

**BY-LAWS  
of the  
POLISH NATIONAL ALLIANCE OF THE  
UNITED STATES OF NORTH AMERICA**

**Revised and Reenacted  
At The 47th Regular Convention  
Held From August 23rd to August 26th, 2015, inclusive  
in Cleveland, Ohio**

**PREAMBLE**

When Poland lost its independence in the Eighteenth Century, it became subjected to a threefold bondage by its invaders and its people were divested of their rights to life and liberty. After several unsuccessful uprisings, many proud and patriotic Poles, preferring exile to bondage, sought refuge in a new, free land – the United States - and settling here found freedom and equal rights of citizenship.

A group of these valiant exiles, ever mindful of their duties and obligations to their newly adopted country as well as to the nation of their origin, met together in Philadelphia in 1880 to found the Polish National Alliance of the United States of North America. Among their purposes were the following: to form a better union of the Polish people in this country, and to transmit the same to future generations; to insure to them a proper moral, intellectual, economic, civic and social development; to foster and cherish the best tradition of the culture of the United States and of Poland; to preserve the mother tongue, and, to promote, more effectively, all legitimate means for the preservation of the independence of the Polish Nation in Europe.

Today, we, Representatives of the 47th Convention of the Polish National Alliance of the United States of North America, assembled in Cleveland, Ohio on the 23rd through the 26th day of August, 2015, as faithful guardians of the ideals which those founders bequeathed to us as a sacred heritage and guided by over one hundred thirty five (135) years of experience, hereby adopt, ratify and declare these By-Laws to be binding, equally, upon all of the members of the Polish National Alliance.

## **ARTICLE I Organization**

### **Section 1 - Definition of terms as used in these By-Laws.**

(a) The term "Convention" shall mean the supreme legislative, judicial and governing body.

(b) The term "Business Board of Directors" shall mean the executive and managing body.

(c) The term "Alliance" when used to identify funds, money, property, assets or liabilities shall refer and relate to such funds, money, property, assets or liabilities of the Alliance, which are under the control of the Business Board of Directors as distinguished and differentiated from the funds, money, property, assets or liabilities belonging to other constituent bodies of the Alliance.

(d) The term "Censor" shall mean the Censor/Chair of the Business Board of Directors.

(e) The term "Vice Censor" shall mean the Vice Censor/ Vice Chair of the Business Board of Directors.

(f) The term "Fraternal Director's Region" shall mean a geographic area which is entitled to representation by one Fraternal Director, as provided for in these By-Laws.

(g) The term "Council" shall mean a subordinate body composed of lodges allocated thereto.

(h) The term "Lodge" shall mean a subordinate body composed of men, women or men and women.

(i) The term "Good Standing Council or Good Standing Lodge" shall mean a lodge or council that has duly elected officers.

(j) The term "Delegate" shall mean a member of the Alliance who is elected by a lodge or a council as its representative to another subordinate body of the Alliance.

(k) The term "Representative" shall mean a member of the Alliance, who is elected by the Electoral Assembly of a Council to act as the Representative of the membership within the Council to the Conventions of the Alliance.

(l) The term "member in good standing" shall mean any member who makes timely payments of all Lodge dues or assessments, if any.

(m) The masculine gender includes the feminine; the singular includes the plural, and the plural includes the singular.

(n) The term "Benefit Certificate" shall mean all life insurance policies and annuities.

(o) The term "beneficial premium paying member" shall mean a member of the Alliance who has in force any life insurance certificate and/or annuity product. In the case of an annuity product, such member must maintain at least a \$10,000.00 balance in said annuity or make at least a \$250.00 annual contribution during the prior four (4) consecutive calendar years.

(p) The term "Business Director" shall mean individuals elected to the Business Board of Directors.

(q) The term "Fraternal Director" shall mean individuals elected to the Fraternal Board of Directors.

(r) The term "Fraternal Board of Directors" shall mean the body responsible for the fraternal programs of the Alliance.

(s) The term "Region" shall mean the geographic area represented by a Fraternal Director and approved by the Business Board of Directors.

**Section 2 - Name** - The name of this fraternal benefit society shall be Polish National Alliance of the United States of North America, hereinafter referred to as "Alliance". However, the term "Alliance" may likewise have the limited meaning given to it in Section 1(d) hereof.

**Section 3 - Home Office** - The Home Office of the Alliance shall be located in the County of Cook, State of Illinois.

**Section 4 - Nature of Organization** - The Alliance is a fraternal benefit society organized on the 14th day of February, A.D. 1880, and incorporated under the laws of the State of Illinois.

**Section 5 - Objectives** - The objectives of the Alliance are to promote the cultural, social and economic advancement of its members, to foster fraternalism and patriotism among them, to provide, in accordance with the laws of the State of Illinois, death, disability, accident, annuity and other benefits to its members and their beneficiaries; and, to provide benefits on the lives of their children as authorized by its By-Laws.

**Section 6 - Territory** - The Alliance may conduct its business in all the States of the United States and other territories.

## **ARTICLE II**

### **Membership and Benefit Certificates**

#### **Section 7 - Qualifications Required of Adult Applicants for Membership**

Applicants for membership in the Alliance must be persons not less than sixteen (16) years of age, of good moral character, physically and mentally sound, who, by birth, descent, marriage or consanguinity, are of Polish heritage, and persons of other heritage, who believe in the ideals and purposes of the Alliance.

#### **Section 8 - Application for Membership-Admission to Membership**

Applications for membership must be made on forms prescribed by the Business Board of Directors. Application shall be processed in accordance with membership rules and regulations adopted by the Business Board of Directors. Every applicant elected to membership must be inducted in accordance with the Ritual of the Alliance. An applicant who is or was a member of a subversive organization, having for its object the overthrow of the United States government by force and violence, shall not qualify for acceptance as a member of the Alliance.

#### **Section 9 - Reconsideration of Rejection of an Applicant**

The reconsideration of a lodge vote by which an applicant has been rejected can be had at the same lodge meeting at which the vote was taken, or at the next regular lodge meeting, if two-thirds (2/3) of the members present vote in favor of such reconsideration.

#### **Section 10 - Rescission of Admission to Membership by a Lodge**

By a majority vote of the members present the election to membership of an applicant may be rescinded by a lodge at any time before the delivery to the Applicant of the benefit certificate applied for. The Secretary of the Alliance shall be notified thereof immediately. Upon being so notified, the Secretary of the Alliance shall stop the issuance of the benefit certificate, or if it has been issued, shall void and recall such benefit certificate, provided it has not been delivered to the applicant. Once a benefit certificate has been delivered to the applicant it may not be voided or rescinded except in accordance with the provisions of said certificate.

#### **Section 11 - Classes of Members**

There shall be two (2) classes of membership of the Alliance namely, Beneficial Premium Paying Member and Honorary Member. A Beneficial Premium Paying Member is a member who has an Alliance benefit certificate in force. An Honorary Member is a Beneficial Member who has an ordinary life matured certificate and attained the age of 95. An Honorary Member shall have all of the same rights and privileges as a Beneficial Premium Paying Member.

#### **Section 12 - Beneficial Members**

Beneficial Premium Paying Members in good standing shall be entitled to all rights and privileges of the Alliance, provided, however, that a member's right to participate in the governmental processes of the Alliance shall be exercised only in one (1) lodge. A member holding benefit certificates in more than one (1) lodge shall elect in writing to which lodge the member intends to exercise his/her rights. Such written election shall be mailed by the member to the secretaries of all lodges to which the person is a member and to the Secretary of the Alliance. If the member fails to make such election within a reasonable time, the Secretary of the Alliance is authorized to designate the lodge in which the member shall

exercise his/her rights. Such election shall remain in full force and effect until changed by the member in writing with notice served in a like manner as in instances of an original election. A change of election shall not become effective until one (1) year after the date of the receipt of said notice by the Secretary of the Alliance.

### **Section 13 - Lodge Dues and Premiums**

All required dues shall be paid to the Financial Secretary of the lodge or to a person expressly authorized by the executive board of the lodge to receive such dues.

A Beneficial Premium Paying Member must pay all required lodge dues or assessments, if any, in order to be entitled to hold any office in the Alliance.

### **Section 14 - Transfers of Lodge Membership**

Transfers of lodge membership shall be subject to rules and procedures prescribed by the Fraternal Board of Directors.

### **Section 15 - Insured Juveniles**

A child less than sixteen (16) years of age on whose life a benefit certificate is in force is not a member of the Alliance nor of the lodge with which for administrative purposes the child is affiliated, and shall have no voice in the management of the Alliance. Such a child is sometimes herein referred to as an insured juvenile. As a matter of fraternal courtesy only, such a child may be referred to as a juvenile member.

Unless otherwise stated in the application, all rights to exercise every option, benefit, or privilege regarding Certificates issued on insured juveniles are vested in the applicant. After the insured juvenile attains the age of sixteen (16), the insured shall become a Beneficial Premium Paying Member of the Alliance and shall be entitled to all of the rights and privileges of an adult insured member. The ownership of the certificate shall remain with the

applicant unless the applicant elects otherwise. If the applicant elects to transfer ownership to the insured juvenile at the age of sixteen (16) years or older, the insured juvenile shall be entitled to all of the rights and privileges of an adult insured member and shall be subject to all the conditions and obligations set forth for adult insured members.

In the event that the owner of a certificate issued on an insured juvenile dies, ownership shall be transferred as the owner directs. In the event the owner fails to provide a direction as to ownership, the ownership shall pass to the insured juvenile unless the insured juvenile is younger than sixteen (16) years of age, in which case the ownership shall be transferred to the parent or guardian of the insured juvenile.

#### **Section 16 - Benefits, Premium Rates and Reserves**

The Business Board of Directors shall determine the kinds, amounts and combinations of benefits to be offered by the Alliance and the ages at which those benefits will be issued; shall prescribe the premium rates for and the reserve basis of those benefits and the form and content of benefit certificates and applications therefore, and shall establish the underwriting rules governing the acceptance or rejection of applications for benefit certificates.

#### **Section 17 - Entire Contract**

The benefit certificate, the application therefore and any declaration of insurability made by the applicant, a copy of which application and of any such declaration shall be attached to said certificate, the Articles of Incorporation and the By-Laws of the Alliance as they were on the effective date of the benefit certificate or as they subsequently may have been amended constitute the entire contract between the Alliance and the owner. No subsequently made amendment to the Articles of Incorporation or to the By-Laws shall increase the premiums stated in or diminish

any benefit provided by the benefit certificate except as provided in Section 19 and 21.

#### **Section 18 - Benefit Certificates on Children**

The Business Board of Directors shall provide for the issuance of benefit certificates on the lives of children less than sixteen (16) years of age, who, except for their ages, possess the qualifications required of applicants for membership in the Alliance. The application for such benefit certificate must be made by an adult person, must name as beneficiary a person on whom the child is dependent for support and must be consented to in writing by a natural or adoptive parent of the child if such a parent is living.

#### **Section 19 - Payment of Premiums**

Premiums for benefit certificates are to be paid to such person expressly authorized by the Executive Committee to receive such payments. A premium paid to any other person in whatever capacity shall not constitute payment to the Alliance unless and until actually received by the Treasurer of the Alliance.

Any portion of a premium paid for a life insurance benefit that pertains to a period beyond the calendar month in which the death of the insured shall occur will be paid to the beneficiary of the certificate whether or not so provided in the benefit certificate.

Except for the first premium payment, a grace period of thirty-one (31) days shall be allowed for the payment of each premium becoming due on a benefit certificate. During such grace period the benefit certificate shall remain in force. In the event the insured dies during the grace period, one monthly premium shall be deducted in any settlement of the benefit certificate, all notwithstanding any less favorable provision contained in a benefit certificate.

#### **Section 20 - Power to Waive Certain Reinstatement Requirements**

The Business Board of Directors, by resolution affecting all benefit certificates providing a life insurance benefit, shall require any reinstatement requirements therein contained relating to the submission of evidence of insurability or the payment of interest including loans, after review by the Office of Underwriter and approved by the National Secretary.

#### **Section 21 - Maintenance of Solvency**

If the Alliance's reserves become impaired, the Business Board of Directors may impose an assessment against each benefit certificate on an equitable basis. Such assessment shall not be a personal liability but may be paid in cash or allowed to stand against the benefit certificate as an indebtedness bearing compound interest at an effective rate not to exceed five per cent (5%) per annum, or in lieu of either, the owner may consent to a proportionate reduction in benefits.

#### **Section 22 - Valuation**

Annually, the Business Board of Directors shall cause a valuation to be made of all benefit certificates in force on December 31st. Such valuations shall be made by competent actuaries with the reserve basis on which such benefit certificates were issued or such higher reserve basis as may be prescribed from time to time by the Business Board of Directors.

#### **Section 23 - Distribution of Surplus**

Annually the Business Board of Directors shall determine if there is divisible surplus in the insurance fund, and if such is found, make available to owners of benefit certificates such portion if any, thereof, as each, in the sole discretion of the Business Board of Directors is equitably entitled.

**Section 24 - No Waiver of By-Laws**

No person in whatever capacity shall have power to waive any provision of these By-Laws.

**Section 25 - Assignment**

A benefit certificate may be assigned for any reason by the certificate owner.

The Alliance shall assume no responsibility for the validity or effect of any assignment and shall not be charged with notice of any assignment unless in writing and filed at the Home Office and acknowledged as accepted by the Home Office.

**Section 26 - Beneficiaries**

A beneficiary or beneficiaries shall be designated in each application for a benefit certificate. No beneficiary shall have or obtain any vested interest in the proceeds of any benefit certificate until such certificate has become due and payable in conformity with the provisions of the insurance contract.

If any beneficiary shall die before the insured or otherwise be disqualified by law from receiving any of the proceeds of a benefit certificate, any proceeds of the benefit certificate that would have been payable to such beneficiary, if living or if not so disqualified, shall be payable equally to the surviving beneficiary or beneficiaries unless otherwise provided in the benefit certificate.

If no qualified beneficiary is living at the insured's death, then the benefit shall be paid to insured's estate.

**Section 27 - Change of Beneficiary**

The owner of a benefit certificate may change the beneficiary by mailing or delivering written notice thereof to the Alliance, on a form satisfactory to the Alliance, at its Home Office during the

lifetime of the insured. Such change shall take effect once the request is received. The change of beneficiary will take effect as of the date it was signed, but without prejudice to the Alliance on account of any payment made or other action taken or permitted by the Alliance before said notice was received and recorded in the Home Office. The Alliance shall have the right to require the benefit certificate for endorsement of any change of beneficiary.

#### **Section 28 - Proofs in Support of Claims**

Proofs required by the Alliance to be submitted in support of any claim for a benefit shall be on forms satisfactory to the Alliance. Such proofs shall be executed under oath and shall contain such information, supporting affidavits and evidence as the Business Board of Directors may require.

The furnishing of blank forms or the receipt of purported proofs in support of a claim for a benefit shall in no case be considered as an admission of any liability of the Alliance or as a waiver of its right to demand further proofs.

#### **Section 29 - Determination of Liability**

The Business Board of Directors shall have the authority within the Alliance to determine the liability of the Alliance for the payment of any benefit and shall have power and authority to settle, by compromise or otherwise, any claim for a benefit when in its judgment the best interest of the Alliance requires it. Any claimant shall have the right to appeal such decision pursuant to Section 171 of these Bylaws.

#### **Section 30 - Limitation of Actions**

No court action shall be brought on any claim arising out of any benefit certificate or rider issued by the Alliance unless such action is brought within the applicable statute of limitations.

### **Section 31 - Funeral Expenses**

If no provision is made by the beneficiary or relative of the deceased member for payment of funeral expenses, the Alliance may pay such funeral expenses to the person or persons entitled thereto, provided, however, that the payment for funeral expenses shall not exceed the sum provided by statute in the States where the Alliance is licensed to do business. The amount paid under these By-Laws shall be deducted from the proceeds of the certificate.

### **ARTICLE III**

#### **Funds of the Alliance and Investments**

##### **Section 32 - Funds**

All moneys and property, both real and personal, belonging to the Alliance shall be kept and accounted for in two (2) funds, namely; the Insurance Fund and the Fraternal Fund. However, either of said funds may, by action of the Convention or of the Business Board of Directors, be subdivided and maintained for specific purposes whenever such action is found to be in the best interest of the Alliance.

##### **Section 33 - The Insurance Fund**

The Insurance Fund shall consist of all monies and property of the Alliance. Into the Insurance Fund shall be placed all premiums and other payments collected for insurance purposes, all income from investments of this fund, proceeds from the sale or maturity of such investments and all other money and property received by the Alliance. From the Insurance Fund shall be paid the benefits promised in the insurance certificates, policies or contracts, all claims, other obligations, all expenses incidental to the acquisition, maintenance and disposition of investments and other assets of this Fund, except expenses properly chargeable to the Fraternal Fund, and such allocations to the Fraternal Fund as may be provided for in these By-Laws.

##### **Section 34 - Fraternal Fund**

The Fraternal Fund shall receive such allocations from the Insurance Fund as approved by the Business Board of Directors. This Fund shall be used only for such specified purposes as the Fraternal Board of Directors approves for and in the furtherance of the fraternal, patriotic, civic and philanthropic activities of the Alliance.

**Section 35 - Investment of Funds**

Funds of the Alliance shall be invested in securities and loans on improved real estate authorized by the State of Illinois and shall be made by a Committee of five (5), consisting of the President, as chair, the Vice-President, the Secretary, the Treasurer and the Chief Financial Officer of the Alliance. Each investment shall be approved by a majority of the Committee.

**Section 36 - Legality -Restrictions**

No investment shall be made in any security whatsoever, until the statutory conformity and propriety of such investment shall be recommended as qualified by the Investment Advisor, engaged for these purposes by the Business Board of Directors.

## **ARTICLE IV Convention**

### **Section 37 - Membership**

(a) The Convention is the supreme legislative and governing body of the Alliance and shall consist of Representatives, chosen in accordance with Article V of these By-Laws and the Chairman of the Convention appointed in accordance with Section 48 of these By-Laws.

(b) Unless elected as Representatives, the Censor, Vice-Censor, the President, Vice President, the Secretary and the Treasurer of the Alliance, the Business Board of Directors, Fraternal Board of Directors, the General Counsel, the Chief Financial Officer, the Underwriter and the Director of Insurance Sales, shall be entitled to a seat and voice in the Convention, but shall not be entitled to vote.

### **Section 38 - Representatives**

Each Council shall be entitled to one (1) Representative for every five hundred (500) Beneficial Premium Paying or Honorary Members or a major fraction of that number, in good standing, as established by the records of the Secretary of the Alliance as of the 31st day of December, preceding the regular Convention, specifically including members holding only Paid-Up certificates or certificates of Extended Insurance. If a Council or temporary Council, as defined in Section 116, on such date shall have less than two hundred fifty-one (251) Beneficial Premium Paying Members in good standing, the Fraternal Board of Directors shall order it joined, for purposes of representation in the Convention to a Council in the same District, which would serve to effect an increase in the representation of the given Council, as determined and ordered by the Fraternal Board of Directors.

### **Section 39 – Honorary Representatives**

The title of Lifetime Honorary Representative may be bestowed by a Convention upon an individual. A nomination for Honorary Representative shall be made by a Representative in writing submitted to the National Secretary at least thirty (30) days prior to the Convention.

Such individual nominated for the position of Honorary Representative shall have the qualifications established by the Rules and Regulations committee of the Business Board of Directors.

Such title shall be awarded upon an individual after nomination by a Representative and approval of a majority of the Representatives as such convention.

An Honorary Representative shall have the right to attend and address any Convention with all expenses paid by the Alliance. Such Honorary Representative shall not have a right to make a motion or vote unless such an individual is a duly elected Representative.

### **Section 40- Qualifications of Representatives - Term of Office**

A Representative to the Convention shall be at the time of election a Beneficial Premium Paying Member of the Alliance in good standing belonging to the Adult Division, uninterruptedly, for at least two (2) years, preceding the date of election to office, who is a citizen of the United States, and who is not a sales agent of any other fraternal insurance organization or association transacting life insurance business or a representative or delegate to its general convention. Each Representative elected, as provided in these By-Laws, shall hold office for the full term between regular Conventions.

Where the Executive Committee of the Business Board of Directors determines that a person elected as a Representative to the Convention does not meet the specific qualifications of this section of the By-Laws or failed to be elected in accordance with the By-Laws, the Executive Committee shall direct its Secretary to notify the Council Secretary that said Representative failed to meet the required qualifications for Representative or was improperly elected. In the event that such disqualification was due to the fact that the Representative failed to meet the required qualifications, the Secretary shall declare that a vacancy exists, and direct the Council to fill the vacancy in accordance with the By-Laws within ten (10) days. In the event the Representative was improperly elected, said position shall not be filled.

#### **Section 41 - Mileage and Per Diem**

Representatives to the Convention, the Officers named in Section 37 and employees of the Alliance designated by the Business Board of Directors to perform services thereat shall receive such per diem for the time in actual attendance at a regular or Special Convention, and the time in travel at each regular or Special Convention, as determined by a proper resolution approved by the Business Board of Directors prior to March 31<sup>st</sup> of the year in which the Convention shall be held. In addition thereto, they shall be reimbursed either for actual coach fare and connecting taxi or limo if utilizing air, train or bus for each way of travel to and from the place of the Convention or direct mileage, if travel by personal automobile of less than 500 miles radius, at a rate to be determined and fixed by the Business Board of Directors.

#### **Section 42 - Regular Convention**

Regular meetings of the Convention shall be held every four (4) years, at the time and place to be determined by the Business Board of Directors, provided that the Convention shall begin no later than the 15th day of September.

### **Section 43 - Special Convention**

In instances of emergency or exigency, wherein the existence and the welfare of the affairs of the Alliance may stand in jeopardy, the Censor may, upon the approval of two-thirds (2/3) of the members of the combined Fraternal and Business Boards of Directors, call a special Convention. Such a special Convention must be called by the Censor, whenever two-thirds (2/3) of the lodges in good standing or a majority of the councils in good standing, of the Alliance shall present a written request for such special Convention. Each special Convention shall consist of all members to the preceding regular Convention, and in the event of the death, disqualification, or inability to act of a member, then their successor shall serve. A special Convention can be held electronically. A Special Convention may not be called if the Special Convention were to be called for a date less than six (6) months prior to the next regular Convention.

### **Section 44 - Notice of Call of Special Convention**

Written notice of the call for a Special Convention shall be mailed by the Secretary of the Alliance to each member of the preceding regular Convention, at the last known address, at least thirty (30) days before such Special Convention. The notice shall state the time, the place of the Convention and the subject matter to be considered. At said Convention, no subject matter other than that contained in the notice shall be considered. In the event of the inability or refusal to act by the Secretary of the Alliance, the Business Board of Directors shall designate a person to mail the required notices.

### **Section 45 - Quorum**

A majority of the members of the Convention shall constitute a quorum for the transaction of business at a regular or special Convention, but a lesser number may recess from time to time until a quorum is present.

#### **Section 46 - Pre-Convention Committees**

The Censor and the President of the Alliance, not less than sixty (60) days prior to the regular Convention, shall appoint five (5) elected Representatives to the Convention, three (3) of whom shall be appointed by the Censor and two (2) shall be appointed by the President, to each of the following Pre-Convention Committees: the Committee on Credentials; the Committee on Grievances and Complaints; the Committee on Laws and By-Laws; the Membership Committee; the Education Committee; the Committee on Alliance Publications and Communications; the Sports and Youth Committee; the Nominations Committee and the Concepts and Ideas Committee.

##### **(a) The Committee on Credentials - Duties and Functions**

This Committee shall obtain from the Secretary of the Alliance a list of the elected Representatives to the Convention, together with all protests, if any, and shall convene no less than sixty (60) days prior to the Convention at the Home Office of the Alliance and again, one (1) day prior to the Convention at the place of the Convention. It shall receive the credentials of each Representative upon registration, and compile a list of non-contested and a list of contested Representatives. The non-contested list of Representatives shall be read to the Censor in the presence of the Representatives assembled for organization of the Convention who shall then take the oath of office of said non-contested Representatives and so organize the Convention. The Committee shall deliver to the Secretary of the Convention the list of Representatives who have been seated. This Committee shall then report the list of contested Representatives together with its findings and recommendations, for consideration by the Convention. The Convention may adopt the recommendations, may amend them or may refer them to the Committee for further action.

##### **(b) The Committee on Grievances and Complaints**

All grievances and complaints to be considered by the Committee must be filed with the Secretary of the Alliance, not less than sixty (60) days prior to a regular Convention. The Secretary of the Alliance shall deliver them to the Committee. The Committee shall meet prior to the Convention, shall examine and investigate all the grievances and complaints received and make a report thereupon together with its findings and recommendations to the Convention. A grievance, or complaint not filed within the time provided for herein shall not be considered.

**(c) The Committee on Laws and By-Laws**

This committee shall meet not less than thirty (30) days before a regular Convention at the Home Office of the Alliance and shall review and analyze the Laws and By-Laws of the Alliance and shall study and consider any amendments thereto including amendments proposed by any member or body of the Alliance or such as may be initiated by the members of the committee, and shall report to the Convention upon all such proposed amendments together with their recommendations thereon. The Secretary of the Alliance shall furnish a copy of said report and recommendations to each Representative of the Convention at least 10 days prior to the opening of the Convention. Amendments proposed by any member or body of the Alliance shall be submitted to the Committee not less than sixty (60) days prior to the regular Convention at which the amendments shall be considered. After the adjournment of the Convention and if no objections are raised to the adopted amendments by the Department of Insurance of the State of Illinois, the same shall be edited, indexed, and printed under the supervision of the Business Board of Directors and the General Counsel.

**(d) The Membership Committee**

This Committee shall meet not less than thirty (30) days before each regular Convention and shall be composed of Representatives who are sales representatives or who possess

knowledge of sales, financial products and are knowledgeable of the operations at different levels within the PNA. This Committee shall make a detailed study of the organizational work of the Alliance since the last Convention and recommend to the Convention such changes or improvements therein as they may consider for the best interests of the Alliance.

**(e) Education Committee**

This Committee shall meet not less than thirty (30) days prior to the Convention and shall review the financial status of the scholarship fund and make such recommendations to the Convention as it may deem proper.

**(f) The Committee on Alliance Publications and Communications**

This Committee shall meet not less than thirty (30) days before the regular Convention and shall review and analyze all operations and financial conditions of the Alliance Publications and Alliance Communications, and make such recommendations to the Convention as it may deem proper.

**(g) The Sports and Youth Committee**

This Committee shall meet not less than thirty (30) days before the Convention and shall review all operations of the Sports and Youth Department and make such recommendations to the Convention as it may deem necessary.

**(h) Concepts and Ideas Committee**

This Committee shall meet not less than thirty (30) days before the Regular Convention and shall make such recommendations to the Convention as it may deem necessary affecting the Alliance, its programs and initiatives.

**(i) Nominations Committee**

The members of the Nominations Committee shall meet at the Home Office not less than thirty (30) days prior to the start of a regular Convention to review each candidate's petition for office and determine his or her qualifications. The qualifications shall include but not be limited to compliance with these By-laws, the applicable laws of the various state insurance laws and federal laws.

**(j) Compensation**

Members of each Pre-Convention Committee shall receive the same compensation provided for Representatives to the Convention.

**(k)** Each of the Pre-Convention Committees, with the exception of the Credentials Committee shall prepare its written report and deliver a copy of same to each Representative at least ten (10) days prior to the Convention.

**(l)** Any Pre-Convention Committee member may participate and act in person or through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other.

**Section 47 - Official Language -Minutes**

The English language shall be the official language of the Alliance. The minutes of the Convention shall be kept and adopted in the English language.

**Section 48 - Organization of the Convention Assembly**

(1) Not less than forty five (45) days prior to the regular Convention, the Censor of the Alliance shall appoint a chairperson of the Convention who shall be deemed a Representative if he or she is a member of the Alliance and all other officers of the Convention from among the Representatives in accordance with the rules and regulations approved by the Business Board of Directors. The chairperson shall not be a current elected officer of the Alliance nor an individual seeking to be elected to an office.

(2) The Committee on Credentials shall deliver to the Secretary of the Convention the list of names of Representatives against whom no contest has been filed. The Secretary shall read the names of such Representatives to whom the Censor shall administer the oath of office, and who shall then function as the Assembly of the Convention.

(3) The Committee on Credentials shall submit the list of Representatives against whom a contest has been filed together with its findings and recommendations thereon. The Convention Assembly may adopt the recommendations of the Committee, may amend them or may refer them to the Committee for further action. Immediately upon the determination by the Convention Assembly that a Representative on the contested list is entitled to serve as such Representative, the oath of office shall be administered to the Representative and the Representative shall become a member of the Convention Assembly.

(4) The Secretary shall verify the quorum.

(5) The Budget Committee of the Business Board of Directors shall fix the compensation of the Convention Officers.

(6) The Censor shall appoint the permanent Parliamentarian of the Convention.

(7) The Censor shall administer the oath of office to Convention Officers.

(8) The Chairperson shall appoint a Committee on Rules and Orders of the Day.

(9) The proceedings of the Convention shall be governed by the current edition of Robert's Rules of Order Newly Revised, except as modified by these By-Laws or by the appropriate action of the Convention.

#### **Section 49 - Officers of the Convention**

The Officers of the Convention shall be: a Chairperson and a Vice-Chairperson, Secretary and Sergeant-at-Arms, each of whom shall perform the duties incident to their office, and such as may be prescribed by the Convention. Subject to the provisions of Section 48 each of the Officers of the Convention shall be Representatives. The Secretary, Sergeant-at-Arms shall appoint such assistants as the Convention may authorize.

#### **Section 50 - Convention Committees**

The Chairperson of the Convention shall appoint, from among the Representatives and subject to the approval of the Convention, such committees, as may be determined to be necessary by the Convention. The Chairperson of the Convention shall be ex-officio member of such committees.

#### **Section 51 - Powers of the Convention**

The Convention shall be the sole judge of the election, qualifications and constituency of its own members, and in addition to other powers herein specified shall have power to:

**(a) Make laws, rules, and regulations for the governance of the Alliance, which shall not be in conflict with the Articles of Incorporation of the Alliance, or the laws of the State of Illinois;**

**(b) Exercise jurisdiction over all districts, councils, lodges, and all other subordinate bodies, provided in these By-Laws;**

**(c) Fix the compensation for Officers of the Convention;**

**(d) Redress grievances and/or charges against any member, officer or body of the Alliance;**

**(e) Grant honorary membership to persons who rendered meritorious service in the furtherance of the objectives of the Alliance;**

**(f) Amend, enact or repeal these By-Laws or the Articles of Incorporation of the Alliance in the manner as provided for in these By-Laws;**

**(g) Approve the admission of any fraternal benefit society with similar purposes, aims and legal structure to the Alliance upon such terms as may be approved by the Department of Insurance in such States as the Alliance is conducting business. In the event such approval is necessary prior to the next Convention, the Business Board of Directors is authorized to have the delegates of the last National Convention vote by means of correspondence;**

**(h) Undertake and perform all other acts which it deems necessary or expedient for the welfare and continued existence of the Alliance and the realization of its objectives.**

**Section 52 - Limitations - The Convention shall not:**

(a) Adopt any law which would deprive the members of the Alliance of the rights to a representative government, as the same is defined by the laws of the State of Illinois.

(b) Adopt any rule, resolution or regulation in contravention or inconsistent with these By-Laws.

(c) Abridge or limit religious freedom or political convictions of the members of the Alliance.

(d) Conduct the election of the Officers of the Alliance after all matters pertaining to the official reports of such Officers and the reports of all the Pre-Convention Committees shall have been submitted and accepted by the Convention.

**ARTICLE V**  
**Elections of**  
**Representatives**

**Section 53 - Electoral Assembly**

Representatives to the Convention shall be elected by the Electoral Assembly of each council, which shall be composed of delegates elected by lodges. Each Lodge shall be entitled to a minimum of two (2) delegates and an additional delegate for every twenty-five (25) adult members in good standing and a major fraction of that number in excess of fifty (50) members, according to the records of the Secretary of the Alliance as of the 31<sup>st</sup> day of December in the year prior to the Convention year. Vacancies occurring in delegate positions for any reason shall be filled by election in the lodges.

**Section 54 - Disqualification of Suspended Lodges**

Any lodge which is suspended, according to the respective provisions of these By-Laws shall by reason thereof have no right to participate in the Electoral Assembly.

**Section 55 - Rules for Designation or Election of Delegates to Electoral Assembly**

The Business Board of Directors, not later than November 1<sup>st</sup> of the year prior to the Convention, shall post on its website and publish in the official publication of the Alliance and mail to each lodge rules regulating the election of delegates to the Electoral Assembly.

**Section 56 - Delegates of Lodges to the Electoral Assembly**

Delegates elected to the council at the annual meeting of the lodge held in the months of November, December or January immediately preceding the Convention shall likewise be delegates to the Electoral Assembly, provided, however, that they may be

deprived of the position of delegates to the Electoral Assembly as hereinafter provided for, by virtue of the lodge being entitled to a lesser number of delegates to the Electoral Assembly than it has to the council.

All delegates to the Electoral Assembly must possess the qualifications prescribed in Section 119 of these By-Laws.

Prior to November 1st in the year prior to the Convention, the Secretary of the Alliance shall certify to each lodge the number of delegates to the Electoral Assembly to which the lodge is entitled.

Each lodge shall make final disposition of all contests in connection with the designation or election of its respective delegates to the Electoral Assembly.

**Section 57 - Nominations in the Lodges for Representatives -Notification to the Electoral Assembly**

Nominations of candidates for Representatives shall be made in the lodges at a regular meeting prior to February 28th of the Convention year. The candidates nominated for Representatives shall be members of the nominating lodge and reside within the District wherein the Lodge is located.

Each lodge in the month of February of the Convention year, but no later than ten (10) days prior to the date set for the Electoral Assembly, through its president and secretary shall certify to the secretary of the Electoral Assembly the names of its duly qualified delegates to the Electoral Assembly and the names of all its nominees for Representatives to the Convention .

**Section 58 - Time, Place and Officers of the Electoral Assembly**

Each council shall fix a day and place between March 1st and April 15th before each regular Convention for the purpose of

electing Representatives to the Convention. Notice of the time and place of the meeting of the Electoral Assembly shall be sent not later than ten (10) days before said meeting by the secretary of the council to the secretary of each lodge within the council and to the secretary of any council assigned to it as provided in Section 38. The secretary of the assigned council shall promptly notify each lodge of such council of the scheduled meeting. The officers of the council shall be the Officers of the Electoral Assembly, provided, that if any of such officers are candidates for Representatives, they shall be disqualified from holding such office, and the Electoral Assembly shall elect a delegate thereof in place of such candidate as Officer of the Electoral Assembly.

In the event an Electoral Assembly meeting has not been called by the Council then the Secretary of the Alliance is authorized to direct the Fraternal Director of that Region to call such meeting. The officers of the Electoral Assembly shall be as provided in these By-Laws.

#### **Section 59 - Judges of Election - Judges of Contest**

Each Electoral Assembly shall elect, or with the approval of the Assembly, the Chairperson may designate from among the delegates three (3) judges of election and three (3) judges of contest. The judges of election and the judges of contest shall select one of their number as chairperson. No candidates for Representative shall serve as a judge of election or a judge of contest. The presiding officer of the Electoral Assembly shall administer the oath of office to the judges of election and to the judges of contest.

#### **Section 60 - Primary Election – Necessity and Conduct**

If the number of nominees submitted by the lodges for Representatives to Convention exceed double the number of Representatives to which the council is entitled, a primary election shall be held with respect to that office.

In such a primary election, the first and last names of all the nominees shall be placed on the ballot under the respective captions of the office for which they were nominated in the numerical order of the lodges by which they were nominated.

Those nominees who receive an absolute majority in said election shall in the case of nominees for Representatives be declared elected as Representative. Nominees who were not elected as Representatives but who received the highest number of votes to the extent of double the number of the offices remaining to be filled, shall be placed upon the final election ballot, all other remaining nominees shall be deemed eliminated.

**Section 61 - Final Election - Manner of Placing Name Upon the Ballot**

In instances where a primary election has been held, the nominees who are to be placed upon the final election ballot as provided for in Section 60, shall be placed under the respective captions of the office for which they were nominated, in the order of the highest number of votes received by them in the primary election.

In instances where no primary election is necessary the nominees shall be placed upon the final election ballot under the respective captions of the office for which they were nominated in the order of the number of the lodge from which they were nominated. The nominees, who on the final election, receive the highest number of votes not exceeding the offices to be filled, shall be declared duly elected.

**Section 62- Rules Governing Primary and Final Elections**

Each Electoral Assembly shall provide a ballot box which shall be inspected by the judges of election and sealed by the

chairperson, and shall remain in the custody of such judges of election at all times until the balloting shall be concluded.

The voting for the nominees both in the primary and final election must be by written secret ballot.

Each delegate shall be entitled to cast as many votes as there are offices to be filled, but shall not cast more than one vote for each nominee. The secretary of the Electoral Assembly shall call the names of the delegates by turn and the chairperson of the judges of the election shall deliver to each delegate a primary or final election ballot, as the case may be, upon which before delivery the chairperson shall impress the official seal of the council, or in the absence thereof, affix their initials. In the event that any delegate entitled to vote in the primary or in the final election requests aid in the marking of the ballot, such aid may be furnished by two (2) judges of election, but under no circumstances may it be furnished by any other person or persons.

#### **Section 63 - Counting of Ballots**

The counting of the ballots shall be held at the place of the meeting of the Electoral Assembly immediately upon completion of the primary as well as the final election, in the presence of all the judges of election who shall enter the votes on official tally sheets, and the result, certified by all the judges of election, shall be announced by the chairperson of the judges of election immediately after the completion of the counting.

Upon acceptance and confirmation of the election result by the Electoral Assembly, the primary and election ballots and the official tally sheets shall be sealed by the chairperson of the judges of election and shall remain in their custody until the adjournment of the Convention.

**Section 64 - Tie Vote**

In the event of a tie vote at the primary or the final election, another ballot shall be taken as to those affected by the tie vote, and the one who received a majority on that or a subsequent ballot, shall be declared elected. The resolving of a tie vote shall not be necessary in the event that it does not serve to determine the result of the election.

**Section 65 - Presence of Nominees at Electoral Assembly**

Nominees for Representatives to the Convention who are not delegates to the Electoral Assembly, shall be permitted to be present at the Electoral Assembly but shall be seated separately and apart from the delegates, and shall not intermingle with the delegates or participate in the deliberations of the Electoral Assembly. Such nominees may be present at the time and place of the counting of the ballots, for the purpose of verifying the correctness of the count by the judges of election.

**Section 66 - Contest in the Primary and Final Elections and the Determination Thereof and Rights of Appeal Therefrom**

Immediately after announcement of the results of the primary election, any aggrieved candidate shall notify the Chairperson of the Election of any protest or contest. The Chairperson shall refer the matter to the judges of contest. The judges of contest shall investigate the protest or contest and render an oral report and recommendation thereon within a reasonable time to the Electoral Assembly, which shall determine the same by a majority vote. The determination by the Electoral Assembly shall be final and unappealable.

Any protest or contest of the result of the final election shall be made in writing by the aggrieved nominee to the chairman of the Electoral Assembly within thirty (30) minutes of the announcement thereof. The aggrieved nominee shall file a grievance setting forth

the basis of the contest or protest. Said grievance shall be in writing and shall include the signature, address and lodge of the aggrieved nominee. The chairperson of the Electoral Assembly shall thereupon refer the protest or contest to the judges of contest, who shall investigate the same, examine the whole question of the protest or contest, recounting, if necessary, the ballots, hear testimony pertaining to the protest or contest and at the same session submit a written report and recommendation to the Electoral Assembly.

After the submission of the report and recommendations of the judges of contest, the Electoral Assembly shall determine the protest or contest by a majority vote of the delegates present and its decision shall be final. A nominee who has filed a protest or contest in the Electoral Assembly based upon a substantial non-compliance with the election procedure by the Electoral Assembly, which has been determined adversely to him, may file an appeal to the Convention through the Committee on Credentials of the Convention by filing said appeal with the Secretary of the Alliance not later than fifteen (15) days prior to the opening of the Convention. The Convention may at any time inquire into the lack of qualifications of any member of the Alliance to be a Representative to the Convention.

**Section 67 - Filling of Vacancies in the Office of Representatives - Selection of Successors to Representatives**

In the event of the death, resignation or inability to act of a duly elected Representative to the Convention, the person who received the next highest number of votes at the election of said Representative shall act as such Representative.

An Alternate Representative shall be elected in the event that there is no candidate who received the next highest number of votes at the time of election of said Representative.

**Section 68 - Credentials**

The Executive Officers of the Electoral Assembly shall issue credentials to the duly elected Representatives within five (5) days following their election or nomination, signed by at least a majority of its members, and a majority of the judges of election and shall forward duplicate copies thereof to the Secretary of the Alliance, no later than April 20th who shall transmit the copies of credentials to the Credentials Committee of the Convention.

## **ARTICLE VI Officers of the Alliance**

### **Section 69 - Elective Officers of the Alliance**

The Elective Officers of the Alliance shall be a Censor/Chairperson of the Board, a Vice-Censor/Vice Chairperson of the Board, a Vice-President, a Secretary, a Treasurer, five (5) Business Board of Directors and ten (10) Fraternal Board of Directors. One (1) Fraternal Director shall be elected from each Region by a majority of the Representatives from the Region represented by the candidate. All candidates for an elective office shall have the qualifications stated in Article VI Section 71 paragraphs A(1), (2), (3), (4) and C. Candidates for the office of Censor/Chairperson of the Board, Vice Censor/Vice Chairperson of the Board, Vice President, Secretary, Treasurer or the Business Board of Directors shall also have the qualifications as set forth in Article VI Section 71 Paragraph A (5), (6) and shall be elected at large. The Fraternal Board of Directors shall be elected to represent the Regions of the Alliance as established by the Fraternal Board of Directors.

If a vacancy shall occur Fraternal Board of Directors, the vacancy shall be filled by an individual qualified to hold office from the same Region wherein the vacancy occurred.

In the event an employee of the Home Office shall be elected a Director then such individual must resign employment with the Alliance prior to taking office.

### **Section 70 - Appointed Officers of the Alliance**

The appointed Officers of the Alliance shall be a Medical Director, General Counsel, Chief Financial Officer, Underwriter,

Chief Editor of Zgoda, and Director of Insurance Sales, all of whom must remain Beneficial Members of the Alliance in good standing.

**Section 71 - Qualifications of and other Provisions Relating to Candidates for either Elective or Appointive Officers of the Alliance**

**A. Elective Officers**

A candidate for an elective office specified in Section 69 hereinabove, must possess the following qualifications:

1. At the time of application the candidate must be a Beneficial Premium Paying Member of the Alliance in good standing, uninterruptedly, for at least five (5) years, immediately preceding election to office. In addition, a candidate for a Fraternal Director of the Alliance shall be a member of a lodge for at least three (3) years in the region to which election is sought and reside in the region to which election is sought.

2. Be a citizen of the United States.

3. Unless an incumbent Officer, the candidate must have, since the last Convention, served for at least three (3) years as a Lodge Officer or as a council delegate.

4. Such candidate must have knowledge of the membership products of the Alliance.

5. A candidate for the position of President, Vice President, Secretary, Treasurer or Business Board of Director must not have been convicted of a felony, must have at least 5 years insurance industry or insurance regulatory experience, and shall possess two or more of the following qualifications:

- a) Must be an incumbent National Officer;
- b) Must be a certified public accountant, a chartered financial planner or be a chartered underwriter;
- c) Working knowledge of financial accounting;
- d) Bachelor's or higher degree from an accredited university or equivalent combination of education and financial industry experience;
- e) Prior management experience;
- f) Demonstrated superior judgment, analytical ability, communication skills and leadership; or
- g) Demonstrate knowledge of insurance by passing the FMLI certification issued by LOMA; or
- h) Has passed at least the first two (2) LOMA exams concerning insurance products and insurance operations.

6. Notwithstanding anything to the contrary, Candidates shall not be eligible if they have been convicted of a felony, been discharged in bankruptcy or if any federal or state statute, regulation or rule prevents such individual from holding such office.

#### **B. Appointed Officers**

A candidate for an appointed office as specified in Section 70, shall possess such qualifications as are prescribed by these By-Laws and such other qualifications as may be determined by the Business Board of Directors.

#### **C. Other Provisions Relating to Elective and Appointive Offices.**

Candidates for either elective or appointed officers are subject to the following prohibitions:

1. Cannot serve as an officer, agent, delegate or employee of any other fraternal benefit society, or be engaged in any capacity whatsoever in any other life insurance company or as an agent which does not have a contractual relationship with the Alliance.

2. Shall not be a member of any subversive organization having for its object the over-throw of the government of the United States of America by force or violence, or engage in acts of espionage for and on behalf of any foreign power.

Any elective or appointed Officer of the Alliance, who shall during tenure of office violate any of the above prohibitions, shall automatically forfeit the office thereby, which office shall thereupon be deemed vacant and filled in manner and form as herein provided for in these By-Laws. The foregoing prohibitions shall also apply to all Officers of any subordinate body of the Alliance.

A candidate for any of the offices hereinabove enumerated shall, at the time of the filing of application for the office, execute and file with the office of the Secretary of the Alliance, upon forms approved and satisfactory to the Business Board of Directors, evidence of compliance with the qualifications and conditions hereinabove specifically set forth and such other information as the said Board of Directors may require.

No member of the Alliance shall seek or be a candidate for more than one (1) elective office specifically set forth in Section 69 hereof at each Convention of the Alliance.

## **Section 72 - Nominations for Elective Officers of the Alliance**

(a) Nominations for elective Officers of the Alliance shall be made by petition, in form prescribed by the Business Board of Directors signed by at least twenty-five (25) Beneficial Premium Paying Members of the Alliance, in good standing and filed with the Secretary of the Alliance not less than sixty (60) days before the Convention. The Secretary of the Alliance shall acknowledge the receipt of such petition from each such nominee and shall publish the names of all nominees in the official publication of the Alliance and post on the official Alliance website not less than fifteen (15) days before the Convention, and deliver all nominating petitions to the Nominating Committee. This Committee shall examine each petition, and if it is found to be in proper form and qualified, shall report the name of the candidate to the Convention to be placed in nomination.

(b) Candidates for elective office must personally request a single petition for candidacy by mail, electronic means or in person for the office which they seek. A candidate can file only one (1) petition for one (1) elective office. More than one (1) petition will not be accepted by the Secretary.

(c) In the instance where not more than two (2) petitions for nominations have been filed, then in the event of the death or resignation or inability to run of any member, who has filed his petition for nomination after the time for filing of the petitions for nomination has expired, any qualified member can file a petition for said office at the Convention, providing that a petition is presented for nomination signed by ten (10) duly elected Representatives to the Convention, and providing, further, that said petition is presented to the Nominating Committee of the Convention prior to its report to the Convention.

## **Section 73 - RESERVED**

#### **Section 74 - Voting and Rules of Election**

All voting for contested offices shall be by secret ballot, and according to rules of election prescribed by the Committee on Elections and approved by the Convention.

#### **Section 75 - Election and Installation**

The officers named in Section 69 shall be elected at each regular Convention and shall be installed by the chairman of the Convention, in accordance with the ceremony prescribed in the Ritual. In the intervals between Conventions, the installation shall be made by the Censor, or the President, provided, that in instances where officers are required to furnish bond, they shall not enter upon the performance of the duties of said office until their bonds shall have been approved and accepted.

#### **Section 76 - Term of Office - Report - Presence at the Convention**

Unless otherwise provided, all of the elective Officers of the Alliance shall be elected for the next ensuing quadrennial term, commencing the later of the 1st day of January after the adjournment of the Convention, or upon receipt of all regulatory approvals and shall serve until their successors are duly elected and qualified. The appointed Officers of the Alliance shall serve for such time as the appointing authority may determine. All Officers shall make a written report of their official activities to the Convention. Members of the Business and Fraternal Board of Directors and appointed Officers as provided in Section 70, shall be present at the sessions of the Convention and give all information respecting their office as the Convention may request.

The Fraternal and Business Board of Directors shall be limited to two (2) consecutive terms and this shall not preclude a Director to run for that office again after a lapse of four (4) years.

### **Section 77 - Compensation**

1. The members of the Business Board of Directors and the Fraternal Board of Directors shall receive such compensation as recommended by the Budget Committee of the Business Board of Directors and approved by the regular Convention.

2. The Censor, Vice Censor, President, Vice President, Secretary and Treasurer shall receive the compensation as recommended by the Budget Committee of the Business Board of Directors and approved by the Business Board of Directors.

3. Each appointed Officer of the Alliance shall receive such compensation as may be determined by the Business Board of Directors.

### **Section 78 - Vacancies**

Vacancies caused by any, reason in the elected offices of the Alliance shall be filled as provided in Section 91(15) and Section 103.

### **Section 79 - Bonds of Officers**

The Convention may fix the bond of any Officer, or in default thereof, the Business Board of Directors shall fix the bond for such Officers, in such amount and in such manner as it shall determine, and the expense thereof shall be paid from the Insurance Fund of the Alliance. Failure to file such bond with the Secretary, by any Officer required to give bond, within thirty (30) days after the time of the fixing of such bond, or within such time extensions thereof granted by the Business Board of Directors, shall create a vacancy in his office, which shall be filled as provided in these By-Laws.

**Section 80 - Officers to Turn Property over to  
Successors**

All Officers shall, at the conclusion of their term of office and upon the election or appointment and qualification of their successors, turn over to them, immediately, all monies, securities, records, papers, and property of every kind pertaining to their respective offices, upon being furnished receipts therefore by their successors.

**ARTICLE VII  
RESERVED**

**Section 81 - RESERVED**

**Section 82 - RESERVED**

**Section 83 - RESERVED**

**Section 84 - RESERVED**

**Section 85 - RESERVED**

**Section 86 - RESERVED**

## **ARTICLE VIII**

### **Business Board of Directors**

#### **Section 87 - Composition**

The Board of Directors of the Alliance shall consist of two (2) separate boards, namely the Business Board of Directors and the Fraternal Board of Directors. The Business Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer of the Alliance, and five (5) Business Board of Directors. The Fraternal Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and ten (10) Fraternal Board of Directors.

#### **Section 88 - Executive Committee of the Business Board of Directors**

The President, the Vice-President, Secretary and Treasurer of the Alliance shall constitute an Executive Committee, which, in the interim between the meetings of the Business Board of Directors of the Alliance shall exercise all of the authority and powers of the Business Board of Directors, as the orderly conduct of the affairs of the Alliance may require.

#### **Section 89 - Meetings - Quorum**

All members of the Business Board of Directors of the Alliance shall hold and participate in regular meetings once every quarter and such special meetings, as may be called by the President of the Alliance. A majority of the members of the Business Board of Directors of the Alliance shall constitute a quorum for the transaction of business.

In lieu of a special meeting, any business may be transacted by the Business Board of Directors by correspondence or telecommunication, fax and/or e-mail. If such business is

transacted by way of telecommunications, a written confirmation of any action taken shall be submitted to the Business Board of Directors for their execution.

**Section 90- Compensation of Business Board of Directors**

Each Business Board of Directors member shall receive such allowance for attendance at meetings of the Business Board of Directors and for special services in the interest of the Alliance, authorized by the Business Board of Directors as shall be fixed by the Convention at which they were elected.

**Section 91 - Powers of the Business Board of Directors**

The Business Board of Directors shall be the executive body of the Alliance and shall supervise, control and have effective oversight of all of the affairs and business of the Alliance and exercise all power and authority incident thereto and shall provide and establish rules and regulations therefore as it may deem necessary and proper. Such powers shall include for particularization but not in limitation of the above, the power to:

(1) Provide for the creation of various committees to exercise certain necessary functions of the Business Board of Directors in the interim between the meetings of said Business Board of Directors.

(2) Organize and issue charters to councils and lodges and revoke or suspend the same for cause, without resort to disciplinary proceedings.

(3) Exercise supervision and control over districts, councils, and lodges, and to direct various bodies of the Alliance to institute disciplinary proceedings in instances involving embezzlement or conversion of funds belonging to the Alliance.

**(4) Oversee the Collection of dues and all other revenues and exercise control over persons authorized to collect insurance premiums and overall funds, investments and property of the Alliance with power of disposition.**

**(5) Prescribe forms of applications for membership, and forms, conditions, rates and amounts of benefit certificates and riders, and authorize the issuance thereof when approved by the Insurance Department of the State of Illinois and of other States wherein the Alliance is authorized to transact business.**

**(6) Appoint a Budget Committee. The Budget Committee shall prepare a detailed budget in writing of the anticipated expenses and income on an annual basis. Said Budget will be submitted for approval by the Board annually. During the Quadrennial National Convention year, the Budget Committee will present their Budget to the National Convention for informational purposes only. The Budget Committee shall also, make recommendations to the National Convention for the salaries of the members of the Business Board of Directors and Fraternal Board of Directors for the four (4) year period between National Conventions.**

**The Budget Committee shall meet at least semi-annually to prepare, review and revise the budget, if necessary.**

**(7) By a three-fourths (3/4) vote of the members of the Business Board of Directors present at any meeting, deprive any member in attendance thereat of his right and privilege of participating in the proceedings of said meeting when the conduct of such member at said meeting is unbecoming an Officer of the Alliance and impedes the orderly transaction of business.**

**(8) Suspend any member of the Business Board of Directors for malfeasance or misfeasance of his duties by a two-thirds (2/3) vote of all members of said Business Board of Directors with the**

right of appeal to the combined Fraternal and Business Boards of Directors. The suspension shall be in force until reversed.

(9) Make such contracts, as it deems necessary, in connection with the business of the Alliance, subject to the provision, that no contract, except for solicitation of new members for the Alliance, shall be entered into with any member of the Business Board of Directors or with any Officer of the Alliance, or with any person with whom he is related, or with a firm or corporation in which he possesses a financial interest.

(10) Fix and approve bonds of Officers and employees of the Alliance as it shall determine, and the expense thereof shall be paid from the Insurance Fund of the Alliance.

(11) Provide and cover the costs of bonds for all persons authorized to handle funds that are the property of the Alliance.

(12) Prescribe the forms and provide for the distribution of all blanks, books and other documents, which may be necessary in the conduct of the business of the Alliance.

(13) Exercise full power, supervision and control over all persons who collect or have in their possession money or property belonging to the Alliance.

(14) Determine admission of any ethnic or religious fraternal benefit society to the Alliance with similar purposes, aims and legal structure, upon terms as may be approved by the Departments of Insurance in such States as the Alliance is conducting business.

(15) Fill a vacancy caused by any reason in the elective office of President, Vice President, Secretary, Treasurer or Business Board of Directors by a majority vote of the Business Board of Directors at their next regular meeting, or at a special meeting.

Provided however, that vacancy shall be filled not later than ninety (90) days after the publication of the vacancy. Applications shall be filed with the Secretary of the Alliance within thirty (30) days after the announcement of the vacancy on the official Alliance Website. Announcement of a vacancy shall be on the official Alliance Website within thirty (30) days following the occurrence of the vacancy.

(16) To hire a President/Chief Executive Officer of the Alliance.

(17) Shall together with the Fraternal Board of Directors fill by majority vote any vacancy caused by any reason in the office of Censor or Vice Censor.

#### **Section 92 - Duties**

It shall be the duty of the Business Board of Directors to:

(1) Select banks of deposit for the funds of the Alliance.

(2) Appoint, within sixty (60) days after each regular Convention or at the next regularly scheduled Business Board of Directors meeting, whichever is earlier, a Medical Director, General Counsel, Underwriter, Chief Financial Officer, Director of Insurance Sales, and within ninety (90) days appoint an Actuary.

(3) In the event of the disability or inability of the Secretary or the Treasurer of the Alliance to perform his official duties, or in the event of a vacancy in said offices, to appoint a temporary Secretary or temporary Treasurer of the Alliance, who shall perform the duties of such office until the vacancy is filled by the Business Board of Directors, as provided in Section 91(15).

(4) Examine and pass upon all claims against the Alliance and direct the payment thereof.

(5) Furnish the Convention all necessary information, certificates, documents and papers which may be necessary in order that the Convention may verify the financial condition of the Alliance.

(6) Print all reports of Officers and mail them to each Representative to the Convention not less than ten (10) days before each regular Convention.

(7) Prescribe the ritualistic practices in the Alliance and publish the same in a manual for the use of the subordinate bodies thereof.

(8) Perform such other duties as these By-Laws, Articles of Incorporation, and the laws of the State of Illinois prescribe.

## **ARTICLE IX FRATERNAL BOARD OF DIRECTORS**

### **Section 93 - Composition**

The Fraternal Board of Directors of the Alliance shall consist of the President, Vice President, Secretary, Treasurer of the Alliance, and ten (10) Fraternal Board of Directors members.

### **Section 94 – Duties of the Fraternal Board of Directors**

The Fraternal Board of Directors shall be responsible for coordination and promotion of fraternal, social, cultural, charitable and membership activities of the Society

### **Section 95 - Meetings - Quorum**

All members of the Fraternal Board of Directors of the Alliance shall hold and participate in regular meetings once every quarter and such special meetings, as may be called by the President of the Alliance. A majority of the members of the Fraternal Board of Directors of the Alliance shall constitute a quorum for the transaction of business. Any meeting may be conducted by electronic means so long as the method used provides for instantaneous communication.

In lieu of a special meeting, any business may be transacted by the Fraternal Board of Directors by correspondence or telecommunication, fax and/or e-mail. If such business is transacted by way of telecommunications, a written confirmation of any action taken shall be submitted to the Fraternal Board of Directors for their execution.

### **Section 96 - Compensation of Fraternal Board of Directors**

Each Fraternal Board of Directors member shall be reimbursed for actual expenses incurred for attendance at meetings

of the Fraternal Board of Directors and for special services in the interest of the Alliance, authorized by the Business Board of Directors.

#### **Section 97 - Powers of the Fraternal Board of Directors**

(1) The Vice President shall serve as Chairperson of the Fraternal Board of Directors.

(2) Provide for the creation of various committees to exercise certain necessary functions of the Fraternal Board of Directors in the interim between the meetings of said Fraternal Board of Directors.

(3) Organize, approve and promote fraternal activities in the various Districts and Regions of the Alliance.

(4) Exercise supervision and control over districts, councils, and lodges fraternal activities.

(5) Fill a vacancy caused by any reason in the elective office of Fraternal Board of Director by a majority vote of the Fraternal Board of Directors at their next regular meeting, or at a special meeting. Provided however, that vacancy shall be filled not later than ninety (90) days after the publication of the vacancy. Applications shall be filed with the Secretary of the Alliance within thirty (30) days after the announcement of the vacancy on the official Alliance Website. Announcement of a vacancy shall be made on the official Alliance Website within thirty (30) days following the occurrence of the vacancy.

(6) Submit a quadrennial report to the Convention.

(7) Submit reports annually to the Business Board.

(8) Shall act as a Judicial Body for all complaints filed against an individual member, Lodge Officers, Lodge, Council Officers, Council and/or members of the Fraternal Board of Directors.

(9) Shall together with the Business Board of Directors fill by majority vote any vacancy caused by any reason in the office of Censor or Vice Censor.

## **ARTICLE X**

### **Censor and Vice-Censor**

#### **Section 98 - Offices and Powers of the Censor**

The Censor shall be the Chairperson of the Business Board of Directors, Alliance Printers & Publishers, Alliance Communications and PNA Education Fund and temporary Chairperson of every Convention. In an ex-officio, non-voting capacity, the Censor can attend the Fraternal Board of Directors meetings of the Polish National Alliance.

The Censor shall have the following powers:

(1) To appoint the Committees of the Business Board subject to the confirmation thereof by such respective bodies. The Censor shall be ex-officio member of said Committee.

(2) To appoint, within thirty (30) days after each regular Convention, and the Chief Editor of "Zgoda", the official publication of the Alliance.

(3) To cause an audit of all accounts and records of the Alliance, and to examine and verify the same as well as the funds, properties and all other assets of the Alliance.

#### **Section 99 - Duties**

It shall be the duty of the Censor:

(1) To issue proclamations or appeals to the membership required in the interests of the Alliance.

(2) To call Special Conventions in accordance with the provisions of Section 44.

(3) To issue, not less than three (3) months before each regular Convention, and publish in the official publication of the Alliance, the time and place of the convention, and a message to the Representatives discussing the affairs of the Alliance and making appropriate recommendations for the consideration of the Convention.

(4) Submit a quadrennial report to the Convention.

(5) Appoint all Convention Officers as provided in Article VI Section 49.

#### **Section 100 - Vice-Censor**

The Vice-Censor shall be an ex-officio member of the Business and Fraternal Board of Directors and perform the duties of the Censor during the temporary absence or inability of the Censor to perform his duties. The Vice-Censor shall serve as the Vice Chairperson of the Business Board of Directors. The Vice-Censor shall perform such duties as are imposed upon him by these By-Laws and the Censor.

#### **Section 101 – Vacancy**

If a vacancy shall occur in the office of the Censor, the Vice Censor shall serve as the acting Censor until the vacancy is filled in the accordance with the By-Laws. The Secretary of the Alliance shall announce the vacancy in the office of Censor or Vice Censor, by posting a notice on the official Alliance website within thirty (30) days following the occurrence of the vacancy. All applicants for the position shall file the application in writing in the same matter and form as proscribed in Section 71. Such an application must be filed within thirty (30) days after the announcement of the vacancy on the official Alliance website. The combined Business Board of Directors and the Fraternal Board of Directors shall fill the vacancy not later than sixty (60) days from the date of the announcement of the vacancy on the official Alliance website.

**Section 102 - RESERVED**

**Section 103 - RESERVED**

**ARTICLE XI**  
**President/Chief Executive Officer and**  
**the Vice-President of the Alliance**

**Section 104 - Offices and Powers of the Chairperson of the Board**

The Chairperson shall preside at all meetings of the Business Board Directors and submit appropriate written reports to the Business Board Directors and the Quadrennial Convention. Censor shall be the temporary Chairperson of every Convention. In an ex-officio, non-voting capacity, the Censor can attend the Fraternal Board of Directors meetings of the Polish National Alliance, Alliance Printers & Publishers, Alliance Communications and PNA Education Fund.

(1) To appoint the members of all Committees established by the Business or Fraternal Board of Directors whose appointment by the President is provided for in these By-Laws.

(2) Serve as Ex-Officio member of all Business and non-voting member of all Fraternal Board of Directors Committees.

(3) To cause an audit at any time of the books and accounts of any lodge officer, and it shall be the duty of such officer to surrender promptly upon demand such books and accounts to the Censor or to any person appointed by him for that purpose.

(4) To suspend any Officer including the President for misconduct, incompetence or neglect of duty and report such suspension at the next meeting of the Business or Fraternal Board of Directors, as applicable, who may upon vote of two-thirds (2/3) thereof confirm and ratify the Chairperson's action. The suspension shall be in force unless overturned by the Business or Fraternal Board of Directors, as applicable.

(5) The Chairperson may also serve as President.

(6) Perform such duties imposed by these By-Laws and the Business Board of Directors.

#### **Section 104A - President**

The President of the Alliance shall be the Chief Executive Officer ("CEO") of the Alliance, and Ex-Officio Member of the Business Board of Directors. He shall exercise all rights, powers and privileges incident to said office, and for particularization but not in limitation thereof, he shall have the right:

(1) To appoint, subject to the approval of the Business Board of Directors, District Coordinators, representatives and agents, throughout the entire jurisdiction of the Alliance, who shall perform such duties, receive such compensation and have such titles, as the Business Board of Directors may determine.

(2) To exercise control over all Officers and employees of the Alliance, except as these By-Laws otherwise provide, and cause an examination and audit of their records and books as often as may appear to him to be necessary.

(3) To suspend any Officer or employee for misconduct, incompetence or neglect of duty and report such suspension at the next meeting of the Business or Fraternal Board of Directors, as applicable, who may upon vote of two-thirds (2/3) thereof confirm and ratify the President's action. The suspension shall be in force unless overturned by the Business or Fraternal Board of Directors, as applicable.

(4) The President may also serve as Chairperson of the Board.

(5) To perform such duties as shall be imposed upon the President by these By-Laws and the Business Board of Directors. To devote the entire time and attention to the affairs of the Alliance, provided, however, that the President shall not be prohibited from engaging in any civic, charitable and philanthropic activities which are in furtherance of the objectives of the Alliance. The President may not engage in any other occupation for pecuniary profit.

(7) Nominate District Coordinators.

(8) The President shall serve as the Chairperson of Alliance Communications, Inc., Alliance Printers & Publishers, Inc. and PNA Education Fund Board of Directors.

#### **Section 105 - Vice-President - Right of Succession**

In case of temporary inability of the President to act, the President's duties shall be performed by the Vice-President. In case of the death, resignation or removal for cause of the President, the Vice-President, or in case of inability to act of the Vice President, then the Secretary shall exercise the powers and perform the duties of the President, with all rights and privileges of that office, until a successor has been elected in the manner provided by Section 91-(15).

#### **Section 106 - Vice-President - Duties**

(1) The Vice-President shall perform such duties as are imposed upon him by these By-Laws, the President and by the Business and Fraternal Board of Directors.

(2) The Vice President shall serve as the Chairman of the Fraternal Board of Directors.

(3) The Vice-President shall be a part-time position. He shall, whenever reasonable, engage in civic, charitable and philanthropic activities which are in furtherance of the objectives of the Alliance.

**ARTICLE XII**  
**The Secretary of the Alliance**

**Section 107 - Duties**

It shall be the duty of the Secretary:

(1) To designate, immediately, upon assuming the duties of the office, and subject to the approval of the Business Board of Directors, an Assistant Secretary, who shall perform the duties of the Secretary, during the temporary absence or disability.

(2) To keep accurate and complete minutes of all meetings of the Business and Fraternal Board of Directors, which shall be approved as written or as amended at the next succeeding meeting.

(3) To have custody of the seal and attest all official documents and affix the official seal thereon.

(4) To keep an accurate and current index of the reports, records, business and correspondence of the Alliance.

(5) To keep true and correct accounts between the Alliance and the lodges and a correct list of all members of the Alliance.

(6) To recommend to the Business Board of Directors the employment of all necessary help for the proper discharge of the office.

(7) To prepare and file with proper authorities all documents, papers, certificates, amendments to the By-Laws, statements and reports, which may be required under the laws of the several States in which the Alliance is doing business.

(8) To provide, under the direction of the Business Board of Directors, all supplies necessary for the use of lodges and juvenile circles for the transaction of the business of the Alliance.

(9) To send out, upon the request of the Censor, all notices prescribed by these By-Laws.

(10) To send to the official publication a monthly list of all names of new members of the Alliance, and all juveniles transferred to the adult division, and any other additions or deletions needed to keep the mailing list of the "Zgoda" current.

(11) To declare a vacancy in any elective office of the Alliance.

(12) To send out notice of a Special Meeting in the case of a lodge president failing to call such meeting pursuant to Section 143(5).

(13) To suspend temporarily a delinquent secretary, agent or person authorized to make premium collections and to appoint another person to act in their place until the case is disposed of pursuant to the provisions of Section 149.

(14) To perform such duties as shall be imposed upon the Secretary by these By-Laws and the Business or Fraternal Board of Directors. To devote the entire time and attention to the affairs of the Alliance, provided, however, that the Secretary shall not be prohibited from engaging in any civic, charitable and philanthropic activities which are in furtherance of the objective of the Alliance. He may not engage in any other occupation for pecuniary profit.

**ARTICLE XIII**  
**The Treasurer of the Alliance**

**Section 108 - Duties**

It shall be the duty of the Treasurer:

(1) To receive all moneys due to the Alliance from all sources, receipt therefore and to deposit the same, in the name of the Alliance, in such banks or other institutions as the Business Board of Directors may direct.

(2) To make all disbursements on behalf of the Alliance upon proper requisitions, and only by check executed pursuant to the rules and regulations established by the Business Board of Directors.

(3) To submit written reports of receipts, disbursements, funds on hand and balance sheets to the Convention or the Business Board of Directors, whenever requested to do so by any of them.

(4) To recommend to the Business Board of Directors the employment of all necessary help for the proper discharge of the Treasurer's duties.

(5) To send to the official publication a monthly list of deceased members and any change of address requested by a member in order to keep the mailing list of the "Zgoda" current.

(6) To perform such duties as shall be imposed by these By-Laws and the Business or Fraternal Board of Directors. To devote the entire time and attention to the affairs of the Alliance, provided, however, that the Treasurer shall not be prohibited from engaging in any civic, charitable and philanthropic activities which are in furtherance of the objectives of the Alliance. The Treasurer may not engage in any other occupation for pecuniary profit.

#### **ARTICLE XIV**

#### **General Counsel, Medical Director, Chief Financial Officer, Underwriter, Director of Insurance Sales**

##### **Section 109 - General Counsel**

The General Counsel shall be a graduate of an accredited law school, be a licensed attorney-at-law, and shall have practiced his profession, in any State for at least five (5) years, and be a member of the Bar of the State of Illinois. It shall be the duty of the General Counsel to be the legal adviser of the Alliance.

(1) To supervise and direct all litigation to which the Alliance is a party.

(2) To refer any litigation, or other legal matter, pertaining to the Alliance, in any State, to a qualified local attorney.

(3) To construe according to the laws of the State of Illinois or any other State, the legal intendments of any provision of the Articles of Incorporation, these By-Laws or the enactment's of the Convention.

(4) To recommend to the Business Board of Directors the employment of all necessary help for the proper discharge of his or her duties.

(5) To perform such duties as shall be imposed by these By-Laws and the Business Board of Directors.

##### **Section 110 - Medical Director**

The Medical Director shall be a doctor of medicine, a graduate of an accredited school of medicine, licensed in the State of Illinois and a practitioner in the profession in any State for at least five (5) years. It shall be the Medical Director's duty:

(1) To resolve and finally determine all questions relating to the physical or mental condition of any claimant or proposed insured referred by the Underwriter or the Business Board of Directors.

(2) To advise the Business Board of Directors in establishing or amending the underwriting rules.

(3) To recommend to the Business Board of Directors amendments to established underwriting rules appearing to be necessary or desirable.

(4) To appoint, subject to the approval of the Business Board of Directors, necessary office help and to devote such time as the proper performance of duties may require.

(5) To perform such other duties pertaining to the office as the Business Board of Directors may prescribe.

#### **Section 111 – Chief Financial Officer**

The Chief Financial Officer shall be a Certified Public Accountant with proficiency in insurance accounting and NAIC regulations. It shall be the Chief Financial Officer's duty:

(1) To examine and verify the accounts of all Officers of the Alliance, and upon direction of the Business Board of Directors to examine and verify the accounts of all officers of subordinate bodies thereof, who collect, receive, disburse, manage or have in their custody funds belonging to the Alliance, and for such purposes to demand, at any time, a written accounting from any such officer of the funds or other property of the Alliance in the officer's custody or control.

(2) To examine and verify all demands upon the Alliance for payment of money and make recommendations thereon to the Business Board of Directors.

(3) To furnish financial reports relating to the Alliance to the Business Board of Directors and on the request of the Censor.

(4) To perform such other duties as the Business Board of Directors shall prescribe.

(5) Serve as a member of the Investment Committee.

#### **Section 112 - The Underwriter**

The Underwriter shall possess a thorough knowledge of the principles of insurance governing benefit certificates issued by the Alliance, which knowledge preferably has been acquired in part through formal courses at an accredited University, and who shall have had previous experience in appraising and classifying life insurance risks. It shall be the duty of the Underwriter:

(1) To appraise and classify and finally determine the acceptance or rejection of each insurance risk proposed to the Alliance.

(2) To refer to the Medical Director, for final determination, all questions relating to the physical or mental condition of a proposed insured that require the knowledge and skills of an experienced physician.

(3) To procure inspection reports, medical examinations and other evidence relating to the insurability of proposed insured appearing to him to be necessary or desirable.

(4) To advise and consult with the Business Board of Directors in establishing or amending underwriting rules and negotiating or amending reinsurance agreements.

(5) To recommend to the Business Board of Directors amendments to established underwriting rules and reinsurance agreements appearing to be necessary or desirable.

(6) To recommend to the Business Board of Directors, in consultation with the General Counsel and/or the Actuary, amendments to applications and benefit certificate forms appearing to be necessary or desirable.

(7) To procure reinsurance when required by established underwriting rules or reinsurance agreements, or, although not so required, when reinsurance is necessary or desirable.

(8) To serve on the Reinsurance Audit Committee with other individuals appointed by the Business Board of Directors.

(9) To perform such other duties as the Business Board of Directors may prescribe.

#### **Section 113 - Director of Insurance Sales**

The Director of Insurance Sales shall be conversant with methods of procuring and directing producers; the establishment and conduct of sales operations and with benefits authorized and provided for under insurance plans of the Alliance. The following shall be among the duties:

(1) To procure and submit to the Business Board of Directors for approval suitable candidates for the position of sales representative of the Alliance.

(2) To supervise and direct the Producers and sales operations of the Alliance, and to maintain appropriate statistics reflecting such sales.

(3) To prepare articles and publicity material to acquaint the general public with the beneficial nature of the insurance programs of the Alliance.

(4) To arrange, prepare, and publicize contests for the purpose of encouraging the Producers, financial secretaries, and members to solicit new members.

(5) To perform such other duties as the Business Board of Directors shall prescribe.

#### **Section 114 - Publications**

The Business Board of Directors shall have power and authority to provide for an official publication and other publications necessary to advance the interest of the Alliance. One copy of each issue of the official publication shall be mailed to every household of the Alliance. The policy of all publications of the Alliance shall be in harmony with the purposes of the Alliance. No publication shall be used for personal or partisan political purposes within the Alliance, nor in any way calculated to lessen its prestige. The publications shall defend the gains of Americans of Polish descent in the political life of this country as well as in other fields of constructive endeavor, regardless of political affiliation. Constructive criticism of persons occupying public offices, or of their acts, shall be permitted.

## **ARTICLE XV Councils**

### **Section 115 - Composition - Division of**

Each council shall be a federation of local lodges assigned to it by the Business Board of Directors, which shall also designate each council by a number. Whenever the number of adult members, in good standing, of the lodges constituting a council, shall exceed 5,000, the Business Board of Directors, may, upon written petition of one-third (1/3) of the lodges belonging to such council, divide it into two (2) or more councils, with due regard to local distances and conditions.

### **Section 116 - When Lodges may Constitute Councils - Transfer of Lodges**

(a) In the event a lodge shall be located more than thirty (30) miles from the nearest council, then it shall in itself constitute a temporary council, and shall be entitled to Representatives to the Convention, in accordance with the provision of Section 38. A lodge may be transferred from one council to another by the Business Board of Directors, when in its opinion, such action is necessary in the interest of the Alliance, and it shall make such transfer upon the request, in writing, of two-thirds (2/3) of the members of any lodge in good standing.

(b) All councils in the Alliance shall be eligible for assignment of members from lodge zero "O" for Convention Representative purpose.

Priority shall be given to those Councils which require the lowest number necessary to increase the Representative number by no more than one (1) additional Representative .

### **Section 117 - Property of Dissolved Councils**

When all lodges of a Council are transferred to another Council, due to inactivity, it shall be the duty of its last Officers to deliver to the Business Board of Directors, or its authorized agent, the books, charter, seal, papers, and records of the Council together with all moneys in the hands of the Council Officers, which have been paid to such Council and such property shall become property of the Alliance.

### **Section 118 - Council Assembly - How Constituted**

The assembly of each council shall consist of delegates elected by the several lodges belonging to it in compliance with the provisions of Sections 119 and 140. Each lodge shall be entitled to a minimum of two (2) delegates and an additional delegate for every twenty-five (25) adult members in good standing and a major fraction of that number in excess of fifty (50) members. Vacancies occurring in delegate positions for any reason shall be filled by election in the lodges.

### **Section 119 - Delegates - Qualifications**

Each lodge shall elect its delegates at the same time and in the same manner as it elects its Officers and shall issue a mandate to the Council, signed by the president and recording secretary of the lodge, and bearing the official seal thereof. No person shall be elected as a delegate to the council assembly unless they have been a Beneficial Premium Paying Member of the same lodge, in good standing, for at least one (1) year, immediately preceding election as such delegate. In the event that the lodge was not in existence for one (1) year, then the member must belong to the lodge from the time of its establishment. Additionally, the member may not be a sales agent of any other fraternal benefit society, association, or corporation doing life insurance business. A delegate may be denied the right to participate in any particular session of the council assembly by a vote of three-fourths (3/4) of the delegates present for the commission of any offense against

the assembly at said session. Other than the foregoing, no council assembly shall deny any delegate the right to exercise their functions in the assembly for any other reason, except for lack of qualifications as prescribed in this Section.

For the purpose of establishing the selection of delegates to the Electoral Assembly of the council, each lodge shall preserve the records of the election of its delegates to the council conducted by it in the months of November, December and January preceding the Convention year until the time that the proceedings of the Electoral Assembly of the council have been concluded.

#### **Section 120 - Meeting of Council Assembly - Election of Officers - Executive Board Quorum**

The first meeting of the assembly of each council shall be held not later than March 31st of each year, at which time there shall be elected a president, a secretary and treasurer, and such other officers as it may deem necessary, who shall hold office until their successors are elected, and who shall constitute the executive board of the council. Delegates representing one-third (1/3) of the lodges of the council shall constitute a quorum of a council assembly for the transaction of business.

#### **Section 121 - Duties of Council Assembly**

It shall be the duty of each council assembly:

(1) To fix the time and place for its regular meetings, and the time and place for the meeting of the Electoral Assembly of the council in the Convention year.

(2) To promote the formation of lodges and the solicitation of new members for the Alliance, under the direction of the Business Board of Directors.

(3) To engage in such activities which shall promote fraternalism and advance the welfare and best interests of the Alliance.

(4) To fix and collect dues which each lodge shall pay, for the needs and activities of the council, provided that the amount of such dues shall have been approved by two-thirds (2/3) of the lodges.

(5) To adopt rules and regulations for the conduct of the activities of the council, which rules and regulations shall not conflict with these By-Laws and the rules and regulations of the Business Board of Directors.

#### **Section 122 - Financial Reporting.**

Annually, each Council shall submit to the National Secretary a copy of the audit committee's report and a financial statement listing all of the assets of the Council or a copy of such Council's Internal Revenue Service Form 990. Such report and financial statement shall be submitted on forms approved by the Business Board of Directors and submitted by March 31st of each year.

#### **Section 123 - Suspension of Lodge by Council**

If a lodge fails to participate in the activities of the council for three (3) successive meetings of the council without justifiable cause therefore, or in the event that a lodge fails to pay the dues required to be paid to the council, within ninety (90) days of their due date, then upon majority vote of the delegates of the council said lodge may be suspended for such period of time as the council may determine, not to exceed the term of tenure of the delegates of said lodge to the council. If a lodge is delinquent in payment of its' dues to a Council, all moneys in arrears must be paid in full at least sixty (60) days prior to participation in any Council or Electoral Assemblies. A notice of the suspension shall be promptly forwarded to the recording secretary of the lodge.

In the event of such suspension, the lodge shall, during the term thereof, be denied the right to participate in any activities of the council and the Electoral Assembly thereof and shall be denied any rights or privileges incident thereto.

## **ARTICLE XVI**

### **Lodges**

#### **Section 124 - Formation**

Lodges may be formed in any territory within the jurisdiction of the Alliance, by the Business Board of Directors or its duly authorized agents. Each lodge shall consist of not less than twenty-five (25) Beneficial Premium Paying Members, provided that in localities where there is no lodge in existence, the number necessary to secure a charter shall be fifteen (15) members.

#### **Section 125 - Charters - Number and Name of Lodge**

Upon receipt of a petition for charter and acceptable applications for membership, the Business Board of Directors may grant a charter to a new lodge, if in its opinion, such action will promote the best interest of the Alliance. The Business Board of Directors shall designate each lodge by a number and shall give it such name as may be selected by it and approved by the Business Board of Directors, and shall assign it to a specified council. No lodge shall change its name without the approval of the Business Board of Directors.

#### **Section 126 – Financial Reporting.**

Annually, each Lodge shall submit to the National Secretary a copy of the audit committee's report and a financial statement listing all of the assets of the Lodge or a copy of such Lodge's Internal Revenue Service Form 990. Such report and financial statement shall be submitted on forms approved by the Business Board of Directors and submitted by February 28th of each year.

#### **Section 127 - Supplies**

The supplies furnished to lodges shall be such as may be provided by the Business Board of Directors, and each lodge shall procure from the office of the Secretary of the Alliance all books, blanks, and other supplies required by it.

### **Section 128 - Meeting - Quorum - Order of Business**

A lodge shall hold regular meetings on the day fixed by its By-Laws or by resolution. The date of the monthly meetings and any changes thereof, shall be filed with the Secretary of the Alliance. Not less than seven (7) members shall constitute a quorum for the transaction of business in any lodge, but a lesser number may act upon applications for membership and initiate duly elected members. The order of business for each lodge shall be that prescribed by the Ritual of the Alliance.

If the lodge president fails or refuses to call and hold regular meetings as established by the By-Laws or by resolution of the lodge, then the Secretary of the Alliance shall call such a meeting and notify all members of the lodge. Failure of the lodge president to call regular meetings may subject said president to removal from office by the lodge or by the Business Board of Directors of the Alliance. Special meetings may be called pursuant to Section 143-(5).

### **Section 129 - Self Government - Representation - Powers**

Every lodge shall have the right of self-government, and shall be entitled to participate in the activities of the council to which it has been assigned; to representation in the Electoral Assembly, and in the Convention, upon the same conditions, and subject to the same requirements, as applied to every other lodge in the council, and as may be fixed by the Convention. A lodge shall have power to induct members, in accordance with the Ritual prescribed by the Alliance, to adopt and amend its By-Laws for its government, which shall not be in conflict with these By-Laws and the rules and regulations of the Business Board of Directors, and to impose dues upon its membership to defray expenses of its regular operations.

### **Section 130 - Additional Dues - Seal**

A lodge may impose upon its members additional dues for special purposes and uses. Each lodge shall provide and use a seal bearing the name, location and number of the lodge.

### **Section 131 - Unauthorized Receipt for Money**

The unauthorized receipt of money on account of arrears in monthly premium rates, assessments, administrative taxes, fines, or dues from suspended or expelled members of the Alliance by any Officer or Officers of a lodge or of the Alliance, or the reinstatement of any member, except as provided for in these By-Laws is specifically prohibited and shall not impose any liability on the Alliance.

### **Section 132 - Property - Division of - Right of Members to Property**

A lodge shall be the owner of, and exercise exclusive control over its property, which shall not be divided in any manner among its members, nor between a lodge and another which may branch from it, without the consent of two-thirds (2/3) of all the members in good standing of the original lodge which consent shall be ascertained by a roll call vote to be taken at a regular meeting of said lodge, provided that notice of such contemplated action shall have been given to each member before such meeting, and provided, that if regular meetings are no longer held, the consent in writing of two-thirds (2/3) of the members shall be required. The right, title and interest of a member in the property or funds of the lodge shall cease by reason of the death, suspension, expulsion or withdrawal of such member.

### **Section 133 - Suspension of Lodges**

If a lodge shall refuse to obey an order of the Convention or the Business Board of Directors, or shall fail to remit any payment or special assessment required by these By-Laws on or before the tenth (10) day of the next month following the month in which the

same was payable, such delinquent lodge shall ipso facto stand suspended, and a notice of such suspension shall be mailed by the Secretary of the Alliance to the president, financial secretary and treasurer of such lodge, and to the president of the council before the last day of such month. Such suspension shall deprive the lodge of all its rights and privileges given to it in these By-Laws or the enactments of the Convention. The benefit certificates of the members shall not thereby be affected.

#### **Section 134 - Reinstatement of a Lodge**

A suspended lodge may be reinstated upon compliance with the order described in the preceding section, and in case of suspension for non-payment, upon payment of all arrearage of every kind, due at the time of the suspension, within thirty (30) days from the date thereof. If a lodge remains under suspension for more than three (3) months, its charter shall be revoked.

#### **Section 135 - Transfer of Members of Suspended Lodge**

Any member whose lodge has been suspended by the Business Board of Directors, or by the operation of these By-Laws, may, subject to other provisions of these By-Laws, within three (3) months after such suspension, upon payment to the Alliance of all arrearages, if any, together with the current payment, obtain a transfer card from the Secretary of the Alliance and may become a member of any other lodge in accordance with the provisions of Section 14.

#### **Section 136 - Property of Dissolved Lodges**

When a lodge is permanently suspended, dissolved, or when its charter is revoked, it shall be the duty of its last Officers to deliver to the Business Board of Directors, or its authorized agent, the books, charter, seal, papers, and records of the lodge together with all moneys in the hands of the lodge Officers, which have been paid in as monthly rates, assessments or administrative taxes, and such property shall become the property of the Alliance. The

property of the lodge shall be subject to disposition by the members thereof as provided in Section 132.

**Section 137 - Consolidation**

If any two or more lodges belonging to the same or another council wish to consolidate, they shall make such request in writing to the Business Board of Directors, with a written notice thereof to the council or councils affected. The Business Board of Directors shall thereupon prescribe or approve the conditions and terms of any such consolidation, including the disposition of the assets and liabilities of the lodges affected. In the event of a consolidation of two or more lodges, the members thereof shall retain all their rights and privileges of membership which they possessed at the time of the consolidation.

**Section 138 - Failure to Maintain Required Membership at Meetings**

If the Beneficial Premium Paying Members of a lodge, at any time, are less than ten (10) in number, and if the deficiency is not corrected within sixty (60) days after notice from the Business Board of Directors, or if a lodge remains dormant and inactive, or for any other valid reason it may appear to the best advantage of the Alliance, the Business Board of Directors shall revoke the charter of such lodge, and assign its members to other lodges in the same Region, and in such cases, the funds and property of the lodge shall be disposed of as provided in Sections 132 and 136.

## **ARTICLE XVII**

### **Lodge Officers and their Duties**

#### **Section 139 - Titles and Qualifications**

The officers of a lodge shall be the President, as many Vice Presidents, as the lodge deems necessary, Recording Secretary, Financial Secretary, Treasurer, Sergeant-at-arms, and Doorkeeper, who shall be elected as provided in the succeeding section. Each officer and delegate must be a Beneficial Premium Paying Member in good standing of the same lodge for at least one (1) year at the time of their election, or if a lodge has not been in existence for one (1) year, then since its' obtaining a charter. No lodge officer shall act as sales agent in another fraternal benefit society, association or corporation and selling life insurance or annuity business. Violation of this restriction shall result in immediate forfeiture of their office in the lodge.

#### **Section 140 - Election and Term of Office**

Lodge officers and delegates to the council shall be nominated and elected annually at the regular meeting of the lodge in the between November 1 and January 31. Nominations may be held at an earlier date if the lodge desires. Elections shall be conducted in the manner provided for by the lodge, but shall be by secret written ballot, provided, when only one (1) candidate is nominated for an office, then he shall be declared elected without ballot, and provided further, that the election of the Financial Secretary shall be subject to the approval and confirmation by the Business Board of Directors. Each elected officer and delegate shall hold office for one (1) year and until the successor is elected and installed.

#### **Section 141 - Installation - Installing Officer**

The elected officers of a lodge shall be installed at the regular meeting following their election, and shall enter at once upon their duties. No member shall be installed into office, if indebted to the

lodge, or has failed to furnish the required bond. Any elective officer of the Alliance, the President of the council or a member appointed by the lodge President, shall have authority to install the officers of a lodge in accordance with the ceremonies prescribed in the installation ritual.

#### **Section 142 - Vacancies**

A vacancy in an elective office in the lodge, or delegate to the council, may be filled by the lodge within thirty (30) days, after such vacancy has been declared and a successor shall be elected for the unexpired term, and then be entitled to the full rights and privileges of the position.

#### **Section 143 - The Lodge President shall:**

(1) Enforce the laws, rules and regulations of the lodge and the provisions of these By-Laws, insofar as the same are applicable to lodges. The lodge President shall preside at all meetings of the lodge.

(2) Sign, together with the Financial Secretary, or the Treasurer of the lodge, all requisitions, for payment of sums authorized to be paid by the lodge.

(3) Arrange at the first regular meeting of the lodge, for the election of an Audit Committee, composed of three (3) members of the lodge, who preferably possess knowledge of bookkeeping and accounting practices, who shall serve for the term of one (1) year and until their successors are appointed and qualify.

(4) Appoint all standing committees of the lodge unless the lodge by appropriate resolution shall determine otherwise, which appointments must be approved and confirmed by the lodge membership.

(5) Call special meetings of the lodge whenever deemed necessary, or, upon the request of one-fifth (1/5) of the members in good standing. The President shall call the special meeting within a reasonable time, not to exceed thirty (30) days. The business to be considered and acted upon at the special meeting shall be stated in the call therefore and no other business shall be considered or acted upon at said special meeting.

If the President fails or refuses to call such meeting, the Secretary of the Alliance shall call such meeting and notify all members.

(6) Keep the bond of the Treasurer of the lodge.

(7) Perform such other duties as these By-Laws, rules, regulations and Ritual of the Alliance and the By-Laws of the lodge require.

(8) Shall not be entitled to vote, except in nominations, in elections, and on questions upon which the vote is equally divided.

#### **Section 144 – Vice President - Duties**

In case of the temporary inability of the lodge President to act, the lodge President's duties shall be performed by the first Vice-President of the lodge, or in case of the latter's inability to act, then by the second Vice-President of the lodge. In case of the death, resignation or removal for cause of the lodge President, the first Vice-President of the lodge or in case of the latter's inability to act, then the second Vice-President of the lodge shall exercise the powers and perform the duties of the President, with all rights and privileges of that office, until a successor has been elected and qualifies.

#### **Section 145 - Recording Secretary - Duties**

The Recording Secretary shall keep accurate minutes of each meeting and perform such other duties as the lodge may require.

#### **Section 146 - Financial Secretary - Duties**

The Financial Secretary shall:

(1) Keep the records and seal of the lodge, conduct the correspondence thereof, and at each regular meeting read all official communications received since the last regular meeting.

(2) Receive and receipt all moneys due the lodge and the money paid by members and deposit the same in the lodge's escrow account.

(3) Keep a correct account in the ledger provided for that purpose by the Secretary of the Alliance of all funds due and received from the members of the lodge, maintaining a separation and division thereof as to the funds due and received on behalf of the lodge and those due to the Alliance. Such records shall be at all times made available to the officers of the lodge, the auditing committee thereof and to the Office of the National Secretary.

(4) Mail a reminder premium notice to all delinquent members of the amount due from them to the Alliance and to the lodge, respectfully, if not serviced by the Home Office. In the event a member is delinquent after the expiration of the thirty (30) day grace period, the Financial Secretary will mail another premium notice and follow-up with a phone call, e-mail or fax.

(5) Keep a record of the names of all members in a lodge register, provided for that purpose, showing the residence address in full, and the amount of the member's dues.

(6) Report promptly to the Secretary of the Alliance a member's change of residence or post office address, including the zip code.

(7) Report promptly to the Secretary of the Alliance all delinquencies or changes in insurance certificates and provide the names of the members and the number of the insurance certificates in each case.

(8) Forward to the Treasurer of the Alliance, not later than the tenth (10th) day of each succeeding month, the monthly report, together with a remittance to the Home Office with the amount of collected premiums of the members listed on the lodge report.

(9) Furnish to the lodge at the end of every quarter, or more often when so requested, a full statement of the receipts and disbursements made by the Financial Secretary since the last report.

(10) Notify the Secretary of the Alliance promptly in the event a member's whereabouts cannot be determined. Provide the member's name, certificate number, address, date of last contact and other pertinent facts, if any.

(11) Perform such other duties as these By-Laws, rules, regulations and Ritual of the Alliance, and the By-Laws of the lodge require.

(12) Upon the filing of a written complaint by any member, officer, or body of the Alliance with the Business Board of Directors supported by affidavits to the effect that the Financial Secretary is not performing the duties as required by these By-Laws, the resolutions of the Convention, the rules and regulations of the Alliance, or is guilty of conduct which is detrimental to the welfare of the lodge and of the Alliance, the Business Board of Directors,

upon being satisfied with the truth of the charges contained in the complaint, may summarily remove such Financial Secretary without compliance with the rules of disciplinary procedures as provided in Article XIX of these By-Laws. Such removal shall become effective immediately. The elected officers of the lodge shall immediately appoint, subject to the approval of the Business Board of Directors, another suitable member as Financial Secretary, who shall hold office until the next regularly scheduled election meeting of the lodge and until a successor is elected.

(13) In the case of a delinquent Financial Secretary, agent or person authorized to make collections, the Secretary of the Alliance, with the approval of the Business Board of Directors, shall notify the lodge President and Financial Secretary in writing of a temporary suspension and appoint within sixty (60) days another person to act in the Financial Secretary's stead until the case is disposed of pursuant to the provisions of Section 149.

#### **Section 147 - Prohibited Acts**

The Financial Secretary of a lodge or any person authorized to collect premiums shall not:

(1) Receive any payments from a Beneficial Member, who has been suspended for non-payment thereof, knowing at the time that the member is not in good health.

(2) Receive any money from a member suspended for non-payment of premium rates, unless such member shall pay all arrearages and shall comply with all requirements provided for in these By-Laws for reinstatement of suspended members.

(3) Demand or receive from the beneficiary of a deceased member any fee or payment for aiding such beneficiary in preparing proofs of death.

#### **Section 148 - Unauthorized Acts - Consequence Thereof**

The receipt, retention or transmission to the Treasurer of the Alliance by any person authorized to collect premiums or the Financial Secretary of a lodge of any money contrary to these By-Laws, shall not have the effect of waiving the forfeiture of the benefit certificate or reinstate any rights or privileges of the member of the Alliance.

#### **Section 149 - Penalty for Violating Preceding Section**

Should any Financial Secretary or any person authorized to collect premiums knowingly violate any of the provisions of the foregoing Section 146 and 147, complaint may be made against him to the Business Board of Directors by any member, officer or body of the Alliance, and if, upon due notice and hearing he shall be found guilty of such violation, he shall be removed from office.

If upon due notice and hearing, any Financial Secretary or any person authorized to collect premiums and other funds on behalf of the Alliance shall be found guilty of failing to transmit any funds collected by him on behalf of the Alliance to the Treasurer of the Alliance as required by these By-Laws, the Business Board of Directors is hereby authorized to institute civil and/or criminal complaint against such person to recover any funds collected and not remitted to the Treasurer of the Alliance as provided by these By-Laws.

#### **Section 150 - The Treasurer - Duties**

The Treasurer shall:

(1) Receive and receipt for all funds from the Financial Secretary, and at each meeting shall make a report of the amount received.

(2) Have custody of all moneys and securities belonging to or in custody of the lodge, and pay all obligations, when properly authorized to be paid by the lodge.

(3) Deposit all lodge funds in a bank selected by the lodge and in the name of the lodge and upon the opening of the account, furnish a certificate from the bank, showing the deposit of such funds in the name of the lodge, and that the same are withdrawable only upon the signature of the Treasurer and counter-signature of authorized officers.

(4) Make full reports, at least semi-annually, to the lodge of all transactions of their office during the preceding half year, and at such other times, as may be required by the lodge or the audit committee thereof, produce evidence of the possession of all funds and securities of the lodge for which he/she is responsible.

(5) Preside, in the absence of both the President and all Vice-Presidents, at the meeting of the lodge, and furnish, if so required, such bond as the lodge may determine.

#### **Section 151 - Audit Committee**

The Audit Committee shall examine all accounts payable of the lodge, and report thereon to the lodge before payment. It shall be its duty to make a yearly audit of the financial affairs and accounts of the lodge.

#### **Section 152 - Duties of other Officers**

All lodge officers, whose duties are not prescribed in these By-Laws, shall perform such duties as prescribed in the By-Laws or regulations of the lodge.

**Section 153 - Removal of Officer or Delegate -Filling  
Vacancy - Surrender of Property**

Any officer of the lodge or delegate of the lodge to the council may after due notice be removed by a lodge upon a vote of three-fourths (3/4) of all the members present at any regular or special meeting, for neglect of duty or for conduct unbecoming an officer or delegate. Upon removal from office of an officer or delegate, or upon death or resignation, a successor shall be elected to serve for the unexpired term of office until a successor has been elected and has qualified. Upon the removal or expiration of the term of office of any officer, there shall be immediately surrendered to the successor all the moneys, books, papers, records, and property of the lodge, and within thirty (30) days furnish the lodge with a written account and report.

## **ARTICLE XVIII**

### **The School Corporation**

#### **Section 154 – Composition**

Every member of the Alliance in good standing shall be a member of the Polish National Alliance School Corporation, a corporation organized under the laws of the State of Pennsylvania, hereinafter sometimes referred to as "School Corporation". This Corporation has no capital stock and is a corporation not for profit. No member shall have any individual right, title or interest in, or to the real or personal property of said School Corporation.

The Trustees of the school Corporation shall have the right to amend the Articles of Incorporation with respect to its name, purpose or other matters or to restate the Articles of Incorporation in their entirety.

#### **Section 155 – Funds**

The funds of the School Corporation shall be derived from public donations, bequests, and contributions from the Fraternal Fund of the Alliance.

#### **Section 156 – Board of Trustees – Powers and Duties**

The Board of Trustees shall be the executive and managing body of the School Corporation, and shall consist of the Censor, who shall be the Chairman of the Board, ex-officio; the President of the Alliance, who shall be the Vice-Chairman, ex-officio; Secretary and Treasurer of the Alliance; a representative of the Alumni; and the Vice-Censor in an advisory capacity.

#### **Section 157 – Election of Officers**

The Board of Trustees shall, immediately after the selection of its members, and from among its members, elect the following

additional Officers of the School Corporation, a Secretary and Treasurer.

**Section 158 – Meetings of the Board of Trustees**

The Chairman may call a meeting of the Board of Trustees at such places and times as may deem necessary and expedient. The Chairman shall call such meetings upon written demand of three (3) members of the Board of Trustees. The Chairman may request of Board of Trustees to take action or to indicate their respective decisions or to vote on any matter through correspondence without the necessity of meeting, and the written demand of the three (3) members of the Board of Trustees referred to above may request that the decision or vote of the Board of Trustees shall be taken through the medium of correspondence or telecommunication. The affirmative vote of a majority of the Board of Trustees shall be necessary for the adoption of any action or decision.

**Section 159 – Bylaws**

The Bylaws of the School Corporation shall be adopted and subject to revision by the Fraternal Board of Directors of the Alliance.

**Section 160 – Compensation**

The members of the Board of Trustees shall serve without compensation with the exception of such per diem and traveling expenses, as the Convention may provide, which shall be paid from the funds of the School Corporation.

## **ARTICLE XIX**

### **Disciplinary Provisions**

#### **Section 161 - Offenses for Which Member May be Punished**

The following are declared to be the offenses against the Alliance for the commission of which a member may be punished by, removal from office, fine, reprimand, suspension or expulsion:

(1) The willful and deliberate disregard of the duties and obligations imposed by the enactments of the Convention, these By-Laws or the obligatory rules, regulations and directives of any duly constituted authority within the Alliance.

(2) Embezzlement, or willful withholding or conversion of any funds or other property of the Alliance, or of any of its subordinate bodies, after demand is made therefore by proper authority.

(3) Willfully making untruthful answers, which affect either the acceptance of the risk, or the hazard assumed by the Alliance, to any questions in his application for membership and medical examination, or in any application for increase of benefits or for reinstatement, or in a declaration of insurability, if used in lieu of a medical examination.

(4) The perpetration of, or attempt to perpetrate, any fraud upon the Alliance, its constituent bodies, or any of the Officers thereof.

(5) Institution of any litigation against the Alliance or its constituent bodies, without having first exhausted all remedies available under these By-Laws.

(6) Willful insubordination or disregard of the directives of a superior authority of the Alliance.

(7) The willful and malicious uttering, writing, or publishing of any false statement relative to any member, Officer or constituent body of the Alliance concerning the affairs of the Alliance, which tends to bring the member, Officer or constituent body of the Alliance into disrepute or contempt, or the effect of which is detrimental to the interests, prestige and good repute of the Alliance or the aiding or abetting thereof.

(8) Conviction in any court of law of a criminal offense of the grade of felony, which judgment of conviction has been final under the laws of the jurisdiction in which such judgment was rendered, excluding cases where the person convicted had his civil rights restored.

#### **Section 162 - Additional Offenses**

A lodge may define additional offenses related to conduct unbecoming a member of the lodge, provided that offenses so defined shall not subject the member to expulsion from the Alliance.

#### **Section 163 - Offenses for which Councils and Lodges may be Punished**

The commission of the following offenses by a council or lodge may be punished by the Business Board of Directors by suspension or revocation of the charter.

(1) Neglect or refusal to conform to these By-Laws, enactments of the Convention or the rules, regulations, requirements and directives made by proper authority.

(2) Acceptance of persons as members of a lodge or of the Alliance who are not entitled to membership in the Alliance.

(3) Failure or refusal, after a conviction, to enforce a sentence against an Officer or member within the time prescribed.

(4) Willful insubordination or contempt of a superior authority within the Alliance.

Provided that nothing contained in this section shall prevent the suspension or dissolution of a lodge without charges, as provided in these By-Laws.

#### **Section 164 - Complaints**

All complaints against any member, Officer or body shall be in writing, signed by a member, Officer or body of the Alliance in good standing. All charges against a council or lodge shall be signed by the Secretary of the Alliance, or in the alternative, by three (3) members, or a body of the Alliance in good standing. Upon receipt, the National Secretary shall forward a copy of the complaint within fourteen (14) days to the member, Officer or body named in the complaint.

#### **Section 165 - Judicial Bodies**

(1) If the complaint is fraternal by nature, as opposed to financial, the matter shall be adjudicated under the provision of this section, otherwise all financial disputes involving insurance products shall be resolved using the provisions of Section 171.

(2) The Fraternal Board of Directors shall act as a Judicial Body for all complaints filed against an individual member, Lodge Officers, Lodge, Council Officers, Council and/or members of the Fraternal Board of Directors.

(3) The Business Board of Directors shall be the judicial body in which all complaints shall be filed against the councils, the Officers thereof, and, except for the members of the Supervisory Council, all the elective Officers of the Alliance.

(4) Any judicial bodies named above may deputize a member or members of the Alliance to act as a trial tribunal for the purpose of investigating the facts, conducting the hearings and presenting to the judicial body his or their findings and appropriate recommendations in said cause.

#### **Section 166 - Rules of Procedure**

The Business Board of Directors shall prescribe rules of disciplinary procedure, which shall become effective when approved by the Fraternal Board of Directors. Such rules shall provide for:

(1) Notice to the accused of the time and place of hearing and any continuance thereof.

(2) Opportunity for the accused to present evidence.

#### **Section 167 - Decisions of Judicial Bodies**

The judicial body may:

(1) Find the complaint unfounded and may dismiss the same, or

(2) Find the accused guilty of all or some of the charges of the complaint, and may fine the accused at their discretion or

(3) Reprimand the accused privately/publicly at a meeting, or

(4) Suspend the accused for a definite or indefinite time, or revoke the charter of or dissolve the accused, or

(5) Remove the accused from office, or expel the accused from membership in the Alliance.

(6) Every decision of a judicial body shall be made by vote of the majority of all the members present at said meeting, except that a decision imposing the penalty of removal or suspension from office, expulsion, revocation of charter or dissolution shall be by vote of three-fourths (3/4) of all members present at said meeting.

**Section 168 - Effect of Suspension or Expulsion**

Where an accused has been suspended or expelled by action of judicial body, he shall be deprived of all rights and privileges of every nature whatsoever, provided, however, that the privilege of maintaining the benefit certificate in force by continuing payment of the required premium rates and such payments as may be payable under the benefit certificate shall not be revoked and, provided further, that a member so suspended or expelled shall be notified by the Secretary of the Alliance in writing of the above privilege.

**Section 169 - Effect of Decision of a Judicial Body - Appeal from Decisions of Judicial Bodies** Decisions of all judicial bodies shall take effect directly upon rendition thereof and shall be in full force and effect until modified or reversed on appeal. Any party aggrieved by the decision of a judicial body, shall have a right to appeal to the Fraternal Board of Directors. The appeal shall be made in accordance with the rules and regulations of disciplinary procedure. The hearing before the Fraternal Board of Directors shall be based upon the record in the judicial body from which the appeal is taken, and no additional evidence shall be presented in the Fraternal Board of Directors in such matters. In the absence of an appeal within the time specified in the rules and regulations of disciplinary procedure, the decision of the judicial body shall be final.

All decisions of the Fraternal Board of Directors on appeals shall be by a vote of the majority of the members present at the meeting except decisions imposing the penalty of removal from office, expulsion, suspension, revocation of charter, or dissolution, which shall be by vote of three-fourths (3/4) of the members of the Fraternal Board of Directors present at the meeting. In the event of a vote by correspondence, the decision of the Fraternal Board of Directors must be by majority of all the members of the Fraternal Board of Directors, except that in the case of removal from office, expulsion, suspension, revocation of charter, or dissolution, the decision shall be by vote of three-fourths (3/4) of all the members of the Fraternal Board of Directors.

The decision of the Fraternal Board of Directors may affirm, modify in whole or in part, reverse and remand for further proceedings or reverse the decision of the judicial body from which the appeal is taken.

**Section 170 - Appeals from Decisions of the Judicial Body of the Fraternal Board of Directors, and from Decisions of the Fraternal Board of Directors in Appellate Matters.**

In all cases wherein the Fraternal Board of Directors hears disciplinary matters in the first instance as a judicial body, the procedure before it shall be the same as prescribed for other judicial bodies.

All decisions of the judicial body of the Fraternal Board of Directors and all decisions of the Fraternal Board of Directors in appellate matters may be appealed by any person, officer or body who may deem aggrieved thereby to the next regular Convention by petition directed to the pre-Convention Committee on Petitions, Grievances and Complaints in the manner prescribed in Section 46(b) of these By-Laws.

**Section 171 – Mandatory Arbitration.**

(1) Any claim of a member or beneficiary concerning the rights, obligations, or benefits of an insurance certificate or annuity, or of any nature against the Officers of the Alliance, employees, or agents shall be resolved as follows:

(a) No legal proceeding shall be filed against any of the above until the mediation and binding arbitration herein provided for has been exhausted and then only if applicable law does not recognize the arbitration to be final and binding on the parties.

(b) If a certificate owner or a beneficiary has or claims to have a dispute with the Alliance or any of its officers, employees, or agents, he/she shall contact the Secretary, who shall arrange for the matter to be reviewed by the appropriate official of the Alliance.

(c) If the matter is not resolved at this level, either the certificate owner, beneficiary, or the Alliance may submit the matter for arbitration to be administered by and in accordance with the applicable rules of the American Arbitration Association or other mutually acceptable organization.

(d) The Arbitrators may award any damages or other relief allowed by the applicable law, excluding attorney fees, unless required by the applicable law. As to the matter in dispute, unless prohibited by the applicable law, the decision of the Arbitrators shall be final and binding subject to the right to appeal such decision as provided by applicable law.

**ARTICLE XX**  
**Amendments to the By-Laws**  
**and Articles of**  
**Incorporation of the Alliance**

**Section 172 - Amendments to the By-Laws**

The By-Laws of the Alliance may be amended by a majority vote of all Representatives present and qualified to vote at a regular Convention, or a special Convention, called for that purpose. Each member, Lodge, Council Business or Fraternal Board of Directors, may submit a proposed amendment, in writing. In the event the proposed amendment is submitted by a Lodge, Council or the Business or Fraternal Board of Directors, it must be signed by its respective Officers. All proposed amendments shall be sent to the Secretary of the Alliance not later than sixty (60) days before the Convention for delivery to the Committee on Laws and By-Laws.

**Section 173 - Adoption - When Effective**

No amendment shall be considered or adopted at any Convention, unless it has been presented as provided for in the preceding section. All amendments shall take effect thirty (30) days after the adjournment of the Convention, unless otherwise ordered by the Convention.

**Section 174 - Amendments to Articles of Incorporation**

The Articles of Incorporation of the Alliance may be amended at any session of the Convention by adoption, by two-thirds (2/3) vote of the members present and entitled to vote, of a resolution setting forth either the amendments proposed, or the Articles of Incorporation as they will read if the resolution is adopted, and shall become effective upon compliance with the provisions of the laws of the State of Illinois.

### **Section 175 - Amendment by Referendum**

To meet changing statutes or rules and regulations of the Insurance Departments of various States wherein the Alliance is authorized to transact business, or when such action is deemed to be of serious importance to the welfare of the Alliance, the Business Board of Directors with the concurrence of the Fraternal Board of Directors may order a proposed amendment to these By-Laws be submitted to a referendum vote of all members of the last regular Quadrennial Convention of the Alliance.

The amendment, to be acted upon by referendum vote of the members of the last regular Quadrennial Convention, must state the date the same is to be effective if adopted and must be submitted to such members by mail and accompanied by an official ballot at any time prior to six (6) months immediately preceding the date when the next regular Quadrennial Convention of the Alliance is scheduled to convene. Such ballot to be counted as valid shall be returned to the Secretary of the Alliance within sixty (60) days from the date of its mailing.

The affirmative vote of the majority of the members of the regular Quadrennial Convention immediately preceding shall constitute adoption of the amendment.

### **Section 176 - Indemnification of Officers and Directors**

The Alliance may, insofar as permitted by law, indemnify and hold harmless each officer or director of the Alliance and/or any subsidiary of the Alliance now or hereafter serving the Alliance, or any other corporation, joint venture, or other enterprise which said officer or director now or hereafter serves as an officer or director at the direction of the Alliance.

The Alliance may maintain insurance on such directors and officers against liability for acts or omissions in the performance of

their duties as determined by resolution of the Business Board of Directors.

**Section 177 - Robert's Rules of Order**

In the absence of any rules or regulations governing any particular phase of the deliberations of any constituent body of the Alliance, the current edition of "Robert's Rules of Order Newly Revised shall apply.

**Section 178 - Repealing Clause**

Any provision contained in the By-Laws, inconsistent with the amendments passed at the 47th Convention, are hereby repealed.

I, do hereby certify that I am the duly elected and qualified Secretary of the POLISH NATIONAL ALLIANCE OF THE UNITED STATES OF NORTH AMERICA, a fraternal benefit society, organized and existing under and by virtue of the laws of the State of Illinois, and by virtue of said office the custodian and keeper of the official records of said Society, and of the corporate seal thereof, and that the above and foregoing copy to which this certification is attached is a full, accurate and complete copy of the original By-Laws of the Polish National Alliance of the United States of North America, a fraternal benefit society as aforesaid, in the custody and possession of the undersigned, as revised at the regular Convention of the said Polish National Alliance of the United States of North America, held in Cleveland, Ohio, from August 23rd to August 26th, 2015 inclusive, and that the same are currently in full binding force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my  
name and affixed the official seal of said Society this 20<sup>th</sup> day of  
November, A.D. 2018.



*Alicja Kuklinska*

Secretary of the Alliance

