

**BY-LAWS  
WISCONSIN MOOSE ASSOCIATION**

**PROMOTE – PRESERVE – PROTECT**

- Promote Membership
- Preserve the Membership of Our Order
- Protect Our Fraternal Families

**“Hold thou Mooseheart and Moosehaven in the hollow of Thy Hand,  
and let Thy Blessings rest upon the children and aged there.”**

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Wisconsin Moose Association By-Laws

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**ARTICLE I**

**NAME**

The name of this organization shall be the “WISCONSIN MOOSE ASSOCIATION”, hereafter referred to as the Association, a Wisconsin non-profit corporation.

**ARTICLE II**

**OBJECTIVES**

The objectives of the organization are to bring together in closer fraternal cooperation the lodges of the Loyal Order of Moose and the membership of such lodges and chapters in the State of Wisconsin; to aid and promote the purposes of the Loyal Order of Moose, to exchange ideas and ideals which may be of benefit to the various lodges and chapters and to 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 relationship between lodges in Wisconsin and lodges in neighboring states/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.

### ARTICLE IV MEMBERSHIP

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

### ARTICLE V COMPOSITION

Section 1. For convenience in 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/chapters: Beloit 191/Chapter 56, Janesville 197/Chapter 477, Monroe 754/Chapter 599, Watertown 830/Chapter 34, and Chapter 291.

District 2 shall consist of the following lodges/chapters: Milwaukee 49/Chapter 345, Kenosha 286/Chapter 155, Racine 437/Chapter 631, and Muskego 1057/Chapter 1617.

District 3 shall consist of the following lodges/chapters: Saukville 1043/Chapter 1301, East Kettle Moraine 1238/Chapter 1578 and West Bend 1398/Chapter 732, and Fond du Lac 2564.

District 4 shall consist of the following lodges/chapters: Sheboygan 438, Green Bay 801/Chapter 451, Kaukauna 953, Clintonville 1502/Chapter 2269, and Marinette 2327/Chapter 1900.

District 5 shall consist of the following lodges/chapters: Chippewa Falls 246/Chapter 770, River Falls 594/Chapter 1159, Eau Claire 1408/Chapter 557, and Menomonie 1584/Chapter 682.

District 6 shall consist of the following lodges/chapters: Rice Lake 402/chapter 725, Superior 606/chapter 795, Bloomer 1077/chapter 513, and Phillips 2661

District 7 shall consist of the following lodges: Juneau County (Mauston) 1913/Chapter 1993, LaCrosse 1920/Chapter 1526, and Stevens Point 1572/Chapter 311.

Section 3. The 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 Board of Officers.

Section 4. Each District within the Association shall, between annual conventions of the Association, hold a minimum of six regular meetings with at least one meeting 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, and the Senior Regents and Recorders of the chapters within the District, shall be members of the District Executive Committee which shall meet at the call of the District President who shall preside.

Section 6. When Districts are voting on candidates and/or expenditure of funds it is two (2) votes per lodge and two (2) per chapter. It shall be the Governor and Administrator or Lodge Representative from the lodge and the Senior Regent and Recorder or Chapter Representative from the chapter that votes.

### 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 and chapter in good standing with Association shall be entitled to be represented in the meetings of the Association by voting delegates which shall consist of the Governor and Administrator or Senior Regent and Recorder and one (1) additional delegate for each fifty (50) members on the rolls, or a majority thereof; provided that no one lodge or 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 eligible Past Governors/Past Regents of the member lodge or chapter. In addition to voting "delegates" each lodge and chapter may have in attendance non-voting attendees.

Section 2. Each delegate selected to represent their lodge or chapter at a meeting of the Association, shall receive from their lodge or chapter a certificate of their selection prepared by the Secretary of the Association. This certificate must 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 lodge or 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 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. A number of duly accredited Delegates, representing at least a majority of the member lodges and 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, 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 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 composed 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 Representatives and appointees, who are in good standing with their respective lodge, and whose lodge – if a member lodge or chapter of the Association – is in good standing with the Association, shall also serve on the Board of Directors 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 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 wiring 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 shall 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 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 call for at the annual meeting.

Section 6. Each person who is or has been a director or officer of the 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 such person shall also be reimbursed by the Association 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 XI

### TERMS 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 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 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) lodges in good standing with 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 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 or a Past Regent of the WOTM, 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 60 days 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. The selection 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 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 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 through October and the conference of the Association shall be held during the months of January through April 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 XIV

### ASSOCIATION DUES

Section 1. Each lodge/chapter of the Association shall remit to the Secretary by the first day of September of each year, \$3.00 per active member; the computation to be based upon the reports of the lodges and chapters within the Association submitted to Moose International, for the period ending April 30<sup>th</sup>.

Section 2. No lodge or chapter 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 member in good standing of a lodge or chapter, delinquent in its Association dues, from attending any and all meetings of the Association,

provided he/she meets the requirements thereof, and he shall not be a qualified voting Delegate on issues before the meeting.

## ARTICLE XV 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 Board 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/Special Representative supervise and correlate the activities and visitations of 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 the 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 and chapters in their district as often as possible for the purpose of encouraging and promoting progress in the development of fraternal programs.

(b) Encourage each lodge and chapter in their District to continue its affiliation with the Association and cooperate with the Secretary of 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/Special Representative.

(e) Cooperate with the Association 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 Officer 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 their 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 the President. He shall submit an annual report to the Association showing the condition thereof and of the lodges and chapters 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 deposit 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 4a. The Secretary of the Association shall receive compensation as 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 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 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 the 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 elect, 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 XVI COMMITTEES

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

- Credentials Committee
- By-Laws Committee
- Rules and Order Committee
- Public Relations Committee
- Audit Committee
- Resolutions Committee
- Community Service Committee
- Ritual Committee
- Membership Committee
- Mooseheart/Moosehaven Endowment Fund Committee
- Historical Committee
- Activities Committee
- Government Relations 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 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/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. 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 XVIII 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 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 2019 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 the 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 procedures of the Association

#### ARTICLE XXII

##### ASSOCIATION POLICY OF IMPLEMENTATION OF GENERAL LAWS SECTION 51.5

All lodges and chapters shall be represented at all district meetings. The number of district meetings shall be set by the association board of officers, with a minimum of (6) as required by the Association by-laws.

All lodges and chapters shall be represented at the State Association's annual convention and the Mid-year Conference.

The time period for implementation of the penalties shall coincide with the current officer's fraternal year May 1<sup>st</sup> through April 30<sup>th</sup> of the succeeding calendar year. Each May 1<sup>st</sup> shall begin a new compliance period with the intent of not penalizing a new board of officers for non-compliance of the previous year's board.

The penalty for non-compliance of Section 51.5 shall be as follows:

##### **FIRST OFFENSE**

1. A written letter from the Regional Manager informing the lodge of the requirements of Section 51.5, and that the lodge's social quarter's permit will be suspended for any future non-compliance.
2. A lodge's situation will be analyzed and assistance provided as necessary.
3. A letter from the Association notifying the lodge it is "Not in Good Standing", which means:
  - a. The lodge and individual officers are disqualified from receiving any Premier Awards.
  - b. The lodge representatives are ineligible to vote at any official meetings of the Association.
  - c. The lodge and its members are ineligible to participate in any Association sporting events.

##### **SECOND OFFENSE**

1. Suspension of social quarters permit for a minimum of three (3) days, which may be stayed or waived by the Regional Manager for compelling or extraordinary reasons.
2. Positive intervention as recommended by the Regional Manager.
3. The Association will provide cooperation with the Regional Manager, positive assistance to the lodge in order that they may become a fraternal operation.

##### **THIRD OFFENSE**

1. Suspension of the social quarters permit for a minimum of seven (7) days.
2. Reorganization of the Board of Officers, or such other appropriate action (as warranted), at the discretion of the Regional Manager, with approval of the General Governor.



## CERTIFICATE OF ADOPTION

We, the undersigned, do hereby certify that we are respectively President and Secretary of the Wisconsin Moose Association. We do further certify that we have carefully examined the foregoing by-laws of said Association and that they constitute a true and correct copy of the by-laws adopted by the Wisconsin Moose Association by two-third (2/3) vote at its convention held at Fond du Lac, Wisconsin, on September 14, 2019, at which a quorum was present. We do further certify that the original copy of said by-laws is on file with the Secretary of the Association.

**IN WITNESS THEREOF**, We have hereunto subscribed our names this 21 day of September, A.D. 2019.

Association Seal

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Robert Rufer  
President

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Matthew Boardman  
Secretary

Attest:

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Michael Rynearson  
Territory Manager/Regional Manager

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Kevin Wanggaard  
By-Laws Committee Chairman