

BYLAWS OF THE WASHINGTON STATE/NORTHERN IDAHO MOOSE ASSOCIATION

ARTICLE I

Name

The name of the Association shall be the Washington State/Northern Idaho Moose Association, Inc., hereafter referred to as the Association, a Washington State/Northern Idaho non-profit corporation.

ARTICLE II

Objectives

The objectives of the Association are to bring together in closer fraternal cooperation the lodges of the Loyal Order of Moose and the membership of such lodges in the State of Washington and Northern Idaho; to aid and promote the purposes of the Loyal Order of Moose; to build the membership strength of the Order; to exchange ideas and ideals which may be of benefit to the various lodges and their members; to promote interest in the work of Ritual Staffs and similar units; to encourage a broader interest in lodge sports and family activities; to stimulate participation in 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 in Washington State and Northern Idaho and lodges in neighboring states and provinces, and to coordinate the programs and directives of Moose International, Inc. and the Supreme Lodge.

ARTICLE III

Authority

The Association at all times shall be amenable 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 any amendments hereto, shall be subject to approval of the General Governor, Supreme Lodge, Loyal Order of Moose.

ARTICLE IV

Membership

Membership in the Association shall consist of all lodges of the Loyal Order of Moose in the State of Washington and Northern Idaho that are in good standing in the Supreme Lodge, Loyal Order of Moose and the Washington State/Northern Idaho Moose Association.

ARTICLE V
Composition

Section 1. For convenience in carrying out the functions of the Association, Districts comprised of geographically related lodges, the composition shall be established by the Board of Officers of the Association.

Section 2. The current composition of the Association shall be as follows:

District 1 shall consist of the following lodges:

Grays Harbor 229
Port Angeles 996
Montesano 1210
Shelton 1684
Olympia 1759

District 2 shall consist of the following lodges:

Bellingham 493
Mt. Vernon 1640
Snoqualmie Valley 1666
Marysville 1845

District 3 shall consist of the following lodges:

Tacoma 435
Chehalis 1109
Morton 1144
Enumclaw 1543
Lakes 1865
Nisqually Valley 1905
Tenino/Bucota 2582

District 4 shall consist of the following lodges:

Cowlitz Valley 530
Camas 1042
Vancouver 1774
Dollars Corner 2423
Peninsula 2362
Woodland 2394

District 5 shall consist of the following lodges:

Yakima 389
Kennewick-Pasco 482
Ellensburg 494
Sunnyside 1619
Richland 1716

District 6 shall consist of the following lodges:

Grand Coulee 504
Omak 1492
Moses Lake 1724
Ephrata 1894
Quincy 1925
Royal City 2147
Wenatchee 2507

District 7 shall consist of the following lodges:

Spokane 161
Lewis and Clark 751
Loon Lake 855
Moscow, ID 871
Pullman 943

Section 3. The lodges to be included in the various Districts may be altered from time to time and new Districts established as determined by the Board of Officers.

Section 4. Each District within the Association shall, between annual conventions of the Association, hold a minimum of four regular meetings with at least one meeting being held each quarter. The meetings of the District shall be conducted in accordance with an agenda furnished by the Association.

Section 5. The elected officers of the District, and the Governors and Administrators of the lodges within the District shall be members of the District Executive Committee, which shall meet at the call of the District President, who shall preside.

ARTICLE VI

Delegates

Section 1. Each lodge 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 one (1) additional delegate for each fifty (50) members on the rolls, or a majority fraction thereof; provided that no one lodge 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 Lodge plus eligible Past Governors of the Lodge. In addition to voting "delegates" each

Lodge may have in attendance non-voting attendees.

Section 2. Each delegate elected to represent his lodge at a meeting of the Association shall receive from his lodge a certificate of his election prepared by the Secretary of the Association. This certificate must be signed by the Governor and attested to by the Administrator under the seal of the lodge. Each delegate present for a vote of the Association shall be entitled to one vote, provided the total number of votes does not exceed the number entitled the Lodge, 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 of the Association, and all members of the Board of Officers of the Association, who are members of lodges in good standing within the Association, shall be entitled to all the rights and privileges of a Delegate, and shall not be counted as part of the lodge entitlement referred to in Section 2 of this Article.

Section 4. The State Director and any Special Representative 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 part of the lodge entitlement referred to in Section 2 of this Article.

ARTICLE VII

Quorum

Section 1. Any number of duly accredited Delegates, representing at least a majority of the member lodges in good standing, shall constitute a quorum for the transaction of business at any duly authorized session of the Association, provided, that the President, 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 of 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 a President, Vice-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 chairmen, and the Junior Past Presi-

dent who are members of the lodges in good standing within the Association, and who are themselves in good standing within their respective lodges. The State Director, Special Representative, Supreme Lodge Representatives and appointees, who are in good standing with their respective lodge, and whose lodge is in good standing with the Association, shall also serve on the Board of Officers of the Association. Supreme Lodge Representatives 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. 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 such duties as may be necessary and proper to protect 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 shall have the right to authorize 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 other 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, President and Secretary of the Board of Officers.

Section 4. Except where prohibited by the By-Laws, the Board of Officers, between meetings of said Board, shall have the right, by recorded action, to delegate its powers, except the power to appropriate the funds of the Association, to an Executive Committee consisting of the President, Vice President, Junior Past President, Prelate, Secretary, Treasurer and State

Director or Special Representative, 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 director or officer of this corporation and who has acted in good faith and in a manner he 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 conduct was unlawful, shall be indemnified by the corporation against expenses including attorneys fees necessarily incurred by such person in connection with the defense or settlement in any action or proceeding to which he is a party, alone or together with others, with reason of his being or having been a director or officer acting in a managerial capacity.

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

The foregoing right of indemnification shall be in addition to any other rights to which such persons 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 begin at the adjournment of the annual meeting at which he is elected. The Secretary shall be elected for a term of three years, which shall begin at the adjournment of the annual meeting at which he is elected. Each officer shall serve until his successor has been duly elected and qualified.

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

Section 3. The President, with the consent and approval of

the Board of Officers, shall have the power to declare any office vacant except the office of Secretary, if in his 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 Board of Officers vote that, in their opinion, the occupant has failed to perform the duties of the office.

ARTICLE XI

Nomination & Election of Officers

Section 1. The Nominating Committee of the Association shall consist of members of the Board of Officers, four Past Presidents in order of juniority together with five (5) representatives appointed by the President, who shall be Past Presidents or committeemen, and selected from five (5) member lodges in good standing within the Association.

Section 2. This committee shall place in nomination at least one candidate for each office to be filled. Names may be sent to the Nominating Committee which shall give due consideration. Any eligible member of the Association, who has submitted his name for a specific office, but is not nominated by the Nominating Committee, shall have his name placed upon 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 number of not less than ten (10) percent of the registered Delegates attending the annual meeting. A Past President of the Association is ineligible to serve in any elected office of the Association unless prior dispensation is obtained from the General Governor.

Section 3. The nominee for President must be a Past Governor of the Order, served at least one year in an elected office of the Association, and may not have previously served as President of the Association.

Section 4. Each District shall hold a meeting at least two weeks before the date of the annual meeting for the purpose of selecting their recommendation for District President, and electing their Vice-President, Prelate, Secretary and Treasurer of the District. Their recommendation for President of the District shall be submitted to the Association Nominating Committee for their consideration. 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 during its second day's session if the meeting lasts for three (3) days. If it shall not last for three (3) days then such report shall be made on the first day of the meeting

Section 6. The election of officers shall be held during the final session of the annual meeting. In the event of a contested office, the

election shall take place by secret ballot.

Section 7. The Officers, elected and appointed, and Committee Chairmen 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 an annual meeting, hereafter called "convention" and a mid-year meeting, hereafter called "mid-year conference" of the Association to be held at such place as has been determined by the Board of 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. With the consent of the General Governor, the Board of Officers may call other meetings of the Association when, in its opinion, the interests and welfare of the Association justify it.

Section 3. A registration fee, as determined by the Board of Officers may be charged those members attending a meeting of the Association.

ARTICLE XIII

Association Dues

Section 1. Each lodge of the Association shall remit to the Secretary on the tenth day of February of each year, a sum equivalent to \$1.25 per member on the rolls of the lodge, the computation to be based upon the certified quarterly reports of the lodges within the Association submitted to the Supreme Secretary at Moose International, for the period ending January 3 1st.

Section 2. No member lodge delinquent in its Association dues shall participate in meetings or activities of the Association. This expressly prohibits group or team entries such as Ritual Teams, bowling and other athletic team 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 lodge, delinquent in its Association dues, from attending any and all meetings of the Association, provided he meets the requirements thereof, and he shall not be a qualified voting Delegate on issues before the meetings.

ARTICLE XIV

Duties of Officers

Section 1. The President shall be the chief executive officer of the Association; he shall preside over all meetings of the Association, the Board of Officers and the Executive Committee and shall appoint officers and committee chairmen and call meetings of the Board of Officers and the Executive Committee at such times as the business of the Association may require. He shall, with the State Director or Special Representative, supervise and correlate the activities and visitations for the District Presidents and shall have authority to visit the lodges which are members of the Association. He shall appoint a Sergeant-at-Arms, Assistant Sergeant-at-Arms, Inner and Outer Guards, and Assistant Inner and Outer Guards as he may deem necessary.

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

Section 3. Each District President shall:

- (a) Visit lodges in his District as often as possible for the purpose of encouraging and promoting progress in the development of fraternal programs.
- (b) Encourage each lodge in his District to continue its affiliation with the Association and cooperate with the Secretary of the Association in the collection of dues.
- (c) Cooperate with the Association Officers in the collection of 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 State Director or Special Representative.
- (e) Cooperate with the Association Ritual Chairman in encouraging the formation of Ritual staffs .
- (f) Attend all Board of Officers meetings of the Association.
- (g) Cooperate with the Association chairmen in all authorized activities in his District.

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

Section 4. The Secretary shall keep a true and correct record of all the proceedings of the Association, the Board of Officers and the Executive Committee, and promptly attend to all correspondence and perform all duties usually pertaining to the office of Secretary. He shall give adequate surety bond in an amount to be fixed by the 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 and/or President. He 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 is able to ascertain; he shall receive and account for all monies turned in to the Association and shall furnish the Treasurer with duplicate deposits slips showing all funds deposited to Association accounts, and shall perform such other duties as may be properly required of him. He shall receive such compensation for his services as may be determined by the Board of Officers.

Section 5. The Vice President shall assist the President in the conduct of business of the Association at the conferences or conventions. He shall be responsible for guiding the District Presidents in their duties and shall be in charge of the reports of the District Presidents at the meetings of the Association. The Vice President shall be the major alternate to the President in making visitation 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 Board of Officers may consider necessary to the Association. He 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 Board of Officers, assist in preserving order, act as Marshal on public occasions and in parades, and in case of executive sessions shall, with such assistance as he may select, examine all present as to their qualifications 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 or by the Association.

ARTICLE XV
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
Audit Committee
Resolutions Committee
Community Services Committee
Ritual Committee
Sports Committee
Membership Committee
Mooseheart/Moosehaven Endowment Fund Committee
Historical Committee
Moose Family Activities Committee
Government Relations Committee
Moose Legion Committee

and such other committees as may be deemed necessary by the 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 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 XVI
Order of Business

The agenda for the conventions and conferences shall be established by Moose International and coordinated with the Association's Rules and Orders Committee through the State Director/Special Representative, but in the event of no such action the order of business shall be as follows:

- I. Opening ceremony
- 2 Roll call of officers
3. Report of Credentials Committee
4. Appointment of necessary committees
5. Report of officers
6. Reports of committees
 - a.) Standing Committees
 - b.) Special Committees
7. Report of Nominating Committee

8. Election of Officers
9. Selection of place for next meeting
10. Good of the Order
11. Installation of Officers
12. Adjournment

ARTICLE XVII

Length of Meeting

The time devoted to the meetings of the Association shall be limited to three (3) days or six (6) sessions. The election of Officers for the ensuing year shall be held at the final session of the last day of the convention.

ARTICLE XIII

Honorary Past President

The Association may, at its convention, after recommendation by the Resolutions Committee, confer the title of Honorary Past President upon a member of the Loyal Order of Moose.

ARTICLE XIX

Adoption Effect Amendments

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

No amendment, alteration 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 them and ratified by two-thirds (2/3) of the votes cast at the regular convention of the Association and become effective when approved by the General Governor.

ARTICLE XX

Rules of Order

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