate its powers, except for appropriation of funds of the Association, to an Executive Board of Officers consisting of President, Vice-President, Junior Past President, Prelate, Treasurer, Secretary and duly authorized Representative of Moose International, for the purpose of expediting the performance of functions otherwise performed by said Board of Officers.

Section 5: The Board of Officers, or the President, with the authority of the Executive Committee, may order an audit of any funds of the Association, including any special fund accounts, and the Chairman of any committee having a special fund account shall submit in writing a full accounting report at any time requested by the Board of Officers, or the President and at least once a year to the Secretary, whether or not called for at the annual meeting.

Section 6: Each person who is or has been a duly authorized Representative of Moose International or Officer of this corporation and who has acted in good faith and in a manner he or she reasonably believed to be in the best interest of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, shall be indemnified by the corporation against expenses including attorney's fees necessarily incurred by such person in connection with the defense or settlement in any action or proceeding to which he or she is a party, alone or together with others, with reason of his or her being or having been a duly authorized Representative of Moose International or officer acting in managerial capacity.

Each such person shall also be reimbursed by the Association for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such act, suit, or proceeding, unless such person shall be adjudged in such action, suit and proceedings to be liable for misconduct in the performance of his or her duties to the corporation.

The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a matter of law.

ARTICLE X Term of Office

Section 1: Each elected Officer, except the Secretary, shall be chosen for a term of one (1) year to being at the adjournment of the annual meeting at which he or she is elected. The Secretary shall be elected for a term of three (3) years, which shall begin at the adjournment of the annual meeting at which he or she is elected. The Assistant Secretary shall be appointed for a period of three (3) years, in an alternate year that the Secretary is elected. Each officer shall serve until his or her successor has been duly elected and qualified.

Section 2: Vacancies in any of the elected offices shall be filled by the Executive Board of Officers for the unexpired term.

Section 3: The President, with the consent and approval of the Executive Board of Officers, shall have the power to declare any office vacant except the office of Secretary, if in his or her opinion the occupant has failed to perform the duties of such office. The office of Secretary may be declared

vacant providing that the majority of the Executive Board of Officers vote that, in their opinion, the occupant has failed to perform the duties of the office.

ARTICLE XI Nomination and Election of Officers

Section 1: The Nominating Committee of the Association shall consist of the members of the Executive Board of Officers, four (4) Past Presidents or Past Deputy Grand Regents in order of juniority, beginning with the current Junior Past President or Junior Past Deputy Grand Regent, together with five (5) representatives appointed by the President, who shall be Past Presidents or Past Deputy Grand Regents or committee chairs and selected from five (5) member Lodges and/or Chapters in good standing with the Association.

Section 2: This committee shall place in nomination at least one (1) candidate for each office to be filled. Names shall be sent to the State Secretary which shall be given due consideration. Any eligible member of the Association, who has given his or her name for a specific office, but is not nominated by the Nominating Committee, shall have his or her name placed on the ballot by filing a petition with the Secretary of the Association, prior to the beginning of the session at which the election is to be held, containing the names and Lodge and Chapter number of not less than ten (10) percent of the registered Delegates attending the annual meeting. A Past President or Past Deputy Grand Regent of the Association is ineligible to serve in any office of the Association.

Section 3: The nominee for President must be a Past Governor or a Past Regent of the Order, served at least one (1) year in an elected office of the Association and also be a member from a Lodge or Chapter in good standing with the Association, and may not have previously served as President of the Association or a Deputy Grand Regent of the Association. The letter of intent to run is due to the State Secretary by 15th day of June.

Section 4: Each District shall hold a meeting at least forty-five (45) days before the date of the annual meeting for the purpose of selecting their recommendation for the District President, and electing their Vice-President, Prelate, Secretary and Treasurer of the District. This action by

the District shall be considered by the Association Nominating Committee as a recommendation by the District.

Section 5: The Nominating Committee shall report to the annual meeting of the Association on Friday, if the election is to be held on Saturday. There must be twenty-four (24) hours between the report of the Nominating Committee and the election of officers.

Section 6: The election of officers shall be held no earlier than the last order of business of the Saturday morning business session of the annual meeting. At least twenty-four (24) hours shall elapse between the official report of the Nominating Committee to the convention and the election. In the event of a contested office, the election shall take place by secret ballot.

Section 7: The Officers, elected and appointed, and Committee Chairman shall be installed into office prior to the close of the annual meeting utilizing the Ritual provided by the Ritual Department of Moose International.

ARTICLE XII Meetings

Section 1: There shall be annual meeting; hereafter called "Convention" and a "Mid-Year Meeting" hereafter called a "Mid-Year Conference" of the Association to be held at such place as has been determined by the Executive Board Officers. The convention of the Association shall be held during the months of July through October and the conference of the Association shall be held during the months of January through April of each year.

Section 2: All Member Lodges and Member Chapters within the Association shall be represented at both the Association Annual Convention and the Mid-Year Conference.

Section 3: With the consent of the General Governor, the Executive Board of Officers may call other meetings of the Association when in its opinion the interest and welfare of the Association justify it.

Section 4: A registration fee, as determined by the Executive Board of Officers may be charged those members attending a meeting of the Association.

Section 5: All Member Lodges and Member Chapters shall be represented at one hundred percent (100%) of District Meetings as outlined in the General Laws of the Order.

Article XIII Training

Section 1: All Men and Women Elected or Appointed to District and Association Office shall be current in Lodge Leadership/Social Quarters training.

ARTICLE XIV Association Dues

Section 1: Each Member Lodge and Member Chapter of the Association shall remit to the Secretary on the first day the fiscal year starting May 1 and quarterly thereafter a sum equivalent, but not to exceed 20% Per Capita dollars as assessed by Moose International. The computation is based upon the beginning fiscal year (May 1) total of good standing members on rolls. The Executive Board of the Association will have the authority to change this percentage with a majority vote.

Section 2: No Member Lodge or Member Chapter delinquent in its Association dues or not in good standing with the Association shall host any Association meetings or activities or participate in meetings or activities of the Association. This expressly prohibits group or team entries such as Ritual Teams, bowling and other athletic teams participation in any Association activities unless Association dues are paid for the current year, as covered in Section 1 of this Article. This section shall not prohibit a Moose Member in good standing of a Member Lodge or a Member Chapter, delinquent in its Association dues, from attending any and all meeting of the Association, provided he or she meets the requirements thereof, and he or she shall not be a qualified voting delegate on issues before the meetings.

ARTICLE XV Duties of Officers

Section 1: The President shall be the Chief Executive officer of the Association; he or she shall preside over all meetings of the Association, the State Board Of Officers and the Executive Board of Officers and shall appoint officers and committees and call meetings of the State Board of Officers and Executive Board of Officers at such times as the business of the Association may require. The President shall with the supervision of the duly authorized Representative of Moose International supervise and correlate the activities and visitations of the District Presidents and shall have authority to visit the Lodges and Chapters which are members of the Association. The President shall appoint a Sergeant-At-Arms, Assistant Sergeant-At –Arms, Inner and Outer Guards and Assistant Inner and Outer Guards as he or she may deem necessary, with the approval of the Executive Board of Officers.

Section 2: In the absence of the President at a stated meeting of the Association or the State Board of Officers or Executive Board of Officers, the Vice-President, Prelate, or Junior Past President shall preside in that order.

Section 3: Each District President shall:

- (a) Visit Member Lodges and Member Chapters in his or her District as often as possible for the purpose of encouraging and promoting progress in the development of fraternal programs.
- (b) Cooperate with the Secretary of the Association in the Collection of dues.
- (c) Cooperate with the Association Officers in the collection Funds in connection with any program sponsored by the Association.
- (d) Encourage membership promotion in cooperation with the Membership Department of Moose International and the duly authorized Representative of Moose International or Special Representative.
- (e) Cooperate with the Association Ritual Chairman encouraging the formation of Ritual Staffs and to encourage perfection and efficiency by the Officers in their charges as well as the exemplification of the ritual in all

Lodge or Chapter ceremonies. As long as this committee exist.

(f) Attend all State Board Officers meetings of the Association.

(g) Cooperate with the Association chairmen in all authorized activity in his District.

(h) Prepare a written report to be given at the meetings of the Association covering all phases of activities within his or her District.

Section 4: The Secretary shall keep a true and accurate record of all of the proceedings of the Association, the State Board of Officers and the Executive Board of Officers, and promptly attend to all correspondence and perform all duties usually pertaining to the office of Secretary. He or she shall give adequate surety bond in an amount to be fixed by the Executive Board of Officers, the premium on which shall be paid from the treasury funds of the Association, which checks shall then be countersigned by the Treasurer or the President. He or she shall submit an annual report to the Association showing the condition thereof and of the lodges within the jurisdiction of the Association so far as he or she is able to ascertain; he or she shall receive and account for all monies turned in to the Association and shall furnish the Treasurer with duplicate deposit slips showing all funds deposited to Association accounts, and shall perform such other duties as may be properly required of him or her. He or she shall receive such compensation for his or her services as may be determined by the Executive Board of Officers.

Section 5: The Vice-President with supervision of the duly authorized Representative of Moose International shall assist the President in the conduct of business of the Association at the conferences or conventions. He or she shall be responsible for guiding the District Presidents in their duties and shall be in charge of the reports of the District Presidents in their duties at the meetings of the Association. The Vice-President shall be the major alternate to the President at making visitations and promoting the purpose and goals of the Association consistent with the purposes and goals of the Fraternity.

Section 6: The Treasurer shall, at all times, be kept informed by the Association Secretary, as to the true financial status of the Association and shall perform such other duties as the Executive Board of Officers may consider necessary to the Association. He or she shall assist the Secretary in the preparation of the annual budget and financial report and shall

countersign all checks drawn on the funds of the Association that are properly authorized.

Section 7: The Prelate shall open and close all meetings of the Association with appropriate prayer.

Section 8: The Sergeant-At-Arms shall execute the orders of the President during the sessions of the Association and/or State Board of Officers, assist in preserving order, act as Marshall on public occasions and in parades, and in case of executive sessions shall, with assistance as he or she may select, examine all present as to their qualification to remain

Section 9: The Inner Guard and Outer Guard shall take charge of the door during all sessions of the Association and shall permit only such persons to enter as are duly qualified representatives or as may be directed by the President of the Association.

ARTICLE XVI Committees

Section 1: The standing committees of the Association shall be as follows:

- Credentials Committee
- By-Laws Committee
- Rules and Order Committee
- Public Relations Committee
- Financial Review Committee
- Resolutions Committee
- Heart of the Community Committee
- Ritual Committee
- Sports Committee
- Membership Committee
- Mooseheart/Moosehaven Endowment Fund Committee
- Historical Committee
- Moose Family Activities Committee
- Government Relations Committee
- Higher Degree Committee
- Communications Committee
- Moose Charities Committee

and such other committees as may be deemed necessary by the Executive Board of Officers, and/or Moose International.

Section 2: Except where otherwise provided, all committees shall be appointed by the President, with the approval of the Executive Board of Officers, at the conclusion of the convention, and the members thereof shall serve until the adjournment of the next convention, or until their successors have been appointed. All other committees may be appointed at or before the convention at which the appointing President shall preside.

ARTICLE XVII Order of Business

The agenda for the convention and conferences shall be established by Moose International and coordinated with the Associations of Rules and Order Committee through the duly authorized Representative of Moose International, but in the event of no such action the order of business shall be as follows:

1. Operating ceremony
2. Roll call of officers
3. Report of Credentials Committee
4. Appointment of necessary committees
5. Report of officers
6. Reports of committees
7. Standing Committees
8. Special Committees
9. Report of Nominating Committee
10. Election of Officers
11. Announcement of place for next meeting
12. Good of the Order
13. Installation of Officers
14. Adjournment

ARTICLE XVIII Length of Meeting

The time devoted to the meeting of the Association shall be limited to three (3) days of six (6) sessions.

ARTICLE XIX
Honorary Past President

The Association may, at its convention, after recommendation by the Executive Board of Officers, confer the title of Honorary Past President upon a member of the Loyal Order of Moose or the Women of the Moose.

ARTICLE XX
Adoption – Effect – Amendments

These By-Laws shall become effective when adopted by a two-thirds (2/3) vote of the Association at 2019 annual convention and when approved by the General Governor of the Supreme Lodge, Loyal Order of Moose.

No amendment, alterations or addition to these By-Laws shall be made unless the same shall have been presented, in writing, to the By-Laws Committee, passed on by them and ratified by a two-thirds (2/3) of the votes cast at a regular convention of the Association and become effective when approved by the General Governor.

ARTICLE XXI
Rules of Order

Except as may otherwise be provided, Roberts Rules of Order shall govern all parliamentary proceedings of the Association.

ARTICLE XXII
Compliance

Any Member Lodges and Member Chapters not participating in the annual State Convention or Mid-Year Conference may be subject to disciplinary action that may result in the loss of their Social Quarters privileges, not to exceed seven (7) days, by authority of the duly authorized Representative of Moose International with the approval of the State Executive Board of Officers.

Any Member Lodges and Member Chapters not participating in the District meetings may be subject to disciplinary action that may result in the loss of their Social Quarters privileges, not to exceed seven (7) days, by authority of the duly authorized Representative of Moose International with the approval of the State Board of Officers.