

PROPOSED AMENDMENTS TO THE GENERAL LAWS - 2021

Amendment #1

Chapter 6-9 Other Moose Corporations:

Current:

Chapter 6 - Board of Directors - Mooseheart
Chapter 7 - Board of Directors - Moosehaven
Chapter 8 - Board of Directors - Moose Foundation, Inc.
Chapter 9 - Board of Directors - Moose Charities, Inc.

Proposed:

Chapter 6 – ~~Board of Directors – Mooseheart~~ Other Moose Corporations

Sec. 6.1 - Board of Directors - Mooseheart Child City & School, Inc.

Sec. 6.1(a) - Creation and Duties - The Mooseheart Board of Directors shall consist of not less than three (3) nor more than nine (9) members.

The Board of Directors shall be comprised of active Lodge members. One (1) director shall be the Chief Executive Officer and one (1) shall be the Chairman of the Board of Directors. The sole member shall elect the remaining directors.

The Mooseheart Board of Directors shall have authority to administer and govern the affairs of Mooseheart. They shall elect corporate officers as they deem proper.

Sec. ~~6.26.1(b)~~ - Elections - Other than the Chief Executive Officer and the Chairman of the Board of Directors, the members of the Board of Directors are elected by the sole member of the corporation (which shall be Moose International, Inc.). Any director may, by notice in writing to the board, resign at any time. The sole member, with or without cause, may remove any director from office at any time.

Sec. ~~6.36.1(c)~~ - Terms of Office - Each director shall hold office for a term of one (1) year. Each director shall serve until their successor is elected and qualified, unless the office has been previously declared vacant due to resignation, removal from office or death. Directors shall be elected at the corporation's annual meeting. If an annual meeting is not held or directors are not elected at the annual meeting, they may be elected at a special meeting held for that purpose. The term "year" shall mean the period from one annual meeting until the close of the next annual meeting. If a director is elected at a special meeting, a "year" shall mean the period from the special meeting until the close of the next annual meeting.

Sec. ~~6.46.1(d)~~ - Admission Regulations & Rules - The Mooseheart Board of Directors shall make rules and regulations as they deem proper for the admission of children to Mooseheart. They shall prescribe the terms and conditions under which any child may reside at Mooseheart. They shall have complete authority to determine in each case who shall be admitted to Mooseheart and the conditions under which any person may reside at Mooseheart.

The board shall determine the terms and conditions of contracts to be entered into between Mooseheart and any surviving parent or legally appointed guardian of any child for the admission to Mooseheart of such child, for the conditions of its residence at Mooseheart and for the termination of the residence at Mooseheart of any child. They shall require the appointment by a competent court of a guardian of the person of any child seeking admission to Mooseheart unless there is a surviving parent to act for the child. The board may delegate the review, determination and sufficiency of admission procedures, contracts and the appointment of guardians for minor residents of Mooseheart to an Admissions and Demissions Committee.

~~Chapter 7 – Board of Directors – Moosehaven, Inc.~~

Sec. 6.2 - Board of Directors - Moosehaven, Inc.

Sec. ~~7.16.2(a)~~ - Creation and Duties - The Moosehaven Board of Directors shall consist of not less than three (3) nor more than nine (9) members. The Board of Directors shall be comprised of active Lodge members. One (1) director shall be the Chief Executive Officer and one (1) shall be the Chairman of the Board of Directors. The sole member shall elect the remaining directors.

The Moosehaven Board of Directors shall have authority to administer and govern the affairs of Moosehaven. They shall elect corporate officers, as they deem proper.

Sec. ~~7.26.2(b)~~ - Elections - Other than the Chief Executive Officer and the Chairman of the Board of Directors, the members of the Board of Directors are elected by the sole member of the corporation (which shall be Moose International, Inc.). Any director may, by notice in writing to the board, resign at any time. The sole member, with or without cause, may remove any director from office at any time.

Sec. ~~7.36.2(c)~~ - Terms of Office - Each director shall hold office for a term of one (1) year. Each director shall serve until their successor is elected and qualified, unless the office has been previously declared vacant due to resignation, removal from office or death. Directors shall be elected at the corporation's annual meeting. If an annual meeting is not held or directors are not elected at the annual meeting, they may be elected at a special meeting held for that purpose. The term "year" shall mean the period from one annual meeting until the close of the next annual meeting. If a director is elected at a special meeting, a "year" shall mean the period from the special meeting until the close of the next annual meeting.

Sec. ~~7.46.2(d)~~ - Admission Regulations & Rules - The Moosehaven Board of Directors shall make rules and regulations for the admission of members to Moosehaven, and prescribe the terms and conditions under which members and/or their spouses may be admitted to Moosehaven. They shall determine the terms and conditions of contracts to be entered into between Moosehaven and any member or person residing there, and for the termination of the residence at Moosehaven of any person.

~~Chapter 8 – Board of Directors Moose Foundation, Inc.~~

Sec. 6.3 - Board of Directors – Moose Foundation, Inc.

Sec. ~~8.16.3(a)~~ - Creation - The number of directors of the corporation shall be equal to twice the number of "Beneficiary Organizations" of the corporation, as defined in the Articles of Incorporation of the Foundation, less one (1). Each of the Beneficiary Organizations shall be

entitled to nominate one (1) individual to be elected as a director. Any one such director may be referred to as a "Beneficiary Director". The remaining directors, referred to as "Independent Directors", shall be nominated by the current Board of Directors. To be nominated as a Beneficiary Director or as an Independent Director, an individual must be an active member of their Lodge. The nominee shall not be currently serving in any capacity as a director, officer or employee of Moose International, Inc. or any related foundation, endowment fund, trust or subsidiary. To serve as an Independent Director, an individual must have previously served as a member of the Board of Directors of Moose International, Inc, or as a member of the Grand Council of the Women of the Moose. The directors of each class shall be elected from nominations for that class by the currently serving directors of the corporation at the annual meeting.

The Board of Directors shall have the authority to administer and govern the affairs of the corporation. They shall elect corporate officers as they deem proper.

Sec. 8.26.3(b) - Term of Directors - Each director shall serve a term of one (1) year until their successor is elected and qualified, unless the office has been previously declared vacant due to resignation, removal from office or death.

Sec. 8.36.3(c) - Duties of Directors - The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter the "Code"). The corporation is organized and shall operate exclusively to benefit, support and carry out the purposes of one or more beneficiary organizations, including but not limited to: Moose Charities, Inc., Mooseheart Child City & School, Inc., and Moosehaven, Inc. The determination, amount and nature of any distributions made to, or on behalf of, any person or entity shall be within the sole discretion of the corporation's Board of Directors. The Board of Directors may terminate or modify any established pattern of distributions or course of dealing regarding the funds of the corporation or any beneficiary organization.

~~Chapter 9 – Board of Directors
Moose Charities, Inc.~~

Sec. 6.4 - Board of Directors – Moose Charities, Inc.

Sec. 9.16.4(a) - Creation and Duties - The Moose Charities Board of Directors shall consist of not less than three (3) nor more than nine (9) members. The Board of Directors shall be comprised of active Lodge members. One (1) director shall be the Chief Executive Officer and one (1) shall be the Chairman of the Board of Directors. The sole member shall elect the remaining directors.

The Moose Charities Board of Directors shall have authority to administer and govern the affairs of Moose Charities, Inc. They shall elect corporate officers as they deem proper.

Sec. 9.26.4(b) - Elections - Other than the Chief Executive Officer and the Chairman of the Board of Directors, the members of the Board of Directors are elected by the sole member of the corporation (which shall be Moose International, Inc.). Any director may, by notice in writing to the board, resign at any time. The sole member, with or without cause, may remove any director from office at any time.

Sec. 9.36.4(c) - Terms of Office - Each director shall hold office for a term of one (1) year. Each director shall serve until their successor is elected and qualified, unless the office has been previously declared vacant due to resignation, removal from office or death. Directors shall be elected at the corporation's annual meeting. If an annual meeting is not held or directors are not

elected at the annual meeting, they may be elected at a special meeting held for that purpose. The term "year" shall mean the period from one annual meeting until the close of the next annual meeting. If a director is elected at a special meeting, a "year" shall mean the period from the special meeting until the close of the next annual meeting.

Chapter 7 – Lodgic Corporations

Sec. 7.1 - Board of Directors – Lodgic Holdings, Inc.

Sec. 7.1(a) - Creation - The initial Board of Directors shall be composed of those individuals named in the Articles of Incorporation, who shall serve until their successors are elected and qualified at the organizational meeting held by the Directors. Thereafter, the number of Directors of the Corporation shall be three; provided however, that the number of Directors of the Corporation shall automatically be increased or decreased to equal the number of “Beneficiary Organizations” of the Corporation, as defined in the Articles of Incorporation, plus one. Each of the Beneficiary Organizations shall be entitled to nominate one individual to be elected as a Director. Any one such Director may also be referred to as a “Beneficiary Director”. The remaining Director, also referred to as a “Independent Director” shall be nominated to be elected by the Board of Directors then serving or a committee thereof. To be qualified to be nominated as a Director, an individual must currently be a member in good standing of The Moose, but shall not be currently serving in any capacity as a director, officer or employee of Moose International or any related foundation, endowment fund, trust or subsidiary. If an individual nominated is not elected, the persons or organization who nominated that individual shall nominate a replacement to be elected until such Director position is filled.

Sec. 7.1(b) - Term of Directors - Each Director shall serve for a term of one year, and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death.

Sec. 7.1(c) - Duties of Directors - The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter, the “Code”), including, but not limited to, operating as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the purposes of any one or more of Lodgic Workplace, Inc. and Lodgic Kids Camp, Inc. (hereinafter the “Beneficiary Organizations”) (provided any such organization is an organization described in section 501(c)(3) and sections 509(a)(1) or (2) of the Code, at the time of any given distribution to or on behalf thereof). The determination of whether or not distributions should be made to or on behalf of any person or entity, and the amount and nature of any such distributions shall be solely within the discretion of the Corporation’s board of directors, and no established pattern of distributions or course of dealing shall limit the discretion of the board of the directors to terminate or modify such pattern or course of dealing.

The Board of Directors shall have the authority to administer and govern the affairs of the corporation. They shall elect corporate officers as they deem proper.

Sec. 7.2 - Board of Directors – Lodgic Workplace, Inc.

Sec. 7.2(a) - Creation - The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3), one of whom should be the Chief Executive Officer of Moose International, Inc. The initial Board of Directors shall be composed of those individuals named in the Articles of Incorporation, who shall serve until their successors are elected and qualified at the organizational meeting held by the Directors.

Sec. 7.2(b) - Term of Directors - Each Director shall hold office for one-year term.

Sec. 7.2(c) - Duties of Directors - The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, but not limited to the creation and operation of flexible, open and shared workspace designed to create synergies and cost efficiencies for its members, focused on fostering the spark for innovation, funding and implementation of the goods and services offered by its members through collaborative community, professional interaction, productive environment, networking opportunities and professional education.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Sec. 7.3 - Board of Directors – Lodgic Kids Camp, Inc.

Sec. 7.3(a) - Creation - The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3), one of whom should be the Chief Executive Officer of Moose International, Inc. The initial Board of Directors shall be composed of those individuals named in the Articles of Incorporation, who shall serve until their successors are elected and qualifies at the organizational meeting held by the Directors.

Sec. 7.3(b) - Term of Directors - Each Director shall hold office for one-year term.

Sec. 7.3(c) - Duties of Directors - The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, but not limited to the creation and operation of wondrous child care and education space designed to support learning and development in a thoughtful, secure, nurturing, challenging, engaging, interactive, responsive, and collaborative environment, likely to promote positive outcomes for children, their parents, and the community in which they live.

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Sec. 7.4 - Board of Directors – Clever Moose at Lodgic, Inc.

Sec. 7.4(a) - Creation - The number of directors of the corporation shall be three (3). Directors need not be residents of Illinois or shareholders of the corporation. The number of directors may be increased or decreased from time to time by the amendment of this section. No decrease shall have the effect of shortening the term of any incumbent director.

Sec. 7.4(b) - Term of Directors - Each Director shall hold office for one-year term. A director shall hold office until the next annual meeting of shareholders; or until his or her successor shall have been elected and qualified.

Sec. 7.4(c) - Duties of Directors - The business of the corporation shall be managed by or under the direction of its board of directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

Chapter 8
(not in use)

Chapter 9
(not in use)

Reasoning: To add a Lodgic governance provision.

Amendment #2

Chapter 14 Supreme Lodge Committees and Duties

Proposed:

Sec. 14.1 - Appointment and Number - The regular committees of The Moose shall be as follows:

- (a) Judiciary
- (b) Resolutions
- (c) Ritual
- (d) Credentials
- (e) Audit
- (f) Heart of the Community
- (g) Rules and Order
- (h) ~~Government Relations~~ Membership
- (i) Activities
- (j) Communications
- (k) Loss Prevention
- (l) Special Committees (may be appointed as deemed necessary)

Unless otherwise specified herein, each of the above-named committees, excepting Credentials, shall consist of not less than three (3), nor more than ten (10) active members. The Chairman of the Board of Directors with the advice and consent of the Moose International, Inc. Board of Directors shall appoint all committees. All committees shall be appointed prior to the opening session of the convention at which they are to serve. The Chairman of the Board of Directors shall appoint such other committees after the convening of the convention as the convention may order. Unless otherwise stated, all committee appointments shall expire upon adjournment of the convention.

~~Sec. 14.9 - Government Relations Committee - The Government Relations Committee shall be a standing committee, appointed by the Chairman of the Board of Directors with the advice and consent of the Moose International, Inc. Board of Directors. Each member shall be appointed for a period of two (2) years. The duty of the Government Relations Committee shall be to advise on~~

~~matters that would affect or improve the fraternity. Membership Committee - The Membership Committee shall be a standing committee, appointed by the Chairman of the Board of Directors with the advice and consent of the Moose International, Inc. Board of Directors. Each member shall be appointed for a period of two (2) years. The duty of the Membership Committee shall be to advise on matters that would improve or increase the strength of The Moose through membership by qualified individuals united in bonds of fraternity, benevolence and charity.~~

Reasoning: To eliminate the Moose International Government Relation's Committee and add a Moose International Membership Committee.

Amendment #3

Chapter 22 Other Appointed Officers

Proposed:

~~Sec. 22.4 — Deputy to the Chairman of the Board of Directors — With approval of the Moose International, Inc. Board of Directors, the Chairman of the Board of Directors may appoint Deputy(s) to the Chairman of the Board of Directors. When assigned, Deputy(s) to the Chairman of the Board of Directors shall visit Lodges in their respective area. After any "official" visit, the assigned Deputy to the Chairman of the Board of Directors shall immediately send a written report to Moose International containing findings of fact and recommendations. If directed by Moose International, Deputy(s) to the Chairman of the Board of Directors shall attend sessions of The Moose. With written authorization of Moose International, they shall have the power to inspect, demand, and take possession of all books, papers and property of any Lodge, or unit. Upon request of a Deputy(s) to the Chairman of the Board of Directors, all officers or members shall immediately deliver any item requested.~~

~~— Deputy(s) to the Chairman of the Board of Directors shall be accorded all privileges and courtesies extended to the Chairman of the Board of Directors. Upon completion of an appointed term, the Deputy(s) to the Chairman of the Board of Directors shall be recognized as a Past Deputy(s) to the Chairman of the Board of Directors.~~

Reasoning: To eliminate the Deputy Supreme Governor position.