

**EXHIBIT E**

**Certified Copy of Current Articles of Incorporation and Bylaws of WFLA**

The undersigned officers of WFLA hereby certify that attached hereto as Exhibit E is a true, correct and complete copy of the current Articles of Incorporation and Bylaws of WFLA.

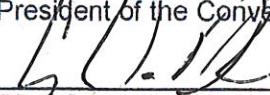
[See Attached]

## BYLAWS CERTIFICATE

We, the undersigned officers of the WESTERN FRATERNAL LIFE ASSOCIATION, of Cedar Rapids, Iowa, and officers of the 29th National Convention of said Association held in Green Bay, Wisconsin on July 18 and 19, 2019, do hereby certify that the foregoing Bylaws attached to this certificate, were adopted, confirmed, approved and authorized by more than the required two-thirds majority vote by the said Convention in regular session duly assembled; that the said Convention was called, convened, and held pursuant to the Bylaws of said Association and according to law; that it was composed of duly elected and properly accredited delegates representing lodges of said Association; that it was the supreme governing or legislative authority of said Association, with the power to amend the Bylaws thereof; that all of its deliberations, proceedings and action, with reference to said Bylaws and their amendment and revision, as well as otherwise, were in all respects regular, proper, and in conformity with the law and with the Bylaws of said Association and of the said Convention, the Bylaws so amended and revised as attached hereto, shall become of force and effect on September 1, 2019.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of the WESTERN FRATERNAL LIFE ASSOCIATION, this 31st day of July, 2019.

  
  
Ed Ullerich  
President of the Convention

  
CRAIG VAN DYKE, President

  
DONALD M. NIELAND, Vice President I.T. and Secretary  
and Secretary of the Convention

STATE OF IOWA, Linn County, ss:

On this 31<sup>st</sup> day of July, A.D. 2019, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Craig Van Dyke, and Donald M. Nieland, to me personally known, who being by me duly sworn, did say that they are the President and Vice President I.T. and Secretary respectively, of the corporation executing the within and foregoing instrument to which this is attached, that the seal affixed thereto is the seal of the corporation; that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors; and that Craig Van Dyke, and Donald M. Nieland as officers acknowledged the execution of the foregoing instrument to the voluntary act and deed of the corporation, by its and by them voluntarily executed.



  
Notary Public in and for  
Linn County, Iowa

**Articles of Re-Incorporation and Bylaws of  
the Western Fraternal Life Association**

**Including  
Rules of Order for Lodges and Ritual**

# **TABLE OF CONTENTS**

(See Alphabetical Index on Last Pages of This Booklet)

<b>ARTICLES OF INCORPORATION</b>	<b>3-5</b>
<b>BYLAWS</b>	<b>Sections</b>
Definitions	6
Membership - Insurance	6-12
Directors	12-14
Officers	14-16
Official Publication	16
Convention	16-20
Pre-Convention Committee	20-23
Election of District Directors/Filling Vacancies	23-26
Lodges	27
Amendment of Bylaws	27-28
Mail Balloting by Delegates	28-29
Amendment Effective Date	29-30
Resolution of Disputes	30-32
Interpretation of Bylaws	32
Electronic Communications	32
2019 Pre-Convention Committee	33
2019 Newly Elected Pre-Convention Committee	33
Rules of Order for Lodges	34-46
Ritual	46-49
Index	50-54

# **ARTICLES OF INCORPORATION**

## **Western Fraternal Life Association**

(Adopted in its Twenty-Sixth National Convention held  
in Cedar Rapids, Iowa on August 9-10, 2007)

(Effective October 1, 2007)

### **PRE-AMBLE**

The fraternal beneficiary association now known as **Western Fraternal Life Association**, was originally formed and organized as such an Association in 1897 under the Laws of the State of Iowa then in effect. Since that time, it has continuously functioned as such.

### **ARTICLE I** **NAME - PLACE OF BUSINESS**

The name of this fraternal beneficiary association shall be **Western Fraternal Life Association** (formerly Western Bohemian Fraternal Association/Zapadni Cesko-Bratska Jednota). Its principal place of business shall be Cedar Rapids, Linn County, Iowa.

### **ARTICLE II** **FRATERNAL BENEFICIARY ASSOCIATION**

It is a corporation formed, organized, and incorporated under the fraternal beneficiary association laws of the State of Iowa, and carried on for the sole benefit of its members and their beneficiaries and not for profit and having a lodge system, with

ritualistic form of work and representative form of government. It shall have all the powers granted by law.

## **ARTICLE III PURPOSE**

The purpose of this Association is to associate its members and thus enable them to aid themselves and others in programs of:

1. Fraternal and benevolent activities through the lodge system, ritualistic work, and otherwise.
2. Encouragement, cultivation, and preservation of learning and study of Czech and Slovak history, culture, language, and traditions - bearing in grateful and appreciative memory the vision and pioneer spirit of the many immigrants and their descendants who founded and maintained the Association in its earlier years and generations.
3. Insurance and other benefits permissible under the laws governing fraternal beneficiary associations.
4. Assistance to such other lawful, social, educational, intellectual, patriotic, or civic undertakings as may be determined upon.

## **ARTICLE IV SUPREME LEGISLATIVE OR GOVERNING BODY**

The supreme legislative or governing body shall be the National Convention. It shall meet in regular session once each four calendar years. It may meet in any state in which it has lodges. The National Convention shall elect a Board of Directors to conduct the business of the Association between meetings of the National Convention.

The number of Directors and the method of election shall be as set forth in the Association Bylaws.

## **ARTICLE V**

### **AMENDMENT**

Changes in these Articles may be considered for approval only if they have first been recommended by a resolution approved by a two-thirds vote of the Directors, or by a two-thirds vote of the entire membership of any Committee authorized by the Association Bylaws to make such recommendations. Adoption of any such change shall require a two-thirds vote of the National Convention Delegates, cast either during a Convention or by mail ballot, pursuant to provisions contained in the Association Bylaws.

**BYLAWS**  
**Western Fraternal Life Association**  
(As Adopted in its  
**Twenty-Ninth National Convention**  
**July 18-19, 2019)**

(Effective September 1, 2019)

**ARTICLE I**  
**DEFINITIONS**

**Section 1.** Meanings of terms as used in these Bylaws will be as follows: "Articles" shall mean Articles of Incorporation of the Association. "Association" shall mean Western Fraternal Life Association. "Board" shall mean Board of Directors of the Association. "Bylaws" shall mean Bylaws of the Association. "Convention" shall mean the National Convention of the Association. "Delegates" shall mean National Convention Delegates.

**ARTICLE II**  
**MEMBERSHIP ... INSURANCE**

**Section 2.** Application for membership shall be upon a form in use by the Association.

**Section 3.** There shall be the following classes of membership and participation:

- a) Member - A person of insurance age of 16 or more years whose application has been accepted and approved and to whom there has been issued a Certificate of membership and insurance or annuity which is in force or who is receiving a settlement

agreement benefit by reason of such insurance or annuity; provided that this does not include holders of Certificates which have been placed on extended insurance.

Further, a Member is a person of insurance age of 16 or more years upon whom an application has been accepted and approved and upon whom there has been issued a Certificate of membership and insurance or annuity which is in force or who is receiving a settlement agreement benefit by reason of insurance or annuity. It is expressly determined that in this latter event, the owner of the insurance or annuity, if different from the insured, shall have no privileges of membership and the insured will retain these rights.

Further, it is determined that in the event that a third party owner surrenders the insurance or annuity, the insured who is the member shall have their membership privileges terminated immediately.

- b) Social Members - a person age 16 or more who has been accepted and approved in accordance with eligibility rules as determined by Board of Directors. Social members may participate in all lodge functions but shall have no voice or vote in Association corporate or insurance affairs, nor shall they be eligible for election as Lodge Officers or Delegates or vote in elections thereof. They shall not be eligible to receive members benefits provided to members owning Association insurance products. They may be appointed and serve as leaders of social committees within the Lodge. Social members may change membership type at a later date.
- c) Juveniles - The Association may insure the lives and disability of children younger than the minimum age for membership. Such insurance shall be issued upon the

application of some adult person (who shall not by reason thereof, nor by reason of any benefit providing for waiver of premium, become a member) who has an insurable interest. At insurance age 16 the insured juvenile shall become a member.

- d) Honorary Members - The Board may elect to Honorary Membership such persons as in its best judgment are deserving of such recognition because of outstanding and meritorious activities or careers, which are of distinct interest to the Association and its objectives.

Also eligible for Honorary Membership are members who have reached their 96<sup>th</sup> birthday and their Certificate has endowed. These members will receive full membership rights.

**Section 4.** The Board shall approve and authorize issuance of such plans, programs, and certificates of benefits as are authorized or permitted by law and as it deems to be for the best interest and advantage of the members and of the Association.

**Section 5.** The Board shall cause to be prepared and shall approve such procedures 1) for processing applications for membership, participation, and benefits, and 2) for issuance and servicing of certificates which are permitted by law which it deems to be of advantage and best interests of the members and the Association.

#### **Section 6. Beneficiaries**

- a) The beneficiary or beneficiaries shall be designated in every certificate. Contingent or alternate beneficiaries may be named. In the event that two or more beneficiaries are designated and one or more thereof predecease the member, or perish in the same disaster with them, and there is no evidence as to which died first, or if one or more of the designated beneficiaries are unauthorized or disqualified by law or by these

Bylaws to receive the benefits, and no new designations have been duly made by the member in the manner provided by these Bylaws, then the portion of benefits made payable to such predeceased or unauthorized or disqualified beneficiary shall be paid to the surviving beneficiary or beneficiaries, share and share alike.

- b) If all the beneficiaries, including all alternate or contingent beneficiaries, designated in the certificate, predecease the member or perish in the same disaster with them and there is no evidence as to which died first, or if all such designated beneficiaries be unauthorized by law or these Bylaws to receive the benefits, and if no new designation of beneficiary has been made by the member in the manner prescribed in these Bylaws, then the benefit shall be paid to the Executor or Administrator of the member's estate, provided, however, if the amount payable under the certificate is less than \$25,000 the Association may, in lieu of payment to an Executor or Administrator, pay all or a portion of the amount payable to one or more persons or entities selected by the Association, in its sole discretion, from among the member's surviving spouse, relatives of the member by blood, adoption or marriage, and persons or entities appearing to the Association to be entitled to payment by reasons of having incurred expenses on behalf of the member while they were alive or after their death.
- c) In case of the total of the amounts set out in a certificate for two or more beneficiaries without clear contrary indication of priority as between or among them, is greater than the amount available for

distribution under said certificate, the proceeds shall be pro-rated.

**Section 7.** Certificate benefits may be in favor of any person, persons, institutions, or organizations not prohibited by law. They may be in favor of a Lodge of this Association or the Association itself, or to an officer of either, for the purpose of providing and paying for the funeral and burial expenses of the member. If the amount designated for payment of funeral or burial expenses is not entirely expended for that purpose, the remainder shall be retained by the beneficiary or beneficiaries to whom such amount was left, unless some other disposition is expressly ordered by the member in such designation.

**Section 8.** Change of Beneficiary - Any member, including those on extended or paid-up insurance, may change their beneficiary or beneficiaries, at any time, by signing a writing to that effect, witnessed by two competent witnesses or an officer of the member's Lodge, by an authorized field representative or by a Notary Public. This right can be waived by specifically requesting in writing that the beneficiary designation be irrevocable. The change shall become effective upon receipt in the Home Office of such signed writing.

**Section 9.** Certificates may, or, if required by law, must grant cash or loan values, reduced paid-up benefits, extended term insurance or other forms of non-forfeiture benefits appropriate to the certificate.

**Section 10.** If the reserves as to all or any class of certificates become impaired the Board shall determine each involved member's or certificate holder's equitable proportion of the deficiency, and require each to pay that amount to the Association. If such amount is not paid, it shall stand as an indebtedness against the certificate and accrue interest at the

same rate that will be paid on a Certificate Loan as shown in the certificate provisions, compounded annually.

**Section 11.** The Certificate of membership and insurance or annuity, together with any riders or endorsements attached to it, the application, the declaration of insurability (if any) signed by the applicant, the Articles of Incorporation and Bylaws and all amendments to them, constitute the entire contract when it is issued. Any subsequent changes to the Articles of Incorporation or Bylaws shall be binding upon the applicant member, certificate owner, beneficiaries and other persons affected, and shall govern and control in all respects, except that no changes shall destroy or diminish benefits promised in the certificate when it was issued.

**Section 12.** If, in order to fully determine the rights and obligations of a member or beneficiary arising under a certificate, it becomes necessary to refer to a once existing but repealed bylaw, such bylaw, for that purpose only, shall be considered to have remained in effect.

**Section 13.** If any jurisdiction requires the Association to pay a tax on its operations, the Board may require each member or certificate holder residing in the jurisdiction to pay an equitable proportion of the tax, or as the Board may determine.

### **ARTICLE III** **DIRECTORS**

**Section 14.** The affairs of the Association shall be managed by the Board of Directors between regular meetings of the Convention. The Board of Directors shall also perform such other duties as prescribed by these Bylaws.

**Section 15.** The Board shall meet in regular meetings four times yearly. Upon the call of at least one-half of all Directors, it may hold special meetings, with notice stating the special business to be conducted, served on all Directors at least ten days before the meeting is held.

**Section 16.** A quorum for the transaction of business shall consist of a majority of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or Bylaws or applicable law.

**Section 17.** Any action required or permitted to be taken by the Board by the Articles of Incorporation, Bylaws or applicable law at a meeting may be taken without a meeting by written consent of all Directors then in office. A written consent under this provision shall have the same force and effect as a vote of the Board taken at a meeting.

**Section 18.** The Board shall elect a Chairman of the Board from among its members for a term of up to one year. The Chairman shall preside at all meetings of the Board and perform such other duties as may be designated by the Board.

**Section 19.** The Board may appoint such committees as it deems necessary to have such authority as the Board may delegate. Each committee shall be comprised of three or more Directors. A majority of the Members of each committee shall constitute a quorum for transaction of all committee business.

**Section 20.** A Director may be removed from office for cause by an affirmative vote of a majority of all Directors at a meeting of the Board called for that purpose. “Cause,” for purposes of this section shall include:

- a) inability to perform the duties of the office because of incapacity or disability; or

- b) failure or refusal to perform their part of the duties and responsibilities of a Director; or
- c) engaging in conduct unbecoming a Director; or
- d) without reasonable cause, missing two consecutive regular Board meetings or failing to attend three regular meetings during the course of a calendar year; or
- e) changing residence to a point outside the District from which they were elected, or ceasing to be an Association member; or
- f) breaching a fiduciary duty owed to the Association, its members or beneficiaries; or
- g) materially violating these Bylaws, the Articles of Incorporation or any code of ethics or conflict of interest policy adopted by the Association.

A determination of cause shall be made in the reasonable discretion of the Board. The Director whose status is at issue shall not be entitled to vote in the matter.

**Section 21.** The Association shall maintain at its own cost such fidelity bonds on Officers, Directors and employees as determined by the Board.

**Section 22.** To the extent permitted by law, the Association does hereby agree to indemnify, and hold harmless each Director, Officer or employee serving the Association against liability for any claims, or causes of action which may be made against any of the above stated individuals, of any kind or nature, for such acts or omissions which would arise in the performance of their duties. The Association shall agree to pay any damages on behalf of any of the above stated individuals, for which they may be held liable. The Association shall agree to pay any and all expenses which may be incurred by any of

the above stated individuals, including, but not limited to payment of reasonable attorney fees for defense of any claims or cause of action made whatsoever.

**Section 23.** The Board shall prepare a report of its acts and doings since the next preceding Convention. The reports shall be submitted to the Convention by the Chairman of the Board, or a designee. Summaries thereof shall be published in the *Fraternal Herald* not less than two nor more than four months preceding the opening of the Convention.

## **ARTICLE IV**

### **OFFICERS**

**Section 24.** The principal Officers of the Association shall be the President, Secretary and Treasurer and such other vice presidents, assistant secretaries, or assistant treasurers as recommended by the President and approved by the Board from time to time. The President shall be nominated by the Board and elected by the Convention for a four-year term subject to removal pursuant to Section 26. Other principal Officers of the Association shall be appointed by the President and approved by the Board.

**Section 25.** The President shall serve as the chief executive officer of the Association, shall have general supervision and direction of the day to day business and affairs of the Association, and shall perform all duties incident to the position and such other duties as may be prescribed by the Board from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the President shall have authority to appoint such other officers, agents and employees and to delegate authority to them.

**Section 26.** The Board of Directors may remove the President by a two-thirds vote of all Directors excluding the President.

**Section 27.** The Board of Directors may fill a vacancy in the position of President by naming an acting President who shall fulfill the responsibilities of the President until a successor is elected by the Convention.

**Section 28.** Reasonable compensation of all principal Officers other than the President shall be recommended by the President and approved by the Board or by an appropriate Board committee to which such authority may be delegated by the Board. Reasonable compensation of the President shall be approved by the Board, or by an appropriate Board committee to which such authority may be delegated by the Board. In its determination of reasonable compensation, the Board or such committee shall take into account, among others, the services rendered by the Officer, the performance of the Officer, the performance of the Association, market and industry standards and compensation paid to officers of similarly situated fraternal benefit societies.

## **ARTICLE V** **OFFICIAL PUBLICATION**

**Section 29.** The official publication of the Association shall be called *Fraternal Herald (Bratrsky Vestnik)*. It shall publish such reports, notices, or statements as may be required by law, or by the Association Articles or Bylaws. It shall also publish articles and accounts of interest to members and Lodges, including articles and information about Czech and Slovak history and culture.

## **ARTICLE VI**

### **CONVENTION**

**Section 30.** The Convention shall be composed of Delegates as follows:

- a) Lodges shall elect Delegates to which each is entitled and also an equal number of Alternates in a regular meeting between November 1 and April 1 in the twelve month period preceding the Convention. The Lodge Secretary shall report the results of the election to the Home Office as soon as possible, but no later than April 15.
- b) If for any reason the Lodge Delegate cannot attend the Convention, the Alternate Delegate who received the highest number of votes on the list of Alternate Delegates and who is available, shall serve as Delegate. In event no other Alternate Delegate is available, the Lodge shall elect another Delegate.
- c) The following shall be Delegates-at-Large: the President, Secretary and Treasurer and any vice presidents that are principal Officers of the Association, members of the Board of Directors, and members of the Pre-Convention Committee. Each such Delegate-at-Large shall be considered as a Delegate from the Lodge of which they are a member, in addition to the Delegates elected by that Lodge.

Any retired National President and spouse shall be considered an Honorary Delegate, with no voting privileges, and be invited as guests to attend the National Convention with expenses paid.

**Section 31.** Each Lodge shall be entitled to one Delegate for every one hundred (100) members, or a majority of that number, which it has for the month preceding the meeting in which the Delegates are elected, but each such Lodge shall be entitled to at least one Delegate. Each Lodge will be entitled additional Delegates if sufficient new members have been added to the Lodge between its election of Delegates and the month end no greater than 90 days or less than 60 days prior to the start of the Convention. Lodges shall hold elections for the additional Delegates and Alternates no later than 30 days prior to the opening day of the Convention and promptly notify the Secretary of such action. Each lodge will be granted two additional delegate if that additional delegate is age 45 or under at the time of election.

**Section 32.** Eligible for election and service as Delegates are those who are members of the Lodge electing them, who have attended at least four meetings per year, unless this is waived by the Lodge, and who are active and participants in Lodge work, and who are not an officer, or full-time sales representative of another fraternal beneficiary life association. The Association Secretary shall issue to each Delegate, proper credentials for presentation to the Convention Credentials Committee.

**Section 33.** A Temporary Credentials Committee (consisting of the Secretary plus two Directors appointed by the Chairman of the Board) shall consult with Lodges regarding election of Delegates, and shall make such rulings as required to carry out the Bylaws thereon. Such rulings are appealable to the Convention Credentials Committee.

**Section 34.** The terms of Delegates shall commence with the opening day of the Convention in which they are duly accredited as properly qualified Delegates and ending with the

day preceding the opening session of the following regular Convention, and until their successors are elected and qualified. They shall act as counselors and advisors to Lodges and their members, particularly as to subjects discussed or acted upon by the Convention.

**Section 35.** As assistance in meeting National Convention expense, the Association will reimburse each eligible Lodge Delegate attending the Convention as follows:

Each delegate driving a car to the Convention will be paid a travel allowance as determined by the Board. No more than one Delegate per immediate family will receive travel allowance, unless traveling by commercial airlines or other public transportation.

A per diem will be allowed which will be determined by the hotel rate at the Convention city headquarters. If there is one Delegate from a family, the single room rate will be used to establish the per diem. If there are two Delegates from a family, the room rate for two people in one room will be used to establish the per diem. This per diem will be for the nights spent as a resident of the hotel, and not to exceed three nights.

The travel allowance and per diem rate to eligible Delegates will be paid to the individual as indicated on the Delegate election report submitted to the Home Office prior to April 15 of the Convention year. Any other expense of the Delegates shall be borne by them or their Lodge in such a way as agreed between them.

**Section 36.**

- a) Any state interested in hosting the Convention shall submit the city of their choice to the Board five years prior to the Convention on which they are bidding. The Board shall give their recommendation to the Convention for approval. In the event the city or time designated is

not available or feasible, or if no such designation by the Convention is made, the Board shall make such designation.

- a) The exact location and days for holding the Convention shall be determined by the Board after its consultation with the Lodges in the city and area where the Convention is scheduled to be held.
- b) Special meetings of the Convention may be called by the Board under highly urgent and compelling circumstances upon a two-thirds vote of all Directors.
- c) Published announcement of the exact place and days of Convention meetings shall be made in the *Fraternal Herald* as early as practical after the determination thereof.

**Section 37.** The President shall call the Convention to order and shall preside until the Convention President is elected. The Convention shall also elect not more than four Vice Presidents. The Secretary shall be the Secretary of the Convention.

After consultation with the Association President, the Secretary shall appoint Assistant Secretaries and such additional assistants as deemed needed to properly conduct the Convention.

**Section 38.** A quorum shall consist of a majority of the qualified and registered Delegates for that Convention.

**Section 39.** Each Delegate shall have one vote. No proxy votes shall be permitted.

**Section 40.** Except where otherwise provided, a simple majority of votes cast shall be decisive upon any issue.

**Section 41.** Manner of voting shall be by voice, show of hands, or by standing as designated by the Convention President, unless a majority of Delegates present and voting demand a roll call vote.

**Section 42.** The President shall appoint five Delegates to serve as the Credentials Committee. It shall consider and rule on questions concerning credentials, and shall render a report to the Convention as to its acts and doings as promptly as practical.

## **ARTICLE VII**

### **PRE-CONVENTION COMMITTEE**

**Section 43.** Purposes and duties of the Pre-Convention Committee are to make recommendations to the Convention which it deems to be in the best interests of the Association members, their beneficiaries and of the Association, on the following:

- a) For amendment or change in Articles and Bylaws. Bylaw changes or amendments must be submitted to the Pre-Convention Committee by January 1 of the Convention year.
- b) For Director fees.
- c) An Agenda, Order of Business, and Special Rules for the Convention, which upon its approval, shall apply to its proceedings.
- d) In addition to other Association contributions to recommend Association contributions to charitable, educational, civic, and similar qualified and worthy causes provided such contributions shall not duplicate other Association contributions and individual contributions shall not exceed \$2,500 and the total amount of such donations shall not exceed \$10,000 annually.

**Section 44.** Eligible for election to the Pre-Convention Committee are members who have not reached the age of 70 years by January 1 of the calendar year in which they are elected or assume membership on the Committee.

**Section 45.** Terms of members of the Pre-Convention Committee shall commence upon the adjournment of the Convention during which they are elected and terminate upon the adjournment of the next following Convention, and until their successors are elected and qualified.

**Section 46.**

a) The Pre-Convention Committee shall consist of 14 members. The 14 members shall be elected by and from a Director District of which they are a resident and member. Each Director District shall be entitled to two committee members each. A Lodge in any district may have more than one pre-convention member elected only where there are no members of other lodges in that district that are willing or able to be elected to the Pre-Convention Committee. The President, Chairman of the Board, and Legal Counsel shall be present, when possible, in these Committee meetings in an advisory capacity only.

b) During the days the Convention is in session, and before its final adjournment, the Delegates from each Director District shall meet in their respective groups and elect the Pre-Convention Committee members to which they are entitled. At the same time of such election, there shall also be elected an alternate for each Pre-Convention Committee member. Such alternate shall automatically fill a vacancy created by the death or inability of their principal Committee member to serve, or in case the principal Committee member removes their residence from the District which they were elected to represent.

c) The Committee following its election shall meet before leaving the Convention city at which it is elected, and shall organize by election of its officers which shall serve until their successors are elected and qualified. Results of the election and Committee organization shall be reported to the Convention and incorporated in its proceedings.

d) If there is no qualified alternate to fill a vacancy in the Pre-Convention Committee membership, the Board shall fill the vacancy, after consulting with the Director from the District affected.

e) The Committee shall hold two regular meetings prior to each Convention. The first meeting shall be after January 1 in the year of the Convention.

The Committee Chairperson and the Association President, after consulting with Committee members, shall determine if the first meeting of the Committee will be held by teleconference, other media source, or in person in Cedar Rapids, Iowa. The day and time shall be designated by the Committee Chairperson.

The second meeting shall be held during the week preceding the opening session of the Convention in the city where the Convention will be held, and the day and time shall be designated by the Committee Chairman after consultation with the Committee Members. Between its regular meetings, the Committee may assemble in such special meetings which are decided on by a majority of its membership, and which are approved by a majority vote of the Board. A quorum shall consist of eleven members. A motion or measure (other than a subsidiary motion or motion to adjourn) shall require at least eight (8) votes for approval.

**Section 47.** The Committee shall cause to be printed in the *Fraternal Herald* as soon as practicable, a summary of its report

on its proceedings of its first regular meeting, and of any special meeting. It shall prepare a report of its proceedings at the conclusion of its second regular meeting and cause same to be reproduced in sufficient quantity so that each Delegate may have at least one copy thereof on or before the first day of the Convention.

**Section 48.** Each member of the Pre-Convention Committee shall receive transportation allowance and daily maintenance for each of the Committee meetings they attend, plus an amount for their services, all as determined by the Board.

## **ARTICLE VIII**

### **ELECTION OF DIRECTORS FROM DISTRICTS**

#### **FILLING VACANCIES**

**Section 49.** The Board of Directors shall consist of seven Directors and the President. The Convention shall create seven Director Districts from the states in which the Association has Lodges. During the days the Convention is in session and before final adjournment, the Delegates from each District shall assemble in separate groups and nominate a Director from that District. Results shall be reported to the Convention prior to its electing Directors.

**Section 50.** The Director Districts shall be as follows:

**District 1:** Nebraska

**District 2:** Wisconsin and Upper Michigan

**District 3:** Iowa

**District 4:** Minnesota

**District 5:** Illinois, Ohio, Pennsylvania, and Michigan except Upper Michigan

**District 6:** California, Idaho, Montana, North Dakota, Oregon, South Dakota, and Washington

**District 7:** Colorado, Kansas, Louisiana, Oklahoma, and Texas

In the event a new state is added between Conventions, the Board shall include the state within one of the Districts.

### **Section 51.**

a) Candidates for an elected Director position must indicate their intention to seek election and submit all required information regarding their qualifications prior to March 1 of the year of the Convention, in accordance with the procedures established by the Board of Directors. In the event a District shall have no qualified candidates seeking election as of March 1, the Board of Directors shall seek one or more qualified candidates to nominate for election from the District. Such nomination must be made no later than May 1 of the year of the Convention. No other candidates shall be qualified for election at the Convention.

The Board of Directors shall ensure that appropriate background checks are completed and review the qualifications of all candidates.

The Pre-Convention Committee shall provide the slate of qualified candidates and information regarding the credentials of all candidates to the District Delegates at the Convention.

b) To be eligible for initial election, a Director shall be a member who has not reached the age of 62 years by January 1 of the calendar year in which their election is held; provided that a member who is serving as Director as of the time of their proposed election as Director, shall be eligible

if they have not reached the age of 66 years by January 1 of the year in which the election is held. No Director may serve beyond December 31 of the calendar year in which age 70 is attained.

- c) No officer or employee of the Association, other than the President, nor any individual who sells or manages the sale of the Association's insurance, nor any officer of any life insurance company or any other fraternal beneficiary association is eligible for service as Director.
- d) The terms of the Directors shall commence on the first day of the second full calendar month immediately following adjournment of the Convention during which they are elected; and such terms shall terminate on the first day of the second full calendar month following the adjournment of the following regular Convention, and until their successors are elected and qualified.
- e) If, after their election during a Convention, the Director-elect fails for any reason to qualify for or assume the office to which they were elected, there shall exist a vacancy which shall be filled as provided elsewhere in the Bylaws.

## **Section 52.**

- a) Vacancies occurring on the Board shall be filled by a vote of the Convention Delegates of that District.
- b) Upon a finding by the Board that it is practical to hold a meeting of such Delegates for such a purpose, it shall give reasonable and timely notice by mail to each Delegate from that District of the exact time and place of the meeting. A quorum shall consist of at least two-thirds of the Delegates from that District who were qualified and registered in the last preceding Convention. A majority of those present and voting shall be required to

elect. The Board shall determine the amount of transportation and per diem expense allowances for Delegates attending.

- c) If the Board determines that it is not practical to assemble the Delegates for this purpose, it shall cause to be prepared and distributed, mail ballots to each Delegate who was qualified to serve at the last preceding Convention. The ballots shall contain the names of the candidate or candidates and shall contain space for write-in candidates. They shall specify a reasonable time limit for return of ballot to the Home Office. At least two-thirds of the ballots must be returned properly marked, in order to qualify the election. A majority of votes cast is required to elect. If no majority results from the first balloting, the Board shall repeat the process with a second ballot containing only the names of the two candidates receiving the highest number of votes.

## **ARTICLE IX**

### **LODGES**

#### **Section 53.**

- a) Lodges shall be under the supervision of the Board. Lodges shall comply with the Rules of Order for Lodges and all other requirements adopted by the Board.
- b) Charters for new Lodges may be granted by the Board following submission of an application signed by at least twenty-five (25) members of qualified candidates for membership, and which contains such information as the Board deems necessary.

- c) Charters may be amended or withdrawn when the Board determines it to be in the best interests of the Association.

**Section 54.** Regular Lodge meetings should be held at least monthly, at the time and place set by the Lodge.

## **ARTICLE X** **AMENDMENT OF BYLAWS**

### **Section 55.**

- a) Amendment of these Bylaws shall require a favorable two-thirds vote of Delegates for approval.
- b) If the vote on an amendment occurs during a Convention, a vote required for approval shall consist of two-thirds of qualified and registered Delegates at that Convention who are present and voting on that amendment.
- c) Provided, that no proposal, motion, or measure for amending the Bylaws will be in order if made and proposed on the floor of the Convention, if it consists of material or subject matter not presented in writing to the Pre-Convention Committee for their consideration, prior to April 1 of the Convention year.
- d) If the vote on an amendment occurs when the Convention is not in session, it shall be by mail ballots cast by Delegates, in conformity with the provisions of Section 56 of these Bylaws.

## **MAIL BALLOTING BY DELEGATES**

**Section 56.** When the Convention is not in session, Delegates shall vote by mail on any proposal or action duly and properly submitted to them for decision pursuant to provisions of the Articles or Bylaws. Procedures for such voting shall be under the supervision of the Chairman of the Board. The procedures are as follows:

- a) Definitions for this Bylaw section: 1) “Qualifying number of ballots” shall mean a number of mail ballots equal to at least two-thirds of the number of Delegates qualified and registered in the latest Convention held prior to the vote taken by mail ballot; 2) “a two-thirds vote” shall mean a number of votes equal to at least two-thirds of the ballots returned but in any event at least two-thirds of the qualifying number of ballots.
- b) Adoption by the Board of a Resolution which was favored by the votes of at least two-thirds of all Directors, which contains the exact text of the proposal or action, and which authorizes and directs that a vote thereon by the Delegates be conducted by mail ballot.
- c) Publication of a notice containing: 1) an exact statement or text of the proposal to be voted upon; 2) a brief explanation thereof; 3) a return day on or before which the ballot must be received in the Home Office; and 4) instructions on the method of casting and returning the ballot. Such notice shall appear in the two *Fraternal Herald* issues immediately prior to the first day of the month in which the return day occurs.
- d) At least thirty days prior to the return day thereof, an official ballot together with the information contained in the preceding subsection shall be mailed to each Delegate

at their last known address as shown in the Association records.

e) Provided that a qualifying number of ballots has been received in the Home Office by the end of the return day, the ballots shall be canvassed and the results certified.

f) Should a qualifying number of ballots not be received in the Home Office by the end of the return day, the Board in its discretion and best judgment shall select one of the following options for proceeding: 1) Proceed to canvass the mail ballots and certify the results; or 2) extend the return day for not less than ten and not more than thirty days, and upon expiration of the extended return day, canvass the mail ballots and certify the results.

g) In any event, a report of the canvass and certificate of results shall be published in the *Fraternal Herald* as soon as practicable.

h) Approval of the proposal or action voted upon shall require a two-thirds vote in its favor.

## **AMENDMENT EFFECTIVE DATE**

**Section 57.** Unless otherwise specified by the Convention, Amendments of these Bylaws approved in Convention shall become effective on the first day of the second full calendar month following the adjournment of the Convention in which such amendments were approved, except that any amendment or change approved by Convention or otherwise which changes boundaries or representation of areas for election of members of the Board or for members of the Pre-Convention Committee shall become effective for the first election of Directors or Pre-Convention Committee members, held subsequent to such change. Bylaw amendments approved by mail ballot shall

become effective upon approval unless they provide a different time.

## **RESOLUTION OF DISPUTES**

### **Section 58.**

- a) The purpose of this section is to provide a method for fair resolution of disputes consistent with the fraternal nature of the Association without the delay and expense of formal legal proceedings. This section applies to all past, current and future benefit certificates, members, benefit certificate owners, beneficiaries or payors, and the Association. It applies to all claims, actions, disputes and grievances of any kind or nature whatsoever. To the extent permitted by applicable law, this section applies to all claims, actions, disputes and grievances brought by the Association against members, insureds, certificate owners or beneficiaries. This section does not apply to any claims or disputes relating to interpleader actions to determine proper owner, beneficiary, or payee.
- b) No lawsuits or any other actions may be brought for any claims or disputes covered by this section. The following are the steps and procedures for presenting and resolving disputes:

**Step 1.** Appeal. Appeal of the dispute to a designated reviewer within the Association as appropriate to the dispute.

**Step 2.** Mediation. If Step 1 does not result in a mutually satisfactory resolution, either party has the right to have the matter mediated in accordance with the applicable mediation rules of the American Arbitration Association (or the rules of another neutral organization as agreed upon by the parties).

**Step 3.** Arbitration. If Step 2 does not result in a mutually satisfactory resolution, arbitration administered by and in accordance with the applicable arbitration rules of the American

Arbitration Association (or another neutral organization mutually agreed upon). The arbitrator may award any and all damages or other relief allowed for the claim in dispute by applicable federal or state law, including attorneys' fees and expenses if such attorneys' fees and expenses may be awarded for claims arising under applicable law. Unless (and to the extent) prohibited by the applicable law with respect to the issue in dispute, the decision of the arbitrator shall be final and binding, subject only to the right to appeal such decision as provided in the arbitration rules and applicable law.

c) The procedures of this section are designed to afford individual members, benefit certificate owners, beneficiaries, payors and the Association a prompt, fair, and efficient means of resolving their individual disputes. Accordingly, no disputes may be brought forward in a representative capacity or on behalf of any "class" of persons, and the disputes of multiple members, benefit certificate owners, beneficiaries or payors (other than immediate family) may not be joined together for purposes of these procedures without the express written consent of (i) all members, benefit certificate owners, beneficiaries and payors affected thereby, and (ii) the President of the Association.

d) The Association has established rules for handling all matters submitted under each step in the procedures outlined in this section. Those rules are incorporated by this reference and may be modified from time to time by the Board.

## **INTERPRETATION OF BYLAWS**

**Section 59.** If any section of these Bylaws should not be explicit, or in case of uncertainty or dispute as to its intent or

meaning, the Board shall have the power to decide upon such situation; and its decision shall remain in force until such decision or section is duly amended.

## **ELECTRONIC COMMUNICATIONS**

**Section 60.** The Board or any Committee or sub-committee of the Board or any meeting of the Association at which written minutes are kept, except for the regular or special meeting of the Convention, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

## **End of Bylaws**