

Mooseheart Alumni Association
Bylaws of the Association
rev. 2006

1. Name
This association is known as the Mooseheart Alumni Association (“MAA”). The name Mooseheart Alumni Association will not be used for any other purpose without board approval and express written consent.
2. History
2. Objective
The Mooseheart Alumni Association exists to facilitate communication, support and fellowship among the alumni; bring together the organized efforts of Mooseheart alumni; and encourage participation by alumni in service to Mooseheart, thereby reflecting credit up on the Loyal Order of Moose.
4. Membership
 - 4.1 Membership Types
 - 4.1.1 Full Membership
 - Qualifications – any former students, graduates or residents of Mooseheart including those who lived at Mooseheart and attended other schools or attended Mooseheart School while living elsewhere (staff members’ children, etc).
 - Benefits – Full membership allows participation in all events at Homecoming, including the annual alumni banquet, provides a subscription to the Association Quarterly newsletter, the right to vote and run for any elected office in the Association. A full member may also be appointed to any committee or director position.
 - 4.0.1 Associate Membership
 - Qualifications – any Mooseheart mother or staff member, surviving spouses of Mooseheart alumni and current and former faculty of Mooseheart School.
 - Benefits – Associate membership allows participation in all events at Homecoming, including the annual alumni banquet, and provides a subscription to the Association Quarterly newsletter. There are no voting rights associated with this type of membership.
 - 4.0.1 Moose Officer Membership
 - Qualifications – Officers or past officers of the Loyal Order of Moose or Women of the Moose.

- Associate membership allows participation in all events at Homecoming, including the annual alumni banquet, and provides a subscription to the Association Quarterly newsletter. There are no voting rights associated with this type of membership

4.0 Association Dues

The dues period is the fiscal year and any dues received in a fiscal year will be for that fiscal year unless otherwise specified by the payee. All dues will be used for general association operating expenses and/or specific projects as designated by the Association Board.

4.2.1 The Association dues structure currently in place will be listed in the amendments to these by-laws.

4.2.2 Dues Increase Process

- Statement of Need
Dues may be increased upon determination of need and detailed by the Board.
- Approval of Increase
The Board will provide a detailed statement of this need to the general membership. The increase will be voted on at the annual meeting of the Association, upon request from the Board.

5. Officers

All board members are expected to attend a minimum of one meeting of the Association board per year in person, preferably the annual meeting at Homecoming. Other meetings may be attended in person or electronically.

6.0 Executive Committee

All Executive Committee members, as defined by these bylaws, are required to be current members of the Loyal Order of Moose or Women of the Moose.

6.0.0 Officers

- President
 - Qualifications
 - To hold the office of President, a person must have been a full member of the Association for the last two years.
 - To hold the office of President, a person must have held prior elected office for two years.
 - Responsibilities
 - The President will appoint all committees unless otherwise specified herein.
 - The president shall preside and enforce all rules at all meetings of the Association. If unable to preside and

the Vice president is unable to preside, the president should appoint another person from the Executive Committee to preside.

- The president may call such meetings of the Executive Committee as deemed proper in the interest of the Association and as the business of the Association necessitates.
 - The president shall attend such meetings and social sessions of the Association and other gatherings held in the name of the Association, as may be practical and necessary, and such other occasions and functions as the Executive Committee may determine and plan, and shall act as the accredited representative of the Association at such gatherings.
 - The president shall have the right to be present at a meeting of any other body of the Association. The president shall have the right to address such bodies on matters pertaining to the Association and to advise such bodies on the general condition of the Association. The president may designate any other officer of the Association to make visits to Chapters or to appear at any function of the Chapters as the Association representative.
 - The president shall submit to the Association at each regular meeting a report covering activities during its recess, together with such recommendations as deemed proper.
 - In case of the removal from office by death or resignation of the President, or should a vacancy occur in that office for any reason, the Vice President shall succeed to the office of President.
- Vice President
 - Qualifications
To hold the office of Vice President, a person must have been a member of the Association for the last two years
 - Responsibilities
 - The Vice President shall aid the President and other officers in opening and closing each session of the Association and at all times during the meeting shall assist and support them.
 - The Vice President shall preside at sessions of the Association in the absence of the President and represent the President before any committee, board or chapter upon request of the President or in his absence.

- The Vice President shall serve in any additional capacity that the Executive Committee may authorize and shall represent the Association and the Executive Committee in the operation of any of the functions of the Association and as designated by the Executive Committee.
 - In case a vacancy occurs in the office of the President, after such vacancy has been declared by the Executive Committee, the Vice President shall assume and perform the duties of the President for the balance of the term of office.
- Treasurer
 - Qualifications
 - To hold the office of Treasurer, a person must have been a member of the Association for the last two years
 - To hold the office of Treasurer, a person must be able to be bonded.
 - The Treasurer must be local to Mooseheart to be able to attend to the financial business of the Association
 - Responsibilities
 - The Treasurer shall receive from the Secretary physical copies deposit slips showing all deposits made in the designated bank in the name of the Association. Should any of the monies of the Association come to the Treasurer, either cash or usual commercial paper, these shall be delivered to the Secretary for deposit in bank as hereinbefore provided.
 - The Treasurer shall, with the President and Secretary, be custodian of all securities.
 - The Treasurer shall sign all warrants drawn by the Secretary on the treasury of the Association, provided same shall have been ordered by the Executive Committee and signed by the Secretary and/or the President thereof.
 - The Treasurer shall deliver to his successor all monies, books, papers and other properties of the Association, which he may have in his possession.
- Junior Past President
 - Qualifications

- The Junior Past President must have served as President for a full term (or at least six months and completed service on September 30.)
 - The Junior Past President must be a current member of the Association.
 - The Junior Past President must be the most junior of the past presidents willing to serve should the immediate Junior Past President choose not to serve.
 - Responsibilities
 - The Junior Past President shall serve in any capacity that the Executive Committee may authorize and shall represent the Association and the Executive Committee in the operation of any of the functions of the Association and as designated by the Executive Committee.
 - The Junior Past President shall appoint the member of the Nominations Committee.
- Secretary

The Secretary shall be appointed by the Executive Committee and shall serve for a period of satisfactory service.

 - Qualifications
 - To hold the office of Secretary, a person must have been a member of the Association for the last two years
 - To hold the office of Secretary, a person must be able to be bonded
 - The Secretary must be local to Mooseheart to be able to attend to the financial and day to day business of the Association.
 - Responsibilities
 - The Secretary shall keep a full and accurate record of all proceedings of the Association.
 - The Secretary shall read and manage all communications to the Association, including email and phone, and conduct such correspondence as is necessary or as may be directed by the Association, and preserve copies thereof.. The communications that are of interest to the Board or other interested parties will be distributed as appropriate.
 - The Secretary shall keep an accurate database of the membership of the Association and send timely notification to all members of dues expiration.
 - The Secretary shall also keep a database of all known possible members of the Association for membership

outreach purposes. This should include all new Mooseheart graduates.

- The Secretary shall correctly keep the Association finances and shall receive all money except as otherwise provided herein. The Secretary shall deposit money to the credit of the Association and shall make a deposit slip for each deposit in triplicate, leaving one such deposit slip with the bank, giving one to the Treasurer of the Association and keep one to enter same in the Association's as though the money had been delivered to the Treasurer of the Association instead of the deposit slip.
 - The Secretary shall sign all cards, receipts, certificates, communications, reports, instruments, documents and papers, draw and attest all warrants and deliver all warrants when properly signed, to the parties entitled thereto.
 - The Secretary shall prepare and mail all notices for special meetings to members of the Executive Committee or the full Board of Directors as needed. Such notices shall state the special business to be considered.
 - The Secretary, with the President and Treasurer, shall be custodians and be responsible for the securities and valuable papers of the Association and keep them in some safe place as they may provide.
 - The Secretary shall deliver to the successor in office all books, monies, papers, and other property of the Association, which may be in the Secretary's possession.
- Compensation
The Secretary shall be compensated on a weekly basis for the work that is done for the Association. The level of this compensation is determined by the Executive Committee.

5.1.2 Property and Business of the Association

The property and business of this Association shall be managed and conducted by an Executive Committee.

- Committee Makeup
The Executive Committee shall consist of the Junior Past President, the President, the Vice President, the Secretary and the Treasurer, and said officers shall act in the respective offices as officers of the Executive Committee.
- The Executive Committee shall exercise all of the powers of the Association when the latter is not in session. It shall report fully on its actions during the interim and its actions shall be in

full force and effect unless modified by the Association at its next meeting following such actions.

- Any vacancies occurring by death, resignation or otherwise shall be filled as herein provided, by appointment.

6.0 Elected Directors

Members of the Board of Directors shall be elected for a period of three years; provided that two Directors shall be elected each year. Directors will be known as Elected Directors or Three Year Directors.

- Qualifications
The Elected Directors must be current members of the Association.
- Responsibilities
The Elected Directors shall serve as an advisory group to the President and the Executive Committee, and shall meet from time to time in joint session with the Executive Committee to determine policy.

6.0 Appointed Directors

The President shall appoint up to six Directors. These Appointed directors will serve a term of one year and be known as Appointed or One Year Directors.

- Qualifications
The Appointed Directors must be current members of the Association.
- Responsibilities
The Appointed Directors shall serve as an advisory group to the President and the Executive Committee, and shall meet from time to time in joint session with the Executive Committee to determine policy.

6. Elections

The nomination and election of such officers shall be as herein provided and shall be made effective prior to the annual Mooseheart Homecoming.

6.1 Nominations

6.1.1 Committee

- The Junior Past President shall appoint a Nominating Committee of not less than five current members of the Association at least two months before the annual meeting of the Association.
- The committee shall not include any members of the current Executive Committee.
- The Junior Past President will be the Board liaison with the Nominating committee.
- The Nominations Committee will appoint its own chairperson.

5.0.1 Process

- The Nomination Committee shall nominate members for each of the offices of this Association including the elected Directors. The nominated members must meet the criteria for their nominated office as provided herein.
- The persons so nominated, together with the offices to which they have been nominated, shall be certified to a Board of Elections.
- The Elections Committee will monitor all elections and will make any disqualification determinations for election violations.

6.2 Elections

6.2.1 Committee

- The Board of Elections shall consist of three disinterested members (defined as not running for any office) of the association, appointed by the Junior Past President, and the Secretary of the Association.
- No current member of the Executive Committee may sit on the Board of Elections
- The Junior Past President shall be the Board liaison to this committee.

6.2.2 Process

- The Board of Elections shall supervise the mailing of ballots, the receipt of voted ballots and the counting thereof.
- Space on the official ballot shall be provided for write-in candidates.
- Officers of the Association are elected by secret ballot for the terms fixed in the bylaws.
- A member of the Association shall not hold more than one elected office at the same time.
- In all cases of election, a majority of the votes cast by the Association shall be necessary to a choice. In case of a tie, the election shall be decided by lot.

6.2.3 Campaigning

No candidate for any office shall be permitted to make a campaign for such election by distribution of any letters or other written or printed matter of any kind, in any place, in any manner; and any candidate violating this section or permitting this section to be violated by others in his behalf, shall be disqualified from holding any office during the term for which the person was a candidate. The determination of disqualification will be made by the Elections Committee

6.2.4 Announcement of results

- The Board of Elections shall announce the results of such election at the end of the annual meeting each year.
- No nominations from the floor during an annual meeting shall be allowed.

5.1.4 Effective Turnover

The elected term of service will extend from the presentation of the President's gavel at the annual banquet at Homecoming to the same point in time the following year.

7. Unfulfilled Terms

7.1 Resignation

7.1.1 Return of Association Property

All real property, such as books, papers, monies, and intellectual property, such as data, the Moosealumni.com email account and the Paypal account, in the resigning person's possession must be returned to and accepted by the Executive Committee.

7.1.2 Subsequent Service

Anyone resigning from office will be ineligible to serve in any elected position for a period of three years beginning with the next Homecoming. However, if the resignation is due to temporary health or personal reasons, there is no such restriction on the subsequent service.

7.2 Removal with cause

7.2.1 Grounds

Any officer may be removed with cause. These causes may include misuse of Association funds or intellectual property, or legal problems arising from personal issues that may be unrelated to the Association, but could directly or indirectly cause harm to the Association.

6.1.1 Process

- This process will exclude the officer who is under consideration for removal with cause.
- The most senior member of the Board not involved will notify the person in writing that they are under consideration for removal with cause.
- Notification to any member of the Executive Committee is made by any member of the Association.
- The Executive Committee will investigate the allegations and make a determination if removal with cause is appropriate.
- The President will call a meeting of the full Board and make a recommendation that must be voted on by the board.
- Notification will be made to the Association membership that this officer is stepping down. This should be done in such a manner that the privacy and dignity of the person and the Association is maintained.
- The Succession of Officers as provided herein will be followed to fulfill the vacant position.

7.2.3 Return of Association property

All real property, such as books, papers, monies, and intellectual property, such as data, the Moosealumni.com email account and

the Paypal account, in the resigning person's possession must be returned to and accepted by the Executive Committee.

7.2.4 Subsequent Service

If an officer is removed with cause, that person will be ineligible to serve in any elected or appointed position for life.

7.3 Succession Process

7.3.1 Natural Succession

Should vacancies on the board exist, the order of natural succession will be followed. This succession is as follows:
Vice President to President

7.3.2 Appointment of other elected positions

- The President, with the approval of the Executive Committee, will appoint successors to vacancies in other elected offices on the board.
- All elected positions must be filled within 45 days of notification of the vacancy.
- The President will appoint successors to vacancies in appointed positions on the board.

7.3.3 Replacement of the Secretary

Once the balance of the Executive Committee is in place, nomination for the members of the Executive Committee for the position of Secretary are considered and voted upon until a Secretary is chosen.

6.2.3 Interim Responsibilities

- If the Treasurer leaves prior to the end of their term of office, the President will act as Treasurer until the position is filled as provided herein. If the President is not local, arrangements can be made, with approval of the Executive Committee, for another elected board member to act in the President's stead as Treasurer with the President's approval for all business transactions, subject to all other requirements listed herein for this type of transaction.
- The President may only act as interim for up to 30 days. A permanent treasurer must be appointed by the end of that time period..
- If the Secretary leaves office, the Treasurer will act as Secretary until the position is filled.
- The Treasurer may only hold the position of Secretary for up to 30 days. A new Secretary must be appointed by the Executive Committee by the end of that time period.

6.2.3 Fourth Quarter Vacancies

For vacancies occurring during the fourth quarter of the Association fiscal year, with the exception of the office of President, which must be filled, the Executive Committee may opt not to fill the vacancy, but defer to the election at the Annual Membership meeting at Homecoming.

7. Association Operations
 - 7.0 Fiscal Year

The fiscal year of the Association will be from September 1 to August 31.
 - 8.2 Meetings

In point of authority as presiding officer at any meeting of the Association, such authority shall be in the following order -- President, Vice President, Junior Past President.
 - 7.2 Attendee Qualifications
 - 7.2.0 Any person eligible to be a member of the Association may attend any meeting of the Association. Only those people holding current full memberships may vote at any meeting.
 - 7.2.0 Invited Guests are allowed, however, they may not be recognized to speak from the floor. Invited Guests may not vote at any meeting.
 - 7.2.0 A meeting of the Executive Committee or full Board of Directors may be closed if the agenda so requires, such as in cases of removal with cause.
 - 7.2 Meeting Frequency
 - 7.2.0 Annual Meeting
 - There will be an annual meeting of the members of the Association; such meeting will be held during the annual Homecoming.
 - The assembly at this annual meeting shall have all of the power necessary or incidental to the control and administration of the business and affairs of the Association and to the determination of its policies and recommendation, excepting those which it expressly delegates to the Executive Committee.
 - Each voting member may have one and only one vote. No proxy voting is permitted.
 - 7.2.0 Board Meetings

A meeting of the full Board of Directors should occur once a quarter.
 - 8.2.3 Executive Committee Meetings

Executive Committee meetings may be called as needed to sustain the operations of the Association.
 - 7.2 Location
 - 7.2.0 The annual meeting of the Association must be held on the Mooseheart Campus at an appropriate location.
 - 7.2.0 All other meetings of the Board or Executive Committee may be held at a location convenient to the attendees of such meetings. This could include meetings at other gatherings of the Association.
 - 7.2 Notification of Meetings
 - Except for emergency meetings of the Executive Committee, the Secretary should provide notice in writing of scheduled meetings to

all Board Members at least two weeks prior to the meeting. These items may also be distributed electronically, subject to prior approval by each officer.

- The Secretary will also make any arrangements needed for Board Members to attend electronically, if feasible.

7.2 Quorum

7.2.0 Any business conducted at a meeting shall not be considered binding unless a quorum of the Executive Committee is in attendance, either in person or electronically.

7.2.0 A Quorum is defined as a majority of the Executive Committee.

7.2 Meeting Minutes

7.2.0 A draft of the minutes of any meeting should be available to the Board no later than two weeks after the meeting is held.

7.2.0 The final version of the minutes should be voted on and accepted at the next meeting following.

7.2.0 Once the minutes are finalized, they must be made available to the membership of the Association upon request. This may be done electronically on the website or by request from the Secretary.

7.2 Financial Documents

7.2.0 All reconciled financial documents of the Association must be made available to any member of the Association upon request.

7.2.0 Any such documents that are to be discussed at a meeting must be made available at or before the meeting

7 Parliamentary Law

Robert's Rules of Order (Newest Revised Edition) shall govern all proceedings of the Mooseheart Alumni Association while in session and decide all points of order when not otherwise provided for in the Bylaws.

10. Charters

- The MAA will no longer allow for the creation of new charters under the MAA umbrella for the following reasons:
- Potential liability exposure in allowing the use of the Association name and the implied affiliation.
- There is no tangible benefit returned to the Association from the existence of these charters.
- The Association will tacitly allow the continuation of the current charter(s) and will support them with the publication of their upcoming events in the quarterly newsletter and/or on the website.
- The Association will allow and assist in the dissolution of any existing charter(s).

11. Committees

- All committees must have minimum of three members, one of which must be a member of the Board.

- The following committees are standing committees of the Association; Finance, Audit, and Grievance and Resolution.
- The Nominating Committee will be appointed by the Junior Past President.
- All committee appointments are subject to approval by the Executive Committee.

18.0 Creation of an ad hoc Committee

- Creation of a new ad hoc committee can be requested by any board member for a specific reason or task. Creation of said committee is subject to the demonstration of the need for the committee and approval of the Executive Committee.
- Each committee must have a chair. The President shall appoint all chairs, except for the Nominating Committee, which will be appointed by the Vice-President. This chair will be the liaison to the Board of Directors.
- The chair is responsible for reporting of the progress/status of that committee's tasks to the board at each Board meeting
- The chair will request any financial support needed and if granted, provide a record of expenditures/income for that committee at each Board meeting.
- All committee members must be current members of the Association.
- All committee members will be expected to complete the task of the committee.
- If a committee member wishes to resign from the committee, they must notify the chair of the committee who must notify the board.
- All real and or intellectual property must be returned to and accepted by the Executive Committee.

18.0 Dissolution of a Committee.

- An ad hoc committee may be dissolved by notification to the board of directors. This may be done upon completion of assigned tasks or if the need for the committee no longer exists, even if the task is not completed.
- An accounting and reconciliation of all finances of the committee must be provided to the board.
- All real and/or intellectual property in the hands of committee members must be returned and accepted by the Executive Committee.

21. Dissolution of the Association

12.1 Cause

- Cause for dissolution of the Association shall be determined by the Executive Committee and/or the Full Board of Directors with input from Mooseheart and the Loyal Order of Moose, if deemed appropriate.

12.1 Process and Notification of Dissolution

- Notification of the dissolution will be posted to the official Association website. A final issue of the Quarterly, to include the notice of dissolution, will be sent to all alumni that the Association has addresses for.

- Notification of the dissolution of the Association must be made in writing to the following: all current members of the Association and the Director General of the Loyal Order of Moose,
- These entities may provide further notification to the Moose membership via established communication methods, such as the Moose magazine as desired.

12.1 Liquidation of Physical Assets

- All physical assets owned by the Association, whether donated or purchased, will be liquidated. This liquidation may be done by donation to Mooseheart through Moose Charities, by sale or by any other method that is appropriate for the item in question.
- Any items used by the Association that do not actually belong to the association, such as museum items, or loaned items from Mooseheart or the Loyal Order of Moose will be returned to the appropriate owner.
- If ownership of any physical asset is unknown, the asset will be turned over to Mooseheart through Moose Charities

12.1 Termination of Accounts

A receiver will be appointed. This will be the Secretary of the Association or in absence, the president

All accounts, including website hosting, domain ownership, Paypal, email, post office, insurance and bank accounts should be closed out. Those accounts that are needed to dissolve the Association, such as the bank accounts will remain open until dissolution is complete or it is determined that they are no longer needed.

12.1 Allocation of Financial Assets.

Once the dissolution of the Association and a final reconciliation of the books of the Association are complete, all remaining financial assets of the Association will be turned over to Moose Charities for the specific use of the Mooseheart School.

21. Indemnity

The following persons shall be bonded to protect the assets of the Association: Secretary and Treasurer and other persons as deemed necessary by the Executive Committee or as determined by an external audit of the association. The Association shall pay the premium for all bonds.

The officers and membership of this organization shall not be personally liable for the actions of the association. They are to be secured against hurt, loss, or damage, as long as they are acting in good faith within their personal knowledge of current laws binding the organization. This exemption extends to incurred penalties or liabilities of the association, as laws allow.

14. Privacy and Confidentiality

All personal information provided directly to the Association will only be used for Association purposes, including mailing of the newsletter and periodic publication

of an alumni directory. Any alumni may request their information remain unpublished by contacting the Association secretary in writing. Such a request will remain on file and in effect until such time it is rescinded.

Any personal information voluntarily published to the official Association website (e.g. name, class and/or email address in the online guestbook) is considered public domain directory information and the Association cannot be held responsible to protect that information.

15. Amending the Bylaws

15.1 Recommendation Process

- Any current member of the Association may propose an amendment to the bylaws of the Association.
- The proposed amendment must be presented to the Executive Committee in writing. This proposal should include a justification for the amendment, desired outcome, and a statement of costs/benefits (financial and otherwise) to the Association if implemented.

15.2 Vote

- Upon receipt of the recommendation for amendment, the Executive Committee will review the recommendation and vote to send it on to the membership for final approval.
- The Executive has the right to deny any requested amendment if, by their determination, the amendment is not in the best interests of the Association at that time. The Executive Committee will notify the author of the proposal of the denial.
- The membership shall vote on any amendments at the next annual meeting of the Association or by official ballot available to all voting members of the Association.
- An amendment shall be acted upon by at least 25% of the voting membership on the roles at the end of the most recent fiscal year. A two-thirds majority is required to add an amendment to the by-laws.

15.3 Documentation

When an amendment has been approved by the membership to be added to the bylaws, the following information must be recorded in the amendments to the bylaws (Section 16): Amendment author, membership vote tally and date of vote, detailed text of the amendment, effective date of the amendment and the termination date of the amendment, if applicable.

19. Amendments

Amendment 16.1 Compensation for MAA Secretary

(Amendment approved by the vote of the Executive Board at a board meeting in December, 2003. Amendment effective January 1, 2004.

Author: Executive Board)

The compensation for the Association Secretary shall be as follows:

- \$50 per week for services rendered to the Association as defined in the position description in these by-laws.

Amendment 16.2 Association Annual Dues Structure

(Amendment approved by the vote of the majority of the membership at the annual meeting in October, 2004. Amendment effective March 1, 2005. Author: Executive Board, with amount of dues increase changed by proclamation of the membership at the meeting)

The annual dues shall be as follows:

- Individual Full Membership - \$20.00
- Couple Full Membership (both members of the couple must meet membership criteria) - \$36.00
- Associate Membership - \$20.00
- Moose Officer Membership - \$20.00

Life Membership

- Individual Full Membership - \$400.00
- Couple Full Membership (both members of the couple must meet membership criteria) - \$600.00
- Associate and Moose Officer Memberships are not eligible to purchase life memberships in the Association.