

**BY-LAWS  
OF THE  
OKLAHOMA MOOSE ASSOCIATION, INC.**

**AMENDED SEPTEMBER 12, 2008**

**ARTICLE I**

**Name**

The name of the Association shall be the "Oklahoma Moose Association, Inc.", hereafter referred to as the Association, an Oklahoma non-profit Corporation.

**ARTICLE II**

**Objectives**

The objectives of the Association are to bring together in closer fraternal cooperation in the Lodges of the Loyal Order of Moose and the Membership of such Lodges in the State of Oklahoma; 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 Staff 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 relationship between Lodges in neighboring States 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.

**ARTICLE IV**

**Membership**

Membership in the Association shall consist of all Lodges of the Loyal Order of Moose in the State of Oklahoma that are in good standing in the Supreme Lodge, Loyal Order of Moose, and the Oklahoma Moose Association, Inc.

To be in good standing with the Association, each Lodge (and Chapter if so included), shall remain current in all financial obligations due Moose International and the Association, or have entered into a satisfactory payment arrangement with Moose International or the Association to satisfy the outstanding indebtedness. Each Lodge (and Chapter if so included) shall be represented at all Association Conventions, Conferences, District meetings, workshops, training seminars and schools as requested by the Association, Moose International, or the Supreme Lodge. Each Association shall adopt a policy, approved by the General Governor, to enforce the intent of this Section.

## **ARTICLE V Composition**

**Section 1.** For carrying out the functions of the Association; Districts, comprised of geographically related Lodges, shall be established by the Board of Officers of the Association.

**Section 2.** The current composition of the Association is as follows:

**District 1 shall consist of the following Lodges:**

Alva Moose Lodge #2100; Enid Moose Lodge #1740; Woodward Moose Lodge #452.

**District 2 shall consist of the following Lodges:**

Grove Moose Lodge #2033; Ponca City Moose Lodge #1031;

Stillwater Moose Lodge #2089; Tulsa Moose Lodge #862.

**District 3 shall consist of the following Lodges:**

Ardmore Moose Lodge #722; Duncan Moose Lodge #2202;

Midwest City Moose Lodge #1235; Norman Moose Lodge #1799.

**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 being held each quarter. The meeting 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 Authority**

The Association at all times shall be subject to the Supreme Lodge, its Officers, the Supreme Council and the Executive Committee. These By-Laws, or any amendments hereto, shall be subject to approval of the General Governor, Supreme Lodge, Loyal Order of Moose.

## **ARTICLE VII Delegates**

**Section 1.** Each Lodge in good standing with the Association shall be entitled to be represented in meetings of the Association by voting Delegates which should 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 certification of his election prepared by the Secretary of the Association. This certification must be signed by the Governor and attested to by the Administrator, under the seal of the Lodge. Each Delegate present for the vote of the Association shall be entitled to one vote, providing the total number of votes does not exceed the number entitled to 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.** Any Regional/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 VIII 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.

## **ARTICLE IX 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 X Board of Officers**

**Section 1.** The Board of Officers of this Association shall be comprised of the elected and appointed Officers, and the Junior Past President who are Members of Lodges in good standing within the Association, and who are themselves in good standing within their respective Lodges. The Regional/State Director, Special Representative, Supreme Lodge Representative and Appointees, who are in good stand with their respective Lodge, and whose Lodge - if a Member Lodge of the Association – 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, Membership Department Coordinators, Moose Legion Ambassadors, Members of the following Boards or Committees: Mooseheart Board of Directors, Moosehaven Board of Directors, Moose Charities' Board of Directors, 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 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 payment of 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 other duties as may be imposed upon it by these By-Laws or by the Association.

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

**Section 4.** Except where prohibited by these 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 Regional/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 of the 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 attorney's 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 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, 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 any other rights to which such persons may be entitled as a matter of law.

## **ARTICLE XI**

### **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 (3) 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 of 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 XII**

### **Nomination and Election of Officers**

**Section 1.** The Nominating Committee of the Association shall consist of Members of the Board of Officers, four (4) 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 with the Association.

**Section 2.** This Committee shall place into nomination at least one candidate for each office to be filled. Names may be sent to the Nominating Committee which shall be given due consideration. Any eligible Member of the Association, who has submitted his name for a specific office, but 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. The nominee for District President must be a Past Governor of a Lodge.

**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 the District President, and electing their Vice-President, Prelate, Secretary and Treasurer of the District. The selection of 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 on or before the 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 if the report of the Nominating Committee is made during the second day's session. If the report of the Nominating Committee is made during the first day's session, the election of Officers may be held during the second day's session. At least twenty-four (24) hours must elapse between the report of the Nominating Committee 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 Chairmen shall be installed into office prior to the closing of the annual meeting utilizing the Ritual provided by the Ritual Department of Moose International.

**Section 8.** The printing, circulating or distribution of any written or printed matter, resolutions, letter, tickets, sample ballots, or written communication through any electronic media (E-mail, facsimile, etc.) by a Member or anyone acting one behalf of a Member, suggesting, recommending, opposing, or containing the names of a proposed candidate for any Association office is hereby prohibited. For any violation of this Section, the General Governor may suspend the offending Member or Members, and in his judgment, disqualify a candidate for office or void the election of any Officer or Officers actively or tacitly involved in such conduct and order a new election.

## **ARTICLE XIII**

### **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 thru October and the Conference of the Association shall be held during the months of January thru 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 interest 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 XIV Association Dues**

**Section 1.** Each Lodge of the Association shall remit to the Secretary on the first day of June of each year, a sum equivalent to \$2.00 per Member on the rolls of the Lodge; the computation to be the rolls based upon figures from Moose International, for the period ending April 30<sup>th</sup> of the prior year, provided however, that in no case shall the payment of Association dues for any one Lodge exceed \$2000.00.

In addition, each Lodge shall remit to the Secretary of the Association an amount as determined by the Board not to exceed \$2.00 for each new application received during the fiscal year.

**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 XV Duties of Officers**

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 Committees and call meetings of the Board of Officers and Executive Committee at such times as the business of the Association may require. He shall, with the State/Regional Director or Special Representative, supervise and correlate the activities and visitations of the District Presidents, and shall have authority to visit the Lodges that are Members of the Association. He shall appoint a Sergeant-at-Arms, Assistant Sergeant-at-Arms, 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 the Board of Directors or the Executive Committee, the Vice-President, Prelate, or the Junior Past Governor 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 Regional/State Director or Special Representative.
- (e) Cooperate with the Ritual Chairman in 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 ceremonies.
- (f) Attend all Board of 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 District.

**Section 4.** The Secretary shall keep a true and correct record of all of 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 the 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 can ascertain; he shall receive and account for all moneys turned into the Association and shall furnish the Treasurer with duplicate deposit slips showing all funds deposited to the Association accounts, and shall perform other such 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. He shall be required to attend the Annual Moose International Convention.

**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 visitations and promoting the purposes and goals of the Association consistent with the purpose 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 Marshall 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 and Outer Guards 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 may be directed by the President or by 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
- Publicity Committee
- Audit Committee
- Resolutions Committee
- Community Service Committee
- Ritual Committee
- Sports Committee
- Membership Committee
- Mooseheart/Moosehaven Endowment Fund Committee

Historical Committee  
Moose Family Activities Committee  
Government Relations Committee

and other such 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 XVII**

### **Order of Business**

The Agenda for the Conventions and Conferences shall be established by Moose International and coordinated with the Association's Rules and Order Committee through the Regional/State Director or Special Representative, but in the event of no such action, the order of business shall be as follows:

1. Opening Ceremony
2. Roll call of Officers
3. Report of Credentials Committee
4. Appointment of necessary Committees
5. Report of Officers
6. Report of Committees
  - (a) Standing Committees
  - (b) Special Committees
7. Report of Nominating Committee
8. Election of Officers
9. Selection of location for next meeting
10. Good of the Order
11. Installation of Officers
12. Adjournment

## **ARTICLE XVIII**

### **Length of Meeting**

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

## **ARTICLE XIX**

### **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 XX**

### **Adoption ~ Effect ~ Amendments**

These By-Laws shall become effective when adopted by a two-thirds (2/3) vote of the Association at its 2008 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 by them and ratified by 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.