

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

Revised and Reenacted  
At The 48th Regular Convention  
Held from August 25th to August 27th, 2019, inclusive  
in Phoenix, Arizona

**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 48th Convention of the Polish National Alliance of the United States of North America,

assembled in Phoenix, Arizona on the 25th through the 27th day of August, 2019, as faithful guardians of the ideals which those founders bequeathed to us as a sacred heritage and guided by over one hundred thirty nine (139) 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 "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 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 "Chair" shall mean the Chairperson/Chair of the Board of Directors.

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

(f) The term "Fraternal Advisor's Region" shall mean a geographic area which is entitled to representation by one Fraternal Advisor, 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 of the Alliance.

(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 Beneficial Premium Paying 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 masculine gender includes the feminine; the singular includes the plural, and the plural includes the singular.

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

(n) The term "Beneficial Member" shall mean a beneficial premium paying 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 \$500.00 annual contribution during the prior four (4) consecutive calendar years.

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

(p) The term "Fraternal Advisory" shall mean individuals elected to the Fraternal Advisor's Committee.

(q) The term "Fraternal Advisory Committee" shall mean the body to develop and promote for the fraternal programs of the Alliance.

(r) The term "Region" shall mean the geographic area designated by the Board of Directors and represented by a Fraternal Advisor.

**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(c) hereof.

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

**Section 4 - Nature of Organization** - The Alliance is a fraternal benefit society organized on the 14th day of February, 1880 A.D., 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 and territories of the United States and other countries.

**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, are of Polish / Slavic heritage, and other persons who believe in the ideals and purposes of the Alliance.

**Section 8 - Admission to Membership**

Applications for membership must be made on forms prescribed by the Board of Directors. Applications shall be processed in accordance with membership rules and regulations adopted by the 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 – Rescission or Reconsideration of Rejection of an Applicant**

The rescission or reconsideration of an individual for membership in a lodge shall be in accordance with rules and regulations adopted by the Board of Directors.

### **Section 10 - Classes of Members**

There shall be three (3) classes of membership of the Alliance namely; Member, Juvenile Member and Honorary Member. A Member shall mean any individual who has an Alliance benefit certificate in force including individuals holding paid-up certificates, individuals on any non-forfeiture option and holders of all annuities. An Honorary Member is a 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 Member. A Juvenile Member is an individual who is insured by the Alliance and under the age of sixteen (16) years of age.

### **Section 11 - Beneficial Members**

Beneficial Members 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 12 –Lodge Dues**

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.

### **Section 13 - Transfers of Lodge Membership**

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

### **Section 14 - Insured Juveniles**

A child less than sixteen (16) years of age on whose life a benefit certificate is in force is a Juvenile member of the Alliance and shall have no voice in the management of the Alliance.

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 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 15 - Benefits, Premium Rates and Reserves**

The 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 16 - 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 21.

**Section 17 - Benefit Certificates on Children**

The 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 18 - Power to Waive Certain Reinstatement Requirements**

The Board of Directors shall adopt rules and regulations for reinstatement of an insurance policy.

### **Section 19 - Maintenance of Solvency**

If the Alliance's reserves become impaired, the 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 20 - Valuation**

Annually, the 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 Board of Directors.

### **Section 21 - Distribution of Surplus**

Annually the 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 Board of Directors is equitably entitled.

### **Section 22 - No Waiver of By-Laws**

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

### **Section 23 - 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 24 - 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 25 - 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 26 - 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 Board of Directors may require.

**Section 27 - 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 28 - 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 29 - 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 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 30 - 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 31 - Fraternal Fund**

The Fraternal Fund shall receive such allocations from the Insurance Fund as approved by the Board of Directors.

**Section 32 - 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 the Investment Committee consisting of the President, as chair, the Vice-President, the Secretary, the Treasurer and the Chief Financial Officer of the Alliance.

**Section 33 - 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 Board of Directors.

## **ARTICLE IV Convention**

### **Section 34 - Membership**

(a) The Convention is the supreme legislative and governing body of the Alliance consisting 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 Chair, Vice-Chair, the President, Vice President, the Secretary and the Treasurer of the Alliance, the members of the 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 35 - Representatives**

Each Council shall be entitled to one (1) Representative for every five hundred (500) Beneficial 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; including members holding only Paid-Up certificates or certificates of Extended Insurance. If a Council on such date shall have less than two hundred fifty-one (251) Beneficial Members, the Fraternal Advisory Committee shall order it joined, for purposes of representation in the Convention to a Council in the same District.

### **Section 36 – 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 Board of Directors.

Such title shall be awarded upon an individual after nomination by a Representative and approval of a majority of the Representatives at 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 37- Qualifications of Representatives - Term of Office**

A Representative to the Convention shall be at the time of election a Beneficial Member of the Alliance uninterruptedly, for at least two (2) years, preceding the date of election to office, who is a citizen of the United States, and shall not be 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 Board of Directors determines that a person elected as a Representative to the Convention does not meet the specific qualifications of this section 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 38 - Mileage and Per Diem**

Representatives to the Convention, the Officers named in Section 34 and employees of the Alliance designated by the 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 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 Board of Directors.

#### **Section 39 - Regular Convention**

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

#### **Section 40 - 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 Chair may, upon the approval of two-thirds (2/3) of the members of the Board of Directors, call a special Convention. Such a special Convention must be called by the Chair, 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 41 - 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 Board of Directors shall designate a person to mail the required notices.

#### **Section 42 - 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 43 - Pre-Convention Committees**

The Chair 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 Chair 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 Fraternal Committee; and the Nominations 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 Chair 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 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) Fraternal Committee

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

(f) 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.

(g) Compensation

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

(h) 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.

(i) 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 44 - 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 45 - Organization of the Convention Assembly**

(1) Not less than forty five (45) days prior to the regular Convention, the Chair of the Alliance shall appoint a chairperson of the Convention who shall automatically become a Representative if such person 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 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 Chair 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 Board of Directors shall fix the compensation of the Convention Officers.

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

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

(8) The Presiding Officer of the Convention 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 46 - Officers of the Convention**

The Officers of the Convention shall be a Presiding Officer (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 45 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 47 - Convention Committees**

The Presiding Officer 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 Presiding Officer of the Convention shall be ex-officio member of such committees.

### **Section 48 - 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) Approve 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 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 49 - Limitations - The Convention shall not:**

(a) Adopt any law, rule or regulation 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 50 - 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 51 – Rules for Election of Delegates to the Electoral Assembly**

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

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

**Section 52 - Elective Officers of the Alliance**

The Elective Officers of the Alliance shall be a Chair of the Board, a Vice Chair of the Board, a Vice-President, a Secretary, a Treasurer, five (5) Board of Directors and ten (10) Fraternal Advisors. One (1) Fraternal Advisor 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 54 paragraphs A(1), (2), (3), (4) and C. Candidates for the office of Chair of the Board, Vice Chair of the Board, Vice President, Secretary, Treasurer or the Board of Directors shall also have the qualifications as set forth in Article VI Section 54 Paragraph A (5), (6) and shall be elected at large. The Fraternal Advisors shall be elected to represent the Regions of the Alliance as established by the Board of Directors.

If a vacancy shall occur on the Fraternal Advisory Committee, 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 to the Board of Directors or the Fraternal Advisory Committee, then such individual must resign employment with the Alliance prior to taking office.

**Section 53 - Appointed Officers of the Alliance**

The appointed Officers of the Alliance shall be a General Counsel, Chief Financial Officer, and Underwriter, all of whom must remain Beneficial Members of the Alliance in good standing.

**Section 54 - 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 52 hereinabove, must possess the following qualifications:

1. At the time of application the candidate must be a Beneficial 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 Advisor 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 Chair, Vice Chair, Vice President, Secretary, Treasurer or 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 (2) 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 53, shall possess such qualifications as are prescribed by these By-Laws and such other qualifications as may be determined by the 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 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 52 hereof at each Convention of the Alliance.

**Section 55 - Nominations for Elective Officers of the Alliance**

Nominations for elective Officers of the Alliance shall be made in accordance with rules and regulations adopted by and on forms approved by the Board of Directors. The forms and rules must be adopted by the Board of Directors no later than December 31, of the year prior to the National Quadrennial Convention

### **Section 56 - Election and Installation**

The officers named in Section 52 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 Presiding Officer, Chair of the Board of Directors, 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 57 - 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 Board of Directors and appointed Officers as provided in Section 53, shall be present at the sessions of the Convention and give all information respecting their office as the Convention may request.

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

### **Section 58 - Compensation**

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

compensation of the Fraternal Advisors shall be determined by the Budget Committee of the Board of Directors and approved by the Board of Directors.

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

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

#### **Section 59 - Vacancies**

Vacancies caused by any, reason in the elected offices of the Alliance shall be filled as provided in Section 65(15).

#### **Section 60 - Bonds of Officers**

The Convention may fix the bond of any Officer, or in default thereof, the 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 Board of Directors, shall create a vacancy in his office, which shall be filled as provided in these By-Laws.



**ARTICLE VII**  
**Board of Directors**

**Section 61 - Composition**

The Board of Directors of the Alliance shall consist of the five (5) individuals elected to the Board of Directors, the Chair of the Board, the Vice Chair of the Board, the President, Vice President, Secretary and Treasurer.

**Section 62 - Executive Committee of the 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 Board of Directors of the Alliance shall exercise all of the authority and powers of the Board of Directors, as the orderly conduct of the affairs of the Alliance may require.

**Section 63 - Meetings - Quorum**

All members of the 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 Chair or the President of the Alliance. A majority of the members of the 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 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 Board of Directors

#### **Section 64- Compensation of Board of Directors**

Each Board of Directors member shall receive such allowance for attendance at meetings of the Board of Directors and for special services in the interest of the Alliance, authorized by the Board of Directors.

#### **Section 65 - Powers of the Board of Directors**

The 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 Board of Directors in the interim between the meetings of said 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 all 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, 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 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 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 Board of Directors for malfeasance or misfeasance of his duties by a two-thirds (2/3) vote of all members of said Board of Directors with the right of appeal to the combined Fraternal Advisory Committee and Board 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 Board of Directors or

with any Officer of the Alliance, or with any person with whom he or she 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 office of Chair of the Board, Vice Chair of the Board, President, Vice President, Secretary, Treasurer or Board of Directors by a majority vote of the 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) Adopt guidelines establishing the duties and obligations of the Fraternal Advisory Committee and its members.

**Section 66 - Duties**

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

(1) Approve 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 Board of Directors meeting, whichever is earlier, General Counsel, Underwriter, Chief Financial Officer, 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 Board of Directors, as provided in Section 65(15).

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

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

**ARTICLE VIII  
FRATERNAL ADVISORS**

**Section 67 - Duties of the Fraternal Advisor**

The Fraternal Advisor shall promote, recommend and evaluate all fraternal, social, sport, cultural, charitable activities as well as promote membership in their respective districts.

**Section 68 – Appointment of Fraternal Advisor**

Each district within the PNA shall be entitled to have a Fraternal Advisor. The Fraternal Advisor shall be appointed by the President and approved by the Board of Directors. Each Fraternal Advisor shall receive a manual outlining their duties and responsibilities as prepared by the Board of Directors.

**Section 69 – Composition and Meetings**

All Fraternal Advisors shall actively participate in conferences and such special meetings as may be called by the President. Meetings may be conducted by electronic means.

**ARTICLE IX**  
**Chair and Vice Chair**

**Section 70 - Offices and Powers of the Chair**

The Chair shall be the Chairperson of the Board of Directors, Alliance Printers & Publishers, Alliance Communications and PNA Education Fund.

The Chair shall have the following powers:

(1) To appoint the Committees of the Board of Directors subject to the confirmation there by such respected bodies. The Chairperson shall be ex-officio member of all bodies.

(2) Right of succession. In case of the inability of the President to perform the responsibilities of the office due to death, resignation or illness, the Chairperson shall exercise the powers and perform the duties of the President, until a successor has been hired by the Board of Directors.

**Section 71 - Duties**

It shall be the duty of the Chair:

(1) The Chair's primary role is to ensure that the board is effective in setting and implementing the company's direction and strategy. Therefore, the chair is responsible for leading the board and focusing it on strategic matters, overseeing the company's business, and setting high governance standards.

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

(3) To call Special Conventions in accordance with the provisions of Section 41.

(4) 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.

(5) Submit a quadrennial report to the Convention.

(6) Appoint all Convention Officers as provided in Article IV Section 46.

**Section 72 - Vice-Chair**

The Vice-Chair shall be a member of the Board of Directors and Fraternal Advisory Committee and perform the duties of the Chair during the temporary absence or inability of the Chair to perform his duties. The Vice-Chair shall serve as the Vice Chair of the Board of Directors. The Vice-Chair shall perform such duties as are imposed upon him by these By-Laws and the Chair.

**Section 73 – Vacancy of President, Chairperson and Vice-Chairperson**

If a vacancy occurs in the office of the President, the Chairperson, and Vice-Chairperson, then the National Secretary shall exercise the powers and perform the duties of the President until that position has been hired by the Board of Directors. The office of Chairperson and Vice-Chairperson shall be filled by the Board of Directors as provided by Section 65(15).



**Section 74 Section 74- Offices and Powers of the Chair of the Board**

The Chairperson shall:

(1) Preside at all meetings of the Board of Directors, Fraternal Advisory Committee Alliance Printers & Publishers, Alliance Communications and PNA Education Fund, School Corporation and submit appropriate written reports to the National Quadrennial Convention.

(2) Appoint the members of all Committees established by the Board of Directors whose appointment by the Chair is provided for in these By-Laws.

(3) Suspend any Officer including the President for misconduct, incompetence or neglect of duty and report such suspension at the next meeting of the 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 Board of Directors, as applicable.

(4) The Chairperson may also serve as President.

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

**ARTICLE X**  
**President/Chief Executive Officer of the Alliance**

**Section 75 - President**

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

(1) To hire 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 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 be necessary.

(3) To take any appropriate action (including suspension) against the Secretary, Treasurer or any employee for misconduct, incompetence or neglect of duty and report such suspension at the next meeting of the 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 Board of Directors, as applicable.

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

(5) To perform such duties as shall be imposed upon the President by these By-Laws and the 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.

**Section 76 - Reserved**

**Section 77 - Reserved**

**ARTICLE XI**  
**The Secretary of the Alliance**

**Section 78 - 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 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 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 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 send out, upon the request of the Chair, all notices prescribed by these By-Laws.

(9) 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.

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

(11) To send out notice of a Special Meeting in the case of a lodge president failing to call such meeting.

(12) To suspend temporarily a delinquent, 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.

(13) To perform such duties as shall be imposed upon the Secretary by these By-Laws and the 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. The Secretary may not engage in any other occupation for pecuniary profit.

**ARTICLE XII**  
**The Treasurer of the Alliance**

**Section 79 - 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 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 Board of Directors.

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

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

(5) To perform such duties as shall be imposed by these By-Laws and the 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 XIII**

### **General Counsel, Chief Financial Officer, and Underwriter**

#### **Section 80 - 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 or a designated Illinois law firm. 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 enactments of the Convention.

(4) To recommend to the 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 Board of Directors.

#### **Section 81 – 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 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 Board of Directors.

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

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

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

#### **Section 82- 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 qualified medical personnel 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 Board of Directors in establishing or amending underwriting rules and negotiating or amending reinsurance agreements.

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

(6) To recommend to the 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 as Chairperson of the Reinsurance Audit Committee with other individuals appointed by the Board of Directors.

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

### **Section 83 - Publications**

The 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.

## **ARTICLE XIV Councils**

### **Section 84 - Composition - Division of**

(a) Each council shall be a federation of local lodges assigned to it by the 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 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.

(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 85 - 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 National Secretary the books, charter, seal, papers, and records of the Council and all assets in the hands of the Council Officers to the National Treasurer, and such property shall become property of the Alliance.

### **Section 86 - Council**

All Councils shall operate in accordance with the above and foregoing Bylaws and all the rules and regulations adopted by the Board of Directors.

**Section 87 - 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.

**ARTICLE XV**  
**Lodges**

**Section 88 - Lodges**

All Lodges shall operate in accordance with the foregoing Bylaws and all rules and regulations adopted by the Board of Directors.

**Section 89 - Formation**

Lodges may be formed in any territory within the jurisdiction of the Alliance, by the Board of Directors or its duly authorized agents. Each lodge shall consist of not less than twenty-five (25) Beneficial 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 90 - Charters - Number and Name of Lodge**

Upon receipt of a petition for charter and acceptable applications for membership, the 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 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 Board of Directors and shall assign it to a specified council. No lodge shall change its name without the approval of the Board of Directors.

**Section 91 – 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 Board of Directors and submitted by February 28th of each year.

### **Section 92 - 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.

### **Section 93 - 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 Board of Directors, and to impose dues upon its membership to defray expenses of its regular operations.

### **Section 94 - 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 Office of the National Secretary the books, charter, seal, papers, and records of the lodge. All moneys in the hands of the lodge Officers, and all other assets shall be turned over to the National Treasurer and shall become the property of the Alliance.

**ARTICLE XVI**  
**Lodge Officers and their Duties**

**Section 95 - 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 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 it obtained 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 96 – Lodge Operations**

Lodge shall operate in accordance with rules and regulations approved by the Board of Directors.

**ARTICLE XVII**  
**The School Corporation**

**Section 97 – 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 98 – Funds**

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

**Section 99 – 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 Chairperson, who shall be the Chairman of the Board, the President of the Alliance, who shall be the Vice-Chairman,; Secretary and Treasurer of the Alliance; a representative of the Alumni; and the Vice-Chairperson in an advisory capacity.

**Section 100 – 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 101 – 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 102 – Bylaws**

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

**Section 103 – Compensation**

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

**ARTICLE XVIII**  
**Disciplinary Provisions**

**Section 104 - 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 105 - 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 106 - 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 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 107 - Complaints**

All complaints against any member, Officer, council or lodge shall be in writing, signed by a member, Officer or body of the Alliance in good standing. All charges against a council or lodge may 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 108 - 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 114.

(2) An *Ad Hoc* Committee of the Board of Directors shall act as a Judicial Body for all complaints filed against an individual member, Lodge Officers, Lodge, Council Officers, and Council as well as members of the Fraternal Advisory Committee and all elected officers of the Alliance.

(3) The full Board of Directors shall be the judicial body in which all complaints shall be filed against the councils, the Officers

thereof, members of the Fraternal Advisory Committee and 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 109 - Rules of Procedure**

The Board of Directors shall prescribe rules of disciplinary procedure. 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 110 - 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.

**Section 111 - Effect of Suspension or Expulsion**

Where an accused has been suspended or expelled by action of judicial body, such member 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 112 - 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 Board of Directors. The appeal shall be made in accordance with the rules and regulations of disciplinary procedure. The hearing before the 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 to the 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 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 Board of Directors present at the meeting. In the event of a vote by correspondence, the decision of the Board of Directors must be by majority of all the members of the 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 Board of Directors.

The decision of the 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 113 - Appeals from Decisions of the Judicial Body of the Board of Directors, and from Decisions of the Board of Directors in Appellate Matters.**

In all cases wherein the 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 Board of Directors and all decisions of the 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 43(b) of these By-Laws.

**Section 114 – 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, such person 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 XIX**  
**Amendments to the By-Laws**  
**and Articles of**  
**Incorporation of the Alliance**

**Section 115 - 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, or Board of Directors, may submit a proposed amendment, in writing. In the event the proposed amendment is submitted by a Lodge, Council or the 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 116 - 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 the later of thirty (30) days after approval by the Illinois Department of Insurance or the publication in the Zgoda.

**Section 117 - 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 118 - 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 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 National 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 National 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 119 - 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 Board of Directors.

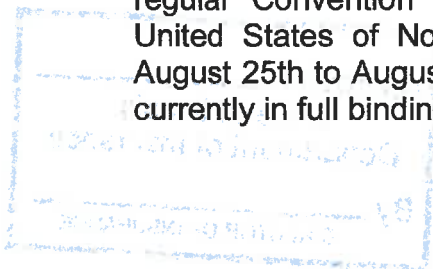
**Section 120 - Robert's Rules of Order**

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 121 - Repealing Clause**

Any provision contained in the By-Laws, inconsistent with the amendments passed at the 48th 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 Phoenix, Arizona from August 25th to August 27th, 2019 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 7<sup>th</sup> day of March, A.D. 2023



*Alieje Kuklinska*  
Secretary of the Alliance

Approved 4/19/23  
State of Illinois  
Department of Insurance  
By Dona Popiel Swearingen  
DIRECTOR OF INSURANCE