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

Revised and Reenacted
At The 49th Regular Convention
Held from August 29th to August 31st, 2023, inclusive
in Rosemont, Illinois

MISSION STATEMENT

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 founded the Polish National Alliance of the United States of North America ("PNA") in Philadelphia in 1880. PNA continues to provide financial security to our members and promotes our Polish-American heritage and culture.

Today, we, Representatives of the 49th Convention of the Polish National Alliance of the United States of North America, assembled in Rosemont, Illinois on the 29th through the 31st day of August, 2023, as faithful guardians of the ideals which those founders bequeathed to us as a sacred heritage and guided by over one hundred forty three (143) 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 "Council" shall mean a subordinate body composed of lodges allocated thereto.

(g) The term "Lodge" shall mean a subordinate body of the Alliance.

(h) 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.

(i) 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 Convention of the Alliance.

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

(k) The term "Benefit Certificate" shall mean all life insurance certificates and annuities.

(l) 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.

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

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

Section 8 - Admission to Membership

Applications for membership must be made on forms approved by the Board of Directors and processed in accordance with written guidelines 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 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 two (2) classes of membership of the Alliance namely; Member and Juvenile 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. 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 their rights. 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 their 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 - Transfers of Lodge Membership

Transfers of lodge membership shall be approved by the National Secretary.

Section 13 - 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 14 - 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 approve the premium rates for and the reserve basis of those benefits and the form and content of benefit certificates and applications therefore, and shall approve the underwriting rules governing the acceptance or rejection of applications for benefit certificates.

Section 15 - Entire Contract

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

Section 16 - 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 17 - Power to Waive Certain Reinstatement Requirements

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

Section 18 - 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 19 - 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 20 - 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 21 - No Waiver of By-Laws

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

Section 22 - 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 23 - 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 24 - 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 25 - 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 26 - 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 27 - 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
Investments

Section 28 - 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 of the committee, the National Secretary, the Treasurer and the Chief Financial Officer of the Alliance.

Section 29 - 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 30 - Membership

(a) The Convention is the supreme legislative and governing body of the Alliance.

(b) Unless elected as Representatives, the Chair, Vice-Chair, the President, the National Secretary, the Treasurer of the Alliance, the members of the Board of Directors, and, if applicable, the General Counsel, the Chief Financial Officer, 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 31 - 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 Board of Directors shall order it joined, for purposes of representation in the Convention to a Council in the same District.

Section 32 – 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 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 33 - 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. 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 the National Secretary to notify the Lodge Secretary that the individual in question failed to meet the required qualifications for Representative.

Section 34 - Mileage and Per Diem

Representatives to the Convention, the Officers named in Section 30 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 31st of the year in which the Convention shall be held. In addition thereto, they shall be reimbursed either for actual coach fare and connecting vehicle transportation 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 35 - 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 36 - 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 an alternate, as appointed by their lodge, 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 37 - Notice of Call of Special Convention

Written notice of the call for a Special Convention shall be submitted by the National Secretary of the Alliance to each member

of the preceding regular Convention, at the last known address and/or the last known e-mail 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 National Secretary of the Alliance, the Board of Directors shall designate a person to mail the required notices.

Section 38 - 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 39 - Pre-Convention Committees

The Chair and the President of the Alliance, not less than ninety (90) days prior to the regular Convention, shall appoint three (3) or five (5) members to the following Pre-Convention Committees: the Committee on Credentials;; the Membership Committee; the Fraternal Committee; and the Nominations Committee. The Chair and the President of the Alliance, not less than ninety (90) days prior to the regular convention, shall appoint five (5) members to the Committee on Laws and By-Laws.

(a) The Committee on Credentials - Duties and Functions

This Committee shall obtain from the National Secretary of the Alliance a list of the elected Representatives to the Convention, and shall convene no less than sixty (60) days prior to the Convention 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. 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. This Committee shall then report the list of

contested Representatives together with its findings and recommendations, for acceptance by the Convention.

(b) 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.

(c) 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.

(d) 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.

(e) Compensation

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

(f) 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 thirty (30) days prior to the Convention.

(g) Any Pre-Convention Committee member may participate and act in person or through the use of a conference telephone or virtually.

Section 40 - 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 41 - 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 of the Convention shall not be 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 Chairperson of the Convention shall administer the oath of office.

(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.

(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 Chairperson of the Convention shall appoint the permanent Parliamentarian of the Convention.

(7) The Chairperson of the Convention 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 42 - Officers of the Convention

The Officers of the Convention shall be a Presiding Officer of the Convention, 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 41 each of the Officers of the Convention shall be Representatives. The Secretary, Sergeant-at-Arms shall appoint such assistants as needed.

Section 43 - Convention Committees

The Presiding Officer of the Convention shall appoint, from among the Representatives and subject to the approval of the Convention, such committees, The Presiding Officer of the Convention shall be ex-officio member of such committees.

Section 44 - 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 45 - 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.

reports of all the Pre-Convention Committees shall have been submitted and accepted by the Convention.

ARTICLE V
Elections of Representatives

Section 46 - 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 31st 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 47 – Rules for Election of Delegates to the Electoral Assembly

The National Secretary, no 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 the rules regulating the election of delegates to the Electoral Assembly, as approved by the Board of Directors.

ARTICLE VI
Officers of the Alliance

Section 48 - 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 National Secretary, a Treasurer and five (5) Board of Directors. All candidates for an elective office shall have the qualifications stated in Article VI Section 49. Candidates for the office of Chair of the Board, Vice Chair of the Board, National Secretary, Treasurer or the Board of Directors shall also have the qualifications as set forth in Article VI Section 49 and shall be elected by the general membership by a direct vote election method.

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

Section 49 - Qualifications for either Elective or Appointive Officers of the Alliance

A. Elective Officers

A candidate for an elective office of Chair, Vice Chair National Secretary, Treasurer or Board of Director specified in Section 48 hereinabove, must possess the following qualifications at the time of application:

1.The candidate must be a Beneficial Member of the Alliance in good standing.

2. Be a citizen of the United States and not have been convicted of a Felony.

3. Have knowledge of the organization and its benefits.

4. Have a minimum of a Bachelor's or higher degree from an accredited university and/or have a minimum five (5) years of verifiable experience in business, finance, insurance or organizational management demonstrating competence in governance and fiduciary responsibilities.

5. Demonstrate knowledge of insurance by passing the FMLI certification issued by LOMA or having 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 discharged in Chapter 7 bankruptcy or if any federal or state statute, regulation or rule prevents such individual from holding such office.

7. A candidate must not have attained the age of seventy-three (73) years at the time of election.

B. 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 National 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.

3. No candidate of the Alliance shall seek or be a candidate for more than one (1) elective office for any election period.

Section 50 - Nominations for Elective Officers of the Alliance

The President shall appoint not less than (3) individuals, all of whom shall be Beneficial Members in Good Standing to a Nominating Committee. The appointments will be subject to ratification by the Board of Directors.

The Nominating Committee shall adopt procedures for nomination of candidates and obtain and any all information deemed by the Committee, including but not limited to those listed in Article VI Section 49, as necessary to evaluate a candidate and for presentation to the Beneficial Members in Good Standing to enable them to make an informed decision.

The Nominating Committee shall review all candidates' applications and determine if such individual is eligible to serve in the position the individual is seeking. The Committee shall also review the background and credentials of each of the candidates and recommend the candidates the Committee determines are best

qualified and complement the skills expected for the elective positions identified in Article VI Section 48.

The Nominating Committee shall submit a slate of qualified candidates for election by direct vote to the Beneficial Members in Good Standing for their consideration and vote.

No individual seeking to be elected to one of the elective positions identified in Article VI Section 48, shall be eligible to be appointed to the Nominating Committee. No member of the immediate family of an individual seeking to be elected shall be eligible to be appointed to the Nominating Committee.

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 any election period.

Prospective candidates will submit a nomination petition and a resume to the National Secretary, which will then be provided to the Nominating Committee.

Section 51 - Election and Installation

The Chair of the Board, Vice Chair of the Board, National Secretary and Treasurer and five (5) Board of Directors shall be elected by direct vote in accordance with rules and regulations adopted by the Board of Directors. The ballot shall be prepared in accordance with such rules and sent to Beneficial Members in Good Standing. Each Beneficial Member in Good Standing shall be entitled to one (1) vote.

The Chair of the Board, Vice Chair of the Board, National Secretary, Treasurer and five (5) Directors of the Board shall be

elected by a plurality of the votes cast by Beneficial Members in Good standing by means of a direct vote ballot.

Section 52 - Term of Office

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 election period, or upon receipt of all regulatory approvals and shall serve until their successors are duly elected and qualified. The elected Officers of the Alliance shall serve for four (4) year terms. Members of the Board of Directors, shall be present at the sessions of the Convention and give all information respecting their office as the Convention may request.

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

Section 53 - Compensation

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

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

Section 54 - Vacancies

Vacancies caused by any reason in the elected offices of the Alliance shall be filled as provided in Section 60 (11).

Section 55 - Bonds of Officers

The Board of Directors shall approve the bond for such Officers, in such amount and in such manner as it shall determine. 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 56 - Composition

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

Each newly elected director shall participate in a board training or orientation program with 6 months after their election to the board that includes information regarding board duties and responsibilities.

Section 57 - Executive Committee of the Board of Directors

The President, National 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 58 - 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, telecommunication or virtually. A written confirmation of any action taken shall be submitted to the Board of Directors.

Section 59 - Compensation of Board of Directors

Each Director shall receive such allowance for attendance at meetings and for special services in the interest of the Alliance.

Section 60 - Powers of the Board of Directors

The Board of Directors shall be the executive body of the Alliance and shall supervise and have effective oversight of all of the affairs and business of the Alliance. 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) Approve 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 overall funds, investments and property of the Alliance with power of disposition.

(5) Authorize the issuance of 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 their 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 their duties by a two-thirds (2/3) vote of all members of said Board of Directors with the right of appeal. 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 they possess 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) Determine admission of any 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.

(12) Fill a vacancy caused by any reason in the office of Chair of the Board, Vice Chair of the Board, President, National 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 Office of 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.

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

Section 61 - Duties
It shall be the duty of the Board of Directors to:

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

(2) Approve and Appoint, within ninety (90) days after each regular Convention, at the next regularly scheduled Board of Directors meeting or Special Meeting, whichever is earlier, General Counsel, Chief Financial Officer and an Actuary. Each appointed Officer of the Alliance shall receive such compensation as may be determined by the Board of Directors.

(3) In the event of the disability or inability of the National Secretary or the Treasurer of the Alliance to perform their 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.

(4) At least annually, the board of directors shall conduct a self-assessment.

(5) Establish an audit committee. The composition and responsibilities of the audit committee shall comply with the Illinois Administrative Code provisions relating to annual financial reporting.

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

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

ARTICLE VIII
Chair and Vice Chair

Section 62 - Offices and Powers of the Chair

The Chair shall be the Chairperson of the Board of Directors and subsidiaries of the Alliance.

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 Chair of the Board or if unable the Vice Chair of the Board shall exercise the powers and perform the duties of the President, until a successor has been hired by the Board of Directors.

Section 63 - Duties

It shall be the duty of the Chair of the Board:

(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 37.

(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 41.

Section 64 - Vice-Chair

The Vice-Chair shall be a member of the Board of Directors and perform the duties of the Chair during the temporary absence or inability of the Chair to perform their 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 them by these By-Laws and the Board of Directors.

Section 65 – Vacancy of President, Chair and Vice-Chair

If a vacancy occurs in the office of the President, the Chair, and Vice-Chair, 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 Chair and Vice-Chair shall be filled by the Board of Directors as provided by Section 60(11).

Section 66 - Offices and Powers of the Chair of the Board

The Chair shall:

(1) Preside at all meetings of the Board of Directors and all subsidiaries of the Alliance 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 Chair of the Board may also serve as President.

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

ARTICLE IX
President/Chief Executive Officer of the Alliance

Section 67 - 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 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 National 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.

ARTICLE X
The National Secretary of the Alliance

Section 68 - Duties
It shall be the duty of the National 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 National 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 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 declare a vacancy in any elective office of the Alliance.

(10) To perform such duties as shall be imposed upon the National 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 National 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 National Secretary may not engage in any other occupation for pecuniary profit.

(11) To review the activity of all Lodges and make all necessary changes, including merging of Lodges, subject to the Board of Directors review and approval.

(12) To oversee the direct vote election process.

ARTICLE XI
The Treasurer of the Alliance

Section 69 - 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 XII
General Counsel and Chief Financial Officer

Section 70 - 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 71 – 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 72 - 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 XIII
Councils

Section 73 - 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 74 - Property of Dissolved Councils

When all lodges of a Council are transferred to another Council and/or are dissolved, 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 75 - 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 76 - 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 XIV
Lodges

Section 77 - Lodges

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

Section 78 - Formation

Lodges may be formed in any territory within the jurisdiction of the Alliance, upon approval 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 79 - 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 National 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 80 - 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.

Section 81 - 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 XV
Lodge Officers and their Duties

Section 82 - Titles and Qualifications

The officers of a lodge shall be at least the President, Vice Presidents, as the lodge deems necessary, Secretary and Treasurer, who shall be elected as provided in the succeeding section and as provided in the Rules and Regulations approved by the Board of Directors. 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.

Section 83 – Lodge Operations

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

ARTICLE XVI
Disciplinary Provisions

Section 84 - Offenses for Which Member May be Disciplined

The following are declared to be the offenses against the Alliance for the commission of which a member may be disciplined 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 their 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 85 - Offenses for which Councils and Lodges may be Disciplined

The commission of the following offenses by a council or lodge may be disciplined 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) 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 86 - 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 National 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 87 - 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 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 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 88 - 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 89 - 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 90 - 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 National Secretary of the Alliance in writing of the above privilege.

Section 91 - 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 92 - 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 Office of the General Counsel.

Section 93 – 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 XVII
Amendments to the By-Laws and Articles of Incorporation of the Alliance

Section 94 - 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 the 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 National Secretary of the Alliance not later than sixty (60) days before the Convention for delivery to the Committee on Laws and By-Laws.

Section 95 - 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 96 - 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 97 - Amendment by Referendum

To meet changing statues 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 representative 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 representatives 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 National Secretary of the Alliance within thirty (30) 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 98 - 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 99 - 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 100 - Repealing Clause

Any provision contained in the By-Laws, inconsistent with the amendments passed at the 49th Convention, are hereby repealed.

The amendments to following sections will take effect on January 1, 2027, or the later of thirty (30) days after approval by the Illinois Department of Insurance or the publication in the Zgoda: Section 49(A)(1); Section 49(A)(4); and. Section 49(A)(7).

In the event that the 50th Convention held in 2027 amends the Articles of Incorporation to provide for a direct vote of elective officials, the following sections will take effect on January 1, 2028: Section 39(e); Section 45(c); Section 48; Section 49(A)(3); Section 50; Section 51; Section 52; and, Section 68.

I, do hereby certify that I am the duly elected and qualified National 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 Rosemont, Illinois from

August 29th to August 31st, 2023 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 27th day of August, A.D. 2026

POLISH NATIONAL ALLIANCE OF THE U.S. OF N.A. 1880

Alicja Lukiewicz

National Secretary of the Alliance

Approved 10/27/2026

State of Illinois
Department of Insurance
By Ann Gillespie sw
DIRECTOR OF INSURANCE